

WEINGARTEN REALTY INVESTORS /TX/  
Form 10-K  
March 01, 2007

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

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**FORM 10-K**

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

(Mark One)

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

**For the fiscal year ended December 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 1-9876**

**WEINGARTEN REALTY INVESTORS  
(Exact name of registrant as specified in its charter)**

**TEXAS**

(State or other jurisdiction of incorporation or organization)

**2600 Citadel Plaza Drive  
P.O. Box 924133  
Houston, Texas**

(Address of principal executive offices)

**74-1464203**

(IRS Employer Identification No.)

**77292-4133**

(Zip Code)

(713) 866-6000

(Registrant's telephone number)

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

| Title of Each Class                              | Name of Each Exchange on Which Registered |
|--|---|
| Common Shares of Beneficial Interest, \$0.03 par | New York Stock Exchange                   |

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|  |                         |
|--|-------------------------|
| value  |                         |
| Series D Cumulative Redeemable Preferred Shares,<br>\$0.03 par value | New York Stock Exchange |
| Series E Cumulative Redeemable Preferred Shares,<br>\$0.03 par value | New York Stock Exchange |
| Series F Cumulative Redeemable Preferred Shares,<br>\$0.03 par value | New York Stock Exchange |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer (as defined in Rule 405 of the Securities Act). YES  NO .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO .

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

YES  NO .

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

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. (Check one):

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 aggregate market value of the common shares held by non-affiliates (based upon the closing sale price on the New York Stock Exchange of \$38.28) on June 30, 2006 was \$3,003,015,509. As of June 30, 2006, there were 89,704,771 common shares of beneficial interest, \$.03 par value, outstanding.

As of February 2, 2007 there were 85,857,373 common shares outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Proxy Statement relating to its Annual Meeting of Shareholders to be held May 3, 2007 are incorporated by reference in Part III.

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**Forward-Looking Statements**

This annual report on Form 10-K, together with other statements and information publicly disseminated by us, contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and which could materially affect actual results, performances or achievements. Factors which may cause actual results to differ materially from current expectations include, but are not limited to, (i) general economic and local real estate conditions, (ii) the inability of major tenants to continue paying their rent obligations due to bankruptcy, insolvency or general downturn in their business, (iii) financing risks, such as the inability to obtain equity, debt, or other sources of financing on favorable terms, (iv) changes in governmental laws and regulations, (v) the level and volatility of interest rates, (vi) the availability of suitable acquisition opportunities and (vii) changes in operating costs. Accordingly, there is no assurance that our expectations will be realized.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this annual report on Form 10-K or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances after the date of this Form 10-K.

**PART I**

**ITEM 1. Business**

*General.* Weingarten Realty Investors is a real estate investment trust organized under the Texas Real Estate Investment Trust Act. We, and our predecessor entity, began the ownership and development of shopping centers and other commercial real estate in 1948. Our primary business is leasing space to tenants in the shopping and industrial centers we own or lease. We also manage centers for joint ventures in which we are partners or for other outside owners for which we charge fees.

At December 31, 2006, we owned or operated under long-term leases, either directly or through our interest in joint ventures or partnerships, a total of 363 developed income-producing properties and 26 properties under various stages of construction and development. The total number of centers includes 322 neighborhood and community shopping centers located in Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Kansas, Kentucky, Louisiana, Maine, Missouri, Nevada, New Mexico, North Carolina, Oklahoma, Oregon, Tennessee, Utah, Texas, South Carolina and Washington. We also owned 67 industrial projects located in California, Florida, Georgia, Tennessee and Texas. The portfolio of properties is approximately 65 million square feet.

We also owned interests in 15 parcels of unimproved land held for future development that totaled approximately 5.7 million square feet.

At December 31, 2006, we employed 457 full-time persons and our principal executive offices are located at 2600 Citadel Plaza Drive, Houston, Texas 77008, and our phone number is (713) 866-6000. We also have 13 regional offices located in various parts of the United States.

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*Investment and Operating Strategy.* Our investment strategy is to increase cash flow and the value of our portfolio through intensive hands-on management of our existing portfolio of assets, selective remerchandising and renovation of properties and the acquisition and development of income-producing real estate assets where the returns on such investments exceed our blended long-term cost of capital. We have expanded our new development program to include both operating properties and a merchant developer component where we will build, lease and then sell the developed real estate. Our estimated gross investment in the 26 properties currently under development or predevelopment is \$657 million.

To help fund our growth strategy we pursue the disposition of selective noncore assets as circumstances warrant when we believe the sales proceeds can be effectively redeployed into assets with higher growth potential.

At December 31, 2006, neighborhood and community shopping centers generated 89.7% of total revenue and industrial properties accounted for 9.8%. We expect to continue to focus the future growth of the portfolio in neighborhood and community centers and bulk and office/service industrial properties in markets where we currently operate as well as other markets primarily throughout the United States. While we do not anticipate significant investment in other classes of real estate such as multi-family or office assets, we remain open to opportunistic uses of our undeveloped land.

We may either purchase or lease income-producing properties in the future, and may also participate with other entities in property ownership through partnerships, joint ventures or similar types of co-ownership. Equity investments may be subject to existing mortgage financing and other indebtedness or such financing or indebtedness may be incurred in connection with acquiring such investments.

We may invest in mortgages; however, we currently have only invested in first mortgages to joint ventures or partnerships in which we own an equity interest. We may also invest in securities of other issuers for the purpose, among others, of exercising control over such entities, subject to the gross income and asset tests necessary for REIT qualification.

Our operating strategy consists of intensive hands-on management and leasing of our properties. In acquiring and developing properties, we attempt to accumulate enough properties in a geographic area to allow for the establishment of a regional office, which enables us to obtain in-depth knowledge of the market from a leasing perspective and to have easy access to the property and our tenants from a management viewpoint.

Diversification from both a geographic and tenancy perspective is a critical component of our operating strategy. While over 38% of the building square footage of our properties is located in the State of Texas, we continue to expand our holdings outside the state. With respect to tenant diversification, our two largest merchants accounted for 3.0% and 1.6%, respectively, of our total rental revenues for the year-end December 31, 2006. No other tenant accounted for more than 1.5% of our total rental revenues.

We finance our growth and working capital needs in a conservative manner. We have a credit rating of A- from Standard & Poors and Baa1 from Moody's Investor Services. We intend to maintain a conservative approach to managing our balance sheet, which, in turn, gives us many options to raising debt or equity capital when needed. At December 31, 2006, our fixed charge coverage ratio was 2.4 to 1 and our debt to total market capitalization was 40.6%.

Our policies with respect to the investment and operating strategies discussed above are reviewed by our Board of Trust Managers periodically and may be modified without a vote of our shareholders.

*Location of Properties.* Our properties are located in 22 states, primarily throughout the southern half of the country. Of our 389 properties that were owned or operated under long-term leases, either directly or through our interest in joint ventures or partnerships, as of December 31, 2006, 77 are located in the Houston metropolitan area and an additional 96 properties are located in other parts of Texas. We also have 15 parcels of unimproved land, nine of which are located in the Houston area and four of which are located in other parts of Texas. Because of our investments in the Houston area, as well as in other parts of Texas, the Houston and Texas economies affect, to a degree, our business and operations.



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*Economic Factors.* The national economy remained strong in 2006. The US economy is expected to continue to grow in 2007, although at a more moderate pace. While the housing market and energy prices may indicate economic uncertainty, we are strategically positioned in markets that are forecasted to exceed the national average according to many economic measures. Many of our operating areas throughout the United States are showing high employment growth and higher than average rent growth among larger metropolitan areas. Any downturn in the economy could adversely affect us; however, the vast majority of our properties are located in densely populated metropolitan areas and are anchored by supermarkets and discount stores, which generally provide basic necessity-type items and tend to be less affected by economic changes.

*Competition.* We compete with numerous other developers and real estate companies (both public and private), financial institutions and other investors engaged in the development, acquisition and operation of shopping centers and commercial property in our trade areas. This results in competition for the acquisition of both existing income-producing properties and prime development sites. There is also competition for tenants to occupy the space that is developed, acquired and managed by our competitors or us.

We believe that the principal competitive factors in attracting tenants in our market areas are location, price, anchor tenants and maintenance of properties. We also believe that our competitive advantages include the favorable locations of our properties, knowledge of markets and customer bases, our ability to provide a retailer with multiple locations with anchor tenants and the practice of continuous maintenance and renovation of our properties.

*Materials Available on Our Website.* Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding Officers, Trustees or 10% Beneficial Owners of the Company, filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934 are available free of charge through our website ([www.weingarten.com](http://www.weingarten.com)) as soon as reasonably practicable after we electronically file the material with, or furnish it to, the Securities and Exchange Commission. We have also made available on our website copies of our Audit Committee Charter, Management Development and Compensation Committee Charter, Governance Committee Charter, Code of Conduct and Ethics and Governance Policies. In the event of any changes to these charters or the code or guidelines, changed copies will also be made available on our website. You may also read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549.

*Financial Information.* Additional financial information concerning us is included in the Consolidated Financial Statements located on pages 45 through 72 herein.

**ITEM 1A. Risk Factors**

**The economic performance and value of our shopping centers depend on many factors, each of which could have an adverse impact on our cash flows and operating results.**

The economic performance and value of our properties can be affected by many factors, including the following:

- § Changes in the national, regional and local economic climate;
- § Local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
  - § The attractiveness of the properties to tenants;
  - § Competition from other available space;
- § Our ability to provide adequate management services and to maintain our properties;
- § Increased operating costs, if these costs cannot be passed through to tenants; and
  - § The expense of periodically renovating, repairing and releasing spaces.



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Our properties consist primarily of neighborhood and community shopping centers and, therefore, our performance is linked to general economic conditions in the market for retail space. The market for retail space has been and may continue to be adversely affected by weakness in the national, regional and local economies where our properties are located, the adverse financial condition of some large retailing companies, the ongoing consolidation in the retail sector, the excess amount of retail space in a number of markets and increasing consumer purchases through catalogues and the Internet. To the extent that any of these conditions occur, they are likely to affect market rents for retail space. In addition, we may face challenges in the management and maintenance of the properties or encounter increased operating costs, such as real estate taxes, insurance and utilities, which may make our properties unattractive to tenants.

**Our acquisition activities may not produce the cash flows that we expect and may be limited by competitive pressures or other factors.**

We intend to acquire existing retail properties to the extent that suitable acquisitions can be made on advantageous terms. Acquisitions of commercial properties involve risks such as:

- § Our estimates on expected occupancy and rental rates may differ from actual conditions;
- § Our estimates of the costs of any redevelopment or repositioning of acquired properties may prove to be inaccurate;
- § We may be unable to operate successfully in new markets where acquired properties are located, due to a lack of market knowledge or understanding of local economies;
- § We may be unable to successfully integrate new properties into our existing operations; or
- § We may have difficulty obtaining financing on acceptable terms or paying the operating expenses and debt service associated with acquired properties prior to sufficient occupancy.

In addition, we may not be in a position or have the opportunity in the future to make suitable property acquisitions on advantageous terms due to competition for such properties with others engaged in real estate investment. Our inability to successfully acquire new properties may have an adverse effect on our results of operations.

**Our dependence on rental income may adversely affect our ability to meet our debt obligations and make distributions to our shareholders.**

The substantial majority of our income is derived from rental income from real property. As a result, our performance depends on our ability to collect rent from tenants. Our income and funds for distribution would be negatively affected if a significant number of our tenants, or any of our major tenants (as discussed in more detail below):

- § Delay lease commencements;
- § Decline to extend or renew leases upon expiration;
- § Fail to make rental payments when due; or
- § Close stores or declare bankruptcy.

Any of these actions could result in the termination of the tenant's leases and the loss of rental income attributable to the terminated leases. Lease terminations by an anchor tenant or a failure by that anchor tenant to occupy the premises could also result in lease terminations or reductions in rent by other tenants in the same shopping centers under the terms of some leases. In addition, we cannot be sure that any tenant whose lease expires will renew that lease or that we will be able to re-lease space on economically advantageous terms. The loss of rental revenues from a number of our tenants and our inability to replace such tenants may adversely affect our profitability and our ability to meet debt and other financial obligations and make distributions to the shareholders.



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**Our development and construction activities could affect our operating results.**

We intend to continue the selective development and construction of retail properties in accordance with our development and underwriting policies as opportunities arise. Our development and construction activities include risks that:

- § We may abandon development opportunities after expending resources to determine feasibility;
- § Construction costs of a project may exceed our original estimates;
- § Occupancy rates and rents at a newly completed property may not be sufficient to make the property profitable;
  - § Rental rates per square foot could be less than projected;
  - § Financing may not be available to us on favorable terms for development of a property;
- § We may not complete construction and lease-up on schedule, resulting in increased debt service expense and construction costs; and
- § We may not be able to obtain, or may experience delays in obtaining necessary zoning, land use, building, occupancy and other required governmental permits and authorizations.

Additionally, the time frame required for development, construction and lease-up of these properties means that we may have to wait years for a significant cash return. If any of the above events occur, the development of properties may hinder our growth and have an adverse effect on our results of operations. In addition, new development activities, regardless of whether or not they are ultimately successful, typically require substantial time and attention from management.

**Real estate property investments are illiquid, and therefore we may not be able to dispose of properties when appropriate or on favorable terms.**

Real estate property investments generally cannot be disposed of quickly. In addition, the federal tax code imposes restrictions on the ability of a REIT to dispose of properties that are not applicable to other types of real estate companies. Therefore, we may not be able to vary our portfolio in response to economic or other conditions promptly or on favorable terms, which could cause us to incur extended losses and reduce our cash flows and adversely affect distributions to shareholders.

**Our cash flows and operating results could be adversely affected by required payments of debt or related interest and other risks of our debt financing.**

We are generally subject to risks associated with debt financing. These risks include:

- § Our cash flow may not satisfy required payments of principal and interest;
- § We may not be able to refinance existing indebtedness on our properties as necessary or the terms of the refinancing may be less favorable to us than the terms of existing debt;
  - § Required debt payments are not reduced if the economic performance of any property declines;
- § Debt service obligations could reduce funds available for distribution to our shareholders and funds available for acquisitions;
- § Any default on our indebtedness could result in acceleration of those obligations and possible loss of property to foreclosure; and
- § The risk that necessary capital expenditures for purposes such as re-leasing space cannot be financed on favorable terms.

If a property is mortgaged to secure payment of indebtedness and we cannot make the mortgage payments, we may have to surrender the property to the lender with a consequent loss of any prospective income and equity value from

such property. Any of these risks can place strains on our cash flows, reduce our ability to grow and adversely affect our results of operations.

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**Property ownership through partnerships and joint ventures could limit our control of those investments and reduce our expected return.**

Partnership or joint venture investments may involve risks not otherwise present for investments made solely by us, including the possibility that our partner or co-venturer might become bankrupt, that our partner or co-venturer might at any time have different interests or goals than us, and that our partner or co-venturer may take action contrary to our instructions, requests, policies or objectives. Other risks of joint venture investments could include impasse on decisions, such as a sale, because neither our partner or co-venturer nor we would have full control over the partnership or joint venture. These factors could limit the return that we receive from those investments or cause our cash flows to be lower than our estimates.

**Our financial condition could be adversely affected by financial covenants.**

Our credit facilities and public debt indentures under which our indebtedness is, or may be, issued contain certain financial and operating covenants, including, among other things, certain coverage ratios, as well as limitations on our ability to incur secured and unsecured indebtedness, sell all or substantially all of our assets and engage in mergers and consolidations and certain acquisitions. These covenants could limit our ability to obtain additional funds needed to address cash shortfalls or pursue growth opportunities or transactions that would provide substantial return to our shareholders. In addition, a breach of these covenants could cause a default under or accelerate some or all of our indebtedness, which could have a material adverse effect on our financial condition.

**If we fail to qualify as a REIT in any taxable year, we will be subject to U.S. federal income tax as a regular corporation and could have significant tax liability.**

We intend to operate in a manner that allows us to qualify as a REIT for U.S. federal income tax purposes. However, REIT qualification requires us to satisfy numerous requirements (some on an annual or quarterly basis) established under highly technical and complex provisions of the Internal Revenue Code, for which there are a limited number of judicial or administrative interpretations. Our status as a REIT requires an analysis of various factual matters and circumstances that are not entirely within our control. Accordingly, it is not certain we will be able to qualify and remain qualified as a REIT for U.S. federal income tax purposes. Even a technical or inadvertent violation of the REIT requirements could jeopardize our REIT qualification. Furthermore, Congress or the IRS might change the tax laws or regulations and the courts might issue new rulings, in each case potentially having retroactive effect that could make it more difficult or impossible for us to qualify as a REIT. If we fail to qualify as a REIT in any tax year, then:

- § We would be taxed as a regular domestic corporation, which, among other things, means that we would be unable to deduct distributions to our shareholders in computing our taxable income and would be subject to U.S. federal income tax on our taxable income at regular corporate rates;
- § Any resulting tax liability could be substantial and would reduce the amount of cash available for distribution to shareholders, and could force us to liquidate assets or take other actions that could have a detrimental effect on our operating results; and
- § Unless we were entitled to relief under applicable statutory provisions, we would be disqualified from treatment as a REIT for the four taxable years following the year during which we lost our qualification, and our cash available for distribution to our shareholders therefore would be reduced for each of the years in which we do not qualify as a REIT.

Even if we remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow. We may also be subject to certain U.S. federal, state and local taxes on our income and property either directly or at the level of our subsidiaries. Any of these taxes would decrease cash available for distribution to our shareholders.

**Compliance with REIT requirements may negatively affect our operating decisions.**

To maintain our status as a REIT for U.S. federal income tax purposes, we must meet certain requirements, on an ongoing basis, including requirements regarding our sources of income, the nature and diversification of our assets, the amounts we distribute to our shareholders and the ownership of our shares. We may also be required to make distributions to our shareholders when we do not have funds readily available for distribution or at times when our funds are otherwise needed to fund capital expenditures.

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As a REIT, we must distribute at least 90% of our annual net taxable income (excluding net capital gains) to our shareholders. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our net taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. From time to time, we may generate taxable income greater than our income for financial reporting purposes, or our net taxable income may be greater than our cash flow available for distribution to our shareholders. If we do not have other funds available in these situations, we could be required to borrow funds, sell a portion of our securities at unfavorable prices or find other sources of funds in order to meet the REIT distribution requirements.

**Dividends paid by REITs generally do not qualify for reduced tax rates.**

In general, the maximum U.S. federal income tax rate for dividends paid to individual U.S. shareholders is 15% (through 2008). Unlike dividends received from a corporation that is not a REIT, our distributions to individual shareholders generally are not eligible for the reduced rates.

**Our real estate investments may contain environmental risks that could adversely affect our operating results.**

The acquisition of certain assets may subject us to liabilities, including environmental liabilities. Our operating expenses could be higher than anticipated due to the cost of complying with existing or future environmental laws and regulations. In addition, under various federal, state and local laws, ordinances and regulations, we may be considered an owner or operator of real property or to have arranged for the disposal or treatment of hazardous or toxic substances. As a result, we may become liable for the costs of removal or remediation of certain hazardous substances released on or in our property.

We may also be liable for other potential costs that could relate to hazardous or toxic substances (including governmental fines and injuries to persons and property). We may incur such liability whether or not we knew of, or were responsible for, the presence of such hazardous or toxic substances. Any liability could be of substantial magnitude and divert management's attention from other aspects of our business and, as a result, could have a material adverse effect on our operating results and financial condition, as well as our ability to make distributions to the shareholders.

**An uninsured loss or a loss that exceeds the policies on our properties could subject us to lost capital or revenue on those properties.**

Under the terms and conditions of the leases currently in force on our properties, tenants generally are required to indemnify and hold us harmless from liabilities resulting from injury to persons, air, water, land or property, on or off the premises, due to activities conducted on the properties, except for claims arising from our negligence or intentional misconduct or that of our agents. Tenants are generally required, at the tenant's expense, to obtain and keep in full force during the term of the lease, liability and property damage insurance policies. We have obtained comprehensive liability, casualty, property, flood and rental loss insurance policies on our properties. All of these policies may involve substantial deductibles and certain exclusions. In addition, we cannot assure the shareholders that the tenants will properly maintain their insurance policies or have the ability to pay the deductibles. Should a loss occur that is uninsured or in an amount exceeding the combined aggregate limits for the policies noted above, or in the event of a loss that is subject to a substantial deductible under an insurance policy, we could lose all or part of our capital invested in, and anticipated revenue from, one or more of the properties, which could have a material adverse effect on our operating results and financial condition, as well as our ability to make distributions to the shareholders.



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**Compliance with the Americans with Disabilities Act and fire, safety and other regulations may require us to make unintended expenditures that adversely affect our cash flows.**

All of our properties are required to comply with the Americans with Disabilities Act (ADA). The ADA has separate compliance requirements for “public accommodations” and “commercial facilities,” but generally requires that buildings be made accessible to people with disabilities. Compliance with the ADA requirements could require removal of access barriers, and noncompliance could result in imposition of fines by the U.S. government or an award of damages to private litigants, or both. While the tenants to whom we lease properties are obligated by law to comply with the ADA provisions, and typically under tenant leases are obligated to cover costs associated with compliance, if required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these tenants to cover costs could be adversely affected. As a result, we could be required to expend funds to comply with the provisions of the ADA, which could adversely affect the results of operations and financial condition and our ability to make distributions to shareholders. In addition, we are required to operate the properties in compliance with fire and safety regulations, building codes and other land use regulations, as they may be adopted by governmental agencies and bodies and become applicable to the properties. We may be required to make substantial capital expenditures to comply with those requirements, and these expenditures could have a material adverse effect on our ability to meet the financial obligations and make distributions to our shareholders.

**ITEM 1B. Unresolved Staff Comments**

None.

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At December 31, 2006, our real estate properties consisted of 389 locations in 22 states. A complete listing of these properties, including the name, location, building area and land area:

| Center and Location   | Building<br>Total | Land<br>Total     |
|---|-------------------|-------------------|
| <b>Houston and Harris County, Total</b>                       | <b>6,804,000</b>  | <b>23,395,000</b> |
| Alabama-Shepherd, S. Shepherd at W. Alabama                   | 56,000            | 176,000           |
| Bayshore Plaza, Spencer Hwy. at Burke Rd.                     | 122,000           | 196,000           |
| Bellaire Boulevard, Bellaire at S. Rice                       | 35,000            | 137,000           |
| Braeswood Square, N. Braeswood at Chimney Rock                | 103,000           | 422,000           |
| Centre at Post Oak, Westheimer at Post Oak Blvd.              | 184,000           | 505,000           |
| Champions Village, F.M. 1960 at Champions Forest Dr.          | 408,000           | 1,391,000         |
| Crestview, Bissonnet at Wilcrest                              | 9,000             | 35,000            |
| Cullen Place, Cullen at Reed                                  | 7,000             | 30,000            |
| Cullen Plaza, Cullen at Wilmington                            | 85,000            | 318,000           |
| Cypress Pointe, F.M. 1960 at Cypress Station                  | 288,000           | 737,000           |
| Eastpark, Mesa Rd. at Tidwell                                 | 113,000           | 664,000           |
| Edgebrook, Edgebrook at Gulf Fwy.                             | 78,000            | 360,000           |
| Fiesta Village, Quitman at Fulton                             | 30,000            | 80,000            |
| Fondren/West Airport, Fondren at W. Airport                   | 62,000            | 223,000           |
| Glenbrook Square, Telephone Road                              | 76,000            | 320,000           |
| Griggs Road, Griggs at Cullen                                 | 80,000            | 382,000           |
| Harrisburg Plaza, Harrisburg at Wayside                       | 93,000            | 334,000           |
| Heights Plaza, 20th St. at Yale                               | 72,000            | 228,000           |
| Humblewood Shopping Plaza, Eastex Fwy. at F.M. 1960           | 279,000           | 784,000           |
| I-45/Telephone Rd. Center, I-45 at Maxwell Street             | 164,000           | 819,000           |
| Jacinto City, Market at Baca                                  | *                 | 50,000            |
| Landmark, Gessner at Harwin                                   | 56,000            | 228,000           |
| Lawndale, Lawndale at 75th St.                                | 54,000            | 177,000           |
| Little York Plaza, Little York at E. Hardy                    | 117,000           | 483,000           |
| Lyons Avenue, Lyons at Shotwell                               | 68,000            | 178,000           |
| Market at Westchase, Westheimer at Wilcrest                   | 87,000            | 318,000           |
| Northbrook Center, Northwest Fwy. at W. 34 <sup>th</sup>      | 174,000           | 655,000           |
| North Main Square, Pecore at N. Main                          | 19,000            | 64,000            |
| North Oaks, F.M. 1960 at Veterans Memorial                    | 425,000           | 1,646,000         |
| North Triangle , I-45 at F.M. 1960                            | 16,000            | 113,000           |
| Northway, Northwest Fwy. at 34 <sup>th</sup>                  | 209,000           | 793,000           |
| Northwest Crossing, N.W. Fwy. at Hollister (75%)              | * !               | 299,000           |
| Oak Forest, W. 43rd at Oak Forest                             | 164,000           | 541,000           |
| Orchard Green, Gulfon at Renwick                              | 74,000            | 273,000           |
| Randall's /Cypress Station, F.M. 1960 at I-45                 | 141,000           | 618,000           |
| Randall's /Kings Crossing, Kingwood Dr. at Lake Houston Pkwy. | 128,000           | 624,000           |
| Randall's /Norchester, Grant at Jones                         | 108,000           | 475,000           |
| Richmond Square, Richmond Ave. at W. Loop 610                 | 91,000            | 135,000           |
| River Oaks East, W. Gray at Woodhead                          | 71,000            | 206,000           |
| River Oaks West, W. Gray at S. Shepherd                       | 235,000           | 609,000           |

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|  |   |         |           |
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| Sheldon Forest North , North, I-10 at Sheldon              | * | 22,000  | 131,000   |
| Sheldon Forest South , North, I-10 at Sheldon              | * | 76,000  | 328,000   |
| Shops at Three Corners, S. Main at Old Spanish Trail (70%) | * | 252,000 | 1,007,000 |
| Southgate, W. Fuqua at Hiram Clark                         |   | 125,000 | 533,000   |
| Spring Plaza, Hammerly at Campbell                         |   | 56,000  | 202,000   |
| Steeplechase, Jones Rd. at F.M. 1960                       |   | 293,000 | 849,000   |
| Stella Link , Stella Link at S. Braeswood                  |   | 68,000  | 261,000   |
| Studemont, Studewood at E. 14th St                         |   | 28,000  | 91,000    |
| Ten Blalock Square, I-10 at Blalock                        |   | 97,000  | 321,000   |
| 10/Federal, I-10 at Federal                                |   | 132,000 | 474,000   |
| Village Arcade, University at Kirby                        |   | 191,000 | 413,000   |
| Westbury Triangle, Chimney Rock at W. Bellfort             |   | 67,000  | 257,000   |

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| Westchase Center, Westheimer at Wilcrest                                    |       | 336,000          | 754,000           |
| Westhill Village, Westheimer at Hillcroft                                   |       | 131,000          | 479,000           |
| <b>Texas (Excluding Houston &amp; Harris Co.), Total</b>                    |       | <b>9,628,000</b> | <b>45,481,000</b> |
| Bell Plaza, 45th Ave. at Bell St., Amarillo                                 |       | 129,000          | 682,000           |
| Coronado, 34th St. at Wimberly Dr., Amarillo                                |       | 48,000           | 201,000           |
| Puckett Plaza, Bell Road, Amarillo  |       | 133,000          | 621,000           |
| Wolflin Village, Wolflin Ave. at Georgia St., Amarillo                      |       | 193,000          | 421,000           |
| Brodie Oaks, South Lamar Blvd. at Loop 360, Austin                          |       | 354,000          | 1,050,000         |
| Southridge Plaza, William Cannon Dr. at S. 1st St., Austin                  |       | 143,000          | 565,000           |
| Calder, Calder at 24th St., Beaumont  |       | 34,000           | 95,000            |
| North Park Plaza, Eastex Fwy. at Dowlen, Beaumont                           | * !   | 238,000          | 636,000           |
| Phelan West, Phelan at 23rd St., Beaumont (67%)                             | * !   | 83,000           | 89,000            |
| Phelan, Phelan at 23rd St, Beaumont   |       | 12,000           | 63,000            |
| Southgate, Calder Ave. at 6th St., Beaumont                                 |       | 34,000           | 118,000           |
| Westmont, Dowlen at Phelan, Beaumont  |       | 98,000           | 507,000           |
| North Towne Plaza, U.S. 77 and 83 at SHFM 802, Brownsville (75%)            | # *   | -                | 1,629,000         |
| Gateway Station, I-35W and McAlister Rd., Burleson (70%)                    | # *   | -                | 344,000           |
| Lone Star Pavilions, Texas at Lincoln Ave., College Station                 |       | 107,000          | 439,000           |
| Rock Prairie Marketplace, Rock Prairie Rd. at Hwy. 6, College Station       | #     | -                | 2,590,000         |
| Montgomery Plaza, Loop 336 West at I-45, Conroe                             |       | 317,000          | 1,179,000         |
| River Pointe, I-45 at Loop 336, Conroe                                      |       | 190,000          | 310,000           |
| Moore Plaza, S. Padre Island Dr. at Staples, Corpus Christi                 |       | 535,000          | 1,491,000         |
| Portairs, Ayers St. at Horne Rd., Corpus Christi                            |       | 117,000          | 416,000           |
| Shoppes at Deer Creek, FM 731 at FM 1137, Crowley                           |       | 75,000           | 635,000           |
| Golden Beach Market Place, Golden Triangle Blvd. at N. Beach St., Ft. Worth |       | 83,000           | 340,000           |
| Overton Park Plaza, SW Loop 820/Interstate 20 at South Hulen St., Ft. Worth |       | 463,000          | 1,636,000         |
| Southcliff, I-20 at Grandbury Rd., Ft. Worth                                |       | 116,000          | 568,000           |
| Broadway , Broadway at 59th St., Galveston                                  |       | 76,000           | 220,000           |
| Galveston Place, Central City Blvd. at 61st St., Galveston                  |       | 210,000          | 828,000           |
| Food King Place, 25th St. at Avenue P, Galveston                            |       | 28,000           | 78,000            |
| Festival Plaza, Helotes, TX   | #     | -                | 75,000            |
| Killeen Marketplace, 3200 E. Central Texas Expressway, Killeen              |       | 251,000          | 512,000           |
| Cedar Bayou, Bayou Rd., La Marque   |       | 46,000           | 51,000            |
| North Creek Plaza, Del Mar Blvd. at Hwy. I-35, Laredo                       |       | 451,000          | 1,251,000         |
| Plantation Centre, Del Mar Blvd. at McPherson Rd., Laredo                   |       | 135,000          | 596,000           |
| League City Plaza, I-45 at F.M. 518, League City                            |       | 127,000          | 680,000           |
| Central Plaza, Loop 289 at Slide Rd., Lubbock                               |       | 151,000          | 529,000           |
| Northtown Plaza, 1st St. at University Plaza, Lubbock                       |       | 74,000           | 308,000           |
| Town and Country, 4th St. at University, Lubbock                            |       | 51,000           | 339,000           |
| Angelina Village, Hwy. 59 at Loop 287, Lufkin                               |       | 257,000          | 1,835,000         |
| Independence Plaza, Town East Blvd., Mesquite                               |       | 179,000          | 787,000           |
| South 10th St. HEB, S. 10th St. at Houston St., McAllen                     | * !   | 104,000          | 368,000           |
| Las Tiendas Plaza, Expressway 83 at McColl Rd., McAllen                     | * !   | 530,000          | 910,000           |
| Market at Nolana, Nolana Ave and 29th St., McAllen                          | # * ! | -                | 508,000           |
| Northcross, N. 10th St. at Nolana Loop, McAllen                             | * !   | 76,000           | 218,000           |

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|   |       |         |           |
|---|-------|---------|-----------|
| Old Navy Building, 1815 10th Street, McAllen                          | * !   | 16,000  | 62,000    |
| Market at Sharyland Place, U.S. Expressway 83 and Shary Road, Mission | # * ! | -       | 543,000   |
| Sharyland Towne Crossing, U.S. Expressway 83 and Shary Road, Mission  | * ! # | 7,000   | 2,008,000 |
| North Sharyland Crossing, Shary Rd. at North Hwy. 83, Mission         | # * ! | -       | 966,000   |
| Custer Park, SWC Custer Road at Parker Road, Plano                    |       | 181,000 | 376,000   |
| Pitman Corners, Custer Road at West 15th, Plano                       |       | 190,000 | 699,000   |
| Gillham Circle, Gillham Circle at Thomas, Port Arthur                 |       | 33,000  | 94,000    |
| Starr Plaza, U.S. Hwy. 83 at Bridge St., Rio Grande City              | * ! # | 170,000 | 742,000   |
| Rockwall, I-30 at Market Center Street, Rockwall                      |       | 209,000 | 933,000   |
| Plaza, Ave. H at Eighth Street, Rosenberg                             | *     | 82,000  | 270,000   |
| Rose-Rich, U.S. Hwy. 90A at Lane Dr., Rosenberg                       |       | 104,000 | 386,000   |
| Lake Pointe Market Center, Dalrock Rd. at Lakeview Pkwy., Rowlett     |       | 121,000 | 294,000   |
| Boswell Towne Center, Highway 287 at Bailey Boswell Rd., Saginaw      |       | 88,000  | 176,000   |
| Fiesta Trails, I-10 at DeZavala Rd., San Antonio                      |       | 488,000 | 1,589,000 |
| Oak Park Village, Nacogdoches at New Braunfels, San Antonio           |       | 66,000  | 221,000   |

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| Parliament Square, W. Ave. at Blanco, San Antonio   |     | 120,000          | 484,000           |
| Thousand Oaks, Thousand Oaks Dr. at Jones Maltsberger Rd., San Antonio                    |     | 163,000          | 730,000           |
| Valley View, West Ave. at Blanco Rd., San Antonio   |     | 90,000           | 341,000           |
| Westover Square, 151 and Ingram, San Antonio (67%)  | # * | -                | 501,000           |
| First Colony Commons, Hwy. 59 at Williams Trace Blvd., Sugar Land                         |     | 410,000          | 1,649,000         |
| Market at Town Center, Town Center Blvd., Sugar Land                                      |     | 345,000          | 1,733,000         |
| New Boston Road, New Boston at Summerhill, Texarkana                                      |     | 97,000           | 335,000           |
| Island Market Place, 6th St. at 9th Ave., Texas City                                      |     | 27,000           | 90,000            |
| Palmer Plaza, F.M. 1764 at 34th St., Texas City   |     | 197,000          | 367,000           |
| Tomball Marketplace, FM 2920 and Future 249, Tomball                                      | #   | -                | 2,431,000         |
| Broadway, S. Broadway at W. 9th St., Tyler  |     | 60,000           | 259,000           |
| Crossroads, I-10 at N. Main, Vidor  |     | 116,000          | 484,000           |
| <b>Florida, Total</b>   |     | <b>7,217,000</b> | <b>30,934,000</b> |
| Boca Lyons, Glades Rd. at Lyons Rd., Boca Raton   |     | 117,000          | 545,000           |
| Sunset 19, US Hwy. 19 at Sunset Pointe Rd., Clearwater                                    |     | 273,000          | 1,078,000         |
| Embassy Lakes, Sheraton St. at Hiatus Rd., Cooper City                                    |     | 180,000          | 618,000           |
| Shoppes at Paradise Isle, 34940 Emerald Coast Pkwy, Destin (25%)                          | * ! | 172,000          | 765,000           |
| Hollywood Hills Plaza, Hollywood Blvd. at North Park Rd., Hollywood                       |     | 365,000          | 1,429,000         |
| Indian Harbour Place, East Eau Gallie Boulevard, Indian Harbour Beach (25%)               | * ! | 164,000          | 637,000           |
| Argyle Village, Blanding at Argyle Forest Blvd., Jacksonville                             |     | 305,000          | 1,329,000         |
| TJ Maxx Plaza, 117th Avenue at Sunset Blvd., Kendall                                      |     | 162,000          | 540,000           |
| Largo Mall, Ulmerton Rd. at Seminole Ave., Largo  |     | 576,000          | 1,888,000         |
| Palm Lakes Plaza, Atlantic Boulevard and Rock Island Road, Maragate (20%)                 | * ! | 114,000          | 548,000           |
| Lake Washington Crossing, Wickham Rd. at Lake Washington Rd., Melbourne (25%)             | * ! | 119,000          | 580,000           |
| Lake Washington Square, Wickham Rd. at Lake Washington Rd., Melbourne                     |     | 112,000          | 688,000           |
| Kendall Corners, Kendall Drive and SW 127th Avenue, Miami (20%)                           | * ! | 96,000           | 363,000           |
| South Dade, South Dixie Highway and Eureka Drive, Miami (20%)                             | * ! | 220,000          | 1,229,000         |
| Tamiami Trail Shops, S.W. 8th St. at S.W. 137th Ave., Miami                               |     | 111,000          | 515,000           |
| Northridge, E. Commercial Blvd. at Dixie Hwy., Oakland Park                               |     | 235,000          | 901,000           |
| Colonial Plaza, E. Colonial Dr. at Primrose Dr., Orlando                                  |     | 488,000          | 2,009,000         |
| Colonial Landing, East Colonial Dr. at Maguire Boulevard, Orlando                         | * # | 266,000          | 980,000           |
| International Drive Value Center, International Drive and Touchstone Drive, Orlando (20%) | * ! | 186,000          | 985,000           |
| Market at Southside, Michigan Ave. at Delaney Ave., Orlando                               |     | 162,000          | 349,000           |
| Phillips Crossing, Interstate 4 and Sand Lake Road, Orlando                               | #   | -                | 697,000           |
| Phillips Landing, Turkey Lake Rd., Orlando  | #   | -                | 311,000           |
| The Marketplace at Dr. Phillips, Dr. Phillips Boulevard and Sand Lake Road, Orlando (20%) | * ! | 328,000          | 1,496,000         |
| Westland Terrace Plaza, SR 50 at Apopka Vineland Rd., Orlando                             |     | 251,000          | 361,000           |
| Alafaya Square, Alafaya Trail, Oviedo (20%)   | * ! | 176,000          | 917,000           |
| University Palms, Alafaya Trail at McCullough Rd., Oviedo                                 |     | 99,000           | 522,000           |
| East Lake Woodlands, East Lake Road and Tampa Road, Palm Harbor (20%)                     | * ! | 145,000          | 730,000           |



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| Shoppes at Parkland, Hillsboro Boulevard at State Road #7, Parkland                       | 146,000          | 905,000           |
| Flamingo Pines, Pines Blvd. at Flamingo Rd., Pembroke Pines                               | 362,000          | 1,447,000         |
| Pembroke Commons, University at Pines Blvd., Pembroke Pines                               | 316,000          | 1,394,000         |
| Publix at Laguna Isles, Sheridan St. at SW 196th Ave., Pembroke Pines                     | 69,000           | 400,000           |
| Vizcaya Square, Nob Hill Rd. at Cleary Blvd., Plantation                                  | 108,000          | 521,000           |
| Quesada Commons, Quesada Avenue and Toledo Blade Boulevard, Port Charlotte (25%)          | * ! 59,000       | 313,000           |
| Shoppes of Port Charlotte, Toledo Blade Boulevard and Tamiami Trail, Port Charlotte (25%) | * ! 41,000       | 276,000           |
| Marketplace at Seminole Towne Center, Central Florida Greenway and Rinehart Rd, Sanford   | 494,000          | 1,743,000         |
| Venice Pines, Center Rd. at Jacaranda Blvd., Venice                                       | 97,000           | 525,000           |
| Winter Park Corners, Aloma Ave. at Lakemont Ave., Winter Park                             | 103,000          | 400,000           |
| <b>California, Total</b>  | <b>4,013,000</b> | <b>14,451,000</b> |
| Jess Ranch Marketplace, Bear Valley Road at Jess Ranch Parkway, Apple Valley              | * ! # -          | -                 |
| Centerwood Plaza, Lakewood Blvd. at Alondra Dr., Bellflower                               | 71,000           | 333,000           |
| Southampton Center, IH-780 at Southampton Rd., Benecia                                    | 162,000          | 596,000           |
| 580 Market Place, E. Castro Valley at Hwy. I-580, Castro Valley                           | 100,000          | 444,000           |
| Chino Hills Marketplace, Chino Hills Pkwy. at Pipeline Ave., Chino Hills                  | 320,000          | 1,187,000         |
| Buena Vista Marketplace, Huntington Dr. at Buena Vista St., Duarte                        | 91,000           | 322,000           |
| El Camino Promenade, El Camino Real at Via Molena, Encinitas                              | 111,000          | 451,000           |
| Freedom Centre, Freedom Blvd. At Airport Blvd., Watsonville                               | 151,000          | 543,000           |

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| Fremont Gateway Plaza, Paseo Padre Pkwy. at Walnut Ave., Fremont               | 195,000          | 650,000           |
| Hallmark Town Center, W. Cleveland Ave. at Stephanie Ln., Madera               | 85,000           | 365,000           |
| Menifee Town Center, Antelope Rd. at Newport Rd., Menifee                      | 248,000          | 658,000           |
| Marshalls Plaza, McHenry at Sylvan Ave., Modesto                               | 79,000           | 218,000           |
| Prospectors Plaza, Missouri Flat Rd. at US Hwy. 50, Placerville                | 228,000          | 873,000           |
| Shasta Crossroads, Churn Creek Rd. at Dana Dr., Redding                        | 252,000          | 520,000           |
| Ralphs Redondo, Hawthorne Blvd. at 182nd St., Redondo Beach                    | 67,000           | 431,000           |
| Arcade Square, Watt Ave. at Whitney Ave., Sacramento                           | 76,000           | 234,000           |
| Discovery Plaza, W. El Camino Ave. at Truxel Rd., Sacramento                   | 93,000           | 417,000           |
| Summerhill Plaza, Antelope Rd. at Lichen Dr., Sacramento                       | 134,000          | 704,000           |
| Valley, Franklin Boulevard and Mack Road, Sacramento                           | 103,000          | 580,000           |
| Silver Creek Plaza, E. Capital Expressway at Silver Creek Blvd., San Jose      | 196,000          | 573,000           |
| Greenhouse Marketplace, Lewelling Blvd. at Washington Ave., San Leandro        | 238,000          | 578,000           |
| Rancho San Marcos Village, San Marcos Blvd. at Rancho Santa Fe Rd., San Marcos | 121,000          | 541,000           |
| San Marcos Plaza, San Marcos Blvd. at Rancho Santa Fe Rd., San Marcos          | 81,000           | 116,000           |
| Stony Point Plaza, Stony Point Rd. at Hwy. 12, Santa Rosa                      | 199,000          | 619,000           |
| Sunset Center, Sunset Ave. at State Hwy. 12, Suisun City                       | 85,000           | 359,000           |
| Creekside Center, Alamo Dr. at Nut Creek Rd., Vacaville                        | 116,000          | 400,000           |
| Westminster Center, Westminster Blvd. at Golden West St., Westminster          | 411,000          | 1,739,000         |
| <b>Louisiana, Total</b>  | <b>3,058,000</b> | <b>9,206,000</b>  |
| Seigen Plaza, Siegen Lane at Honore Lane, Baton Rouge                          | 349,000          | 1,000,000         |
| Park Terrace, U.S. Hwy. 171 at Parish, DeRidder                                | 137,000          | 520,000           |
| Town & Country Plaza, U.S. Hwy. 190 West, Hammond                              | 227,000          | 645,000           |
| Manhattan Place, Manhattan Blvd. at Gretna Blvd., Harvey                       | 258,000          | 894,000           |
| Ambassador Plaza, Ambassador Caffery at W. Congress, Lafayette                 | 102,000          | 196,000           |
| River Marketplace, Ambassador Caffery at Kaliste Saloom, Lafayette (20%)       | * ! 343,000      | 1,031,000         |
| Westwood Village, W. Congress at Bertrand, Lafayette                           | 141,000          | 942,000           |
| Conn's Building, Ryan at 17th St., Lake Charles                                | 23,000           | 36,000            |
| 14/Park Plaza, Hwy. 14 at General Doolittle, Lake Charles                      | 207,000          | 535,000           |
| K-Mart Plaza, Ryan St., Lake Charles   | * ! 210,000      | 126,000           |
| Prien Lake Plaza, Prien Lake Rd. at Nelson Rd., Lake Charles                   | 252,000          | 730,000           |
| Southgate, Ryan at Eddy, Lake Charles  | 171,000          | 511,000           |
| Orleans Station, Paris, Robert E. Lee at Chatham, New Orleans                  | 5,000            | 31,000            |
| Danville Plaza, Louisville at 19th, Monroe                                     | 144,000          | 539,000           |
| University Place, 70th St. at Youree Dr., Shreveport (20%)                     | * ! 376,000      | 1,077,000         |
| Westwood, Jewella at Greenwood, Shreveport                                     | 113,000          | 393,000           |
| <b>Nevada, Total</b>   | <b>3,499,000</b> | <b>12,004,000</b> |
| Eastern Horizon, Eastern Ave. at Horizon Ridge Pkwy., Henderson                | 211,000          | 478,000           |
| Best in the West, Rainbow at Lake Mead Rd., Las Vegas                          | 437,000          | 1,516,000         |
| Charleston Commons, Charleston and Nellis, Las Vegas                           | 338,000          | 1,316,000         |
| Francisco Centre, E. Desert Inn Rd. at S. Eastern Ave., Las Vegas              | 148,000          | 639,000           |
| Mission Center, Flamingo Rd. at Maryland Pkwy, Las Vegas                       | 208,000          | 570,000           |
| Paradise Marketplace, Flamingo Rd. at Sandhill, Las Vegas                      | 149,000          | 537,000           |

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| Rainbow Plaza, Rainbow Blvd. at Charleston Blvd., Las Vegas              | 410,000          | 1,548,000         |
| Rancho Towne & Country, Rainbow Blvd. at Charleston Blvd., Las Vegas     | 87,000           | 350,000           |
| Tropicana Beltway, Tropicana Beltway at Fort Apache Rd., Las Vegas       | * ! 638,000      | 1,466,000         |
| Tropicana Marketplace, Tropicana at Jones Blvd., Las Vegas               | 143,000          | 519,000           |
| Westland Fair North, Charleston Blvd. At Decatur Blvd., Las Vegas        | 566,000          | 2,344,000         |
| College Park S.C., E. Lake Mead Blvd. at Civic Ctr. Dr., North Las Vegas | 164,000          | 721,000           |
| <b>North Carolina, Total</b>   | <b>3,366,000</b> | <b>18,880,000</b> |
| Capital Square, Capital Blvd. at Huntleigh Dr., Cary                     | 157,000          | 607,000           |
| Harrison Pointe, Harrison Ave. at Maynard Rd., Cary                      | 124,000          | 1,343,000         |
| High House Crossing, NC Hwy 55 at Green Level W. Rd., Cary               | 90,000           | 606,000           |
| Northwoods Market, Maynard Rd. at Harrison Ave., Cary                    | 78,000           | 431,000           |
| Parkway Pointe, Cory Parkway at S. R. 1011, Cary                         | 80,000           | 461,000           |
| Chatham Crossing, US 15/501 at Plaza Dr., Chapel Hill (25%)              | * ! 96,000       | 425,000           |
| Galleria, Galleria Boulevard and Sardis Road, Charlotte                  | 316,000          | 799,000           |
| Johnston Road Plaza, Johnston Rd. at McMullen Creek Pkwy., Charlotte     | 80,000           | 466,000           |

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| Steele Creek Crossing, York Rd. at Steele Creek Rd., Charlotte                  | 77,000           | 491,000           |
| Whitehall Commons, NWC of Hwy. 49 at I-485, Charlotte                           | 436,000          | 360,000           |
| Bull City Market, Broad St. at West Main St., Durham                            | 43,000           | 112,000           |
| Durham Festival, Hillsborough Rd. at LaSalle St., Durham                        | 134,000          | 487,000           |
| Mineral Springs Village, Mineral Springs Rd. at Wake Forest Rd., Durham         | 58,000           | 572,000           |
| Ravenstone Commons, Hwy 98 at Sherron Rd., Durham                               | 60,000           | 374,000           |
| Waterford Village, US Hwy 17 & US Hwy 74/76, Leland (75%)                       | # *              | - 1,264,000       |
| Pinecrest Plaza, Hwy. 15-501 at Morganton Rd., Pinehurst                        | 250,000          | 1,438,000         |
| Avent Ferry, Avent Ferry Rd. at Gorman St., Raleigh                             | 117,000          | 669,000           |
| Falls Pointe, Neuce Rd. at Durant Rd., Raleigh                                  | 189,000          | 659,000           |
| Leesville Town Centre, Leesville Rd. at Leesville Church Rd., Raleigh           | 114,000          | 904,000           |
| Lynnwood Collection, Creedmoor Rd at Lynn Road, Raleigh                         | 86,000           | 429,000           |
| Six Forks Station, Six Forks Rd. at Strickland Rd., Raleigh                     | 468,000          | 1,843,000         |
| Little Brier Creek, Little Brier Creek Lane and Brier Leaf Lane, Raleigh        | 63,000           | 90,000            |
| Stonehenge Market, Creedmoor Rd. at Bridgeport Dr., Raleigh                     | 188,000          | 669,000           |
| Surf City Crossing, Highway 17 and Highway 210, Surf City                       | #                | - 1,359,000       |
| Heritage Station, Forestville Rd. at Rogers Rd., Wake Forest                    | 62,000           | 392,000           |
| The Shoppes at Caveness Farms, Capitol Blvd and Caveness Farms Ave, Wake Forest | #                | - 1,630,000       |
| <b>Arizona, Total</b>   | <b>2,132,000</b> | <b>7,186,000</b>  |
| Palmilla Center, Dysart Rd. at McDowell Rd., Avondale                           | 170,000          | 264,000           |
| Raintree Ranch, Ray Road at Price Road, Chandler                                | # 60,000         | 759,000           |
| University Plaza, Plaza Way at Milton Rd., Flagstaff                            | 162,000          | 919,000           |
| Val Vista Towne Center, Warner at Val Vista Rd., Gilbert                        | 216,000          | 366,000           |
| Arrowhead Festival S.C., 75th Ave. at W. Bell Rd., Glendale                     | 177,000          | 157,000           |
| Fry's Ellsworth Plaza, Broadway Rd. at Ellsworth Rd., Mesa                      | 74,000           | 58,000            |
| Monte Vista Village Center, Baseline Rd. at Ellsworth Rd., Mesa                 | 104,000          | 353,000           |
| Red Mountain Gateway, Power Rd. at McKellips Rd., Mesa                          | 206,000          | 353,000           |
| Camelback Village Square, Camelback at 7th Avenue, Phoenix                      | 235,000          | 543,000           |
| Laveen Village Market, Baseline Rd. at 51st St., Phoenix                        | # 108,000        | 773,000           |
| Rancho Encanto, 35th Avenue at Greenway Rd., Phoenix                            | 74,000           | 290,000           |
| Squaw Peak Plaza, 16th Street at Glendale Ave., Phoenix                         | 61,000           | 220,000           |
| Fountain Plaza, 77th St. at McDowell, Scottsdale                                | 105,000          | 445,000           |
| Fry's Valley Plaza, S. McClintock at E. Southern, Tempe                         | 145,000          | 570,000           |
| Broadway Marketplace, Broadway at Rural, Tempe                                  | 83,000           | 347,000           |
| Pueblo Anozira, McClintock Dr. at Guadalupe Rd., Tempe                          | 152,000          | 769,000           |
| <b>New Mexico, Total</b>  | <b>1,473,000</b> | <b>4,489,000</b>  |
| Eastdale, Candelaria Rd. at Eubank Blvd., Albuquerque                           | 118,000          | 601,000           |
| North Towne Plaza, Academy Rd. at Wyoming Blvd., Albuquerque                    | 103,000          | 607,000           |
| Pavillions at San Mateo, I-40 at San Mateo, Albuquerque                         | 196,000          | 791,000           |
| Plaza at Cottonwood, Coors Bypass Blvd. at Seven Bar Loop Rd., Albuquerque      | 418,000          | 386,000           |
| Wyoming Mall, Academy Rd. at Northeastern, Albuquerque                          | 326,000          | 1,309,000         |
| De Vargas, N. Guadalupe at Paseo de Peralta, Santa Fe                           | 312,000          | 795,000           |
| <b>Colorado, Total</b>  | <b>2,707,000</b> | <b>13,648,000</b> |

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|   |       |         |           |
|---|-------|---------|-----------|
| Aurora City Place, E. Alameda at I225, Aurora   | *     | 528,000 | 2,260,000 |
| Bridges at Smoky Hill, Smoky Hill Rd. at S. Picadilly St., Aurora                           | *     | 59,000  | 272,000   |
| Buckingham Square, Mississippi at Havana, Aurora  | * #   | -       | -         |
| Academy Place, Academy Blvd. at Union Blvd., Colorado Springs                               |       | 261,000 | 404,000   |
| Uintah Gardens, NEC 19th St. at West Uintah, Colorado Springs                               |       | 212,000 | 677,000   |
| Green Valley Ranch Towne Center, Tower Rd. at 48th Ave., Denver (37%)                       | * !   | 104,000 | 421,000   |
| Lowry Town Center, 2nd Ave. at Lowry Ave., Denver   | *     | 131,000 | 246,000   |
| Gold Creek, Hwy. 86 at Elizabeth St., Elizabeth   | *     | 80,000  | 160,000   |
| CityCenter Englewood, S. Santa Fe at Hampden Ave., Englewood (51%)                          | *     | 307,000 | 453,000   |
| Glenwood Meadows, Midland Ave. at W. Meadows, Glenwood Springs (41%)                        | * ! # | 350,000 | 1,288,000 |
| Highlands Ranch University Park, Highlands Ranch at University Blvd., Highlands Ranch (40%) | * !   | 88,000  | 534,000   |
| Crossing at Stonegate, Jordon Rd. at Lincoln Ave., Parker (51%)                             | *     | 109,000 | 870,000   |
| River Point at Sheridan, Highway 77 and Highway 88, Sheridan                                | # *   | -       | 4,270,000 |
| Thorncreek Crossing, Washington St. at 120th St., Thornton (51%)                            | *     | 386,000 | 1,157,000 |
| Westminster Plaza, North Federal Blvd. at 72nd Ave., Westminster                            | *     | 92,000  | 636,000   |

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|   |                  |                  |
|---|------------------|------------------|
| <b>Kansas, Total</b>  | <b>251,000</b>   | <b>454,000</b>   |
| Shawnee Village, Shawnee Mission Pkwy. at Quivera Rd., Shawnee                        | 135,000          | 10,000           |
| Kohl's, Wanamaker Rd. at S.W. 17th St., Topeka  | 116,000          | 444,000          |
| <b>Oklahoma, Total</b>  | <b>174,000</b>   | <b>682,000</b>   |
| Market Boulevard , E. Reno Ave. at N. Douglas Ave., Midwest City                      | 36,000           | 142,000          |
| Town and Country, Reno Ave at North Air Depot, Midwest City                           | 138,000          | 540,000          |
| <b>Arkansas, Total</b>  | <b>355,000</b>   | <b>1,489,000</b> |
| Markham Square, W. Markham at John Barrow, Little Rock                                | 127,000          | 514,000          |
| Markham West, 11400 W. Markham, Little Rock   | 178,000          | 769,000          |
| Westgate, Cantrell at Bryant, Little Rock   | 50,000           | 206,000          |
| <b>Tennessee, Total</b>   | <b>656,000</b>   | <b>3,396,000</b> |
| Bartlett Towne Center, Bartlett Blvd. at Stage Rd., Bartlett                          | 179,000          | 774,000          |
| Mendenhall Commons, South Mendenahall Rd. and Sanderlin Avenue, Memphis               | 80,000           | 250,000          |
| Commons at Dexter Lake, Dexter at N. Germantown, Memphis                              | 229,000          | 1,013,000        |
| Highland Square, Summer at Highland, Memphis  | 14,000           | 84,000           |
| Ridgeway Trace, Memphis   | #                | -                |
| Summer Center, Summer Ave. at Waring Rd., Memphis                                     | 154,000          | 560,000          |
| <b>Missouri, Total</b>  | <b>259,000</b>   | <b>1,307,000</b> |
| Ballwin Plaza, Manchester Rd. at Vlasis Dr., Ballwin                                  | 203,000          | 653,000          |
| Western Plaza, Hwy 141 at Hwy 30, Fenton  | * !              | 56,000           |
| <b>Georgia, Total</b>   | <b>2,167,000</b> | <b>8,199,000</b> |
| Lakeside Marketplace, Cobb Parkway (US Hwy 41), Acworth                               | 322,000          | 736,000          |
| Camp Creek Marketplace II, Camp Creek Parkway and Carmia Drive, Atlanta               | 196,000          | 724,000          |
| Publix at Princeton Lakes, Carmia Drive and Camp Creek Drive, Atlanta                 | 68,000           | 336,000          |
| Brookwood Square, East-West Connector at Austell Rd., Austell                         | 253,000          | 971,000          |
| Dallas Commons, US Highway 278 and Nathan Dean Boulevard, Dallas                      | 95,000           | 244,000          |
| Reynolds Crossing, Steve Reynolds and Old North Cross Rd., Duluth                     | 116,000          | 407,000          |
| Thompson Bridge Commons, Thompson Bridge Rd. at Mt. Vernon Rd., Gainesville           | 78,000           | 540,000          |
| Grayson Commons, Grayson Hwy at Rosebud Rd., Grayson                                  | 77,000           | 510,000          |
| Village Shoppes of Sugarloaf, Sugarloaf Pkwy at Five Forks Trickum Rd., Lawrenceville | 148,000          | 831,000          |
| Sandy Plains Exchange, Sandy Plains at Scufflegrit, Marietta                          | 73,000           | 452,000          |
| Brownsville Commons, Brownsville Road and Hiram-Lithia Springs Road, Powder Springs   | 82,000           | 205,000          |
| Roswell Corners, Woodstock Rd. at Hardscrabble Rd., Roswell                           | 319,000          | 784,000          |
| Brookwood Marketplace, Peachtree Parkway at Mathis Airport Rd., Suwannee              | 340,000          | 1,459,000        |
| <b>Utah, Total</b>  | <b>633,000</b>   | <b>1,660,000</b> |
| Alpine Valley Center, Main St. at State St., American Fork (33%)                      | * !              | 200,000          |

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|  |                |                  |
|--|----------------|------------------|
| Taylorsville Town Center, West 4700 South at Redwood Rd., Taylorsville                   | 134,000        | 399,000          |
| West Jordan Town Center, West 7000 South at S. Redwood Rd., West Jordan                  | 299,000        | 814,000          |
| <b>Illinois, Total</b>   | <b>394,000</b> | <b>1,268,000</b> |
| Lincoln Place, Hwy. 59, Fairview Heights   | 224,000        | 503,000          |
| Lincoln Place II, Route 159 at Hwy. 50, Fairview Heights                                 | 170,000        | 765,000          |
| <b>Maine, Total</b>  | <b>205,000</b> | <b>963,000</b>   |
| The Promenade, Essex at Summit, Lewiston (75%)   | *              | 205,000 963,000  |
| <b>Kentucky, Total</b>   | <b>683,000</b> | <b>3,176,000</b> |
| Millpond Center, Boston at Man O' War, Lexington   | 144,000        | 773,000          |
| Tates Creek, Bates Creek at Man O' War, Lexington  | 185,000        | 660,000          |
| Regency Shopping Centre, Nicholasville Rd. & West Lowry Lane, Lexington                  | 136,000        | 590,000          |
| Festival at Jefferson Court, Outer Loop at Jefferson Blvd., Louisville                   | 218,000        | 1,153,000        |
| <b>Washington, Total</b>   | <b>617,000</b> | <b>1,888,000</b> |
| Village at Liberty Lake, E. Country Vista Dr. at N. Liberty Rd., Liberty Lake            | * ! #          | 143,000 142,000  |
| Mukilteo Speedway Center, Mukilteo Speedway, Lincoln Way, and Highway 99, Lynnwood (20%) | * !            | 90,000 353,000   |

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|   |     |                  |                   |
|---|-----|------------------|-------------------|
| Meridian Town Center, Meridian Avenue East and 132nd Street East, Puyallup (20%)          | * ! | 143,000          | 535,000           |
| South Hill Center, 43rd Avenue Southwest and Meridian Street South, Puyallup (20%)        | * ! | 134,000          | 514,000           |
| Rainier Square Plaza, Rainer Avenue South and South Charleston Street, Seattle (20%)      | * ! | 107,000          | 344,000           |
| <b>Oregon Total</b>   |     | <b>177,000</b>   | <b>382,000</b>    |
| Clackamas Square, SE 82nd Avenue and SE Causey Avenue, Portland (20%)                     | * ! | 137,000          | 216,000           |
| Raleigh Hills Plaza, SW Beaverton-Hillsdale Hwy and SW Scholls Ferry Road, Portland (20%) | * ! | 40,000           | 166,000           |
| <b>South Carolina, Total</b>  |     | <b>87,000</b>    | <b>436,000</b>    |
| Fresh Market Shoppes, 890 William Hilton Head Pkwy, Hilton Head (25%)                     | * ! | 87,000           | 436,000           |
| <b>INDUSTRIAL</b>   |     |                  |                   |
| <b>Houston and Harris County, Total</b>   |     | <b>5,242,000</b> | <b>13,308,000</b> |
| 1919 North Loop West, Hacket Drive at West Loop 610 North                                 |     | 140,000          | 157,000           |
| Beltway 8 Business Park, Beltway 8 at Petersham Dr.                                       |     | 158,000          | 499,000           |
| Blankenship Building, Kempwood Drive  |     | 59,000           | 175,000           |
| Brookhollow Business Center, Dacoma at Directors Row                                      |     | 133,000          | 405,000           |
| Central Park Northwest VI, Central Pkwy. at Dacoma  |     | 175,000          | 518,000           |
| Central Park Northwest VII, Central Pkwy. at Dacoma                                       |     | 103,000          | 283,000           |
| Claywood Industrial Park, Clay at Hollister   |     | 330,000          | 1,761,000         |
| Crosspoint Warehouse, Crosspoint  |     | 73,000           | 179,000           |
| Jester Plaza Office Service Center, West T.C. Jester                                      |     | 101,000          | 244,000           |
| Kempwood Industrial, Kempwood Dr. at Blankenship Dr.                                      |     | 113,000          | 327,000           |
| Kempwood Industrial, Kempwood Dr. at Blankenship Dr. (20%)                                | * ! | 207,000          | 531,000           |
| Lathrop Warehouse, Lathrop St. at Larimer St. (20%)                                       | * ! | 253,000          | 435,000           |
| Navigation Business Park, Navigation at N. York (20%)                                     | * ! | 238,000          | 555,000           |
| Northway Park II, Loop 610 East at Homestead (20%)  | * ! | 304,000          | 746,000           |
| Railwood F, Market at U.S. 90 (20%)   | * ! | 300,000          | 559,000           |
| Railwood Industrial Park, Mesa at U.S. 90   |     | 616,000          | 1,651,000         |
| Railwood Industrial Park, Mesa at U.S. 90 (20%)   | * ! | 498,000          | 1,061,000         |
| South Loop Business Park, S. Loop at Long Dr.   | * ! | 92,000           | 206,000           |
| Southport Business Park 5, South Loop 610   |     | 161,000          | 358,000           |
| Southwest Park II Service Center, Rockley Road  |     | 68,000           | 216,000           |
| Stonecrest Business Center, Wilcrest at Fallstone   |     | 111,000          | 308,000           |
| West-10 Business Center, Wirt Rd. at I-10   |     | 129,000          | 331,000           |
| West 10 Business Center II, Wirt Rd. at I-10  |     | 83,000           | 147,000           |
| Westgate Service Center, Park Row Drive at Whiteback Dr.                                  |     | 119,000          | 499,000           |
| West Loop Commerce Center, W. Loop N. at I-10   |     | 34,000           | 91,000            |
| 610 and 11th St. Warehouse, Loop 610 at 11th St.  |     | 105,000          | 202,000           |



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| 610 and 11th St. Warehouse, Loop 610 at 11th St. (20%)                                 | * ! | 244,000          | 539,000          |
| 610/288 Business Park , Cannon Street (20%)  | * ! | 295,000          | 482,000          |
| <b>Texas (excluding Houston &amp; Harris Co.), Total</b>                               |     | <b>3,879,000</b> | <b>9,515,000</b> |
| Midpoint I-20 Distribution Center, New York Avenue and<br>Arbrook Boulevard, Arlington |     | 253,000          | 593,000          |
| Randol Mill Place, Randol Mill Road, Arlington   |     | 55,000           | 178,000          |
| Braker 2 Business Center, Kramer Ln. at Metric Blvd., Austin                           |     | 27,000           | 93,000           |
| Corporate Center Park I and II, Putnam Dr. at Research Blvd.,<br>Austin                |     | 117,000          | 326,000          |
| Oak Hills Industrial Park, Industrial Oaks Blvd., Austin                               |     | 90,000           | 340,000          |
| Rutland 10 Business Center, Metric Blvd. At Centimeter Circle,<br>Austin               |     | 54,000           | 139,000          |
| Southpark A,B,C, East St. Elmo Rd. at Woodward St., Austin                             |     | 78,000           | 238,000          |
| Southpoint Service Center, Burleson at Promontory Point Dr.,<br>Austin                 |     | 54,000           | 234,000          |
| Wells Branch Corporate Center, Wells Branch Pkwy., Austin                              |     | 59,000           | 183,000          |
| 1625 Diplomat Drive, SWC Diplomat Dr. at McDaniel Dr.,<br>Carrollton                   |     | 106,000          | 199,000          |
| Midway Business Center, Midway at Boyington, Carrollton                                |     | 141,000          | 309,000          |
| Manana Office Center, I-35 at Manana, Dallas   |     | 223,000          | 473,000          |
| Newkirk Service Center, Newkirk near N.W. Hwy., Dallas                                 |     | 106,000          | 223,000          |
| Northaven Business Center, Northaven Rd., Dallas                                       |     | 151,000          | 178,000          |
| Northeast Crossing Office/Service Center, East N.W. Hwy. at<br>Shiloh, Dallas          |     | 79,000           | 199,000          |

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| Northwest Crossing Office/Service Center, N.W. Hwy. at Walton Walker,<br>Dallas                 |     | 127,000          | 290,000          |
| Redbird Distribution Center, Joseph Hardin Drive, Dallas  |     | 111,000          | 233,000          |
| Regal Distribution Center, Leston Avenue, Dallas  |     | 203,000          | 318,000          |
| Space Center Industrial Park, Pulaski St. at Irving Blvd., Dallas                               |     | 265,000          | 426,000          |
| McGraw Hill Distribution Center, 420 E. Danieldale Rd, DeSoto                                   |     | 418,000          | 888,000          |
| Freeport Commerce Center, Sterling Street and Statesman Drive, Irving                           |     | 51,000           | 196,000          |
| Central Plano Business Park, Klein Rd. at Plano Pkwy., Plano                                    |     | 138,000          | 415,000          |
| Jupiter Service Center, Jupiter near Plano Pkwy., Plano   |     | 78,000           | 234,000          |
| Sherman Plaza Business Park, Sherman at Phillips, Richardson                                    |     | 101,000          | 312,000          |
| Interwest Business Park, Alamo Downs Parkway, San Antonio                                       |     | 218,000          | 742,000          |
| Isom Business Park, 919-981 Isom Road, San Antonio  |     | 175,000          | 462,000          |
| O'Connor Road Business Park, O'Connor Road, San Antonio   |     | 150,000          | 459,000          |
| Freeport Business Center, 13215 N. Promenade Blvd., Stafford                                    |     | 251,000          | 635,000          |
| <b>Georgia, Total</b>   |     | <b>1,568,000</b> | <b>4,343,000</b> |
| Atlanta Industrial Park II & VI, Atlanta Industrial Pkwy. at Atlanta<br>Industrial Dr., Atlanta |     | 552,000          | 1,755,000        |
| Sears Logistics, 3700 Southside Industrial Way, Atlanta (20%)                                   | * ! | 403,000          | 890,000          |
| Southside Industrial Parkway, Southside Industrial Pkwy at Jonesboro Rd.,<br>Atlanta            |     | 72,000           | 242,000          |
| Kennesaw 75, 3850-3900 Kennesaw Prkwy, Kennesaw   |     | 178,000          | 491,000          |
| 6485 Crescent Drive, I-85 at Jimmy Carter Blvd., Norcross (20%)                                 | * ! | 363,000          | 965,000          |
| <b>Tennessee, Total</b>   |     | <b>1,142,000</b> | <b>2,658,000</b> |
| Crowfarn Drive Warehouse, Crowfarn Dr. at Getwell Rd., Memphis (20%)                            | * ! | 161,000          | 316,000          |
| Outland Business Center, Outland Center Dr., Memphis (20%)                                      | * ! | 410,000          | 1,215,000        |
| Southpoint I & II, Pleasant Hill Rd. at Shelby Dr., Memphis                                     |     | 571,000          | 1,127,000        |
| <b>Florida, Total</b>   |     | <b>1,496,000</b> | <b>3,700,000</b> |
| Lakeland Industrial Center, I-4 at County Rd., Lakeland   |     | 600,000          | 1,535,000        |
| 1801 Massaro, 1801 Massaro Blvd., Tampa   |     | 159,000          | 337,000          |
| Hopewell Industrial Center, Old Hopewell Boulevard and U.S. Highway<br>301, Tampa               |     | 224,000          | 486,000          |
| Tampa East Industrial Portfolio, 1841 Massaro Blvd., Tampa                                      |     | 513,000          | 1,342,000        |
| <b>California, Total</b>  |     | <b>1,043,000</b> | <b>2,548,000</b> |
| 1725 Dornoch, Donroch Court, San Diego  |     | 112,000          | 268,000          |
| 1855 Dornoch, Donroch Court, San Diego  |     | 205,000          | 520,000          |
| Siempre Viva Business Park, Siempre Viva Rd. at Kerns St., San Diego<br>(20%)                   | * ! | 726,000          | 1,760,000        |
| <b>UNIMPROVED LAND</b>  |     |                  |                  |
| <b>Houston &amp; Harris County, Total</b>   |     |                  | <b>2,402,000</b> |
| Bissonnet at Wilcrest   |     |                  | 175,000          |
| Citadel Plaza at 610 North Loop   |     |                  | 137,000          |
| East Orem   |     |                  | 122,000          |

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| Kirkwood at Dashwood Drive                               |   | 322,000          |
| Mesa Road at Tidwell                                     |   | 901,000          |
| Northwest Freeway at Gessner                             |   | 422,000          |
| Shaver at Denham   |   | 17,000           |
| West Little York at Interstate 45                        |   | 161,000          |
| West Loop North at Interstate 10                         |   | 145,000          |
| <b>Texas (excluding Houston &amp; Harris Co.), Total</b> |   | <b>1,121,000</b> |
| River Pointe Drive at Interstate 45, Conroe              | # | 590,000          |
| NEC of US Hwy 380 & Hwy 75, McKinney                     |   | 87,000           |
| 9th Ave. at 25th St., Port Arthur                        |   | 243,000          |
| Highway 3 at Highway 1765, Texas City                    |   | 201,000          |
| <b>Louisiana, Total</b>                                  |   | <b>462,000</b>   |
| U.S. Highway 171 at Parish, DeRidder                     |   | 462,000          |
| <b>North Carolina, Total</b>                             |   | <b>1,750,000</b> |
| The Shoppes at Caveness Farms                            |   | 1,750,000        |

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**Weingarten Realty Investors  
Property Listing at December 31, 2006**

| ALL PROPERTIES-BY LOCATION                  | NUMBER<br>OF<br>PROPERTIES | BUILDING<br>TOTAL | LAND<br>TOTAL      |
|---|----------------------------|-------------------|--------------------|
| <b>Grand Total</b>                          | <b>389</b>                 | <b>64,925,000</b> | <b>246,781,000</b> |
| Texas (excluding Houston and Harris County) | 96                         | 13,507,000        | 56,117,000         |
| Houston & Harris County                     | 77                         | 12,046,000        | 39,105,000         |
| Florida                                     | 41                         | 8,713,000         | 34,634,000         |
| California                                  | 30                         | 5,056,000         | 16,999,000         |
| North Carolina                              | 26                         | 3,366,000         | 20,630,000         |
| Louisiana                                   | 16                         | 3,058,000         | 9,668,000          |
| Arizona                                     | 16                         | 2,132,000         | 7,186,000          |
| Colorado                                    | 15                         | 2,707,000         | 13,648,000         |
| Georgia                                     | 18                         | 3,735,000         | 12,542,000         |
| Nevada                                      | 12                         | 3,499,000         | 12,004,000         |
| Tennessee                                   | 9                          | 1,798,000         | 6,054,000          |
| New Mexico                                  | 6                          | 1,473,000         | 4,489,000          |
| Oklahoma                                    | 2                          | 174,000           | 682,000            |
| Arkansas                                    | 3                          | 355,000           | 1,489,000          |
| Utah  | 3                          | 633,000           | 1,660,000          |
| Kentucky                                    | 4                          | 683,000           | 3,176,000          |
| Kansas                                      | 2                          | 251,000           | 454,000            |
| Missouri                                    | 2                          | 259,000           | 1,307,000          |
| Illinois                                    | 2                          | 394,000           | 1,268,000          |
| Maine                                       | 1                          | 205,000           | 963,000            |
| Washington                                  | 5                          | 617,000           | 1,888,000          |
| South Carolina                              | 1                          | 87,000            | 436,000            |
| Oregon                                      | 2                          | 177,000           | 382,000            |

**ALL PROPERTIES-BY  
CLASSIFICATION**

|                    |            |                   |                    |
|--------------------|------------|-------------------|--------------------|
| <b>Grand Total</b> | <b>389</b> | <b>64,925,000</b> | <b>246,781,000</b> |
| Shopping Centers   | 322        | 50,555,000        | 204,974,000        |
| Industrial         | 67         | 14,370,000        | 36,072,000         |
| Unimproved Land    | 0          |                   | 5,735,000          |

Total square footage includes 465,000 square feet of building area and 11,933,000 square feet of land leased from others.

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\*

Denotes partial ownership. Our interest is 50% except where noted. The square feet figures represent the total property amounts.

# Denotes property under development.

! Denotes properties of an unconsolidated joint venture. These properties are not consolidated in our financial statements.

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*General.* In 2006 no single property accounted for more than 2.1% of our total assets or 1.5% of gross revenues. Five properties, in the aggregate, represented approximately 7.0% of our gross revenues for the year ended December 31, 2006; otherwise, none of the remaining properties accounted for more than 1.3% of our gross revenues during the same period. The weighted average occupancy rate for all of our improved properties as of December 31, 2006 was 94.1% compared to 94.2% as of December 31, 2005.

Substantially all of our properties are owned directly by us (subject in some cases to mortgages), although our interests in some properties are held indirectly through interests in joint ventures or under long-term leases. In our opinion, our properties are well maintained and in good repair, suitable for their intended uses, and adequately covered by insurance.

We participate in 65 joint ventures or partnerships that hold 103 of our properties. Our ownership interest ranges from 20% to 99%; we are normally the managing or operating partner and receive a fee for acting in this capacity.

We may use a DownREIT operating partnership structure in the acquisition of some real estate properties. In these transactions, a fair value purchase price is agreed upon between us, as general partner of the DownREIT, and the seller where the seller receives operating partnership units in exchange for some or all of its ownership interest in the property. Each operating partnership unit is the equivalent of one of our common shares of beneficial interest. These units generally allow our partners the right to put their limited partnership units interest to us on or after the first anniversary of the entity's formation. We may acquire these limited partnership units for either cash or a fixed number of our common shares at our discretion.

*Shopping Centers.* At December 31, 2006, we owned or operated under long-term leases, either directly or through our interest in joint ventures or partnerships, a total of 297 developed income-producing properties and 25 properties under various stages of construction and development. Our shopping centers are located Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Kansas, Kentucky, Louisiana, Maine, Missouri, Nevada, New Mexico, North Carolina, Oklahoma, Oregon, South Carolina, Tennessee, Texas, Utah and Washington.

Our shopping centers are primarily neighborhood and community shopping centers that range in size from 100,000 to 600,000 square feet of building area, as distinguished from small strip centers, which generally contain 5,000 to 25,000 square feet, and from large regional enclosed malls. Almost none of the centers have climatized common areas, but are designed to allow retail customers to park their automobiles in close proximity to any retailer in the center. Our centers are customarily constructed of masonry, steel and glass, and all have lighted, paved parking areas, which are typically landscaped with berms, trees and shrubs. They are generally located at major intersections in close proximity to neighborhoods that have existing populations sufficient to support retail activities of the types conducted in our centers.

We have approximately 6,600 separate leases with 4,800 different tenants. Included among our top revenue-producing tenants are: The Kroger Co., T.J.X. Companies, Ross Stores, Safeway, Publix, Office Depot, Blockbuster Video, Home Depot, Barnes & Noble, and the Gap. The diversity of our tenant base is also evidenced by the fact that our largest tenant accounted for only 3.0% of rental revenues during 2006.

In the ordinary course of business, we have tenants who cease making payments under their leases or who file for bankruptcy protection. We are unable to predict or forecast the timing of store closings or unexpected vacancies; however, we believe the effect of this will not have a material impact on our financial position, results of operations, or our liquidity due to the significant diversification of our tenant base.

Our shopping center leases have lease terms generally ranging from three to five years for tenant space under 5,000 square feet and from 10 to 25 years for tenant space over 10,000 square feet. Leases with primary lease terms in

excess of 10 years, generally for anchor and out-parcels, frequently contain renewal options which allow the tenant to extend the term of the lease for one or more additional periods, with each of these periods generally being of a shorter duration than the primary lease term. The rental rates paid during a renewal period are generally based upon the rental rate for the primary term; sometimes adjusted for inflation, market conditions or an amount of the tenant's sales during the primary term.

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Most of our leases provide for the monthly payment in advance of fixed minimum rentals, the tenants' pro rata share of ad valorem taxes, insurance (including fire and extended coverage, rent insurance and liability insurance) and common area maintenance for the center (based on estimates of the costs for these items). They also provide for the payment of additional rentals based on a percentage of the tenants' sales. Utilities are generally paid directly by tenants except where common metering exists with respect to a center. In this case we make payments for the utilities, and the tenants on a monthly basis reimburse us. Generally, our leases prohibit the tenant from assigning or subletting its space. They also require the tenant to use its space for the purpose designated in its lease agreement and to operate its business on a continuous basis. Some of the lease agreements with major tenants contain modifications of these basic provisions in view of the financial condition, stability or desirability of those tenants. Where a tenant is granted the right to assign its space, the lease agreement generally provides that the original lessee will remain liable for the payment of the lease obligations under that lease agreement.

During 2006 we invested approximately \$781 million in the acquisition of operating retail properties. Approximately \$402 million was invested in 17 shopping centers and \$54 million was invested in two unconsolidated joint ventures to acquire 11 retail properties. We also invested \$325 million in the Woolbright Properties Portfolio, 80% of which was subsequently bought from us as part of a joint venture arrangement with TIAA-CREF Global Real Estate. These combined acquisitions added 4.0 million square feet to our share of the portfolio.

In March 2006 we acquired Fresh Market Shoppes Shopping Center, an 87,000 square foot shopping center located in Hilton Head, South Carolina. Fresh Market and Bonefish Grill anchor this specialty retail center. We also acquired The Shoppes at Paradise Isle, a 172,000 shopping center located in Destin, Florida. Best Buy, Linens-N-Things, PetsMart and Office Depot anchor this property. Both of these shopping centers were acquired through a 25%-owned unconsolidated joint venture.

In April 2006 Valley Shopping Center, a 103,000 square foot shopping center anchored by Raley's Supermarket was acquired. The center has below-market rents providing strong growth opportunities and is in close proximity to our regional office in Sacramento.

In May 2006 Brownsville Commons, an 82,000 square foot shopping center including a 54,000 square foot (corporate owned) Kroger supermarket, was acquired in Powder Springs, Georgia, a suburb of Atlanta. The Shoppes of Parkland, was also acquired, which is a 146,000 square foot shopping center located in Parkland, Florida and is anchored by BJ's Wholesale. This center services two upper income neighborhoods, Parkland and Boca Raton.

In June 2006 we purchased a property in California and acquired a shopping center in Florida through a 25%-owned unconsolidated joint venture. Freedom Centre, anchored by Ralph's and Rite Aid, is a 151,000 square foot shopping center located in Freedom, California. Indian Harbour Place is a 164,000 square foot shopping center located in Melbourne, Florida and is anchored by Publix.

In July 2006 we acquired Mendenhall Commons, an 80,000 square foot grocery-anchored neighborhood shopping center located in the affluent East Memphis submarket of Memphis, Tennessee. Kroger anchors the center. We also acquired the Regency Shopping Center, located in Lexington, Kentucky, and Little Brier Creek Lane in Raleigh, North Carolina. Regency Shopping Center is a 136,000 square foot shopping center, which is anchored by Kroger (corporate owned), Michael's and TJ Maxx. Little Brier Creek Lane is a 63,000 square foot shopping center anchored by Pei Wei.

Quesada Commons, a 59,000 square foot shopping center, and Shoppes of Port Charlotte, a 41,000 square foot shopping center, were acquired through a 25%-owned unconsolidated joint venture in July 2006. Both centers are located in Port Charlotte, Florida and are recently constructed shopping centers. Publix, Florida's dominant supermarket chain, anchors Quesada Commons, and Petco and Panera Bread anchor the Shoppes of Port Charlotte.





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In August 2006 we acquired the North American Properties portfolio consisting of five retail properties, including four properties in metropolitan Atlanta, Georgia and one in Sanford, Florida, a suburb north of Orlando. The properties are all new construction and are anchored by strong national tenants as described in the below table:

| Center Name                          | Square Feet of Property* | Location               | Anchors   | Occupancy at Acquisition Date |
|--------------------------------------|--------------------------|------------------------|---|-------------------------------|
| Brookwood Marketplace                | 253,000                  | Suwannee (Atlanta), GA | SuperTarget*, Home Depot, OfficeMax                               | 96%                           |
| Camp Creek Phase II                  | 196,000                  | Atlanta, GA            | SuperTarget*, Circuit City  | 99%                           |
| Lakeside Marketplace                 | 322,000                  | Acworth (Atlanta), GA  | SuperTarget*, Circuit City, Ross Dress for Less, PETCO, OfficeMax | 100%                          |
| Publix at Princeton Lakes            | 68,000                   | Atlanta, GA            | Publix  | 100%                          |
| Marketplace at Seminole Towne Center | 494,000                  | Sanford (Orlando), FL  | SuperTarget*, Circuit City, Linens 'n Things, Marshalls, PETCO    | 99%                           |

\* Target owns its own property and is not part of the transaction.

The purchase agreement allows for the subsequent development and leasing of an additional phase of Brookwood Marketplace by the property seller. If the terms of the purchase agreement are met by the seller, the purchase price would be increased by approximately \$6.9 million. This agreement expires in August 2008.

In September 2006 Dallas Commons and Reynolds Crossing were acquired in Atlanta, Georgia. Dallas Commons is a 95,000 square foot shopping center and Reynolds Crossing is an 116,000 square foot shopping center. Both centers are anchored by a 70,000 square foot (corporate owned) Kroger supermarket.

The Woolbright Properties Portfolio was acquired, which consisted of seven neighborhood/community anchored retail shopping centers. Five of the centers were purchased in September 2006 with Alafaya Square and the Marketplace at Dr. Phillips purchased in early October 2006. This acquisition added 1.3 million square feet to our portfolio, and represented a total investment of \$325 million. All seven properties are located in highly desirable locations within Florida's three largest metropolitan markets of South Florida, Orlando, and Tampa/St. Petersburg. The centers are leased to a diverse mix of strong national retailers as described in the table below:

| Center Name                 | Square Feet of Property | Location                | Anchors  | Occupancy at Acquisition Date |
|-----------------------------|-------------------------|-------------------------|--|-------------------------------|
| Alafaya Square              | 176,000                 | Oviedo (Orlando), FL    | Publix, Planet Fitness                           | 100%                          |
| Marketplace at Dr. Phillips | 328,000                 | Orlando, FL             | Albertson's, Stein Mart, HomeGoods, Office Depot | 99%                           |
| East Lake Woodlands         | 145,000                 | Palm Harbor (Tampa), FL | Publix, Walgreens                                | 91%                           |
| International Drive Value   | 186,000                 | Orlando, FL             | Bed Bath & Beyond,                               | 100%                          |

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| Center                     |         |                                     | Ross, TJ Maxx                       |      |
|----------------------------|---------|-------------------------------------|-------------------------------------|------|
| Kendall Corners            | 96,000  | Miami, FL                           | Ashley Furniture                    | 100% |
| Palm Lakes Plaza           | 114,000 | Maragate<br>(Ft. Lauderdale),<br>FL | Publix, CVS                         | 99%  |
| South Dade Shopping Center | 220,000 | Miami, FL                           | Publix, Bed Bath &<br>Beyond, PETCO | 100% |

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In November 2006, 80% of the Woolbright Properties Portfolio was sold as part of a joint venture arrangement with TIAA-CREF Global Real Estate.

In November 2006 we purchased six properties, four in Washington and two in Oregon through a 20%-owned unconsolidated joint venture. The centers are leased to a diverse mix of strong national retailers as described in the table below:

| Center Name              | Square Feet of Property | Location               | Anchors                              | Occupancy at Acquisition Date |
|--------------------------|-------------------------|------------------------|--------------------------------------|-------------------------------|
| Mukilteo Speedway Center | 90,000                  | Lynnwood (Seattle), WA | Food Emporium, Bartell Drug          | 96%                           |
| Meridian Town Center     | 143,000                 | Puyallup (Tacoma), WA  | Safeway, JoAnn's                     | 100%                          |
| Rainier Valley Square    | 107,000                 | Seattle, WA            | Safeway, Long Drugs                  | 100%                          |
| South Hill Center        | 134,000                 | Puyallup (Tacoma), WA  | Best Buy, Bed Bath & Beyond and Ross | 99%                           |
| Clackamas Square         | 137,000                 | Portland, OR           | TJ Maxx                              | 100%                          |
| Raleigh Hills Plaza      | 40,000                  | Portland, OR           | Walgreen, New Season Market          | 100%                          |

In December 2006 we acquired Galleria Shopping Center in Charlotte, North Carolina and Charleston Commons in Las Vegas, Nevada. Galleria is a 316,000 square foot shopping center anchored by Cato Corporation and Dollar Tree. Charleston Commons, a 338,000 square foot shopping center, is anchored by Walmart, Office Max, Ross and PetSmart. We also acquired our partner's share of Heritage Station, which is located in Wake Forest, North Carolina. Heritage Station is a 62,000 square foot shopping center that is anchored by Harris Teeter.

In 2006 we sold 19 wholly-owned shopping centers totaling 2.9 million square feet of building area. We also sold two joint venture properties totaling 97,000 square feet. Sales proceeds from these dispositions totaled \$300 million and generated gains of \$145 million.

*Industrial Properties.* At December 31, 2006, we owned, either directly or through our interest in joint ventures or partnerships, 67 industrial projects with approximately 50.6 million square feet of building area. We have approximately 690 tenants and 749 leases. Our industrial properties consist of bulk warehouse, business distribution and office-service center assets ranging in size from 27,000 to 616,000 square feet. Similar to our shopping centers, these properties are customarily constructed of masonry, steel and glass, and have lighted, concrete parking areas and are well landscaped. The national and regional tenants in our industrial centers include Hitachi Transport Systems, Sears Logistics, Publix, Shell, Rooms to Go, UPS Supply Chain Solutions, Sanderson Industries, Stone Container, General Electric Company, G.E. Polymershapes, Inc., Interline Brands, Inc., Constar International, Inc., Rooftop Systems Inc., Wells Fargo Bank, and Iron Mountain. Its properties are located in California, Florida, Georgia, Tennessee and Texas. During 2006 we invested approximately \$82 million in the acquisition of seven industrial properties totaling 1.4 million square feet.

In February 2006 we acquired the McGraw Hill Distribution Center, a single tenant warehouse of 418,000 square feet located in De Soto, Texas.

In June 2006 we acquired two vacant industrial warehouse buildings in San Diego, California at 1725 and 1855 Dornoch Court. These state-of-the-art buildings, aggregating 317,000 square feet, are located within one and a half

miles of our Siempre Viva Business Park. Based on the high demand for top quality space in this area, we anticipate leasing both newly acquired buildings within the next year.

In October 2006 we acquired Midpoint I-20 Distribution Center, a 253,000 square foot property located in Arlington, Texas.

In November 2006 we acquired Hopewell Industrial Center in Tampa, Florida and Freeport Commerce Center located in Irving, Texas. These centers aggregate 224,000 and 51,000 square feet, respectively.

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In December 2006 we acquired 1919 North Loop West, an office building adjacent to our corporate headquarters in Houston, Texas where we intend to relocate some of our administrative operations. The building contains 140,000 square feet.

During 2006 we sold four industrial properties totaling 616,000 square feet. We also formed an industrial joint venture where five properties totaling 2.1 million square feet were contributed to a joint venture, and we retained a 20% interest. Sales proceeds from these dispositions totaled \$115 million and generated gains of \$26 million.

*Other.* In 2005 we began development of a 224-unit apartment complex within a multi-use master planned project. This represents Phase II of a project where the initial phase was completed in 2001 and sold in 2002. We anticipate completing the project in 2007.

*Unimproved Land.* At December 31, 2006, we owned 15 parcels of unimproved land consisting of approximately 5.7 million square feet of land area located in Texas, Louisiana and North Carolina. These properties include approximately 2.8 million square feet of land adjacent to certain of our existing developed properties, which may be used for expansion of these developments, as well as approximately 2.9 million square feet of land, which may be used for new development. Almost all of these unimproved properties are served by roads and utilities and are ready for development. Most of these parcels are suitable for development as shopping centers or industrial projects, and we intend to emphasize the development of these parcels for such purpose.

*New Development Properties.* At December 31, 2006, we had 26 projects under construction or in preconstruction stages. The total square footage is approximately 7.6 million.

**ITEM 3. Legal Proceedings**

We are involved in various matters of litigation arising in the normal course of business. While we are unable to predict with certainty the amounts involved, our management and counsel believe that when such litigation is resolved, our resulting liability, if any, will not have a material adverse effect on our consolidated financial statements.

**ITEM 4. Submission of Matters to a Vote of Shareholders**

None.

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Table of Contents**PART II****ITEM 5. Market for Registrant's Common Shares of Beneficial Interest, Related Shareholder Matters and Issuer Purchases of Equity Securities**

Our common shares are listed and traded on the New York Stock Exchange under the symbol "WRI." The number of holders of record of our common shares as of January 31, 2007 was 3,317. The closing high and low sale prices per common share as reported on the New York Stock Exchange, and dividends per share paid for the fiscal quarters indicated were as follows:

|              | <b>High</b> |    | <b>Low</b> |    | <b>Dividends</b> |
|--------------|-------------|----|------------|----|------------------|
| <b>2006:</b> |             |    |            |    |                  |
| Fourth       | \$ 47.83    | \$ | 42.72      | \$ | .465             |
| Third        | 43.26       |    | 38.19      |    | .465             |
| Second       | 40.56       |    | 37.10      |    | .465             |
| First        | 41.76       |    | 38.66      |    | .465             |
| <b>2005:</b> |             |    |            |    |                  |
| Fourth       | \$ 38.98    | \$ | 33.99      | \$ | .44              |
| Third        | 40.50       |    | 36.83      |    | .44              |
| Second       | 39.32       |    | 34.08      |    | .44              |
| First        | 39.97       |    | 33.49      |    | .44              |

In February 2006 our board of trust managers authorized up to \$100 million for the purchase of outstanding common shares of beneficial interest in 2006. Share repurchases may be made in the open market or in privately negotiated transactions. In July 2006 our board of trust managers revised the authorized repurchase amount of our common shares of beneficial interest to a total of \$207 million, and we used \$167.6 million of the net proceeds from the \$575 million debt offering to purchase 4.3 million common shares of beneficial interest at \$39.26 per share.

Table of Contents**Performance Graph**

The graph below provides an indicator of cumulative total shareholder returns for us as compared with the S&P 500 Stock Index and the NAREIT All Equity Index, weighted by market value at each measurement point. The graph assumes that \$100 was invested on December 31, 2001 in our common shares and that all dividends were reinvested by the shareholder.

**Comparison of Five Year Cumulative Return**

|                             | 2002   | 2003   | 2004   | 2005   | 2006   |
|-----------------------------|--------|--------|--------|--------|--------|
| Weingarten                  | 122.54 | 155.85 | 221.88 | 219.11 | 279.34 |
| S&P 500 Index               | 77.90  | 100.24 | 111.15 | 116.61 | 135.03 |
| The NAREIT All Equity Index | 103.82 | 142.37 | 187.33 | 210.12 | 283.78 |

There can be no assurance that our share performance will continue into the future with the same or similar trends depicted in the graph above. We will not make or endorse any predications as to future share performance.



Table of Contents**ITEM 6. Selected Financial Data**

The following table sets forth our selected consolidated financial data and should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," the Consolidated Financial Statements and accompanying Notes in "Item 8. Financial Statements and Supplementary Data" and the financial schedules included elsewhere in this Form 10-K.

*(Amounts in thousands, except per share amounts)*  
Year Ended December 31,

|   | 2006       | 2005       | 2004       | 2003       | 2002       |
|---|------------|------------|------------|------------|------------|
| Revenues (primarily real estate rentals)    | \$ 561,380 | \$ 510,401 | \$ 460,914 | \$ 372,016 | \$ 317,119 |
| Expenses:                                   |            |            |            |            |            |
| Depreciation and amortization               | 127,613    | 117,062    | 103,870    | 80,776     | 65,803     |
| Other                                       | 180,751    | 152,932    | 143,178    | 113,128    | 97,253     |
| Total                                       | 308,364    | 269,994    | 247,048    | 193,904    | 163,056    |
| Operating income                            | 253,016    | 240,407    | 213,866    | 178,112    | 154,063    |
| Interest expense                            | (146,943)  | (130,761)  | (117,096)  | (90,269)   | (67,171)   |
| Interest and other income                   | 9,045      | 2,867      | 1,390      | 1,563      | 1,053      |
| Loss on redemption of preferred shares      |            |            | (3,566)    | (2,739)    |            |
| Equity in earnings of joint ventures, net   | 14,655     | 6,610      | 5,384      | 4,681      | 3,930      |
| Income allocated to minority interests      | (6,414)    | (6,060)    | (4,928)    | (2,723)    | (3,553)    |
| Gain on land and merchant development sales | 7,166      | 804        |            |            |            |
| Gain on sale of properties                  | 22,467     | 22,306     | 1,562      | 665        | 188        |
| Provision for Income Taxes                  | (1,366)    |            |            |            |            |
| Income from continuing operations           | 151,626    | 136,173    | 96,612     | 89,290     | 88,510     |
| Income from discontinued operations (1)     | 153,384    | 83,480     | 44,769     | 26,990     | 43,357     |
| Net income                                  | \$ 305,010 | \$ 219,653 | \$ 141,381 | \$ 116,280 | \$ 131,867 |
| Net income available to common shareholders | \$ 294,909 | \$ 209,552 | \$ 133,911 | \$ 97,880  | \$ 112,111 |
| Per share data - basic:                     |            |            |            |            |            |
| Income from continuing operations           | \$ 1.61    | \$ 1.41    | \$ 1.04    | \$ .92     | \$ .89     |
| Net income                                  | \$ 3.36    | \$ 2.35    | \$ 1.55    | \$ 1.24    | \$ 1.44    |
| Weighted average number of shares           | 87,719     | 89,224     | 86,171     | 78,800     | 77,866     |
| Per share data - diluted:                   |            |            |            |            |            |
| Income from continuing operations           | \$ 1.60    | \$ 1.41    | \$ 1.04    | \$ .92     | \$ .89     |
| Net income                                  | \$ 3.27    | \$ 2.31    | \$ 1.54    | \$ 1.24    | \$ 1.43    |
|   | 91,779     | 93,166     | 89,511     | 81,574     | 80,041     |

## Weighted average number of shares

|                    |              |              |              |              |              |
|--------------------|--------------|--------------|--------------|--------------|--------------|
| Property (at cost) | \$ 4,445,888 | \$ 4,033,579 | \$ 3,751,607 | \$ 3,200,091 | \$ 2,695,286 |
| Total assets       | \$ 4,375,540 | \$ 3,737,741 | \$ 3,470,318 | \$ 2,923,094 | \$ 2,423,241 |
| Debt               | \$ 2,900,952 | \$ 2,299,855 | \$ 2,105,948 | \$ 1,810,706 | \$ 1,330,369 |

## Other data:

|   |              |              |              |              |              |
|---|--------------|--------------|--------------|--------------|--------------|
| Cash flows from operating activities        | \$ 242,592   | \$ 200,525   | \$ 203,886   | \$ 162,316   | \$ 167,095   |
| Cash flows from investing activities        | \$ (314,686) | \$ (105,459) | \$ (349,654) | \$ (331,503) | \$ (182,161) |
| Cash flows from financing activities        | \$ 100,407   | \$ (97,791)  | \$ 170,928   | \$ 168,623   | \$ 23,451    |
| Cash dividends per common share             | \$ 1.86      | \$ 1.76      | \$ 1.66      | \$ 1.56      | \$ 1.48      |
| Funds from operations: (2)                  |              |              |              |              |              |
| Net income available to common shareholders | \$ 294,909   | \$ 209,552   | \$ 133,911   | \$ 97,880    | \$ 112,111   |
| Depreciation and amortization               | 131,792      | 125,742      | 114,342      | 90,367       | 78,111       |
| Gain on sale of properties                  | (172,056)    | (87,561)     | (26,316)     | (7,273)      | (18,614)     |
| Total                                       | \$ 254,645   | \$ 247,733   | \$ 221,937   | \$ 180,974   | \$ 171,608   |

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- (1) SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" requires the operating results and gain (loss) on the sale of operating properties to be reported as discontinued operations.

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- (2) The National Association of Real Estate Investment Trusts defines funds from operations as net income (loss) available to common shareholders computed in accordance with generally accepted accounting principles, excluding gains or losses from sales of operating properties and extraordinary items, plus depreciation and amortization of real estate assets, including our share of unconsolidated partnerships and joint ventures. We calculate FFO in a manner consistent with the NAREIT definition. We believe FFO is an appropriate supplemental measure of operating performance because it helps investors compare our operating performance relative to other REITs. There can be no assurance that FFO presented by us is comparable to similarly titled measures of other REITs. FFO should not be considered as an alternative to net income or other measurements under GAAP as an indicator of our operating performance or to cash flows from operating, investing or financing activities as a measure of liquidity. FFO does not reflect working capital changes, cash expenditures for capital improvements or principal payments on indebtedness.

**ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto and the comparative summary of selected financial data appearing elsewhere in this report. Historical results and trends which might appear should not be taken as indicative of future operations. Our results of operations and financial condition, as reflected in the accompanying financial statements and related footnotes, are subject to management's evaluation and interpretation of business conditions, retailer performance, changing capital market conditions and other factors which could affect the ongoing viability of our tenants.

**Executive Overview**

Weingarten Realty Investors is a real estate investment trust organized under the Texas Real Estate Investment Trust Act. We, and our predecessor entity, began the ownership and development of shopping centers and other commercial real estate in 1948. Our primary business is leasing space to tenants in the shopping and industrial centers we own or lease. We also manage centers for joint ventures in which we are partners or for other outside owners for which we charge fees.

We operate a portfolio of properties includes neighborhood and community shopping centers and industrial properties of approximately 65 million square feet. We have a diversified tenant base with our largest tenant comprising only 3% of total rental revenues during 2006.

We focus on increasing Funds from Operations and growing dividend payments to our common shareholders. We do this through hands-on leasing, management and selected redevelopment of the existing portfolio of properties, through disciplined growth from selective acquisitions and new developments, and through the disposition of assets that no longer meet our ownership criteria. We do this while remaining committed to maintaining a conservative balance sheet, a well-staggered debt maturity schedule and strong credit agency ratings.

We continue to maintain a strong, conservative capital structure, which provides ready access to a variety of attractive capital sources. We carefully balance obtaining low cost financing with minimizing exposure to interest rate movements and matching long-term liabilities with the long-term assets acquired or developed.

At December 31, 2006, we owned or operated under long-term leases, either directly or through our interest in joint ventures or partnerships, a total of 363 developed income-producing properties and 26 properties under various stages of construction and development. The total number of centers includes 322 neighborhood and community shopping

centers located in Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Kansas, Kentucky, Louisiana, Maine, Missouri, Nevada, New Mexico, North Carolina, Oklahoma, Oregon, South Carolina, Tennessee, Utah, Texas, and Washington. We also owned 67 industrial projects located in California, Florida, Georgia, Tennessee and Texas.

We also owned interests in 15 parcels of unimproved land held for future development that totaled approximately 5.7 million square feet.

We have approximately 7,400 leases with 5,500 different tenants at December 31, 2006.

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Leases for our properties range from less than a year for smaller spaces to over 25 years for larger tenants. Rental revenues generally include minimum lease payments, which often increase over the lease term, reimbursements of property operating expenses, including ad valorem taxes, and additional rent payments based on a percentage of the tenants' sales. The majority of our anchor tenants are supermarkets, value-oriented apparel/discount stores and other retailers or service providers who generally sell basic necessity-type goods and services. We believe stability of our anchor tenants, combined with convenient locations, attractive and well-maintained properties, high quality retailers and a strong tenant mix, should ensure the long-term success of our merchants and the viability of our portfolio.

In assessing the performance of our properties, management carefully tracks the occupancy of the portfolio. Occupancy for the total portfolio was 94.1% at December 31, 2006 compared to 94.2% at December 31, 2005. We expect occupancy to remain at this high level or improve slightly in 2007. Another important indicator of performance is the spread in rental rates on a same-space basis as we complete new leases and renew existing leases. We completed 1,264 new leases or renewals during 2006 totaling 6.1 million square feet, increasing rental rates an average of 7.5% on a cash basis.

In the first quarter of 2006, we articulated a new long-term growth strategy with a planned three-year implementation. The key elements of this strategy are as follows:

- A much greater focus on new development, including merchant development, with \$300 million in annual new development completions beginning in 2009.
- Increased use of joint ventures for acquisitions including the recapitalization (or partial sale) of existing assets, which provide the opportunity to further increase returns on investment through the generation of fee income from leasing and management services we will provide to the venture.
- Further recycling capital through the active disposition of non-core properties and reinvesting the proceeds into properties with barriers to entry within high growth metropolitan markets. This, combined with our continuous focus on our assets, produces a higher quality portfolio with higher occupancy rates and much stronger internal revenue growth.

During 2006, we made excellent progress in the execution of this long-term growth strategy as described in the following sections on new development, acquisitions and joint ventures, and dispositions.

**New Development**

At December 31, 2006, we had 26 properties in various stages of development, up from 10 properties under development at the end of 2005. We have invested \$204 million to-date on these projects and, at completion, we estimate our total investment to be \$485 million. These properties are slated to open over the next two years with a projected return on investment of approximately 9% when completed.

In addition to these projects, we have significantly increased our development pipeline with nine development sites under contract, which will represent an investment of approximately \$218 million. In addition to the nine development sites under contract, we have another 22 development sites under preliminary pursuit.

Merchant development is a new program in which we develop a project with the objective of selling all or part of it, instead of retaining it in our portfolio on a long-term basis. We generated \$6.9 million (after-tax) from this program in 2006 adding \$0.08 of earnings and FFO per share.

We are making excellent progress in new development including merchant development activities. During 2006, we almost tripled the number of properties under development and invested \$167 million in our new development

program.

**Acquisitions and Joint Ventures**

In 2006, we completed a record \$1 billion of acquisitions, including \$194 million bought on behalf of joint venture partners. Properties acquired in 2006 included 34 shopping centers and seven industrial properties that added a total of 4.0 million square feet under management. During 2006, just over half of our acquisitions were with institutional joint ventures.

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We formed the following new joint venture partnerships in 2006:

- We acquired seven neighborhood/community shopping centers in South Florida in a new joint venture with TIAA-CREF Global Real Estate;
- In partnership with AEW Capital Management, on behalf of its institutional client, we acquired four grocery-anchored centers and two power centers in Oregon and Washington, marking our entry into two desirable markets - Portland, Oregon and Seattle/Tacoma, Washington;
- We also formed a joint venture with Mercantile Real Estate Advisors and its client, the AFL-CIO Building Investment Trust, to acquire and operate industrial properties within target markets across the United States. We sold \$123 million of our existing assets to the joint venture upon formation. Including the \$123 million, the partners plan to invest up to \$500 million in total capital over the next two years.

Acquisitions are critical to our growth and a key component of our strategy. However, intense competition for good quality assets has driven asset prices up and returns down. Partnering with institutional investors through joint ventures enables us to acquire high quality assets in our target markets while also meeting our financial return objectives. We benefit from access to lower-cost capital as well as leveraging our expertise to provide fee-based services, such as the acquisition, leasing, and management of properties, to the joint ventures.

### **Dispositions**

During 2006, we sold 21 shopping centers and four industrial projects representing 3.6 million square feet from our share of the portfolio. Sale proceeds from these dispositions totaled \$316 million and generated gains of \$150 million. We also sold an 80% interest in two property portfolios to two joint ventures totaling \$358 million. The proceeds from these dispositions, combined with the joint venture program, provided more than 70% of the capital required for the 2006 acquisitions and reduced the need to issue additional common equity or incur additional debt.

Capitalizing on strong demand and favorable prices for real estate assets during 2006, we completed a record level of asset sales. Dispositions are part of an on-going portfolio management process where we prune our portfolio of properties that do not meet our geographic or growth targets and provide capital to recycle into properties that have barrier-to-entry locations within high growth metropolitan markets. Over time we expect this to produce a portfolio with higher occupancy rates and much stronger internal revenue growth.

### **Summary of Critical Accounting Policies**

Our discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and contingencies as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We evaluate our assumptions and estimates on an on-going basis. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

#### *Revenue Recognition*

Rental revenue is generally recognized on a straight-line basis over the life of the lease, which begins the date the leasehold improvements are substantially complete, if owned by us, or the date the tenant takes control of the space, if

the leasehold improvements are owned by the tenant. Revenue from tenant reimbursements of taxes, maintenance expenses and insurance is recognized in the period the related expense is recorded. Revenue based on a percentage of tenants' sales is recognized only after the tenant exceeds their sales breakpoint.



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*Partially Owned Joint Ventures and Partnerships*

To determine the method of accounting for partially owned joint ventures or partnerships, we first apply the guidelines set forth in FASB Interpretation No. 46R, "Consolidation of Variable Interest Entities." Based upon our analysis, we have determined that we have no variable interest entities.

Partially owned joint ventures or partnerships over which we exercise financial and operating control are consolidated in our financial statements. In determining if we exercise financial and operating control, we consider factors such as ownership interest, authority to make decisions, kick-out rights and substantive participating rights. Partially owned joint ventures and partnerships where we have the ability to exercise significant influence, but do not exercise financial and operating control, are accounted for using the equity method.

*Property*

Real estate assets are stated at cost less accumulated depreciation, which, in the opinion of management, is not in excess of the individual property's estimated undiscounted future cash flows, including estimated proceeds from disposition. Depreciation is computed using the straight-line method, generally over estimated useful lives of 18-40 years for buildings and 10-20 years for parking lot surfacing and equipment. Major replacements where the betterment extends the useful life of the asset are capitalized and the replaced asset and corresponding accumulated depreciation are removed from the accounts. All other maintenance and repair items are charged to expense as incurred.

Acquisitions of properties are accounted for utilizing the purchase method and, accordingly, the results of operations of an acquired property are included in our results of operations from the respective dates of acquisition. We have used estimates of future cash flows and other valuation techniques to allocate the purchase price of acquired property among land, buildings on an "as if vacant" basis, and other identifiable intangibles. Other identifiable intangible assets and liabilities include the effect of out-of-market leases, the value of having leases in place (lease origination and absorption costs), out-of-market assumed mortgages and tenant relationships.

Property also includes costs incurred in the development of new operating properties and properties in our merchant development program. These properties are carried at costs and no depreciation is recorded on these assets. These costs include preacquisition costs directly identifiable with the specific project, development and construction costs, interest and real estate taxes. Indirect development costs, including salaries and benefits, travel and other related costs that are clearly attributable to the development of the property, are also capitalized. The capitalization of such costs ceases at the earlier of one year from the completion of major construction or when the property, or any completed portion, becomes available for occupancy.

Property also includes costs for tenant improvements paid by us, including reimbursements to tenants for improvements that are owned by us and will remain our property after the lease expires.

Our properties are reviewed for impairment if events or changes in circumstances indicate that the carrying amount of the property may not be recoverable. In such an event, a comparison is made of either the current and projected operating cash flows of each such property into the foreseeable future on an undiscounted basis or the estimated net sales price to the carrying amount of such property. Such carrying amount is adjusted, if necessary, to the estimated fair value to reflect an impairment in the value of the asset.

Some of our properties are held in single purpose entities. A single purpose entity is a legal entity typically established at the request of a lender solely for the purpose of owning a property or group of properties subject to a mortgage. There may be restrictions limiting the entity's ability to engage in an activity other than owning or operating the property, assume or guaranty the debt of any other entity, or dissolve itself or declare bankruptcy before the debt has been repaid. Most of our single purpose entities are 100% owned by us and are consolidated in our financial statements.

*Interest Capitalization*

Interest is capitalized on land under development and buildings under construction based on rates applicable to borrowings outstanding during the period and the weighted average balance of qualified assets under development/construction during the period.

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### *Deferred Charges*

Debt and lease costs are amortized primarily on a straight-line basis, which approximates the effective interest method, over the terms of the debt and over the lives of leases, respectively. Lease costs represent the initial direct costs incurred in origination, negotiation and processing of a lease agreement. Such costs include outside broker commissions and other independent third party costs as well as salaries and benefits, travel and other related internal costs incurred in completing the leases. Costs related to supervision, administration, unsuccessful origination efforts and other activities not directly related to completed lease agreements are charged to expense as incurred.

### *Sales of Real Estate*

Sales of real estate include the sale of shopping center pads, property adjacent to shopping centers, shopping center properties, merchant development properties and investments in real estate ventures.

We recognize profit on sales of real estate, including merchant development sales, in accordance with SFAS No. 66, "Accounting for Sales of Real Estate." Profits are not recognized until (a) a sale is consummated; (b) the buyer's initial and continuing investments are adequate to demonstrate a commitment to pay; (c) the seller's receivable is not subject to future subordination; and (d) we have transferred to the buyer the usual risks and rewards of ownership in the transaction, and we do not have a substantial continuing involvement with the property.

We recognize gains on the sale of real estate to joint ventures in which we participate to the extent we receive cash from the joint venture.

### *Accrued Rent and Accounts Receivable*

Receivable balances outstanding include base rents, tenant reimbursements and receivables attributable to the straight-lining of rental commitments. An allowance for the uncollectible portion of accrued rents and accounts receivable is determined based upon an analysis of balances outstanding, historical bad debt levels, tenant credit worthiness and current economic trends.

### *Income Taxes*

We have elected to be treated as a Real Estate Investment Trust (REIT) under the Internal Revenue Code of 1986, as amended. As a REIT, we generally will not be subject to corporate level federal income tax on taxable income we distribute to our shareholders. To be taxed as a REIT we must meet a number of requirements including meeting defined percentage tests concerning the amount of our assets and revenues that come from, or are attributable to, real estate operations. As long as we distribute at least 90% of the taxable income of the REIT to our shareholders as dividends, we will not be taxed on the portion of our income we distribute as dividends unless we have ineligible transactions.

The Tax Relief Extension Act of 1999 gave REITs the ability to conduct activities which a REIT was previously precluded from doing as long as they are performed in entities which have elected to be treated as taxable REIT subsidiaries under the IRS code. These activities include buying or developing properties with the express purpose of selling them. We conduct certain of these activities in taxable REIT subsidiaries that we have created. We calculate and record income taxes in our financial statements based on the activities in those entities. We also record deferred taxes for the temporary tax differences that have resulted from those activities as required under SFAS No. 109, "Accounting for Income Taxes."

## **Results of Operations**

Comparison of the Year Ended December 31, 2006 to the Year Ended December 31, 2005

### *Revenues*

Total revenues were \$561.4 million for the year ended 2006 versus \$510.4 million for the year ended 2005, an increase of \$51.0 million or 10%. This increase resulted primarily from an increase in rental revenues of \$50.4 million.

Property acquisitions and new development activity contributed \$35.6 million of the rental income increase. The remaining increase of \$14.8 million resulted from 1,264 renewals and new leases, comprising 6.1 million square feet at an average rental rate increase of 7.5%.

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Occupancy (leased space) of the portfolio as compared to the prior year was as follows:

|                  | December 31, |       |
|------------------|--------------|-------|
|                  | 2006         | 2005  |
| Shopping Centers | 95.0%        | 94.6% |
| Industrial       | 91.2%        | 93.1% |
| Total            | 94.1%        | 94.2% |

*Expenses*

Total expenses for 2006 were \$308.4 million versus \$270.0 million in 2005, an increase of \$38.4 million or 14.2%.

The increases in 2006 for depreciation and amortization expense (\$10.5 million), operating expenses (\$14.8 million), ad valorem taxes (\$6.6 million) and general and administrative expenses (\$6.4 million) were primarily a result of the properties acquired and developed during the year, an increase in property insurance expenses as a result of the hurricanes experienced in 2005, and increases associated with headcount increases related to the growth of the portfolio. Overall, direct operating costs and expenses (operating and ad valorem tax expense) of operating our properties as a percentage of rental revenues were 28% in 2006 and 27% in 2005.

*Interest Expense*

Interest expense totaled \$146.9 million for 2006, up \$16.1 million or 12.3% from 2005. The components of interest expense were as follows (in thousands):

|  | Year Ended December 31, |            |
|--|-------------------------|------------|
|  | 2006                    | 2005       |
| Gross interest expense                                 | \$ 161,894              | \$ 140,317 |
| Over-market mortgage adjustment of acquired properties | (7,335)                 | (6,927)    |
| Capitalized interest                                   | (7,616)                 | (2,629)    |
| Total  | \$ 146,943              | \$ 130,761 |

Gross interest expense totaled \$161.9 million in 2006, up \$21.6 million or 15.4% from 2005. The increase in gross interest expense was due to an increase in the average debt outstanding from \$2.2 billion in 2005 to \$2.5 billion in 2006 at a weighted average interest rate of 6.0% in 2006 and 6.1% for 2005. Capitalized interest increased \$5.0 million due to an increase in new development activity, and the over-market mortgage adjustment increased by \$.4 million.

*Interest and Other Income*

Interest and other income was \$9.0 million in 2006 versus \$2.9 million in 2005, an increase of \$6.1 million or 210%. This increase was attributable to interest earned from a qualified escrow account for the purposes of completing like-kind exchanges, construction loans associated with our new development activities, excess proceeds from our \$575 million Convertible Debt Offering and assets held in a grantor trust related to our deferred compensation plan.

*Equity in Earnings of Joint Ventures*

Our equity in earnings of joint ventures was \$14.7 million in 2006 versus \$6.6 million in 2005, an increase of \$8.1 million or 123%. This increase was attributable primarily to our share of the gains generated from the disposition of two shopping centers in Texas totaling \$4.0 million, a gain of \$1.1 million associated with land and merchant development activities in Texas and Washington and incremental income from our investments in newly formed joint

ventures in 2005 and 2006 for the acquisition and development of retail and industrial properties.

*Gain on Sale of Properties*

The gain of \$22.5 million and \$22.3 million in 2006 and 2005, respectively, resulted primarily from the sale of an 80% interest in five industrial properties in the San Diego, Memphis and Atlanta markets and two retail centers in Louisiana, respectively, in which we retained a continuing 20% operating interest.

Table of Contents*Gain on Land and Merchant Development Sales*

Gain on land and merchant development sales of \$7.1 million in 2006 resulted from the gain from the sale of the Timber Springs shopping center in Orlando, Florida and the sale of three parcels of land in Arizona (1) and Texas (2). The activity in 2005 resulted from the sale of a parcel of land in Orlando, Florida.

*Provision for Income Taxes*

The amount reported in 2006 includes the tax expense in our taxable REIT subsidiary and the deferred tax impact attributable to the Texas margin tax enacted in the second quarter of 2006.

*Income from Discontinued Operations*

Income from discontinued operations was \$153.4 million in 2006 versus \$83.5 million in 2005, an increase of \$69.9 million or 83.7%. This increase was due to the disposition of 23 properties totaling 3.5 million square feet that provided sales proceeds of \$308.2 million and generated gains of \$145.5 million. The 2005 caption includes the operating results of properties disposed in 2006 and 2005 as well as the gain from the disposition of 16 properties and a vacant building totaling 1.3 million square feet that provided sales proceeds of \$133.8 million and generated gains of \$65.5 million.

**Results of Operations**

Comparison of the Year Ended December 31, 2005 to the Year Ended December 31, 2004

*Revenues*

Total revenues increased by \$49.5 million or 10.7% in 2005 (\$510.4 million in 2005 versus \$460.9 million in 2004). This increase resulted primarily from the increase in rental revenues of \$51.4 million and a decrease in other income of \$1.9 million. Property acquisitions and new development activity contributed \$41.3 million of the rental income increase with \$14.2 million resulting from our existing properties, based on the occupancy and average rental rate factors described below. Offsetting these rental income increases was a decrease of \$4.1 million, which resulted from the sale of an 80% interest in two retail centers in Louisiana.

Occupancy (leased space) of the portfolio as compared to the prior year was as follows:

|                  | <b>December 31,</b> |             |
|------------------|---------------------|-------------|
|                  | <b>2005</b>         | <b>2004</b> |
| Shopping Centers | 94.6%               | 94.8%       |
| Industrial       | 93.1%               | 92.6%       |
| Total            | 94.2%               | 94.3%       |

In 2005 we completed 1,298 renewals and new leases comprising 6.8 million square feet at an average rental rate increase of 7.0%.

Other income decreased by \$1.9 million or 22.9% in 2005 (\$6.4 million in 2005 versus \$8.3 million in 2004). This decrease was due primarily to a decrease in lease cancellation payments from various tenants.

*Expenses*

Total expenses increased by \$23.0 million or 9.3% in 2005 (\$270.0 million in 2005 versus \$247.0 million in 2004).

The increases in 2005 for depreciation and amortization expense (\$13.2 million), operating expenses (\$5.1 million) and ad valorem taxes (\$6.9 million) were primarily a result of the properties acquired and developed during the year. Overall, direct operating costs and expenses (operating and ad valorem tax expense) of operating our properties as a

percentage of rental revenues were 27% in both 2005 and 2004.

General and administrative expenses increased by \$1.3 million or 8.1% in 2005 (\$17.4 million in 2005 versus \$16.1 million in 2004). This increase resulted primarily from normal compensation increases as well as increases in staffing necessitated by the growth in the portfolio. General and administrative expense as a percentage of rental revenues was 3% in 2005 and 4% in 2004.

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Impairment loss of \$3.6 million in 2004 related to a parcel of land held for development in Houston, Texas, which was sold in December 2004, and one retail property in Houston and one retail property in Port Arthur, Texas.

*Interest Expense*

Interest expense increased by \$13.7 million or 11.7% in 2005 (\$130.8 million in 2005 versus \$117.1 million in 2004). The components of interest expense were as follows (in thousands):

|  | <b>Year Ended December 31,</b> |             |
|--|--------------------------------|-------------|
|  | <b>2005</b>                    | <b>2004</b> |
| Gross interest expense                                       | \$ 140,317                     | \$ 125,069  |
| Interest on preferred shares subject to mandatory redemption |                                | 2,007       |
| Over-market mortgage adjustment of acquired properties       | (6,927)                        | (4,988)     |
| Capitalized interest   | (2,629)                        | (4,992)     |
| Total  | \$ 130,761                     | \$ 117,096  |

Gross interest expense increased \$15.2 million (\$140.3 million in 2005 versus \$125.1 million in 2004) due to an increase in the average debt outstanding from \$2.0 billion in 2004 to \$2.2 billion in 2005 and an increase in the weighted average interest rate between the two periods from 5.9% in 2004 to 6.1% in 2005. The increase in the over-market mortgage adjustment of \$1.9 million resulted from our property acquisitions. Capitalized interest decreased \$2.4 million due to completion of new development projects in 2004.

*Loss on Redemption of Preferred Shares*

Loss on redemption of preferred shares of \$3.6 million in 2004 represents the unamortized original issuance costs related to the Series C Cumulative Preferred Shares redeemed in April 2004.

*Equity in Earnings of Joint Ventures*

Equity in earnings of joint ventures increased by \$1.2 million or 22.2% in 2005 (\$6.6 million in 2005 versus \$5.4 million in 2004). This increase is due primarily to the acquisition of three retail properties in two newly formed unconsolidated joint ventures during 2005 and a gain from the disposition of an unimproved land tract. Also contributing to this increase is the sale of an 80% interest in two retail properties during 2005, which are held in tenancy-in-common arrangements in which we retained a 20% interest, and the acquisitions of five retail properties in 2004, each through a 50% unconsolidated joint venture.

*Income Allocated to Minority Interests*

Income allocated to minority interests increased by \$1.2 million or 24.5% in 2005 (\$6.1 million in 2005 versus \$4.9 million in 2004). This increase resulted primarily from the acquisition of five retail properties during 2004 and three retail properties in June 2005 through limited partnerships utilizing the DownREIT structure. These limited partnerships are consolidated in our consolidated financial statements because we exercise financial and operating control.

*Gain on Sale of Properties*

Gain on sale of properties increased by \$20.8 million in 2005 (\$22.3 million in 2005 versus \$1.5 million in 2004). The increase was due primarily to the sale of an 80% interest in two shopping centers in Lafayette and Shreveport, Louisiana totaling 295,000 square feet. Due to our continuing involvement with the leasing and managing of operations for both properties, the operating results of these properties have not been reclassified and reported as discontinued operations. The gain on the sale of our 80% interest in these two properties totaled \$21.7 million.

*Gain on Land and Merchant Development Sales*

Gain on land sales of \$.8 million represents the gain from the sale of an unimproved land tract in Orlando, Florida.

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*Income from Discontinued Operations*

Income from discontinued operations increased by \$38.7 million (\$83.5 million in 2005 versus \$44.8 million in 2004). Included in this caption for 2005 are the operating results of properties disposed in 2006 and the disposition of 16 properties and a vacant building totaling 1.3 million square feet that provided sales proceeds of \$133.8 million and generated gains of \$65.5 million. Included in this caption for 2004 are the operating results of properties disposed in 2006 and 2005 plus the disposition of five properties and one free-standing building totaling .7 million square feet in 2004. The 2004 dispositions provided sales proceeds of \$49.9 million and generated gains of \$24.9 million.

**Effects of Inflation**

We have structured our leases in such a way as to remain largely unaffected should significant inflation occur. Most of the leases contain percentage rent provisions whereby we receive increased rentals based on the tenants' gross sales. Many leases provide for increasing minimum rentals during the terms of the leases through escalation provisions. In addition, many of our leases are for terms of less than ten years, which allow us to adjust rental rates to changing market conditions when the leases expire. Most of our leases also require the tenants to pay their proportionate share of operating expenses and ad valorem taxes. As a result of these lease provisions, increases due to inflation, as well as ad valorem tax rate increases, generally do not have a significant adverse effect upon our operating results as they are absorbed by our tenants.

**Capital Resources and Liquidity**

Our primary liquidity needs are payment of our common and preferred dividends, maintaining and operating our existing properties, payment of our debt service costs, and funding planned growth. We anticipate that cash flows from operating activities will continue to provide adequate capital for all common and preferred dividend payments and debt service costs, as well as the capital necessary to maintain and operate our existing properties.

Primary sources of capital for funding our acquisitions and new development programs are our \$400 million revolving credit facility, cash generated from sales of properties that no longer meet our investment criteria, cash flow generated by our operating properties and proceeds from capital issuances as needed. Amounts outstanding under the revolving credit agreement are retired as needed with proceeds from the issuance of long-term unsecured debt, common and preferred equity, cash generated from dispositions of properties, and cash flow generated by our operating properties. As of December 31, 2006 the balance outstanding on our \$400 million revolving credit facility was \$18.0 million, and there were no borrowings under our \$20 million credit facility, which we use for cash management purposes.

Our capital structure also includes nonrecourse secured debt that we assume in conjunction with our acquisitions program. We also have nonrecourse debt secured by acquired or developed properties held in several of our joint ventures. We hedge the future cash flows of certain debt transactions, as well as changes in the fair value of our debt instruments, principally through interest rate swaps with major financial institutions. We generally have the right to sell or otherwise dispose of our assets except in certain cases where we are required to obtain a third party consent, such as assets held in entities in which we have less than 100% ownership.

**Investing Activities:**

**Acquisitions**

*Retail Properties.* During 2006 we invested approximately \$781 million in the acquisition of operating retail properties. Approximately \$402 million was invested in 17 shopping centers and \$54 million was invested in two unconsolidated joint ventures to acquire 11 retail properties. We also invested \$325 million in the Woolbright properties portfolio, 80% of which was subsequently bought from us as part of a joint venture arrangement with TIAA-CREF Global Real Estate. These combined acquisitions added 4.0 million square feet to our share of the

portfolio.

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In March 2006 we acquired Fresh Market Shoppes Shopping Center, an 87,000 square foot shopping center located in Hilton Head, South Carolina. Fresh Market and Bonefish Grill anchor this specialty retail center. We also acquired The Shoppes at Paradise Isle, a 172,000 shopping center located in Destin, Florida. Best Buy, Linens-N-Things, PetsMart and Office Depot anchor this property. Both of these shopping centers were acquired through a 25%-owned unconsolidated joint venture.

In April 2006 Valley Shopping Center, a 103,000 square foot shopping center anchored by Raley's Supermarket was acquired. The center has below-market rents providing strong growth opportunities and is in close proximity to our regional office in Sacramento.

In May 2006 Brownsville Commons, an 82,000 square foot shopping center including a 54,000 square foot (corporate owned) Kroger supermarket, was acquired in Powder Springs, Georgia, a suburb of Atlanta. The Shoppes of Parkland, was also acquired, which is a 146,000 square foot shopping center located in Parkland, Florida and is anchored by BJ's Wholesale. This center services two upper income neighborhoods, Parkland and Boca Raton.

In June 2006 we purchased a property in California and acquired a shopping center in Florida through a 25%-owned unconsolidated joint venture. Freedom Centre, anchored by Ralph's and Rite Aid, is a 151,000 square foot shopping center located in Freedom, California. Indian Harbour Place is a 164,000 square foot shopping center located in Melbourne, Florida and is anchored by Publix.

In July 2006 we acquired Mendenhall Commons, an 80,000 square foot grocery-anchored neighborhood shopping center located in the affluent East Memphis submarket of Memphis, Tennessee. Kroger anchors the center. We also acquired the Regency Shopping Center, located in Lexington, Kentucky, and Little Brier Creek Lane in Raleigh, North Carolina. Regency Shopping Center is a 136,000 square foot shopping center, which is anchored by Kroger (corporate owned), Michael's and TJ Maxx. Little Brier Creek Lane is a 63,000 square foot shopping center anchored by Pei Wei.

Quesada Commons, a 59,000 square foot shopping center, and Shoppes of Port Charlotte, a 41,000 square foot shopping center, were acquired through a 25%-owned unconsolidated joint venture in July 2006. Both centers are located in Port Charlotte, Florida and are recently constructed shopping centers. Publix, Florida's dominant supermarket chain, anchors Quesada Commons, and Petco and Panera Bread anchor the Shoppes of Port Charlotte.

In August 2006 we acquired the North American Properties portfolio consisting of five retail properties, including four properties in metropolitan Atlanta, Georgia and one in Sanford, Florida, a suburb north of Orlando. The properties are all new construction and are anchored by strong national tenants as described in the below table:

| Center Name               | Square Feet of Property* | Location               | Anchors   | Occupancy at Acquisition Date |
|---------------------------|--------------------------|------------------------|---|-------------------------------|
| Brookwood Marketplace     | 253,000                  | Suwannee (Atlanta), GA | SuperTarget*, Home Depot, OfficeMax                               | 96%                           |
| Camp Creek Phase II       | 196,000                  | Atlanta, GA            | SuperTarget*, Circuit City  | 99%                           |
| Lakeside Marketplace      | 322,000                  | Acworth (Atlanta), GA  | SuperTarget*, Circuit City, Ross Dress for Less, PETCO, OfficeMax | 100%                          |
| Publix at Princeton Lakes | 68,000                   | Atlanta, GA            | Publix  | 100%                          |

|                                      |         |                       |  |     |
|--------------------------------------|---------|-----------------------|--|-----|
| Marketplace at Seminole Towne Center | 494,000 | Sanford (Orlando), FL | SuperTarget*, Circuit City, Linens 'n Things, Marshalls, PETCO | 99% |
|--------------------------------------|---------|-----------------------|--|-----|

\* Target owns its own property and is not part of the transaction.

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The purchase agreement allows for the subsequent development and leasing of an additional phase of Brookwood Marketplace by the property seller. If the terms of the purchase agreement are met by the seller, the purchase price would be increased by approximately \$6.9 million. This agreement expires in August 2008.

In September 2006 Dallas Commons and Reynolds Crossing were acquired in Atlanta, Georgia. Dallas Commons is a 95,000 square foot shopping center and Reynolds Crossing is an 116,000 square foot shopping center. Both centers are anchored by a 70,000 square foot (corporate owned) Kroger supermarket.

The Woolbright Properties Portfolio was acquired, which consisted of seven neighborhood/community anchored retail shopping centers. Five of the centers were purchased in September 2006 with Alafaya Square and the Marketplace at Dr. Phillips purchased in early October 2006. This acquisition added 1.3 million square feet to our portfolio, and represented a total investment of \$325 million. All seven properties are located in highly desirable locations within Florida's three largest metropolitan markets of South Florida, Orlando, and Tampa/St. Petersburg. The centers are leased to a diverse mix of strong national retailers as described in the table below:

| Center Name                      | Square Feet of Property | Location                      | Anchors  | Occupancy at Acquisition Date |
|----------------------------------|-------------------------|-------------------------------|--|-------------------------------|
| Alafaya Square                   | 176,000                 | Oviedo (Orlando), FL          | Publix, Planet Fitness                           | 100%                          |
| Marketplace at Dr. Phillips      | 328,000                 | Orlando, FL                   | Albertson's, Stein Mart, HomeGoods, Office Depot | 99%                           |
| East Lake Woodlands              | 145,000                 | Palm Harbor (Tampa), FL       | Publix, Walgreens                                | 91%                           |
| International Drive Value Center | 186,000                 | Orlando, FL                   | Bed Bath & Beyond, Ross, TJ Maxx                 | 100%                          |
| Kendall Corners                  | 96,000                  | Miami, FL                     | Ashley Furniture                                 | 100%                          |
| Palm Lakes Plaza                 | 114,000                 | Maragate (Ft. Lauderdale), FL | Publix, CVS                                      | 99%                           |
| South Dade Shopping Center       | 220,000                 | Miami, FL                     | Publix, Bed Bath & Beyond, PETCO                 | 100%                          |

In November 2006, 80% of the Woolbright Properties Portfolio was sold as part of a joint venture arrangement with TIAA-CREF Global Real Estate.

In November 2006 we purchased six properties, four in Washington and two in Oregon through a 20%-owned unconsolidated joint venture. The centers are leased to a diverse mix of strong national retailers as described in the table below:

| Center Name              | Square Feet of Property | Location               | Anchors                     | Occupancy at Acquisition Date |
|--------------------------|-------------------------|------------------------|-----------------------------|-------------------------------|
| Mukilteo Speedway Center | 90,000                  | Lynnwood (Seattle), WA | Food Emporium, Bartell Drug | 96%                           |
| Meridian Town Center     | 143,000                 | Puyallup               | Safeway, JoAnn's            | 100%                          |

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|                       |         |                          |   |      |
|-----------------------|---------|--------------------------|---|------|
|                       |         | (Tacoma), WA             |   |      |
| Rainier Valley Square | 107,000 | Seattle, WA              | Safeway, Long Drugs                     | 100% |
| South Hill Center     | 134,000 | Puyallup<br>(Tacoma), WA | Best Buy, Bed Bath &<br>Beyond and Ross | 99%  |
| Clackamas Square      | 137,000 | Portland, OR             | TJ Maxx                                 | 100% |
| Raleigh Hills Plaza   | 40,000  | Portland, OR             | Walgreen, New Season<br>Market          | 100% |



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In December 2006 we acquired Galleria Shopping Center in Charlotte, North Carolina and Charleston Commons in Las Vegas, Nevada. Galleria is a 316,000 square foot shopping center anchored by Cato Corporation and Dollar Tree. Charleston Commons, a 338,000 square foot shopping center, is anchored by Walmart, Office Max, Ross and PetSmart. We also acquired our partner's share of Heritage Station, which is located in Wake Forest, North Carolina. Heritage Station is a 62,000 square foot shopping center that is anchored by Harris Teeter.

*Industrial Properties.* During 2006 we invested approximately \$82 million in the acquisition of seven industrial properties totaling 1.4 million square feet.

In February 2006 we acquired the McGraw Hill Distribution Center, a single tenant warehouse of 418,000 square feet located in De Soto, Texas.

In June 2006 we acquired two vacant industrial warehouse buildings in San Diego, California at 1725 and 1855 Dornoch Court. These state-of-the-art buildings, aggregating 317,000 square feet, are located within one and a half miles of our Siempre Viva Business Park. Based on the high demand for top quality space in this area, we anticipate leasing both newly acquired buildings within the next year.

In October 2006 we acquired Midpoint I-20 Distribution Center, a 253,000 square foot property located in Arlington, Texas.

In November 2006 we acquired Hopewell Industrial Center in Tampa, Florida and Freeport Commerce Center located in Irving, Texas. These centers aggregate 224,000 and 51,000 square feet, respectively.

In December 2006 we acquired 1919 North Loop West, an office building adjacent to our corporate headquarters in Houston, Texas where we intend to relocate some of our administrative operations. The building contains 140,000 square feet.

The cash requirements for these acquisitions were initially financed under our revolving credit facilities, using available cash generated from dispositions of properties or using cash flow generated by our operating properties.

***Dispositions***

*Retail Properties.* In 2006 we sold 19 wholly-owned shopping centers totaling 2.9 million square feet of building area. Sales proceeds from these retail dispositions totaled \$292 million and generated gains of \$141 million. We also sold two joint venture properties totaling 97,000 square feet, and sales proceeds totaled \$8 million and generated gains of \$4 million.

*Industrial Properties.* During 2006 we sold four industrial properties totaling 616,000 square feet. We also formed an industrial joint venture where five properties totaling 2.1 million square feet were contributed to a joint venture, and we retained a 20% interest. Sales proceeds from these dispositions totaled \$115 million and generated gains of \$26 million.

***New Development and Capital Expenditures***

At December 31, 2006, we had 26 projects under construction or in preconstruction stages. The total square footage is approximately 7.6 million. These properties are slated to open over the next two years.

Our new development projects are financed initially under our revolving credit facilities, using available cash generated from dispositions of properties or using cash flow generated by our operating properties.

Capital expenditures for additions to the existing portfolio, acquisitions, new development and our share of investments in unconsolidated joint ventures totaled \$1.1 billion in 2006 and \$455.1 million in 2005.

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**Financing Activities:**

**Debt**

Total debt outstanding increased to \$2.9 billion at December 31, 2006 from \$2.3 billion at December 31, 2005, due primarily to funding of acquisitions and new development activity. Total debt at December 31, 2006 includes \$2.8 billion of which interest rates are fixed and \$115 million, which bears interest at variable rates, including the effect of \$75 million of interest rate swaps. Additionally, debt totaling \$1 billion was secured by operating properties while the remaining \$1.9 billion was unsecured.

In February 2006 we amended and restated our \$400 million unsecured revolving credit facility held by a syndicate of banks. This amended facility has an initial four-year term and provides a one-year extension option available at our request. Borrowing rates under this facility float at a margin over LIBOR, plus a facility fee. The borrowing margin and facility fee, which are currently 37.5 and 12.5 basis points, respectively, are priced off a grid that is tied to our senior unsecured credit rating. This facility includes a competitive bid feature where we are allowed to request bids for borrowings up to \$200 million from the syndicate banks. Additionally, the facility contains an accordion feature, which allows us to increase the facility amount up to \$600 million. The available balance under our revolving credit agreement was \$371.9 million and \$175.1 million at December 31, 2006 and 2005, respectively. As of February 15, 2007, there was no outstanding balance under this facility. We also maintain a \$20 million unsecured and uncommitted overnight facility that is used for cash management purposes and as of February 15, 2007 there were no borrowings under this facility. We are in full compliance with the covenants of our \$400 million unsecured revolving credit facility.

In August 2006 we issued \$575 million of 3.95% convertible senior notes due 2026. The net proceeds from the sale of the debentures were used for general business purposes including the repurchase of 4.3 million of our common shares of beneficial interest and to reduce amounts outstanding under our revolving credit facilities. The debentures are convertible under certain circumstances for our common shares of beneficial interest at an initial conversion rate of 20.3770 common shares per \$1,000 of principal amount of debentures (an initial conversion price of \$49.075). Upon the conversion of notes, we will deliver cash for the principal return, as defined, and cash or common shares, at our option, for the excess of the conversion value, as defined, over the principal return. The debentures are redeemable for cash at our option beginning in 2011 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures for cash equal to the principal of the notes plus accrued and unpaid interest in 2011, 2016 and 2021 and in the event of a change in control.

In December 2006 we issued \$75 million of ten year unsecured fixed rate medium term notes at 6.1% including the effect of an interest rate swap that hedged the transaction. Proceeds from this issuance were used to repay balances under our revolving credit facilities, to cash settle a forward hedge and for general business purposes.

At December 31, 2006, we had five interest rate swap contracts designated as fair value hedges with an aggregate notional amount of \$75 million that convert fixed rate interest payments at rates ranging from 4.2% to 6.8% to variable interest payments. Also, at December 31, 2006, we had two forward-starting interest rate swap contracts with an aggregate notional amount of \$118.6 million. These contracts have been designated as cash flow hedges and mitigate the risk of increasing interest rates on forecasted long-term debt issuances over a maximum period of two years.

In May 2006 we entered into a forward-starting interest rate swap with a notional amount of \$74.0 million. In December 2006 we terminated this rate swap in conjunction with the issuance of \$75.0 million of medium term notes. The termination fee of \$4.1 million is being amortized over the life of the medium term note.

In June 2006 a \$5 million swap matured in conjunction with the maturity of the associated medium term note. This contract was designated as a fair value hedge.

The interest rate swaps increased interest expense and decreased net income by \$.5 million, \$1.3 million, and \$3.5 million in 2006, 2005, and 2004, respectively, and increased the average interest rate of our debt by .02%, .1%, and .2% in 2006, 2005, and 2004, respectively. We could be exposed to credit losses in the event of nonperformance by the counter-party; however, management believes the likelihood of such nonperformance is remote.

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In conjunction with acquisitions completed during 2006 and 2005, we assumed \$140.7 million and \$135.3 million, respectively, of non-recourse debt secured by the related properties.

**Equity**

Common and preferred dividends increased to \$173.0 million in 2006, compared to \$167.2 million for 2005. The dividend rate for our common shares of beneficial interest for each quarter of 2006 was \$.465 compared to \$.44 for the same periods in 2005. Our dividend payout ratio on common equity for 2006, 2005 and 2004 approximated 64.0%, 63.4% and 65.3%, respectively, based on basic funds from operations for the respective periods.

In February 2006 our board of trust managers authorized up to \$100 million for the purchase of outstanding common shares of beneficial interest in 2006. Share repurchases may be made in the open market or in privately negotiated transactions. In July 2006 our board of trust managers authorized the repurchase of our common shares of beneficial interest to a total of \$207 million, and we used \$167.6 million of the net proceeds from the \$575 million debt offering to purchase 4.3 million common shares of beneficial interest at \$39.26 per share.

On January 30, 2007, we issued \$200 million of depositary shares. Each depositary share represents one-hundredth of a 6.5% Series F Cumulative Redeemable Preferred Share. The depositary shares are redeemable, in whole or in part, on or after January 30, 2012 at our option, at a redemption price of \$25 per depositary share, plus any accrued and unpaid dividends thereon. The depositary shares are not convertible or exchangeable for any of our other property or securities. The Series F Preferred Shares pay a 6.5% annual dividend and have a liquidation value of \$2,500 per share. Net proceeds of \$194.4 million were used to repay amounts outstanding under our credit facilities and for general business purposes.

In September 2004 the SEC declared effective two additional shelf registration statements totaling \$1.55 billion, of which \$1.35 billion was available as of February 15, 2007. In addition, we have \$85.4 million available as of February 15, 2007 under our \$1 billion shelf registration statement, which became effective in April 2003. We will continue to closely monitor both the debt and equity markets and carefully consider our available financing alternatives, including both public and private placements.

**Contractual Obligations**

The following table summarizes our principal contractual obligations as of December 31, 2006 (in thousands):

|   | 2007       | 2008       | 2009       | 2010       | 2011       | Thereafter   | Total        |
|---|------------|------------|------------|------------|------------|--------------|--------------|
| <b>Mortgages and Notes Payable:<sup>(1)</sup></b> |            |            |            |            |            |              |              |
| Unsecured Debt                                    | \$ 196,651 | \$ 154,680 | \$ 121,802 | \$ 138,090 | \$ 665,301 | \$ 1,207,200 | \$ 2,483,724 |
| Secured Debt                                      | 93,857     | 246,031    | 129,297    | 111,517    | 136,720    | 626,882      | 1,344,304    |
| <b>Ground Lease Payments</b>                      | 1,876      | 1,782      | 1,737      | 1,691      | 1,626      | 39,459       | 48,171       |
| <b>Obligations to Acquire Projects</b>            | 218,322    |            |            |            |            |              | 218,322      |
| <b>Obligations to Develop Projects</b>            | 149,614    | 71,312     | 37,891     | 22,796     |            |              | 281,613      |
|   | \$ 660,320 | \$ 473,805 | \$ 290,727 | \$ 274,094 | \$ 803,647 | \$ 1,873,541 | \$ 4,376,134 |

Total Contractual  
Obligations

<sup>(1)</sup> Includes principal and interest with interest on variable-rate debt calculated using rates at December 31, 2006 excluding the effect of interest rate swaps.

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As of December 31, 2006 and December 31, 2005, we did not have any off-balance sheet arrangements that would materially affect our liquidity or availability of, or requirement for, our capital resources. We have not guaranteed the debt of any of our joint ventures in which we own an interest.

**Funds from Operations**

The National Association of Real Estate Investment Trusts defines funds from operations as net income (loss) available to common shareholders computed in accordance with generally accepted accounting principles, excluding gains or losses from sales of real estate assets and extraordinary items, plus depreciation and amortization of operating properties, including our share of unconsolidated partnerships and joint ventures. We calculate FFO in a manner consistent with the NAREIT definition.

We believe FFO is an appropriate supplemental measure of operating performance because it helps investors compare our operating performance relative to other REITs. Management also uses FFO as a supplemental measure to conduct and evaluate our business because there are certain limitations associated with using GAAP net income by itself as the primary measure of our operating performance. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, management believes that the presentation of operating results for real estate companies that uses historical cost accounting is insufficient by itself. There can be no assurance that FFO presented by us is comparable to similarly titled measures of other REITs.

FFO should not be considered as an alternative to net income or other measurements under GAAP as an indicator of our operating performance or to cash flows from operating, investing or financing activities as a measure of liquidity. FFO does not reflect working capital changes, cash expenditures for capital improvements or principal payments on indebtedness.

Funds from operations is calculated as follows (in thousands):

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2006</b>                    | <b>2005</b> | <b>2004</b> |
| Net income available to common shareholders                        | \$ 294,909                     | \$ 209,552  | \$ 133,911  |
| Depreciation and amortization                                      | 126,713                        | 122,203     | 111,211     |
| Depreciation and amortization of unconsolidated joint ventures     | 5,079                          | 3,539       | 3,131       |
| Gain on sale of properties   | (168,004)                      | (87,569)    | (26,403)    |
| (Gain) loss on sale of properties of unconsolidated joint ventures | (4,052)                        | 8           | 87          |
| Funds from operations  | 254,645                        | 247,733     | 221,937     |
| Funds from operations attributable to operating partnership units  | 5,453                          | 5,218       | 3,798       |
| Funds from operations assuming conversion of OP units              | \$ 260,098                     | \$ 252,951  | \$ 225,735  |
| Weighted average shares outstanding - basic                        | 87,719                         | 89,224      | 86,171      |
| Effect of dilutive securities:                                     |                                |             |             |
| Share options and awards   | 926                            | 860         | 827         |
| Operating partnership units  | 3,134                          | 3,082       | 2,513       |
| Weighted average shares outstanding - diluted                      | 91,779                         | 93,166      | 89,511      |





Table of Contents**Newly Adopted Accounting Pronouncements**

In December 2004 the FASB issued SFAS No. 123(R), "Share-Based Payment," which establishes accounting standards for all transactions in which an entity exchanges its equity instruments for goods and services. This accounting standard focuses primarily on equity transactions with employees. On January 1, 2006, we adopted SFAS No. 123(R) using the modified prospective application method, and accordingly, prior period amounts have not been restated. We began recording compensation expense on any unvested awards granted prior to January 1, 2003 during the remaining vesting periods. Through December 31, 2005, we recorded compensation expense over the vesting period on awards granted since January 1, 2003. Compensation expense was not recorded on awards granted prior to January 1, 2003, but its pro forma impact on net income was disclosed.

The impact in 2006 from the adoption of SFAS No. 123(R) was an additional expense of \$2.1 million, which decreased both Income from Continuing Operations and Net Income and decreased both Net Income per Common Share - Basic and Net Income per Common Share - Diluted by \$.02.

The following table illustrates the effect on Net Income Available to Common Shareholders and Net Income per Common Share if the fair value-based method had been applied to all outstanding and unvested share option awards for the period prior to the adoption of SFAS No. 123(R) (in thousands, except per share amounts):

|   | <b>Year Ended December 31,</b> |             |
|---|--------------------------------|-------------|
|   | <b>2005</b>                    | <b>2004</b> |
| Net income available to common shareholders   | \$ 209,552                     | \$ 133,911  |
| Stock-based employee compensation included in net income available to common shareholders     | 434                            | 193         |
| Stock-based employee compensation determined under the fair value-based method for all awards | (849)                          | (567)       |
| Pro forma net income available to common shareholders   | \$ 209,137                     | \$ 133,537  |
| Net income per common share:  |                                |             |
| Basic - as reported   | \$ 2.35                        | \$ 1.55     |
| Basic - pro forma   | \$ 2.34                        | \$ 1.55     |
| Net income per common share:  |                                |             |
| Diluted - as reported   | \$ 2.31                        | \$ 1.54     |
| Diluted - pro forma   | \$ 2.30                        | \$ 1.53     |

In May 2005 the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and SFAS No. 3." SFAS No. 154 changes the requirements for the accounting and reporting of a change in accounting principle by requiring retrospective application to prior periods' financial statements of the change in accounting principle, unless it is impracticable to do so. This statement also redefines "restatement" as the revising of previously issued financial statements to reflect the correction of an error. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS No. 154 did not have a material effect on our financial position, results of operations or cash flows.



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In June 2005 the FASB ratified the consensus in EITF Issue No. 04-5, "Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights." EITF Issue No. 04-5 expands the definition of when a general partner, or general partners as a group, controls a limited partnership or similar entity. In July 2005 the FASB issued FSP No. SOP 78-9-1, "Interaction of AICPA Statement of Position 78-9 and EITF Issue No. 04-5." FSP No. SOP 78-9-1 eliminates the concept of "important rights" and replaces it with concepts of "kick-out rights" and "substantive participating rights" as defined in EITF Issue No. 04-5. FSP No. SOP 78-9-1 and EITF Issue No. 04-5 are effective for all general partners of partnerships formed or modified after June 29, 2005, and for all other partnerships the first reporting period beginning after December 15, 2005. We have applied FSP No. SOP 78-9-1 and EITF Issue No. 04-5 to our joint ventures and concluded that these pronouncements did not require consolidation of additional entities.

In June 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109." FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the financial statements. The interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition of a tax position taken, or expected to be taken, in a tax return. A tax position may only be recognized in the financial statements if it is more likely than not that the tax position will be sustained upon examination. There are also several disclosure requirements. The interpretation is effective for fiscal years beginning after December 15, 2006. We have assessed the potential impact of FIN 48 and have concluded that the adoption of this interpretation will not have a material effect on our financial position, results of operations or cash flows.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." This Statement defines fair value and establishes a framework for measuring fair value in generally accepted accounting principles. The key changes to current practice are (1) the definition of fair value, which focuses on an exit price rather than an entry price; (2) the methods used to measure fair value, such as emphasis that fair value is a market-based measurement, not an entity-specific measurement, as well as the inclusion of an adjustment for risk, restrictions and credit standing and (3) the expanded disclosures about fair value measurements. This Statement does not require any new fair value measurements.

This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We are required to adopt SFAS No. 157 in the first quarter of 2008, and we are currently evaluating the impact that this Statement will have on our financial financial position, results of operations or cash flows.

In September 2006, the FASB issued FASB Statement No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - An Amendment of FASB Statements No. 87, 88, 106, and 132R." This new standard requires an employer to: (a) recognize in its statement of financial position an asset for a plan's over funded status or a liability for a plan's under funded status; (b) measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year (with limited exceptions); and (c) recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur. These changes will be reported in comprehensive income of a business entity. The requirement to recognize the funded status of a benefit plan and the disclosure requirements (the "Recognition Provision") are effective as of the end of the fiscal year ending after December 15, 2006. We recognized an additional liability of \$803 thousand as a result of the adoption of the Recognition Provision of SFAS No. 158. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position (the "Measurement Provision") is effective for fiscal years ending after December 15, 2008. We have assessed the potential impact of SFAS No. 158 and concluded that the adoption of the Measurement Provision of SFAS No. 158 will not have a material effect on our financial position, results of operations or cash flows.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (“SAB 108”), which becomes effective for the first fiscal period ending after November 15, 2006. SAB 108 provides guidance on the consideration of the effects of prior period misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 provides for the quantification of the impact of correcting all misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. The adoption of SAB 108 on December 31, 2006 did not have a material effect on our financial position, results of operations or cash flows.

In February 2007, the FASB issued Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 expands opportunities to use fair value measurement in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective for fiscal years beginning after November 15, 2007. We have not decided if we will early adopt SFAS No. 159 or if we will choose to measure any eligible financial assets and liabilities at fair value.

**ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk**

We use fixed and floating-rate debt to finance our capital requirements. These transactions expose us to market risk related to changes in interest rates. Derivative financial instruments are used to manage a portion of this risk, primarily interest rate swap agreements with major financial institutions. These swap agreements expose us to credit risk in the event of non-performance by the counter-parties to the swaps. We do not engage in the trading of derivative financial instruments in the normal course of business. At December 31, 2006, we had fixed-rate debt of \$2.8 billion and variable-rate debt of \$115.4 million, after adjusting for the net effect of \$75 million notional amount of interest rate swaps. At December 31, 2005, we had fixed-rate debt of \$2.0 billion and variable-rate debt of \$313.8 million, after adjusting for the net effect of \$80.0 million notional amount of interest rate swaps. In the event interest rates were to increase 100 basis points, net income and future cash flows would decrease by \$1.2 million and \$3.1 million based upon the variable-rate debt and notes receivable outstanding at December 31, 2006 and 2005, respectively, and the fair value of fixed-rate debt at December 31, 2006 and 2005 would decrease by \$200.7 million and \$129.6 million, respectively.

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**ITEM 8. Financial Statements and Supplementary Data**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Trust Managers and Shareholders of  
Weingarten Realty Investors

We have audited the accompanying consolidated balance sheets of Weingarten Realty Investors and subsidiaries (the "Company") as of December 31, 2006 and 2005, and the related consolidated statements of income and comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2006. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Weingarten Realty Investors and subsidiaries at December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 1, 2007 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

DELOITTE & TOUCHE LLP

Houston, Texas  
March 1, 2007

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**STATEMENTS OF CONSOLIDATED INCOME AND COMPREHENSIVE INCOME**  
(In thousands, except per share amounts)

|   | Year Ended December 31, |                   |                   |
|---|-------------------------|-------------------|-------------------|
|   | 2006                    | 2005              | 2004              |
| <b>Revenues:</b>  |                         |                   |                   |
| Rentals   | \$ 554,361              | \$ 504,034        | \$ 452,567        |
| Other   | 7,019                   | 6,367             | 8,347             |
| <b>Total</b>  | <b>561,380</b>          | <b>510,401</b>    | <b>460,914</b>    |
| <b>Expenses:</b>  |                         |                   |                   |
| Depreciation and amortization                           | 127,613                 | 117,062           | 103,870           |
| Operating   | 91,422                  | 76,630            | 71,540            |
| Ad valorem taxes  | 65,528                  | 58,923            | 51,966            |
| General and administrative                              | 23,801                  | 17,379            | 16,122            |
| Impairment loss   |                         |                   | 3,550             |
| <b>Total</b>  | <b>308,364</b>          | <b>269,994</b>    | <b>247,048</b>    |
| Operating Income  | 253,016                 | 240,407           | 213,866           |
| Interest Expense  | (146,943)               | (130,761)         | (117,096)         |
| Interest and Other Income                               | 9,045                   | 2,867             | 1,390             |
| Loss on Redemption of Preferred Shares                  |                         |                   | (3,566)           |
| Equity in Earnings of Joint Ventures, net               | 14,655                  | 6,610             | 5,384             |
| Income Allocated to Minority Interests                  | (6,414)                 | (6,060)           | (4,928)           |
| Gain on Sale of Properties                              | 22,467                  | 22,306            | 1,562             |
| Gain on Land and Merchant Development Sales             | 7,166                   | 804               |                   |
| Provision for Income Taxes                              | (1,366)                 |                   |                   |
| Income from Continuing Operations                       | 151,626                 | 136,173           | 96,612            |
| Operating Income from Discontinued Operations           | 7,864                   | 18,021            | 19,886            |
| Gain on Sale of Properties from Discontinued Operations | 145,520                 | 65,459            | 24,883            |
| Income from Discontinued Operations                     | 153,384                 | 83,480            | 44,769            |
| <b>Net Income</b>                                       | <b>\$ 305,010</b>       | <b>\$ 219,653</b> | <b>\$ 141,381</b> |
| Dividends on Preferred Shares                           | (10,101)                | (10,101)          | (7,470)           |
| <b>Net Income Available to Common Shareholders</b>      | <b>\$ 294,909</b>       | <b>\$ 209,552</b> | <b>\$ 133,911</b> |
| <b>Net Income Per Common Share - Basic:</b>             |                         |                   |                   |
| Income from Continuing Operations                       | \$ 1.61                 | \$ 1.41           | \$ 1.04           |
| Income from Discontinued Operations                     | 1.75                    | .94               | .51               |
| <b>Net Income</b>                                       | <b>\$ 3.36</b>          | <b>\$ 2.35</b>    | <b>\$ 1.55</b>    |
| <b>Net Income Per Common Share - Diluted:</b>           |                         |                   |                   |
| Income from Continuing Operations                       | \$ 1.60                 | \$ 1.41           | \$ 1.04           |
| Income from Discontinued Operations                     | 1.67                    | .90               | .50               |
| <b>Net Income</b>                                       | <b>\$ 3.27</b>          | <b>\$ 2.31</b>    | <b>\$ 1.54</b>    |

|                                      |    |         |    |         |    |         |
|--------------------------------------|----|---------|----|---------|----|---------|
| Net Income                           | \$ | 305,010 | \$ | 219,653 | \$ | 141,381 |
| Other Comprehensive Loss:            |    |         |    |         |    |         |
| Unrealized loss on derivatives       |    | (2,861) |    | (1,943) |    | (4,038) |
| Amortization of loss on derivatives  |    | 364     |    | 340     |    | 236     |
| Minimum pension liability adjustment |    | (1,150) |    | (1,704) |    | (590)   |
| Other Comprehensive Loss             |    | (3,647) |    | (3,307) |    | (4,392) |
| Comprehensive Income                 | \$ | 301,363 | \$ | 216,346 | \$ | 136,989 |

See Notes to Consolidated Financial Statements.



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**CONSOLIDATED BALANCE SHEETS**  
**(In thousands, except per share amounts)**

|   | <b>December 31,</b> |                     |
|---|---------------------|---------------------|
|   | <b>2006</b>         | <b>2005</b>         |
| <b>ASSETS</b>   |                     |                     |
| Property  | \$ 4,445,888        | \$ 4,033,579        |
| Accumulated Depreciation  | (707,005)           | (679,642)           |
| Property - net  | 3,738,883           | 3,353,937           |
| Investment in Real Estate Joint Ventures  | 203,839             | 84,348              |
| <b>Total</b>  | <b>3,942,722</b>    | <b>3,438,285</b>    |
| Notes Receivable from Real Estate Joint Ventures and Partnerships   | 3,971               | 42,195              |
| Unamortized Debt and Lease Costs  | 112,873             | 95,616              |
| Accrued Rent and Accounts Receivable (net of allowance for doubtful accounts of \$5,995 in 2006 and \$4,673 in 2005)  | 78,893              | 60,905              |
| Cash and Cash Equivalents   | 71,003              | 42,690              |
| Restricted Deposits and Mortgage Escrows  | 94,466              | 11,747              |
| Other   | 71,612              | 46,303              |
| <b>Total</b>  | <b>\$ 4,375,540</b> | <b>\$ 3,737,741</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                     |                     |
| Debt  | \$ 2,900,952        | \$ 2,299,855        |
| Accounts Payable and Accrued Expenses   | 132,821             | 102,143             |
| Other   | 128,306             | 102,099             |
| <b>Total</b>  | <b>3,162,079</b>    | <b>2,504,097</b>    |
| Minority Interest   | 87,680              | 83,358              |
| <b>Commitments and Contingencies</b>  |                     |                     |
| <b>Shareholders' Equity:</b>  |                     |                     |
| Preferred Shares of Beneficial Interest - par value, \$.03 per share; shares authorized: 10,000   |                     |                     |
| 6.75% Series D cumulative redeemable preferred shares of beneficial interest; 100 shares issued and outstanding in 2006 and 2005; liquidation preference \$75,000 | 3                   | 3                   |
| 6.95% Series E cumulative redeemable preferred shares of beneficial interest; 29 shares issued and outstanding in 2006 and 2005; liquidation preference \$72,500  | 1                   | 1                   |
| Common Shares of Beneficial Interest - par value, \$.03 per share; shares authorized: 150,000; shares issued and outstanding: 85,765 in 2006 and 89,403 in 2005   | 2,582               | 2,686               |
| Additional Paid-In Capital  | 1,136,481           | 1,288,432           |

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|   |              |              |
|---|--------------|--------------|
| Accumulated Dividends in Excess of Net Income | (786)        | (132,786)    |
| Accumulated Other Comprehensive Loss          | (12,500)     | (8,050)      |
| Shareholders' Equity                          | 1,125,781    | 1,150,286    |
| Total   | \$ 4,375,540 | \$ 3,737,741 |

See Notes to Consolidated Financial Statements.

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**STATEMENTS OF CONSOLIDATED CASH FLOWS**  
(In thousands)

|   | Year Ended December 31, |            |            |
|---|-------------------------|------------|------------|
|   | 2006                    | 2005       | 2004       |
| <b>Cash Flows from Operating Activities:</b>                                      |                         |            |            |
| Net income  | \$ 305,010              | \$ 219,653 | \$ 141,381 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                         |            |            |
| Depreciation and amortization   | 131,992                 | 128,573    | 117,053    |
| Impairment loss   |                         |            | 3,550      |
| Loss on redemption of preferred shares  |                         |            | 3,566      |
| Equity in earnings of joint ventures, net   | (14,655)                | (6,681)    | (5,572)    |
| Income allocated to minority interests  | 6,414                   | 6,060      | 4,928      |
| Gain on land and merchant development sales                                       | (7,166)                 | (804)      |            |
| Gain on sale of properties  | (167,987)               | (87,765)   | (26,418)   |
| Distributions of income from unconsolidated entities                              | 2,524                   | 2,603      | 1,204      |
| Changes in accrued rent and accounts receivable                                   | (18,056)                | (3,281)    | (17,926)   |
| Changes in other assets   | (37,607)                | (30,769)   | (36,122)   |
| Changes in accounts payable and accrued expenses                                  | 43,641                  | (27,964)   | 17,342     |
| Other, net  | (1,518)                 | 900        | 900        |
| Net cash provided by operating activities   | 242,592                 | 200,525    | 203,886    |
| <b>Cash Flows from Investing Activities:</b>                                      |                         |            |            |
| Investment in properties  | (880,471)               | (259,730)  | (403,987)  |
| Proceeds from sales and disposition of property, net                              | 661,175                 | 201,363    | 52,475     |
| Changes in restricted deposits and mortgage escrows                               | (79,737)                | 1,764      | 488        |
| Notes receivable:   |                         |            |            |
| Advances  | (54,800)                | (30,852)   | (24,920)   |
| Collections   | 47,617                  | 5,278      | 43,224     |
| Real estate joint ventures and partnerships:                                      |                         |            |            |
| Investments   | (21,547)                | (29,233)   | (24,906)   |
| Distributions   | 13,077                  | 5,951      | 7,972      |
| Net cash used in investing activities   | (314,686)               | (105,459)  | (349,654)  |
| <b>Cash Flows from Financing Activities:</b>                                      |                         |            |            |
| Proceeds from issuance of:  |                         |            |            |
| Debt  | 780,782                 | 148,347    | 443,770    |
| Common shares of beneficial interest  | 4,570                   | 2,829      | 221,578    |
| Preferred shares of beneficial interest   |                         |            | 70,000     |
| Redemption of preferred shares of beneficial interest                             |                         |            | (112,940)  |
| Repurchase of common shares of beneficial interest                                | (167,573)               |            |            |
| Principal payments of debt  | (327,601)               | (82,810)   | (300,144)  |
| Common and preferred dividends paid   | (173,010)               | (167,196)  | (152,390)  |
| Debt issuance cost paid   | (13,681)                |            |            |
| Other, net  | (3,080)                 | 1,039      | 1,054      |
| Net cash provided by (used in) financing activities                               | 100,407                 | (97,791)   | 170,928    |

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|  |           |           |           |
|--|-----------|-----------|-----------|
| Net increase (decrease) in cash and cash equivalents | 28,313    | (2,725)   | 25,160    |
| Cash and cash equivalents at January 1               | 42,690    | 45,415    | 20,255    |
| Cash and cash equivalents at December 31             | \$ 71,003 | \$ 42,690 | \$ 45,415 |

See Notes to Consolidated Financial Statements.

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**STATEMENTS OF CONSOLIDATED SHAREHOLDERS' EQUITY**  
**(In thousands, except per share amounts)**

Year Ended December 31, 2006, 2005, and 2004

|   | Preferred<br>Shares of<br>Beneficial<br>Interest | Common<br>Shares of<br>Beneficial<br>Interest | Additional<br>Paid-In<br>Capital | Accumulated<br>Dividends in<br>Excess of<br>Net Income | Accumulated<br>Other<br>Comprehensive<br>Loss |
|---|--|---|----------------------------------|--|---|
| Balance, January 1, 2004  | \$ 3   | \$ 2,488                                      | \$ 993,657                       | \$ (174,234)   | \$ (351)                                      |
| Net income  |  |   |                                  | 141,381  |   |
| Issuance of Series E preferred shares   | 1  |   | 69,999                           |  |   |
| Issuance of common shares   |  | 168   | 219,256                          |  |   |
| Shares issued in exchange for interests<br>in limited partnerships                            |  | 1   | 852                              |  |   |
| Valuation adjustment on shares issued<br>in exchange for interests in limited<br>partnerships |  |   | (2,934)                          |  |   |
| Shares issued under benefit plans   |  | 15  | 2,440                            |  |   |
| Dividends declared - common shares<br>(1)   |  |   |                                  | (144,920)  |   |
| Dividends declared - preferred shares<br>(2)  |  |   |                                  | (7,470)  |   |
| Other comprehensive loss  |  |   |                                  |  | (4,392)                                       |
| Balance, December 31, 2004  | 4  | 2,672   | 1,283,270                        | (185,243)  | (4,743)                                       |
| Net income  |  |   |                                  | 219,653  |   |
| Shares issued in exchange for interests<br>in limited partnerships                            |  | 1   | 1,302                            |  |   |
| Valuation adjustment on shares issued<br>in exchange for interests in limited<br>partnerships |  |   | 550                              |  |   |
| Shares issued under benefit plans   |  | 13  | 3,310                            |  |   |
| Dividends declared - common shares<br>(1)   |  |   |                                  | (157,095)  |   |
| Dividends declared - preferred shares<br>(3)  |  |   |                                  | (10,101)   |   |
| Other comprehensive loss  |  |   |                                  |  | (3,307)                                       |
| Balance, December 31, 2005  | 4  | 2,686   | 1,288,432                        | (132,786)  | (8,050)                                       |
| Net income  |  |   |                                  | 305,010  |   |
| Shares issued in exchange for interests<br>in limited partnerships                            |  | 7   | 7,988                            |  |   |
| Shares cancelled  |  | (128)   | (167,445)                        |  |   |
| Shares issued under benefit plans   |  | 17  | 7,506                            |  |   |
| Dividends declared - common shares<br>(1)   |  |   |                                  | (162,909)  |   |
| Dividends declared - preferred shares<br>(3)  |  |   |                                  | (10,101)   |   |

Adjustment to initially apply FASB

Statement No. 158 (803)

Other comprehensive loss (3,647)

Balance, December 31, 2006 \$ 4 \$ 2,582 \$ 1,136,481 \$ (786) \$ (12,500)

- (1) Common dividends per share were \$1.86, \$1.76 and \$1.66 for the year ended December 31, 2006, 2005 and 2004, respectively.
- (2) Series D and Series E preferred dividends per share were \$50.63 and \$83.01, respectively.
- (3) Series D and Series E preferred dividends per share were \$50.63 and \$173.75, respectively.

See Notes to Consolidated Financial Statements.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1. Summary of Significant Accounting Policies**

*Business*

Weingarten Realty Investors is a real estate investment trust organized under the Texas Real Estate Investment Trust Act. We, and our predecessor entity, began the ownership and development of shopping centers and other commercial real estate in 1948. Our primary business is leasing space to tenants in the shopping and industrial centers we own or lease. We also manage centers for joint ventures in which we are partners or for other outside owners for which we charge fees.

We operate a portfolio of properties includes neighborhood and community shopping centers and industrial properties of approximately 65 million square feet. We have a diversified tenant base with our largest tenant comprising only 3% of total rental revenues during 2006.

We currently operate, and intend to operate in the future, as a real estate investment trust.

*Basis of Presentation*

Our consolidated statements include the accounts of our subsidiaries and certain partially owned joint ventures or partnerships which meet the guidelines for consolidation. All significant intercompany balances and transactions have been eliminated.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States. Such statements require management to make estimates and assumptions that affect the reported amounts on our consolidated financial statements.

*Revenue Recognition*

Rental revenue is generally recognized on a straight-line basis over the life of the lease, which begins the date the leasehold improvements are substantially complete, if owned by us, or the date the tenant takes control of the space, if the leasehold improvements are owned by the tenant. Revenue from tenant reimbursements of taxes, maintenance expenses and insurance is recognized in the period the related expense is recorded. Revenue based on a percentage of tenants' sales is recognized only after the tenant exceeds their sales breakpoint.

*Partially Owned Joint Ventures and Partnerships*

To determine the method of accounting for partially owned joint ventures or partnerships, we first apply the guidelines set forth in FASB Interpretation No. 46R, "Consolidation of Variable Interest Entities." Based upon our analysis, we have determined that we have no variable interest entities.

Partially owned joint ventures or partnerships over which we exercise financial and operating control are consolidated in our financial statements. In determining if we exercise financial and operating control, we consider factors such as ownership interest, authority to make decisions, kick-out rights and substantive participating rights. Partially owned joint ventures and partnerships where we have the ability to exercise significant influence, but do not exercise financial and operating control, are accounted for using the equity method.

*Property*

Real estate assets are stated at cost less accumulated depreciation, which, in the opinion of management, is not in excess of the individual property's estimated undiscounted future cash flows, including estimated proceeds from disposition. Depreciation is computed using the straight-line method, generally over estimated useful lives of 18-40 years for buildings and 10-20 years for parking lot surfacing and equipment. Major replacements where the betterment

extends the useful life of the asset are capitalized and the replaced asset and corresponding accumulated depreciation are removed from the accounts. All other maintenance and repair items are charged to expense as incurred.

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Acquisitions of properties are accounted for utilizing the purchase method and, accordingly, the results of operations are included in our results of operations from the respective dates of acquisition. We have used estimates of future cash flows and other valuation techniques to allocate the purchase price of acquired property among land, buildings on an "as if vacant" basis, and other identifiable intangibles. Other identifiable intangible assets and liabilities include the effect of out-of-market leases, the value of having leases in place (lease origination and absorption costs), out-of-market assumed mortgages and tenant relationships.

Property also includes costs incurred in the development of new operating properties and properties in our merchant development program. These properties are carried at cost and no depreciation is recorded on these assets. These costs include preacquisition costs directly identifiable with the specific project, development and construction costs, interest and real estate taxes. Indirect development costs, including salaries and benefits, travel and other related costs that are clearly attributable to the development of the property, are also capitalized. The capitalization of such costs ceases at the earlier of one year from the completion of major construction or when the property, or any completed portion, becomes available for occupancy.

Property also includes costs for tenant improvements paid by us, including reimbursements to tenants for improvements that are owned by us and will remain our property after the lease expires.

Our properties are reviewed for impairment if events or changes in circumstances indicate that the carrying amount of the property may not be recoverable. In such an event, a comparison is made of either the current and projected operating cash flows of each such property into the foreseeable future on an undiscounted basis or the estimated net sales price to the carrying amount of such property. Such carrying amount is adjusted, if necessary, to the estimated fair value to reflect an impairment in the value of the asset.

Some of our properties are held in single purpose entities. A single purpose entity is a legal entity typically established at the request of a lender solely for the purpose of owning a property or group of properties subject to a mortgage. There may be restrictions limiting the entity's ability to engage in an activity other than owning or operating the property, assume or guaranty the debt of any other entity, or dissolve itself or declare bankruptcy before the debt has been repaid. Most of our single purpose entities are 100% owned by us and are consolidated in our financial statements.

### *Interest Capitalization*

Interest is capitalized on land under development and buildings under construction based on rates applicable to borrowings outstanding during the period and the weighted average balance of qualified assets under development/construction during the period.

### *Deferred Charges*

Debt and lease costs are amortized primarily on a straight-line basis, which approximates the effective interest method, over the terms of the debt and over the lives of leases, respectively. Lease costs represent the initial direct costs incurred in origination, negotiation and processing of a lease agreement. Such costs include outside broker commissions and other independent third party costs as well as salaries and benefits, travel and other related internal costs incurred in completing the leases. Costs related to supervision, administration, unsuccessful origination efforts and other activities not directly related to completed lease agreements are charged to expense as incurred.

### *Sales of Real Estate*

Sales of real estate include the sale of shopping center pads, property adjacent to shopping centers, shopping center properties, merchant development properties, investments in real estate ventures, and partial sales to joint ventures in which we participate.

We recognize profit on sales of real estate, including merchant development sales, in accordance with SFAS No. 66, "Accounting for Sales of Real Estate." Profits are not recognized until (a) a sale is consummated; (b) the buyer's initial and continuing investments are adequate to demonstrate a commitment to pay; (c) the seller's receivable is not subject to future subordination; and (d) we have transferred to the buyer the usual risks and rewards of ownership in the transaction, and we do not have a substantial continuing involvement with the property.

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We recognize gains on the sale of real estate to joint ventures in which we participate to the extent we receive cash from the joint venture.

*Accrued Rent and Accounts Receivable*

Receivable balances outstanding include base rents, tenant reimbursements and receivables attributable to the straight lining of rental commitments. An allowance for the uncollectible portion of accrued rents and accounts receivable is determined based upon an analysis of balances outstanding, historical bad debt levels, customer credit worthiness and current economic trends. Additionally, estimates of the expected recovery of pre-petition and post-petition claims with respect to tenants in bankruptcy are considered in assessing the collectibility of the related receivables.

*Restricted Deposits and Mortgage Escrows*

Restricted deposits and mortgage escrows consist of escrow deposits held by lenders primarily for property taxes, insurance and replacement reserves and restricted cash that is held in a qualified escrow account for the purposes of completing like-kind exchange transactions. At December 31, 2006, we had \$79.4 million held for like-kind exchange transactions and \$15.1 million held in escrow related to our mortgages. At December 31, 2005, we had \$11.7 million held in escrow related to our mortgages.

*Other Assets*

Other assets in our consolidated financial statements include investments held in grantor trusts, prepaid expenses, the value of above-market leases and assumed mortgages and the related accumulated amortization, deferred tax assets and other miscellaneous receivables. Investments held in grantor trusts are adjusted to fair market value at each period end. Above-market leases and assumed mortgages are amortized over terms of the acquired leases and the remaining life of the mortgage, respectively.

*Per Share Data*

Net income per common share - basic is computed using net income available to common shareholders and the weighted average shares outstanding. Net income per common share - diluted includes the effect of potentially dilutive securities for the periods indicated as follows (in thousands):

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2006</b>                    | <b>2005</b> | <b>2004</b> |
| <b>Numerator:</b>                                     |                                |             |             |
| Net income available to common shareholders - basic   | \$ 294,909                     | \$ 209,552  | \$ 133,911  |
| Income attributable to operating partnership units    | 5,453                          | 5,218       | 3,798       |
| Net income available to common shareholders - diluted | \$ 300,362                     | \$ 214,770  | \$ 137,709  |
| <b>Denominator:</b>                                   |                                |             |             |
| Weighted average shares outstanding - basic           | 87,719                         | 89,224      | 86,171      |
| <b>Effect of dilutive securities:</b>                 |                                |             |             |
| Share options and awards                              | 926                            | 860         | 827         |
| Operating partnership units                           | 3,134                          | 3,082       | 2,513       |
| Weighted average shares outstanding - diluted         | 91,779                         | 93,166      | 89,511      |

Options to purchase, in millions: .5, .9 and .4 common shares of beneficial interest in 2006, 2005 and 2004, respectively, were not included in the calculation of net income per common share - diluted as the exercise prices were greater than the average market price for the year.



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*Income Taxes*

We have elected to be treated as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended. As a REIT, we generally will not be subject to corporate level federal income tax on taxable income we distribute to our shareholders. To be taxed as a REIT we must meet a number of requirements including meeting defined percentage tests concerning the amount of our assets and revenues that come from, or are attributable to, real estate operations. As long as we distribute at least 90% of the taxable income of the REIT to our shareholders as dividends, we will not be taxed on the portion of our income we distribute as dividends unless we have ineligible transactions.

The Tax Relief Extension Act of 1999 gave REITs the ability to conduct activities which a REIT was previously precluded from doing as long as they are done in entities which have elected to be treated as taxable REIT subsidiaries under the IRS code. These activities include buying or developing properties with the express purpose of selling them. We conduct certain of these activities in taxable REIT subsidiaries that we have created. We calculate and record income taxes in our financial statements based on the activities in those entities. We also record deferred taxes for the temporary tax differences that have resulted from those activities as required under SFAS No. 109, “Accounting for Income Taxes.”

*Cash Flow Information*

All highly liquid investments with original maturities of three months or less are considered cash equivalents. We issued common shares of beneficial interest valued at \$8.0 million, \$1.3 million and \$.9 million during 2006, 2005 and 2004, respectively, in exchange for interests in limited partnerships, which had been formed to acquire properties. In association with property acquisitions, we assumed debt and a capital lease obligation totaling \$140.7 million, \$135.3 million, and \$140.7 million, and we issued operating partnership units valued at \$11.1 million, \$6.9 million and \$23.4 million, during 2006, 2005 and 2004, respectively. Also, we accrued \$6.5 million, \$4.9 million and \$7.2 million during 2006, 2005 and 2004, respectively, associated with the construction of property. Cash payments for interest on debt, net of amounts capitalized, of \$139.1 million, \$135.4 million, and \$117.0 million were made during 2006, 2005, and 2004, respectively. A cash payment of \$.6 million for federal income taxes was made during 2006. In connection with the sale of an 80% interest in 12 properties in 2006 and two properties in 2005, we retained a 20% unconsolidated investment of \$90.6 million and \$14.7 million, respectively. In connection with the sale of improved properties, we received notes receivable totaling \$2.6 million in 2006, a \$15.5 million capital lease obligation was settled, and debt of \$11.1 million was assumed in 2005, respectively. In satisfaction of obligations under mortgage bonds and notes receivable of \$2.9 million, we acquired 9.7 acres of land in 2004.

*Reclassifications*

Certain reclassifications of prior years’ amounts have been made to conform to the current year presentation, which includes the reclassification of the operating results of certain properties to discontinued operations. For additional information see Note 8, “Discontinued Operations.”

**Note 2. Newly Adopted Accounting Pronouncements**

In December 2004 the FASB issued SFAS No. 123(R), “Share-Based Payment,” which establishes accounting standards for all transactions in which an entity exchanges its equity instruments for goods and services. This accounting standard focuses primarily on equity transactions with employees. On January 1, 2006, we adopted SFAS No. 123(R) using the modified prospective application method, and accordingly, prior period amounts have not been restated. We began recording compensation expense on any unvested awards granted prior to January 1, 2003 during the remaining vesting periods. Through December 31, 2005, we recorded compensation expense over the vesting period on awards granted since January 1, 2003. Compensation expense was not recorded on awards granted prior to January 1, 2003, but its pro forma impact on net income was disclosed.

The impact in 2006 from the adoption of SFAS No. 123(R) was an additional expense of \$2.1 million, which decreased both Income from Continuing Operations and Net Income and decreased both Net Income per Common Share - Basic and Net Income per Common Share - Diluted by \$.02.

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The following table illustrates the effect on Net Income Available to Common Shareholders and Net Income per Common Share if the fair value-based method had been applied to all outstanding and unvested share option awards for the period prior to the adoption of SFAS No. 123(R) (in thousands, except per share amounts):

|   | <b>Year Ended December 31,</b> |                   |
|---|--------------------------------|-------------------|
|   | <b>2005</b>                    | <b>2004</b>       |
| Net income available to common shareholders   | \$ 209,552                     | \$ 133,911        |
| Stock-based employee compensation included in net income available to common shareholders     | 434                            | 193               |
| Stock-based employee compensation determined under the fair value-based method for all awards | (849)                          | (567)             |
| <b>Pro forma net income available to common shareholders</b>                                  | <b>\$ 209,137</b>              | <b>\$ 133,537</b> |
| <b>Net income per common share:</b>   |                                |                   |
| Basic - as reported   | \$ 2.35                        | \$ 1.55           |
| Basic - pro forma   | \$ 2.34                        | \$ 1.55           |
| <b>Net income per common share:</b>   |                                |                   |
| Diluted - as reported   | \$ 2.31                        | \$ 1.54           |
| Diluted - pro forma   | \$ 2.30                        | \$ 1.53           |

In May 2005 the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and SFAS No. 3." SFAS No. 154 changes the requirements for the accounting and reporting of a change in accounting principle by requiring retrospective application to prior periods' financial statements of the change in accounting principle, unless it is impracticable to do so. This statement also redefines "restatement" as the revising of previously issued financial statements to reflect the correction of an error. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS No. 154 did not have a material effect on our financial position, results of operations or cash flows.

In June 2005 the FASB ratified the consensus in EITF Issue No. 04-5, "Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights." EITF Issue No. 04-5 expands the definition of when a general partner, or general partners as a group, controls a limited partnership or similar entity. In July 2005 the FASB issued FSP No. SOP 78-9-1, "Interaction of AICPA Statement of Position 78-9 and EITF Issue No. 04-5." FSP No. SOP 78-9-1 eliminates the concept of "important rights" and replaces it with concepts of "kick-out rights" and "substantive participating rights" as defined in EITF Issue No. 04-5. FSP No. SOP 78-9-1 and EITF Issue No. 04-5 are effective for all general partners of partnerships formed or modified after June 29, 2005, and for all other partnerships the first reporting period beginning after December 15, 2005. We have applied FSP No. SOP 78-9-1 and EITF Issue No. 04-5 to our joint ventures and concluded that these pronouncements did not require consolidation of additional entities.

In June 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109." FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the financial statements. The interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition of a tax position taken, or expected to be taken, in a tax return. A tax position may only be recognized in the financial statements if it is more likely than not that the tax position will be sustained upon examination. There are also several disclosure requirements. The interpretation is effective for fiscal years beginning

after December 15, 2006. We have assessed the potential impact of FIN 48 and have concluded that the adoption of this interpretation will not have a material effect on our financial position, results of operations or cash flows.



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In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." This Statement defines fair value and establishes a framework for measuring fair value in generally accepted accounting principles. The key changes to current practice are (1) the definition of fair value, which focuses on an exit price rather than an entry price; (2) the methods used to measure fair value, such as emphasis that fair value is a market-based measurement, not an entity-specific measurement, as well as the inclusion of an adjustment for risk, restrictions and credit standing and (3) the expanded disclosures about fair value measurements. This Statement does not require any new fair value measurements.

This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We are required to adopt SFAS No. 157 in the first quarter of 2008, and we are currently evaluating the impact that this Statement will have on our financial position, results of operations or cash flows.

In September 2006, the FASB issued FASB Statement No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - An Amendment of FASB Statements No. 87, 88, 106, and 132R." This new standard requires an employer to: (a) recognize in its statement of financial position an asset for a plan's over funded status or a liability for a plan's under funded status; (b) measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year (with limited exceptions); and (c) recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur. These changes will be reported in comprehensive income of a business entity. The requirement to recognize the funded status of a benefit plan and the disclosure requirements (the "Recognition Provision") are effective as of the end of the fiscal year ending after December 15, 2006. We recognized an additional liability of \$803 thousand as a result of the adoption of the Recognition Provision of SFAS No. 158. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position (the "Measurement Provision") is effective for fiscal years ending after December 15, 2008. We have assessed the potential impact of SFAS No. 158 and concluded that the adoption of the Measurement Provision of SFAS No. 158 will not have a material effect on our financial position, results of operations or cash flows.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 ("SAB 108"), which becomes effective for the first fiscal period ending after November 15, 2006. SAB 108 provides guidance on the consideration of the effects of prior period misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 provides for the quantification of the impact of correcting all misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. The adoption of SAB 108 on December 31, 2006 did not have a material effect on our financial position, results of operations or cash flows.

In February 2007, the FASB issued Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 expands opportunities to use fair value measurement in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective for fiscal years beginning after November 15, 2007. We have not decided if we will early adopt SFAS No. 159 or if we will choose to measure any eligible financial assets and liabilities at fair value.

**Note 3. Derivatives and Hedging**

We occasionally hedge the future cash flows of our debt transactions, as well as changes in the fair value of our debt instruments, principally through interest rate swaps with major financial institutions. At December 31, 2006, we had five interest rate swap contracts designated as fair value hedges with an aggregate notional amount of \$75.0 million that convert fixed interest payments at rates ranging from 4.2% to 6.8% to variable interest payments. We have determined that they are highly effective in limiting our risk of changes in the fair value of fixed-rate notes attributable

to changes in variable interest rates. Also, at December 31, 2006, we had two forward-starting interest rate swap contracts with an aggregate notional amount of \$118.6 million which lock the swap rate at 5.2% until January 2008. The purpose of these forward-starting swaps, which are designated as cash flow hedges, is to mitigate the risk of future fluctuations in interest rates on forecasted issuances of long-term debt. We have determined that they are highly effective in offsetting future variable interest cash flows on anticipated long-term debt issuances.

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In May 2006 we entered into a forward-starting interest rate swap with a notional amount of \$74.0 million. In December 2006 we terminated this rate swap in conjunction with the issuance of \$75.0 million of medium term notes. The termination fee of \$4.1 million is being amortized over the life of the medium term note.

In June 2006 a \$5 million swap matured in conjunction with the maturity of the associated medium term note. This contract was designated as a fair value hedge.

Changes in the market value of fair value hedges as well as changes in the market value of the hedged item are recorded in earnings each reporting period. For fiscal year 2006 and 2005, these changes in fair market value offset with minimal impact to earnings. The derivative instruments at December 31, 2006 and December 31, 2005 were reported at their fair values in Other Assets, net of accrued interest, of \$.1 million and \$.4 million, respectively, and as Other Liabilities, net of accrued interest, of \$3.2 million and \$4.4 million, respectively.

As of December 31, 2006 and December 31, 2005, the balance in Accumulated Other Comprehensive Loss relating to derivatives was \$7.6 million and \$5.1 million, respectively, and amounts amortized to interest expense were \$.4 million in 2006, \$.3 million in 2005 and \$.2 million in 2004. Within the next twelve months, we expect to amortize to interest expense approximately \$.9 million of the balance in Accumulated Other Comprehensive Loss.

The interest rate swaps increased interest expense and decreased net income by \$.5 million, \$1.3 million, and \$3.5 million in 2006, 2005, and 2004, respectively, and increased the average interest rate of our debt by .02%, .1%, and .2% in 2006, 2005, and 2004, respectively. We could be exposed to credit losses in the event of nonperformance by the counter-party; however, management believes the likelihood of such nonperformance is remote.

**Note 4. Debt**

Our debt consists of the following (in thousands):

|   | <b>December 31,</b> |                     |
|---|---------------------|---------------------|
|   | <b>2006</b>         | <b>2005</b>         |
| Debt payable to 2030 at 4.5% to 8.9%                      | \$ 2,848,805        | \$ 2,049,470        |
| Unsecured notes payable under revolving credit agreements | 18,000              | 210,000             |
| Obligations under capital leases                          | 29,725              | 33,460              |
| Industrial revenue bonds payable to 2015 at 4.0% to 6.19% | 4,422               | 6,925               |
| <b>Total</b>  | <b>\$ 2,900,952</b> | <b>\$ 2,299,855</b> |

The grouping of total debt between fixed and variable-rate as well as between secured and unsecured is summarized below (in thousands):

|  | <b>December 31,</b> |                     |
|--|---------------------|---------------------|
|  | <b>2006</b>         | <b>2005</b>         |
| <b>As to interest rate (including the effects of interest rate swaps):</b> |                     |                     |
| Fixed-rate debt  | \$ 2,785,553        | \$ 1,986,059        |
| Variable-rate debt   | 115,399             | 313,796             |
| <b>Total</b>   | <b>\$ 2,900,952</b> | <b>\$ 2,299,855</b> |

|                          |    |           |              |
|--------------------------|----|-----------|--------------|
| As to collateralization: |    |           |              |
| Unsecured debt           | \$ | 1,910,216 | \$ 1,457,805 |
| Secured debt             |    | 990,736   | 842,050      |
| Total                    | \$ | 2,900,952 | \$ 2,299,855 |

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In February 2006 we amended and restated our \$400 million unsecured revolving credit facility. The amended facility has an initial four-year term and provides a one-year extension option available at our request. Borrowing rates under this amended facility float at a margin over LIBOR, plus a facility fee. The borrowing margin and facility fee, which are currently 37.5 and 12.5 basis points, respectively, are priced off a grid that is tied to our senior unsecured credit ratings. This amended facility retains a competitive bid feature that allows us to request bids for amounts up to \$200 million from each of the syndicate banks, allowing us an opportunity to obtain pricing below what we would pay using the grid. Additionally, the amended facility contains an accordion feature, which allows us the ability to increase the facility up to \$600 million.

At December 31, 2006 and December 31, 2005, the balance outstanding under the \$400 million revolving credit facility was \$18 million at an average variable interest rate of 5.75% and \$190 million at an average variable interest rate of 4.5%, respectively. We also have an agreement for an unsecured and uncommitted overnight facility totaling \$20 million with a bank that is used for cash management purposes, of which nothing was outstanding at December 31, 2006. At December 31, 2005, we had \$20 million outstanding under this credit facility at a variable interest rate of 4.7%. Letters of credit totaling \$10.1 million and \$14.9 million were outstanding under the \$400 million revolving credit facility at December 31, 2006 and December 31, 2005, respectively. The available balance under our revolving credit agreement was \$371.9 million and \$175.1 million at December 31, 2006 and 2005, respectively. During 2006 the maximum balance and weighted average balance outstanding under both the \$400 million and the \$20 million revolving credit facilities combined were \$368.2 million and \$179.1 million, respectively, at a weighted average interest rate of 5.5%. During 2005 the maximum balance and weighted average balance outstanding under both the \$400 million and the \$20 million revolving credit facilities combined were \$210.0 million and \$102.3 million, respectively, at a weighted average interest rate of 5.1%.

In conjunction with acquisitions completed during 2006 and 2005, we assumed \$140.7 million and \$135.3 million, respectively, of nonrecourse debt secured by the related properties.

Various leases and properties, and current and future rentals from those leases and properties, collateralize certain debt. At December 31, 2006 and 2005, the carrying value of such property aggregated \$1.8 billion and \$1.6 billion, respectively.

Scheduled principal payments on our debt (excluding \$18.0 million due under our revolving credit agreements, \$18.6 million of capital leases and \$2.7 million market value of interest rate swaps) are due during the following years (in thousands):

|            |            |
|------------|------------|
| 2007       | \$ 114,098 |
| 2008       | 252,768    |
| 2009       | 113,624    |
| 2010       | 119,310    |
| 2011       | 890,450    |
| 2012       | 308,032    |
| 2013       | 324,696    |
| 2014       | 334,466    |
| 2015       | 176,228    |
| Thereafter | 233,284    |

Our various debt agreements contain restrictive covenants, including minimum interest and fixed charge coverage ratios, minimum unencumbered interest coverage ratios and minimum net worth requirements and maximum total debt levels. Management believes that we are in compliance with all restrictive covenants.

In December 2006 we issued \$75 million of ten year unsecured fixed rate medium term notes at 6.1% including the effect of an interest rate swap that hedged the transaction. Proceeds from this issuance were used to repay balances under our revolving credit facilities, to cash settle a forward hedge and for general business purposes.

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In July 2006 we priced an offering of \$575 million aggregate principal amount of 3.95% convertible senior notes due 2026, which closed on August 2, 2006. Interest is payable semi-annually in arrears on February 1 and August 1 of each year, beginning February 1, 2007. The net proceeds of \$395.9 million from the sale of the notes were used for general business purposes, to repurchase 4.3 million shares of our common shares of beneficial interest and to reduce amounts outstanding under our revolving credit facility.

The debentures are convertible under certain circumstances for our common shares of beneficial interest at an initial conversion rate of 20.3770 common shares per \$1,000 of principal amount of debentures (an initial conversion price of \$49.075). In addition, the conversion rate may be adjusted if certain change in control transactions or other specified events occur on or prior to August 4, 2011. Upon the conversion of notes, we will deliver cash for the principal return, as defined, and cash or common shares, at our option, for the excess of the conversion value, as defined, over the principal return. The debentures are redeemable for cash at our option beginning in 2011 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures for cash equal to the principal of the notes plus accrued and unpaid interest in 2011, 2016 and 2021 and in the event of a change in control.

Holders may convert their notes based on the applicable conversion rate prior to the close of business on the second business day prior to the stated maturity date at any time on or after August 1, 2025 and also under any of the following circumstances:

- during any calendar quarter beginning after December 31, 2006 (and only during such calendar quarter), if, and only if, the closing sale price of our common shares for at least 20 trading days (whether or not consecutive) in the period of 30 consecutive trading days ending on the last trading day of the preceding calendar quarter is greater than 130% of the conversion price per common share in effect on the applicable trading day;
- during the five consecutive trading-day period following any five consecutive trading-day period in which the trading price of the notes was less than 98% of the product of the closing sale price of our common shares multiplied by the applicable conversion rate;
- if those notes have been called for redemption, at any time prior to the close of business on the third business day prior to the redemption date;
- if our common shares are not listed on a U.S. national or regional securities exchange or quoted on the Nasdaq National Market for 30 consecutive trading days.

In connection with the issuance of these notes, we filed a shelf registration statement related to the resale of the debentures and the common shares issuable upon the conversion of the debentures. This registration statement has been declared effective.

**Note 5. Preferred Shares**

In July 2004 we issued \$72.5 million of depositary shares with each share representing one-hundredth of a Series E Cumulative Redeemable Preferred Share. The depositary shares are redeemable, in whole or in part, for cash on or after July 8, 2009 at our option, at a redemption price of \$25 per depositary share, plus any accrued and unpaid dividends thereon. The depositary shares are not convertible or exchangeable for any of our other property or securities. The Series E Preferred Shares pay a 6.95% annual dividend and have a liquidation value of \$2,500 per share. Net proceeds of \$70.2 million were utilized to pay down amounts outstanding under our \$400 million revolving credit facility.

In April 2003 \$75 million of depositary shares were issued with each share representing one-thirtieth of a Series D Cumulative Redeemable Preferred Share. The depositary shares are redeemable, in whole or in part, for cash on or after April 30, 2008 at our option, at a redemption price of \$25 per depositary share, plus any accrued and unpaid dividends thereon. The depositary shares are not convertible or exchangeable for any of our property or securities. The Series D Preferred Shares pay a 6.75% annual dividend and have a liquidation value of \$750 per share. Net proceeds of \$73.0 million were used to redeem the 7.44% Series A Cumulative Redeemable Preferred Shares.



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On January 30, 2007, we issued \$200 million of depositary shares. Each depositary share represents one-hundredth of a Series F Cumulative Redeemable Preferred Share. The depositary shares are redeemable, in whole or in part, on or after January 30, 2012 at our option, at a redemption price of \$25 per depositary share, plus any accrued and unpaid dividends thereon. The depositary shares are not convertible or exchangeable for any of our other property or securities. The Series F Preferred Shares pay a 6.5% annual dividend and have a liquidation value of \$2,500 per share. Net proceeds of \$194.4 million were used to repay amounts outstanding under our credit facilities and for general business purposes.

**Note 6. Common Shares**

In February 2004 a three-for-two share split, effected in the form of a 50% share dividend, was declared for shareholders of record on March 16, 2004, payable March 30, 2004. We issued 28.5 million common shares of beneficial interest as a result of the share split. All references to the number of shares and per share amounts have been restated to reflect the share split, and an amount equal to the par value of the number of common shares issued has been reclassified to Common Shares of Beneficial Interest from Accumulated Dividends in Excess of Net Income.

In March 2004 we issued 3.6 million common shares of beneficial interest. Net proceeds to us totaled \$118.0 million. The proceeds from this offering were used primarily to redeem our 7.0% Series C Cumulative Redeemable Preferred Shares on April 1, 2004. In August 2004 we issued an additional 3.2 million common shares of beneficial interest. Net proceeds to us totaled \$101.9 million. The proceeds from this offering were used to pay down amounts outstanding under our \$400 million revolving credit facility.

In February 2006 our board of trust managers authorized up to \$100 million for the purchase of outstanding common shares of beneficial interest in 2006. Share repurchases may be made in the open market or in privately negotiated transactions. In July 2006 our board of trust managers authorized the repurchase of our common shares of beneficial interest to a total of \$207 million, and we used \$167.6 million of the net proceeds from the \$575 million debt offering to purchase 4.3 million common shares of beneficial interest at \$39.26 per share.

**Note 7. Property**

Our property consisted of the following (in thousands):

|                            | <b>December 31,</b> |                     |
|----------------------------|---------------------|---------------------|
|                            | <b>2006</b>         | <b>2005</b>         |
| Land                       | \$ 847,295          | \$ 761,454          |
| Land held for development  | 21,405              | 20,634              |
| Land under development     | 146,990             | 16,895              |
| Buildings and improvements | 3,339,074           | 3,195,207           |
| Construction in-progress   | 91,124              | 39,389              |
| <b>Total</b>               | <b>\$ 4,445,888</b> | <b>\$ 4,033,579</b> |

The following carrying charges were capitalized (in thousands):

|          | <b>Year Ended December 31,</b> |             |             |
|----------|--------------------------------|-------------|-------------|
|          | <b>2006</b>                    | <b>2005</b> | <b>2004</b> |
| Interest | \$ 7,616                       | \$ 2,629    | \$ 4,992    |

|                  |    |       |    |       |    |       |
|------------------|----|-------|----|-------|----|-------|
| Ad valorem taxes |    | 780   |    | 293   |    | 653   |
| Total            | \$ | 8,396 | \$ | 2,922 | \$ | 5,645 |

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Acquisitions of properties are accounted for utilizing the purchase method and, accordingly, the results of operations are included in our results of operations from the respective dates of acquisition. We have used estimates of future cash flows and other valuation techniques to allocate the purchase price of acquired property among land, buildings on an "as if vacant" basis, and other identifiable intangibles.

During 2006 we invested \$484 million in the acquisition of operating properties. Of this total, \$402 million was invested in 17 shopping centers and \$82 million was invested in seven industrial projects.

In 2006 we acquired land, either directly or through our interests in joint ventures at 17 separate locations for the development of 17 retail centers. During 2006 we invested \$167 million in new developments.

**Note 8. Discontinued Operations**

In 2006 we sold 19 shopping centers and four industrial properties, ten of which were located in Texas, three in Kansas, two each in Arkansas, Oklahoma and Tennessee, and one each in Arizona, Missouri, New Mexico and Colorado. In 2005 we sold 13 retail properties and a vacant building, ten of which were located in Texas and one each in Louisiana, Mississippi and Arkansas. Also in 2005, we sold two industrial properties in Texas and one in Nevada. The operating results of these properties have been reclassified and reported as discontinued operations in the Statements of Consolidated Income and Comprehensive Income in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," as well as any gains on the respective disposition for all periods presented. Revenues recorded in Operating Income From Discontinued Operations related to our dispositions totaled \$17.7 million in 2006, \$39.0 million in 2005 and \$44.9 million in 2004. Included in the Consolidated Balance Sheet at December 31, 2005 were \$205.4 million of Property and \$59.6 million of Accumulated Depreciation related to properties sold during 2006.

The discontinued operations reported in 2006 and 2005 had no debt that was required to be repaid upon their disposition. In addition, we elected not to allocate other consolidated interest to discontinued operations since the interest savings to be realized from the proceeds of the sale of these operations was not material.

**Note 9. Related Party Transactions**

We have interests in several joint ventures and partnerships. Notes receivable from these entities bear interest ranging from 6.0% to 10% at December 31, 2006, are due at various dates through 2028 and are generally secured by real estate assets. We recognized interest income on these notes as follows, in millions: \$1.3 in both 2006 and 2005 and \$.8 in 2004.

Table of Contents**Note 10. Investment in Real Estate Joint Ventures**

We own interests in joint ventures or limited partnerships in which we exercise significant influence but do not have financial and operating control. These partnerships are accounted for under the equity method. Our interests in these joint ventures and limited partnerships range from 20% to 75%. Combined condensed unaudited financial information of these ventures (at 100%) is summarized as follows (in thousands):

|                          | <b>December 31,</b> |             |
|--------------------------|---------------------|-------------|
|                          | <b>2006</b>         | <b>2005</b> |
| Combined Balance Sheets  |                     |             |
| Property                 | \$ 1,123,600        | \$ 397,689  |
| Accumulated depreciation | (41,305)            | (32,032)    |
| Property - net           | 1,082,295           | 365,657     |
| Other assets             | 118,642             | 61,543      |
| Total                    | \$ 1,200,937        | \$ 427,200  |

|  |              |            |
|--|--------------|------------|
| Debt   | \$ 327,695   | \$ 136,182 |
| Amounts payable to Weingarten Realty Investors | 22,657       | 43,239     |
| Other liabilities                              | 39,967       | 12,081     |
| Accumulated equity                             | 810,618      | 235,698    |
| Total  | \$ 1,200,937 | \$ 427,200 |

|                                   | <b>Year Ended December 31,</b> |             |             |
|-----------------------------------|--------------------------------|-------------|-------------|
|                                   | <b>2006</b>                    | <b>2005</b> | <b>2004</b> |
| Combined Statements of Income     |                                |             |             |
| Revenues                          | \$ 65,002                      | \$ 41,059   | \$ 32,117   |
| Expenses:                         |                                |             |             |
| Interest                          | 17,398                         | 10,565      | 7,061       |
| Depreciation and amortization     | 15,390                         | 9,322       | 7,203       |
| Operating                         | 8,750                          | 5,480       | 5,041       |
| Ad valorem taxes                  | 6,187                          | 4,756       | 3,645       |
| General and administrative        | 783                            | 301         | 395         |
| Total                             | 48,508                         | 30,424      | 23,345      |
| Gain on land sales                | 1,938                          | 170         |             |
| Gain (loss) on sale of properties | 5,991                          | (20)        | (182)       |
| Net income                        | \$ 24,423                      | \$ 10,785   | \$ 8,590    |

Our investment in real estate joint ventures, as reported on the balance sheets, differs from our proportionate share of the joint ventures' underlying net assets due to basis differentials, which arose upon the transfer of assets to the joint ventures. This basis differential, which totaled \$20.1 million and \$10.3 million at December 31, 2006 and 2005, respectively, is generally amortized over the useful lives of the related assets.

Fees earned by us for the management of these joint ventures totaled, in millions, \$1.9 in 2006, \$.8 in 2005, and \$.6 in 2004.

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During 2006, we invested in a 25%-owned unconsolidated joint venture, which acquired five shopping centers. Fresh Market Shoppes is located in Hilton Head, South Carolina; Shoppes at Paradise Isle is located in Destin, Florida; Indian Harbor Place is located in Melbourne, Florida, and both Quesada Commons and Shoppes of Port Charlotte are located in Port Charlotte, Florida. Two 50%-owned joint ventures commenced development of a retail center each located in Mission, Texas and Apple Valley, California. Also, two shopping centers, one each in Crosby and Dickinson, Texas, were sold. Our share of the sales proceeds totaled \$8.1 million and generated a gain of \$4.1 million. Associated with our land and merchant development activities, two parcels of land in Houston, Texas and Liberty Lake, Washington were sold in a 75%-owned and a 50%-owned joint venture, respectively, of which our share of the gain totaled \$1.1 million. We also acquired our partner's share of Heritage Station, which is located in Wake Forest, North Carolina. Heritage Station is a 62,000 square foot shopping center that is anchored by Harris Teeter.

During the third quarter of 2006, we formed a strategic joint venture with Mercantile Real Estate Advisors, Inc. ("MREA") to acquire and operate industrial properties within target markets across the United States. MREA served as investment advisor to the AFL-CIO Building Investment Trust ("BIT"). The joint venture is 80% owned by BIT and 20% by us. We will earn fees for operating the properties. BIT as the majority owner will make or approve all significant decisions.

Acquisitions will be focused on bulk warehouse and business distribution properties within targeted markets. The partners plan to invest \$500 million in total capital over the next two years including leverage targeted at approximately 50% of total capital. As part of this transaction, we provided the initial seeding for the joint venture, contributing 16 buildings at five properties with a total value of \$123 million and aggregating more than two million square feet. The sale of these properties to the joint venture resulted in a gain to us of \$21.6 million. The properties are located in the San Diego, Memphis, and Atlanta markets.

During the fourth quarter of 2006, two new strategic joint ventures were formed with TIAA-CREF Global Real Estate and AEW Capital Management on behalf of its institutional clients, of which we own 20%. We provided the initial seeding for the TIAA-CREF Global Real Estate joint venture, whereby seven newly purchased neighborhood/community shopping centers in South Florida were contributed by us with a total value of \$325 million and aggregating more than 1.3 million square feet. The AEW Capital Management joint venture acquired four grocery-anchored centers and two power centers located in Oregon and Washington.

During 2005, we acquired our joint venture partners' interest in one of our existing shopping centers located in Texas, and a 50%-owned unconsolidated joint venture acquired an interest in a retail property located in McAllen, Texas, which will be redeveloped. We sold an 80% interest in two retail properties totaling 295,000 square feet in Lafayette and Shreveport, Louisiana. These properties were held in tenancy-in-common arrangements in which we retained a 20% interest. We acquired a 25% interest in Lake Washington Crossing, a 119,000 square foot retail center in Melbourne, Florida, and a 25% interest in a 96,000 square foot retail center located in Chapel Hill, North Carolina. Additionally, a 50%-owned unconsolidated joint venture commenced development on a 161,000 square foot retail center located in Liberty Lake, Washington and two 50%-owned joint ventures commenced construction on two retail centers in Mission, Texas.

We have not guaranteed the debt of any of our joint ventures in which we own an interest.

**Note 11. Federal Income Tax Considerations**

We qualify as a REIT under the provisions of the Internal Revenue Code, and therefore, no tax is imposed on us for our taxable income distributed to shareholders. To maintain our REIT status, we must distribute at least 90% of our ordinary taxable income to our shareholders and meet certain income source and investment restriction requirements. Our shareholders must report their share of income distributed in the form of dividends.

Taxable income differs from net income for financial reporting purposes principally because of differences in the timing of recognition of interest, ad valorem taxes, depreciation, rental revenue, pension expense, and gain from sales of property. As a result of these differences, the book value of our net fixed assets exceeds the tax basis by \$70.8 million at December 31, 2006.

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The following table reconciles net income to REIT taxable income for the years ended December 31, 2006, 2005 and 2004 (in thousands):

|  | 2006          | 2005       | 2004       |
|--|---------------|------------|------------|
| Net Income   | \$ 305,010    | \$ 219,653 | \$ 141,381 |
| Net (income) loss of taxable REIT subsidiaries included above        | (4,264)       | (923)      | 143        |
| Net Income from REIT operations                                      | 300,746       | 218,730    | 141,524    |
| Book depreciation and amortization including discontinued operations | 127,613       | 117,062    | 103,870    |
| Tax depreciation and amortization                                    | (86,002)      | (80,922)   | (76,432)   |
| Book/tax difference on gains/losses from capital transactions        | (128,628)     | (69,885)   | (12,716)   |
| Other book/tax differences, net                                      | (18,155)      | (22,468)   | (6,285)    |
| REIT taxable income  | 195,574       | 162,517    | 149,961    |
| Dividends paid deduction   | (195,574) (1) | (167,196)  | (155,029)  |
| Dividends paid in excess of taxable income                           | \$ 0          | \$ (4,679) | \$ (5,068) |

(1) The dividend deduction includes designated dividends from 2007 of \$22.5 million.

For federal income tax purposes, the cash dividends distributed to common shareholders are characterized as follows:

|  | 2006   | 2005   | 2004   |
|--|--------|--------|--------|
| Ordinary income                          | 76.2%  | 81.2%  | 84.0%  |
| Return of capital (generally nontaxable) | 0.0    | 9.1    | 7.1    |
| Capital gain distributions               | 23.8   | 9.7    | 8.9    |
| Total                                    | 100.0% | 100.0% | 100.0% |

We have two taxable REIT subsidiaries that are subject to federal, state, and local income tax. A minimal provision for federal income taxes was made in all three years. Only minimal state income taxes were paid in these periods.

We have reviewed our tax positions under FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109." FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the financial statements. The interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition of a tax position taken, or expected to be taken, in a tax return. A tax position may only be recognized in the financial statements if it is more likely than not that the tax position will be sustained upon examination. We believe it is more likely than not that our tax positions will be sustained in any tax examinations.

In May 2006, the state of Texas enacted a margin tax, replacing the taxable capital components of the current franchise tax with a new "taxable margin" component. Most REIT's are subject to the margin tax, where as they were previously exempt from the franchise tax. The tax becomes effective for us beginning in calendar year 2007. Since the tax base on the margin tax is derived from an income based measure, we believe the margin tax is an income tax. As a result, the provisions of SFAS 109, "Accounting for Income Taxes" applies to this tax. In accordance with SFAS 109, the effect on deferred tax liabilities of a change in a tax law should be included in tax expense attributable to



continuing operations in the period including the enactment date. We have calculated our deferred tax assets and liabilities for Texas based on the new margin tax and the amount is immaterial. We anticipate incurring an expense for this tax in 2007.

Table of Contents**Note 12. Leasing Operations**

The terms of our leases range from less than one year for smaller tenant spaces to over 25 years for larger tenant spaces. In addition to minimum lease payments, most of the leases provide for contingent rentals (payments for taxes, maintenance and insurance by lessees and an amount based on a percentage of the tenants' sales). Future minimum rental income from noncancelable tenant leases at December 31, 2006, in millions, is: \$425.6 in 2007; \$374.7 in 2008; \$317.9 in 2009; \$259.8 in 2010; \$197.3 in 2011; and \$779.5 thereafter. The future minimum rental amounts do not include estimates for contingent rentals. Such contingent rentals, in millions, aggregated \$119.0 in 2006, \$108.8 in 2005 and \$101.3 in 2004.

**Note 13. Commitments and Contingencies**

We are engaged in the operations of shopping centers, which are either owned or, with respect to certain shopping centers, operated under long-term ground leases. These ground leases expire at various dates through 2075, with renewal options. Space in our shopping centers is leased to tenants pursuant to agreements that provide for terms ranging generally from one month to 25 years and, in some cases, for annual rentals subject to upward adjustments based on operating expense levels, sales volume, or contractual increases as defined in the lease agreements.

Scheduled minimum rental payments under the terms of all non-cancelable operating leases in which we are the lessee, principally for shopping center ground leases, for the subsequent five years and thereafter ending December 31, are as follows (in thousands):

|            |           |
|------------|-----------|
| 2007       | \$ 1,876  |
| 2008       | 1,782     |
| 2009       | 1,737     |
| 2010       | 1,691     |
| 2011       | 1,626     |
| Thereafter | 39,459    |
|            | \$ 48,171 |

The scheduled future minimum revenues, applicable to the ground lease rentals above, under the terms of all non-cancelable tenant leases, assuming no new or renegotiated leases or option extensions for the subsequent five years and thereafter ending December 31, are as follows (in thousands):

|            |            |
|------------|------------|
| 2007       | \$ 30,299  |
| 2008       | 25,897     |
| 2009       | 21,538     |
| 2010       | 18,062     |
| 2011       | 15,006     |
| Thereafter | 63,626     |
|            | \$ 174,428 |

Property under capital leases, consisting of four shopping centers at both December 31, 2006 and 2005, aggregated \$29.1 million, and is included in buildings and improvements. Amortization of property under capital leases is included in depreciation and amortization expense, and the balance of Accumulated Depreciation associated with these capital leases at December 31, 2006 and 2005 was \$13.1 million and \$11.9 million, respectively. Future minimum lease payments under these capital leases total \$52.0 million, with annual payments due, in millions, of \$1.9 in each of 2007 and 2008; \$2.0 in each of 2009 and 2010; \$2.1 in 2011; and \$42.1 thereafter. The amount of these total payments representing interest is \$22.3 million. Accordingly, the present value of the net minimum lease

payments was \$29.7 million at December 31, 2006.

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We participate in nine ventures, structured as DownREIT partnerships, that have properties in Arkansas, California, Florida, Georgia, North Carolina, Texas and Utah. As general partner we have operating and financial control over these ventures and consolidate their operations in our consolidated financial statements. These ventures allow the outside limited partners to put their interest to the partnership for our common shares of beneficial interest or an equivalent amount in cash. We may acquire any limited partnership interests that are put to the partnership and we have the option to redeem the interest in cash or a fixed number of our common shares at our discretion. In 2006 and 2005 we issued common shares of beneficial interest valued at \$8.0 million and \$1.3 million in exchange for certain of these limited partnership interests.

We expect to invest approximately \$149.6 million in 2007, \$71.3 million in 2008, \$37.9 million in 2009, and \$22.8 million in 2010 to complete construction of 26 properties under various stages of development. We also expect to invest \$218.3 million to acquire projects in 2007.

In August 2006 we purchased a portfolio of properties from North American Properties. The purchase agreement allows for the subsequent development and leasing of an additional phase of Brookwood Marketplace by the property seller. If the terms of the purchase agreement are met by the seller, the purchase price would be increased by approximately \$6.9 million. This agreement expires in August 2008.

We are subject to numerous federal, state and local environmental laws, ordinances and regulations in the areas where we own or operate properties. We are not aware of any material contamination, which may have been caused by us or any of our tenants, that would have a material effect on our financial position, results of operation or cash flows.

As part of our risk management activities we have applied and been accepted into state sponsored environmental programs which will limit our expenses if contaminants need to be remediated. We also have an environmental insurance policy that covers us against third party liabilities and remediation costs.

While we believe that we do not have any material exposure to environmental remediation costs, we cannot give absolute assurance that changes in the law or new discoveries of contamination will not result in increased liabilities to us.

We are involved in various matters of litigation arising in the normal course of business. While we are unable to predict with certainty the amounts involved, our management and counsel are of the opinion that, when such litigation is resolved, our resulting liability, if any, will not have a material effect on our consolidated financial statements.

Table of Contents**Note 14. Identified Intangible Assets and Liabilities**

Identified intangible assets and liabilities associated with our property acquisitions are as follows (in thousands):

|   | December 31,<br>2006 | December 31,<br>2005 |
|---|----------------------|----------------------|
| <b>Identified Intangible Assets:</b>                                      |                      |                      |
| Above-Market Leases (included in Other Assets)                            | \$ 14,686            | \$ 12,838            |
| Above-Market Leases - Accumulated Amortization                            | (5,277)              | (3,393)              |
| Above-Market Assumed Mortgages (included in Other Assets)                 | 1,653                |                      |
| Valuation of In Place Lease (included in Unamortized Debt and Lease Cost) | 52,878               | 42,772               |
| Valuation of In Place Lease - Accumulated Amortization                    | (16,297)             | (10,822)             |
|   | \$ 47,643            | \$ 41,395            |
| <b>Identified Intangible Liabilities (included in Other Liabilities):</b> |                      |                      |
| Below-Market Leases   | \$ 24,602            | \$ 17,012            |
| Below-Market Leases - Accumulated Amortization                            | (6,569)              | (3,735)              |
| Below-Market Assumed Mortgages  | 59,863               | 60,792               |
| Below-Market Assumed Mortgages - Accumulated Amortization                 | (18,123)             | (12,143)             |
|   | \$ 59,773            | \$ 61,926            |

These identified intangible assets and liabilities are amortized over the terms of the acquired leases or the remaining lives of the assumed mortgages.

The net amortization of above-market and below-market leases increased Revenues-Rentals by \$1.3 million, \$3 million, and \$.04 million in 2006, 2005, and 2004, respectively. The estimated net amortization of these intangible assets and liabilities for each of the next five years is as follows (in thousands):

|      |          |
|------|----------|
| 2007 | \$ 1,649 |
| 2008 | 1,477    |
| 2009 | 1,389    |
| 2010 | 753      |
| 2011 | 364      |

The amortization of the in place lease intangible, which is recorded in Depreciation and Amortization, was \$7.6 million, \$6.2 million, and \$4.3 million in 2006, 2005, and 2004, respectively. The estimated amortization of this intangible asset for each of the next five years is as follows (in thousands):

|      |          |
|------|----------|
| 2007 | \$ 6,797 |
| 2008 | 6,021    |
| 2009 | 5,127    |
| 2010 | 4,293    |
| 2011 | 3,379    |

The amortization of above-market and below-market assumed mortgages decreased Interest Expense by \$7.3 million, \$6.9 million, and \$5.0 million in 2006, 2005, and 2004, respectively. The estimated amortization of these intangible assets and liabilities for each of the next five years is as follows (in thousands):

|      |          |
|------|----------|
| 2007 | \$ 6,774 |
| 2008 | 6,011    |
| 2009 | 4,671    |
| 2010 | 4,019    |
| 2011 | 2,722    |

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**Note 15. Fair Value of Financial Instruments**

The fair value of our financial instruments was determined using available market information and appropriate valuation methodologies as of December 31, 2006. Unless otherwise described below, all other financial instruments are carried at amounts which approximate their fair values.

Based on rates currently available to us for debt with similar terms and average maturities, fixed-rate debt with carrying values of \$2.8 billion and \$2.0 billion have fair values of approximately \$2.7 billion and \$2.1 billion at December 31, 2006 and 2005, respectively. The fair value of our variable-rate debt approximates its carrying values of \$115.4 million and \$313.8 million at year-end 2006 and 2005, respectively.

**Note 16. Share Options and Awards**

In 1988 we adopted a Share Option Plan that provided for the issuance of options and share awards up to a maximum of 1.6 million common shares. This plan expired in December 1997, but some awards made pursuant to it remain outstanding as of December 31, 2006.

In 1992 we adopted the Employee Share Option Plan that grants 100 share options to every employee, excluding officers, upon completion of each five-year interval of service. This plan expires in 2012 and provides options for a maximum of 225,000 common shares, of which .2 million is available for future grant of options or awards at December 31, 2006. Options granted under this plan are exercisable immediately.

In 1993 we adopted the Incentive Share Option Plan that provided for the issuance of up to 3.9 million common shares, either in the form of restricted shares or share options. This plan expired in 2002, but some awards made pursuant to it remain outstanding as of December 31, 2006. The share options granted to nonofficers vest over a three-year period beginning after the grant date, and for officers vest over a seven-year period beginning two years after the grant date. Restricted shares under this plan have multiple vesting periods. Prior to 2000, restricted shares generally vested over a ten-year period. Effective in 2000, the vesting period became five years. In addition, the vesting period for these restricted shares can be accelerated based on appreciation in the market share price. All restricted shares related to this plan vested prior to 2005.

In 2001 we adopted the Long-term Incentive Plan for the issuance of options and share awards. In 2006 the maximum number of common shares issuable under this plan was increased to 4.8 million common shares of beneficial interest, of which 2.6 million is available for the future grant of options or awards at December 31, 2006. This plan expires in 2011. The share options granted to nonofficers vest over a three-year period beginning after the grant date, and share options and restricted shares for officers vest over a five-year period after the grant date. Restricted shares granted to trust managers and retirement eligible employees are expensed immediately.

The grant price for the Employee Share Option Plan is equal to the quoted fair market value of our common shares on the date of grant. The grant price of the Long-term Incentive Plan is calculated as an average of the high and low of the quoted fair market value of our common shares on the date of grant. In both plans, these options expire upon termination of employment or ten years from the date of grant. In the Long-term Incentive Plan restricted shares for officers and trust managers are granted at no exercise price. Our policy is to recognize compensation expense for equity awards ratably over the vesting period, except for retirement eligible amounts. Compensation expense, net of forfeitures, associated with share options and restricted shares totaled \$4.9 million in 2006, \$1.7 million in 2005 and \$1.3 million in 2004, of which \$1.3 million in 2006 and \$.5 million in both 2005 and 2004 was capitalized.

The fair value of share options and restricted shares is estimated on the date of grant using the Black-Scholes option pricing method based on the expected weighted average assumptions in the following table. The dividend yield is an

average of the historical yields at each record date over the estimated expected life. We estimate volatility using our historical volatility data for a period of ten years, and the expected life is based on historical data from an option valuation model of employee exercises and terminations. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant. The fair value and weighted average assumptions are as follows:

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|                          | Year ended December 31, |         |         |
|--------------------------|-------------------------|---------|---------|
|                          | 2006                    | 2005    | 2004    |
| Fair value per share     | \$ 4.97                 | \$ 3.02 | \$ 2.72 |
| Dividend yield           | 5.7%                    | 6.3%    | 6.5%    |
| Expected volatility      | 18.2%                   | 16.8%   | 16.3%   |
| Expected life (in years) | 5.9                     | 6.7     | 6.9     |
| Risk-free interest rate  | 4.4%                    | 4.4%    | 4.1%    |

Following is a summary of the option activity for the three years ended December 31, 2006:

|                                | Shares Under Option | Weighted Average Exercise Price |
|--------------------------------|---------------------|---------------------------------|
| Outstanding, January 1, 2004   | 3,092,536           | \$ 22.01                        |
| Granted                        | 380,071             | 39.69                           |
| Forfeited or expired           | (13,000)            | 23.40                           |
| Exercised                      | (447,817)           | 18.42                           |
| Outstanding, December 31, 2004 | 3,011,790           | 24.77                           |
| Granted                        | 537,319             | 37.40                           |
| Forfeited or expired           | (30,797)            | 28.10                           |
| Exercised                      | (338,666)           | 19.17                           |
| Outstanding, December 31, 2005 | 3,179,646           | 27.47                           |
| Granted                        | 544,346             | 47.41                           |
| Forfeited or expired           | (65,996)            | 28.63                           |
| Exercised                      | (510,843)           | 20.73                           |
| Outstanding, December 31, 2006 | 3,147,153           | \$ 31.99                        |

The total intrinsic value of options exercised was \$10.3 million in 2006, \$6.4 million in 2005 and \$7.7 million in 2004. As of December 31, 2006, there was approximately \$4.9 million of total unrecognized compensation cost related to nonvested share options, which is expected to be amortized over a weighted average of 3.00 years.

The following table summarizes information about share options outstanding and exercisable at December 31, 2006:

| Range of Exercise Prices | Number    | Outstanding                                 |                                 |                                   | Number   | Exercisable                     |   |                                   |
|--------------------------|-----------|---|---------------------------------|-----------------------------------|----------|---------------------------------|---|-----------------------------------|
|                          |           | Weighted Average Remaining Contractual Life | Weighted Average Exercise Price | Aggregate Intrinsic Value (000's) |          | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life | Aggregate Intrinsic Value (000's) |
| \$17.89 - \$26.83        | 1,273,216 | 4.78 years                                  | \$ 21.72                        | 844,091                           | \$ 21.20 | 4.54 years                      |   |                                   |
| \$26.84 - \$40.26        | 1,333,391 | 7.98 years                                  | \$ 35.53                        | 600,580                           | \$ 34.21 | 7.60 years                      |   |                                   |

|                   |           |               |          |           |           |          |               |           |
|-------------------|-----------|---------------|----------|-----------|-----------|----------|---------------|-----------|
| \$40.27 - \$47.50 | 540,546   | 9.92<br>years | \$ 47.46 |           |           |          |               |           |
| Total             | 3,147,153 | 7.02<br>years | \$ 31.99 | \$ 44,438 | 1,444,671 | \$ 26.61 | 5.81<br>years | \$ 28,171 |

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A summary of the status of nonvested restricted shares for the year ended December 31, 2006 is as follows:

|                                | Nonvested<br>Restricted<br>Shares | Weighted<br>Average Grant<br>Date Fair Value |
|--------------------------------|-----------------------------------|--|
| Outstanding, January 1, 2006   | 142,268                           | 36.32  |
| Granted                        | 83,057                            | 46.34  |
| Vested                         | (50,029)                          | 37.56  |
| Forfeited                      | (3,041)                           | 36.24  |
| Outstanding, December 31, 2006 | 172,255                           | \$ 40.80                                     |

As of December 31, 2006, there was approximately \$6.1 million of total unrecognized compensation cost related to nonvested restricted shares, which is expected to be amortized over a weighted average of 3.66 years.

**Note 17. Employee Benefit Plans**

We have a Savings and Investment Plan pursuant to which eligible employees may elect to contribute from 1% of their salaries to the maximum amount established annually by the Internal Revenue Service. Employee contributions are matched by us at the rate of \$.50 per \$1.00 for the first 6% of the employee's salary. The employees vest in the employer contributions ratably over a six-year period. Compensation expense related to the plan was \$.8 million in 2006, \$.7 million in 2005 and \$.6 million in 2004.

We also have an Employee Share Purchase Plan under which .6 million of our common shares have been authorized. These shares, as well as common shares purchased by us on the open market, are made available for sale to employees at a discount of 15%. Shares purchased by the employee under the plan are restricted from being sold for two years from the date of purchase or until termination of employment. A total of 24,181, 22,717 and 20,671 shares were purchased by employees at an average price of \$35.38, \$30.89 and \$28.27 during 2006, 2005 and 2004, respectively.

Effective April 1, 2002, we converted a noncontributory pension plan to a noncontributory cash balance retirement plan ("Retirement Plan") under which each participant received an actuarially determined opening balance. Annual additions to each participant's account include a service credit ranging from 3-5% of compensation, depending on years of service, and an interest credit based on the ten-year US Treasury Bill rate. Vesting generally occurs after five years of service. Certain participants were grandfathered under the prior pension plan formula. In addition to the plan described above, effective September 1, 2002, we established a separate and independent nonqualified supplemental retirement plan ("SRP") for officers, the assets of which are held in a grantor trust. This unfunded plan provides benefits in excess of the statutory limits of our noncontributory cash balance retirement plan.

At December 31, 2006, we adopted SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans." As a result of the adoption we recognized additional minimum liability directly to accumulated other comprehensive income of \$803 thousand.

The estimated net loss, prior service cost, and transition obligation that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are \$307 thousand, (\$117) thousand and zero, respectively.

The following tables summarize changes in the benefit obligation, the plan assets and the funded status of our pension plans as well as the components of net periodic benefit costs, including key assumptions. The measurement dates for plan assets and obligations were December 31, 2006 and 2005.



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|   | Fiscal Year End |           |
|---|-----------------|-----------|
|   | 2006            | 2005      |
| <b>Change in Projected Benefit Obligation:</b>                                |                 |           |
| Benefit obligation at beginning of year                                       | \$ 32,456       | \$ 27,207 |
| Service cost  | 3,090           | 2,641     |
| Interest cost   | 2,309           | 1,724     |
| Plan amendments   | 63              |           |
| Actuarial losses  | 1,882           | 1,539     |
| Benefit payments  | (803)           | (655)     |
| Benefit obligation at end of year   | \$ 38,997       | \$ 32,456 |
| <b>Change in Plan Assets:</b>   |                 |           |
| Fair value of plan assets at beginning of year                                | \$ 15,213       | \$ 13,019 |
| Actual return on plan assets  | 1,901           | 1,014     |
| Employer contributions  | 1,622           | 1,835     |
| Benefit payments  | (803)           | (655)     |
| Fair value of plan assets at end of year                                      | \$ 17,933       | \$ 15,213 |
| <b>Unfunded Status at End of Year:</b>  |                 |           |
| Unrecognized actuarial loss   |                 | (4,607)   |
| Unrecognized prior service credit   |                 | 895       |
| Pension liability   |                 | \$ 13,531 |
| <b>Amounts recognized in the balance sheets:</b>                              |                 |           |
| Pension liabilities - SRP   | \$ 16,262       | \$ 16,438 |
| Other   | (58)            |           |
| Accumulated other comprehensive loss - Retirement Plan                        | 4,860           | 2,907     |
| Net amounts recognized  | \$ 21,064       | \$ 13,531 |
| Accumulated benefit obligation  | \$ 38,194       | \$ 31,653 |
| <b>Amounts recognized in accumulated other comprehensive loss consist of:</b> |                 |           |
| Net loss  | \$ 5,565        | N/A       |
| Prior service credit  | (704)           | N/A       |
| Total amount recognized   | \$ 4,861        | N/A       |

|  | Before<br>Application of<br>SFAS No. 158 | Adjustments | After Application<br>of SFAS No. 158 |
|--|--|-------------|--------------------------------------|
| Liability for pension benefits (included in Other Liabilities) | \$ 3,999                                 | \$ 803      | \$ 4,802                             |
| Total liabilities  | 3,161,276                                | 803         | 3,162,079                            |
| Accumulated other comprehensive loss                           | 11,697                                   | 803         | 12,500                               |
| Total shareholders' equity                                     | 1,126,584                                | 803         | 1,125,781                            |



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Both of our pension plans are under funded. The following is the required information for plans with an accumulated benefit obligation in excess of plan assets at each year end:

|                                | 2006      | 2005      |
|--------------------------------|-----------|-----------|
| Projected benefit obligation   | \$ 38,997 | \$ 32,456 |
| Accumulated benefit obligation | 38,194    | 31,653    |
| Fair value of plan assets      | 17,933    | 15,213    |

The components of net periodic benefit cost for both plans are as follows (in thousands):

|                                | 2006     | 2005     | 2004     |
|--------------------------------|----------|----------|----------|
| Service cost                   | \$ 3,090 | \$ 2,641 | \$ 2,004 |
| Interest cost                  | 2,309    | 1,724    | 1,756    |
| Expected return on plan assets | (1,385)  | (1,192)  | (1,028)  |
| Prior service cost             | (128)    | (128)    | (128)    |
| Recognized loss                | 407      | 159      | 110      |
| Total                          | \$ 4,293 | \$ 3,204 | \$ 2,714 |

The assumptions used to develop periodic expense for both plans are shown below:

|  | 2006  | 2005  | 2004  |
|--|-------|-------|-------|
| Discount rate                            | 5.75% | 6.00% | 6.25% |
| Salary scale increases - Retirement Plan | 4.00% | 4.00% | 4.00% |
| Salary scale increases - SRP             | 5.00% | 5.00% | 5.00% |
| Long-term rate of return on assets       | 8.50% | 8.50% | 8.75% |

The selection of the discount rate follows the guidance provided in SFAS No. 87, "Employers' Accounting for Pensions." The selection of the discount rate is made annually after comparison to yields based on high quality fixed-income investments. The salary scale is the composite rate which reflects anticipated inflation, merit increases, and promotions for the group of covered participants. The long-term rate of return is a composite rate for the trust. It is derived as the sum of the percentages invested in each principal asset class included in the portfolio multiplied by their respective expected rates of return. We considered the historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio. This analysis resulted in the selection of 8.50% as the long-term rate of return assumption for 2006.

The assumptions used to develop the actuarial present value of the benefit obligations at year-end for both plans are shown below:

|  | 2006  | 2005  | 2004  |
|--|-------|-------|-------|
| Discount rate                            | 5.75% | 5.75% | 6.00% |
| Salary scale increases - Retirement Plan | 4.00% | 4.00% | 4.00% |
| Salary scale increases - SRP             | 5.00% | 5.00% | 5.00% |

The expected contribution to be paid for both plans by us during 2007 is approximately \$4.5 million, of which \$2.0 million relates to the Retirement Plan. The expected benefit payments for the next ten years for both plans are as

follows, in millions: \$.8 in 2007; \$7.9 in 2008; \$.8 in 2009; \$.9 in 2010, \$1.0 in 2011; and \$9.1 in 2012 through 2016.

The measurement dates of both plans were December 31, 2006 and December 31, 2005. The participant data used in determining the liabilities and costs was collected as of January 1, 2006.

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The allocation of the fair value of plan assets as provided by the plan trustee was as follows (in thousands):

|                                 | December 31, |             |
|---------------------------------|--------------|-------------|
|                                 | 2006         | 2005        |
| Cash and short-term investments | 3%           | 3%          |
| Mutual funds - equity           | 69%          | 71%         |
| Mutual funds - fixed income     | 28%          | 26%         |
| <b>Total</b>                    | <b>100%</b>  | <b>100%</b> |

Our investment policy and strategy for plan assets require that plan assets be allocated based on a "Broad Market Diversification" model. Approximately 70% of plan assets are allocated to equity investments and 30% to fixed income investments. On a quarterly basis, the plan assets are reviewed in an effort to maintain this asset allocation. Selected investment funds are monitored as reasonably necessary to permit our Investment Committee to evaluate any material changes to the investment fund's performance.

We also have a deferred compensation plan for eligible employees allowing them to defer portions of their current cash or share-based compensation. Amounts deferred are reported as compensation expense in the year service is rendered and are deposited in a grantor trust. Cash deferrals are invested based on the employee's investment selections from a mix of assets similar to the noncontributory cash balance retirement plan. Deferred share-based compensation can not be diversified, and distributions from this plan are made in the same form as the original deferral.

**Note 18. Segment Information**

The operating segments presented are the segments for which separate financial information is available, and operating performance is evaluated regularly by senior management in deciding how to allocate resources and in assessing performance. We evaluate the performance of the operating segments based on net operating income that is defined as total revenues less operating expenses and ad valorem taxes. Management does not consider the effect of gains or losses from the sale of property in evaluating ongoing operating performance.

The shopping center segment is engaged in the acquisition, development and management of real estate, primarily anchored neighborhood and community shopping centers located in Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Kansas, Kentucky, Louisiana, Maine, Missouri, Nevada, New Mexico, North Carolina, Oklahoma, Oregon, South Carolina, Tennessee, Texas, Utah and Washington. The customer base includes supermarkets, discount retailers, drugstores and other retailers who generally sell basic necessity-type commodities. The industrial segment is engaged in the acquisition, development and management of bulk warehouses and office/service centers. Its properties are located in California, Florida, Georgia, Tennessee and Texas, and the customer base is diverse. Included in "Other" are corporate-related items, insignificant operations and costs that are not allocated to the reportable segments.

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Information concerning our reportable segments is as follows (in thousands):

|   | <b>Shopping<br/>Center</b> | <b>Industrial</b> | <b>Other</b> | <b>Total</b> |
|---|----------------------------|-------------------|--------------|--------------|
| <b>2006</b>                               |                            |                   |              |              |
| Revenues                                  | \$ 503,655                 | \$ 55,037         | \$ 2,688     | \$ 561,380   |
| Net operating income (loss)               | 366,426                    | 38,409            | (405)        | 404,430      |
| Equity in earnings of joint ventures, net | 13,713                     | 377               | 565          | 14,655       |
| Investment in real estate joint ventures  | 174,587                    | 25,156            | 4,096        | 203,839      |
| Total assets                              | 3,517,733                  | 324,343           | 533,464      | 4,375,540    |
| Capital expenditures                      | 920,017                    | 96,504            | 5,582        | 1,022,103    |
| <b>2005</b>                               |                            |                   |              |              |
| Revenues                                  | \$ 460,661                 | \$ 47,604         | \$ 2,136     | \$ 510,401   |
| Net operating income                      | 339,661                    | 34,302            | 885          | 374,848      |
| Equity in earnings of joint ventures, net | 6,533                      | 87                | (10)         | 6,610        |
| Investment in real estate joint ventures  | 82,092                     | 480               | 1,776        | 84,348       |
| Total assets                              | 3,035,964                  | 355,848           | 345,929      | 3,737,741    |
| Capital expenditures                      | 339,328                    | 89,066            | 646          | 429,040      |
| <b>2004</b>                               |                            |                   |              |              |
| Revenues                                  | \$ 415,595                 | \$ 43,869         | \$ 1,450     | \$ 460,914   |
| Net operating income                      | 305,556                    | 31,413            | 439          | 337,408      |
| Equity in earnings of joint ventures, net | 5,441                      | 96                | (153)        | 5,384        |
| Investment in real estate joint ventures  | 46,861                     | 539               | 982          | 48,382       |
| Total assets                              | 2,897,772                  | 288,480           | 284,066      | 3,470,318    |
| Capital expenditures                      | 579,912                    | 12,089            | 2,793        | 594,794      |

Net operating income reconciles to Income from Continuing Operations as shown on the Statements of Consolidated Income and Comprehensive Income as follows (in thousands):

|   | <b>2006</b> | <b>2005</b> | <b>2004</b> |
|---|-------------|-------------|-------------|
| Total segment net operating income          | \$ 404,430  | \$ 374,848  | \$ 337,408  |
| Depreciation and amortization               | (127,613)   | (117,062)   | (103,870)   |
| General and administrative                  | (23,801)    | (17,379)    | (16,122)    |
| Impairment loss                             |             |             | (3,550)     |
| Interest expense                            | (146,943)   | (130,761)   | (117,096)   |
| Interest and other income                   | 9,045       | 2,867       | 1,390       |
| Loss on redemption of preferred shares      |             |             | (3,566)     |
| Income allocated to minority interests      | (6,414)     | (6,060)     | (4,928)     |
| Equity in earnings of joint ventures, net   | 14,655      | 6,610       | 5,384       |
| Gain on land and merchant development sales | 7,166       | 804         |             |
| Gain on sale of properties                  | 22,467      | 22,306      | 1,562       |
| Provision for income taxes                  | (1,366)     |             |             |
| Income from Continuing Operations           | \$ 151,626  | \$ 136,173  | \$ 96,612   |



Table of Contents**Note 19. Quarterly Financial Data (Unaudited)**

Summarized quarterly financial data is as follows (in thousands):

|   | <b>First</b> | <b>Second</b> | <b>Third</b> | <b>Fourth</b> |
|---|--------------|---------------|--------------|---------------|
| <b>2006:</b>                                |              |               |              |               |
| Revenues                                    | \$ 135,479   | \$ 136,963    | \$ 147,150   | \$ 150,833    |
| Net income available to common shareholders | 52,084       | 87,741 (1)    | 103,223 (1)  | 51,861        |
| Net income per common share - basic         | 0.58         | 0.98 (1)      | 1.19 (1)     | 0.61          |
| Net income per common share - diluted       | 0.57         | 0.95 (1)      | 1.15 (1)     | 0.59          |
| <b>2005:</b>                                |              |               |              |               |
| Revenues                                    | \$ 123,270   | \$ 127,614    | \$ 131,307   | \$ 131,077    |
| Net income available to common shareholders | 34,037       | 67,679 (1)    | 58,958 (1)   | 48,878        |
| Net income per common share - basic         | 0.38         | 0.76 (1)      | 0.66 (1)     | 0.55          |
| Net income per common share - diluted       | 0.38         | 0.74 (1)      | 0.65 (1)     | 0.54          |

(1) The quarter results include gains on the sale of properties.

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**ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable

**ITEM 9A. Controls and Procedures**

Under the supervision and with the participation of our principal executive officer and principal financial officer, management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) as of December 31, 2006. Based on that evaluation, our principal executive officer and our principal financial officer have concluded that our disclosure controls and procedures were effective as of December 31, 2006.

There has been no change to our internal control over financial reporting during the quarter ended December 31, 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Weingarten Realty Investors and subsidiaries ("WRI") maintain a system of internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act, which is a process designed under the supervision of the WRI's principal executive officer and principal financial officer and effected by WRI's board of trust managers, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

WRI's internal control over financial reporting includes those policies and procedures that:

§ Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of WRI's assets;

§ Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of WRI are being made only in accordance with authorizations of management and trust managers of WRI; and

§ Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of WRI's assets that could have a material effect on the financial statements.

WRI's management has responsibility for establishing and maintaining adequate internal control over financial reporting for WRI. Management, with the participation of WRI's Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of WRI's internal control over financial reporting as of December 31, 2006 based on the framework in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on their evaluation of WRI's internal control over financial reporting, WRI's management along with the Chief Executive and Chief Financial Officers believe that the WRI's internal control over financial reporting is effective as of December 31, 2006.

Deloitte & Touche LLP, WRI's independent registered public accounting firm that audited the financial statements and financial statement schedules included in this Form 10-K, has issued an attestation report on management's assessment of WRI's internal control over financial reporting.

March 1, 2007

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Trust Managers and Shareholders of Weingarten Realty Investors

We have audited management's assessment, included in the accompanying Management's Report on Internal Control over Financial Reporting, that Weingarten Realty Investors and subsidiaries (the "Company") maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors (or trust managers), management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors (or trust managers) of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2006 of the Company and our report dated March 1, 2007 expressed an unqualified opinion on those financial

statements and financial statement schedules.

DELOITTE & TOUCHE LLP

Houston, Texas

March 1, 2007

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**ITEM 9B. Other Information**

Not applicable.

**PART III**

**ITEM 10. Trust Managers and Executive Officers of the Registrant**

Information with respect to our trust managers and executive officers is incorporated herein by reference to the "Election of Trust Managers" and "Executive Officers" sections of our definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 3, 2007.

**Code of Ethics**

We have adopted a code of business and ethics for trust managers, officers and employees, known as the Code of Conduct and Ethics. The Code of Conduct and Ethics is available on our website at [www.weingarten.com](http://www.weingarten.com). Shareholders may request a free copy of the Code of Conduct and Ethics from:

Weingarten Realty Investors  
Attention: Investor Relations  
2600 Citadel Plaza Drive, Suite 300  
Houston, Texas 77008  
(713) 866-6000  
[www.weingarten.com](http://www.weingarten.com)

We have also adopted a Code of Conduct for Financial Managers setting forth a code of ethics applicable to our principal executive officer, principal financial officer and financial managers, which is available on our website at [www.weingarten.com](http://www.weingarten.com). Shareholders may request a free copy of the Code of Conduct for Financial Managers from the address and phone number set forth above.

**Governance Guidelines**

We have adopted Trust Managers Governance Guidelines, which are available on our website at [www.weingarten.com](http://www.weingarten.com). Shareholders may request a free copy of the Trust Managers Governance Guidelines from the address and phone number set forth above under "—Code of Ethics."

**ITEM 11. Executive Compensation**

Incorporated herein by reference to the "Executive Compensation" section of our definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 3, 2007.



Table of Contents**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters**

Incorporated herein by reference to the "Share Ownership of Certain Beneficial Owners" section of our definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 3, 2007.

The following table summarizes the equity compensation plans under which our common shares may be issued as of December 31, 2006:

| Plan category  | Number of shares to be issued upon exercise of outstanding options, warrants and rights | Weighted average exercise price of outstanding options, warrants and rights | Number of shares remaining available for future issuance |
|--|---|---|--|
| Equity compensation plans approved by shareholders     | 3,147,153   | \$ 31.99  | 2,756,937  |
| Equity compensation plans not approved by shareholders |   |   |  |
| Total  | 3,147,153   | \$ 31.99  | 2,756,937  |

**ITEM 13. Certain Relationships, Related Transactions and Director Independence**

Incorporated herein by reference to the "Compensation Committee Interlocks and Insider Participation" section of our definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 3, 2007.

**ITEM 14. Principal Accountant Fees and Services**

Incorporated herein by reference to the "Principal Accounting Firm Fees" within Proposal Two of our definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 3, 2007.

Table of Contents**PART IV****ITEM 15. Exhibits and Financial Statement Schedules**

|            |   |             |
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| <b>(a)</b> | <b>Financial Statements and Financial Statement Schedules:</b>  | <b>Page</b> |
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| (1) (A)    | <u>Independent Registered Public Accounting Firm's Report</u>   | 45          |
| (B)        | Financial Statements  |             |
|            | (i) <u>Statements of Consolidated Income and Comprehensive Income for the year ended December 31, 2006, 2005 and 2004</u> | 46          |
|            | (ii) <u>Consolidated Balance Sheets as of December 31, 2006 and 2005</u>  | 47          |
|            | (iii) <u>Statements of Consolidated Cash Flows for the year ended December 31, 2006, 2005 and 2004</u>                    | 48          |
|            | (iv) <u>Statements of Consolidated Shareholders' Equity for the year ended December 31, 2006, 2005 and 2004</u>           | 49          |
|            | (v) <u>Notes to Consolidated Financial Statements</u>   | 50          |
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|            |   |             |
|            | <b>Schedule</b>   |             |
|            |   |             |
|            | II <u>Valuation and Qualifying Accounts</u>   | 86          |
|            | III <u>Real Estate and Accumulated Depreciation</u>   | 87          |
|            | IV <u>Mortgage Loans on Real Estate</u>   | 89          |

All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule or because the information required is included in the consolidated financial statements and notes hereto.

|            |  |  |
|------------|--|--|
| <b>(b)</b> | <b>Exhibits:</b>   |  |
| 3.1        | — Restated Declaration of Trust (filed as Exhibit 3.1 to WRI's Registration Statement on Form 8-A dated January 19, 1999 and incorporated herein by reference).  |  |
| 3.2        | — Amendment of the Restated Declaration of Trust (filed as Exhibit 3.2 to WRI's Registration Statement on Form 8-A dated January 19, 1999 and incorporated herein by reference).                                   |  |
| 3.3        | — Second Amendment of the Restated Declaration of Trust (filed as Exhibit 3.3 to WRI's Registration Statement on Form 8-A dated January 19, 1999 and incorporated herein by reference).                            |  |
| 3.4        | — Third Amendment of the Restated Declaration of Trust (filed as Exhibit 3.4 to WRI's Registration Statement on Form 8-A dated January 19, 1999 and incorporated herein by reference).                             |  |
| 3.5        | — Fourth Amendment of the Restated Declaration of Trust dated April 28, 1999 (filed as Exhibit 3.5 to WRI's Annual Report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference). |  |
| 3.6        | — Fifth Amendment of the Restated Declaration of Trust dated April 20, 2001 (filed as Exhibit 3.6 to WRI's Annual Report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference).  |  |

- 3.7 — Amended and Restated Bylaws of WRI (filed as Exhibit 99.2 to WRI's Registration Statement on Form 8-A dated February 23, 1998 and incorporated herein by reference).
- 4.1 — Subordinated Indenture dated as of May 1, 1995 between WRI and Chase Bank of Texas, National Association (formerly, Texas Commerce Bank National Association) (filed as Exhibit 4(a) to WRI's Registration Statement on Form S-3 (No. 33-57659) and incorporated herein by reference).
- 4.2 — Subordinated Indenture dated as of May 1, 1995 between WRI and Chase Bank of Texas, National Association (formerly, Texas Commerce Bank National Association) (filed as Exhibit 4(b) to WRI's Registration Statement on Form S-3 (No. 33-57659) and incorporated herein by reference).
- 4.3 — Form of Fixed Rate Senior Medium Term Note (filed as Exhibit 4.19 to WRI's Annual Report on Form 10-K for the year ended December 31, 1998 and incorporated herein by reference).
- 4.4 — Form of Floating Rate Senior Medium Term Note (filed as Exhibit 4.20 to WRI's Annual Report on Form 10-K for the year ended December 31, 1998 and incorporated herein by reference).

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- 4.5 —Form of Fixed Rate Subordinated Medium Term Note (filed as Exhibit 4.21 to WRI’s Annual Report on Form 10-K for the year ended December 31, 1998 and incorporated herein by reference).
- 4.6 —Form of Floating Rate Subordinated Medium Term Note (filed as Exhibit 4.22 to WRI’s Annual Report on Form 10-K for the year ended December 31, 1998 and incorporated herein by reference).
- 4.7 —Statement of Designation of 6.75% Series D Cumulative Redeemable Preferred Shares (filed as Exhibit 3.1 to WRI’s Registration Statement on Form 8-A dated April 17, 2003 and incorporated herein by reference).
- 4.8 —Statement of Designation of 6.95% Series E Cumulative Redeemable Preferred Shares (filed as Exhibit 3.1 to WRI’s Registration Statement on Form 8-A dated July 8, 2004 and incorporated herein by reference).
- 4.9 —Statement of Designation of 6.50% Series F Cumulative Redeemable Preferred Shares (filed as Exhibit 3.1 to WRI’s Registration Statement on Form 8-A dated January 29, 2007 and incorporated herein by reference).
- 4.10 —6.75% Series D Cumulative Redeemable Preferred Share Certificate (filed as Exhibit 4.2 to WRI’s Registration Statement on Form 8-A dated April 17, 2003 and incorporated herein by reference).
- 4.11 —6.95% Series E Cumulative Redeemable Preferred Share Certificate (filed as Exhibit 4.2 to WRI’s Registration Statement on Form 8-A dated July 8, 2004 and incorporated herein by reference).
- 4.12 —6.50% Series F Cumulative Redeemable Preferred Share Certificate (filed as Exhibit 4.2 to WRI’s Registration Statement on Form 8-A dated January 29, 2007 and incorporated herein by reference).
- 4.13 —Form of Receipt for Depositary Shares, each representing 1/30 of a share of 6.75% Series D Cumulative Redeemable Preferred Shares, par value \$.03 per share (filed as Exhibit 4.3 to WRI’s Registration Statement on Form 8-A dated April 17, 2003 and incorporated herein by reference).
- 4.14 —Form of Receipt for Depositary Shares, each representing 1/100 of a share of 6.95% Series E Cumulative Redeemable Preferred Shares, par value \$.03 per share (filed as Exhibit 4.3 to WRI’s Registration Statement on Form 8-A dated July 8, 2004 and incorporated herein by reference).
- 4.15 —Form of Receipt for Depositary Shares, each representing 1/100 of a share of 6.50% Series F Cumulative Redeemable Preferred Shares, par value \$.03 per share (filed as Exhibit 4.3 to WRI’s Registration Statement on Form 8-A dated January 29, 2007 and incorporated herein by reference).
- 4.16 —Form of 7% Notes due 2011 (filed as Exhibit 4.17 to WRI’s Annual Report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference).
- 4.17 —Form of 3.95% Convertible Senior Notes due 2026 (filed as Exhibit 4.2 to WRI’s Form 8-K on August 2, 2006 and incorporated herein by reference).
- 10.1† —1988 Share Option Plan of WRI, as amended (filed as Exhibit 10.1 to WRI’s Annual Report on Form 10-K for the year ended December 31, 1990 and incorporated herein by reference).
- 10.2† —The Savings and Investment Plan for Employees of Weingarten Realty Investors dated December 17, 2003 (filed as Exhibit 10.34 on WRI’s Annual Report on Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
- 10.3† —The Savings and Investment Plan for Employees of WRI, as amended (filed as Exhibit 4.1 to WRI’s Registration Statement on Form S-8 (No. 33-25581) and incorporated herein by reference).
- 10.4† —First Amendment to the Savings and Investment Plan for Employees of Weingarten Realty Investors dated August 1, 2005 (filed as Exhibit 10.25 on WRI’s Form 10-Q for the quarter ended September 30, 2005 and

incorporated herein by reference).

10.5† —The Fifth Amendment to Savings and Investment Plan for Employees of WRI (filed as Exhibit 4.1.1 to WRI's Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 33-25581) and incorporated herein by reference).

10.6† —Mandatory Distribution Amendment for the Savings and Investment Plan for Employees of Weingarten Realty Investors dated August 1, 2005 (filed as Exhibit 10.26 on WRI's Form 10-Q for the quarter ended September 30, 2005 and incorporated herein by reference).

10.7† —The 1993 Incentive Share Plan of WRI (filed as Exhibit 4.1 to WRI's Registration Statement on Form S-8 (No. 33-52473) and incorporated herein by reference).

10.8† —1999 WRI Employee Share Purchase Plan (filed as Exhibit 10.6 to WRI's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).

10.9† —2001 Long Term Incentive Plan (filed as Exhibit 10.7 to WRI's Annual Report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference).

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- 10.10 —Master Promissory Note in the amount of \$20,000,000 between WRI, as payee, and Chase Bank of Texas, National Association (formerly, Texas Commerce Bank National Association), as maker, effective December 30, 1998 (filed as Exhibit 4.15 to WRI’s Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).
- 10.11†—Weingarten Realty Retirement Plan restated effective April 1, 2002 (filed as Exhibit 10.29 on WRI’s Annual Report on Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
- 10.12†—First Amendment to the Weingarten Realty Retirement Plan, dated December 31, 2003 (filed as Exhibit 10.33 on WRI’s Annual Report on Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
- 10.13†—First Amendment to the Weingarten Realty Pension Plan, dated August 1, 2005 (filed as Exhibit 10.27 on WRI’s Form 10-Q for the quarter ended September 30, 2005 and incorporated herein by reference).
- 10.14†—Mandatory Distribution Amendment for the Weingarten Realty Retirement Plan dated August 1, 2005 (filed as Exhibit 10.28 on WRI’s Form 10-Q for the quarter ended September 30, 2005 and incorporated herein by reference).
- 10.15†—Weingarten Realty Investors Supplemental Executive Retirement Plan amended and restated effective September 1, 2002 (filed as Exhibit 10.10 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.16†—First Amendment to the Weingarten Realty Investors Supplemental Executive Retirement Plan amended on November 3, 2003 (filed as Exhibit 10.11 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.17†—Second Amendment to the Weingarten Realty Investors Supplemental Executive Retirement Plan amended October 22, 2004 (filed as Exhibit 10.12 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.18†—Third Amendment to the Weingarten Realty Investors Supplemental Executive Retirement Plan amended October 22, 2004 (filed as Exhibit 10.13 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.19†—Weingarten Realty Investors Retirement Benefit Restoration Plan adopted effective September 1, 2002 (filed as Exhibit 10.14 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.20†—First Amendment to the Weingarten Realty Investors Retirement Benefit Restoration Plan amended on November 3, 2003 (filed as Exhibit 10.15 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.21†—Second Amendment to the Weingarten Realty Investors Retirement Benefit Restoration Plan amended October 22, 2004 (filed as Exhibit 10.16 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.22†—Third Amendment to the Weingarten Realty Pension Plan dated December 23, 2005 (filed as Exhibit 10.30 on WRI’s Annual Report on Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
- 10.23†—Weingarten Realty Investors Deferred Compensation Plan amended and restated as a separate and independent plan effective September 1, 2002 (filed as Exhibit 10.17 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.24†—Supplement to the Weingarten Realty Investors Deferred Compensation Plan amended on April 25, 2003 (filed as Exhibit 10.18 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.25†—

First Amendment to the Weingarten Realty Investors Deferred Compensation Plan amended on November 3, 2003 (filed as Exhibit 10.19 on WRI's Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).

10.26†—Second Amendment to the Weingarten Realty Investors Deferred Compensation Plan, as amended, dated October 13, 2005 (filed as Exhibit 10.29 on WRI's Form 10-Q for the quarter ended September 30, 2005 and incorporated herein by reference).

10.27†—Trust Under the Weingarten Realty Investors Deferred Compensation Plan amended and restated effective October 21, 2003 (filed as Exhibit 10.21 on WRI's Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).

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- 10.28†—Fourth Amendment to the Weingarten Realty Investors Deferred Compensation Plan, dated December 23, 2005 (filed as Exhibit 10.31 on WRI’s Annual Report on Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
- 10.29†—Trust Under the Weingarten Realty Investors Retirement Benefit Restoration Plan amended and restated effective October 21, 2003 (filed as Exhibit 10.22 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.30†—Trust Under the Weingarten Realty Investors Supplemental Executive Retirement Plan amended and restated effective October 21, 2003 (filed as Exhibit 10.23 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.31†—First Amendment to the Trust Under the Weingarten Realty Investors Deferred Compensation Plan, Supplemental Executive Retirement Plan, and Retirement Benefit Restoration Plan amended on March 16, 2004 (filed as Exhibit 10.24 on WRI’s Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference).
- 10.32†—Third Amendment to the Weingarten Realty Investors Deferred Compensation Plan dated August 1, 2005 (filed as Exhibit 10.30 on WRI’s Form 10-Q for the quarter ended September 30, 2005 and incorporated herein by reference).
- 10.33 —Amended and Restated Credit Agreement dated February 22, 2006 among Weingarten Realty Investors, the Lenders Party Hereto and JPMorgan Chase Bank, N.A., as Administrative Agent (filed as Exhibit 10.32 on WRI’s Form 10-K for the year ended December 31, 2005 and incorporated by reference).
- 10.34†—Fifth Amendment to the Weingarten Realty Investors Deferred Compensation Plan (filed as Exhibit 10.34 to WRI’s Form 10-Q for quarter ended June 30, 2006 and incorporated herein by reference).
- 10.35†—Restatement of the Weingarten Realty Investors Supplemental Executive Retirement Plan dated August 4, 2006 (filed as Exhibit 10.35 to WRI’s Form 10-Q for the quarter ended September 31, 2006 and incorporated herein by reference).
- 10.36†—Restatement of the Weingarten Realty Investors Deferred Compensation Plan dated August 4, 2006 (filed as Exhibit 10.36 to WRI’s Form 10-Q for the quarter ended September 31, 2006 and incorporated herein by reference).
- 10.37†—Restatement of the Weingarten Realty Investors Retirement Benefit Restoration Plan dated August 4, 2006 (filed as Exhibit 10.37 to WRI’s Form 10-Q for the quarter ended September 31, 2006 and incorporated herein by reference).
- 10.38†\*—Amendment No. 1 to the Weingarten Realty Investors Supplemental Executive Retirement Plan dated December 15, 2006.
- 10.39†\*—Amendment No. 1 to the Weingarten Realty Investors Retirement Benefit Restoration Plan dated December 15, 2006.
- 10.40†\*—Amendment No. 1 to the Weingarten Realty Investors Deferred Compensation Plan dated December 15, 2006.
- 10.41†\*—Final 401(k)/401(m) Regulations Amendment dated December 15, 2006.
- 12.1\* —Computation of Fixed Charges Ratios.
- 14.1 —Code of Ethical Conduct for Senior Financial Officers - Andrew M. Alexander (filed as Exhibit 14.1 to WRI’s Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference).
- 14.2 —Code of Ethical Conduct for Senior Financial Officers - Stephen C. Richter (filed as Exhibit 14.2 to WRI’s Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference).
- 14.3 —Code of Ethical Conduct for Senior Financial Officers - Joe D. Shafer (filed as Exhibit 14.3 to WRI’s Annual Report on Form 10-K for the year ended December 31, 2003 and



incorporated herein by reference).

21.1\* —Subsidiaries of the Registrant.

23.1\* —Consent of Deloitte & Touche LLP.

24.1\* —Power of Attorney (included on first signature page).

31.1\* —Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).

31.2\* —Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).

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32.1\*\*—Certification pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).

32.2\*\*—Certification pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).

- 
- \* Filed with this report.
- \*\* Furnished with this report.
- † Management contract or compensation plan or arrangement.

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**SIGNATURES**

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

WEINGARTEN REALTY INVESTORS

By: /s/ Andrew M. Alexander  
 Andrew M. Alexander  
 Chief Executive Officer

Date: March 1, 2007

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of Weingarten Realty Investors, a real estate investment trust organized under the Texas Real Estate Investment Trust Act, and the undersigned trust managers and officers of Weingarten Realty Investors hereby constitutes and appoints Andrew M. Alexander, Stanford Alexander, Martin Debrovner, Stephen C. Richter and Joe D. Shafer or any one of them, its or his true and lawful attorney-in-fact and agent, for it or him and in its or his name, place and stead, in any and all capacities, with full power to act alone, to sign any and all amendments to this Report, and to file each such amendment to the Report, with all exhibits thereto, and any and all other documents in connection therewith, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact and agent full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises as fully to all intents and purposes as it or he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

| Signature  | Title   | Date          |
|--|---|---------------|
| By: /s/ Stanford Alexander<br>Stanford Alexander     | Chairman<br>and Trust Manager                           | March 1, 2007 |
| By: /s/ Andrew M. Alexander<br>Andrew M. Alexander   | Chief Executive Officer,<br>President and Trust Manager | March 1, 2007 |
| By: /s/ James W. Crownover<br>James W. Crownover     | Trust Manager   | March 1, 2007 |
| By: /s/ Robert J. Cruikshank<br>Robert J. Cruikshank | Trust Manager   | March 1, 2007 |
| By: /s/ Martin Debrovner                             | Vice Chairman   | March 1, 2007 |

Martin Debrovner

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|  |   |               |
|--|---|---------------|
| By: /s/ Melvin Dow<br>Melvin Dow                     | Trust Manager   | March 1, 2007 |
| By: /s/ Stephen A. Lasher<br>Stephen A. Lasher       | Trust Manager   | March 1, 2007 |
| By: /s/ Stephen C. Richter<br>Stephen C. Richter     | Executive Vice President and<br>Chief Financial Officer                   | March 1, 2007 |
| By: /s/ Douglas W. Schnitzer<br>Douglas W. Schnitzer | Trust Manager   | March 1, 2007 |
| By: /s/ Marc J. Shapiro<br>Marc J. Shapiro           | Trust Manager   | March 1, 2007 |
| By: /s/ Joe D. Shafer<br>Joe D. Shafer               | Vice President/Chief Accounting Officer<br>(Principal Accounting Officer) | March 1, 2007 |

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## Schedule II

**WEINGARTEN REALTY INVESTORS  
VALUATION AND QUALIFYING ACCOUNTS  
December 31, 2006, 2005, and 2004**

(Amounts in thousands)

| Description                     | Balance at<br>beginning<br>of period | Charged<br>to costs<br>and<br>expenses | Charged<br>to other<br>accounts | Deductions<br>(A) | Balance<br>at end of<br>period |
|---------------------------------|--------------------------------------|--|---------------------------------|-------------------|--------------------------------|
| <b>2006</b>                     |                                      |  |                                 |                   |                                |
| Allowance for Doubtful Accounts | \$ 4,673                             | \$ 3,917                               |                                 | \$ 2,595          | \$ 5,995                       |
| <b>2005</b>                     |                                      |  |                                 |                   |                                |
| Allowance for Doubtful Accounts | \$ 4,205                             | \$ 3,720                               |                                 | \$ 3,252          | \$ 4,673                       |
| <b>2004</b>                     |                                      |  |                                 |                   |                                |
| Allowance for Doubtful Accounts | \$ 4,066                             | \$ 3,325                               |                                 | \$ 3,186          | \$ 4,205                       |

Note A - Write-offs of accounts receivable previously reserved.

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## Schedule III

**WEINGARTEN REALTY INVESTORS  
REAL ESTATE AND ACCUMULATED DEPRECIATION  
DECEMBER 31, 2006**

(Amounts in thousands)

|  | Land       | Total Cost<br>Buildings<br>and<br>Improvements | Projects<br>Under<br>Development | Total<br>Cost | Accumulated<br>Depreciation | Encumbrances<br>(A) |
|--|------------|--|----------------------------------|---------------|-----------------------------|---------------------|
| <b>SHOPPING CENTERS:</b>   |            |  |                                  |               |                             |                     |
| Texas  | \$ 196,253 | 865,182  |                                  | \$ 1,061,435  | \$ 325,769                  | \$ 89,070           |
| Other States   | 573,845    | 2,109,904                                      |                                  | 2,683,749     | 293,748                     | 838,562             |
| Total Shopping Centers   | 770,098    | 2,975,086                                      |                                  | 3,745,184     | 619,517                     | 927,632             |
| <b>INDUSTRIAL:</b>   |            |  |                                  |               |                             |                     |
| Texas  | 46,272     | 226,916  |                                  | 273,188       | 59,361                      |                     |
| Other States   | 30,392     | 93,787   |                                  | 124,179       | 5,529                       | 11,192              |
| Total Industrial   | 76,664     | 320,703  |                                  | 397,367       | 64,890                      | 11,192              |
| <b>OTHER:</b>  |            |  |                                  |               |                             |                     |
| Texas  | 533        | 14,231   |                                  | 14,764        | 9,532                       |                     |
| Total Improved Properties  | 847,295    | 3,310,020                                      |                                  | 4,157,315     | 693,939                     | 938,824             |
| <b>LAND UNDER<br/>DEVELOPMENT OR<br/>HELD FOR<br/>DEVELOPMENT:</b> |            |  |                                  |               |                             |                     |
| Texas  |            |  | \$ 63,912                        | \$ 63,912     |                             |                     |
| Other States   |            |  | 104,483                          | 104,483       |                             |                     |
| Total Land Under<br>Development or Held for<br>Development         |            |  | 168,395                          | 168,395       |                             |                     |
| <b>SHOPPING CENTERS<br/>UNDER CAPITAL<br/>LEASE:</b>               |            |  |                                  |               |                             |                     |
| Other States   |            | 29,054   |                                  | 29,054        | 13,066                      | 8,732               |
| Total Leased Property<br>Under Capital Lease                       |            | 29,054   |                                  | 29,054        | 13,066                      | 8,732               |
| <b>CONSTRUCTION IN<br/>PROGRESS:</b>                               |            |  |                                  |               |                             |                     |
| Texas  |            |  | 29,984                           | 29,984        |                             |                     |
| Other States   |            |  | 61,140                           | 61,140        |                             |                     |
| Total Construction in<br>Progress                                  |            |  | 91,124                           | 91,124        |                             |                     |
|  | \$ 847,295 | \$ 3,339,074                                   | \$ 259,519                       | \$ 4,445,888  | \$ 707,005                  | \$ 947,556          |

TOTAL OF  
ALL PROPERTIES

Note Encumbrances do not include \$17.2 million outstanding under a \$30 million 20-year term loan, payable to a A - group of insurance companies secured by a property collateral pool including all or part of three shopping centers.



Table of Contents**Schedule III  
(Continued)**

The changes in total cost of the properties for the years ended December 31, 2006, 2005 and 2004 were as follows:

|                              | <b>2006</b>  |    | <b>2005</b> |    | <b>2004</b> |
|------------------------------|--------------|----|-------------|----|-------------|
| Balance at beginning of year | \$ 4,033,579 | \$ | 3,751,607   | \$ | 3,200,091   |
| Additions at cost            | 1,022,103    |    | 429,040     |    | 594,794     |
| Retirements or sales         | (609,794)    |    | (147,068)   |    | (43,278)    |
| Balance at end of year       | \$ 4,445,888 | \$ | 4,033,579   | \$ | 3,751,607   |

The changes in accumulated depreciation for the years ended December 31, 2006, 2005 and 2004 were as follows:

|                              | <b>2006</b> |    | <b>2005</b> |    | <b>2004</b> |
|------------------------------|-------------|----|-------------|----|-------------|
| Balance at beginning of year | \$ 679,642  | \$ | 609,772     | \$ | 527,375     |
| Additions at cost            | 110,406     |    | 107,901     |    | 100,074     |
| Retirements or sales         | (83,043)    |    | (38,031)    |    | (17,677)    |
| Balance at end of year       | \$ 707,005  | \$ | 679,642     | \$ | 609,772     |

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## Schedule IV

**WEINGARTEN REALTY INVESTORS  
MORTGAGE LOANS ON REAL ESTATE  
DECEMBER 31, 2006**

(Amounts in thousands)

|  | Interest<br>Rate | Final<br>Maturity<br>Date | Periodic<br>Payment<br>Terms | Face<br>Amount of<br>Mortgages | Carrying<br>Amount of<br>Mortgages(A) |
|--|------------------|---------------------------|------------------------------|--------------------------------|---------------------------------------|
| <b>SHOPPING CENTERS:</b>                       |                  |                           |                              |                                |                                       |
| <b>FIRST MORTGAGES:</b>                        |                  |                           |                              |                                |                                       |
| Eastex Venture                                 |                  |                           |                              |                                |                                       |
| Beaumont, TX                                   | 8.00%            | 10-31-09                  | \$ 317 Annual<br>P & I       | \$ 1,693                       | \$ 1,693                              |
| 363-410 Burma, LLC                             | 6.50%            | 07-01-11                  | \$ 212 Annual<br>P & I       | 2,607                          | 2,607                                 |
| <b>INDUSTRIAL:</b>                             |                  |                           |                              |                                |                                       |
| <b>FIRST MORTGAGES:</b>                        |                  |                           |                              |                                |                                       |
| South Loop Business Park                       |                  |                           |                              |                                |                                       |
| Houston, TX                                    | 9.25%            | 11-01-07                  | \$ 74 Annual P<br>& I        | 112                            | 112                                   |
| <b>SHOPPING CENTERS:</b>                       |                  |                           |                              |                                |                                       |
| <b>CONSTRUCTION LOANS:</b>                     |                  |                           |                              |                                |                                       |
| WRI LLA Venture                                | 7.75%            | 12-31-07                  | At Maturity                  | 896                            | 896                                   |
| <b>TOTAL MORTGAGE LOANS ON<br/>REAL ESTATE</b> |                  |                           |                              | <b>\$ 5,308</b>                | <b>\$ 5,308</b>                       |

Note A - The aggregate cost at December 31, 2006 for federal income tax purposes is \$5,308.

Note B - Changes in mortgage loans for the years ended December 31, 2006, 2005, and 2004 are summarized below.

|                             | 2006     | 2005     | 2004     |
|-----------------------------|----------|----------|----------|
| Balance, Beginning of Year  | \$ 2,791 | \$ 3,057 | \$ 3,621 |
| Additions to Existing Loans | 3,347    | 339      |          |
| Collections of Principal    | (830)    | (605)    | (564)    |

|                      |    |       |    |       |    |       |
|----------------------|----|-------|----|-------|----|-------|
| Balance, End of Year | \$ | 5,308 | \$ | 2,791 | \$ | 3,057 |
|----------------------|----|-------|----|-------|----|-------|