

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
Form 10-Q
May 10, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2006

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number: 1-6300

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

(Exact name of Registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of incorporation
or organization)

23-6216339

(I.R.S. Employer Identification No.)

200 South Broad Street

Philadelphia, PA

(Address of principal executive offices)

19102

(Zip Code)

Registrant's telephone number, including area code: **(215) 875-0700**

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 last 90 days.

Yes No

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

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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Common shares of beneficial interest, \$1.00 par value per share; outstanding at May 3, 2006: 36,646,480

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

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(in thousands, except per share amounts)

(Unaudited)

	March 31, 2006	December 31, 2005
	<hr/>	<hr/>
ASSETS:		
INVESTMENTS IN REAL ESTATE, at cost:		
Retail properties	\$2,829,729	\$2,807,575
Construction in progress	118,894	55,368
Land held for development	5,616	5,616
	<hr/>	<hr/>
Total investments in real estate	2,954,239	2,868,559
Accumulated depreciation	(242,583)	(220,788)
	<hr/>	<hr/>
Net investments in real estate	2,711,656	2,647,771
	<hr/>	<hr/>
INVESTMENTS IN PARTNERSHIPS, at equity	40,631	41,536
	<hr/>	<hr/>
OTHER ASSETS:		
Cash and cash equivalents	25,235	21,642
Rents and other receivables (net of allowance for doubtful accounts of \$10,836 and \$10,671 at March 31, 2006 and December 31, 2005, respectively)	37,239	46,492
Intangible assets (net of accumulated amortization of \$83,570 and \$72,308 at March 31, 2006 and December 31, 2005, respectively)	162,719	173,594
Deferred costs and other assets	82,959	69,792
Assets held for sale	2,081	17,720
	<hr/>	<hr/>
Total assets	\$3,062,520	\$3,018,547
	<hr/>	<hr/>
LIABILITIES:		
Mortgage notes payable	\$1,589,434	\$1,332,066
Debt premium on mortgage notes payable	36,702	40,066
Credit Facility	238,000	342,500
Corporate notes payable		94,400
Liabilities related to assets held for sale	450	18,233
Tenants' deposits and deferred rents	15,139	13,298
Investments in partnerships, deficit balances	13,166	13,353
Accrued expenses and other liabilities	85,825	69,435
	<hr/>	<hr/>
Total liabilities	1,978,716	1,923,351
	<hr/>	<hr/>
MINORITY INTEREST:		
Minority interest in Operating Partnership	113,041	115,304

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Minority interest in properties	2,863	3,016
	<hr/>	<hr/>
Total minority interest	115,904	118,320
	<hr/>	<hr/>
COMMITMENTS AND CONTINGENCIES (Note 9)		
SHAREHOLDERS' EQUITY:		
Shares of beneficial interest, \$1.00 par value per share; 100,000 shares authorized; issued and outstanding 36,660 shares at March 31, 2006 and 36,521 shares at December 31, 2005, respectively	36,660	36,521
Non-convertible senior preferred shares, 11% cumulative, \$.01 par value per share; 2,475 shares authorized, issued and outstanding at March 31, 2006 and December 31, 2005, respectively	25	25
Capital contributed in excess of par	901,659	899,439
Accumulated other comprehensive income	16,707	4,377
Retained earnings	12,849	36,514
	<hr/>	<hr/>
Total shareholders' equity	967,900	976,876
	<hr/>	<hr/>
Total liabilities, minority interest and shareholders' equity	\$ 3,062,520	\$ 3,018,547
	<hr/>	<hr/>

See accompanying notes to the unaudited consolidated financial statements.

[Back to Contents](#)**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****CONSOLIDATED STATEMENTS OF INCOME**

(in thousands of dollars)

(Unaudited)

	For the Three Months Ended March 31,	
	2006	2005
REVENUE:		
Real estate revenues:		
Base rent	\$71,113	\$66,278
Expense reimbursements	33,649	30,942
Percentage rent	2,138	2,334
Lease termination revenue	1,810	496
Other real estate revenues	3,694	2,928
	<hr/>	<hr/>
Total real estate revenues	112,404	102,978
Management company revenues	771	857
Interest and other income	389	190
	<hr/>	<hr/>
Total revenues	113,564	104,025
	<hr/>	<hr/>
EXPENSES:		
Property operating expenses:		
CAM and real estate taxes	(31,352)	(28,192)
Utilities	(5,766)	(5,415)
Other operating expenses	(5,941)	(5,650)
	<hr/>	<hr/>
Total property operating expenses	(43,059)	(39,257)
Depreciation and amortization	(32,848)	(25,990)
Other expenses:		
General and administrative expenses	(10,363)	(9,218)
Executive separation	(3,985)	
Income taxes	(78)	
	<hr/>	<hr/>
Total other expenses	(14,426)	(9,218)
Interest expense	(24,123)	(19,666)
	<hr/>	<hr/>
Total expenses	(114,456)	(94,131)
(Loss) income before equity in income of partnerships, gains on sales of interests in real estate, minority interest and discontinued operations	(892)	9,894
Equity in income of partnerships	1,683	1,650
Gains on sales of interests in real estate	61	61
	<hr/>	<hr/>
Income before minority interest and discontinued operations	852	11,605

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Minority interest	(381)	(1,352)
	<u>471</u>	<u>10,253</u>
Income from continuing operations	471	10,253
Income from discontinued operations:		
Operating results from discontinued operations	190	1,291
Minority interest	(20)	(146)
	<u>170</u>	<u>1,145</u>
Income from discontinued operations	170	1,145
	<u>641</u>	<u>11,398</u>
Net income	641	11,398
Dividends on preferred shares	(3,403)	(3,403)
	<u>\$ (2,762)</u>	<u>\$ 7,995</u>
Net (loss allocable) income available to common shareholders	\$ (2,762)	\$ 7,995

See accompanying notes to the unaudited consolidated financial statements.

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(in thousands, except per share amounts)

(Unaudited)

	For the Three Months Ended March 31,	
	2006	2005
Income from continuing operations	\$471	\$10,253
Dividends on preferred shares	(3,403)	(3,403)
(Loss) income from continuing operations (allocable) available to common shareholders	(2,932)	6,850
Dividends on unvested restricted shares	(288)	(242)
(Loss) income from continuing operations used to calculate earnings per share	(3,220)	6,608
Minority interest in properties continuing operations		45
(Loss) income from continuing operations used to calculate earnings per share diluted	\$(3,220)	\$6,653
Income from discontinued operations	\$170	\$1,145
Basic (loss) earnings per share:		
(Loss) income from continuing operations	\$(0.08)	\$0.19
Income from discontinued operations		0.03
	\$(0.08)	\$0.22
Diluted (loss) earnings per share:		
(Loss) income from continuing operations	\$(0.08)	\$0.18
Income from discontinued operations		0.03
	\$(0.08)	\$0.21
Weighted-average shares outstanding basic	36,099	35,972
Effect of common share equivalents		(1) 651
Weighted-average shares outstanding diluted	36,099	36,623

(1) For the three months ended March 31, 2006, there is a net loss allocable to common shareholders. The effect of common share equivalents would be antidilutive, so there is no impact of common share equivalents on the calculation of diluted loss per share for the three months ended March 31, 2006.

See accompanying notes to the unaudited consolidated financial statements.

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(in thousands of dollars)

(Unaudited)

	For the Three Months Ended March 31,	
	2006	2005
	<hr/>	<hr/>
Cash Flows from Operating Activities:		
Net income	\$ 641	\$ 11,398
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	22,256	19,074
Amortization	7,320	2,959
Straight-line rent adjustments	(613)	(1,004)
Provision for doubtful accounts	819	922
Amortization of deferred compensation	3,202	908
Minority interest	401	1,498
Gains on sales of interests in real estate	(61)	(61)
Change in assets and liabilities:		
Net change in other assets	9,853	(455)
Net change in other liabilities	(4,116)	(13,018)
	<hr/>	<hr/>
Net cash provided by operating activities	39,702	22,221
	<hr/>	<hr/>
Cash Flows from Investing Activities:		
Investments in consolidated real estate acquisitions, net of cash acquired	(802)	(61,759)
Investments in consolidated real estate improvements	(5,638)	(5,113)
Additions to construction in progress	(43,342)	(2,827)
Investments in partnerships	(198)	(336)
Increase in cash escrows	(1,683)	(3,124)
Capitalized leasing costs	(1,257)	(826)
Additions to leasehold improvements	(69)	(903)
Cash distributions from partnerships in excess of equity in income	963	1,825
Cash proceeds from sales of consolidated real estate investments	1,874	68
	<hr/>	<hr/>
Net cash used in investing activities	(50,152)	(72,995)
	<hr/>	<hr/>
Cash Flows from Financing Activities:		
Principal installments on mortgage notes payable	(6,245)	(4,903)
Proceeds from mortgage notes payable	246,500	
Repayment of mortgage notes payable		(58,791)
Repayment of corporate notes payable	(94,400)	
Net (repayment) borrowing from Credit Facility	(104,500)	131,000
Payment of deferred financing costs	(1,106)	(1,280)
Shares of beneficial interest issued	1,582	1,199
Shares of beneficial interest repurchased	(955)	(816)
Operating partnership units redeemed	(247)	

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Distributions paid to common shareholders	(20,904)	(19,686)
Distributions paid to preferred shareholders	(3,403)	(3,403)
Distributions paid to operating partnership unit holders and minority partners	(2,279)	(2,476)
	<u> </u>	<u> </u>
Net cash provided by financing activities	14,043	40,844
	<u> </u>	<u> </u>
Net change in cash and cash equivalents	3,593	(9,930)
Cash and cash equivalents, beginning of period	21,642	40,340
	<u> </u>	<u> </u>
Cash and cash equivalents, end of period	\$25,235	\$30,410
	<u> </u>	<u> </u>

See accompanying notes to consolidated financial statements.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2006

(Unaudited)

1. BASIS OF PRESENTATION:

Pennsylvania Real Estate Investment Trust (PREIT or the Company) prepared the consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the included disclosures are adequate to make the information presented not misleading. The consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto included in PREIT 's Annual Report on Form 10-K for the year ended December 31, 2005. In management 's opinion, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company and its subsidiaries and the consolidated results of its operations and its cash flows are included. The results of operations for the interim periods presented are not necessarily indicative of the results for the full year.

Pennsylvania Real Estate Investment Trust, a Pennsylvania business trust founded in 1960 and one of the first equity real estate investment trusts (REITs) in the United States, has a primary investment focus on retail shopping malls and power and strip centers located in the Mid-Atlantic region or in the eastern part of the United States. As of March 31, 2006, the Company 's operating portfolio consisted of a total of 52 properties. The retail portion of the Company 's portfolio contains 51 properties in 13 states and includes 39 shopping malls and 12 power and strip centers. The Company also owns one office property acquired as part of a mall acquisition that is classified as held for sale.

The Company 's primary business is owning and operating shopping malls and power and strip centers. The Company evaluates operating results and allocates resources on a property-by-property basis and does not distinguish or evaluate its consolidated operations on a geographic basis. No individual property constitutes more than 10% of the Company 's consolidated revenue or assets, and thus the individual properties have been aggregated into one reportable segment based upon their similarities with regard to the nature of the centers, the tenants and operational processes, as well as long-term financial performance. In addition, no single tenant accounts for 10% or more of the Company 's consolidated revenue and none of the shopping centers are located outside the United States.

The Company 's interests in its properties are held through PREIT Associates, L.P. (the Operating Partnership). The Company is the sole general partner of the Operating Partnership, and, as of March 31, 2006, the Company held an 89.8% interest in the Operating Partnership and consolidated it for financial reporting purposes. The presentation of consolidated financial statements does not itself imply that the assets of any consolidated entity (including any special-purpose entity formed for a particular project) are available to pay the liabilities of any other consolidated entity, or that the liabilities of any consolidated entity (including any special-purpose entity formed for a particular project) are obligations of any other consolidated entity.

Pursuant to the terms of the partnership agreement of the Operating Partnership, each of the other limited partners of the Operating Partnership has the right to redeem his/her units of limited partnership interest in the Operating Partnership (OP Units) for cash or, at the election of the Company, the Company may acquire such OP Units for shares of the Company on a one-for-one basis, in some cases beginning one year following the respective issue date of the OP Units, and in other cases immediately.

The Company provides its management, leasing and real estate development services through two companies: PREIT Services, LLC (PREIT Services), which generally develops and manages properties that the Company consolidates for financial reporting purposes, and PREIT-RUBIN, Inc. (PRI), which develops and manages properties that the Company does not consolidate for financial reporting purposes,

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including properties owned by partnerships in which the Company owns an interest. PREIT Services and PRI are consolidated. Because PRI is a taxable REIT subsidiary as defined by federal tax laws, it is capable of offering a broad range of services to tenants without jeopardizing the Company's continued qualification as a real estate investment trust under federal tax law.

Certain prior period amounts have been reclassified to conform with the current period presentation.

2. RECENT ACCOUNTING PRONOUNCEMENTS: SFAS No. 123(R) and SAB No. 107

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123(R), Share-Based Payment (SFAS No. 123(R)), which is a revision of SFAS No. 123 and supersedes APB Opinion No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Pro forma disclosure of the income statement effects of share-based payments, which was permitted under SFAS No. 123, is no longer an alternative. As originally issued by the FASB, SFAS No. 123(R) was effective for all stock-based awards granted on or after July 1, 2005. In addition, companies must also recognize compensation expense related to any awards that were not fully vested as of July 1, 2005. In March 2005, the Securities and Exchange Commission (SEC) released Staff Accounting Bulletin No. 107 (SAB No. 107), which provides guidance related to share-based payment arrangements for reporting companies. Also in March 2005, the SEC permitted reporting companies, and the Company elected, to defer adoption of SFAS No. 123(R) until the beginning of their next fiscal year, which, for the Company, was January 1, 2006. Compensation expense for the unvested awards will be measured based on the fair value of such awards previously calculated in connection with the development of the prior pro forma disclosures in accordance with the provisions of SFAS No. 123. The Company has completed its assessment of the impact of SFAS No. 123(R), and has determined that the impact is not material.

3. REAL ESTATE ACTIVITIES:

Investments in real estate as of March 31, 2006 and December 31, 2005 were comprised of the following:

(in thousands of dollars)	March 31, 2006	December 31, 2005
Buildings, improvements and construction in progress	\$2,458,981	\$2,401,191
Land, including land held for development	495,258	467,368
Total investments in real estate	2,954,239	2,868,559
Less: accumulated depreciation	(242,583)	(220,788)
Net investments in real estate	\$2,711,656	\$2,647,771

Acquisitions

The Company records its acquisitions based on estimates of fair value as determined by management, based on information available and on assumptions of future performance. These allocations are subject to revisions, in accordance with GAAP, during the twelve-month periods following the closings of the acquisitions.

2005 Acquisitions

In December 2005, the Company acquired Woodland Mall in Grand Rapids, Michigan, with 1.2 million square feet, for \$177.4 million. The Company funded the purchase price with two 90-day corporate notes totaling \$94.4 million having a weighted average interest rate of 6.85% and secured by letters of credit, \$80.5 million from its Credit Facility, and the remainder from its available working capital. These notes were subsequently repaid. See Note 5. Of the purchase price amount, \$6.1 million was allocated to the value of in-place leases, \$6.2 million was allocated to above-market leases and \$6.6 million was allocated to below-market leases.

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In May 2005, the Company exercised its option to purchase 73 acres of previously ground leased land that contains Magnolia Mall in Florence, South Carolina for \$5.9 million. The Company used available working capital to fund this purchase.

In March 2005, the Company acquired Gadsden Mall in Gadsden, Alabama, with 0.5 million square feet, for \$58.8 million. The Company funded the purchase price from its Credit Facility. Of the purchase price amount, \$7.8 million was allocated to the value of in-place leases, \$0.1 million was allocated to above-market leases and \$0.3 million was allocated to below-market leases. The acquisition included the nearby P&S Office Building, a 40,000 square foot office building that the Company considers to be non-strategic, and which the Company has classified as held-for-sale for financial reporting purposes.

In February 2005, the Company purchased the 0.9 million square foot Cumberland Mall in Vineland, New Jersey and a vacant 1.7 acre parcel adjacent to the mall. The total price paid for the mall and the adjacent parcel was \$59.5 million, including the assumption of \$47.7 million in mortgage debt. The Company paid the \$0.9 million purchase price of the adjacent parcel in cash, and the Company paid the remaining portion of the purchase price using 272,859 OP Units, which were valued at \$11.0 million, based on the average of the closing price of the Company's common shares on the ten consecutive trading days immediately before the closing date of the transaction. Of the purchase price amount, \$8.7 million was allocated to the value of in-place leases, \$0.2 million was allocated to above-market leases and \$0.3 million was allocated to below-market leases. The Company also recorded a debt premium of \$2.7 million in order to record Cumberland Mall's mortgage at fair value.

Dispositions

In December 2005, the Company sold Festival at Exton in Exton, Pennsylvania for \$20.2 million. The Company recorded a gain of \$2.5 million from this sale.

In August 2005, the Company sold its four industrial properties (the Industrial Properties) for \$4.3 million. The Company recorded a gain of \$3.7 million from this transaction.

In May 2005, pursuant to an option granted to the tenant in a 1994 ground lease agreement, the Company sold a 13.5 acre parcel in Northeast Tower Center in Philadelphia, Pennsylvania containing a Home Depot store to Home Depot U.S.A, Inc. for \$12.5 million. The Company recorded a gain of \$0.6 million on the sale of this parcel.

Discontinued Operations

In accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of (SFAS No.144), the Company has presented as discontinued operations the operating results of Festival at Exton, the Industrial Properties and the P&S Office Building acquired in connection with the Gadsden Mall transaction.

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The following table summarizes revenue and expense information for the Company's discontinued operations:

	For the Three Months Ended March 31,	
(in thousands of dollars)	2006	2005
Real estate revenues	\$ 198	\$ 1,602
Expenses:		
Property operating expenses	(8)	(189)
Depreciation and amortization		(122)
Total expenses	(8)	(311)
Operating results from discontinued operations	190	1,291
Minority interest	(20)	(146)
Income from discontinued operations	\$ 170	\$ 1,145

Schuylkill Mall

During the first quarter of 2006, the Company reclassified Schuylkill Mall in Frackville, Pennsylvania from held for sale to held and used for accounting purposes. The Company reached this decision because the previously disclosed January 2006 agreement to sell the property was terminated, and the property no longer meets the conditions for an exception to the one-year classification requirement in SFAS No. 144. The Company intends to continue to actively market Schuylkill Mall for sale, but at this time, it cannot determine if or when a sale will be consummated. For balance sheet purposes, as of March 31, 2006, the assets and liabilities of Schuylkill Mall were reclassified from assets held for sale and liabilities related to assets held for sale into the appropriate balance sheet captions. Because Schuylkill Mall was considered held for sale as of December 31, 2005, no reclassifications related to Schuylkill Mall were made as of that date. For income statement purposes, the results of operations for Schuylkill Mall are presented in continuing operations for all periods presented. In the first quarter of 2006, the Company recorded depreciation and amortization expense of \$2.8 million to reflect the depreciation and amortization during all of the period that Schuylkill Mall was held for sale. Schuylkill Mall's real estate and intangible assets had net book values of \$7.6 million and \$3.8 million, respectively, as of March 31, 2006.

Development Activity

As of March 31, 2006, the Company had capitalized \$88.2 million related to construction and development activities. Of this amount, \$3.3 million is included in deferred costs and other assets in the accompanying consolidated balance sheets, \$82.6 million is included in construction in progress and \$2.3 million is included in Investments in partnerships, at equity. Non-refundable deposits on land purchase contracts were \$0.5 million at March 31, 2006.

In February 2006, the Company acquired 540 acres of land in Gainesville, Florida for \$21.5 million, including closing costs. The Company expects to develop a mixed use project on this land.

In transactions that closed between June 2005 and January 2006, the Company acquired a total of 188 acres in New Garden Township, Pennsylvania for \$30.1 million in cash, including closing costs, \$11.6 million of which is payable to the seller by January 2007. The Company is still in the process of obtaining various entitlements for its concept for this property, which includes retail and mixed use components.

In transactions that closed between May and August 2005, the Company acquired 45 acres in Lacey Township, New Jersey for \$11.6 million in cash, including closing costs. In December 2005, Lacey Township authorized the Company to construct a retail center of up to 0.3 million square feet on this land, including a 0.1 million square foot Home Depot. Also, in December 2005, the Company announced that it began construction of a new retail center anchored by Home Depot. The Company is currently awaiting an additional state permit before continuing with construction.

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In August 2005, the Company acquired a 15 acre parcel in Christiansburg, Virginia adjacent to New River Valley Mall for \$4.1 million, including closing costs. The Company plans to develop a power center on this parcel.

Capitalization of Costs

Costs incurred that are directly related to development and redevelopment projects for interest, real estate taxes and insurance are capitalized only during periods in which activities necessary to prepare the property for its intended use are in progress. Costs incurred for such items after the property is substantially complete and ready for its intended use are charged to expense as incurred. The Company capitalizes a portion of development department employees' compensation and benefits related to time spent involved in development and redevelopment projects.

The Company capitalizes payments made to obtain an option to acquire real property. All other related costs that are incurred before acquisition are capitalized if the acquisition of the property or of an option to acquire the property is probable. If the property is acquired, such costs are included in the amount recorded as the initial value of the asset. Capitalized pre-acquisition costs are charged to expense when it is probable that the property will not be acquired.

The Company capitalizes salaries, commissions and benefits related to time spent by leasing and legal department personnel involved in originating leases with third-party tenants.

The following table summarizes the Company's capitalized salaries and benefits, real estate taxes and interest for the three months ended March 31, 2006 and 2005:

(in thousands of dollars)	For the Three Months Ended March 31,	
	2006	2005
Development/Redevelopment:		
Salaries and benefits	\$ 420	\$ 387
Real estate taxes	\$ 99	\$ 215
Interest	\$ 1,444	\$ 390
Leasing:		
Salaries and benefits	\$ 1,257	\$ 826

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The following table presents summarized financial information of the equity investments in the Company's unconsolidated partnerships as of March 31, 2006 and December 31, 2005:

(in thousands of dollars)	March 31, 2006	December 31, 2005
ASSETS:		
Investments in real estate, at cost:		
Retail properties	\$ 326,557	\$ 314,704
Construction in progress	3,151	2,927
	<hr/>	<hr/>
Total investments in real estate	329,708	317,631
Accumulated depreciation	(65,510)	(62,554)
	<hr/>	<hr/>
Net investments in real estate	264,198	255,077
Cash and cash equivalents	4,664	4,830
Deferred costs, and other assets, net	29,985	37,634
	<hr/>	<hr/>
Total assets	298,847	297,541
	<hr/>	<hr/>
LIABILITIES AND PARTNERS' EQUITY:		
Mortgage notes payable	(267,845)	(269,000)
Other liabilities	(18,082)	(13,942)
	<hr/>	<hr/>
Total liabilities	(285,927)	(282,942)
	<hr/>	<hr/>
Net equity (deficit)	12,920	14,599
Less: partners' share	(6,464)	(7,303)
	<hr/>	<hr/>
Company's share	6,456	7,296
Excess investment ⁽¹⁾	13,891	13,701
Advances	7,118	7,186
	<hr/>	<hr/>
Net investments and advances	\$ 27,465	\$ 28,183
	<hr/>	<hr/>
Investment in partnerships, at equity	\$ 40,631	\$ 41,536
Partnership investments with deficit balances	(13,166)	(13,353)
	<hr/>	<hr/>
Net investments and advances	\$ 27,465	\$ 28,183
	<hr/>	<hr/>

⁽¹⁾ Excess investment represents the unamortized difference of the Company's investment over the Company's share of the equity in the underlying net investment in the partnerships. The excess investment is amortized over the life of the properties within the partnership, and the amortization is included in Equity in income of partnerships.

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The following table summarizes the Company's share of equity in income of partnerships for the three month periods ended March 31, 2006 and 2005:

(in thousands of dollars)	Three Months Ended March 31,	
	2006	2005
Real estate revenues	\$ 16,217	\$ 14,534
Expenses:		
Property operating expenses	(4,606)	(4,709)
Interest expense	(4,802)	(4,142)
Depreciation and amortization	(3,313)	(2,219)
Total expenses	(12,721)	(11,070)
Net income	3,496	3,464
Partners' share	(1,748)	(1,746)
Company's share	1,748	1,718
Amortization of excess investment	(65)	(68)
Equity in income of partnerships	\$ 1,683	\$ 1,650

Acquisition

In November 2005, the Company and its partner acquired Springfield Mall in Springfield, Pennsylvania, with 0.6 million square feet, for \$103.5 million. To partially finance the acquisition costs, the Company and its acquisition partner, obtained a \$76.5 million mortgage loan. The Company funded the remainder of its share of the purchase price with \$5.0 million in borrowings from its Credit Facility. Of the purchase price amount, \$2.9 million was allocated to the value of in-place leases, \$0.4 million was allocated to above-market leases and \$4.5 million was allocated to below-market leases.

Dispositions

In July 2005, the Company sold its 40% interest in Laurel Mall in Hazleton, Pennsylvania to Laurel Mall, LLC. The total sales price of the mall was \$33.5 million, including assumed debt of \$22.6 million. The net cash proceeds to the Company were \$3.9 million. The Company recorded a gain of \$5.0 million in the third quarter of 2005 from this transaction.

In July 2005, a partnership in which the Company has a 50% interest sold the property on which the Christiana Power Center Phase II project would have been built to the Delaware Department of Transportation for \$17.0 million. The Company's share of the proceeds was \$9.5 million, representing a reimbursement for the \$5.0 million of costs and expenses it incurred previously in connection with the project and a gain on sale of non-operating real estate of \$4.5 million.

5. CREDIT FACILITY AND MORTGAGE NOTES PAYABLE:

In March 2006, the Company entered into a second amendment to the terms of the Credit Facility. Pursuant to this amendment, the term of the Credit Facility has been extended to January 20, 2009, and the Company has an option to extend the term for an additional 14 months, provided that there is no event of default at that time. The previous termination date was November 20, 2007. The amendment also lowered the interest rate to between 0.95% and 1.40% per annum over LIBOR from 1.05% to 1.55% per annum over LIBOR, in both cases depending on the Company's leverage. The amendment reduced the capitalization rate used to calculate Gross Asset Value (as defined in the Credit Facility agreement) to 7.50% from 8.25%. The amendment also modified certain of the financial covenants of the Company in the Credit Facility agreement. The revised covenants reduce the minimum interest coverage and total debt ratios and allow for an increase in investments in partnerships.

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In March 2006, the Company entered into a \$156.5 million first mortgage loan that is secured by Woodland Mall in Grand Rapids, Michigan. The loan has an interest at a rate of 5.58% and has a 10 year term. The loan terms provide for interest-only payments for three years and then repayment of principal based on a 30-year amortization schedule. The Company used a portion of the loan proceeds to repay two 90-day corporate notes (see Note 3). The Company used the remaining proceeds to repay a portion of the amount outstanding under the Credit Facility and for general corporate purposes.

In February 2006, the Company entered into a \$90.0 million mortgage loan on Valley Mall in Hagerstown, Maryland. The mortgage note has an interest rate of 5.49% and a maturity date of February 2016. The loan terms provide for interest-only payments for two years and then repayment of principal based on a 30-year amortization schedule. The proceeds were used to repay a portion of the amount outstanding under the Credit Facility and for general corporate purposes.

6. COMPREHENSIVE INCOME:

The following table sets forth the computation of comprehensive income for the three month periods ended March 31, 2006 and 2005:

(in thousands of dollars)	Three Months Ended	
	March 31,	
	2006	2005
Net income	\$641	\$11,398
Unrealized gain on derivatives	12,322	
Other comprehensive income	9	9
Total comprehensive income	\$12,963	\$11,407

7. CASH FLOW INFORMATION:

Cash paid for interest was \$27.4 million (net of capitalized interest of \$1.4 million) and \$23.4 million (net of capitalized interest of \$0.4 million), for the three months ended March 31, 2006 and 2005, respectively.

Significant non-cash transactions

In connection with the acquisition of Cumberland Mall in February 2005, the Company assumed mortgage loans of \$47.7 million and issued OP Units valued at \$11.0 million.

8. RELATED PARTY TRANSACTIONS:

General

PRI provides management, leasing and development services for 13 properties owned by partnerships and other entities in which certain officers or trustees of the Company and PRI or their immediate families and affiliated entities have indirect ownership interests. Total revenues earned by PRI for such services were \$0.1 million and \$0.3 million for the three month periods ended March 31, 2006 and 2005, respectively.

The Company leases its principal executive offices from Bellevue Associates (the Landlord), an entity in which certain officers/trustees of the Company have an interest. Total rent expense under this lease was \$0.4 million in each of the three months ended March 31, 2006 and 2005. Ronald Rubin and George F. Rubin, collectively with members of their immediate families and affiliated entities, own approximately a 50% interest in the Landlord.

The Company uses an airplane in which Ronald Rubin owns a fractional interest. The Company paid \$40,000 in the three months ended March 31, 2005 for flight time used by employees on Company-related business. No payments have been made to date for flight time in the first three months of 2006.

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Executive Separation

On March 1, 2006, the Company announced the retirement of Jonathan B. Weller, a Vice Chairman of the Company, effective April 15, 2006. In connection with Mr. Weller's retirement, on February 28, 2006, the Company entered into a Separation of Employment Agreement and General Release (the "Separation Agreement") with Mr. Weller. Pursuant to the Separation Agreement, Mr. Weller also retired from the Company's Board of Trustees, effective as of March 8, 2006, the date on which the Separation Agreement became irrevocable. The Company recorded an expense of \$4.0 million in connection with Mr. Weller's separation with the Company. The expense included executive separation cash payments made to Mr. Weller along with the acceleration of the deferred compensation expense associated with the unvested restricted shares and the estimated fair value of Mr. Weller's share of the OPP (see Note 11). Mr. Weller's outstanding options will remain exercisable for 180 days after April 15, 2006, or until they expire, whichever comes first, and he will remain eligible to receive performance shares under the Company's 2005-2008 Outperformance Program. In connection with the Separation Agreement, the Amended and Restated Employment Agreement by and between the Company and Mr. Weller dated as of January 1, 2004 was terminated, effective as of March 8, 2006.

9. COMMITMENTS AND CONTINGENCIES:

Development and Redevelopment Activities

In connection with its current ground-up development and its redevelopment projects, the Company has made contractual and other commitments on some of these projects in the form of tenant allowances, lease termination fees and contracts with general contractors and other professional service providers. As of March 31, 2006, the remainder to be paid against such contractual and other commitments was \$33.0 million, which is expected to be financed through the Credit Facility or through short-term construction loans.

Tax Protection Agreements

The Company has entered into tax protection agreements in connection with certain property acquisitions. Under these agreements, the Company has agreed not to dispose of certain protected properties in a taxable transaction until certain dates. In some cases, members of the Company's senior management and/or board of trustees are the beneficiaries of these agreements.

Other

In connection with the merger (the "Merger") with Crown American Realty Trust ("Crown") that closed in November 2003, Crown's former operating partnership retained an 11% interest in the capital and 1% interest in the profits of two partnerships that own 12 shopping malls. This retained interest is subject to a put-call arrangement between Crown's former operating partnership and the Company. Pursuant to this arrangement, the Company has the right to require Crown's former operating partnership to contribute the retained interest to the Company following the 36th month after the closing of the Merger and Crown's former operating partnership has the right to contribute the retained interest to the Company following the 40th month after the closing of the Merger, in each case in exchange for 341,297 additional OP Units. Mark E. Pasquerilla, a trustee of the Company, and his affiliates control Crown's former operating partnership. The remaining partners of Crown's former operating partnership are entitled to receive distributions from the two partnerships that own the 12 shopping malls. The amount of the distributions is based on the distributions made by the Company's operating partnership and amounted to \$0.2 million in each of the three month periods ended March 31, 2006 and 2005.

In the normal course of business, the Company has become and may, in the future, become involved in legal actions relating to the ownership and operations of its properties and the properties it manages for third parties. In management's opinion, the resolutions of any such pending legal actions are not expected to have a material adverse effect on the Company's consolidated financial position or results of operations.

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10. DERIVATIVES:

In the normal course of business, the Company is exposed to financial market risks, including interest rate risk on its interest-bearing liabilities. The Company endeavors to limit these risks by following established risk management policies, procedures and strategies, including the use of financial instruments. The Company does not use financial instruments for trading or speculative purposes.

Financial instruments are recorded on the balance sheet as assets or liabilities based on each instrument's fair value. Changes in the fair value of financial instruments are recognized currently in earnings, unless the financial instrument meets the criteria for hedge accounting contained in Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended and interpreted (SFAS No. 133). If the financial instruments meet the criteria for a cash flow hedge, the gains and losses in the fair value of the financial instrument are deferred in other comprehensive income. Gains and losses on a cash flow hedge are reclassified into earnings when the forecasted transaction affects earnings. A contract that is designated as a hedge of an anticipated transaction which is no longer likely to occur is immediately recognized in earnings.

The anticipated transaction to be hedged must expose the Company to interest rate risk, and the hedging instrument must reduce the exposure and meet the requirements for hedge accounting under SFAS No. 133. The Company must formally designate the financial instrument as a hedge and document and assess the effectiveness of the hedge at inception and on a quarterly basis. Interest rate hedges that are designated as cash flow hedges hedge the future cash outflows on debt.

In March 2006, the Company entered into six forward-starting interest rate swap agreements that have a blended 10-year swap rate on a notional amount of \$150.0 million of 5.3562% settling no later than December 10, 2008.

In May 2005, the Company entered into three forward starting interest rate swap agreements that have a blended 10-year swap rate of 4.6858% on an aggregate notional amount of \$120.0 million settling no later than October 31, 2007. The Company also entered into seven forward starting interest rate swap agreements in May 2005 that have a blended 10-year swap rate of 4.8047% on an aggregate notional amount of \$250.0 million settling no later than December 10, 2008.

The Company entered into these swap agreements in order to hedge the expected interest payments associated with a portion of the Company's anticipated future issuances of long-term debt. The Company assessed the effectiveness of these swaps as hedges at inception and on March 31, 2006 and considers these swaps to be highly effective cash flow hedges under SFAS No. 133.

The Company's swaps will be settled in cash for the present value of the difference between the locked swap rate and the then-prevailing rate on or before the cash settlement dates corresponding to the dates of issuance of new long-term debt obligations. If the prevailing market interest rate exceeds the rate in the swap agreement, then the counterparty will make a payment to the Company. If it is lower, the Company will pay the counterparty. The settlement amounts will be amortized over the life of the debt as a yield adjustment.

To determine the fair values of derivative instruments prior to settlement, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date. For the majority of financial instruments, including most derivatives, long-term investments and long-term debt, standard market conventions and techniques such as discounted cash flow analysis, option pricing models, replacement cost and termination cost are used to determine fair value. All methods of assessing fair value result in a general approximation of value, and there can be no assurance that the value in an actual transaction will be equivalent to the fair value set forth in the Company's financial statements.

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The counterparties to these swaps are all major financial institutions and participants in the Credit Facility. The Company is potentially exposed to credit loss in the event of non-performance by these counterparties. However, because of their high credit ratings, the Company does not anticipate that any of the counterparties will fail to meet these obligations as they come due.

The following table summarizes the terms and fair values of the Company's derivative financial instruments at March 31, 2006. The notional amounts at March 31, 2006 provide an indication of the extent of the Company's involvement in these instruments at that time, but do not represent exposure to credit, interest rate or market risks.

Hedge Type	Notional Value	Fair Value at March 31, 2006	Fair Value at December 31, 2005	Interest Rate	Effective Date	Cash Settlement Date
Agreements entered in May 2005:						
Swap-Cash Flow	\$50 million	\$2.6 million	\$ 1.0 million	4.6830 %	July 31, 2007	October 31, 2007
Swap-Cash Flow	\$50 million	2.1 million	1.0 million	4.6820 %	July 31, 2007	October 31, 2007
Swap-Cash Flow	\$20 million	2.3 million	0.4 million	4.7025 %	July 31, 2007	October 31, 2007
Swap-Cash Flow	\$50 million	2.6 million	0.7 million	4.8120 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$50 million	1.0 million	0.7 million	4.7850 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$20 million	0.9 million	0.3 million	4.8135 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$45 million	2.0 million	0.6 million	4.8135 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$10 million	0.4 million	0.2 million	4.8400 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$50 million	2.3 million	0.7 million	4.7900 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$25 million	1.1 million	0.3 million	4.8220 %	September 10, 2008	December 10, 2008
		\$17.3	\$ 5.9 million			
Agreements entered in March 2006:						
Swap-Cash Flow	\$50 million	\$0.4 million	N/A	5.3380 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$25 million	0.2 million	N/A	5.3500 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$25 million	0.1 million	N/A	5.3550 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$20 million	0.1 million	N/A	5.3750 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$15 million	0.1 million	N/A	5.3810 %	September 10, 2008	December 10, 2008
Swap-Cash Flow	\$15 million	0.1 million	N/A	5.3810 %	September 10, 2008	December 10, 2008
		\$1.0 million	N/A			
Total		\$18.3 million	\$ 5.9 million			

As of March 31, 2006 and December 31, 2005, the estimated unrealized gain attributed to the cash flow hedges was \$18.3 million and \$5.9 million, respectively, and has been included in deferred costs and other assets and accumulated other comprehensive income in the accompanying consolidated balance sheets. The increase in the value from December 31, 2005 to March 31, 2006 is due to an increase in market interest rates during the first three months of 2006 and due to the addition of the swaps that the Company entered into in March 2006, which were valued at \$1.0 million as of March 31, 2006.

11. STOCK-BASED COMPENSATION

In January 2005, the Company's Board of Trustees approved the 2005-2008 Outperformance Program (OPP), a performance-based incentive compensation program that is designed to pay a bonus (in the form of common shares of beneficial interest) if the Company's total return to shareholders (as defined in the OPP) exceeds certain thresholds over a four-year measurement period beginning on January 1, 2005. The Board of Trustees amended the OPP in March 2005. The Company measures and records compensation expense over the four year period in

accordance with the provisions of SFAS 123(R). The Company accrued \$0.2

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million and \$0.9 million of compensation expense related to the OPP for the three months ended March 31, 2006 and the year ended December 31, 2005, respectively.

The Company's 2003 Equity Incentive Plan provides for the granting of, among other things, restricted share awards and options to purchase shares of beneficial interest to key employees and non-employee trustees of the Company. An additional five plans formerly provided for awards of restricted shares or options, under which options remain exercisable and some restricted shares remain outstanding and subject to restrictions. The Company has an additional plan that provides for grants of restricted shares to its non-employee trustees.

In the three months ended March 31, 2006, 126,025 restricted shares were issued to certain employees and trustees as incentive compensation. The restricted shares were awarded at their fair value, which ranged from \$40.60 to \$41.75 per share. The restricted shares vest in equal annual installments over periods of two to five years. The Company recorded compensation expense of \$2.2 million and \$0.9 million in the three months ended March 31, 2006 and 2005 related to these restricted share awards and awards made in prior periods.

The following table presents the aggregate number of shares reserved for issuance and the number of shares that remained available for future awards under the two plans that had shares available as of March 31, 2006:

	2003 Equity Incentive Plan	Restricted Share Plan For Nonemployee Trustees
Shares reserved for issuance	2,500,000	50,000
Available for grant at March 31, 2006	1,790,106	15,000

Options are granted at the fair market value of the underlying shares on the date of the grant. The options vest and are exercisable over periods determined by the Company, but in no event later than ten years from the grant date. Changes in options outstanding from January 1, 2006 through March 31, 2006 were as follows:

	Weighted Average Exercise Price	2003 Equity Incentive Plan	1999 Equity Incentive Plan	1998 Stock Option Plan	1997 Stock Option Plan	1990 Employees Plan	1990 Nonemployee Trustee Plan
Options outstanding at January 1, 2006	\$23.70	18,974	100,000	35,300	201,000	26,105	49,875
Options exercised	23.75	(1,074)		(3,500)	(4,700)	(2,500)	
Options outstanding at March 31, 2006	\$23.36	17,900	100,000	31,800	196,300	23,605	49,875

As of March 31, 2006, exercisable options to purchase 403,230 shares of beneficial interest with an aggregate exercise price of \$9.2 million (average exercise price of \$22.90 per share) were outstanding.

As of March 31, 2006, an aggregate of outstanding exercisable and unexercisable options to purchase 419,480 shares of beneficial interest with a weighted average remaining contractual life of 2.81 years (weighted average exercise price of \$23.36 per share) and an aggregate exercise price of \$9.8 million were outstanding.

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The following table summarizes information relating to all options outstanding as of March 31, 2006:

Range of Exercise Prices (Per Share)	Options Outstanding as of March 31, 2006		Options Exercisable as of March 31, 2006		
	Number of Shares	Weighted Average Exercise Price (Per Share)	Number of Shares	Weighted Average Exercise Price (Per Share)	Weighted Average Remaining Life (years)
\$13.00-\$18.99	113,477	\$ 17.66	113,477	\$ 17.66	4.48
\$19.00-\$28.99	286,003	24.76	283,503	24.47	1.79
\$29.00-\$38.99	20,000	35.62	6,250	34.83	7.83

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

The following analysis of our consolidated financial condition and results of operations should be read in conjunction with our unaudited consolidated financial statements and the notes thereto included elsewhere in this report.

OVERVIEW

Pennsylvania Real Estate Investment Trust, a Pennsylvania business trust founded in 1960 and one of the first equity REITs in the United States, has a primary investment focus on retail shopping malls and power and strip centers located in the Mid-Atlantic region or in the eastern part of the United States. Our operating portfolio currently consists of a total of 52 properties. The retail portion of our portfolio contains 51 properties in 13 states and includes 39 shopping malls and 12 power and strip centers. We also own one office property acquired as part of a mall acquisition that we consider non-strategic and classify as held-for-sale. The retail properties have a total of 34.5 million square feet, of which we and partnerships or tenancy in common arrangements (collectively, "partnerships") in which we own an interest own 25.9 million square feet.

The retail properties that we consolidate for financial reporting purposes have 30.1 million square feet, of which we own 23.1 million square feet. Properties that are owned by unconsolidated partnerships with third parties (see below) have 4.4 million square feet, of which 2.8 million square feet are owned by such partnerships.

Our primary business is owning and operating shopping malls and power and strip centers. We evaluate operating results and allocate resources on a property-by-property basis, and do not distinguish or evaluate our consolidated operations on a geographic basis. No individual property constitutes more than 10% of our consolidated revenue or assets, and thus the individual properties have been aggregated into one reportable segment based upon their similarities with regard to the nature of our properties and the nature of our tenants and operational processes, as well as long-term financial performance. In addition, no single tenant accounts for 10% or more of our consolidated revenue, and none of our properties are located outside the United States.

We hold our interests in our portfolio of properties through our operating partnership, PREIT Associates, L.P. ("PREIT Associates"). We are the sole general partner of PREIT Associates and, as of March 31, 2006, held an 89.8% controlling interest in PREIT Associates. We consolidate PREIT Associates for financial reporting purposes. We hold our investments in seven of the 51 operating retail properties in our portfolio through unconsolidated partnerships with third parties in which we own a 50% interest. We hold a non-controlling interest in each unconsolidated partnership, and account for such partnerships using the equity method of accounting. We do not control any of these equity method investees for the following reasons:

Except for two properties that we co-manage with our partner, all of the other entities are managed on a day-to-day basis by one of our other partners as the managing general partner in each of the respective partnerships. In the case of the co-managed properties, all decisions in the ordinary course of business are made jointly.

The managing general partner is responsible for establishing the operating and capital decisions of the partnership, including budgets, in the ordinary course of business.

All major decisions of each partnership, such as the sale, refinancing, expansion or rehabilitation of the property, require the approval of all partners.

Voting rights and the sharing of profits and losses are generally in proportion to the ownership percentages of each partner.

We record the earnings from the unconsolidated partnerships using the equity method of accounting under the income statement caption entitled "Equity in income of partnerships" rather than consolidating the results of the unconsolidated partnerships with our results. Our investments in these entities are

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recorded in the balance sheet caption entitled Investment in partnerships, at equity. In the case of deficit investment balances, such amounts are recorded in Investments in partnerships, deficit balances.

For further information regarding our unconsolidated partnerships, see Note 4 to our consolidated financial statements.

We provide our management, leasing and development services through PREIT Services, LLC, which generally develops and manages properties that we consolidate for financial reporting purposes, and PREIT-RUBIN, Inc. (PRI), which generally develops and manages properties that we own interests in through partnerships with third parties and properties that are owned by third parties in which we do not have an interest. One of our long-term objectives is to obtain managerial control of as many of our assets as possible. Due to the nature of our existing partnership arrangements, we cannot anticipate when this objective will be achieved, if at all.

Our revenues consist primarily of fixed rental income, additional rent in the form of expense reimbursements, and percentage rents (rents that are based on a percentage of our tenants' sales or a percentage of sales in excess of thresholds that are specified in the leases) derived from our income producing retail properties. We also receive income from our real estate partnership investments and from the management and leasing services PRI provides.

Our net income available (loss allocable) to common shareholders decreased by \$10.8 million, or 135%, to a loss of \$2.8 million for the three months ended March 31, 2006 from income of \$8.0 million for the three months ended March 31, 2005. The decrease in our net income resulted primarily from the net impact of additional real estate revenues and additional operating, depreciation, amortization and interest expenses associated with properties acquired in 2005, the impact of ongoing redevelopment initiatives at 10 of our 39 mall properties, separation expenses associated with the retirement of Jonathan B. Weller, a Vice Chairman of the Company, and the impact of \$2.8 million of depreciation and amortization from one property that was reclassified in the first quarter from discontinued operations to continuing operations.

ACQUISITIONS, DISPOSITIONS AND DEVELOPMENT ACTIVITIES

The Company records its acquisitions based on estimates of fair value as determined by management, using information available and based on assumptions of future performance. These allocations are subject to revisions, in accordance with GAAP, during the twelve-month periods following the closings of the respective acquisitions.

We are actively involved in pursuing and evaluating additional acquisition opportunities. Our evaluation includes an analysis of whether the properties meet the investment criteria we apply, given economic, market and other circumstances.

2005 Acquisitions

In December 2005, we acquired Woodland Mall in Grand Rapids, Michigan, with 1.2 million square feet, for \$177.4 million. We funded the purchase price with two 90-day corporate notes totaling \$94.4 million having a weighted average interest rate of 6.85% and secured by letters of credit, \$80.5 million from our Credit Facility, and the remainder from our available working capital. We obtained long term financing on this property in March 2006 and used these funds to pay off the corporate notes of \$94.4 million. Of the purchase price amount, \$6.1 million was allocated to the value of in-place leases, \$6.2 million was allocated to above-market leases and \$6.6 million was allocated to below-market leases.

In November 2005, we and our partner acquired Springfield Mall in Springfield, Pennsylvania, with 0.6 million square feet, for \$103.5 million. To partially finance the acquisition costs, we and our partner obtained a \$76.5 million mortgage loan. We funded the remainder of our share of the purchase price with \$5.0 million in borrowings from our Credit Facility. Of the purchase price amount, \$2.9 million was allocated to the value of in-place leases, \$0.4 million was allocated to above-market leases and \$4.5 million was allocated to below-market leases.

In May 2005, we exercised our option to purchase 73 acres of previously ground leased land that contains Magnolia Mall in Florence, South Carolina for \$5.9 million. We used available working capital to fund this purchase.

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In March 2005, we acquired Gadsden Mall in Gadsden, Alabama, with 0.5 million square feet, for \$58.8 million. We funded the purchase price from our Credit Facility. Of the purchase price amount, \$7.8 million was allocated to the value of in-place leases, \$0.1 million was allocated to above-market leases and \$0.3 million was allocated to below-market leases. The acquisition included the nearby P&S Office Building, a 40,000 square foot office building that we consider to be non-strategic, and which we have classified as held-for-sale for financial reporting purposes.