CONSOLIDATED FINANCIAL STATEMENTS

Centro NP Residual Holding LLC and Subsidiaries
For the Quarterly and Nine Month Period Ended
March 31, 2010
Unaudited

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Consolidated Financial Statements

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(Unaudited)

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Centro NP Residual Holding LLC and Subsidiaries

Consolidated Balance Sheet

March 31, 2010
(Unaudited, In Thousands)

Assets	
Real estate:	
Land	$ 916,842
Buildings, improvements and equipment	2,022,561
Accumulated depreciation	(198,571)
Net real estate	2,740,832
Cash and cash equivalents	61,870
Restricted cash	6,339
Receivables:	
Rent, net of allowance for doubtful accounts of $6,110	28,923
Deferred rent, net of allowance of $630	15,948
Due from related parties	24,458
Other, net	1,415
Prepaid expenses and deferral charges, net of accumulated amortization of $19,647	33,063
Intangible assets, net of accumulated amortization of $231,608	273,023
Other assets	1,852
Total assets	$ 3,187,723
Liabilities and members' capital	
Liabilities:	
Mortgages payable	$ 663,213
Credit facilities	996,869
Financing liability	15,194
Due to related parties	29,504
Accounts payable and accrued expenses	38,342
Below market leases, net of accumulated amortization of $87,088	109,316
Tenant security deposits	6,117
Total liabilities	1,858,555
Commitments and contingencies	-
Members' capital:	
Members' capital	1,356,067
Accumulated losses	(26,899)
Total members' capital	1,329,168
Total liabilities and members' capital	$ 3,187,723

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

Centro NP Residual Holding LLC and Subsidiaries

Consolidated Statement of Income

For the Quarterly and Nine Month Period Ended March 31, 2010
(Unaudited, In Thousands)

Revenues	**Three Months Ended March 31, 2010**	**Nine Months Ended March 31, 2010**
Rental income	$ 65,961	$ 201,021
Percentage rents	685	1,669
Expense reimbursements	17,796	51,258
Total revenues	84,442	253,948
Operating expenses		
Operating costs	14,233	37,182
Real estate taxes	12,540	38,002
Depreciation and amortization	30,717	91,239
Provision for doubtful accounts	884	4,415
Impairment of real estate assets	-	8,673
General and administrative	2,340	5,548
Total operating expenses	60,714	185,059
Income from continuing operations before other income and expenses	23,728	68,889
Other income (expenses)		
Interest, dividend and other income	213	707
Unrealized loss on financial instruments	(711)	(1,631)
Interest expense	(20,396)	(62,630)
Total other income (expenses)	(20,894)	(63,554)
Income from continuing operations	2,834	5,335
Income from discontinued operations	2	203
Net income	$ 2,836	$ 5,538

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

Centro NP Residual Holding LLC and Subsidiaries

Consolidated Statement of Cash Flows

For the Nine Months Ended March 31, 2010

(Unaudited, In Thousands)

Cash flows from operating activities	**Nine Months Ended March 31, 2010**
Net income	$ 5,538
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization, including amortization of lease intangibles	91,266
Amortization of deferred debt and loan acquisition costs	3,126
Amortization of above and below market leases	(18,723)
Unrealized loss on financial instruments	1,631
Impairment of real estate assets	8,673
Amortization of asset retirement obligations	55
Gain on sale of real estate	(205)
Changes in operating assets and liabilities, net:	
Restricted cash	(938)
Trade receivables	430
Deferred rent receivables	(1,745)
Other receivables	441
Due from related parties	996
Prepaid expenses, deferred charges and other assets	(4,269)
Due to related parties	(2,991)
Accounts payable and accrued expenses	3,153
Tenant security deposits	(264)
Net cash provided by operating activities	86,174
Cash flows from investing activities	
Purchase of financial instruments	(996)
Proceeds from real estate sales, net	4,086
Real estate acquisitions and building improvements	(13,029)
Net cash used in investing activities	(9,939)
Cash flows from financing activities	
Proceeds from credit facility borrowing	65,257
Financing fees	(2,120)
Distribution to members	(96,760)
Net cash used in financing activities	(33,623)
Net increase in cash and cash equivalents	42,612
Cash and cash equivalents at beginning of period	19,258
Cash and cash equivalents at end of period	$ 61,870

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

Centro NP Residual Holding LLC and Subsidiaries

Notes to Consolidated Financial Statements

March 31, 2010
(Unaudited)

1. Business and Organization

On July 11, 2007, Centro NP LLC ("Centro NP") and Super LLC ("Super" and, together with Centro NP, the "Members") formed Centro NP Residual Holding LLC (together with its subsidiaries, the "Entity") as a limited liability company with a principal business of ownership and development of community and neighborhood shopping centers throughout the United States.

In connection with the formation of the Entity and with subsequent contributions made thereafter in fiscal years 2008 and 2009, Centro NP contributed 49% of its interest in certain subsidiaries, owning 122 real properties with an approximate value of $2.3 billion, to the Entity. Centro NP distributed the remaining 51% of its interest in the transferred entities to Super, and Super contributed such interest in the transferred entities to the Entity. Following these transactions, Centro NP owned 49% of the non-managing interest in the Entity, and Super owned 51% of the managing member interest in the Entity. Additionally, in November 2007, Super contributed its interest in certain subsidiaries, owning 39 real properties with an approximate value of $385.0 million, to the Entity. The Entity owned 160 stabilized retail properties and one property under redevelopment as of March 31, 2010. Under the terms of the operating agreement of the Entity, Members are not obligated to contribute any additional capital to the Entity.

Net income is allocated to the Members in proportion to their participating percentages.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Entity and its wholly owned subsidiaries. All significant intercompany transactions and balances among consolidated entities have been eliminated.

2. Summary of Significant Accounting Policies (continued)

Basis of Presentation

The accompanying consolidated financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Going Concern

There is substantial doubt about the Entity's ability to continue as a going concern given that the Entity's liquidity is subject to, among other things, its ability to negotiate extensions of credit facilities; current prohibition upon its ability to incur further indebtedness and the existence of restrictions upon operations which increase the risk of default and cross-default of existing debt. In addition, uncertainty also exists due to the refinancing issues currently experienced by the Entity's ultimate parent investors, Centro Properties Limited ("CPL") and Centro Property Trust ("CPT") (collectively "Australian Entities").

The half yearly financial statements of the Australian Entities, which were lodged with Australian regulatory bodies on February 25, 2010, identified significant uncertainty (equivalent to substantial doubt) about those entities' ability to continue as a going concern.

Management is working with both its lenders and the lenders of its affiliated entities, and also with management of the ultimate parent investors of the Entity, to access a number of options that address the Entity's ongoing liquidity issues. Factors that may impact this include the current and future condition of the credit market and the US retail real estate market.

No adjustments were made to the consolidated financial statements in relation to this uncertainty.

Cash and Cash Equivalents

For purposes of the statement of cash flow and balance sheet presentation, the Entity considers investment with an original maturity of three months or less to be cash and cash equivalents.

2. Summary of Significant Accounting Policies (continued)

Restricted Cash

Cash escrow and other deposits represent cash deposited in escrow, which is to be used for the payment of real estate taxes, insurance, and future capital expenditures as required by certain loan agreements. All restricted cash is invested in money market accounts.

Real Estate

Land, buildings and building and tenant improvements are recorded at cost and stated at cost less accumulated depreciation. Major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives, ordinary repairs and maintenance are expensed as incurred. Land, buildings and building and tenant improvements that are under redevelopment, or are being developed, are carried at cost and no depreciation is recorded on these assets. Additionally, amounts essential to the development of the property, such as pre-construction costs, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development are capitalized. The Entity ceases capitalization when the property is available for occupancy upon substantial completion of tenant improvements, but in any event no later than one year from the completion of major construction activity.

Properties are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Buildings	40 years
Building Improvements	5 to 40 years
Tenant Improvements	The shorter of the term of the related lease or useful life

Long-Lived Assets

On a periodic basis, management assesses whether there are any indicators that the value of its real estate properties may be impaired. A property's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property (taking into account the anticipated holding period of the assets) is less than the carrying value of the property. Such cash flows consider factors such as expected future

2. Summary of Significant Accounting Policies (continued)

Long-Lived Assets (continued)

operating income trends and prospects, as well as the effects of demand, competition and other economic factors. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the property over the fair value of the property. In conducting an impairment analysis of the Entity's long-lived assets, management applied a probability weighting as to how long the assets would be held prior to disposal, as required by the Property, Plant, and Equipment Topic of Financing Accounting Standards Board ("FASB") Accounting Standards Codification (the "Codification"). The probability weighting takes into consideration the likelihood of disposal of each asset.

For the three months and nine months ended March 31, 2010, an impairment charge was recorded in the amount of approximately $0 and $8.7 million, respectively. The impairment charge for the nine months ended March 31, 2010 arose due to a decrease in the estimated cash flows for the property over the estimated holding periods. The changes to cash flows included both revisions to the forecast sale price and operating cash flows.

The decrease in forecast sale prices on the Entity's real estate investments has been caused by increase in market capitalization rates during the nine months ended March 31, 2010. The increase in market capitalization rates is a response to various market trends, in particular the growing negative economic outlook.

In relation to changes to forecast operating cash flows, management undertook a detailed reforecast of real estate net operating results during the nine months ended March 31, 2010. This reforecast identified reduced cash flows due to changes in lease up assumptions and tenant vacancies.

When assets are identified by management as held for sale, the Entity discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the net sales price of the assets that have been identified for sale is less than the net book value of the assets, an impairment charge is recorded. As of March 31, 2010, there were no assets accounted for as held for sale.

Purchase Price Allocation

As discussed in Note 1, the net assets of the transferred entities contributed to the Entity were accounted for at the recorded amount of the net assets immediately prior to being contributed to the Entity and after reduction, if appropriate, for an indicated impairment of value. Therefore the

2. Summary of Significant Accounting Policies (continued)

Purchase Price Allocation (continued)

purchase price allocation of property of the Entity is based upon the purchase price allocation conducted when the property was initially acquired by these entities that contributed the net assets to the Entity. The value of the tangible assets, consisting of land, buildings and building and tenant improvements, are determined as if vacant (i.e., at replacement cost). Intangible assets, including the above-market value of leases and the value of in-place leases, are recorded at their relative fair values.

Above-market and below-market lease values for owned properties are recorded based on the present value (using an interest rate reflecting the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the leases negotiated and in-place at the time of acquisition and (ii) management's estimate of fair market lease rates for the property or equivalent property, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market or below-market lease value is amortized as a reduction of, or increase to, rental income over the remaining non-cancelable term of each lease, plus any renewal periods with fixed rental terms that are considered to be below-market.

The total amount of other intangible assets allocated to in-place lease values is based on management's evaluation of the specific characteristics of each lease and the Entity's overall relationship with each tenant. Factors considered in the allocation of these values include, but are not limited to, the nature of the existing relationship with the tenant, the tenant's credit quality, the expectation of lease renewals, the estimated carrying costs of the property during a hypothetical expected lease-up period, current market conditions and costs to execute similar leases. Management will also consider information obtained about a property in connection with its pre-acquisition due diligence. Estimated carrying costs include real estate taxes, insurance, other property operating costs and estimates of lost rentals at market rates during the hypothetical expected lease-up periods, based on management's assessment of specific market conditions. Management will estimate costs required to execute leases including commissions and legal costs to the extent that such costs are not already incurred with a new lease that has been negotiated in connection with the purchase of a property. Independent appraisals and/or management's estimates will be used to determine these values.

The value of in-place leases is amortized to expense over the remaining initial term of each lease. The value of tenant relationship intangibles is amortized to expense over the initial terms of the leases; however, no amortization period for intangible assets will exceed the remaining depreciable life of the building.

2. Summary of Significant Accounting Policies (continued)

Purchase Price Allocation (continued)

In the event that a tenant terminates its lease, the unamortized portion of each intangible, including market rate adjustments, lease origination costs, in-place values and tenant relationship values, will be charged as an expense.

Deferred Leasing and Loan Origination Costs

Costs incurred in obtaining tenant leases (including internal leasing costs) are amortized using the straight-line method over the terms of the related leases and included in depreciation and amortization. Unamortized deferred leasing costs are charged to amortization expense upon early termination of the lease. Costs incurred in obtaining long-term financing are amortized and charged to interest expense using the straight-line method over the terms of the related debt agreements, which approximates the effective interest method.

Rent Receivable

Rent receivable of $28.9 million is stated net of allowance for doubtful accounts as of March 31, 2010. The Entity makes estimates of the uncollectability of its accounts receivable related to base rents, expense reimbursements and other revenues. The Entity analyzes accounts receivable and historical bad debt levels, customer credit-worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. In addition, tenants in bankruptcy are analyzed and estimates are made in connection with the expected recovery of pre-petition and post-petition claims.

Asset Retirement Obligations

The Entity accounts for conditional asset retirement obligations in accordance with the Asset Retirement and Environmental Obligations Topic of the Codification. A conditional asset retirement obligation refers to a legal obligation (pursuant to existing law or contract) to perform an asset retirement activity in which the timing and/or method of settlement are conditioned upon the occurrence of a future event that may or may not be within our control. The Entity's conditional asset retirement obligations arise primarily from legal requirements to decontaminate buildings at the time the buildings are sold or otherwise disposed of. In accordance with the accounting guidance, the Entity has reasonably estimated the fair value of its conditional asset retirement obligations and has recognized a liability for conditional asset retirement obligations of approximately $1.2 million as of March 31, 2010.

2. Summary of Significant Accounting Policies (continued)

Revenue Recognition

Fixed minimum rents from operating leases are recognized on a straight-line basis, including any rent holiday period, over the initial terms of the related leases. The cumulative difference between lease revenue recognized under this method and contractual lease payment terms is recorded as "deferred rent receivable" on the accompanying consolidated balance sheet. Certain tenants are required to pay percentage rent if their sales volumes exceed thresholds specified in their lease agreements. Percentage rent is recognized as revenue when the thresholds are achieved and the amounts become determinable. Any lease inducements paid to tenants are amortized as a reduction of revenue over the initial terms of the related leases.

The Entity receives reimbursements from tenants for real estate taxes, insurance, common area maintenance, and other recoverable operating expenses as provided in the lease agreements. Tenant reimbursements are recognized as revenue in the period the related operating expenses are incurred.

Income from Discontinued Operations

Income from discontinued operations is computed in accordance with accounting guidance related to discontinued operations in the Codification Topic Property, Plant, and Equipment. The accounting guidance requires, among other things, that the primary assets and liabilities and the results of operations of the Entity's real property that has been sold, or otherwise qualifies as "held for sale", be classified as discontinued operations and segregated in the accompanying consolidated statement of income and consolidated balance sheet. Properties classified as real estate held for sale generally represent properties that are under contract for sale and are expected to close within the next twelve months.

Derivative Financial Instruments

The Entity accounts for derivative and hedging activities in accordance with the Derivatives and Hedging Topic of the Codification. The Codification requires the Entity to measure derivatives, including certain derivatives embedded in other contracts, at fair value and to recognize them in the Consolidated Balance Sheet as assets or liabilities, depending on the Entity's rights or obligations under the applicable derivative contract. The Entity does not qualify for hedge accounting under the Derivatives and Hedging Topic of the Codification. Accordingly, for all derivative instruments the changes in fair value of the derivative instrument is recorded in earnings.

2. Summary of Significant Accounting Policies (continued)

Derivative Financial Instruments (continued)

During the 2009 fiscal year through the end of the quarterly period ended March 31, 2010, the Entity entered into interest rate cap agreements on approximately $1.0 billion of debt expiring on October 15, 2010 and December 31, 2010. The Entity will receive a payout under the terms of the cap if the one-month LIBOR rate exceeds 2.60-3.09%. Additionally, the Entity entered into four interest rate corridor agreements on $597.5 million of debt expiring on December 31, 2010. Under the interest rate corridor agreement the Company will receive a payout under the terms of the respective interest rate corridor agreements if the one month LIBOR rate exceeds 1.0% up to 2.60%. These additional interest rate corridors were purchased in addition to and do not replace the aforementioned interest rate cap agreements. The objective for holding these derivative financial instruments is to provide protection against an increase in LIBOR rates. It is also noted that the Entity entered into these interest rate cap agreements as a requirement of the Entity's lender in extending certain debt through December 31, 2010. The following table summarizes the terms and fair values of the Entity's derivative financial instruments at March 31, 2010.

The notional amounts at March 31, 2010 provide an indication of the extent of the Entity's involvement in these instruments at that time, but do not represent exposure to credit, interest or market risks (dollars in thousands):

Hedge Product	Hedge Type	Notional Amount	Strike	Maturity	Fair Value
Interest Rate Cap	Interest Rate	$ 424,000	3.09%	10/15/2010	$ -
Interest Rate Cap	Interest Rate	122,500	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	151,407	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	69,552	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	19,872	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	69,553	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	59,616	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	42,970	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	19,737	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	5,639	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	19,737	2.60	12/31/2010	-
Interest Rate Cap	Interest Rate	16,917	2.60	12/31/2010	-
	Total	$ 1,021,500			$ -

2. Summary of Significant Accounting Policies (continued)

Derivative Financial Instruments (continued)

Hedge Product	Hedge Type	Notional Amount	Strike	Maturity	Fair Value
Interest Rate Corridor	Interest Rate	$122,500	1.0%-2.60%	12/31/2010	$12
Interest Rate Corridor	Interest Rate	370,000	1.0%-2.60%	12/31/2010	34
Interest Rate Corridor	Interest Rate	52,500	1.0%-2.60%	12/31/2010	5
Interest Rate Corridor	Interest Rate	52,500	1.0%-2.60%	12/31/2010	5
	Total	$597,500			$56

Derivative financial instruments are included in Other Assets on the face of the consolidated balance sheet. The cost to acquire these derivative financial instruments was approximately $3.3 million.

Income Taxes

The Entity has elected to be treated as a partnership for federal and state income tax purposes and is generally not subject to income taxes accordingly. The accompanying consolidated financial statements do not include a provision for income taxes. The tax effects of the Entity's operations accrue to members.

The Income Taxes Topic of the Codification, (i) clarifies the accounting for uncertainty in income taxes recognized in companies' financial statements, (ii) prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return and (iii) provides guidance on derecognition of recognized tax benefits, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of March 31, 2010, the Entity had no material uncertain tax positions.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (continued)

Application of New Accounting Standards

In June 2009, the FASB issued its Codification and the Hierarchy of Generally Accepted Accounting. The Codification became the single source of authoritative U.S. generally accepted accounting principles ("GAAP") recognized by the FASB to be applied by nongovernmental entities. The Codification now supersedes then-existing accounting and reporting standards such as FASB Statements, FASB Staff Positions and Emerging Issues Task Force Abstracts. The Codification, which is effective for the Entity commencing July 1, 2009, impacts only our consolidated financial statement reference disclosures and does not change the application of GAAP.

Effective July 1, 2009, the Entity adopted the updated accounting guidance related to Codification Topic 815, *Derivatives and Hedging*, which requires qualitative disclosure about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. The Entity has included additional disclosure in Note 2, under *Derivative Financial Instruments*, to conform to the new requirements.

Effective July 1, 2009, the Entity adopted the updated accounting guidance related to Codification Topic 805, *Business Combinations,* which amends standards for the initial recognition and measurement, subsequent measurement and accounting, and disclosures for assets and liabilities arising from contingencies in business combinations. The updated guidance eliminated the distinction between contractual and non-contractual contingencies, including the initial recognition and measurement criteria. The updated guidance is effective for contingent assets or contingent liabilities acquired in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Adoption of the updated guidance did not have a significant impact on the Entity's consolidated financial statements.

Effective July 1, 2009, the Entity adopted the updated accounting guidance related to Codification Topic 350, *Intangible- Goodwill and Other*, which removed the requirement for an entity to consider, when determining the useful life of an acquired intangible asset, whether the intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions associated with the intangible asset. The updated guidance replaces the previous useful-life assessment criteria with a requirement that an entity considers its own experience in renewing similar arrangements. If the entity has no relevant experience, it would consider market participant assumptions regarding renewal. Adoption of this provision did not have a significant impact on the Entity's consolidated financial statements.

2. Summary of Significant Accounting Policies (continued)

Application of New Accounting Standards (continued)

Effective July 1, 2009, the Entity adopted the updated accounting guidance related to Codification Topic 820, *Fair Value Measurements,* which amends existing guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased or when transactions related to such assets and liabilities are not orderly. In the event of a significant decrease in the volume or level of activity or transactions that are not orderly, further analysis of the transactions or quoted market prices is needed, and a significant adjustment to the transactions or quoted prices may be necessary to estimate fair value. Adoption of this provision did not have a significant impact on the Entity's consolidated financial statements.

In September 2009, the FASB issued an update to Codification Topic 740, *Income Taxes*, to address the need for additional implementation guidance on accounting for uncertainty in income taxes for nonpublic entities. The update to Codification Topic 740 was effective for the Entity starting with these quarterly consolidated financial statements ended December 31, 2009 and did not have a material impact on the Entity's consolidated financial statements.

Recently Issued Accounting Standards

On June 12, 2009, the FASB issued an update to Codification Topic 860, *Transfers and Servicing*, to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. This new guidance must be applied to transfers occurring after June 30, 2010.

On June 12, 2009, the FASB issued an update to Codification Topic 810, *Consolidation*, to improve financial reporting by entities involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This new guidance is effective for interim and annual reporting periods ending after June 30, 2010.

During January 2010, the FASB issued an update to Topic 820 to improve disclosures related to recurring and nonrecurring fair value measurements. The amendment requires disclosure of transfers in and out of Levels 1 and 2 as well as a description of the reasons for the transfer. The amendment also requires the reconciliation for activity within Level 3 fair value measurements which separately presents purchases, sales, issuances and settlements on a gross basis. It will also be a requirement to disclose valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements that fall within Level 2 or Level 3. The updates to Topic 820 are effective for annual reporting periods beginning after December 15,

2. Summary of Significant Accounting Policies (continued)

Recently Issued Accounting Standards (continued)

2009 except for disclosures related to activity within Level 3 which are effective for fiscal years beginning after December 15, 2010.

It has been determined that any recently issued accounting standards or pronouncements not mentioned in the note have been excluded as they either are not relevant to the Entity, or they are not expected to have a material effect on the consolidated financial statements of the Entity.

3. Intangible Assets

Intangible assets are comprised of the following (dollars in thousands):

	March 31, 2010	**Amortization Period**
In-place lease value, legal fees and leasing commissions	$ 500,609	Life of lease
Above market leases acquired	4,022	Life of lease
Subtotal	504,631	
Less: accumulated amortization	(231,608)	
Total	$ 273,023	

Aggregate amortization expense on these assets was as follows and included the write-offs detailed below (dollars in thousands):

	Three Months Ended March 31, 2010	**Nine Months Ended March 31, 2010**
Amortization Expense	$13,328	$42,368
Write-offs [(1)]	440	1,080

(1) Write-offs relate to tenants that have terminated their leases prior to lease maturity.

3. Intangible Assets (continued)

The estimated amortization expense on these assets during the next five fiscal years is as follows (dollars in thousands):

Year	
2010 (remaining three months)	$ 12,346
2011	42,764
2012	34,323
2013	28,800
2014	23,816

4. Debt Obligations

As of March 31, 2010, the Entity had the following debt obligations under various arrangements with financial institutions (dollars in thousands):

	Remaining Amount Available	**Carrying Value as of March 31, 2010**	**Stated Interest Rates**	**Scheduled Maturity Date**
Credit agreements				
Amended and Restated BPR Revolving Credit Facility [1]	$ –	$ 105,000	LIBOR + 325 bp [1] [2]	December 2010
Secured Term Loans [3]	–	424,000	LIBOR + 400 bp [2]	October 2010[5]
Secured Term Loans [4]	–	122,500	LIBOR + 250 bp [2]	December 2010
Residual Credit Facility [5]	24,631	345,369	LIBOR + 375 bp [2]	December 2010
Total Credit Agreements	$ 24,631	$ 996,869		
Mortgages payable				
Fixed Rate Mortgages [6]		$ 663,213	5.387% - 6.3835%	2013 – 2017
Financing liability [7]		$ 15,194	8%	November 2028
Total debt		$ 1,675,276		

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(1) On February 14, 2008, BPR Shopping Center, LLC ("BPR LLC"), an indirect subsidiary of the Entity, entered into a revolving credit facility (the "Preston Ridge Facility") with JPMorgan Chase Bank, N.A. (as agent and a lender) ("JPMorgan") and the other lenders party thereto, pursuant to which it can borrow up to $80.0 million which was increased to $105.0 million on September 26, 2008. The Preston Ridge Facility is collateralized by the property owned by BPR LLC known as the Centre at Preston Ridge and had a maturity date of September 30, 2008, subject to certain conditions. The Preston Ridge Facility is guaranteed by the Entity and Centro Preston Ridge Member LLC, the sole member of BPR LLC. On January 15, 2009, BPR LLC entered into an amended and restated loan agreement with JPMorgan and the other lenders party thereto, which amended and restated the Preston Ridge Facility and provided among other things, an extension of the maturity date to December 31, 2010 and an increase in the interest rate spread thereunder from 175 basis points to 325 basis points.

(2) The Entity incurs interest using the 30-day LIBOR rate which was 0.24% as of March 31, 2010.

4. Debt Obligations (continued)

(3) The Entity entered into a secured term loan with JP Morgan amounting to $424.0 million in November 2007. The term loan is secured by the 25 properties contributed by Centro NP in November 2007. On September 24, 2009, the Entity exercised its option to extend the maturity date of the term loan to October 9, 2010. The interest rate and any applicable covenants remained unchanged.

(4) The Entity entered into a secured term loan with Keybank National Association, amounting to $122,500 in November 2007. The term loan is secured by 10 properties located in various states.

(5) On January 15, 2009, the Entity entered into a loan agreement with JPMorgan and certain other lenders, providing a credit facility ("Residual Credit Facility") up to $370.0 million. The Residual Credit Facility is secured by 48 properties which were contributed by Centro NP in January 2009.

(6) It includes a $300.0 million loan agreement with JP Morgan which is secured by the 18 properties contributed by Centro NP in August 2007.

(7) On November 11, 2008, the Entity entered into a master lease agreement for a term of 20 years. Refer to Note 6 for further information.

On September 24, 2009, the Entity exercised its option to extend the maturity date of the $424.0 million Secured Term Loan to October 9, 2010. The interest rate and any applicable covenants remained unchanged. As a condition to the exercise of such option, the Entity entered into an interest rate cap agreement on the $424.0 million of debt expiring on October 9, 2010. The objective for holding this derivative financial instrument is to provide protection against an increase in LIBOR rates. The interest rate cap agreement is not designated as, nor does it qualify as, hedging instruments under the Derivatives and Hedging Topic of the Codification. The total cost to obtain the interest rate cap agreement was $0.3 million.

As of March 31, 2010, the Entity was in compliance with all debt covenants. Furthermore, there were no events of default with Centro NP and Super debt agreements that would cause a cross-default with any of the Entity's debt agreements.

5. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses are comprised of the following (dollars in thousands):

	March 31, 2010
Property and other taxes payable	$ 22,481
Interest payable	5,303
Accrued professional and personnel costs	820
Accounts payable	3,388
Ground lease liabilities	4,201
Asset retirement obligation	1,246
Accrued acquisition / disposition costs and other	903
Total	$ 38,342

6. Related-Party Transactions

The Entity incurred the following fees for services provided by an affiliated company (dollars in thousands):

	Three Months Ended March 31, 2010	Nine Months Ended March 31, 2010	Payable as of March 31, 2010
Leasing fees	$ 1,521	$ 3,835	$ 135
Property management fees	3,398	9,853	625
Construction management fees	114	271	351
	$ 5,033	$ 13,959	$ 1,111

On November 11, 2008, a Class A Preferred Unit Holder of Excel Realty Partners, L.P. ("ERP"), a subsidiary of Centro NP, elected to redeem substantially all of its Class A Preferred Units. Such units were redeemed by ERP in exchange for the fee interest in a property. The Class A Preferred Unit Holder as a landlord and the Entity, as a tenant, entered into a twenty year master lease on the same date. The Entity also has the exclusive right and option to purchase the property as agreed in the agreement. The financing liability shown on the balance sheet represents the liability incurred by the entering of the above mentioned master lease agreement.

As of March 31, 2010, 29 shopping centers (the "Residual Properties") and the Centre at Preston Ridge, Frisco, Texas (the "Preston Ridge Property") remain as collateral for the guaranty of the $305.5 million outstanding principal balance of the Centro NP Amended July 2007 Facility and $350.0 million outstanding principal balance of the Super Bridge Loan (as defined below in Note 10).

7. Risk Management and Use of Financial Instruments

Market, Interest Rate Risk and Concentrations of Credit Risk

In the normal course of its ongoing business operations, the Entity encounters economic risk. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Entity is subject to interest rate risk on its interest-bearing liabilities. Credit risk is the risk of default on the Entity's operations that results from tenants' inability or unwillingness to make contractually required payments. Market risk reflects changes in the valuation of the properties due to changes in discount rates or other market factors on the valuation of properties held by the Entity. The Entity does not use derivative instruments to hedge credit or market risk. Concentrations of credit risk arise when a single tenant has a significant lease or an aggregate of multiple leases at more than one property which represent a significant portion of the Entity's

7. Risk Management and Use of Financial Instruments (continued)

Market, Interest Rate Risk and Concentrations of Credit Risk (continued)

revenue. The Entity regularly monitors its tenant base to assess potential concentrations of credit risk. Management believes the current credit risk portfolio is reasonably well diversified and does not contain any unusual concentration of credit risk. The annualized base rent of no individual tenant accounts for more than 5.0% of the Entity's annualized base rent at March 31, 2010.

Use of Derivative Financial Instruments

The use of derivative instruments is, and was, primarily limited to the utilization of interest rate agreements or other instruments to manage interest rate risk exposures and not for speculative purposes. The principal objective of such arrangements is to manage the risks and/or costs associated with the Entity's operating and financial structure, as well as to hedge specific transactions. The counterparties to these arrangements are major financial institutions with which the Entity may also have other financial relationships. The Entity is potentially exposed to credit loss in the event of non-performance by these counterparties. However, because of their high credit ratings, the Entity does not anticipate that any of the counterparties will fail to meet these obligations as they come due.

Valuation and liquidity Risk

The Entity may invest in real estate and real estate related investments for which no liquid market exists. The market prices for such investments may be volatile and may not be readily ascertainable. In addition, there continues to be significant disruptions in the global capital, credit and real estate markets. These disruptions have led to, among other things, a significant decline in the volume of transaction activity, in the fair value of many real estate and real estate related investments, and a significant contraction in short-term and long-term debt and equity funding sources. This contraction in capital includes sources that the Entity may depend on to finance certain of its investments. These market developments have had a significant adverse impact on the Entity's liquidity position, results of operations and financial condition and may continue to adversely impact the Entity if market conditions continue to deteriorate. The decline in liquidity and prices of real estate and real estate related investments, as well as the availability of observable transaction data and inputs, may have made it more difficult to determine the fair value of such investments. As a result, amounts ultimately realized by the Entity from investments sold may differ from the fair values presented, and the differences could be material.

7. Risk Management and Use of Financial Instruments (continued)

Financing Risk (continued)

There is no guarantee that the Entity's borrowing arrangements or other arrangements for obtaining leverage will continue to be available, or if available, will be available on terms and conditions acceptable to the Entity. Unfavorable economic conditions also could increase funding costs, limit access to the capital markets or result in a decision by lenders not to extend credit to the Entity. In addition, a decline in market value of the Entity's assets may have particular adverse consequences in instances where the Entity borrowed money based on the fair value of those assets. A decrease in market value of those assets may result in the lender requiring the Entity to post additional collateral or otherwise sell assets at a time when it may not be in the Entity's best interest to do so. In the event the Entity is required to liquidate all or a portion of its portfolio quickly, the Entity may realize significantly less than the value at which it previously recorded those investments.

Credit Facility Risk

Currently, the market for credit facilities is very challenging and many lenders are actively seeking to reduce their balances outstanding by lowering advance rates on financed assets and increasing borrowing costs, to the extent such facilities continue to be available. In the event the Entity is unable to maintain or extend existing and/or secure new lines of credit or collateralized financing on favorable terms, its ability to successfully implement its investment strategy may be significantly impacted and returns to investors may be reduced. In the event the Entity's current credit facilities are not extended or extended with lower advance rates on collateral, the Entity may be required to sell assets at potentially unfavorable prices to payoff such facilities. In addition, if the Entity is required to liquidate all or a portion of its portfolio quickly, the Entity may realize significantly less than the value at which it previously recorded those investments.

7. Risk Management and Use of Financial Instruments (continued)

Covenant Risk

In the normal course of business, the Entity enters into loan agreements with certain lenders to finance its real estate investment transactions. These loan agreements contain, among other conditions, events of default and various covenants and representations. In addition, the Entity’s debt is cross-defaulted with various Centro NP and Super debt agreements, and there is substantial doubt about the ability of Centro NP and Super to continue as going concerns. For the nine months ended March 31, 2010, no loan agreements were terminated as a result of non-compliance with covenants. In the event the Entity's current credit facilities are not extended and/or the Entity is forced to repay such facilities, the Entity may be required to sell assets at potentially unfavorable prices. Furthermore, if the Entity is required to liquidate all or a portion of its portfolio quickly, the Entity may realize significantly less than the value at which it previously recorded those investments.

Development Financing Risk

In order to fund new real estate investments, as well as refurbish and improve existing investments, both the Entity as well as potential owners must periodically spend money. The availability of funds for new investments and maintenance of existing investments depends in large measure on capital markets and liquidity factors over which management can exert little control. Events over the past several months, including recent failures and near failures of a number of large financial service companies, have made the capital markets increasing volatile. As a result, many current and prospective owners are finding financing to be increasingly expensive and difficult to obtain. In addition, such bankruptcies may prevent some projects that are in construction or development from drawing on existing financing commitments, and replacement financing may not be available or may only be available on less favorable terms. Delays, increased costs and other impediments to restructuring such projects may affect our ability to execute our investment strategy in connection with such projects. The negative impact of the recent disruptions in the credit markets on the real estate sector generally or the Entity’s inability to obtain financing on favorable terms, if at all, may have a material adverse effect on the Entity’s results of operations and business.

Diversification Risk

The assets of the Entity are concentrated in the real estate sector. Accordingly, the investment portfolio of the Entity may be subject to more rapid change in value than would be the case if the Entity were to maintain a wide diversification among investments or industry sectors. Furthermore, even within the real estate sector, the investment portfolio may be relatively concentrated in terms of type of real estate investment. This lack of diversification may subject

7. Risk Management and Use of Financial Instruments (continued)

Diversification Risk (continued)

the investments of the Entity to more rapid change in value than would be the case if the assets of the Entity were more widely diversified.

Risks Associated with Liquidity Position

The Entity is limited to financing any development costs with borrowings from the Residual Credit Facility which was established in January 2009. See Note 10 for the further discussion relating to the Residual Credit Facility.

The Members are also dealing with significant liquidity/refinancing issues. Due to the financial constraints of the Members, it is unlikely that they will be able to make additional equity contributions to alleviate the Entity's short-term liquidity needs.

8. Fair Value of Financial Instruments

In accordance with the Fair Value Measurements and Disclosures Topic of the Codification, fair value of the below debt obligations was determined using available market information and discounted cash flow analyses as of March 31, 2010. The discount rate used in calculating fair value is interest rates currently being offered to the Company for loans with similar terms. Considerable judgment is necessary to interpret market data and to develop the related estimates of fair value. Accordingly, the estimates presented are not necessarily indicative of the amounts that the Entity could realize upon disposition. The use of different estimation methodologies may have a material effect on the estimated fair value amounts. The Entity believes that the carrying amounts reflected in the consolidated balance sheet at March 31, 2010 for cash and cash equivalents, receivables and other liabilities approximate their fair values. The estimated fair value of our debt obligations compared to their carrying amounts is as follows (dollars in thousands):

	March 31, 2010	
	Carrying Amounts	Fair Value
Mortgages payable	$ 663,213	$ 593,251
Credit facilities	996,869	980,141
Financing liability	15,194	15,194

9. Fair Value Measurement

New accounting guidance on fair value measurements specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1: Level 1 assets and liabilities include entity securities that are traded in an active exchange market, as well as certain U.S. Treasury and other U.S. government agency securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets and liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets and liabilities. Level 2 assets are derivative instruments for which the fair value is estimated based on valuations obtained from third party pricing services for identical or comparable assets.

Level 3: Unobservable inputs that are supported by little or no market activity. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, for which the determination of fair value requires significant management judgment or estimation.

The fair value of the below derivative instruments, which are classified as Other Assets on the consolidated balance sheet, are derived using mid-market discount curves obtained from independent sources within the industry.

9. Fair Value Measurement (continued)

Assets measured at fair value on a recurring basis are summarized below (dollars in thousands):

	Recurring Fair Value Measurements Using			Assets (Liabilities)
	Level 1	**Level 2**	**Level 3**	**at Fair Value**
Derivative financial instruments	–	$56	–	$56

10. Commitments and Contingencies

General

The Entity is not presently involved in any material litigation arising outside the ordinary course of its business. The Entity is currently involved in routine litigation arising in the ordinary course of business, none of which is believed to be material.

Funding Commitments

The Entity did not have any contractual obligations as of March 31, 2010, which will have a material adverse affect on the Entity's operations.

Leasing Commitments

The Entity has entered into leases, as lessee, in connection with ground leases for shopping centers which it operates and administrative space for the Entity. These leases are accounted for as operating leases. The minimum annual rental commitments for these leases during the next five fiscal years and thereafter are approximately as follows (dollars in thousands):

Year	
2010 (remaining three months)	$ 570
2011	2,281
2012	2,310
2013	2,352
2014	2,352
Thereafter	65,904

10. Commitments and Contingencies (continued)

Environmental Matters

Under various federal, state and local laws, ordinances and regulations, the Entity may be considered an owner or operator of real property or may have arranged for the disposal or treatment of hazardous or toxic substances and, therefore, may become liable for the costs of removal or remediation of certain hazardous substances released on or in their property or disposed of by them, as well as certain other potential costs which could relate to hazardous or toxic substances (including governmental fines and injuries to persons and property). Such liability may be imposed whether or not the Entity knew of, or was responsible for, the presence of these hazardous or toxic substances. As is common with community and neighborhood shopping centers, many of the Entity's properties had or have on-site dry cleaners and/or on-site gasoline facilities. These operations could potentially result in environmental contamination at the properties.

The Entity is aware that soil and groundwater contamination exists at some of its properties. The primary contaminants of concern at these properties include perchloroethylene and trichloroethylene (associated with the operations of on-site dry cleaners) and petroleum hydrocarbons (associated with the operations of on-site gasoline facilities). The Entity is also aware that asbestos-containing materials exist at some of its properties. While the Entity does not expect the environmental conditions at its properties, considered as a whole, to have a material adverse effect on the Entity, there can be no assurance that this will be the case. Further, no assurance can be given that any environmental studies performed have identified or will identify all material environmental conditions, that any prior owner of the properties did not create a material environmental condition not known to the Entity or that a material environmental condition does not otherwise exist with respect to any of the Entity's properties.

Guarantees

Residual Credit Facility

The Residual Credit Facility is collateralized by the 48 properties that were contributed by Centro NP and are now owned by the borrowers under the Residual Credit Facility. The Residual Credit Facility is guaranteed by Super LLC, the Entity and Centro NP Residual Holding Sub 1, LLC, a subsidiary of the Entity and the 100% owner of each of the borrowers under the Residual Credit Facility.

In addition, the Residual Credit Facility borrowers granted pari passu second-priority mortgage liens on the 48 properties to secure a guaranty of certain loans owed by our Members or their subsidiaries, as follows:

10. Commitments and Contingencies (continued)

Residual Credit Facility (continued)

- a portion of the outstanding principle balance of the $1.7 billion secured bridge loan made by a group of lenders, with JPMorgan as the administrative agent, to Super ("Super Bridge Loan"), not to exceed $169.6 million;

- a portion of the outstanding principal balance of three term loans in the aggregate amount of $134.9 million, not to exceed $107.9 million, made by Bank of America, N.A. to certain subsidiaries of Centro NP on November 6, 2007; and

- a term loan in the amount of $55.0 million made by KeyBank National Association to certain subsidiaries of Centro NP on November 28, 2007.

In addition, on January 15, 2009, a third-priority mortgage lien on the Residual Properties was granted to the lenders under the Residual Credit Facility and the Preston Ridge Facility to secure both the Residual Credit Facility and the Preston Ridge Facility.

Collateralization of Super Bridge Loan and Centro NP Amended July 2007 Facility

Centro NP Amended July 2007 Facility

On March 28, 2008, as required by the terms of the extension agreement executed on February 14, 2008, the Residual Properties were mortgaged by their owners to secure the Centro NP Amended July 2007 Facility and subsequently transferred to subsidiaries of the Entity subject to the first-priority mortgage liens. Also, on that date, the indirect interests in the owner of the Preston Ridge Property were transferred to the Entity and a second-priority mortgage lien on that property was granted to Bank of America, N.A. to secure a guaranty of the Centro NP Amended July 2007 Facility. The outstanding principal balance of the Centro NP Amended July 2007 Facility was $306.8 million on March 28, 2008, and the portion of the Centro NP Amended July 2007 Facility secured by the mortgages was limited to that amount. On January 15, 2009, the Centro NP Amended July 2007 Facility was amended to, among other things, extend the term of such loan to December 31, 2010. The Residual Properties and the Preston Ridge Property remain as collateral for the loan.

10. Commitments and Contingencies (continued)

Super Bridge Loan

On March 28, 2008, as required by the terms of the extension agreement executed on February 14, 2008, mortgages of the Residual Properties and the Preston Ridge Property were granted by the owners of those properties to secure a guaranty of $350.0 million of the outstanding principal balance of the Super Bridge Loan. Such mortgages were subordinate to the mortgages granted to Bank of America, N.A. to secure the Centro NP Amended July 2007 Facility. On January 15, 2009, the Super Bridge Loan was amended and restated to, among other things, extend the term of such loan to December 31, 2010. The Residual Properties and the Preston Ridge Property remain as collateral for the loan.

11. Acquisitions and Dispositions

There were no acquisitions during the three months ended March 31, 2010.

During the nine months ended March 31, 2010, the Entity sold one shopping center for aggregate gross proceeds of approximately $4.2 million. Net proceeds after closing costs were approximately $4.1 million. In connection with the sale of the property, the Entity recorded the results of operations and the related gain on sale as income from discontinued operations (Note 12).

12. Discontinued Operations

The following is a summary of the results of operations from discontinued operations for the three months and nine months ended March 31, 2010 (dollars in thousands):

	Three Months Ended March 31, 2010	Nine Months Ended March 31, 2010
Total revenue	$ 1	$ 21
Operating costs	-	13
Real estate taxes	-	16
Depreciation and amortization	-	27
Provision for doubtful accounts	(1)	(33)
Total operating costs	(1)	23
Income (loss) from discontinued operations before gain on sale of real estate	2	(2)
Gain on sale of real estate	-	205
Income from discontinued operations	$ 2	$ 203

13. Subsequent Events

In preparing these financial statements, the Entity evaluated events and transactions for potential recognition or disclosure through May 20, 2010, the date the financial statements were issued. No events and transactions have occurred through such date that requires disclosure in these financial statements.