



Office of the City Clerk

City Hall
121 N. LaSalle St.
Room 107
Chicago, IL 60602
www.chicityclerk.com

Legislation Details (With Text)

File #: O2014-9775
Type: Ordinance
Status: Passed
File created: 12/10/2014
In control: City Council
Final action: 1/21/2015
Title: Approval of plat of Jewel 3181 Subdivision
Sponsors: Brookins, Jr., Howard
Indexes: Subdivision
Attachments: 1. O2014-9775.pdf

Date	Ver.	Action By	Action	Result
1/21/2015		City Council	Passed	Pass
1/14/2015	1	Committee on Transportation and Public Way	Held in Committee	Pass
12/10/2014	1	City Council	Referred	

SUBDIVISION ORDINANCE

Be it Ordained by the City Council of the City of Chicago:

SECTION 1. Chicago Department of Transportation, the Commissioner or any of her designees, are hereby authorized and directed to approve a proposed Jewel 3181 Subdivision being a subdivision bounded approximately by W. 87th Street, W. 91st Street, S. State Street and S. Holland Drive and legally described in the attached plat (Exhibit A, CDOT File: 04-21-14-3666) which, for greater certainty, is hereby made a part of this ordinance.

SECTION 2. The subdivision herein provided for is made upon the express condition that within one hundred eighty (180) days after the passage of this ordinance, the applicant shall file or cause to be filed for record in the Office of the Recorder of Deed of Cook County, Illinois a certified copy of this ordinance, together with the corresponding full size plat as approved by the Department of Transportation / Superintendent of Maps and Plats

Alderman, 21st Ward

SECTION 3 This ordinance and exhibit subdivision plat shall take effect and be in force from and

after their recording.

EXHIBIT "A"

**PLAT OF SUBDIVISION
JEWEL 3181 SUBDIVISION**

BEING A SUBDIVISION OF PART OF THE COUNTY CLERK'S DIVISION OF UNSUBDIVIDED LANDS IN THE NORTHEAST QUARTER OF SECTION 4, TOWNSHIP 37 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, RECORDED SEPTEMBER 12, 1986 AS DOCUMENT NO 100344B, IN COOK COUNTY, ILLINOIS

CDOT #04-21-14-3666 ^

JSL

FINAL PLAT OF JEWEL 3181
SUB

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T100
ON
IN
10/11/14
mm
unc
10/11/14

T13-v CDOT d.L.

OS

**united states securities and exchange
commission**

Washington, D.C 20549

Form 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2014 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: 1-10X99

Kimco Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

13-2744380

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

3333 New Hyde Park Road, New Hyde Park, NY 11042

(Address of principal executive offices) (Zip Code)

(516) 869-9000

(Registrant's telephone number, including area code)

N/A

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes ☒ No ☐

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

Large accelerated filer ☐ S Accelerated filer ☐
Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b-2 of the Exchange Act). Yes ☐ No ☒

As of October 22, 2014, the registrant had 411,425,014 shares of common stock outstanding.

> .,.

PART 1 FINANCIAL INFORMATION ■ . . . j

Item 1: .is. Financial Statements of Kimco Realty Corporation and Subsidiaries >i.u <

Condensed Consolidated Financial Statements - , . . . : . • '... V

Ky-jt;- Condensed Consolidated Balance Sheets as of September;30,>2014jand December 31,2013

'i^K'sfs', .Condensed.Consolidated Statements of Income for the-Three and NineMonths Ended '
September 30,2014and2013 ' ■. V... ' ; , , •

Condensed Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended
September.30,2014 and 2013 , . • ' ' ' ' . 5

^i-'ssKt.i;: Condensed.Consolidated Statements of Changes in Equity for the Nine Months Ended . , '
' • SeptembeV'30,'2014 and 2013", ' • ... ' ■ \ ■ ■ ... / . " ... ' ; , , " . : / . , ; vrUL^v.i - . ~ .6.

' -yi Condensed Consolidated Statements of Cash Flows for the Nine Months Ended^ •
September 30,2014 and 2013 ' , 7

Notes to Condensed Consolidated Financial Statements ' , ; , ■ : ■ ■ i' ; - ; ^ ; ; V ; ^ ^ . ' : . . ; ■ ; ... 8

Item'2'?:.«T--^~V^ManSgcment's.-pisc;ussion and Analysis of Financial-Condition and-Results of.Operatibns-rfiwo.V. - . r., • - >'.-.-:-

21

Item 3:f ; ^Quantitativeand Qualitative Disclosures About Market Risk ' , , , ' ' ' ' vS .

31:

Item 4. « : i Controls and Procedures ' ' ' -« . . . "> : ■ ■ . -.- -32

PART II
OTHER INFORMATION

Item 1. Legal Proceedings

Item 1A. Risk Factors

Item 6. Exhibits

Signatures

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**KIMCO REALTY CORPORATION AND
SUBSIDIARIES CONDENSED CONSOLIDATED
BALANCE SHEETS (Unaudited) (in thousands, except
share information)**

	September 30, 2014	September 30, 2013	December 31, 2013
Assets:			
Operating real estate, net of accumulated depreciation of \$1,937,463 and \$1,878,681, respectively	\$ 7,883,798	\$ 7,146,845	\$ 7,146,845
Investments and advances in real estate joint ventures	1,087,425	1,257,010	1,257,010
Real estate under development	79,203	97,818	97,818
Other real estate investments	268,183	274,641	274,641
Mortgages and other financing receivables	22,724	30,243	30,243
Cash and cash equivalents	154,190	154,190	154,190
Marketable securities	77,123	62,766	62,766
Accounts and notes receivable	164,326	161,158	161,158
Other assets	559,407	481,213	481,213
Total assets	\$ 10,293,211	\$ 10,293,211	\$ 9,663,630
Liabilities:			
Notes payable	3,186,047	3,353,458	3,353,458
Mortgages payable	1,343,859	1,035,354	1,035,354
Dividends payable	104,858	104,858	104,858
Other liabilities	563,926	482,054	482,054
Total liabilities	5,198,690	4,975,724	4,975,724
Redeemable noncontrolling interests	91,413	86,153	86,153
Stockholders' equity:			
Preferred stock, \$1.00 par value, authorized 5,961,200 shares, 102,000 shares issued and outstanding	4,113	4,097	4,097
Common stock, \$.01 par value, authorized 750,000,000 shares issued and outstanding 411,338,211 and 409,731,058 shares, respectively	5,722,829	5,689,258	5,689,258
Paid-in capital	(945,949)	(996,058)	(996,058)
Cumulative distributions in excess of net income	(68,620)	(64,982)	(64,982)
Accumulated other comprehensive income	4,712,475	4,632,417	4,632,417
Total stockholders' equity	4,835,697	4,769,526	4,769,526
Noncontrolling interests	123,222	137,109	137,109
Total equity	4,835,697	4,769,526	4,769,526
Total liabilities and equity	\$ 10,293,211	\$ 10,293,211	\$ 9,663,630

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

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KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF
INCOME (Unaudited) (in thousands, except per share data)

	Three Months Ended September 2014	Nine Months Ended September 30, 2013	2014 2013
Revenues			
Revenues from rental properties			
Management and other fee income			
Total revenues			
Operating expenses			
Rent			
Real estate taxes			
Operating and maintenance			
General and administrative expenses			
Provision for doubtful accounts			
Impairment charges			
Depreciation and amortization			
Total operating expense's			
Operating income			
Other income/(expense)			
Mortgage financing income - Interest, dividends and other investment income			
Other (expense)/income, net			
Income/(loss) from continuing operations before income taxes; equity in income; of joint ventures, gain on change in control of interests and equity in income from other real estate investments			
Provision for income taxes, net			
Equity in income of joint ventures, net			
Gain on change in control of interests, net			
Equity in income of other real estate investments, net			
Income from continuing operations			
Discontinued operations			
Income from discontinued operating properties, net of tax			
Impairment/loss on operating properties, net of tax			
Gain on disposition of operating properties, net of tax			
Income/(loss) from discontinued operations			
Gain on sale of operating properties, net of tax			
Net income attributable to noncontrolling interests			
Net income attributable to the Company Preferred dividends			
Net income available to the Company's common shareholders			
Per common share:			
Income from continuing operations			
Basic			
\$ 253,367 \$ 212,153 \$ 723,891 \$ 629,691			

8,679	" "- 9,310	26,245 .	26,752					
262,046	"221,463 '	.750,136656,443						
3,559	3,315	10,36210,012						
31,553	28,156	' ' 92,413	81^345					
32,143	23,76790,19073,721							
28,674	30,828' ' 94,682	. 96,148						
992	2,1024,6126,917							
.6,141	58,65045,691.- 83,887.							
69,188	57,933	191,423	170,827					
172,250 ;	204,751■ 529,373 ' .. ' -522^57 '							
■89,796	16,712220,763133,586							
417	9252,5443,341							
269	.416. 712 .9,464							
(51,578)	VV (53,949) ' (154,998) .(162,404)	(1,238)	3,527	.(³ % ⁷⁹⁶),.	C ⁻²⁹²)			
37,666	(32,369)	65,225.,:'	(17,305)					
(5,366) \ %_ (23,763)	(14,651)(26,584)							
51,787	96,175	150,073179,791						
14,431	...;-■."■',;-	. ;. 83,773 . .21,711	6,036	10,547	16,404	—	29,910	
104,554	50,590	300,824 187,523						
.4,062	9,588	∴ .,23^475 ... 32,733						
89,259 - "-.-; '!"^r^^fī^/"^r 118,804		27,762	(566)	(26,928)	(58,373)	(68,130)		
92,755	6,058	83,906	(7,635)					
=	540'"'"---^--^ --							
			197,309	57,188	385,119	180,968		
194,708 ^{55>763 3} _ 7 ..!2 2 0. 174,672								
(14.573)(14,573)	(43,720)	(43,720)						
			(2,601)	(1,425)	(13,899)	(6,296)		

\$ 180,135 S 41,190 \$ 327,500 S 130,952

\$ 0.21 S 0.08 S 0^61 S 033

-Diluted ■ >, '!.SO|s'

Net income attributable to the Company: -Basic : -Diluted

Weighted average shares:

■ . . -Basic ■ ■ ■
-Diluted

Amounts attributable to the Company's common shareholders:

Income from continuing operations : •
 Income/(loss) from discontinued operations
 Net income :-..

87,376 \$ ■ 92,759
 180,135 , \$

32,353 8,837
 41,190 \$

250,990 76,510
 327,500 ; \$

136,743' (5,791)
130,952

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES CONDENSED
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited) (in
 thousands)

Three Months Ended September 30,
 Nine Months Ended September 30,

2014

Net income \

Other comprehensive income:

■ Change in unrealized gain on marketable securities; net j :

Change in foreign currency translation adjustment, net j .- . Other comprehensive(loss)/income ; , < , ' . ■ . --

Comprehensive income > , ' . • ' : ' ' ' .

Comprehensive income attributable to noncontrolling interests

Comprehensive income attributable to the Company' . ' ■ ? .

197,309 \$

5,869 (14,912)
 (9,043)

188,266 . . " (2,586)'

185,680 \$
 57,188 \$.

17,660 305

17,965.

. 75,153 J (1,720)

73,433 . S.
 385,119 S

13,980 (17,807)
 (3,827)''

.381,292 (13,710)

367,582
 180,968

559
J" -■°-:pi'l-" :- -^-.^^.;
5 9,208 (2) ' (3,849).

16 29,028

(5,992) 8.856

;(4,4,128) 102 S .102 409,656 S 4,097 \$5,688,421 S 4,697,557 \$ (64,982) . 102 . S 102 409,731 \$ 4,097 55,689,258 \$. ,4,632,417. S

(5,140) (5,140)

- (301,569)

!,(6,387) ' (6,387) 9,213 (3,851)

29,044

■(20,096);~g(26;b88) 8,856

142,565 \$4,840,152
3,098,

137,lp9;\$4,769,526

3,098

Comprehensive income:- .r

Net income x Other comprehensive ,:- 7~ ".•■'income; net of tax:. •'.

Change in unrealized gain on marketable securities Change iri foreign¹ " ' currency translation adjustment •' ■

Redeemable noncontrollingV,! , ■<■: ■'. ■ . .. ■s-ia^-a-'X'■ ■ r: ■■■rv. •■
interests'- /•'' _ ■ '. , - ■...^;i^A^±y.^£^UM-:L--rl,--6 ' ^X^Mi^

Dividends (SO.675 per common

share; \$1.2938 per Class H

Depository Share and

\$1.1250 per Class I

Depository Share, and

\$1.0313 per Class J

Depository Share, and

\$1.0547 per Class K

Depository Share,

respectively)

(321,111)

- - -

(321,111)

- (321,111)

Distributions to ', ... ,

noncontrolling interests ' .

-

- - ..

■ ■}

-

'- ' '-(25,150) (25,150)

Issuance of common stock

-

805

8

13,827

13,835

- 13,835

Surrender of restricted stock

-

- - .

(187)

(2)

(3,979)

(3,981)

-

'- (3,981)

Exercise of common stock

options

-

-

989

10

16,077

16,087

-

16,087

Acquisition of noncontrolling

interests

'/' ,

-

-

-

-

-

(53)

(53)

(766)

.(819)

Amortization of equity awards

-

-

-

-

7,699

7,699

7,699

=

7,699

Balance, September 30, 2014K:-*SV.(94S,949)'\$' (68,620) , 102 \$- 102,411,338 \$ 4,113 \$5,722,829 S ' 4,712,475. \$• " 123,222 . \$4,835,697

6
KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH
FLOWS (Unaudited) (in thousands)

2014 2013

Cash flow from investing activities:

Cash flow from financing activities: \$ 1,000,000

Principal payments on debt, excluding normal amortization of rental property debt \$ (1,000,000)

Principal payments on rental property debt \$ (1,000,000)

Proceeds from mortgage loan financings \$ 1,000,000

Proceeds from (repayments) under unsecured revolving credit facility, net \$ 1,000,000

Proceeds from issuance of unsecured term loan/notes \$ 1,000,000

Repayments under unsecured term loan/notes \$ (1,000,000)

Financing origination costs \$ (1,000,000)

Redemption of/distributions to noncontrolling interests \$ (1,000,000)

Dividends paid \$ (1,000,000)

Proceeds from issuance of stock \$ 1,000,000

Net cash flow used for financing activities \$ 1,000,000

Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period^^

Income taxes paid during the period ■■ • s» . a \ ^ \ " V v ^ - C t f - l - / - ^ - ' ■ . * ! ' • • , • •

199,914 -107,034 (130,052) (150,073) ,
(83,773) -(16,404) -
186,629 , 3,168 35,289

510,005 (26,846)'''

(382,128)' (93,733) (154) (4,556) -3,780 (59,602) 144,359 '■

12,981

· S'1 7,707';■

303,104
"(72,093)

(432,490) (298,264) (17,098) 15,700 55,646 ,-. 500,000 (370,842) (11,911) (1,059) (320,749) 16,087

5,422

148,768
154,190 \$

135,706 . \$

12,944 S

180,968

191,420 • 167,1*53 (29,859) '(179,791)' (21,711) (29,910)''' 211,362 11,414.:'' 69,053 (36,258)
533,841

(182,423) (78,490) (541) (33,588) 10,800 (289,494) 409,748 ; (23,488) 19,557 . (11,469) :, 13,900
' (21,366) \9,175 ' 247,965

: 70, -286

(132,492) (18,264) 35,974 (99,076) 621,562
(446,717.) (7,364) (27,184)
(299,754) 29,043 v
(344,272)

259,855

141,875
401,730

142,805

1,240

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

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KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

I. Interim Financial Statements

Principles of Consolidation -

The accompanying Condensed Consolidated Financial Statements include the accounts of Kimco Realty Corporation and Subsidiaries, (the "Company"). The Company's Subsidiaries includes subsidiaries which are wholly-owned, and all entities in which the Company has a controlling financial interest, including where the Company has been determined to be a primary beneficiary of a variable interest entity ("VIE") or meets certain criteria of a sole general partner or managing member in accordance with the Consolidation guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). All inter-company balances and transactions have been eliminated in consolidation. The information furnished in the accompanying Condensed Consolidated Financial Statements is unaudited and reflects all adjustments which are, in the opinion of management, necessary to reflect a fair statement of the results for the interim periods presented, and all such adjustments are of a normal recurring nature. These Condensed Consolidated Financial Statements should be read in conjunction with the Company's 2013 Annual Report on Form 10-K for the year ended December 31, 2013 ("10-K"), as certain disclosures in this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, that would duplicate those included in the 10-K are not included in these Condensed Consolidated Financial Statements.

Subsequent Events -

The Company has evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements. (See Footnote 4).

Income Taxes -

The Company elected status as a Real Estate Investment Trust (a "REIT") for federal income tax purposes beginning in its taxable year ended December 31, 1991 and operates in a manner that enables the Company to maintain its status as a REIT. As a REIT, the Company must distribute at least 90 percent of its taxable income and will not pay federal income taxes on the amount distributed to its shareholders. Therefore, the Company is not subject to federal income taxes if it distributes 100 percent of its taxable income. Most states, where the Company holds investments in real estate, conform to the federal rules recognizing REITs. Certain subsidiaries have made a joint election with the Company to be treated as taxable REIT subsidiaries ("TRS"), which permit the Company to engage in certain business activities in which the REIT may not conduct directly. A TRS is subject to federal and state income taxes on the income from these activities and the Company includes a provision for taxes in its condensed consolidated financial statements. The Company is subject to and also includes in its tax provision non-U.S. income taxes on certain investments located in jurisdictions outside the U.S. These investments are held by the Company at the REIT level and not in the Company's taxable REIT subsidiary. Accordingly, the Company does not expect a U.S. income tax impact associated with the repatriation of undistributed earnings from the Company's foreign subsidiaries.

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Earnings Per Share -

The following table sets forth the reconciliation of earnings and the weighted average number of shares used in the calculation of basic and diluted earnings per share (amounts presented in thousands except per share data):

Three Months Ended September 30,
Nine Months Ended September 30,

2013

Computation of Basic Earnings Per Share: -

Income from continuing operations

Gain (loss) of operating properties; net of tax - ; Net income attributable to noncontrolling interests Discontinued operations attributable to noncontrolling interests Preferred stock dividends

Income from continuing operations available to the common shareholders : Earnings attributable to unvested restricted shares Income from continuing operations attributable to common shareholders Income/(loss) from discontinued operations attributable to the Company Net income attributable to the Company's common shareholders for basic ; - earnings per share

Weighted average common shares outstanding - p v ; , -

Basic Earnings Per Share Attributable to the Company's Common

Shareholders: Income from continuing operations

Income/(loss) from discontinued operations : " " , Net income

Computation of Diluted Earnings Per Share:

Income from continuing operations attributable to common shareholders Income/(loss) from discontinued operations attributable to the Company

Income/(loss) from discontinued operations : " " , Net income

Net income attributable to the Company's common shareholders for diluted earnings per share

Weighted average common shares outstanding - basic Effect of dilutive securities (a): v. • Vs. " " r. Wsj 1 - " < " > " • Equity awards

40,853 S

76,510 • 390

408,060 806

408,868

1,092 "723

129,941

408,510

410,683

407,459,1,051

0.61 • \$ 0.18 _

0.79 %

408,866

• 0.33... (0.01)

0.32

0.08 %, \$; 0.02 _ 0.10 S

- (a) For the three and nine months ended September 30, 2014 and 2013, the effect of certain convertible units would have an anti-dilutive effect upon the calculation of Income from continuing operations per share. Accordingly, the impact of such conversion has not been included in the determination of diluted earnings per share calculations. Additionally, there were 8,839,578 and 10,983,598 stock options that were not dilutive at September 30, 2014 and 2013, respectively.

The Company's unvested restricted share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the unvested restricted share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted share awards based on dividends declared and the unvested restricted shares' participation rights in undistributed earnings.

New Accounting Pronouncements -

In August 2014, the FASB issued Accounting Standards Update ("ASU") 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15"), which requires management to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date the financial statements are issued and provide related disclosures. ASU 2014-15 is effective for annual periods ending after December 15, 2016 and interim periods thereafter, early adoption is permitted. The Company is currently in the process of evaluating the impact the adoption of ASU 2014-15 will have on the Company's condensed consolidated financial statements.

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In May 2014, the FASB issued ASU 2014-09 Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. ASU 2014-09 is effective for the first interim period within annual reporting periods beginning after December 15, 2016, and early adoption is not permitted. The Company is currently in the process of evaluating the impact the adoption of ASU 2014-09 will have on the Company's financial position or results of operations.

In April 2014, the FASB issued ASU 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity ("ASU 2014-08"). The amendments in ASU 2014-08 change the criteria for determining which disposals can be presented as discontinued operations and modifies related disclosure requirements. The amendments in ASU 2014-08 are effective for fiscal years beginning after December 15, 2014. Early adoption is permitted. The Company is currently in the process of evaluating the impact the adoption of ASU 2014-08 will have on future disposals.

In February 2013, the FASB issued new guidance regarding liabilities, ASU 2013-04, Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date ("ASU 2013-04"), effective retrospectively for fiscal years beginning after December 15, 2013 and interim periods within those years. The amendments require an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of the guidance is fixed at the reporting date, as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. In addition, the amendments require an entity to disclose the nature and amount of the obligation, as well as other information about the obligations. The adoption of ASU 2013-04 did not have a material impact on the Company's financial position or results of operations.

2. Operating Properly Activities

Acquisitions -

During the nine months ended September 30, 2014, the Company acquired the following properties, in separate transactions (in thousands):

Property Name	Purchase Price
North Valley Leasehold LaSalle Properties (3 properties) Harrisburg Land Parcel I ■.. "■" : j Crossroads Plaza Quail Corners	
K1F 1 Portfolio (12 properties)	
Fountain at Arbor Lakes (2 Land	
Parcels) .	
Boston Portfolio (24 properties)	
Vinnin Square	
SEB Portfolio (10 Properties)	
Highlands Ranch Parcel „„>.	
* Includes 1031 sales proceeds ** Gross leasable area ("GLA")	
Location	
Peoria, AZ - : : Various (1) Haitisburg; PA li Cary.NC	
Charlotte, NC (2) ■ Various (3)	
Maple Grove, MN Various	
Swanipscott, MA Various (4)	
, Highlands Rahch^GO ;	
Month Acquired	
Jan-14 Jan-14 Jan-14 Feb-14 Mar-14 Apr-14	
Apr-14 Apr-14 May-14 Jul-14 Sep-14	
Other	
Total	
Cash*	
7.642	
3,000 62,239 *;2,550j-18,691 39,3%; 28,699	
3,000 93,150	
2,550 91,000	
408,000	
900 270,000	
2,550 275,772	
3.800	
Debt Assumed	
23,269	
∴ 4,943 122,291	
120,514 193,600	
12.911	72,309 ; , 17,409 157.010
	900 149,486 ■ 2,550 69,261 - 3,800'
<u>\$ 450,574 \$ 584,111 \$ 147,787 \$ 1,182,472</u>	
GLA*	
316	
489 110	
1,589	

- 10

Land	7: ^
.. "\$, ^ Sv; i ^ 35; 891.;	.. - ,
Buildings	TM 561 601
Above Market Rents ; v- ; *	■; ' ! ... ■. Tv' ' ' J-l'r. ■
24,995./	
Below Market Rents	(67,101)
In-Place Leases ,	... ■' j' i93,617
Building Improvements	239,897
Tenant Improvements-;	.. ,... ■. si <<< *: t vi " sy - j ■' -' ■' . ■ y"
■" ■' ' - - - ^ : \ : ; - . ' = 21,885	
Mortgage Fair Value Adjustment	(34,154)
Other Assets	■ ■ 5,841
	S 1,182,472

During the nine months ended September 30, 2014, the Company disposed of 37 operating properties, in separate transactions, for an aggregate sales price of \$458.1 million, including seven operating properties in Mexico. These transactions, which are included in Discontinued Operations on the Company's Condensed Consolidated Statements of Income, resulted in an aggregate gain of \$129.4 million, before income taxes and noncontrolling interests and aggregate impairment charges of \$12.1 million, before income taxes and noncontrolling interests.

During the nine months ended September 30, 2014, the Company recognized aggregate impairment charges of \$45.7 million, which are included in Impairment charges under Operating expenses on the Company's Condensed Consolidated Statements of Income. These impairment charges consist of \$40.9 million related to adjustments to property carrying values and \$4.8 million related to a cost method investment. The adjustments to property carrying values were recognized in connection with the Company's efforts to market certain properties and management's assessment as to the likelihood and timing of such potential transactions and the anticipated hold period for such properties. During the second quarter of 2014, the Company implemented a plan to accelerate its disposition of certain U.S. properties and in accordance with this strategy the Company identified approximately 150 operating properties to sell within the next 18 months. This plan effectively shortened the Company's anticipated hold period for these properties and as a result the Company recognized impairment charges on certain consolidated operating properties. (See Footnote 12 for fair value disclosure).

The Company's estimated fair values as it relates to property carrying values were primarily based upon estimated sales prices from third party offers based

on signed contracts or letters of intent. The impairment of the cost method investment was based upon a review of the underlying cause of the decline in value, as well as the severity and duration of the decline. As a result of such review, the Company determined that the decline was deemed to be other-than-temporary. (See Footnote 12 for fair value disclosure).

3. Discontinued Operations

The Company reports as discontinued operations, properties held-for-sale as of the end of the current period and assets sold during the period. The results of these discontinued operations are included as a separate component of income on the Condensed Consolidated Statements of Income under the caption Discontinued operations. This reporting has resulted in certain reclassifications of 2013 financial statement amounts.

II

The components of income and expense relating to discontinued operations for the three and nine months ended shown below. These include the results of operations through the date of each respective sale for properties sold during the applicable period for those assets classified as held-for-sale as of September 30, 2014 (in thousands):

2013

Three Months Ended September 30,
2014

September 30, 2014 and 2013 are 14 and 2013 and the operations for

Nine Months Ended September 30, 2014 2013

Discontinued operations: ^ ' Revenues from rental property

Rental property expenses y ; w , y

Depreciation and amortization

Provision for doubtful accounts; net --: \ Interest income/(expense), net

Other expense, net

Income from discontinued operating properties, before income taxes Impairment of property carrying value, net, before income taxes ••< Gain on disposition of operating properties, net, before income taxes (Provision)^enefit for income taxes, net Income/(loss) from discontinued operating properties Net loss/(income) attributable to noncontrolling interests Income/(loss) from discontinued operations attributable to the Company

7,754 (2,160) (1,430) 128 23
_ C3)

4,312 . (940) 99,144 (9,761)
92,755 4 '

92,759 \$

26,127

(8,994),

(6,444)

(406) (42)

(112)

10,129 (26,957) 23,400 (514) ;

6,058 2,779

8,837 \$

44,842 :

■ (ri', 281)''' -

(8,491) ' . (191) ' (50)

■ (437)::

24,392 "(61,343); 129,435

(8,578)

83,906 (7,396)

76,510 \$

81,429 "(25,854) (20,594) ' (1,088) ' 110 (448)

33,555 (83,267) 27,764 14.313

(7,635) 1,844

(5,791)

During the nine months ended September 30, 2014, the Company classified as held-for-sale 35 operating properties. The aggregate book value of these properties was \$239.9 million, net of accumulated depreciation of \$76.5 million. The Company recognized impairment charges on 11 of these properties aggregating \$56.2 million, of which \$7.1 million related to three properties that were sold during the nine months ended September 30, 2014. The book value of the other 24 properties did not exceed their estimated fair value, less costs to sell, and as such no impairment charges were recognized. The Company's determination of the fair

value of these properties, aggregating \$316.5 million, was based upon executed contracts of sale with third parties (see Footnote 12). The Company completed the sale of 15 held-for-sale operating properties during the nine months ended September 30, 2014 (these dispositions are included in Footnote 2 above). At September 30, 2014, the Company had 20 operating properties classified as held-for-sale at a carrying amount of \$95.2 million, net of accumulated depreciation of \$43.4 million, which are included in Other assets on the Company's Condensed Consolidated Balance Sheets.

4. Investments and Advances in Real Estate Joint Ventures

The Company and its subsidiaries have investments in and advances to various real estate joint ventures. These joint ventures are engaged primarily in the operation of shopping centers which are either owned or held under long-term operating leases. The Company and the joint venture partners have joint approval rights for major decisions, including those regarding property operations. As such, the Company holds noncontrolling interests in these joint ventures and accounts for them under the equity method of accounting. The table below presents joint venture investments for which the Company held an ownership interest at September 30, 2014 and December 31, 2013 (in millions, except number of properties):

Venture

Prudential Investment ' ■ • Program ("KimPru". and' ;. « "KimPruir)(1)(2)(?). Kimco Income Opportunity Portfolio ("KIR") (2) (3) Kimstone "(2) ■. j'i■'■fj'^0\$" :? BIG Shopping Centers (2)

The Canada Pension Plan Investment Board ("CPP")

(2). : ' " .. :

Kimco Income Fund ("KIF") (2)(8)

Si:13 Immobilien (2) (12) • Other Institutional Programs .(2) (4) (5) ' :RiqCari': .."ji-, • <':. Latin America (6) Other Joint Venture /■'.Programs (7) '.-\ ■■'

Av. : y -Total

As of September 30, 2014

	Gross	The	Average Number
--	-------	-----	----------------

60

57 39

21

60

55 39

21

180.7

153.8 93.3

31.3

15.0%

48.6% 33.3%

37.9%

Real	Company's	Ownership of Estate	Investment	Interest	Properties GLA
------	-----------	---------------------	------------	----------	----------------

116 ■5.6

3 4

10.6 S 2,747.7 5.

1,486.0 1,096.5

2.4

155.6

522.1

438.8,

12 .13.

56 45 ' 28

75'

0.4

.55.0%,

1.5 9.3 1.0

9.8:
-85.8

344.4 1 "256.9. 95,9

1.447,7
.: 2 510.1
A162:6: 52.6244:9
51 45 17

61

39.5% "■", 1.5.0%

Various

50.0% Various

412

Various

358 55.6 \$ 9,521.8 \$ 1,087.4

Ownership % is a blended rate

The table below presents the Company's share of net income/(loss) for the above investments which is included in the Company's Condensed Consolidated Statements of Income in Equity in income of joint ventures, net for the three and nine months ended September 30, 2014 and 2013 (in millions):

		Three months ended September 30, 2014	2013	Nine months ended September 30, 2014	2013
KimPro and. KimPru II	M'^' *"- \- li'" - ZfZ-i-i' *\$':;	.i^Z S/' ■:-i2.4,; \$4t#i' / ^S?7:			
kir(3)(io(20)	77 7.7. 777' 6.5 777 77* 7j⁹7r77777777²A7				
Kimstone(10)	■ . . ' ; ZJiT. ' ■ ■ ' J:3;5--; -V- ">. ■ f 1:8			0.6	Z.i } VJfi;
BIG Shopping Centers (21)		1.0	0.9	2.6	2.3
<W:j? \i.1	r - ; ; . ■ . ; P77liIS7:sJ::77v7--' ■ } ~ ' ; ' 7 ■ . ' : ^7^#-i^:llisf-i:A5."				
K1F(8)	-	-	0-9	0.9	^ 2.5
SEB'JmniojKii^	' ■ ■ ■ ■ ' ; ^6.2 a -V . ■ ; ■ .y :0.3y .■			■ ■ 0.7 ' .! 0.8	
Other Institutional Programs (5)		2.4	0.4	2.4	2.8
Rip^an^y^IJ^A^5;' \. -: ^vs7:7" ' !. ■ ' ^.'y j;: ■ :v. ■ .-V7/7.V ■ ■ ■ ■ ;				^3 / iCP7: i.v* \T233S^.: /:" :rt; ■ ^ ^ .~:	
Latin America (6) (14) (15) (16) (17)		0.8	69.3	35.3	101.4
Other Joint Venture Programs (7) (13) (18) (19) (20) (21) (22) (23) (24) (25) (26) (27) (28) (29) (30) (31) (32) (33) (34) (35) (36) (37) (38) (39) (40) (41) (42) (43) (44) (45) (46) (47) (48) (49) (50) (51) (52) (53) (54) (55) (56) (57) (58) (59) (60) (61) (62) (63) (64) (65) (66) (67) (68) (69) (70) (71) (72) (73) (74) (75) (76) (77) (78) (79) (80) (81) (82) (83) (84) (85) (86) (87) (88) (89) (90) (91) (92) (93) (94) (95) (96) (97) (98) (99) (100)			523# 'SZ^iK jll7t		
Total	\$	51.8	\$ 962.7?	150.1S	179.8

- 1) This venture represents four separate joint ventures, with four separate accounts managed by Prudential Real Estate Investors ("PREI"), three of these ventures are collectively referred to as KimPru and the remaining venture is referred to as KimPru II.
- 2) The Company manages these joint venture investments and, where applicable, earns acquisition fees, leasing commissions, property management fees, asset management fees and construction management fees.
- 3) During the nine months ended September 30, 2014, KIR sold two operating properties for a sales price of \$17.7 million. In connection with the two dispositions, the Company recognized its share of an aggregate net gain of \$1.1 million.

- 4) During the nine months ended September 30, 2014, the Company acquired three properties from a joint venture in which the Company has a noncontrolling interest for a total sales price of \$93.2 million. The Company evaluated this transaction pursuant to the FASB's Consolidation guidance. As such, the Company recognized a gain of \$3.7 million from the fair value adjustment associated with the Company's original ownership due to a change in control and now consolidates these operating properties.
- 5) During the nine months ended September 30, 2014, two joint ventures in which the Company holds a noncontrolling interest sold two operating properties for an aggregate sales price of \$46.6 million and recognized an aggregate gain of \$11.1 million. The Company's share of this gain was \$2.2 million.
- 6) During the nine months ended September 30, 2014, the Company sold its noncontrolling interest in 10 operating properties located throughout Mexico based on a gross aggregate sales price of \$202.1 million. The Company recognized a net gain of \$30.0 million, before income taxes, associated with these transactions.
- 7) During the nine months ended September 30, 2014, a joint venture in which the Company holds a noncontrolling interest sold 14 operating properties for an aggregate sales price of \$158.5 million and recognized an aggregate gain of \$51.9 million. The Company's share of this gain was \$26.2 million.
- 8) During the nine months ended September 30, 2014, the Company purchased the remaining interest in KIF based on a gross purchase price of \$408.0 million. The Company evaluated this transaction pursuant to the FASB's Consolidation guidance. As such, the Company recognized a gain of \$65.6 million from the fair value adjustment associated with the Company's original ownership due to a change in control and now consolidates these operating properties.
- 9) During the nine months ended September 30, 2014, KimPru acquired an additional parcel within one of its existing operating properties in Elk Grove, CA for a purchase price of \$10.5 million. The Company's capital contribution for this acquisition was \$1.6 million.
- 10) During June 2013, Blackstone Real Estate Partners VII and the Company entered into a new joint venture (Kimstone) in which the Company owns a 33.3% noncontrolling interest.
- 11) During the nine months ended September 30, 2014, KIR recognized aggregate impairment charges of \$5.0 million related to two properties which KIR anticipates selling within the next 18 months. KIR effectively shortened its anticipated hold period for these assets which resulted in the expected future cash flows being less than the carrying value. The Company's share of these impairment charges was \$2.8 million.
- 12) During the nine months ended September 30, 2014, the Company purchased the remaining 85% interest in 10 SEB properties based on a gross purchase price of \$275.8 million including the assumption of \$193.6 million of mortgage debt. The Company evaluated this transaction pursuant to the FASB's Consolidation guidance. As such, the Company recognized a gain of \$14.4 million from the fair value adjustment associated with the Company's original ownership due to a change in control and now consolidates these operating properties.
- 13) During the nine months ended September 30, 2014, the Company received a distribution of \$15.4 million from a joint venture that was in excess of its carrying value and as such, the Company recognized this amount as equity in income.
- 14) During the nine months ended September 30, 2013, joint ventures in which the Company held noncontrolling interests sold ten operating properties located throughout Mexico for \$315.5 million. These transactions resulted in an aggregate net gain to the Company of \$21.8 million, after tax.
- 15) During the nine months ended September 30, 2013, the Company and its joint venture partner sold their noncontrolling ownership interest in a joint venture which held interests in 84 operating properties located throughout Mexico for \$603.5 million (including debt of \$301.2 million). This transaction resulted in a net gain to the Company of \$78.2 million, before income taxes of \$25.1 million.
- 16) During the nine months ended September 30, 2013, a joint venture in which the Company held a noncontrolling interest sold nine operating properties located throughout Chile for net proceeds of \$17.6 million. This transaction resulted in a net gain to the Company of \$4.0 million.
- 17) During the nine months ended September 30, 2013, the Company recorded impairment charges of \$12.9 million on six properties that were in advanced negotiations to sell located throughout Mexico based upon the anticipated selling prices.
- 18) During the nine months ended September 30, 2013, a joint venture in which the Company has a noncontrolling interest sold an operating property for a sales price of \$7.6 million and recognized an impairment charge of \$2.0 million. The Company's share of this impairment charge was \$1.0 million.
- 19) During June 2013, the InTown portfolio was sold for a sales price of \$735.0 million which included the assignment of \$609.2 million in debt. This transaction resulted in a deferred gain to the Company of \$21.7 million.
- 20) During the nine months ended September 30, 2013, KIR sold an operating property in Cincinnati, OH for a sales price of \$30.0 million and recognized a gain of \$6.1 million. The Company's share of this gain was \$3.0 million.
- 21) During October 2014, the Company and their joint venture partner BIG divided 15 of the 21 properties in the BIG Shopping Centers venture with the Company receiving a 99% ownership interest in seven operating properties and BIG receiving a 99% ownership interest in eight operating properties. As a result of this transaction, the Company will consolidate these seven properties. Subsequent to this transaction the BIG Shopping Centers venture holds six operating properties.

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The table below presents debt balances within the Company's unconsolidated joint venture investments for which the Company held noncontrolling ownership interests at September 30, 2014 and December 31, 2013 (dollars in millions):

As of September 30, 2014

Venture

KimPru and KimPru IT _ i KIR
Kimstone
BIG Shopping Centers

cpp

Kimco Income Fund SEB Immobilien, RioCan

Other Institutional Programs, % Other Joint Venture Programs

Mortgages and Notes Payable

921.2. 870.6 729.5 406.3

50.2 679.0 ■223.4 952.5
4,945.3

Weighted Average Interest Rate

.5.53% 5.04% 4.46% 5.41% 5.03%'

.4.06%. 4.46% ' 5.47%: 5.33%

Weighted Average Remaining

Term (months)**

64.9
:i^^{-30.8}s'; ■
34.2
-13.P-' '

38.7 40.5 " . . 23,8 , . 59.5

Mortgages and Notes Payable

'f.^749L9H 406.5 138.6 158.0 243.8 743 7 272.9 1,063.1 5,589.0

Weighted Average Interest Rate

5.53% 5.05% 4.62% 5.39% 5.23% 5.45% 5.11%. 4.59% 5.32% 5.53%

Weighted Average Remaining

Term (months)**

35.0
75.1
"" 4-:^ 39,3;; 40.1

8.7

48 0

60.6

:::5i3M-M;

** Average Remaining Term includes extension options.

5. Other Real Estate Investments

Preferred Equity Capital -

The Company has provided capital to owners and developers of real estate properties through its Preferred Equity Program. As of September 30, 2014, the Company's net investment under the Preferred Equity Program was \$232.3 million relating to 446 properties, including 385 net leased properties. During the nine months ended September 30, 2014, the Company earned \$17.5 million from its preferred equity investments, including \$3.7 million in profit participation earned from three capital transactions. During the nine months ended September 30, 2013, the Company earned \$37.9 million from its preferred equity investments, including \$20.3 million in profit participation earned from nine capital transactions.

6. Variable Interest Entities

Consolidated Ground-Up Development Projects

Included within the Company's ground-up development projects at September 30, 2014, are two entities that are VIEs, for which the Company is the primary beneficiary. These entities were established to develop real estate property to hold as long-term investments. The Company's involvement with these entities is through

its majority ownership and management of the properties. These entities were deemed VIEs primarily based on the fact that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support. The initial equity contributed to these entities was not sufficient to fully finance the real estate construction as development costs are funded by the partners throughout the construction period. The Company determined that it was the primary beneficiary of these VIEs as a result of its controlling financial interest.

At September 30, 2014, total assets of these ground-up development VIEs were \$88.2 million and total liabilities were \$0.5 million. The classification of these assets is primarily within Real estate under development and the classification of liabilities is primarily within accounts payable and accrued expenses, which is included in Other liabilities in the Company's Condensed Consolidated Balance Sheets.

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Substantially all of the projected development costs to be funded for these ground-up development VIEs, aggregating \$35.6 million, will be funded with capital contributions from the Company and by the outside partners, when contractually obligated. The Company has not provided financial support to these VIEs that it was not previously contractually required to provide.

Unconsolidated Redevelopment Investment

Included in the Company's joint venture investments at September 30, 2014, is one unconsolidated joint venture, which is a VIE for which the Company is not the primary beneficiary. This joint venture was primarily established to develop real estate property for long-term investment and was deemed a VIE primarily based on the fact that the equity investment at risk was not sufficient to permit the entity to finance its activities without additional financial support. The initial equity contributed to this entity was not sufficient to fully finance the real estate construction as development costs are funded by the partners throughout the construction period. The Company determined that it was not the primary beneficiary of this VIE based on the fact that the Company has shared control of this entity along with the entity's partners and therefore does not have a controlling financial interest.

As of September 30, 2014, the Company's investment in this VIE was a negative \$11.0 million, due to the fact that the Company had a remaining capital commitment obligation, which is included in Other liabilities in the Company's Condensed Consolidated Balance Sheets. The Company's maximum exposure to loss as a result of its involvement with this VIE is estimated to be \$11.0 million, which is the remaining capital commitment obligation. The Company has not provided financial support to this VIE that it was not previously contractually required to provide. All future costs of development will be funded with capital contributions from the Company and the outside partner in accordance with their respective ownership percentages.

7. Mortgages and Other Financing Receivables:

The Company has various mortgages and other financing receivables which consist of loans acquired and loans originated by the Company. The Company reviews payment status to identify performing versus non-performing loans. As of September 30, 2014, the Company had a total of 13 loans aggregating \$22.7 million all of which were identified as performing loans.

During the nine months ended September 30, 2014, the Company received full payment relating to three mortgage receivable loans which had an aggregate outstanding balance of \$6.9 million. These loans bore interest at rates ranging between 7.97% and 10.0% and had scheduled maturities ranging from March 2014 to June 2019.

8 Marketable Securities and Other Investments

At September 30, 2014, the Company's investment in marketable securities was \$77.1 million which includes an aggregate unrealized gain of \$40.0 million relating to marketable equity security investments.

9. Notes Payable

During March 2014, the Company established a new \$1.75 billion unsecured revolving credit facility (the "Credit Facility") with a group of banks, which is scheduled to expire in March 2018 with two additional six-month options to extend the maturity date, at the Company's discretion, to March 2019. This Credit Facility replaced the Company's existing \$1.75 billion unsecured revolving credit facility which was scheduled to mature in October 2015. The Credit Facility, which can be increased to \$2.25 billion through an accordion feature, accrues interest at a rate of LIBOR plus 92.5 basis points on drawn funds. In addition, the Credit Facility includes a \$500 million sub-limit which provides the Company the opportunity to borrow in alternative currencies including Canadian dollars, British Pounds Sterling, Japanese Yen or euros. Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to covenants requiring the maintenance of (i) maximum leverage ratios on both unsecured and secured debt and (ii) minimum interest and fixed coverage ratios. As of September 30, 2014, the Credit Facility had a balance of \$250.0 million outstanding and \$1.1 million appropriated for letters of credit.

During April 2014, the Company issued \$500.0 million of 7-year Senior Unsecured Notes at an interest rate of 3.20% payable semi-annually in arrears which are scheduled to mature in May 1, 2021. The Company used the net proceeds from the offering of \$495.4 million after deducting the underwriting discount and offering expenses, for general corporate purposes including reducing borrowings under the Credit Facility and repayment of maturing debt. In connection with this issuance, the Company entered into a seventh supplemental indenture which, among other things, revised, for all securities created on or after the date of the seventh supplemental indenture, the definition of Unencumbered Total Asset Value, used to determine compliance with certain covenants within the indenture.

During the nine months ended September 30, 2014, the Company (i) assumed \$618.3 million of individual non-recourse mortgage debt relating to the acquisition of 48 operating properties, including an increase of \$34.2 million associated with fair value debt adjustments, (ii) paid off \$298.3 million of mortgage debt that encumbered 18 properties and (iii) entered into a new non-recourse mortgage for \$15.7 million encumbering one property.

Noncontrolling interests represent the portion of equity that the Company does not own in those entities it consolidates as a result of having a controlling financial interest in accordance with the provisions of the FASB's Consolidation guidance. The Company identifies its noncontrolling interests separately within the equity section on the Company's Condensed Consolidated Balance Sheets. Noncontrolling interests also includes amounts related to partnership units issued by consolidated subsidiaries of the Company in connection with certain property acquisitions. Partnership units which are determined to be mandatorily redeemable under the FASB's Distinguishing Liabilities from Equity guidance are classified as Redeemable noncontrolling interests and presented in the mezzanine section between Total liabilities and Stockholder's equity on the Company's Condensed Consolidated Balance Sheets. The amounts of consolidated net income attributable to the Company and to the noncontrolling interests are presented on the Company's Condensed Consolidated Statements of Income.

Balance at January 1,	
Issuance of redeemable units/partnership interest	
Fair market value adjustment, net	
Other	

12. Fair Value Measurements

92 88

All financial instruments of the Company are reflected in the accompanying Condensed Consolidated Balance Sheets at amounts which, in management's estimation based upon an interpretation of available market information and valuation methodologies, reasonably approximate their fair values except those listed below, for which fair values are disclosed. The valuation method used to estimate fair value for fixed-rate and variable-rate debt is based on discounted cash flow analyses, with assumptions that include credit spreads, market yield curves, trading activity, loan amounts and debt maturities. The fair values for marketable securities are based on published values, securities dealers' estimated market values or comparable market sales. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon disposition.

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The following are financial instruments for which the Company's estimate of fair value differs from the carrying amounts (in thousands):

Marketable securities (1); Notes payable (2); Mortgages payable (3);

September 30, 2014

Estimated Fair Value

December 31, 2013

Estimated Fair Value

- 1) As of September 30, 2014 and December 31, 2013, the Company determined that \$74.5 million and \$59.7 million, respectively, of the Marketable securities estimated fair value were classified within Level 1 of the fair value hierarchy and the remaining \$2.8 million and \$3.1 million, respectively, were classified within Level 3 of the fair value hierarchy.
- 2) The Company determined that its valuation of Notes payable was classified within Level 2 of the fair value hierarchy.
- 3) The Company determined that its valuation of Mortgages payable was classified within Level 3 of the fair value hierarchy.

The Company has certain financial instruments that must be measured under the FASB's Fair Value Measurements and Disclosures guidance, including available for sale securities. The Company currently does not have non-financial assets and non-financial liabilities that are required to be measured at fair value on a recurring basis.

The table below presents the Company's financial assets measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013, aggregated by the level in the fair value hierarchy within which those measurements fall (in thousands):

Balance at September 30, 2014

74,547 \$; 74,547 \$

Balance at December 31, 2013

Marketable equity securities 59,723 \$; 59,723 \$

Assets measured at fair value on a non-recurring basis at September 30, 2014 and December 31, 2013, are as follows (in thousands):

Balance at September 30, 2014

228,798 \$

Balance at December 31, 2013

Real estate,

Joint venture investments Other real estate; investments¹ Cost method investment

217,529 59,693 2,050 4,670

217,529 59,693 2,050 4,670

During the nine months ended September 30, 2014, the Company recognized impairment charges of \$107.0 million of which \$61.3 million, before noncontrolling interests and income taxes, is included in discontinued operations. These impairment charges consist of (i) \$102.2 million related to adjustments to property carrying values and (ii) \$4.8 million related to a cost method investment. During the nine months ended September 30, 2013, the Company recognized impairment charges of \$167.2 million of which \$83.3 million, before noncontrolling interests and income taxes, is included in discontinued operations. These impairment charges consist of (i) \$153.0 million related to adjustments to property carrying values, \$10.0 million related to a cost method investment, \$1.0 million related to certain joint venture investments and \$3.2 million related to a preferred equity investment.

The Company's estimated fair values, as it relates to property carrying values were primarily based upon (i) estimated sales prices from third party offers based on signed contracts or letters of intent (this method was used to determine \$80.5 million of the \$102.2 million in impairments recognized during the nine months ended September 30, 2014), for which the Company does not have access to the unobservable inputs used to determine these estimated fair values, and (ii) discounted cash flow models (this method was used to determine \$21.7 million of the \$102.2 million in impairments recognized during the nine

months ended September 30, 2014). The discounted cash flow models include all estimated cash inflows and outflows over a specified holding period. These cash flows were comprised of unobservable inputs which include forecasted revenues and expenses based upon market conditions and expectations for growth. The capitalization rates primarily ranging from 5.0% to 15.0% and discount rates primarily ranging from 6.0% to 16.0% which were utilized in the models were based upon

observable rates that the Company believes to be within a reasonable range of current market rates for each respective investments.

The Company's estimated fair value as it relates to the cost method investment, was based upon a discounted cash flow model. The discounted cash flow model includes all estimated cash inflows and outflows over a specified holding period. These cash flows were comprised of unobservable inputs which include forecasted revenues and expenses based upon market conditions and expectations for growth. The capitalization rate of 6.0% and discount rate of 9.1% which were utilized in this model were based upon observable rates that the Company believes to be within a reasonable range of current market rates for the respective investment.

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Based on these inputs the Company determined that its valuation of these investments was classified within Level 3 of the fair value hierarchy. (See Footnote 2 for additional discussion regarding impairment charges).

13. Preferred Stock

The Company's outstanding Preferred Stock is detailed below:

Series of Preferred Stock
Series H; Series I Series J; Series K

Shares Authorized 70,000 18,400 105,450
8,050
105,450

Shares Issued and Outstanding 70,000 16,000 9,000

7,000

Liquidation
Preference
(in thousands)
175,000
400,000
7225,000
175,000

975,000

Dividend Rate

6.90% 6.00% 5.50% 5.625%

Annual Dividend per Depositary Share

1.172500 1.50000 1.37500 1.40625

L00. 1.00 L00. 1.00

14. Supplemental Schedule of Non-Cash Investing / Financing Activities

The following schedule summarizes the non-cash investing and financing activities of the Company for the nine months ended September 30, 2014 and 2013 (in thousands):

	2014	2013
Acquisition of real estate interests by issuance of mortgage, debt	\$ 210,232	\$ 36,716
Acquisition of real estate interests by issuance of redeemable units/partnership interest	\$ 6,122	\$ 3,985
Acquisition of real estate interests through proceeds held in escrow	\$ 71,116	\$ 24,322
Acquisition of real estate interests through mortgage receivable foreclosure	\$ -	\$ -
Proceeds held in escrow	\$ 47,728	\$ -

Issuance of restricted common stock	\$	13,835	\$	9,213
Surrender of restricted common stock	-	(3,981)	\$	(3,851)
Disposition of real estate through the issuance of an unsecured obligation	\$	-	\$	3,513
Debt, a ¹ ioj ¹ ,f ¹ ividchds paid in succeeding period	^	^	^	04,858
Consolidation of Joint Ventures:				
Increase in real estate and other assets	-	-	-	228,200
Increase in mortgages payable	\$	37,387	\$	206,489

15. Incentive Plans

The Company maintains two equity participation plans, the Second Amended and Restated 1998 Equity Participation Plan (the "Prior Plan") and the 2010 Equity Participation Plan (the "2010 Plan") (collectively, the "Plans"). The Prior Plan provides for a maximum of 47,000,000 shares of the Company's common stock to be issued for qualified and non-qualified stock options and restricted stock grants. Effective May 1, 2012, the 2010 Plan provides for a maximum of 10,000,000 shares of the Company's common stock to be issued for qualified and non-qualified stock options and other awards, plus the number of shares of common stock which are or become available for issuance under the Prior Plan and which are not thereafter issued under the Prior Plan, subject to certain conditions. Unless otherwise determined by the Board of Directors at its sole discretion, stock options granted under the Plans generally vest ratably over a range of three to five years, expire ten years from the date of grant and are exercisable at the market price on the date of grant. Restricted stock grants generally vest (i) 100% on the fourth or fifth anniversary of the grant, (ii) ratably over three or four years or (iii) over ten years at 20% per year commencing after the fifth year. Performance share awards, which vest over a period of one to three years, may provide a right to receive shares of the Company's common stock or restricted stock based on the Company's performance relative to its peers, as defined, or based on other performance criteria as determined by the Board of Directors. In addition, the Plans provide for the granting of certain stock options and restricted stock to each of the Company's non-employee directors (the "Independent Directors") and permit such Independent Directors to elect to receive deferred stock awards in lieu of directors' fees.

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The Company recognized expenses associated with its equity awards of \$14.5 million and \$15.1 million for the nine months ended September 30, 2014 and 2013, respectively. As of September 30, 2014, the Company had \$28.8 million of total unrecognized compensation cost related to unvested stock compensation granted under the Plans. That cost is expected to be recognized over a weighted average period of approximately 3.1 years.

16. Accumulated Other Comprehensive Income ("AOCI")

The following table displays the change in the components of accumulated other comprehensive income for the nine months ended September 30, 2013 and 2014:

'\$	*	'	(85,404)	'\$	V	'	V	19,222	;	ft\$	Bi	^	^(66;182)	i
(1,834)			31,082	29,248										
■	■	'	'	'	;			(7,194)	g	jff	jajj	f	XJ;	i9,4)-
			(1,834)*					23,888					22,054	
\$		■		(87,238)	i	\$;	43;	MQg		S	^;	v	;

Foreign Currency Unrealized Gains onTranslation Available-for-Sale

<u>Adjustments</u>	<u>Investments</u>	<u>Total</u>
--------------------	--------------------	--------------

Balance as of January 1, 2013	-	1
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Other comprehensive income before reclassifications Amounts reclassified from AOCI (1) . Other comprehensive income Balance as of September 30, 2013

(1) Amounts were reclassified to Interest, dividends and other investment income on the Company's Condensed Consolidated Statements of Income.

Balance as of January 1, 2014 j¹;i;gsj ;■; , W. ;. Other comprehensive income before reclassifications Amounts¹reclas'sYfi¹

Net current-period other comprehensive income

Balance as of September 30, 2014 f ■ i¹;-

Unrealized Gains on Available-for-Sale Investments

13,980
(90,977) •\$
13,980
(17,618)
(17,618)

(T08;595)---\$,

Total

■ (64,982). (3,638)

(3,638) ""(68,620)

At September 30, 2014, the Company had net unrealized cumulative translation adjustment ("CTA") losses relating to its investments in foreign entities of \$108.6 million, after noncontrolling interests of \$5.8 million. The CTA losses are comprised of \$127.0 million of unrealized losses relating to U.S. Latin American investments, \$113.4 million of which is related to Mexico, partially offset by, \$14.4 million of unrealized gains relating to its Canadian investments. The CTA losses result from currency fluctuations between local currency and the U.S. dollar during the period in which the Company held its investment. CTA amounts are subject to future changes resulting from ongoing fluctuations in the respective foreign currency exchange rates. Under U.S. GAAP, the Company is required to release CTA balances into earnings when the Company has substantially liquidated its investment in a foreign entity. During 2013, the Company began selling properties within its Latin American portfolio. The Company anticipates it will, in the near term, substantially liquidate all of its investments in this portfolio which will require the then unrealized loss on foreign currency translation to be recognized as a charge against earnings.

17. Pro Forma Financial Information

As discussed in Note 2, the Company and certain of its affiliates acquired and disposed of interests in certain operating properties during the nine months ended September 30, 2014. The pro forma financial information set forth below is based upon the Company's historical Condensed Consolidated Statements of Income for the nine months ended September 30, 2014 and 2013, adjusted to give effect to these transactions at the beginning of 2013 and 2012, respectively.

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The pro forma financial information is presented for informational purposes only and may not be indicative of what actual results of income would have been had the transactions occurred at the beginning of 2013 and 2012, respectively, nor does it purport to represent the results of income for future periods. (Amounts presented in millions, except per share figures).

		Nine Months Ended September 30, 2014 2013	
Revenues	\$	756.8	\$ 689.5
Net income	\$	267.7	\$ 238.1
Net income available to the Company's common shareholders	\$	217.5	\$ 186.2
<i>Net income available to the Company's common shareholders per common share:</i>			
Basic	\$	0.53	\$ 0.46
Diluted	\$	0.53	\$ 0.45

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**Forward-Looking Statements**

This Quarterly Report on Form 10-Q, together with other statements and information publicly disseminated by the Company 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. The Company intends 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 includes this statement for purposes of complying with the safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe the Company's 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 the Company's control and 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 adverse economic and local real estate conditions, (ii) the inability of major tenants to continue paying their rent obligations due to bankruptcy, insolvency or a general downturn in their business, (iii) financing risks, such as the inability to obtain equity, debt or other sources of financing or refinancing on favorable terms for the Company, (iv) the Company's ability to raise capital by selling its assets, (v) changes in governmental laws and regulations, (vi) the level and volatility of interest rates and foreign currency exchange rates, (vii) risks related to our international operations, (viii) the availability of suitable acquisition, disposition and redevelopment opportunities, (ix) valuation and risks related to our joint venture and preferred equity investments, (x) valuation of marketable securities and other investments, (xi) increases in operating costs, (xii) changes in the dividend policy for the Company's common stock, (xiii) the reduction in the Company's income in the event of multiple lease terminations by tenants or a failure by multiple tenants to occupy their premises in a shopping center, (xiv) impairment charges and (xv) unanticipated changes in the Company's intention or ability to prepay certain debt prior to maturity and/or hold certain securities until maturity and the risk factors discussed in Part II, Item 1 A. included in this Form 10-Q

and in our Annual Report on Form 10-K for the year ended December 31, 2013, accordingly, there is no assurance that the Company's expectations will be realized.

The following discussion should be read in conjunction with the accompanying Condensed Consolidated Financial Statements and Notes thereto. These unaudited financial statements include all adjustments which are, in the opinion of management, necessary to reflect a fair statement of the results for the interim periods presented, and all such adjustments are of a normal recurring nature.

Executive Summary

Kimco Realty Corporation is one of the nation's largest publicly-traded owners and operators of neighborhood and community shopping centers. As of September 30, 2014, the Company had interests in 814 shopping center properties (the "Combined Shopping Center Portfolio"), aggregating 116.8 million square feet of gross leasable area ("GLA") and 541 other property interests, primarily through the Company's preferred equity investments and other real estate investments, totaling 12.1 million square feet of GLA, for a grand total of 1,355 properties aggregating 128.9 million square feet of GLA, located in 41 states, Puerto Rico, Canada, Mexico, Chile and Peru.

The executive officers are engaged in the day-to-day management and operation of real estate exclusively with the Company, with nearly all operating functions, including leasing, asset management, maintenance, construction, legal, finance and accounting, administered by the Company.

The Company's strategy is to be the premier owner and operator of neighborhood and community shopping centers through investments primarily in the U.S. and Canada. To achieve this strategy the Company is (i) striving to transform the quality of its portfolio by disposing of lesser quality assets and acquiring larger higher quality properties in key markets identified by the Company, (ii) simplifying its business by exiting Mexico and South America and reducing the number of joint venture investments and (iii) pursuing redevelopment opportunities within its portfolio to increase overall value. During the second quarter of 2014, the Company implemented a plan to accelerate its disposition of certain U.S. properties and in accordance with this strategy the Company identified approximately 150 operating properties to sell within the next 18 months. This plan effectively shortened the Company's anticipated hold period for these properties and as such caused the Company to recognize impairment charges on certain consolidated operating properties. If the Company accepts sales prices for these assets that are less than their net carrying values, the Company would be required to take additional impairment charges. Additionally, the Latin America dispositions could represent the substantial liquidation of these foreign investments, which will require the then unrealized loss on foreign currency translation to be recognized as a charge against earnings (see Item 3 - "Quantitative and Qualitative Disclosures About Market Risk - Foreign Investments").

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Results of Operations

Comparison of the three months ended September 30, 2014 and 2013

**Three Months Ended
September 30,
(amounts in millions)**

% change

Revenues from rental property (1)

Rental property expenses: (2) Rent

i Real estate taxes Operating and maintenance

3.6 \$

31.6

32.1 _

67.3 \$

3.3 \$ 0.3

28.2 3.4

23.8 8.3

V 55:3' S 12.0

9.1% 12.2% 34.9% 21.7%

Depreciation and amortization (3)

Comparison of the nine months ended September 30, 2014 to 2013

Nine Months Ended

September 30,
(amounts in millions)

% change

Revenues from rental property (1)

Rental property expenses: (2) Rent

>>Real estate taxes; Operating and maintenance

10.4 \$ 92.4" 90.2

193.0 \$•

10.0 S ..' 81.3" ? ■ 73.7

165.0 ■\$':

0.4 ""ll.i 16.5

28.0 •'

4 0% 13.7% 22.4% 17.0%

Depreciation and amortization (3)

1) Revenues from rental property increased primarily from the combined effect of (i) the acquisition of operating properties during 2014 and 2013, providing incremental revenues for the three and nine months ended September 30, 2014, of \$33.0 million and \$72.8 million, respectively, as compared to the corresponding periods in 2013 and (ii) an overall increase in the consolidated shopping center portfolio occupancy to 95.0% at September 30, 2014, as compared to 93.6% at September 30, 2013, the completion of certain development and redevelopment projects, tenant buyouts and net growth in the current portfolio, providing incremental revenues for the three and nine months ended September 30, 2014, of \$8.5 million and \$21.7 million, respectively, as compared to the corresponding periods in 2013, partially offset by (iii) a decrease in revenues relating to the Company's Latin America portfolio of \$0.3 million and \$0.3 million, respectively, for the three and nine months ended September 30, 2014, as compared to the corresponding periods in 2013.

2) Rental property expenses include (i) rent expense relating to ground lease payments for which the Company is the lessee, (ii) real estate tax expense for consolidated properties for which the Company has a controlling ownership interest and (iii) operating and maintenance expense, which consists of property related costs including repairs and maintenance costs, roof repair, landscaping, parking lot repair, snow removal, utilities, property insurance costs, security and various other property related expenses. Rental property expenses increased for the three months ended September 30, 2014, as compared to the corresponding period in 2013, primarily due to (i) an increase in real estate taxes of \$3.4 million, (ii) an increase in repairs and maintenance costs of \$4.8 million, (iii) an increase in insurance premiums and claims paid of \$2.3 million, (iv) an increase in property services of \$1.1 million and (v) an increase in utilities expense of \$1.0 million. Rental property expenses increased for the nine months ended September 30, 2014, as compared to the corresponding period in 2013, primarily due to (i) an increase in real estate taxes of \$1.1 million, (ii) an increase in repairs and maintenance costs of \$7.0 million, (iii) an increase in snow removal costs of \$3.0 million, (iv) an increase in insurance premiums and claims paid of \$2.5 million, (v) an increase in property services of \$2.3 million and (vi) an increase in utilities expense of \$1.3 million. These increases are primarily due to acquisitions of properties during 2014 and 2013.

3) Depreciation and amortization increased for the three and nine months ended September 30, 2014, as compared to the corresponding period in 2013, primarily due to operating property acquisitions during 2014 and 2013.

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General and administrative costs include employee-related expenses (salaries, bonuses, equity awards, benefits, severance costs and payroll taxes), professional fees, office rent, travel expense and other company-specific expenses. General and administrative expenses decreased \$2.2 million for the three months ended September 30, 2014, as compared to the corresponding period in 2013, due to a decrease of \$1.2 million in professional fees and a decrease in \$0.9 million for personnel related expenses.

During the nine months ended September 30, 2014, the Company recognized impairment charges of \$107.0 million of which \$61.3 million, before noncontrolling interests and income taxes, is included in discontinued operations. These impairment charges consist of (i) \$102.2 million related to adjustments to property carrying values and (ii) \$4.8 million related to a cost method investment. The adjustments to property carrying values were recognized in connection with the Company's efforts to market certain properties and management's assessment as to the likelihood and timing of such potential transactions and the anticipated hold period for such properties. During the second quarter ended June 30, 2014, the Company implemented a plan to accelerate its disposition of certain properties and in accordance with this strategy the Company identified approximately 150 operating properties to sell within the next 18 months. This plan effectively shortened the Company's anticipated hold period for these properties and as a result the Company recognized impairment charges on certain operating properties.

During the nine months ended September 30, 2013, the Company recognized impairment charges of \$167.2 million of which \$83.3 million, before noncontrolling interests and income tax, is included in discontinued operations. These impairment charges consist of (i) \$153.0 million related to adjustments to

property carrying values, (ii) \$10.0 million related to a cost method investment, (iii) \$1.0 million related to certain joint venture investments and (iv) \$3.2 million related to a preferred equity investment.

The Company's estimated fair values as it relates to the cost method investment, were based upon a discounted cash flow model. The discounted cash flow model includes all estimated cash inflows and outflows over a specified holding period. These cash flows were comprised of unobservable inputs which include forecasted revenues and expenses based upon market conditions and expectations for growth. The Company's estimated fair values as it relates to the property carrying values were primarily based upon (i) estimated sales prices from third party offers based on signed contracts or letters of intent, for which the Company does not have access to the unobservable inputs used to determine these estimated fair values and (ii) discounted cash flow models. The discounted cash flow models include all estimated cash inflows and outflows over a specified holding period. These cash flows were comprised of unobservable inputs which include forecasted revenues and expenses based upon market conditions and expectations for growth. Based on these inputs the Company determined that its valuation of these investments was classified within Level 3 of the fair value hierarchy.

Interest, dividends and other investment income decreased \$8.8 million for the nine months ended September 30, 2014, as compared to the corresponding period in 2013. This decrease is primarily due to a decrease in realized gains of \$5.3 million resulting from the sale of certain marketable securities during the nine months ended September 30, 2013, and a decrease in excess cash distributions related to cost method investments of \$2.8 million for the nine months ended September 30, 2013.

Other (expense)/income, net changed \$4.7 million to an expense of \$1.2 million for the three months ended September 30, 2014, as compared to income of \$3.5 million for the corresponding period in 2013. This change is primarily due to a decrease in gains from land sales of \$4.5 million. Other (expense)/income, net changed \$2.5 million to an expense of \$3.8 million for the nine months ended September 30, 2014, as compared to an expense of \$1.3 million for the corresponding period in 2013. This change is primarily due to a decrease in gains from land sales of \$1.6 million and an increase in acquisition related costs of \$1.6 million, partially offset by a decrease in franchise tax expense of \$0.3 million.

Interest expense decreased \$2.4 million and \$7.4 million for the three and nine months ended September 30, 2014, respectively, as compared to the corresponding periods in 2013. These decreases are primarily related to lower interest rates on borrowings during the three and nine months ended September 30, 2014, as compared to the corresponding periods in 2013.

Provision for income taxes, net decreased \$18.4 million for the three months ended September 30, 2014, as compared to the corresponding period in 2013. This change is primarily due to (i) a decrease in foreign tax expense of \$23.0 million primarily relating to the sale of certain unconsolidated properties during 2013 within the Company's Latin American portfolio which were subject to foreign taxes at a consolidated reporting entity level, partially offset by (ii) a decrease in tax benefit of \$4.5 million relating to lower equity in income recognized in connection with the Albertson's investment in 2013.

Provision for income taxes, net decreased \$11.9 million for the nine months ended September 30, 2014, as compared to the corresponding period in 2013. This change is primarily due to (i) a decrease in foreign tax expense of \$14.5 million primarily relating to the sale of certain unconsolidated properties during 2013 within the Company's Latin American portfolio which were subject to foreign taxes at a consolidated reporting entity level and (ii) a decrease in tax provision of \$9.1 million relating to a change in control gain recognized during the nine months ended September 30, 2013, partially offset by, (iii) a partial release of the deferred tax valuation allowance of \$8.7 million during the nine months ended September 30, 2013 related to the Company's FNC portfolio based on the Company's estimated future earnings of FNC and (iv) a decrease in tax benefit of \$2.2 million relating to equity losses recognized in connection with the Company's Albertson's investment.

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Equity in income of joint ventures, net decreased \$44.4 million for the three months ended September 30, 2014, as compared to the corresponding period in 2013. This decrease is primarily due to (i) a decrease in gains of \$71.0 million resulting from the sale of properties within various joint venture investments, primarily in Latin America during 2013 and (ii) lower equity in income resulting from the sales of properties within various joint venture investments and the acquisition of partnership interest in joint ventures by the Company during 2014 and 2013, partially offset by, (iii) an increase in equity in income of \$15.4 million resulting from a cash distribution received in excess of the Company's carrying basis and (iv) a decrease in impairment charges of \$12.7 million during the three months ended September 30, 2014, as compared to the corresponding period in 2013, relating to various joint venture properties primarily located in Mexico.

Equity in income of joint ventures, net decreased \$29.7 million for the nine months ended September 30, 2014, as compared to the corresponding period in 2013. This decrease is primarily the result of (i) a decrease in gains of \$48.9 million resulting from the sale of properties within various joint venture investments and interests in joint ventures primarily located in Latin America during 2013, (ii) a decrease in equity in income of \$1.4 million due to the sale of the InTown portfolio in 2013, (iii) a decrease of \$6.0 million related to the sale of various joint ventures within the Company's Latin American portfolio, and (iv) lower equity in income resulting from the sales of properties within various joint venture investments and the acquisition of partnership interest in joint ventures by the Company, during 2014 and 2013, partially offset by, (v) an increase in equity in income of \$15.4 million resulting from a cash distribution received in excess of the Company's carrying basis, and (vi) a decrease in impairment charges of \$10.8 million relating to various joint venture properties primarily located in Mexico taken during the nine months ended 2013, as compared to 2014.

During the nine months ended September 30, 2014, the Company acquired 25 properties from joint ventures in which the Company had noncontrolling interests. The Company recorded an aggregate gain on change in control of interests of \$83.8 million related to the fair value adjustment associated with its original ownership of these properties.

During the nine months ended September 30, 2013, the Company acquired four properties from joint ventures in which the Company had noncontrolling interests. The Company recorded an aggregate net gain on change in control of interests of \$21.7 million related to the fair value adjustment associated with its original ownership of these properties.

Equity in income from other real estate investments, net decreased \$4.5 million for the three months ended September 30, 2014, as compared to the corresponding period in 2013. This decrease is primarily due to a decrease of \$1.6 million in earnings from the Company's Preferred Equity Program primarily resulting from the sale of the Company's interests in certain preferred equity investments during 2014 and 2013, partially offset by, an increase of \$11.4 million in equity in income, resulting from lower net losses in the Albertson's joint venture during the three months ended September 30, 2014, as compared to the corresponding period in 2013.

Equity in income from other real estate investments, net decreased \$13.5 million for the nine months ended September 30, 2014, as compared to the corresponding period in 2013. This decrease is primarily due to a decrease of \$20.5 million in earnings from the Company's Preferred Equity Program primarily resulting from the sale of the Company's interests in certain preferred equity investments during 2014 and 2013, partially offset by, an increase of \$5.5 million in equity in income, resulting from lower net losses in the Albertson's joint venture during the nine months ended September 30, 2014, as compared to the corresponding period in 2013.

During the nine months ended September 30, 2014, the Company disposed of 37 operating properties, in separate transactions, for an aggregate sales price of \$458.1 million, including seven operating properties in Mexico. These transactions, which are included in Discontinued Operations on the Company's Condensed Consolidated Statements of Income, resulted in an aggregate gain of \$129.4 million, before income taxes and noncontrolling interests and aggregate impairment charges of \$12.1 million, before income taxes and noncontrolling interests.

During the nine months ended September 30, 2013, the Company disposed of 22 operating properties and three out-parcels in separate transactions, for an aggregate sales price of \$153.3 million. These transactions, which are included in Discontinued Operations, resulted in an aggregate gain of \$9.5 million and aggregate impairment charges of \$31.7 million, after income taxes.

Net income attributable to the Company was \$194.7 million and \$371.2 million for the three and nine months ended September 30, 2014, respectively. Net income attributable to the Company for the three and nine months ended September 30, 2013 was \$55.8 million and \$174.7 million, respectively. On a diluted per share basis, net income attributable to the Company was \$0.44 and \$0.79 for the three and nine month periods ended September 30, 2014, as compared to \$0.10 and \$0.32 for the three and nine month periods ended September 30, 2013. These changes are primarily attributable to (i) incremental earnings due to the acquisition of operating properties during 2014 and 2013 and increased profitability from the Company's operating properties, (ii) an increase in gains on sale of operating properties, (iii) an increase in gain on change in control of interests, (iv) a decrease in tax provision relating to decreased gains on sales from joint venture properties during 2014, partially offset by, (v) a decrease in equity in income of joint ventures, net and equity in income of other real estate investments, net.

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Tenant Concentration

The Company seeks to reduce its operating and leasing risks through diversification achieved by the geographic distribution of its properties, avoiding dependence on any single property, and a large tenant base. At September 30, 2014, the Company's five largest tenants were TJX Companies, The Home Depot, Wal-Mart, Royal Ahold, and Bed Bath & Beyond, which represented 3.2%, 2.5%, 2.0%, 1.9% and 1.7%, respectively, of the Company's annualized base rental revenues including the proportionate share of base rental revenues from properties in which the Company has less than a 100% economic interest.

Liquidity and Capital Resources

The Company's capital resources include accessing the public debt and equity capital markets, mortgage and construction loan financing, borrowings under term loans and immediate access to an unsecured revolving credit facility with bank commitments of \$1.75 billion which can be increased to \$2.25 billion through an accordion feature.

**Nine Months Ended
September 30,
2014 2013**

^■■cr.s^-y^510.0 \$./-;:fflHgg^533:8 9

\$ (72.1) \$" 70.3*"
 .V£\$V (432.5") \$., -c:VS;2M(344;3j;

The Company's cash flow activities are summarized as follows (in millions)

Net cash flow provided by operating activities⁵ ■■ V -

Net cash flow (used for)/provided by investing activities

Net ca'sji'TJo^ activities ;/

Operating Activities

The Company anticipates that cash on hand, borrowings under its revolving credit facility, issuance of equity and public debt, as well as other debt and equity alternatives, will provide the necessary capital required by the Company. Net cash flow provided by operating activities for the nine months ended September 30, 2014, was primarily attributable to (i) cash flow from the diverse portfolio of rental properties, (ii) the acquisition of operating properties during 2014 and 2013, (iii) new leasing, expansion and re-tenanting of core portfolio properties and (iv) operational distributions from the Company's joint venture programs.

Cash flows provided by operating activities for the nine months ended September 30, 2014, were \$510.0 million, as compared to \$533.8 million for the comparable period in 2013. This decrease of \$23.8 million is primarily attributable to (i) decreased operational distributions from joint ventures and other real estate investments and (ii) changes in accounts payable and accrued expenses due to timing of payments, partially offset by, (iii) higher operational income from operating properties including properties acquired during 2014 and 2013.

Investing Activities

Cash flows used for investing activities for the nine months ended September 30, 2014, was \$72.1 million, as compared to cash flows provided by investing activities of \$70.3 million for the comparable period in 2013. This change of \$142.4 million resulted primarily from (i) a decrease in reimbursements of investments and advances to real estate joint ventures of \$265.4 million, (ii) an increase in acquisition of operating real estate of \$199.7 million, (iii) an increase in improvements to operating real estate of \$15.2 million, (iv) a decrease in reimbursements of other investments of \$9.2 million, (v) a decrease in proceeds from sale/repayments of marketable securities of \$7.0 million and (vi) a decrease in reimbursements of investments and advances to other real estate investments of \$6.6 million, partially offset by, (vii) a decrease in investments and advances to real estate joint ventures of \$229.9 million, (viii) an increase in proceeds from the sale of operating properties of \$55.1 million, (ix) a decrease in investment in marketable securities of \$29.0 million, (x) a decrease in investment in other investments of \$21.4 million, (xi) a decrease in investment in other real estate investments of \$19.6 million, and (xii) a decrease in investment/collection, net in mortgage loans receivable of \$5.3 million.

Acquisitions of Operating Real Estate

During the nine months ended September 30, 2014 and 2013, the Company expended \$382.1 million and \$182.4 million, respectively, towards the acquisition of operating real estate properties. The Company's strategy is to continue to transform its operating portfolio through its capital recycling program by acquiring what the Company believes are high quality U.S. retail properties and disposing of lesser quality assets. The Company anticipates acquiring approximately \$1.0 billion to \$1.2 billion of operating properties during 2014. The Company intends to fund these acquisitions with proceeds from property dispositions, cash flow from operating activities, assumption of mortgage debt, if applicable, and availability under the Company's revolving line of credit.

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Improvements to Operating Real Estate -

During the nine months ended September 30, 2014 and 2013, the Company expended \$93.7 million and \$78.5 million, respectively, towards improvements to operating real estate. These amounts consist of the following (in thousands):

	The Nine Months Ended	
	September 30,	
	2014	2013 ~
Redevelopment/renovations	"Y Y-YY > ., ■ ■ ' ^> } f ' .; 'Y \$""Y';-■' ■ ■ t iX^kift^f s i<*" "2&.i3S,?	
Tenant improvements/tenant allowances		38,611 45,496
Other	, .! •" ■■■■ r^ ^ Y^s.v. ' ""*"" ' -n, ^k" ^	■'■ Y 9,759

<u>Total</u>	\$	<u>93,733</u>	<u>78,490</u>
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Additionally, during the nine months ended September 30, 2014 and 2013, the Company capitalized interest of \$1.3 million and \$0.9 million, respectively, and capitalized payroll of \$2.1 million and \$0.9 million, respectively, in connection with the Company's improvements of real estate.

The Company has an ongoing program to redevelop and re-tenant its properties to maintain or enhance its competitive position in the marketplace. The Company is actively pursuing redevelopment opportunities within its operating portfolio which it believes will increase the overall value by bringing in new tenants and improving the assets' value. The Company has identified three categories of redevelopment, (i) large scale redevelopment, which involves demolishing and building new square footage, (ii) value creation redevelopment, which includes the subdivision of large anchor spaces into multiple tenant layouts, and (iii) creation of out-parcels and pads which are located in the front of the shopping center properties. The Company anticipates its capital commitment toward these redevelopment projects and re-tenanting efforts during 2014 will be approximately \$100 million to \$150 million. The funding of these capital requirements will be provided by cash flow from operating activities and availability under the Company's revolving line of credit.

Investments and Advances to Real Estate Joint Ventures -

During the nine months ended September 30, 2014, the Company expended \$59.6 million for investments and advances to real estate joint ventures, primarily related to the repayment of mortgage debt and received \$144.4 million from reimbursements of investments and advances to real estate joint ventures, including refinancing of debt and sales of properties.

Financing Activities

Cash flows used for financing activities for the nine months ended September 30, 2014, were \$432.5 million, as compared to \$344.3 million for the comparable period in 2013. This change of \$88.2 million resulted primarily from (i) an increase in principal payments of \$164.6 million, (ii) a decrease in proceeds from unsecured term loan/notes of \$121.6 million, (iii) an increase in dividends paid of \$21.0 million, (iv) a decrease in proceeds from mortgage loan financing of \$20.3 million and (v) a decrease in proceeds from issuance of stock of \$13.0 million, partially offset by, (vi) an increase in borrowings/repayments, net under the Company's unsecured revolving credit facility of \$154.7 million, (vii) a decrease in repayments under unsecured term loan/notes of \$75.9 million and (viii) a decrease in redemption of noncontrolling interests of \$26.1 million.

The Company continually evaluates its debt maturities, and, based on management's current assessment, believes it has viable financing and refinancing alternatives that will not materially adversely impact its expected financial results. The Company continues to pursue borrowing opportunities with large commercial U.S. and global banks, select life insurance companies and certain regional and local banks. The Company has noticed a continuing trend that although pricing remains dependent on specific deal terms, generally spreads for non-recourse mortgage financing have been stable. The unsecured debt markets are functioning well and credit spreads are at manageable levels. The Company continues to assess 2014 and beyond to ensure the Company is prepared if credit market conditions weaken.

Debt maturities for the remainder of 2014 consist of: \$6.5 million of consolidated debt; \$71.6 million of unconsolidated joint venture debt and \$40.9 million of debt on properties included in the Company's Preferred Equity Program, assuming the utilization of extension options where available. The 2014 consolidated debt maturities are anticipated to be repaid with operating cash flows, borrowings from the Company's credit facility (which at September 30, 2014, had \$1.5 billion available) and debt refinancing. The 2014 unconsolidated joint venture and preferred equity debt maturities are anticipated to be repaid through debt refinancing and partner capital contributions, as deemed appropriate.

The Company intends to maintain strong debt service coverage and fixed charge coverage ratios as part of its commitment to maintain its investment-grade debt ratings. The Company may, from time-to-time, seek to obtain funds through additional common and preferred equity offerings, unsecured debt financings and/or mortgage/construction loan financings and other capital alternatives.

Since the completion of the Company's IPO in 1991, the Company has utilized the public debt and equity markets as its principal source of capital for its expansion needs. Since the IPO, the Company has completed additional offerings of its public unsecured debt and equity, raising in the aggregate over \$9.8 billion. Proceeds from public capital market activities have been used for the purposes of, among other things, repaying indebtedness, acquiring interests in neighborhood and

community shopping centers, funding ground-up development projects, expanding and improving properties in the portfolio and other investments.

During March 2014, the Company established a new \$1.75 billion unsecured revolving credit facility (the "Credit Facility") with a group of banks, which is scheduled to expire in March 2018 with two additional six month options to extend the maturity date, at the Company's discretion, to March 2019. This Credit Facility replaced the Company's existing \$1.75 billion unsecured revolving credit facility which was scheduled to mature in October 2015. The Credit Facility, which can be increased to \$2.25 billion through an accordion feature, accrues interest at a rate of LIBOR plus 92.5 basis points on drawn funds. In addition, the Credit Facility includes a \$500 million sub-limit which provides the Company the opportunity to borrow in alternative currencies including Canadian dollars, British Pounds Sterling, Japanese Yen or euros. Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to covenants requiring the maintenance of (i) maximum leverage ratios on both unsecured and secured debt and (ii) minimum interest and fixed coverage ratios. As of September 30, 2014, the Credit Facility had a balance of \$250.0 million outstanding and \$1.1 million appropriated for letters of credit.

Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to maintenance of various covenants. The Company is

Must Be

: <60%

<35% ■v;|?L75x >1.50x

As of 9/30/14

■" ■. 37%

10% ■ v. 433x ■: ■: 3.18x

currently not in violation of these covenants. The financial covenants for the Credit Facility are as follows:

Covenant

Total Indebtedness to Gross Asset Value ("GAY") v: . . . ; .

Total Priority Indebtedness to GAV

UhMcumbeid Asset Net Operating Income to Total Unsecured Interest Expense Fixed Charge Total Adjusted EBITDA to

Total Debt Service

For a full description of the Credit Facility's covenants refer to the Credit Agreement dated as of March 17, 2014, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 20, 2014.

The Company had a 1.0 billion Mexican peso ("MXN") term loan which was scheduled to mature in March 2018 and bore interest at a rate equal to THE (Equilibrium Interbank Interest Rate) plus 1.35%. During September 2014, the Company repaid the MXN 1.0 billion (USD \$76.3 million) term loan.

The Company also has a \$400.0 million unsecured term loan with a consortium of banks, which accrues interest at LIBOR plus 105 basis points (1.20% as of September 30, 2014). The term loan was scheduled to mature in April 2014, with three additional one-year options to extend the maturity date, at the Company's discretion, to April 17, 2017. During January 2014, the Company exercised its option to extend the maturity date to April 17, 2015. Pursuant to the terms of the term loan credit agreement, the Company, among other things, is subject to covenants requiring the maintenance of (i) maximum indebtedness ratios and (ii) minimum interest and fixed charge coverage ratios. The term loan covenants are similar to the Credit Facility covenants described above.

During April 2012, the Company filed a shelf registration statement on Form S-3, which is effective for a term of three years, for the future unlimited offerings, from time-to-time, of debt securities, preferred stock, depositary shares, common stock and common stock warrants. The Company, pursuant to this shelf registration statement may, from time-to-time, offer for sale its senior unsecured debt for any general corporate purposes, including (i) funding specific liquidity requirements in its business, including property acquisitions, development and redevelopment costs and (ii) managing the Company's debt maturities.

The Company's supplemental indentures governing its senior notes contains the following covenants, all of which the Company is compliant with:

	Covenant	Must Be	As of 9/30/14
Consolidated Indebtedness to Total Assets	' ■■ : "[': _■	<60%	40%
Consolidated Secured Indebtedness to Total Assets		<40%	11%
Consolidated Income Available	•* . V	>1.50x	.. fclx-';-^
Unencumbered Total Asset Value to Consolidated Unsecured Indebtedness		>1.50x	2.6x

For a full description of the various indenture covenants refer to the Indenture dated September 1, 1993; First Supplemental Indenture dated August 4, 1994; the Second Supplemental Indenture dated April 7, 1995; the Third Supplemental Indenture dated June 2, 2006; the Fifth Supplemental Indenture dated as of September 24, 2009; the Fifth Supplemental Indenture dated as of October 31, 2006; the Sixth Supplemental Indenture dated as of May 23, 2013 filed in the

Company's Current Report on Form 8-K dated May 23, 2013; Seventh Supplemental Indenture dated as of April 24, 2014 filed in the Company's Current Report on Form 8-K dated April 24, 2014 and First Supplemental Indenture dated October 31, 2006, as filed with the U.S. Securities and Exchange Commission.

During April 2014, the Company issued \$500.0 million of 7-year Senior Unsecured Notes at an interest rate of 3.20% payable semi-annually in arrears which are scheduled to mature in May 1, 2021. The Company used the net proceeds from the offering of \$495.4 million after deducting the underwriting discount and offering expenses, for general corporate purposes including reducing borrowings under the Credit Facility and repayment of maturing debt, including the repayments of senior unsecured notes discussed below. In connection with this issuance, the Company entered into a seventh supplemental indenture which, among other things, revised, for all securities created on or after the date of the seventh supplemental indenture, the definition of Unencumbered Total Asset Value used to determine compliance with certain covenants within the indenture.

During the nine months ended September 30, 2014, the Company repaid (i) its \$100.0 million 5.95% senior unsecured notes, which matured in June 2014 and (ii) its remaining \$194.6 million 4.82% senior unsecured notes, which also matured in June 2014.

In addition to the public equity and debt markets as capital sources, the Company may, from time-to-time, obtain mortgage financing on selected properties and construction loans to partially fund the capital needs of its ground-up development projects.

During the nine months ended September 30, 2014, the Company (i) assumed \$618.3 million of individual non-recourse mortgage debt relating to the acquisition of 48 operating properties, including an increase of \$34.2 million associated with fair value debt adjustments, (ii) paid off \$298.3 million of mortgage debt that encumbered 18 properties and (iii) entered into a new non-recourse mortgage of \$15.7 million encumbering one property.

In connection with its intention to continue to qualify as a REIT for federal income tax purposes, the Company expects to continue paying regular dividends to its stockholders. These dividends will be paid from operating cash flows. The Company's Board of Directors will continue to evaluate the Company's dividend policy on a quarterly basis as the Board of Directors monitors sources of capital and evaluates the impact of the economy and capital markets availability on operating fundamentals. Since cash used to pay dividends reduces amounts available for capital investment, the Company generally intends to maintain a conservative dividend payout ratio, reserving such amounts as it considers necessary for the expansion and renovation of shopping centers in its portfolio, debt reduction, the acquisition of interests in new properties and other investments as suitable opportunities arise and such other factors as the Board of Directors considers appropriate. Cash dividends paid for the nine months ended September 30, 2014 and 2013 were \$320.7 million and \$299.8 million, respectively.

Although the Company receives substantially all of its rental payments on a monthly basis, it generally intends to continue paying dividends quarterly. Amounts accumulated in advance of each quarterly distribution will be invested by the Company in short-term money market or other suitable instruments. The Company's Board of Directors declared a quarterly cash dividend of \$0.225 per common share payable to shareholders of record on October 3, 2014, which was paid on October 15, 2014. The Board of Directors declared an increased quarterly cash dividend of \$0.24 per common share, an annualized increase of 6.7%, payable to shareholders of record on January 2, 2015, which is scheduled to be paid on January 15, 2015.

Funds from Operations

Funds From Operations ("FFO") is a supplemental non-GAAP measure utilized to evaluate the operating performance of real estate companies. The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as net income/(loss) attributable to common shareholders computed in accordance with generally accepted accounting principles ("GAAP"), excluding (i) gains or losses from sales of operating real estate assets and (ii) extraordinary items, plus (iii) depreciation and amortization of operating properties and (iv) impairment of depreciable real estate and in substance real estate equity investments and (v) after adjustments for unconsolidated partnerships and joint ventures calculated to reflect funds from operations on the same basis.

The Company presents FFO as it considers it an important supplemental measure of our operating performance and believes it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting results. Comparison of our presentation of FFO to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs.

The Company also presents FFO as adjusted as an additional supplemental measure as it believes it is more reflective of the Company's core operating performance. The Company believes FFO as adjusted provides investors and analysts an additional measure in comparing the Company's performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. FFO as adjusted is generally calculated by the Company as FFO excluding certain transactional income and expenses and non-operating impairments which management believes are not reflective of the results within the Company's operating real estate portfolio.

FFO is a supplemental non-GAAP financial measure of real estate companies' operating performances, which does not represent cash generated from operating activities in accordance with GAAP and therefore should not be considered an alternative for net income as a measure of liquidity. Our method of calculating FFO and FFO as adjusted may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The Company's reconciliation of net income available to common shareholders to FFO and FFO as adjusted for the three and nine months ended September 30, 2014 and 2013, is as follows (in thousands, except per share data):

Three Months Ended September 30,
 Nine Months Ended September 30,

Net income available to common shareholders ' ■ •ylii.

Gain on disposition of operating property, net of tax and

noncontrolling interests Gain on disposition of joint venture operating properties and change in

control of interests _ ' Depreciation and amortization - real estate related Depreciation and-amortization T.real estate joint ventures, net of * ' noncontrolling

interests . Impairment of operating properties, net of tax and noncontrolling

interests

FFO . - . ' .

Transactional (income)/expense:

Profit participation from other real estate investments - : v

Transactional losses from other real estate investments

Gains from land sales', net of tax

Acquisition costs, net of tax ' Severance costs. ,

Distributions in excess of Company's investment basis

Impairment of other investments '?

Gain on sale of marketable securities

.i Deferred tax valuation allowance release . v •.-

Other income, net Total transactional income, nett.-. ,r,5sr::'.

FFO as adjusted

Weighted average shares outstanding for FFO calculations: ; ■ Basic

■ vvnitsg^;,:; ',; %/i.--\T::T.""TlfZ^iZ:'-.,y

Dilutive effect of equity awards Diluted • • YvY./"VY^Y'VY

2014

180,135

(89,262)

(26,106) 68,014

.21,821

5,306

" 159,908

(980) 2,248

(15,439) 2,599

(134)

(11,706)

148,202 \$

409,326

,1,530' 2,967

413,823 (1)

2013

41,190,; ,

(23,922)

(57,651) 62,445

••28,245.

91,046

141,353

(9,083).	
(1,509) 532	
(79) 4,271 "	
(876)	
(6,744)	
<u>134,609</u>	
408,060	
1,519 2,378	
411,957(1)	
2014	
\$ 327,500..	
	(118,420)
103,723	
439,510^	
. (2,799);	
3,497 (2,986)	
4,861	
2,869 (15,523)	
4,873	
(2,053)	
(7,261)	
432,249 \$	
408,868	
,1,537 3,006	
413.411 (1)	

FFO per common share.- basic y FFO per common share - diluted FFO as adjusted pcycomjriori sharei-^basic^.ii;^^. FFO as adjusted per common share - diluted

(1) Rc/lecls the potential impact if certain units were converted to common stock at the beginning ofthe period, which would have a dilutive effect on FFO. FFO would be increased by \$747 and \$621 for the three months ended September 30, 2014 and 2013, respectively, and \$2,240 and \$1,878for the nine months ended September 30, 2014 and 2013. respectively. The effect of other certain convertible units would have an anti-dilutive effect upon the calculation of Income from continuing operations per share. Accordingly, the impact of such conversion has nol been included in the determination of diluted earnings per share calculations.

Same Property Net Operating Income

Same Property Net Operating Income ("Same Property NOI") is a supplemental non-GAAP financial measure of real estate companies' operating performance. Same Property NOI is considered by management to be an important performance measure of the Company's operations and management believes that it is helpful to investors as a measure ofthe Company's operating performance because il includes only the net operating income of properties (hat have been owned for the entire current and prior year reporting periods and excludes properties under development and pending stabilization. As such, Same Properly NOI assists in eliminating disparities in net income due lo the development, acquisition or disposition of properties during the particular period presented, and thus provides a more consistent performance measure for the comparison ofthe Company's properties.

Same Property NOI is calculated using revenues from rental properties (excluding straight-line rents, lease termination fees and abovefoclow market rents) less operating and maintenance expense, real estate taxes and rent expense, plus the Company's proportionate share of Same Property NOI from unconsolidated real estate joint ventures, calculated on the same basis. Same Property NOI includes all properties that are owned for the entire current and prior year reporting periods and excludes properties under development and properties pending stabilization. Properties arc deemed stabilized at the earlier of (i) reaching 90% leased or (ii) one year

following a projects inclusion in operating real estate (two years for Latin American properties).

Same Property NOI is a supplemental non-GAAP financial measure of real estate companies' operating performance and should not be considered an alternative to net income in accordance with GAAP or as a measure of liquidity. Our method of calculating Same Property NOI may differ from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The following is a reconciliation of the Company's Net income from continuing operations to Same Property NOI (in thousands):

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
Income from continuing operations		
Adjustments:		
Management and other fee income	\$ 8,679	\$ 28,674
General and administrative expenses	(6,141)	(18,188)
Impairment of property carrying values		52,130
Depreciation and amortization		5,366
Other expense, net		(14,431)
Provision for income taxes, net		(6,036)
Gain on change in control of interests		24,274
Equity in income of other real estate investments, net		243,311
Non-same property net operating income		243,311
Non-operational expense from joint ventures, net		(9,310)
Same Property NOI, before foreign currency impact		30,828
Impact from foreign currency		58,650
		57,933
		49,081
		23,763
		(10,547)
		(12,123)
		(5,339)
		233,526
		(1,372)
		232,154
		300,824
		(26,245)
		94,682
		45,691
		191,423
		155,538
		14,651
		(83,773)
		(16,404)
		(47,458)
		86,932
		715,861
		715,861
		\$ 187,523
		(26,752)
		96,148

7~3*3;887:' 170,827 '150,891 .

26,584 '(21,711) (29,910) (56,219) 117,277

698,545 (5,404)

693,141

Same Property NOI, before foreign currency impact increased by \$ 11.2 million or 4.8% for the three months ended September 30, 2014, as compared to the corresponding period in 2013. Same Property NOI increased by \$9.8 million or 4.2% for the three months ended September 30, 2014, as compared to the corresponding period in 2013. This increase is primarily the result of (i) an increase of \$8.6 million related to lease-up and rent commencements in the portfolio and (ii) an increase of \$2.6 million in other property income, partially offset by (iii) the impact from changes in foreign currency exchange rates of \$1.4 million. Same Property NOI, before foreign currency impact increased by \$22.7 million or 3.3% for the nine months ended September 30, 2014, as compared to the corresponding period in 2013. Same Property NOI increased by \$17.3 million or 2.5% for the nine months ended September 30, 2014, as compared to the corresponding period in 2013. This increase is primarily the result of (i) an increase of \$20.7 million related to lease-up and rent commencements in the portfolio and (ii) an increase of \$2.0 million in other property income, partially offset by (iii) the impact from changes in foreign currency exchange rates of \$5.4 million.

Leasing Activity

During the nine months ended September 30, 2014, the Company executed 689 leases totaling over 5.6 million square feet in the Company's consolidated operating portfolio comprised of 272 new leases and 417 renewals and options. The leasing costs associated with these new leases are anticipated to aggregate \$33.3 million or \$20.84 per square foot. These costs include \$25.7 million of tenant improvements and \$7.6 million of leasing commissions.

30Tenant Lease Expirations

The following table sets forth the aggregate lease expirations for each of the next ten years, assuming no renewal options are exercised. For purposes of the table, the Total Annual Base Rent Expiring represents annualized rental revenue, for each lease that expires during the respective year. Amounts in thousands except for number of lease data:

Year Ending December 31,

'.. (i).
2014 2015 2016 2017 2018
2019 '!' "" 2020 '< \202jT5 <file:///202jT5>. ■'
2022 " • ' ' ; 2023 v _ ~ 2024

Number of Leases Expiring

196 123 650 777 -871 770 686 : 336 213 202

224

Square Feet Expiring

Y53?;: 4«

6,082 7,689 6,297

4,345 2,586 2,366

■;?.?4S

3,542

%; \$
;,\$:\$ s
'A1 \$
;\$; \$

\$

Total Annual Base Rent Expiring

10,529 7,388 54,339 79,406 101,195 87,889 82,010 53,862 33,822 .., 31,864 ^ 33,691 ' 47,303

% of Gross Annual Rent

1.4% 1.0% 7.4%
 10.9% . 13.8%
 12.0%
 !!-2% 7.4%

4.4% - 4.4% > 4.6% 6.5%

(1) Leases currently under month to month lease or in process of renewal.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's primary market risk exposures are interest rate risk and fluctuations in foreign currency exchange rate risk. The following table presents the Company's aggregate fixed rate and variable rate domestic and foreign debt obligations outstanding as of September 30, 2014, with corresponding weighted-average interest rates sorted by maturity date. The table does not include extension options where available. The information is presented in U.S. dollar equivalents, which is the Company's reporting currency. The instruments' actual cash flows are denominated in U.S. dollars, Canadian dollars (CAD) and Chilean pesos (CLP) as indicated by geographic description (amounts are USD equivalent in millions).

	2014	2015	2016	2017	2018	Thereafter	Total Value	Fair
U.S. Dollar Denominated								
Secured Debt ■ ■; U.S. Fixed Rate								
Average Interest Rate;								
\$ 6.5 \$ 145.6 \$ 299.0 \$ 472.0 \$ 36.0 \$ 303.6 \$ 1,262.7 \$ 1,313.3 5.59%; 5.1% 6.0% 4.79% 5.25% 5.15%								
Variable Rate Average Interest Rate								
Unsecured Debt Fixed Rate								
Average Interest Rate								
\$ 1.9 \$ 36.3 \$ 4.0 2.51%								
\$ 44.2 43.1 2.25%								
Variable Rate Average Interest Rate								
\$ 400.0 \$ 1.20%								
250.0 \$ 1.08%								
\$ 650.0 \$ 629.1 1.16%								
Canadian Dollar Denominated								
Unsecured Debt-Fixed Rate								
Average Interest Rate								
\$ 133.9 \$ 178.7 \$ 312.6 \$ 335.2								
5.99% 3.86% 4.7%								
Chilean Pesos Denominated								
Secured Debt Variable Rate Average Interest Rate								
37.0 \$								
5.68%								
37 \$ 5.68%								

Based on the Company's variable-rate debt balances, interest expense would have increased by \$5.5 million for the nine months ended September 30, 2014, if short-term interest rates were 1% higher.

The following table presents the Company's foreign investments and respective cumulated translation adjustments ("CTA") as of September 30, 2014. Investment amounts are shown in their respective local currencies and the U.S. dollar equivalents, CTA balances are shown in U.S. dollars:

Foreign Investment (in millions)

Country

Mexican real estate joint venture investments (CAD)

Canadian real estate joint venture investments (CAD) Chijeanjreal estate investments (CJLP) - Peruvian real estate investments (Peruvian Nuevo Sol)

Local Currency

2,590.5\$.

33,074.7' \$

423.5 \$

14.2 \$

US Dollars

192,8 ;\$.. 378.2 \$ 55.6 ' ,S- 4.9 \$

CTA Gain/(Loss)

•(1.13,4); 18.4 (13.5) (0.1)

The foreign currency exchange risk has been partially mitigated, but not eliminated, through the use of local currency denominated debt. The Company has not, and does not plan to, enter into any derivative financial instruments for trading or speculative purposes.

CTAs result from currency fluctuations between local currency and the U.S. dollar during the period in which the Company held its investment and are recorded as a component of Accumulated Other Comprehensive Income ("AOCI") on the Company's Condensed Consolidated Balance Sheets. The CTA amounts are subject to future changes resulting from ongoing fluctuations in the respective foreign currency exchange rates. Changes in exchange rates are impacted by many factors that cannot be forecasted with reliable accuracy. Any change could have a favorable or unfavorable impact on the Company's CTA balance. Based on the Company's foreign investment balances at September 30, 2014, a favorable overall exchange rate fluctuation of 10% would decrease the aggregate CTA net loss balance by approximately \$70.1 million, whereas, an unfavorable overall exchange rate fluctuation of 10% would increase the aggregate CTA net loss balance by approximately \$57.4 million.

Under U.S. GAAP, the Company is required to release CTA balances into earnings when the Company has substantially liquidated its investment in a foreign entity. During 2013, the Company began selling properties within its Latin American portfolio and the Company anticipates it will, in the near term, substantially liquidate all of its investments in this portfolio which will require the then unrealized loss on foreign currency translation to be recognized as a charge against earnings. At September 30, 2014, the aggregate CTA net loss balance relating to the Company's Latin American portfolio is \$127.0 million. Based on the Company's foreign investment balances in Latin America at September 30, 2014, a favorable overall exchange rate fluctuation of 10% would decrease the aggregate CTA net loss balance by approximately \$28.1 million, whereas, an unfavorable overall exchange rate fluctuation of 10% would increase the aggregate CTA net loss balance by approximately \$23.0 million.

Item 4. Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

There have not been any changes in the Company's internal control over financial reporting during the fiscal quarter to which this report relates that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II OTHER
INFORMATION**

Item 1. Legal Proceedings

The following information supplements and amends our discussion set forth under Part I, Item 3 "Legal Proceedings" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

On January 28, 2013, the Company received a subpoena from the Enforcement Division of the SEC in connection with an investigation, In the Matter of Wal-Mart Stores, Inc. (FW-3678), that the SEC Staff is currently conducting with respect to possible violations of the Foreign Corrupt Practices Act. The Company is responding to the subpoena and intends to cooperate fully with the SEC in this matter. The U.S. Department of Justice ("DOJ") is conducting a parallel investigation, and the Company is cooperating with the DOJ investigation. At this point, we are unable to predict the duration, scope or result of the SEC or DOJ investigation.

The Company is not presently involved in any litigation, nor to its knowledge is any litigation threatened against the Company or its subsidiaries, that in management's opinion, would result in any material adverse effect on the Company's ownership, management or operation of its properties taken as a whole, or which is not covered by the Company's liability insurance.

Item! A. Risk Factors

There are no material changes from risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013. Item 6.

Exhibits Exhibits -

4.1 Agreement to File Instruments

Kimco Realty Corporation (the "Registrant") hereby agrees to file with the Securities and Exchange Commission, upon request of the Commission, all instruments defining the rights of holders of long-term debt of the Registrant and its consolidated subsidiaries, and for any of its unconsolidated subsidiaries for which financial statements are required to be filed, and for which the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of the Registrant and its subsidiaries on a consolidated basis.

12.1	Computation of Ratio of Earnings to Fixed Charges
12.2	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
1	Certification of the Company's Chief Executive Officer, David B. Henry, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
2	Certification of the Company's Chief Financial Officer, Glenn G. Cohen, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
2	32.1 Certification of the Company's Chief Executive Officer, David B. Henry, and the Company's Chief Financial Officer, Glenn G. Cohen,
	pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KIMCO REALTY CORPORATION

November 3, 2014
(Date)

/s/ David J. Henry
David B. Henry
Chief Executive Officer

November 3, 2014
(Date)

/s/ Glenn G. Cohen
Glenn G. Cohen
Chief Financial Officer

34

Exhibit 12.1

Kimco Realty Corporation and Subsidiaries
Computation of Ratio of Earnings to Fixed Charges
For the nine months ended September 30, 2014

Pretax earnings from continuing operation's before adjustment for noncontrolling interests or income loss from equity

investees •

Add:

Interest on indebtedness (excluding capitalized interest) Amortization of debt related expenses Portion of rents representative of the interest factor

Distributed income from equity investees

Pretax earnings from continuing operations, as adjusted

Fixed charges

Interest on indebtedness (including capitalized interest)

Amortization of debt related expenses

Portion of rents representative of the interest factor

Fixed charges

Ratio of earnings to fixed charges

• 158,722;131 i 2,907,532 • 6,124,486' ■ 233,597,015

186,628,572

\$ 420,225,587

\$ 160,010,200

. V- (577, '620)

6,124,486

\$ 165,557,066 2.5

Exhibit 12.2

Kimco Realty Corporation and Subsidiaries Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends For the nine months ended September 30, 2014

Pretax earnings from continuing operations before adjustment for noncontrolling interests or income; loss from equity

investees

• /u
\$ 65,842,866

Add: " " " *

• Int'l-bn indebt c<biess(excluding'capitalizedjnleresl) ■' ■ • ■ ;l /,,

Amortization of debt related expenses

Portion of rents representative of the interest factor- .,

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2,907,532
, " . ' ; V, ;' [6,124,486 "
. 7 -233,597,015

Distributed income from equity investees

186,628,572

Pretax earnings from continuing operations, as adjusted

\$ 420,225,587

Combined fixed charges and prefeit^slQck-diy{dend_s ->.

• , ■ : ;;;.Y.,>:.

■ . . /.. j."

Interest on indebtedness (including capitalized interest)	—	\$ 160,010,200
Preferred dividend factor , f/Y, ' ' ■ ; .!• '!" '•'; "V.:"/		. 45,880,076'
Amortization of debt related expenses		(577,620)
Portion of rents representative of the interest factor , , ' y ■		6,124,486

. Combined fixed charges and preferred stock dividends > Ratio of Earnings to

Combined Fixed Charges and Preferred Stock Dividends

Exhibit 31.1

**CERTIFICATION PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

1. David B. Henry, certify that:

1.1 have reviewed this quarterly report on Form 10-Q of Kimco Realty Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(1) and 15d-15(f)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
- c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2014

Isl David B. Henry
David B. Henry Chief
Executive Officer

Exhibit 31.2

**CERTIFICATION PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

1. Glenn G. Cohen, certify that:

1.1 have reviewed this quarterly report on Form 10-Q of Kimco Realty Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(c)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
- c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2014

/s/

Glenn

Cohen

Glenn G. Cohen Chief
Financial Officer

Exhibit 32.1

Section 1350 Certification

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Kimco Realty Corporation (the "Company") hereby certifies, to such officer's knowledge, that:

- i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2014 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2014

As/ David B. Henry
David B. Henry Chief
Executive Officer

Date: November 3, 2014

/s/ Glenn G. Cohen
Glenn G. Cohen Chief Financial
Officer

SCHEDULE I4A

(Rule I4a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE I4A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ []

Check the appropriate box:

☐ [] Preliminary Proxy Statement ☐ [] Soliciting Material Under Rule 14a-12

☐ [] Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(c)(2)) ☒ [X] Definitive

Proxy Statement ☐ [] Definitive Additional
Materials

Kimco Realty Corporation (Name of Registrant as
Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box): [X]

No fee required

f] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-111

Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

f] Fee paid previously with preliminary materials:

f] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing 1) Amount previously paid:

- 2) Form, Schedule or Registration Statement No.-
- 3) Filing Party:
- 4) Date Filed:



Notice of Annual Meeting of Stockholders

Dear Stockholder:

We cordially invite you to attend the annual stockholders' meeting of Kimco Realty Corporation, a Maryland corporation (the "Company"). The meeting will be held on Tuesday, May 6, 2014 at 10:00 a.m. (local time), at the Grand Hyatt New York, 109 E. 42nd Street, New York, NY 10017. At the annual meeting, stockholders will be asked to consider and vote upon the following matters:

1. the election of nine directors to serve for a term of one year and until their successors are duly elected and qualify;
2. the approval of an amendment to the Company's Charter to eliminate supermajority voting requirements,
3. the advisory resolution to approve the Company's executive compensation ("Say-on-Pay") as described in the Proxy Statement;
4. the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014; and 5. such other business as may properly come before the meeting or any postponement(s) or adjournment(s) thereof.

The Proxy Statement more fully describes these proposals.

The Board of Directors of the Company recommends that stockholders vote FOR the election of the Board of Director nominees named in the Proxy Statement; FOR the approval of an amendment of the Company's Charter to eliminate supermajority voting requirements; FOR the advisory resolution to approve the Company's executive compensation as described in the Proxy Statement, and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014.

Only holders of our common stock, par value \$0.01 per share, at the close of business on Friday, March 7, 2014, the record date, are entitled to notice of and to vote at the annual meeting and any postponement or adjournment thereof.

We are pleased to take advantage of the Securities and Exchange Commission rules allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process will expedite stockholders' receipt of proxy materials, lower the costs and reduce the environmental impact of our annual meeting. We will send a full set of proxy materials or a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") on or about March 24, 2014, and provide access to our proxy materials over the Internet, beginning on March 24, 2014, for the holders of record and beneficial owners of our Common Stock as of the close of business on the record date. The Notice of Internet Availability instructs you on how to access and review the Proxy Statement and our annual report. The Notice of Internet Availability also instructs you on how you may submit your proxy over the Internet.

YOUR PROXY IS IMPORTANT TO US. Whether or not you plan to attend the annual meeting, please authorize your proxy as soon as possible to ensure that your shares will be represented at the annual meeting

Bruce M. Rubenstein

Senior Vice President, General Counsel and Secretary March 24, 2014

By Order of the Board of Directors,

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2014 PROXY STATEMENT AT A GLANCE

The following executive summary is intended to provide a broad overview of the items that you will find elsewhere in this Proxy Statement. As this is only a summary, we encourage you to read the entire Proxy Statement for more information about these topics prior to voting.

Annual Meeting of Stockholders

Time and Date: Place:

Record Date: Admission:

10:00 a.m. (local time), May 6, 2014 Grand Hyatt New York 109 E. 42nd Street New York, NY 10017

Stockholders as of the close of business on March 7, 2014 are entitled to vote. Please follow the instructions on page 51

Meeting Agenda and Voting Matters

Proposal

1. Election of Directors
2. Charter Amendment to Eliminate Supermajority Voting Requirements
3. Advisory Resolution To Approve Executive Compensation
4. Ratification of Independent Accountants

Board's Voting Recommendation

FOR EACH NOMINEE FOR FOR . FOR

Page References (for more detail)

9 46 47 49

Director Nominees (Proposal No. 1)

Each director nominee is elected annually by a majority of votes cast (see pages 9 through 12 of this Proxy Statement for further detail).

Director Since: - . ■ Independent ' '• Committees

i?65 Gc^Founder?

Phillip E. Coviello

' Richard G. Dooley

AC, CC*, NCG

■ David B.-Henry

F. Patrick Hughes

. AC. CC.NCG.i

Colombe M. Nicholas

.;«," ..'..-.'-'CC;NCG *,!

AC Audit Committee CC Executive Compensation

Committee NCG Nominating and Corporate Governance

Committee Chair

Attendance Attendance at Board and Committee meetings during 2013 averaged over 97% for directors as a group, and no director attended fewer than 87% of the aggregate of the total meetings of the Board and of the Committees on which each director serves.

Key Qualifications Senior Leadership Experience, Industry/Global Experience, Financial Expertise, Regulated Industries/Government Experience, Public Company Board Experience (see pages 9-12 of this Proxy Statement for additional detail).

Continues on next page ►

Kimco Realty Corporation 2014 Proxy Statement

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Charter Amendment to Eliminate Supermajority Voting Requirements (Proposal No. 2)

We are requesting that the stockholders approve an amendment to the Charter of the Company (the "Charter") to eliminate supermajority voting requirements from the Charter.

The Board of Directors recommends a vote FOR Proposal No. 2 as it believes the Charter amendment is in the best interests of the Company,

Advisory Resolution To Approve Executive Compensation (Proposal No. 3)

We are requesting that the stockholders approve, on an advisory basis, the compensation of the Named Executive Officers as disclosed in this Proxy Statement. The Board of Directors recommends a vote FOR Proposal No. 3 as it believes that the 2013 compensation decisions are consistent with key objectives of Kimco's executive compensation program: to promote long-term performance through emphasis on the individual performances and achievements of our executive officers, commensurate with our business results.

Performance Highlights

We were able to deliver improved financial results and make progress on our business development strategies. Highlights of the 2013 fiscal year included:

- Achieved funds from operations ("FFO"), as adjusted (non-GAAP) of \$543.7 million or \$1.33 per diluted share for the full year 2013, representing a 5.6% increase per diluted share over 2012 FFO, as adjusted. See Annex A starting on page 52 for the definition of FFO and FFO, as adjusted and a reconciliation of net income to FFO, as adjusted.
- Gross occupancy in the total combined shopping center portfolio reached 94.6% as of December 31, 2013, representing an increase of 60 basis points from the 2012 year end level of 94.0%.

and to successfully execute our strategy to be the premier owner and operator of neighborhood and community shopping centers through investments primarily in the U.S. and Canada. This proposal was supported by over 99% of the votes cast in 2013 and 2012. Please see the Compensation Discussion and Analysis, Summary Compensation Table and other tables and disclosures beginning on page 21 of this Proxy Statement for a full discussion of our executive compensation.

- Executed 2,473 leases, renewals and options totaling approximately 9.9 million square feet in the combined shopping center portfolio.
- Acquired 32 shopping center properties and eight outparcels comprising an aggregate 4.1 million square feet of GLA in 2013.
- Disposed of 36 operating properties and three outparcels.
- Monetized non-retail assets of \$304.7 million and reduced its non-retail book values by \$337.3 million to \$61.2 million.
- Executed over \$600 million of capital raising during 2013 primarily used for the refinancing and repayment of debt resulting in savings of approximately \$13.5 million annually.

2013 Compensation Decisions

The table below highlights the 2013 total compensation decisions for each Named Executive Officer (see pages 21-42 of this Proxy Statement for additional detail):

Salary . . Bonus . . (S) . . (S) •

'.. Stock f Option Awards Awards •
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■f288;462;:x;:-";
- 1.659,075
625,000
1.236,765

1,206,600
 ■485,877>;- VI'-.V ■i 550.278 ' .

909,117
 511,388

■ Non-Equity ' • Incentive ... Plan Compensation

■ ■ (\$)'

Compensation.

- v (\$)

.49,730/;>3,;136,145-i
 40,198 3,408,390
 26,053,;...;i;55,i;280^
 53,236 2,396,224
 44,617;,'':i:532;929'1

* Mr. Pappagallo served as the Company's Executive Vice President, Chief Operating Officer until his resignation effective May 20, 2013.

Alignment of Pay with Performance

The following graph shows pay and performance over the five-year period from 2009 to 2013 (as more fully described in the section titled "Compensation Discussion and Analysis"- "Executive Summary" beginning on page 21 of this Proxy Statement). In particular, this graph shows the correlation between our net income, FFO, as adjusted, EBITDA, as adjusted and FFO per share, as adjusted, and the total compensation we paid to our Chief Executive Officer ("CEO") during the last five fiscal years, based on the amounts reported in the summary compensation tables of our proxy statements for these years.

-Total Compensation -FFO. as adjusted -Net Income -EBITDA, aa adjusted -FFO/shore, as adjusted

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 FY 2010
 FY 2011"

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 FY 2009

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The Total Compensation column for FY2011 does not include Mr. Henry's unrestricted award of 75,000 shares of the Company's Common Stock which was awarded to Mr. Henry upon achieving his 10 year anniversary at the Company, pursuant to his original 2001 employment agreement.

Continues on next page ►

Kimco Realty Corporation 2014 Proxy Statement
2014 PROXY STATEMENT AT A GLANCE

Auditors (Proposal No. 4)

We are requesting that the stockholders ratify the appointment of the Company's independent registered accounting firm for 2014. The Board of Directors recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014.

Type of Fees	2013	2012
Audit Fees ¹⁾	\$1,222,100	\$1,273,000
Audit-Related Fees	-	-
Tax Fees ²⁾	\$76,733	\$97,979
All Other Fees ³⁾	2,460	2,420
Totally	\$1,495,193	\$1,500,150

- <1> Audit fees include all fees for services in connection with (i) the annual integrated audit of the Company's fiscal 2013 and 2012 financial statements and internal controls over financial reporting included in its annual reports on Form 10-K, (ii) the review of the financial statements included in the Company's quarterly reports on Form 10-Q, (in) as applicable, the consents and comfort letters issued in connection with debt and equity offerings and filings of the Company's shelf registration statements, current reports on Form 8-K and proxy statements during 2013 and 2012, (iv) ongoing consultations regarding accounting for new transactions and pronouncements and (v) out of pocket expenses.
- <2> Tax fees consisted of fees billed for professional services for tax compliance and tax consulting services.
- <3> All other fees consisted of fees billed for other products and services. The fees relate to a publication subscription service and software licensing for accounting and professional standards.



3333 NEW HYDE PARK ROAD, NEW HYDE PARK, NY 11042-0020

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

to be held on May 6, 2014

We are providing you with this Proxy Statement in connection with the solicitation of proxies to be used at our 2014 Annual Meeting of Stockholders (the "Meeting") of Kimco Realty Corporation, a Maryland corporation (the "Company"). The Meeting will be held at the Grand Hyatt New York, 109 E. 42nd Street, New York, NY 10017, on Tuesday, May 6, 2014, at 10:00 a.m. (local time) for the purposes set forth in the Notice of Annual Meeting of Stockholders. This Proxy Statement contains important information regarding the Meeting, the proposals on which you are being asked to consider and vote upon, information you may find useful in determining how to vote, and information about voting procedures. As used in this Proxy Statement, "we," "us," "our," "Kimco" or the "Company" refers to Kimco Realty Corporation, a Maryland corporation.

This solicitation is made by the Company on behalf of the Board of Directors of the Company (the "Board of Directors"). Costs of this solicitation will be borne by the Company Directors, officers, employees and agents of the Company and its affiliates may also solicit proxies by telephone, telegraph, fax, e-mail or personal interview. The Company will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to stockholders. The Company will pay fees of approximately \$9,500 to Alliance Advisors, L.L.C. for soliciting proxies for the Company.

Holders of our common stock, par value \$0.01 per share ("Common Stock"), at the close of business on March 7, 2014, the record date, may vote at the Meeting. We refer to the holders of our Common Stock as "stockholders" throughout this Proxy Statement. Each stockholder is entitled to one vote for each share of Common Stock held as of the close of business on the record date. At the close of business on the record date there were 410,494,129 shares of Common Stock issued and outstanding. The presence at the Meeting, in person or by proxy, of holders of a majority of such shares will constitute a quorum for the transaction of business at the Meeting.

Stockholders can vote in person at the Meeting or by authorizing a proxy. There are three ways to authorize a proxy to vote your share:

- By Telephone - Stockholders located in the United States can authorize their proxy by telephone by calling 1-800-690-6903 and following the instructions on the proxy card; or
- By Internet - Stockholders can authorize their proxy over the Internet at www.proxyvote.com <<http://www.proxyvote.com>> by following the instructions on the proxy card; or
- By Mail - If you received your proxy materials by mail, you can authorize your proxy by mail by signing, dating and mailing the enclosed proxy card.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day and will close at 11:59 p.m. (local time) on May 5, 2014.

number of directors to be elected at the Meeting.

Information Regarding Nominees

Milton Cooper, age 85, is the Executive Chairman of the Board of Directors for the Company. Mr. Cooper served as the Chairman of the Board of Directors and CEO of the Company from November 1991 to December 2009. In addition, Mr. Cooper was Director and President of the Company for more than five years prior to November 1991. In 1960, Mr. Cooper, along with a partner, founded the Company's predecessor. Mr. Cooper led the Company through its IPO and growth over the past five decades. In addition, Mr. Cooper received a National Association of Real Estate Investment Trusts ("NAREIT") Industry Leadership Award for his significant and lasting contributions to the REIT industry. Mr. Cooper is also a Director at Getty Realty Corporation. Mr. Cooper graduated from City College in New York and Brooklyn Law School.

Key experience and qualifications to serve on the Board of Directors include:

- Mr. Cooper co-founded the Company and helps maintain the Company's continuing commitment to its core values of integrity, creativity and stability. Mr. Cooper's service on the Board of Directors allows the Company to preserve its distinctive culture and history.
- Mr. Cooper's reputation within the NAREIT community and among the Company's business partners contributes significantly to the Company's continued leadership in the REIT industry.
- Mr. Cooper's ability to communicate, encourage and foster diverse discussions of the Company's business, together with his five decades of executive leadership experience, make Mr. Cooper a highly effective Executive Chairman of the Board of Directors.

Philip E. Coviello, age 71, has been a Director of the Company since May 2008 and currently serves on the Audit, Executive Compensation and Nominating and Corporate Governance Committees. Mr. Coviello was a partner at Latham & Watkins

LLP, an international law firm, until his retirement from that firm in 2003. In addition, since 1996, Mr. Coviello has been a Director of Getty Realty Corporation, where he serves as Chair of the Audit Committee and as a member of its Compensation and Governance and Nominating Committees. Mr. Coviello holds an A.B. from Princeton University, an L.L.B. from the Columbia University School of Law and an M.B.A. from the Columbia University School of Business.

Key experience and qualifications to serve on the Board of Directors include:

- 35 years of experience counseling Boards of Directors and senior management as a corporate lawyer on a wide range of corporate governance, regulatory compliance and other issues that affect public companies.
- Decades of experience as both issuers' and underwriters' counsel in capital markets transactions and heavy involvement in the presentation and analysis of hundreds of audited financial statements, pro forma financial statements and SEC filings, including representing the Company in its initial public offering.
- Mr. Coviello's contributions to the Company's Audit Committee are bolstered by his service as Chair of the Audit Committee of Getty Realty Corporation, where Mr. Coviello oversees the work of Getty's Chief Accounting Officer, directly interfaces with Getty's independent registered public accounting firm and is involved with Getty's Sarbanes-Oxley internal controls compliance work.

Richard G. Dooley, age 84, has been a Director of the Company since December 1991. Mr. Dooley currently serves as the Lead Independent Director, the Chair of the Nominating and Corporate Governance Committee and a member of the Audit and Executive Compensation Committees. From 1993 to 2003, Mr. Dooley was a consultant to, and from 1978 to 1993 served as the Executive Vice President and Chief Investment Officer of the Massachusetts Mutual Life Insurance Company. Mr. Dooley

Continues on next page ►

Kimco Realty Corporation 2014 Proxy Statement 9

PROPOSAL 1 Election of Directors

• -j ■•

is a Director, Chair of the Compensation Committee, and member of the Audit and Corporate Governance Committees of Jefferies LLC (formerly Jefferies Group, Inc.), a subsidiary of Leucadia National Corporation ("Leucadia") (NYSE: LUK) pursuant to a merger between Leucadia and Jefferies Group, Inc. effective March 1, 2013. Mr. Dooley formerly served as a Director and member of the Compensation Committee of Leucadia. Mr. Dooley holds a B.S. degree from Northeastern University and an M.B.A. from the Wharton School of the University of Pennsylvania.

Key experience and qualifications to serve on the Board of Directors include:

- Expertise in corporate strategy development, organizational development and operational and corporate governance issues arising in complex organizations.
- Familiarity with Sarbanes-Oxley compliance, internal auditing and financial controls issues and extensive financial expertise and experience with public accounting matters for global organizations.
- Responsibility for portfolio investing in a wide variety of real estate properties and developments as Executive Vice President and Chief Investment Officer of the Massachusetts Mutual Life Insurance Company, bringing to the Company both executive leadership and real estate investment experience.
- Expertise as a Chartered Financial Analyst and investment professional with decades of experience in analyzing and evaluating financial statements.

Joe Grills, age 79, has been a Director of the Company since January 1997 and is the Chair of the Executive Compensation Committee and a member of the Audit and Nominating and Corporate Governance Committees. Mr. Grills was employed by IBM from 1961 to 1993 and held various positions in financial management in both IBM's

domestic and international businesses. Mr Grills served as a member (1994-2007) and Co-Chairman of the Board of Directors (2002-2007) of a cluster of BlackRock (Merrill Lynch) Mutual Funds from 1994 to 2007. He was a Director, was Vice Chairman, was Chairman and is currently Chairman Emeritus of the Montpelier Foundation. He is on the Investment Advisory Committee of the Virginia Retirement System, Vice Chairman (2002-2005) and Chairman (2005-2009). In addition, Mr Grills is a Trustee and Chairman of the Investment Committee of the Woodberry Forest School, a Trustee and Member (Chairman 2007-2011) of the Investment Committee of the National Trust for Historic Preservation (on Finance Committee) and a Director of National Main Street Center, Inc., a subsidiary of National Trust for Historic Preservation (Feb. 2013). Mr. Grills is on the Individual Investment Advisory Committee of the NYSE He is a former Chairman and member of the Committee on Investment of Employee Benefit Assets of the Association of Financial Professionals. Mr. Grills also participates in research and study sponsored by 20/20 Investment Association. Mr. Grills holds a B.A. from Duke University and an M.B.A. from the University of Chicago.

Key experience and qualifications to serve on the Board of Directors include:

- Experience as IBM's Chief Investment Officer of the IBM Retirement Fund with wide-ranging expertise in domestic and international financial matters and strategic deliberations.
- Extensive experience with internal audit and business controls while at IBM and on other audit committees
- Extensive service on boards of directors and memberships on board committees in diverse corporate and non-profit organizations with broad and deep familiarity with corporate governance and executive oversight matters.
- Experience in compensation matters through wide advisory capacities and exposure to current executive compensation trends.

David B Henry, age 65, has been the CEO of the Company since December 31, 2009, President since December 2008 and Vice Chairman of the Board of Directors since April 2001. Prior to joining the Company, Mr. Henry was the Chief Investment Officer of G.E. Capital Real Estate since 1997 and has held various positions at G.E. Capital for more than five years prior to 1997. Mr. Henry is also a director of Fairfield County Bank, a Connecticut mutual savings bank and a director and Chairman of the Compensation Committee of HCP, Inc. (NYSE: HCP). Mr. Henry is the former Chairman and currently a Trustee of the International Council of Shopping Centers (ICSC) and is currently on the Executive Committee of the Board of Governors of NAREIT. Mr. Henry graduated from Bucknell University with a B S in Business Administration and received his M.B.A. from the University of Miami.

Key experience and qualifications to serve on the Board of Directors include:

- Day-to-day leadership, as CEO of the Company, with a valuable perspective on the overall strategic execution of the Company.
- Service for 10 years as the Company's Chief Investment Officer and leadership in the Company's investment management process, portfolio reviews, new business initiatives and employee communication efforts.
- 23 years of experience at G.E Capital Real Estate, serving the last 5 years as Chief Investment Officer/Senior Vice President and Chairman of G.E. Capital Investment Advisors.
- Experience on the senior management team for real estate investments totaling more than \$20 0 billion in 11 countries worldwide in his role at G.E. Capital

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- Service as a Trustee and former Chairman of the ICSC, Vice Chairman and member of Executive Committee of the Board of Governors of NAREIT and member of The Real Estate Roundtable, provides the Board of Directors with a global understanding of REITs and current industry and market trends.

F. Patrick Hughes, age 66, has been a Director of the Company since October 2003. Mr. Hughes is currently the Chair of the Audit Committee and a member of the Executive Compensation and Nominating and Corporate Governance Committees. Mr Hughes is a Certified Public Accountant. Mr. Hughes has been the President of Hughes & Associates, LLC since October 2003 In addition, Mr. Hughes was a Director for Nottingham Properties, Inc. from 2001 to 2007 and Chairman of the Board of Directors from 2006 to 2007. Mr. Hughes previously served as the CEO, President and Trustee of Mid-Atlantic Realty Trust from its formation in 1993 to 2003. Mr. Hughes is also a Trustee of the State Retirement and Pension System of Maryland and serves as Vice Chairman of its Investment Committee and is Chairman of its Audit Committee Mr. Hughes also serves on the Board of Directors of the John Hopkins Prostate Cancer Advisory Board and as the Chair on the Advisory Board for the John Hopkins University Real Estate Institute. Since May 2012, Mr. Hughes has served on the Society of St. Sulpice-Financial Advisory Board. (Mr. Hughes previously served on the Board from 1982 to 2009). Mr. Hughes served on the Board of Directors of Hofferger Holdings, LLC from 2001 to 2008 and St. Ignatius Loyola Academy 1994 to 2009 Mr. Hughes earned his B.A. from Loyola University in Maryland and his Executive M.B.A. from the Sellinger School of Business in Baltimore, Maryland.

Key experience and qualifications to serve on the Board of Directors include:

- 40 years of progressive commercial real estate experience.
- Financial expertise and extensive experience with capital markets transactions and investments in both public and private companies.
- Experience as the founder and CEO of Mid-Atlantic Realty Trust provided Mr. Hughes with real estate industry and entrepreneurial experience which allows him to evaluate the Company's business climate, strategy and new business opportunities

Frank Lourenso, age 73, has been a Director of the Company since December 1991. Mr Lourenso is currently a member of the Audit, Executive Compensation and Nominating and Corporate Governance Committees Mr. Lourenso was an Executive Vice President of JPMorgan Chase & Co. ("J.P. Morgan," and successor by merger to The Chase Manhattan Bank and Chemical Bank, N.A.) from 1990 until his retirement in June 2013. Mr. Lourenso was a Senior Vice President of J.P. Morgan for more than five years prior to 1990. Mr. Lourenso is a member of the Board of Trustees of St. Joseph's College. Mr. Lourenso holds a B.B.A. and an M.B.A. from Baruch College.

Key experience and qualifications to serve on the Board of Directors include:

- Executive Vice President of J.P. Morgan, one of the world's leading financial services firms with global scale and reach, bringing to the Board of Directors the perspective of a financial executive with exposure to a wide array of economic, social and corporate governance issues.

- Extensive experience with capital markets matters in the real estate industry and a key contributor to the Board of Directors' strategic liquidity and capital discussions.
- Expertise in management oversight and financial matters relating to complex global organizations.

Colombe M. Nicholas, age 69, has been a Director of the Company since May 2011. Ms. Nicholas is currently a member of the Executive Compensation and Nominating and Corporate Governance Committees. Ms. Nicholas has served as a consultant since 2002 to Financo Global Consulting, the international consulting division of Financo, Inc., focusing on identifying expansion opportunities and providing growth advice to companies. Ms. Nicholas' retail experience includes Bonwit Teller, Bloomingdale's and R H. Macy. From the 1980s to 2000, Ms. Nicholas has served as President and CEO of Anne Klein Group, President and CEO of the Orr Felt Company, President and Chief Operating Officer of Giorgio Armani Fashion Corporation and President and CEO of Christian Dior New York. While at Christian Dior New York, Ms. Nicholas led sales growth from \$125 million to \$425 million. Ms. Nicholas has previously served on the Board of Directors of Oakley, Inc., The Mills Corporation and Tandy Brand. Ms. Nicholas currently serves on the Board of Directors of Herbalife International. Ms. Nicholas has a B.A. from the University of Dayton, a J.D. from the University of Cincinnati College of Law and an honorary doctorate in business administration from Bryant College of Rhode Island.

Key experience and qualifications to serve on the Board of Directors include:

- Over 15 years of experience in the retail industry in various executive positions provides familiarity and a broad understanding of the operation of retail shopping centers.
- Experience as President and CEO at major licensing, apparel and accessory manufacturing corporations provides insight into management's day to day actions and responsibilities related to sales of those products.
- Experience through service on other public company boards of directors and knowledge of corporate governance best practices in publicly-traded companies in today's business environment.

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PROPOSAL 1 Election of Directors

Richard B. Saltzman, age 57, has been a Director of the Company since July 2003. Mr. Saltzman is a member of the Executive Compensation and Nominating and Corporate Governance Committees. Mr. Saltzman has served since May 2003 as the President of Colony Capital LLC, a global real estate investment management firm where Mr. Saltzman shares responsibility for the firm's global operations and guides the strategic planning, acquisition and asset management activities of Colony and oversees new business initiatives. Mr. Saltzman has been the CEO, President and a Director of Colony Financial Inc. (NYSE: CLNY) since September 2009. Prior to joining Colony Capital LLC, Mr. Saltzman was a Managing Director and Vice Chairman of Merrill Lynch's investment banking division and held various other positions at Merrill Lynch for more than five years prior to that time. Mr. Saltzman has a B.A. from Swarthmore College and an M.S. from Carnegie-Mellon University.

Key experience and qualifications to serve on the Board of Directors include:

- More than 30 years of experience in real estate, including investing as a principal and as an investment manager, capital markets and investment banking.
- Significant experience with REITs, including initial public offerings, other capital markets products and mergers and acquisitions.
- More than 20 years of direct experience interacting in various capacities with the Company.

Vote Required

Nominees for director shall be elected by a majority of the votes cast in person or by proxy at the Meeting. A majority of the votes cast means the affirmative vote of a majority of the total votes cast "for" and "against" such nominee. Withheld votes will be treated as votes against the nominee. For

purposes of the election of directors, abstentions and broker non-votes, if any, will not be counted as votes cast and will have no effect on the result of the vote

THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE NOMINEES SET FORTH IN THIS PROXY STATEMENT.

General Information About the Board of Directors

Term of Office. All directors of the Company serve terms of one year and until the election and qualification of their respective successors.

Attendance at Board of Directors and Committee Meetings and 2013 Annual Meeting. The Board of Directors met 8 times in person or telephonically in 2013. Attendance at Board and Committee meetings during 2013 averaged over 97% for directors as a group, and no director attended fewer than 87% of the aggregate of the total meetings of the Board and of the Committees on which each director serves. All of the directors were in attendance at the 2013 Annual Meeting of Stockholders held on April 30, 2013. Our director attendance policy is included in our Corporate Governance Guidelines, which are available on the Company's website located at www.kimcorealty.com and is available in print to any stockholder who requests it.

Communications with Directors. The Audit Committee and the non-management directors welcome anyone who has a concern about the Company's conduct or policies, or any employee who has a concern about the Company's accounting, internal accounting controls or auditing matters, to communicate that concern directly to the Board of Directors, the Lead Independent Director, the non-management directors or the Audit Committee. Such communications may be confidential or anonymous, and may be submitted in writing to the Board of Directors, the Lead

Independent Director or the non-management directors by sending a letter by mail addressed to the Board of Directors, the Lead Independent Director or the non-management directors c/o Secretary of the Company, Kimco Realty Corporation, 3333 New Hyde Park Road, New Hyde Park, NY, 11042-0020. The Board of Directors has designated Richard G. Dooley as its Lead Independent Director to review these communications and present them to the entire Board of Directors or forward them to the appropriate directors. In addition, the Company maintains an Ethics Helpline, as further discussed in the Company's Code of Conduct, which allows employees to submit concerns anonymously via phone or the Internet.

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Director Independence

Our Board of Directors has adopted a formal set of categorical independence standards for directors. These categorical standards specify the criteria by which the independence of our directors will be determined, including guidelines for directors and their immediate families with respect to past employment or affiliation with the Company or its independent registered public accounting firm. These categorical standards meet, and in some areas exceed, the listing standards of the NYSE. The Board of Directors' categorical standards are available along with our Corporate Governance Guidelines on the Company's website located at www.kimcorealty.com and is available in print to any stockholder who requests it.

In accordance with these categorical standards and the NYSE listing standards, the Board of Directors undertook its annual review of the independence of its directors on February 4, 2014. During this review, the Board of Directors considered transactions and relationships between each director or members of his or her immediate family and the Company. The Board of Directors also considered whether there were any transactions or relationships between directors or members of their immediate family (or any entity of which a director or an immediate family member is an executive officer, general partner or significant equity holder). The purpose of this review was to determine whether any such relationships or transactions existed that were inconsistent with a determination that the director is independent.

As a result of this review, the Board of Directors affirmatively determined that the following nominees for director are independent of the Company and its management under the standards set forth in the categorical standards and the NYSE listing standards:

Philip E. Coviello	Richard G. Dooley
Joe Grills	F. Patrick Hughes
Frank Lourenso	Colombe M. Nicholas
Richard B. Saltzman	

In making these determinations, the Board of Directors considered the relationships and transactions described under the caption "Certain Relationships and Related Transactions" beginning on page 43.

In addition, none of the directors' family members serves as an executive officer, as defined by Rule 3b-7 under the Securities Exchange Act of 1934, as amended ("executive officer") of the Company.

Corporate Governance

Board Leadership Structure. The Board of Directors has separated the roles of the Executive Chairman of the Board of Directors and the CEO in recognition of the differences between the two roles. The CEO is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while the Executive Chairman of the Board of Directors provides guidance to the CEO, establishes the agenda for Board of Directors meetings in consultation with the CEO and presides over meetings of the full Board of Directors. Because Mr. Cooper, the Executive Chairman, is an employee of the Company and is therefore not "independent," the Board of Directors has appointed the Chairman of the Nominating and Corporate Governance Committee, Richard G. Dooley, as Lead Independent Director to preside at all executive sessions of "non-management" directors, as defined under the NYSE Listed Company Manual.

Stock Ownership Guidelines. The Board of Directors adopted revised stock ownership guidelines in July 2012 for non-employee directors and executive officers that require each non-employee director and executive officer to own shares of

our Common Stock. Under the guidelines, all current non-employee directors must own shares of our Common Stock with a value equal to five times the annual Board of Directors retainer. Executive officers must own shares of our Common Stock with a value equal to a certain multiple of his or her base salary. Our Executive Chairman must own shares of our Common Stock with a value equal to five times base salary, our CEO must own shares of our Common Stock with a value equal to five times base salary, our Chief Operating Officer must own shares of our Common Stock with a value equal to three times base salary, and our Chief Financial Officer must own shares of our Common Stock with a value equal to two times base salary. Equity interests that count toward the satisfaction of the ownership guidelines include shares owned outright, shares jointly owned, restricted shares and shares held in a 401(k) retirement plan. Directors and executive officers have five years from the date they become a member of the Board of Directors or an executive officer to attain these ownership levels or until December 31, 2014 to meet the ownership levels, whichever is later. We believe that all of our directors and executive officers are currently in compliance with the stock ownership requirements.

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Director Continuing Education. The Company maintains a formal program of continuing education for directors. In 2013, directors participated in customized Company-sponsored sessions on business-related topics, corporate governance matters, SEC rule changes, and other current topics such as cyber security, including issues applicable to particular committees of the Board of Directors. These sessions included detailed presentations on these matters and discussions on each of the covered topics.

Clawback Policy. The Company may seek repayment of cash and equity incentive compensation paid to named executive officers ("NEOs") in the event of a material misstatement of the Company's financial results where an NEO engaged in actual fraud or willful unlawful misconduct that materially contributed to the need to restate.

Where the Executive Compensation Committee of the Board of Directors determines that these circumstances exist, the Committee may direct the Company to recover the after-tax portion of the difference between the compensation actually paid or awarded and the compensation calculated using the restated financial statements, based upon the Committee's view of all relevant facts and circumstances and the best interests of the Company.

Risk Oversight Our Board of Directors oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and enhance stockholder value. A fundamental part of risk management is not only understanding the risks a company faces and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the Company. Management is responsible for establishing our business strategy, identifying and assessing the related risks and establishing appropriate risk management practices. Our Board of Directors reviews our business strategy and management's assessment of the related risk, and discusses with management the appropriate level of risk for the Company.

Our Board of Directors administers its risk oversight function with respect to our operating risk as a whole, and meets with management at least quarterly to receive updates with respect to our operations, business strategies and the monitoring of related risks. The Board of Directors also delegates oversight to the Audit, Executive Compensation and Nominating and Corporate Governance Committees to oversee selected elements of risk:

- Our Audit Committee selects and engages our independent registered public accounting firm and oversees financial risk exposures, including monitoring the integrity of the financial statements, internal controls over financial reporting and the independence of the independent auditor of the Company. The Audit Committee receives a risk and internal controls assessment report from the Company's internal auditors on at least an annual basis and more frequently as appropriate. The Audit Committee also assists the Board of Directors in fulfilling its oversight responsibility with respect to compliance with legal and regulatory matters related to the Company's financial statements and meets quarterly with our financial management, independent auditors and legal advisors for updates on risks related to our financial reporting function. The Audit Committee also monitors our whistleblower hot line with respect to financial reporting matters. The Audit Committee also oversees financial, credit and liquidity risk by working with our treasury function to evaluate elements of financial and credit risk and advises on our financial strategy, capital structure and long-term liquidity needs, and the implementation of risk mitigating strategies. Individuals who supervise day-to-day risk in this area have direct access to the Board of Directors, and the Company's Chief Financial Officer meets regularly with our Audit Committee to discuss and advises on elements of risks related to our credit risk and function. The Audit Committee also oversees risk by working with management to adopt and reviewing annually a code of ethics designed to support the highest standards of business ethics.
- Our Executive Compensation Committee oversees risk management by participating in the creation of compensation structures that create incentives that support an appropriate level of risk-taking behavior consistent with the Company's business strategy.
- Our Nominating and Corporate Governance Committee oversees governance related risks by working with management to establish corporate governance guidelines applicable to the Company, including recommendations regarding director nominees, the determination of director independence, Board of Directors leadership structure and membership on Board of Directors Committees.

Our Board of Directors and Committees' risk oversight responsibilities are discussed further in "Committees of the Board of Directors" below.

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Committees of the Board of Directors

The following table identifies the current committee chairs and members:

Audit Committee		Compensation Committee		Nominating and Corporate Governance Committee	
Chair	Philip E. Coviello	Chair		Chair	
	Richard G. Dooley				
	F. Patrick Hughes				
	Frank Lourenso				
	Colombe M. Nicholas				
Members	Richard B. Saltzman	Members		Members	
Management Directors:		Milton Cooper		David B. Henry	

(C)
Member

Chair

Audit Committee. The Audit Committee currently consists of Mr. Hughes, who is Chair of the Audit Committee, and Messrs. Coviello, Dooley, Grills and Lourenso, all of whom are independent directors. Six meetings of the Audit Committee were held in person or telephonically during 2013. Messrs. Hughes, Coviello, Dooley, Grills and Lourenso are each an "audit committee financial expert," as determined by the Board of Directors in accordance with Item 407(d) (5) of Regulation S-K, and Messrs. Hughes, Coviello, Dooley, Grills and Lourenso are "independent" from the Company as defined by the current listing standards of the NYSE.

The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities as related to the Company's risk management processes. The Board of Directors and Audit Committee oversee (i) the integrity of the Company's financial statements and financial reporting process and the Company's systems of internal accounting and financial controls; (ii) the performance of the internal audit function, (iii) the annual independent integrated audit of the Company's consolidated financial statements and internal control over financial reporting, the engagement of the independent registered public accounting firm and the evaluation of the independent registered public accounting firm's qualifications, independence and performance; (iv) policy standards and guidelines for risk assessment and risk management; (v) the Company's

compliance with legal and regulatory requirements, including the Company's disclosure controls and procedures, and (vi) the fulfillment of the other responsibilities set out in the Audit Committee Charter, as adopted by the Board of Directors. The Audit Committee receives regular reports from management regarding the Company's assessment of risks. In addition, the Audit Committee reports regularly to the Board of Directors. The Board of Directors and Audit Committee focus on the Company's general risk management strategy, and also ensure that risks undertaken by the Company are consistent with the business strategies approved by the Board of Directors. While the Board of Directors oversees the Company's risk management, management is responsible for the day-to-day risk management processes and reports directly to both the Board of Directors and Audit Committee on a regular basis and more frequently as appropriate. The Board of Directors believes this division of responsibilities is an effective approach for addressing the risks facing the Company.

The Audit Committee works with management to adopt and reviews annually a code of ethics designed to support the highest standards of business ethics. The Audit Committee operates under a written charter, as amended, adopted by the Board of Directors. A copy of the Audit Committee Charter, as amended, and the Company's Code of Business Conduct and Ethics ("Code of Ethics") is available on the Company's website located at www.kimcorealty.com <<http://www.kimcorealty.com>> and is available in print to any stockholder who requests it.

Executive Compensation Committee The Executive Compensation Committee currently consists of Mr. Grills, who is Chair of the Executive Compensation Committee, and Messrs. Coviello, Dooley, Hughes, Lourenso and Saltzman and Ms. Nicholas, all of whom are independent directors. The Board of Directors has established an Executive Compensation Committee to (i) evaluate (in consultation with management or the Board of Directors) and recommend to the Board of Directors for approval the compensation plans, policies and programs of the Company, especially those regarding executive compensation; and (ii) determine and recommend to the Board of Directors for approval the compensation of the Chief Executive Officer and all other executive officers of the Company.

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More specifically, the Executive Compensation Committee annually reviews and approves corporate goals and objectives relevant to the total direct compensation of the CEO including changes in base salary, bonus payments and equity awards. For other NEOs, the Executive Compensation Committee reviews their performance against these goals and objectives and, based on its evaluation, approves their total direct compensation. The details of the processes and procedures involved are described in the Compensation Discussion and Analysis beginning on page 21.

Five meetings of the Executive Compensation Committee were held in person or telephonically during 2013. The Executive Compensation Committee operates under a written charter adopted by the Board of Directors. A copy of the Executive Compensation Committee Charter is on the Company's website located at www.kimcorealty.com <<http://www.kimcorealty.com>> and is available in print to any stockholder who requests it.

The Board of Directors and Executive Compensation Committee, in consultation with management, have reviewed the design and operation of the Company's incentive compensation arrangements, including the performance objectives and target levels used in connection with incentive awards, and evaluated the relationship between the Company's risk management policies and practices and these arrangements. As a result of this review, management has determined, and the Board of Directors has affirmed management's determination, that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company because they do not encourage the Company's employees to take excessive or unnecessary risks. The Executive Compensation Committee believes that the combination of the Company's (i) balanced approach to compensation, (ii) reliance on a variety of performance measures and (iii) use of both quantitative and qualitative assessments of performance reflected in the Company's compensation program is consistent with the Company's objectives and risk profile. Accordingly, the performance objectives in the Company's annual incentive compensation plan are balanced with those contained in the Company's long-term incentive compensation plan to ensure that both are aligned and consistent with the Company's long-term business plan. The Company's mix of equity-based awards has been allocated to ensure an appropriate combination of incentive and retention objectives, and the Company has established stock ownership guidelines to ensure that the interests of the Company's executive officers are aligned with the interests of the Company's stockholders.

In reaching its conclusion that the Company's compensation policies and practices do not encourage excessive and unnecessary risk taking, the Executive Compensation Committee considered several factors including salaries, bonuses and equity awards. The Company's benefits and retirement plans are not linked to performance. There is an annual performance-based bonus program for employees that provides a discretionary award based on their respective level in the Company, individual performance and overall Company performance. While the Company's bonus program for its leasing personnel is tied to personal production for new lease deals and renewals, management is comfortable that this bonus opportunity fairly incentivizes leasing personnel without being excessive. In addition, executive bonuses and equity awards are based on certain performance measures (established by the Executive Compensation Committee and management) including, but not limited to, funds from operations, results from operations, contributions from real estate investment programs, other financial considerations, individual performance and enterprise-wide performance. The Company's long-term equity awards consist primarily of performance shares, restricted stock and stock options. These awards are intended to further link recipients' interests with stockholder interests. The Company's Executive Severance Plan with its NEOs and certain members of management provides severance protections. Since there are no performance-based aspects of these severance arrangements, and the Company generally retains the ability to terminate an executive "for cause" without triggering severance, the Executive Compensation Committee does not believe these agreements encourage excessive risk-taking. The Executive Compensation Committee believes that it is not overly reliant on any single measure of performance and assesses actual results against each performance measure as well as taking into account overall performance compared to targets. In addition to the quantitative performance measures, the Executive Compensation Committee also assesses the broader business environment and relative performance of the Company to evaluate individual performance. Finally, the Executive Compensation Committee considers changes in the business, industry and capital markets environment in determining compensation policies and practices.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee currently consists of Mr. Dooley, who is Chair of the Nominating and Corporate Governance Committee, and Messrs. Coviello, Grills, Hughes, Lourenso and Saltzman and Ms. Nicholas, all of whom are independent directors. The functions of the Nominating and Corporate Governance Committee include recommending candidates for annual election to the Board of Directors and filling vacancies on the Board of Directors that may arise from time-to-time and senior management succession. The Nominating and Corporate Governance Committee is not limited to any specific process in identifying candidates and will consider candidates suggested by other members of the Board of Directors, as well as candidates recommended by stockholders. Such recommendations should include the name and address and other pertinent information about the candidate as is required to be included in the Company's Proxy Statement. Recommendations should be submitted to the Secretary of the Company. In addition, the Nominating and Corporate Governance Committee is authorized to retain search firms and other consultants to assist it in identifying candidates and fulfilling other duties.

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As described in the Company's Corporate Governance Guidelines, consideration is given to assuring that the Board of Directors, as a whole, considers diversity in its broadest sense, including persons diverse in geography, gender and ethnicity as well as representing diverse experiences, skills and backgrounds. We believe a diverse group can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment. The Board of Directors and Nominating and Corporate Governance Committee take into account many factors in recommending candidates for a director position. These factors include, but are not limited to, the ability to make independent analytical inquiries; general understanding of marketing, finance, accounting and other elements relevant to the success of a publicly-traded

company in today's business environment, understanding of the Company's business on a technical level, other board service and educational and professional background. In addition, each candidate nominee must possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board of Directors and the Nominating and Corporate Governance Committee evaluate each individual candidate by considering all appropriate factors as a whole. The Company's approach favors active deliberation rather than using rigid formulas to assign relative weights to these factors. Following the end of each fiscal year, the Nominating and Corporate Governance Committee establishes the criteria for and conducts an annual assessment of the performance of the Board of Directors with respect to these factors. Consideration of other corporate governance principles or modifications of such principles may also be discussed at that time.

The Nominating and Corporate Governance Committee is also responsible for ensuring that the Company adheres to good corporate governance principles and for developing and implementing the Company's Corporate Governance Guidelines that apply to all of its directors and management. The Nominating and Corporate Governance Committee is also charged with the task of ensuring the Company's compliance with all NYSE listing requirements. Four meetings of the Nominating and Corporate Governance Committee were held in person or telephonically during 2013. The Nominating and Corporate Governance Committee operates under a written charter adopted by the Board of Directors. Copies of the Nominating and Corporate Governance Committee charter and the Corporate Governance Guidelines, are available on the Company's website located at www.kimcorealty.com <<http://www.kimcorealty.com>> and are available in print to any stockholder who requests it.

The Nominating and Corporate Governance Committee is responsible for reviewing the leadership structure of the Board of Directors. As part of this review, the Committee evaluates (i) whether to have a Lead Independent Director, (ii) the responsibilities of the positions of Chairman of the Board of Directors and Lead Independent Director, and (iii) the qualifications for those positions, including whether the position of Chairman of the Board of Directors should be held by the CEO, an independent director, or a non-independent director other than the CEO. The Committee makes its recommendation to the full Board of Directors, which is responsible for approving the leadership structure of the Board of Directors. The Board of Directors has named Richard G. Dooley as its Lead Independent Director. In this capacity, Mr. Dooley is designated to chair executive sessions of the Company's Non-Management Directors and to act as a liaison between management and other independent directors.

Meetings of Non-Management Directors. The Non-Management Directors meet in executive session at each in-person Board of Directors meeting, and more frequently if necessary. Non-Management Directors are all those Directors who are not employees of the Company. The Non-Management Directors consist of Messrs. Coviello, Dooley, Grills, Hughes, Lourenso and Saltzman and Ms. Nicholas.

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Executive Officers

[Mifeh\[Copp>rSal:;](#)

The following table sets forth information with respect to the executive officers of the Company as of March 24, 2014.

<u>Executive/Chairman/pff'e'jB</u>
David B. Henry
65
Glenn'G:'tohen
?ir'50.
Vice Chairman of the Board of Directors. President and Chief Executive Officer
^Executive VicePresidentChief Financial Officerjand-Treasurer
Executive Vice President, Chief Operating Officer

The executive officers of the Company serve in their respective capacities for approximately one-year terms and are subject to election by the Board of Directors, generally at the time of the annual meeting of the Board of Directors following the 2014 Annual Meeting of Stockholders.

Please see Proposal 1 - Election of Directors - Information Regarding Nominees starting on page 9 for information regarding Milton Cooper and David B Henry.

Glenn G. Cohen was appointed Chief Financial Officer of the Company in June 2010, and continues as Treasurer, a position he has held since 1997. Mr. Cohen directs the Company's financial and capital strategy and oversees the day-to-day accounting, financial reporting and planning, tax, treasury and capital market activities. In addition, Mr. Cohen is responsible for the information technology activities of the Company. Prior to joining the Company in 1995 as Director of Accounting and Taxation, Mr. Cohen served as Chief Operating Officer and Chief Financial Officer for U.S. Balloon Manufacturing Company, Chief Financial Officer for EMCO Sales and Service,

L.P. and spent six years at the public accounting firm Coopers & Lybrand, LLP (predecessor to PricewaterhouseCoopers LLP), where he served as a manager in the audit group. Mr. Cohen received a Bachelor of Science degree in accounting from the State University of New York at Albany in 1985. He is a Certified Public Accountant and a member of NAREIT and ICSC.

Conor C. Flynn was appointed Chief Operating Officer of the Company in May 2013. Mr. Flynn directs the strategic and day-to-day activities of the Company's shopping center business. Prior to his current role, Mr. Flynn was President of the Western Region of the Company responsible for directing personnel that handled leasing, property management, construction, asset management and value creation. Mr. Flynn joined the Company in June 2003 as an Asset Manager. Mr. Flynn received a B.S. degree from Yale University and a Master's degree in Real Estate Development from Columbia University. Mr. Flynn is a licensed real estate broker in

California, and a member of Urban Land Institute (ULI), NAREIT and ICSC.

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Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information available to the Company, as of March 7, 2014, with respect to shares of its Common Stock and Class H, Class I, Class J and Class K Preferred Stock (i) held by those persons known to the Company to be the beneficial owners (as determined under the rules of the SEC) of more than 5% of such shares and (ii) held, individually and as a group, by the directors and executive officers of the Company.

Shares Owned Beneficially (#)

Name-S Address (where required) of Beneficial Owner

[The Vanguard Group] Inc. 10000

10000 Vanguard Blvd.

Malvern, PA 19355

0

BlackRock, Inc 40 East 52nd Street New York, NY 10022 Milton Cooper

Hyde Park, New York 11042

David B. Henry telehn

Richard G Dooley

Joe Grills Conor C. Flynn

Richard B. Saltzman

Philip E. Coviello

All Directors and executive

officers as a group

Common Class H Class I Class J Class K Common Class H(1) Class I(1) Class J(1) Class K(1)

35,275,716

56,633,2W

- 8.6%

10,889,083

1,500,574

J77,180

245,388

197,756

14,556,387

-96,794

- 3.5%

0) (2)

(3)

C)

(S)

(6)

(7)

Less than 1%

Not applicable. The Company's Class H, Class I, Class J and Class K Preferred Stock are, generally, not voting securities of the Company. The Company has received a copy of Schedule 13G as filed with the SEC by the Vanguard Group, Inc. ("Vanguard") reporting ownership of these shares as of December 31, 2013. As reported in said Schedule 13G, Vanguard has sole voting power with respect to 1,172,245 shares and has sole dispositive power for 55,647,864 shares.

The Company has received a copy of Schedule 13G as filed with the SEC by BlackRock, Inc. ("BlackRock") reporting ownership of these shares as of December 31, 2013. As

reported in said Schedule 13G, BlackRock has sole voting power with respect to 30,948,208 shares and sole dispositive power with respect to 35,275,716 shares. Includes 247,500 shares held by a foundation controlled by Mr. Cooper Excludes 500,000 shares held in charitable remainder trusts in which Mrs. Cooper is a trustee, as to all of which shares Mr. Cooper disclaims beneficial ownership. Does not include 1,855,645 shares held by Mrs. Cooper and their children, as to all of which shares Mr. Cooper disclaims beneficial ownership. Includes options or rights to acquire 1,143,975 shares of Common Stock that are exercisable within 60 days of March 7, 2014, 38,231 shares held in his 401(k) account and 135,514 shares of restricted stock Excludes 2,065,358 shares held by KC Holdings, Inc., a private corporation in which Mr. Cooper holds less than 10% of the outstanding equity. Mr. Cooper disclaims beneficial ownership of all shares indirectly held by KC Holdings, Inc. and does not share the power to vote or dispose of such shares. Includes options or rights to acquire 1,068,975 shares of Common Stock that are exercisable within 60 days of March 7, 2014, 52,884 shares held in his 401(k) account and 149,613 shares of restricted stock. Includes 228,549 shares held in a margin account. Includes 412 shares held by Mr. Cohen for his children. Includes options or rights to acquire 249,364 shares of Common Stock that are exercisable within 60 days of March 7, 2014, 11,066 shares held in his 401(k) account and 146,164 shares of restricted stock. Includes 51,235 shares held in a margin account.

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- (8) Includes options or rights to acquire 129,500 shares of Common Stock that are exercisable within 60 days of March 7, 2014 and 16,375 shares of restricted stock. ⁹ Does not include 4,500 shares owned by Mrs. Lourenso, his spouse, as to all of which shares Mr. Lourenso disclaims beneficial ownership. Includes 684 shares held by Mr. Lourenso as trustee for the benefit of his granddaughter. Includes options or rights to acquire 129,500 shares of Common Stock that are exercisable within 60 days of March 7, 2014 and 16,375 shares of restricted stock.
- (i⁹) Includes options or rights to acquire 129,500 shares of Common Stock that are exercisable within 60 days of March 7, 2014 and 16,375 shares of restricted stock.
- 11) Includes options or rights to acquire 91,550 shares of Common Stock that are exercisable within 60 days of March 7, 2014, 2,009 shares held in his 401 (k) account and 77.125 shares of restricted stock.
- 12) Includes 50 shares held by Mr. Saltzman for his son. Includes options or rights to acquire 29,500 shares of Common Stock that are exercisable within 60 days of March 7, 2014 and 16,375 shares of restricted stock
- 13) Includes options or rights to acquire 129,500 shares of Common Stock that are exercisable within 60 days of March 7, 2014 and 16,375 shares of restricted stock.
- (1⁴) Includes 4,500 shares held in a Testamentary Trust in which Mr. Coviello is a trustee. Does not include 6,500 shares owned by Mrs. Coviello, his spouse, as to all of which shares Mr. Coviello disclaims beneficial ownership. Includes options or rights to acquire 37,000 shares of Common Stock that are exercisable within 60 days of March 7, 2014 and 16,375 shares of restricted stock.
- (1⁵) Includes options or rights to acquire 14,667 shares of Common Stock that are exercisable within 60 days of March 7, 2014 and 15,584 shares of restricted stock.

Compensation Discussion Analysis

and

Introduction

We pay our NEOs using salary, annual incentive and equity awards. We seek to pay our NEOs in a way that encourages long-term increases in stockholder value and long-term employee retention. We also recognize that our NEO pay must compete with what comparable employers pay. For 2013, our NEOs were:

- Milton Cooper, Executive Chairman of the Board of Directors;
- David B. Henry, Vice Chairman of the Board of Directors, President and Chief Executive Officer,
- Michael V. Pappagallo, former Executive Vice President and Chief Operating Officer;
- Glenn G. Cohen, Executive Vice President, Chief Financial Officer and Treasurer; and
- Conor C. Flynn, Executive Vice President and Chief Operating Officer.

Our Board of Directors has an Executive Compensation Committee (the "Committee") that administers and monitors what and how we pay our NEOs and other executives. The Committee held five meetings in person or by phone during 2013. The Committee is comprised of Joe Grills (Chairman), Philip E. Coviello, Richard G. Dooley, F. Patrick Hughes, Frank Lourenso, Colombe M. Nicholas and Richard B. Saltzman. We encourage feedback from our stockholders regarding our executive compensation program. In 2013, over 99% of the votes cast (/o., excluding abstentions and broker non-votes) in our Say-on-Pay advisory vote approved the proposal.

Our senior management team worked to strategically position Kimco for long-term performance by focusing their efforts on strengthening our portfolio, maintaining our capital and liquidity positions, and operating competitively. Our compensation decisions in 2013 emphasized rewarding corporate / financial performance and individual performances and achievements of our NEOs, commensurate with our business results, to successfully execute our strategy to be the premier owner and operator of

neighborhood and community shopping centers through investments primarily in the U.S. and Canada.

Executive Summary

Our Business

Kimco Realty Corporation is one of the nation's largest publicly traded owners and operators of neighborhood and community shopping centers, measured in gross leasable area ("GLA"). As of December 31, 2013, the Company had interests in 852 shopping center properties aggregating 124.5 million square feet of GLA and 575 other property interests, primarily through the Company's preferred equity investments and other real estate investments, totaling 13.2 million square feet of GLA, for a grand total of 1,427 properties aggregating 137.7 million square feet of GLA, located in 42 states, Puerto Rico, Canada, Mexico, Chile and Peru.

2013 Business Highlights

We were able to deliver improved financial results and make progress on our business development strategies. Highlights of the 2013 fiscal year included.

- Achieved funds from operations ("FFO"), as adjusted (non-GAAP) of \$543.7 million or \$1.33 per diluted share for the full year 2013, representing a 5.6% increase per diluted share over 2012 FFO, as adjusted. See Annex A starting on page 52 for the definition of FFO and FFO, as adjusted and a reconciliation of 2013 net income to FFO, as adjusted.
- Gross occupancy in the total combined shopping center portfolio reached 94.6% as of December 31, 2013, representing an increase of 60 basis points from the 2012 year end level of 94.0%.
- Executed 2,473 leases, renewals and options totaling over 9.9 million square feet in the combined shopping center portfolio.
- Acquired 32 shopping center properties and eight outparcels comprising an aggregate 4.1 million square feet of GLA in 2013.

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'Compensation'Discission arid Analysis"'^

- Disposed of 36 operating properties and three outparcels.
 - Monetized non-retail assets of \$304.7 million and reduced its non-retail book values by \$337.3 million to \$61.2 million.
- Executed over \$600 million of capital raising during 2013 primarily used for the refinancing and repayment of debt resulting in savings of approximately \$13.5 million annually.

Executive Compensation and Corporate Governance Highlights

Our compensation philosophy and corporate governance standards are designed to align executive compensation with long-term stockholder interests'

- We maintain a majority vote for the election of directors (uncontested elections). We are requesting our stockholders approve an amendment to the Company's Charter to eliminate supermajority voting requirements.
- The leadership structure of our Board of Directors consists of an Executive Chairman, a Vice Chairman (who is also our President and CEO), a Lead Independent Director, who is elected by the independent directors, and knowledgeable committee chairs with appropriate experience.
- The Committee's independent compensation consultant. Pay Governance LLC ("Pay Governance"), is retained directly by the Committee and performs no other services for management.
- The Committee conducts continuous reviews of our compensation strategy, including a review of our compensation-related risk profile so that our compensation-related policies and programs do not create risks that are reasonably likely to have a material adverse effect on the Company.
- A significant portion of our NEOs' pay is performance based. For example, 76% of the CEO's total compensation is linked directly to the Company's performance and 80% of annual long-term incentive opportunities for all NEOs are delivered in performance-based equity awards in the form of performance shares. In 2013, our annual long-term incentive opportunities for our NEOs were in the form of performance shares and restricted stock and starting in 2014, NEOs will only receive performance-based equity awards in the form of performance shares and restricted stock.
- We have stock ownership guidelines for our NEOs and directors. As of December 31, 2013, each of the NEOs and directors who were employed with us satisfied his or her individual stock ownership level. See "Corporate Governance-Stock Ownership Guidelines" on page 13 for more information.
- We maintain a formal program of continuing education for directors. In 2013, directors participated in customized Company-sponsored sessions on business-related topics, corporate governance matters, SEC rule changes, and other current topics such as cyber security, including issues applicable to particular committees of the Board of Directors.
- Our Board of Directors has a policy prohibiting our NEOs and members of the Board of Directors from engaging in any hedging transactions with respect to equity securities of the Company held by them, which includes the purchase of any financial instrument (including prepaid variable forward contracts, equity swaps, collars and

exchange funds) designed to hedge or offset any decrease in the market value of such equity securities.

- The Company has a policy that limits the pledging of shares to 25% of the value of holdings above the stock ownership requirements for our NEOs and members of the Board of Directors effective December 31, 2014.
- The Company adopted a clawback policy as further described on page 14.
- Our NEOs receive no perquisites or other personal benefits, unless such benefits serve a necessary business purpose, such as the use of Company-provided vehicles and drivers. Additionally our NEOs receive other benefits, such as life insurance as well as other health and welfare programs that are provided to employees generally.
- We maintain an executive severance plan with a "double trigger" change in control arrangement that covers our NEOs and certain other members of the Company's senior management. The executive severance plan does not provide for any gross-up payments for Parachute Payment Taxes (as defined below).

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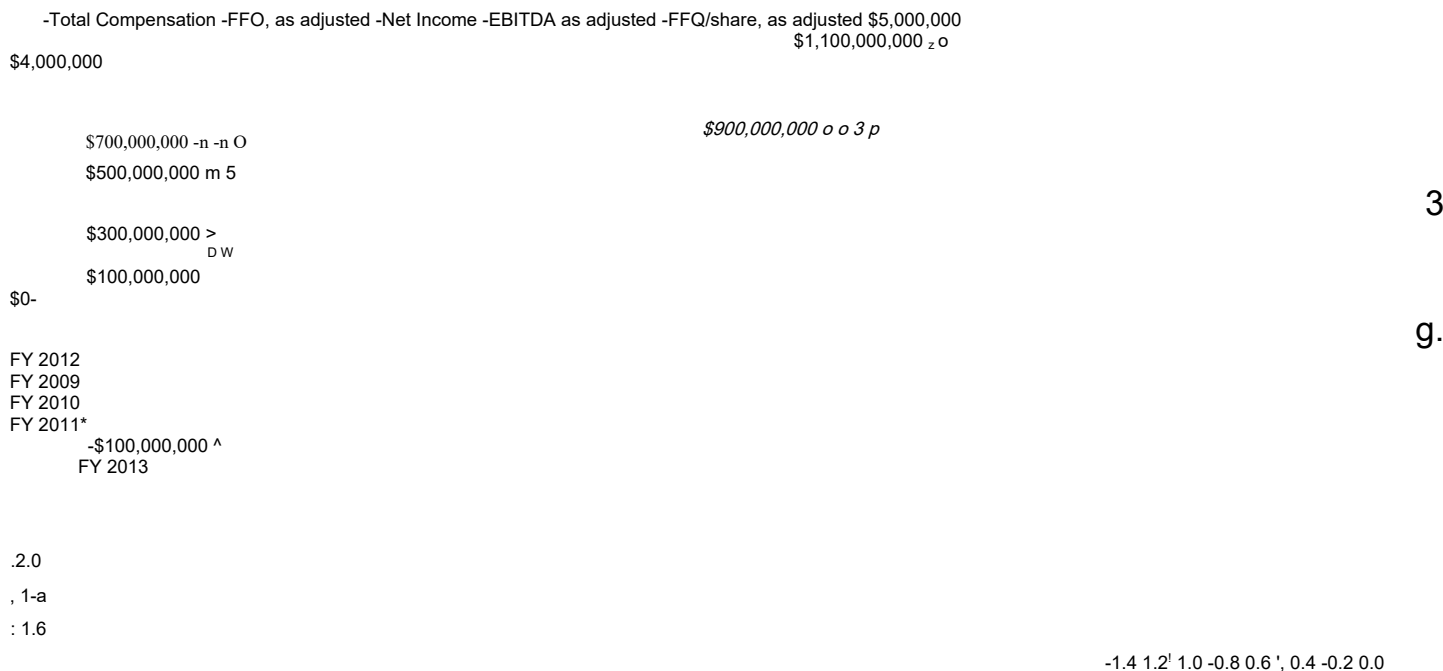
Stockholder Sayon-Pay Votes

At our 2013 Annual Meeting of Stockholders, we provided our stockholders with the opportunity to cast an advisory vote on executive compensation, and in future years such advisory vote will occur annually. Over 99% of the votes cast (i.e., excluding abstentions and broker non-votes) on this Say-on-Pay vote were voted in favor of the proposal. We have considered the results of the 2013 vote and believe the support of our stockholders for the vote proposal indicates that our stockholders are supportive of our approach to executive compensation, including the ratio of performance-based compensation to all other compensation, the ratio of performance-based equity compensation to time-based equity compensation, and the integrity of our peer group. Thus we did not make changes to our executive compensation arrangements in response to the vote. In the future, we will continue to consider the outcome of our Say-on-Pay votes when making compensation decisions regarding our NEOs.

Elements of our Executive Compensation Program

Our executive compensation program provides pay-for-performance compensation that is aligned with the interests of our stockholders and is designed to continue to attract, retain and appropriately motivate our key employees who drive long-term value creation. The following graph shows the correlation between our net income, FFO, as adjusted, EBITDA, as adjusted, and FFO per share, as adjusted, and the total compensation we paid to our CEO during the last five fiscal years, based on the amounts reported in the summary compensation tables of our Proxy Statements for these years.

FFO, as adjusted, EBITDA, as adjusted, and leverage, calculated from debt to total assets, defined as consolidated debt plus JV pro rata share of debt divided by the total gross consolidated assets and JV share of pro rata gross assets, are the metrics used in our annual incentive program, ensuring that pay and performance, as measured in our executive compensation program, are aligned. See Annex A starting on page 52 for a reconciliation of net income to FFO, as adjusted and EBITDA, as adjusted.



The Total Compensation column for FY2011 does not include Mr. Henry's unrestricted award of 75,000 shares of the Company's Common Stock which was awarded to Mr. Henry upon achieving his 10 year anniversary at the Company, pursuant to his original 2001 employment agreement.

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Compensation Discussion and Analysis

The component parts of our executive compensation program are:

Compensation Component • Purpose/Key Characteristics

Base Salary • Goal: Provide qualifications and experience, scope performance and the practices of the company to change.

Performance-Based • Goal: Motivate NEOs based on the Company's corporate / financial performance (36% based on actual F fiscal year; and 12% based on actual leverage compared to target level for the fiscal year. • Reviewed annually by the Committee and subject to change.

Performance Shares • Goal: Equity incentive for NEOs linked to Company's performance to encourage grant of restricted shares based on Company's total stockholder return in a performance year relative to the peer group.

Time-Vesting • Goal: Equity incentive for NEOs encouraging alignment with the Company's stockholders and long-term retention of key executives.

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Consistent with our executive compensation program, the significant majority of the total compensation for our CEO, Mr. Henry, for 2013 was incentive-based, commensurate with business results, and at risk unless such business results were achieved, as illustrated below.

■ 2013 Base Salary
 B Annual incentive award earned
 x; Long-term incentive award earned

Base Salary

In determining our NEOs' base salaries, the Committee considered each NEO's scope of responsibilities, individual qualifications and experience, future potential, past performance and the practices of our peer group, without applying a quantitative formula. We did not seek a specific target within our peer group. Base salary increases, if any, are effective January 1 and are based upon the performance of each NEO as assessed and approved by the Board of Directors and Committee. No formulaic base salary increases are provided to the NEOs, and other forms of compensation are generally used to reward overall Company performance or exceptional performance of a particular NEO. Messrs. Cohen and Flynn received base salary increases for 2013 based on, among other factors, their quantitative and qualitative performance factors as discussed starting on page 28 and in the case of Mr. Flynn, based on his appointment as Chief Operating Officer in May 2013. Messrs. Cooper, Henry and Pappagallo received base salaries for 2013 that reflected no increase from their 2012 base salaries.

• Mr. Cooper received a base salary of \$750,000 in 2013.

Annual Incentive Plan

Under our executive compensation program, each NEO is eligible to receive an annual cash bonus based on the Company's corporate / financial performance compared to targets and such NEO's individual performance against specific quantitative and qualitative goals as further discussed starting on page 28. For each NEO's annual bonus opportunity for 2013, 60% was based on the Company's corporate / financial performance for the performance year compared to targets as measured by the Company's (1) FFO, as adjusted for the performance year compared to Target FFO, (2) retail EBITDA, as adjusted compared to Target EBITDA and (3) leverage compared to Target Leverage, and 40% was based on individual NEO performance against specific quantitative and qualitative goals as discussed starting on page 28 and as evaluated by the Committee. The following table shows the percent of the Total Annual Target Bonus each NEO would receive based on achievement of threshold, target and maximum levels for corporate / financial performance and individual performance.

• Mr. Henry received a base salary of \$800,000 in 2013.

• Mr. Pappagallo received a base salary of \$750,000 in 2013.*

• Mr. Cohen received a base salary of \$625,000 in 2013.

« Mr. Flynn received a base salary of \$575,000 in 2013.*

* Messrs. Pappagallo and Flynn received less than their specified base salaries, as Mr. Pappagallo resigned, and Mr. Flynn was appointed, as the Company's Executive Vice President, Chief Operating Officer effective May 20, 2013. See the compensation tables and footnotes to those tables starting on page 35 for additional details.

Compensation Discussion and Analysis 1

• Weight as Percent of "■" of Target Bonus

Annual Incentive Component Earned as Percent of the Total Annual Target Bonus¹¹

Corporate / Financial Performance

• Target level achieved if as adjusted measures are 100% of target measures

Total Annual Bonus Paid

¹ The annual bonus is interpolated between the threshold and target, and target

The table below shows the target bonus and the bonus actually earned in 2013 for each NEO. Mr. Pappagallo was not eligible to receive a bonus for 2013 because he did not remain employed by us for the entire year. In establishing the target bonuses, we considered the responsibilities of each NEO, Mr. Henry's recommendations, and the peer group practices discussed in "Comparison to Competitive Market." The Committee awarded 2013 bonuses based on the following analysis of our corporate / financial performance and each NEO's individual performance:

- Corporate / Financial Performance. In 2013, the Company's Target FFO was \$1.31 on a diluted per share basis, Target EBITDA was \$945 million and Target Leverage was 45%. After the Committee considered the Company's actual 2013 FFO, as adjusted, retail EBITDA, as adjusted and leverage, the Committee's payout for the corporate financial incentive was based on an achievement of 101.5%, 100.2% and 100.9% of Target FFO, Target EBITDA and Target Leverage, respectively which resulted in a payout for the corporate financial incentive of 63.45% of each NEO's 2013 total target bonus.*
- Individual Performance. The Committee's evaluation of each NEO's individual performance against, among other factors, specific quantitative and qualitative goals is detailed below in "Analysis of Each NEO's Compensation" as further discussed starting on page 28. In general, in determining each NEO's target level, the Committee considered each

* The corporate financial incentive is calculated as follows: If the Company achieves its target level of 100% of each of the financial measures based upon the percentage weighting of 60% FFO, as adjusted, 20% retail EBITDA, as adjusted, and 20% leverage, then the base corporate financial incentive paid is 60% of the NEO's target bonus. In 2013, the Company achieved 101.5% of its Target FFO and 100.2% of its Target EBITDA and 100.9% of its Target Leverage resulting in each NEO being paid a corporate financial incentive of 60% (the base amount for achieving the target level of 100%) + 5.4% (the specific amount for achieving 101.5% of Target FFO and 100.2% of Target EBITDA and 100.9% of its Target Leverage for a total achievement of 105.75% of the 60% corporate / financial performance criteria), for a total corporate financial incentive payout of approximately 63.45% of each NEO's target bonus.

maximum performance levels.

NEO's scope of responsibilities, individual qualifications and experience, performance in 2013 and the practices of our peer group, without applying a quantitative formula. In 2013, the Committee also considered the NEOs' efforts to successfully refocus the Company on its core assets and business amidst continuing economic challenges and uncertainties. The Committee agreed to award each NEO individual performance bonuses of approximately 40% to 60% of each NEO's 2013 total target bonus.

- Calculation of Total 2013 Bonus. The bonuses actually received by each NEO are determined by adding the corporate / financial performance bonus and the individual performance bonus together. Thus, each NEO earned a total 2013 bonus of approximately 104% to 123% of the 2013 total target bonus.

2013 NEO Bonuses

■ 2013 Target-Bonus: 2013 Bonus Earned

<u>David B. Henry</u>	<u>\$875,000</u>	<u>\$909,117</u>
<u>Conor C. Flynn</u>	<u>\$350,000</u>	<u>\$432,075</u>

Long-Term Incentive Plan

The Company maintains a long-term incentive plan pursuant to which the Company makes annual equity-based compensation awards to the NEOs. The target number of shares underlying the long-term incentive equity awards were established in February 2013 for the calendar year 2013. In establishing the equity awards, we considered the qualitative factors discussed in "Analysis of Each NEO's Compensation," Mr. Henry's recommendations, and peer group practices discussed in "Comparison to Competitive Market." We also used our business judgment to determine appropriate equity compensation to recognize the potential of our executive officers for our business and retain our executive officers for the long term.

Approximately 20% of the value of the equity awards are awarded in the form of time-vesting stock options (or, upon election of the NEO, time-vesting restricted stock). Mr. Flynn was awarded 5,400 options and 5,400 shares of restricted stock at the time he was appointed Executive Vice President and Chief Operating Officer. For 2013, the time-vesting awards were granted under the Company's 2010 Equity Participation Plan, as such plan may be amended from time to time (the "2010 Equity Participation Plan"). The actual time-vesting awards granted are set out in the "Grants of Plan-Based Awards for 2013" table below.

Approximately 80% of the value of the equity awards were awarded in the form of performance shares. The performance share awards were granted under the 2010 Equity

Participation Plan Each performance share award provides for the grant of restricted stock in the year following the year in which the performance shares are awarded based on the Company's total stockholder return in the performance year compared to the retail index peers (and if the Company's total stockholder return for the performance year is less than the minimum target level, no restricted stock is granted with respect to such performance shares) according to the following schedule:

Restricted Stock Awards Granted with Respect to Earned Performance Shares Based on Company's Total Stockholder Return

Company's 1 Year Total Stockholder, vReturn Percentile in Peer Group <25% 25% - 50% ■ a75%
 iRestricted Stock Granted*: ■'. 0% "" 50% 100% ■ 150%:

* Restricted stock is granted on a linear scale between the 25% and 75% performance percentile.

If the Company's relative total stockholder return in a performance year results in restricted stock being awarded with respect to such year, the restricted stock awards are subject to transfer restrictions and forfeiture conditions until such awards become vested.

New Long-Term Incentive 3-Year Performance Period

In early 2013, the Committee reviewed changing the performance period used to measure the Company's performance as related to long-term incentive awards from the current one-year period to a three-year period to better align the long-term incentive awards with competitive practices and stockholder interests and support the Committee's objectives of long-term value creation. In late 2013, the Committee decided to move toward a three-year performance period, including a transition period for performance shares granted based on 2014 and 2015 performance, with performance shares granted in 2016 to be subject to the full three-year performance period.

The following table shows the target performance share awards and the number of performance shares actually earned for 2013
 2013 Performance Share Awards

	Target Performance	Actual Performance
	Shares ¹	- Shares ^{2*3}
iMil.tbn^C^per-Tr"-.-.--- "■?^A.v?.y_v' ' . 49,200>?- • 55,996j		
David B. Henry	55,000	62,590
i-Michad^Pappagallo "j2vU.:. ■■■' ■' ? ""4A:6oo^J:~^X...^V "■>" ""		
Glenn G Cohen	40,000	45,520
1 Conorc"Flyfir ⁴ > / V: ■ " . -^A^A;'; ■' - " V~j		

<¹) Represents the number of restricted shares that were eligible to be issued to each NEO as payment pursuant to the 2013 performance share awards based on target level total stockholder return for the Company during 2013.

<²) Represents the number of restricted shares received in February 2014 by each NEO as payment pursuant to the 2013 performance share awards based on the Company's actual total stockholder return during the 2013 performance year.

<³) We achieved an actual total stockholder return of 6.49% and relative total stockholder return of 56.9% which correlates to payment with respect to 113.8% of the target number of performance shares.

<⁴) Mr. Flynn did not receive a performance share award for 2013 because he was appointed Chief Operating Officer in May 2013.

Companies listed in the NAREIT Retail Index on January 1st of each calendar year (excluding the Company) are the peer group used to determine relative total stockholder return and the number of shares of restricted stock payable with respect to performance shares in each respective year. For 2013, these companies were:

Acadia Realty Trust Agree Realty Corp. Alexander's Inc
 CBL & Associates Properties Inc. Cedar Shopping Centers Inc. DDR Corp Equity One Inc. Excel Trust
 Federal Realty Investment Trust
 General Growth Properties, Inc.
 Getty Realty Corp.
 Ghmcher Realty Trust
 Inland Real Estate Corp
 Kite Realty Group Trust
 The Macerich Company
 National Retail Properties Inc.
 Pennsylvania Real Estate Investment Trust
 Ramco-Gershenson Properties Trust
 Realty Income Corporation
 Regency Centers Corp.
 Retail Opportunity Investment Corp.
 Retail Properties of America, Inc.
 Rouse Properties, Inc
 Saul Centers Inc.
 Simon Property Group Inc.

- Partnered with Mr. Henry in closing dispositions from the Company's Latin America portfolio totaling in excess of \$1.1 billion.
- Supported continued efforts to build an independent underwriting, closing and due diligence team
- Sourced a \$33 million acquisition opportunity in Elmsford, NY by working with the bankruptcy estate of a retailer.
- Invested extensive time mentoring the newly appointed Chief Operating Officer as well as several other members of the executive management team, and motivated them to preserve and create short-term and long-term stockholder value.
- Strengthened relationships with large retailers and important tenants by working with the Chief Operating Officer and Regional Presidents to build relationships through ICSC meetings, conferences and portfolio reviews.
- Represented the Company externally, including with tenants, operators and managers, the investor community, industry organizations and the media, to enhance the Company's reputation and communicate its strengths and competitive advantages.

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David B. Henry

Mr. Henry serves as the Company's President, CEO and Vice Chairman of the Board of Directors and in 2013, earned total compensation as set forth in the "Summary Compensation Table" below.

For Mr. Henry, the following individual performance factors were considered in determining his compensation:

- Oversaw implementation of corporate strategy for U.S. shopping center operations with emphasis on growing core markets and exiting non-core markets, shifting towards larger size assets and more urban oriented properties, and increasing asset and property management initiatives and resources and communicated such strategy to the market via an Investor Day in December 2013, investor roadshows, analyst earnings calls, NAREIT meetings, the Kimco blog and social media platforms and other marketing materials.
- Increased FFO per share, as adjusted from \$1.26 in 2012 to \$1.33 for 2013 and achieved combined pro rata portfolio occupancy of 94.5% and same site NOI growth of 3.5% (3.8% excluding currency effects).
- Achieved new business acquisition volume of \$876 million including purchase of joint venture partner interests.
- Led monetization efforts in Latin America reducing exposure by \$365 million and led the continued disposition of non-strategic retail assets by selling 35 properties in 2013 and closing the sale of the InTown portfolio to Starwood Capital.
- Continued to reduce preferred equity retail portfolio by acquiring partner interests, property sales, or refinancing, reducing the total from \$84.2 million at December 31, 2012 to \$71.3 million at December 31, 2013.
- Generated preferred equity profits in excess of \$22 million
- Achieved corporate leverage levels of 5.5x Net Debt to EBITDA as adjusted and fixed charge coverage of 2.9x at year end 2013 primarily from increased property level performance attributable to higher occupancy and increased leasing spreads.
- Continued to maintain effective relationships with rating agencies, analysts, major stockholders, large retailers, industry trade groups and institutional joint venture partners and maintained the Company's BBB+/BBB+/Baa1 unsecured debt ratings.
- Supported the Chief Financial Officer in efforts to capitalize on historically low interest rates by issuing U.S. and Canadian long term debentures and preferred stock and refinancing 26 mortgages totaling over \$832 million.
- Actively participated in NAREIT, and elected Vice-Chairman of NAREIT for 2014. Actively involved in ICSC and named a member of the Executive Committee and Nominating and Governance Committee. Participated in ICSC efforts on Main Street Fairness legislation. Actively involved as a member of the Real Estate Roundtable and the Real Estate Advisory Committees of local universities

Michael V. Pappagallo

Mr. Pappagallo served as the Company's Executive Vice President and Chief Operating Officer until his resignation effective May 20, 2013, and in 2013, earned total compensation as set forth in the "Summary Compensation Table" below.

Glenn G. Cohen

Mr. Cohen serves as the Company's Executive Vice President, Chief Financial Officer and Treasurer and in 2013, earned total compensation as set forth in the "Summary Compensation Table" below

For Mr. Cohen, the following individual performance factors were considered in determining his compensation:

- Successfully completed the issuance of (i) a new \$350 million ten-year unsecured bond at a coupon rate of 3.125%, (n) a new CAD\$200 million seven-year unsecured bond at a coupon rate of 3.855% and (in) renewed the Company's 1 billion Mexican peso denominated (\$77 million U.S. equivalent) facility for an additional five-year term on a floating rate basis, with the flexibility to repay at any time without penalty. These collective financings will provide savings of approximately \$13.5 million annually
- Sourced over \$830 million of new mortgage financing in 26 separate transactions for both the refinancing of maturing debt and new capital for the joint venture with Blackstone. The mortgage financing activity provided coupon savings of approximately 200 basis points per transaction. In addition, the company sourced these loans directly, without the use of an outside broker, saving the joint ventures and the Company an estimated \$2.5 million in fees.
- Maintained immediate liquidity of more than \$1 billion at all times throughout 2013 via access to our \$1.75 billion revolving credit facility and cash on hand. Our liquidity position at December 31, 2013 was over \$1.5 billion.

*Continues on next page **

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'Compensation' Discussion and Analysis yj"^-;-'!

Glenn G. Cohen Objectives continued

- Maintained Net Debt/EBITDA as adjusted in a range of 5.5x - 6.0x, a level viewed as vital to maintain our BBB+/BBB+/Baa1 unsecured debt ratings, ending the year at 5.5x.
- Improved Fixed Charge Coverage Ratio as calculated by S&P to 2.8x, and by Moody's to 2.7x. Our internal calculation has improved to 2.9x.
- Continued to strengthen and broaden the Company's commercial and investment banking and rating agency relationships, while maintaining ratings of BBB+/BBB+/Baa1.
- Sourced over \$1.5 billion of new capital from our commercial banking and investment banking relationships utilizing over 25 different firms.
- Further enhanced relationships with the research analysts and major stockholders and fixed income investors through active participation in non-deal roadshows and trade group conferences including NAREIT and ICSC. Continued development as a key Company spokesperson participating on various panels related to the real estate industry.
- In concert with the senior management team, executed on key areas of corporate strategy including achieving FFO per share, as adjusted, of \$1.33 (an increase of 5.6% over 2012 per share level of \$1.26); achieving same site NOI growth of 3.5% (3.8% excluding currency effects); increasing gross occupancy in the total combined shopping center portfolio 60 basis points to 94.6%; selling 35 non-strategic U.S. retail properties for a gross price of \$350 million as well as selling assets in Mexico, Brazil, Chile and Peru for net proceeds of approximately \$380 million, and reducing non-retail investments by over \$320 million, bringing the remaining non-retail balance to less than \$60 million.
- Redeployed proceeds from sales to acquire 27 shopping centers in key target markets totaling \$653 million gross acquisition volume.
- Managed the company's liquidity and strengthened the balance sheet through his leadership role on financing transactions.
- Actively participated in numerous industry and trade group conferences (Citi CEO Conference, Wells Fargo RIE conference, Barclay's RIE conference, UBS RIE conference, ICSC and NAREIT) as well as non-deal road shows in the U.S. and Europe.
- Continued to mentor and develop key managers fostering a culture of teamwork, cooperation and enthusiasm.
- Concluded an in-depth review of legal entities for potential tax restructuring benefits, reducing tax compliance costs and eliminating inefficient structures.

Conor C. Flynn

Mr. Flynn serves as the Company's Chief Operating Officer and in 2013, earned total compensation as set forth in the "Summary Compensation Table" below.

For Mr. Flynn, the following individual performance factors were considered in determining his compensation:

- Achieved overall improvement in U.S. occupancy, leasing spreads, and same site NOI. Overall U.S. occupancy increased by 100 basis points from 93.9% to 94.9%. Leasing spreads were positive for all four quarters of 2013, and U.S. same site NOI increased by 3.8%.
- Achieved ancillary income (including cell towers, trash and solar) revenues of \$16.0 million, an increase of 3.1% over 2012.
- Resolved ten of the top 25 vacancies in the strategic portfolio by leasing five vacant anchor boxes and selling five other anchor deals with another four deals in the anchor pipeline.
- Developed a \$778 million redevelopment, value-creation pipeline totaling 262 projects through asset tours and recurring regional reviews.
- Actively engaged in the disposition of 35 U.S. non-strategic properties for a gross price of \$350 million.

- Captured value-enhancing real estate opportunities through the acquisition of a Publix anchored shopping center in Pensacola, FL; agreed to terms to acquire fee under our ground lease position in Chicago, finalized terms to acquire an Albertsons box shopping center in Mount Dora, FL which will be a redevelopment site; extended a Jewel lease in a Bloomington, IL shopping center that is part of a joint venture that enables Kimco to market the center for sale.
- Reduced exposure to challenged retailers and operating formats negatively impacted by e-commerce including electronics, books and office supplies.
- Strengthened retailer relationships by hosting and visiting major retailers to source new deals, review existing portfolio and collaborate to reduce restrictions, exclusives and co-tenancy clauses.

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Conor C. Flynn Objectives continued

- Partnered with senior management in furthering information technology initiatives including piloting a mobile commerce initiative at select Kimco centers which focuses on wireless Internet deployment, shopper analytics and loyalty programs with participating tenants, as well as launching an iPad site inspection application to enhance productivity and efficiency.
- Expanded new revenue sources, including electric-vehicle charging stations, cellular towers, and a potential expansion of the solar program. Solar income for 2013 grew to \$2.0 million, the highest level since the launch of this program in early 2010.
- Developed the "Clicks to Bricks" program, promoting and incentivizing select online retailers to open brick and mortar stores as a complement to their online presence.
- Worked with management in furthering the Company's strategic direction by simplifying the business, reducing joint ventures, exiting low growth or at-risk assets and placing a deeper focus on redeveloping high potential assets.
- Continued efforts to develop and enhance the workforce by strengthening the culture of teamwork across all disciplines and businesses; strengthening communications and sharing best practices across regions in all operational areas such as construction, property management, leasing, and redevelopment; and identifying high potential employees and creating mentoring relationships.
- Continued to build relationships with the investment community, peers and colleagues in the REIT industry through executive round tables and by attending numerous industry events (NAREIT and ICSC), non-deal road shows and investor property tours.

Comparison to Competitive Market

We review competitive compensation data from a select group of peer companies and broader survey sources. However, we do not set our NEO pay as a direct function of market pay levels. Instead, we use market data to help confirm that our pay practices are reasonable. Using this data and NAREIT comparison data supplied by the Company, Pay Governance conducted survey data analysis and provided comment and analysis regarding our peer group. At the Committee's request, Pay Governance prepared an annual report summarizing the Company's peer group, market data and peer group methodology as well as Pay Governance's findings and recommendations. This report was discussed with the Committee in early 2013. As a primary reference, Pay Governance gathered proxy pay data for the following REITs with market capitalizations comparable to ours and with whom we compete for executive talent.

Host Hotels & Resorts, Inc
The Macerich Company
Marriott International Inc.
Prologis
Public Storage
Regency Centers Corp.
Simon Property Group Inc.
SL Green Realty Corp.
Starwood Hotel & Resorts Worldwide Inc.
Ventas Inc.
Weingarten Realty Investors

AvalonBay Communities Inc
Boston Properties Inc.
Brookfield Properties Corp.
DDR Corp.
Duke Realty Corp.
Equity One
Equity Residential
Federal Realty Investment Trust

General Growth Properties, Inc.

The Committee considered the Pay Governance information as an input in its decision making process for determining our NEOs' compensation. Pay Governance reported directly to the Committee and provided no other services besides executive compensation services to the Company.

The Committee considered whether Pay Governance's work providing information that the Committee uses when determining compensation for the Company's NEOs and other executive officers raises any conflicts of interest and determined that no conflicts of interest exist.

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Additional Compensation Considerations

Long-Term Incentives - Equity Awards. The exercise price of stock options granted to our NEOs is 100% of the market closing price of our stock on the date of the grant. As a general principle, we do not time grants in connection with the release of material non-public information.

Our NEOs are eligible to retire at the earlier of age 65 or 20 years of service to the Company and their equity awards (excluding retention or performance awards) would vest immediately upon retirement. Messrs. Cooper and Henry are currently eligible to retire from the Company. We do not maintain special pension plans for our NEOs because we believe this accelerated vesting offsets the lack of such plans. The Committee may accelerate equity vesting at its discretion.

We generally allow our employees (including our NEOs) who are eligible to receive over 7,500 stock options in a particular year to elect, in advance of the grant date, to receive up to 100% of the value of their equity award in the form of restricted stock. We allow these employees to elect to receive stock options or restricted stock in deference to each employee's personal preferences and circumstances. We calculate the amount of restricted stock to be received based on a ratio of the then approximate fair value of the options over the Common Stock trading price. Beginning August 6, 2008, restricted stock awards which were received through an election to receive restricted stock instead of a stock option grant vest ratably over four years. If an employee receiving restricted stock is terminated prior to vesting for reasons other than death, disability, retirement, without cause or change of control, the employee would not receive the unvested underlying stock. Prior to vesting, recipients of this restricted stock may vote the shares and also receive dividends.

Executive Severance Plan - "Double-Trigger" Change in Control Severance Arrangement. On March 15, 2010, the Executive Compensation Committee adopted the Kimco Realty Corporation Executive Severance Plan, as amended from time to time (the "Severance Plan") pursuant to which our NEOs and certain other members of the Company's senior management, are eligible for severance payments if the covered executive's employment is terminated by the Company without "Cause" or, following a change in control, by the executive for "Good Reason" (each as defined in the Severance Plan), subject to the terms and conditions described in the Severance Plan. Upon a covered termination of employment, a participant will receive two times the sum of (a) the participant's annual base salary and (b) the amount of the participant's annual bonus received in the prior year, payable in equal installments over the two years following the termination or in a lump sum if the termination occurs within two years following a change in control. The participant will also receive eighteen months of continued participation in the Company's health insurance.

plans or successor plans (running concurrently with the COBRA period) and accelerated vesting of all unvested stock options and restricted stock awards, but not performance share awards. In certain circumstances, if a participant would otherwise have incurred excise taxes under Section 4999 of the Internal Revenue Code ("Parachute Payment Taxes"), his or her payments will be reduced to the "safe harbor amount," such that no such excise taxes would be due. The Severance Plan does not provide for any gross-up payments for Parachute Payment Taxes incurred by any participant.

Mr. Henry agreed, effective as of March 14, 2013, that the bonus component of his severance pursuant to the Executive Severance Plan shall be based on the average actual bonus he received in the three years immediately prior to the year in which the termination occurs. Mr. Cooper requested and the Company has agreed to cease his participation in the Company's Severance Plan effective March 14, 2013.

Retirement Plans. We maintain a 401 (k) retirement plan (the "401 (k) Plan") in which substantially all of employees, including our NEOs, are eligible to participate. The 401 (k) Plan permits participants to defer up to a maximum of 100% of their eligible base salary compensation, up to the federal limit. The Company currently makes matching contributions on a dollar-for-dollar basis to all employees contributing to their 401 (k) accounts and who have completed one year of employment with the Company, of up to 5% of the employee's base salary compensation (and subject to a maximum of \$8,500 for highly compensated employees). Participants in the 401 (k) Plan are not subject to federal and state income tax on salary deferral contributions or Company contributions or on the earnings thereon until such amounts are withdrawn from the 401 (k) Plan. Salary reduction contributions are treated as wages subject to FICA and Medicare tax. Withdrawals from the 401 (k) Plan may only be made upon termination of employment, or in connection with certain provisions of the 401 (k) Plan that permit hardship withdrawals, allow in-service distributions and loans, or require minimum distribution. The 401 (k) Plan also includes a Roth 401 (k) feature which enables participants to defer some or all of their 401 (k) contributions on an after-tax rather than pre-tax basis, allowing for tax-free (federal and most state) distributions on both participant contributions and related earnings at retirement. Generally, participation in the Roth 401 (k) allows for tax free distributions if the Roth account has been in place for 5 years and the participant has attained age 59½. We do not maintain any other retirement plans for our NEOs or employees. The Company does not provide any pension benefits or any non-qualified deferred compensation to its NEOs or employees.

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Tax and Accounting Considerations. The recognition or deferral of period expense in our financial statements did not factor into the allocation of compensation among base salary, bonus and equity awards. Cash salary and bonus are charged as an expense in the period in which the amounts are earned by the NEO. The value of equity awards are amortized ratably into expense over the vesting period, except for the value of equity awards granted to our NEOs eligible for retirement, which were expensed immediately in the periodic financial statements as of the grant date in accordance with FASB ASC 718, which requires immediately expensing of equity awards of employees eligible for retirement.

Section 162(m) of the Internal Revenue Code generally places a \$1 million annual limit on the amount of compensation paid to each of the Company's NEOs who were officers on the last day of the relevant taxable year other than its Chief Financial Officer that may be deducted by the Company for federal income tax purposes unless such compensation constitutes "qualified performance-based compensation" which is based on the achievement of pre-established performance goals set by a committee of the Board of Directors pursuant to an incentive plan that has been approved by the Company's stockholders. The 2010 Equity Participation Plan provides that certain awards made thereunder may, in the discretion of the plan administrator, be structured in a manner intended to qualify for the "qualified performance-based compensation" exception to the \$1 million annual deductibility limit of Section 162(m).

Other provisions of the Internal Revenue Code can also affect compensation decisions. Section 409A of the Internal Revenue Code, which governs the form and timing of payment of deferred compensation, imposes sanctions, including a 20% penalty and an interest penalty, on the recipient of deferred compensation that does not comply with Section 409A. The Committee takes into account the implications of Section 409A in determining the form and timing of compensation awarded to our executives and strives to structure any nonqualified deferred compensation plans or arrangements to be exempt from or to comply with the requirements of Section 409A.

Section 280G of the Internal Revenue Code disallows a company's tax deduction for payments received by certain individuals in connection with a change in control to the extent that the payments exceed an amount approximately three times their average annual compensation, and Section 4999 of the Internal Revenue Code imposes a 20% excise tax on those payments. The Committee takes into account the implications of Section 280G in determining potential payments to be made to our executives in

connection with a change in control. Nevertheless, to the extent that certain payments upon a change in control are classified as excess parachute payments, such payments may not be deductible pursuant to Section 280G.

Perquisites. We do not treat our NEOs materially differently from our other senior employees with respect to perquisites. We provided the following perquisites to our NEOs in 2013:

- We provided Messrs. Cooper, Henry and Pappagallo with the use of a car and driver to travel for Company business. Other employees may use these cars for Company business when these cars are not in use by the above mentioned NEOs. Messrs. Cohen and Flynn received a car allowance in the amount of \$10,920 for the year 2013 and 55,880 from May 2013 to December 2013, respectively. Beginning December 2013, the Company provided Mr. Flynn with the use of a car to conduct his duties as an executive officer of the Company. Each such NEO may use the car without a driver for personal use.
- We provide certain of our officers and senior executives (including all NEOs) a limited long-term care benefit of \$3,500 per month as part of a group policy. These individuals may elect to purchase additional long-term care insurance at their own cost.
- Our NEOs are entitled to participate in our other health and welfare plans on the same terms as other employees.

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Kimco Realty Corporation 2014 Proxy Statement 33

Compensation Discussion and Analysis

Executive Compensation Committee Report

The Executive Compensation Committee (the "Committee") of Kimco Realty Corporation (the "Company") has reviewed and discussed with the Company's management the Compensation Discussion and Analysis that is required by Securities and Exchange Commission Rules to be included in this Proxy Statement.

Based on that review and those discussions, the Committee has recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

The foregoing report shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, (the "Securities Act") or the Securities Exchange Act of 1934, as amended, (the "Exchange Act") except that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under the Securities Act or the Exchange Act.

EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Joe Grills, Chairman Philip E. Coviello Richard G Dooley F. Patnck Hughes Frank Lourenso Colombe M. Nicholas Richard B. Saltzman

Compensation Tables

Executive Compensation. The following table sets forth the summary compensation of the NEOs of the Company for the 2013, 2012 and 2011 calendar years. Summary Compensation Table for 2013

j Mijton Copper -■■■ -■- fBoard of.Directors!;!:"w,;	/;;;" \; 7. Non-Equity-				All Other
	Salary	Awards ¹	Awards ²	Compensation ³	
-,,"■'•.;CJ»2.297,;					
(S)	(S/!-'	(Sp	(S>	(S)!2*3_1	
V^852',297>					
2013 750,000: -1,484;S 18..					
,880,000					
■2012 750,pp0^355j153r					
:2011 750,000;-;jr74,637.: 206,974 ' . 88(
2013 800,000 1,659,075 -					
2012 800,000 1,581,435					
2011 750,000 2,117,887 206,974					
■2013 288,462::;-1,236;765 " "'- «••					

LExecutive.yice Pfesidirit^y^'-.!//v f Chief-'6perating'Officer/T'";^ .

2013 625,000 1,206,600

441,149

51,361 2,992,575

2012 600,000 1,900,065

326,000

42,811 1,471,959

Glenn G. Cohen Executive

Vice President, Chief

Financial Officer and

Treasurer

2011 550,000 436,516 116,632
<v2013.-485:827--V:550;278 30,132

■ .432,075.

44.617. :1.542.929

j'Gonor.C. FlynnW ■; ■'/; ^ExecutiveVir^

jiChief.Operating Office?:"_p::J'i. /.';■..

(1)

Amounts reflect the compensation cost to the Company in 2013, 2012, and 2011 of the equity awards based on the aggregate grant date fair value recognized in accordance with the provision of Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") 718. Fair value is determined, depending on the type of award, using the closing price on the date of grant or the Monte Carlo method, both of which are intended to estimate the fair value of the awards at the grant date. The assumptions used by the Company in calculating these amounts are incorporated herein by reference to Note 20 to Consolidated Financial Statements in the Company's 2013 Form 10-K. The maximum possible value of the 2013 performance shares on the date they were granted was as follows-\$1,828,764 for Mr. Cooper; \$2,044,350 for Mr. Henry; \$1,523,970 for Mr. Pappagallo; and \$1,486,800 for Mr. Cohen. The value of awards granted to the NEOs in 2013 is reflected on the 2013 Grants of Plan-Based Awards table below. Mr. Flynn did not receive any 2013 performance shares because Mr. Flynn was appointed Chief Operating Officer of the Company in May 2013.

(2)

The Company provided Messrs. Cooper, Henry and Pappagallo with the use of a car and driver to travel for Company business. Other employees may use these cars for Company business when these cars are not in use by the above mentioned NEOs. Messrs. Cohen and Flynn received a car allowance in the amount of \$10,920 for the year 2013 and \$5,880 from May 2013 to December 2013, respectively. Beginning December 2013, the Company provided Mr. Flynn with the use of a car to conduct his duties as an executive officer of the Company. Each such NEO may use the car without a driver for personal use. The NEOs' drivers are employees who have additional responsibilities at the Company. In 2013, the Company calculated the cost of this perquisite by prorating the cost of each employee's base salary to reflect the amount of each employee's time used driving the NEOs. The Company also included the pro-rated value of the NEOs' cars in the cost of the perquisite. Accordingly, the aggregate incremental cost of this perquisite to the Company in 2013 for Messrs. Cooper, Henry, Pappagallo and Flynn was \$15,929, 59,114, \$8,375 and \$1,593 respectively. The policy on the use of the cars for 2013, 2012, and 2011 is outlined below:

- the cars and drivers were available, when not in use by the foregoing executive officers, for other employees conducting Company business;
- these services were also available under certain circumstances to third parties involved in Company business at the Company's New Hyde Park location;
- the cars and drivers were used from time to time for deliveries and other transportation of documents or other materials; and
- the cars were available to these officers with drivers for commuting and without drivers for personal use.

(3)

(5)

All Other Compensation consists of benefits paid by the Company on behalf of the employee. Each of Messrs. Cooper, Henry, Cohen and Flynn received medical/dental/vision benefits in the amount of \$20,859 while Mr. Pappagallo received medical/dental/vision benefits in the amount of \$8,691. In addition, Messrs. Cohen and Flynn received a vacation-time payout, consistent with the Company's benefits policy, in the amount of \$11,538 and \$6,442, respectively. Mr. Flynn's salary was \$325,000 annualized from January 1, 2013 to May 19, 2013 and \$575,000 annualized for the remainder of the year. Amounts reflect the compensation cost to the Company in 2013 of the equity awards based on the aggregate grant date fair value recognized in accordance with the provision of FASB ASC 718. The fair value of each award is estimated on the date of grant using the Black-Scholes option pricing formula. The assumptions used by the Company in calculating these amounts are incorporated herein by reference to Note 20 to Consolidated Financial Statements in the Company's 2013 Form 10-K. The value of awards granted to Mr. Flynn in 2013 is reflected on the 2013 Grants of Plan-Based Awards table below.

Continues on next page ►

Kimco Realty Corporation 2014 Proxy Statement 35

Compensation Tables

The following table provides information on non-equity and equity incentive plan awards granted to the NEOs during 2013:

Grants of Plan-Based Awards for 2013

' AllOther.Option : Awards:.. -Number-, of Securities Underlying Options

I'All Other

'... ■ '-i■ ■ ■ ..vv : ■ ■ - " Stock

" - Estimated Possible Payouts ' ' : Estimated Possible Awards:....

Under Non-Equity Payouts Under' : Number

. Incentive Plan Awards⁴ ,¹ Equity Incentive Plan Awards⁵¹ ■ of Shares .

--Or

■ - - •] iV;■ Stock or ■ ■

Grant Threshold : :-Target Maximum Threshold Target Maximum Units
Date (\$ ' (S) " { \$ } j' (#) (#) (#) " • (#)²¹

** : 320,000 800,000.; ,1,200,000.

fMiltomCcooper-

i- : 24,600 49,200 i-: 73,800
 "2/13/2013--,"

'■. -: -2/13/2013

350,000 875,000 1,312,500
 12,300'r-./vK-.-^v-'^^"
 David B. Henry

. Grant Date Fair Value of . Stock and . Option .. Awards . fSi'¹..:3:

'•1v219;176
 - r?;:" 264,942
 27,500 55,000
 2/13/2013

'300;000 - 750,000 ., 1,125,000
 2/13/2013 ', * :
 '2/13/2013...; .*'.
 190,000 475,000 712,500
 20,000 40,000 60,000
 2/13/2013
 . -'. -,140,00.0 ' 350,000 . 525,000 .
 "C^jjOO*-?- 24.12
 5/20/2013 , . ' ..'
 2/13/2013 .

¹¹ All awards are granted under the Kimco Realty Corporation 2010 Equity Participation Plan.

(²) As described above, each of the NEOs elected to receive a time-vesting restricted stock award in lieu of a time-vesting stock option award in 2013. Represents restricted stock awards granted on February 13, 2013 under the 2010 Equity Participation Plan. All restricted stock awards vest in 25% increments on each of the first, second, third, and fourth anniversaries of the grant date.

(3) Fair value is determined, depending on the type of award, using the Black-Scholes option pricing formula, the Monte Carlo method or the closing price per share of our Common Stock on the date of grant, which are intended to estimate the grant date fair value of the options, the performance shares and restricted stock, respectively. The assumptions used by the Company in calculating these amounts are incorporated herein by reference to Note 20 to Consolidated Financial Statements in the Company's 2013 Form 10-K.

⁴¹ The actual payout amounts are set out in the Summary Compensation Table. (⁵)
) The actual awards are set out in the 2013 Performance Share Awards Table.

<⁶> Mr. Flynn was awarded 5,400 options and 5,400 shares of restricted stock at the time he was appointed Executive Vice President and Chief Operating Officer. He had been awarded 15,600 options at the annual grant that he converted to 3,900 shares of restricted stock. He also received 15,600 shares of restricted stock for the annual grant.

⁷¹ Mr Pappagallo's last day of employment was May 17, 2013.

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The following table provides information on outstanding equity awards as of December 31, 2013 for each NEO.

Outstanding Equity Awards at December 31, 2013

EMiltbn'JGoopeM
 i:-'!;!r^v; .

David B Henry

Michael V. Pappagallo

Glenn G. Cohen

Option Awards

Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)

Number, of Shares: or Units of Stock, That Have Not Vested

Stock Awards ■ ■ Equity Incentive Plan Awards: irket Number of

Unearned Shares, Units or

Number of Securities Underlying Unexercised Options (#)

Market Value of Shares or

Units of

Option Expiration

Option Exercise

225,000

28.48 2/7/2014

31.62 8/31/2015

40.09 8/16/2016

41.06 8/8/2017

*-:v,,:>-.m

43,600

37.39 8/6/2018

11.54 8/6/2019

21,650

21,650

32,175 15.64 3/18/2020 17,160² 338,910

18.85 2/17/2021 22,054²

12,300¹

242,925

45,918¹ 906,881

49,200 51,219,176

28.48 12/7/2014

31.62 8/31/2015

41.06

40.09 8/16/2016

37.39

8/8/2017

11.54

43,600

8/6/2018

338,910

17,160²

32,175

10,725

8/6/2019

435,567

21,650

21,650

15.64 3/18/2020

18.85 2/17/2021 22,054²

13,750¹

271,563

55,000
 53.586⁽¹⁾⁽²⁾ 1,058,324
 i⁽¹⁾-itv⁽¹⁾-i⁽¹⁾, ■■■■■
 1,362,900
 56,489
 -T-y.i
 30,000
 28.48 12/7/2014
 40.000
 31.62 8/31/2015
 41 06
 40,000
 40.09 8/16/2016
 37 39
 40,000
 8/8/2017
 10,900
 11.54
 8/6/2018
 15.64 3/18/2020
 4,121^{(2)>}
 7,725
 2,575
 8/6/2019
 1,800^{(2)>}
 3,375
 1,125
 15 20
 8/4/2020
 81,390
 12,200
 12,200
 18.85 2/17/2021 12,428^{(2)>}
 35,550
 245,453
 987,500
 32,565^{(1)(2)>} 643,159
 197,500
 991,200
 40,000
 50,000^{(3)>}
 10.000⁽¹⁾

Continues on next page ► Kimco Realty Corporation 2014 Proxy Statement

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Number of
 10,000
 5,000
 7,000
 10,000
 15,000
 20,000
 5,250
 3,900
 12/7/2004 0/3/2005, 8/16/2006, 8/8/2007 8/6/2008 ■■■ 8/6/2009 ■■■ 3/18/2010 2/17/2011, 2/16/2012, 2/16/2012, 2/13/2013, 5/20/2013
 -: Market.
 Value of ■.. Shares or -.Units, of Stock That :. 'Have Not 'Vested (it)
 - . Option-Awards

Option	Units of Stock That	Expiration	Vested Price (\$)	Date	(#)
28.48, 12/7/2014.					
31.55- 10/3/2015					
40.09, 8/16/2016					
41.06 - 8/8/2017					
11.54					
37.39 - 8/6/2018					
34,563					
15:64.1, 3/18/2020	1,750				
8/6/2019					
128,375					
18.85, 7/2021	6,500				
1,750					
231,075					
11,700					
18:78% 2/16/2022					
6,500*					
11,700					
i-V					
35,000	691,250				
106,650					
19:500P>	385,125				
5,400	24.12	5/20/2023			5*400^

Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares. Units or Other Rights That Have Not Vested (ri)

(i)

All stock options and shares of restricted stock vest in 25% increments on each of the first, second, third and fourth anniversaries of the grant date, subject to continued employment with the Company on the applicable vesting date.

(2)

All restricted stock granted with respect to earned performance share awards vest in 33 1/3% increments on each of the second, third and fourth anniversaries of the performance share grant date, subject to continued employment with the Company on the applicable vesting date.

(3)

(5)

Messrs Cohen and Flynn's shares of restricted stock granted on February 16, 2012 vest in 20% increments on each of February 16, 2018, February 16, 2019, February 16, 2020, February 16, 2021 and February 16, 2022, subject to continued employment with the Company on the applicable vesting date. Represent performance share awards granted in 2013. Each performance share award provides for the grant of restricted stock in the year following the year in which the performance shares are awarded based on the Company's total stockholder return in the performance year compared to the Company's peer group and NAREIT retail peers. If the Company's total stockholder return for the performance year is less than the minimum target level then no restricted stock is granted. For additional discussion of the performance share awards, see "2013 Performance Share Awards" above.

Mr. Pappagallo resigned his employment with the Company effective May 20, 2013 and held no outstanding equity awards as of December 31, 2013.

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Option Exercises and Stock Vested in 2013

	Option Awards	■ ■ Stock Awards ¹		
Number of Shares	Number of Shares.			
Acquired on	Value Realized on	Acquired on	Value Realized on	
Exercise (#)	Exercise (\$) ⁽¹⁾			
Vesting (#)	~ Vesting (\$) ⁽²⁾			
David B. Henry	150,000	281,250	42,974	939,684
Glenn G. Cohen	60,000	121,500	17,221	376,932
jCohof: Flynn			12,650	276,667

(1) Computed as the difference between the closing market price of the underlying stock on the date of exercise and the exercise of the option.

(2) Computed by multiplying the number of shares of stock by the closing market price of the underlying stock on the vesting date.

Employment Agreements

The Committee determined in 2010 to discontinue use of individual employment agreements with the Company's executive officers.

Potential Payments upon Termination or Change in Control

Please see "Additional Compensation Considerations - Executive Severance Plan - 'Double-Trigger' Change in Control Severance Arrangement" above for a discussion of certain compensation and benefits which our NEOs would receive upon a termination or change in control. None of the NEOs have "single trigger" arrangements that entitle them to benefits solely due to a change in control. However, upon a change in control, our performance share awards would be evaluated based on a shortened performance period ending on the date of the change in control, and any resulting restricted stock as well as any other unvested shares of restricted stock would, if not assumed in the change in control, automatically vest in full.

Mr. Pappagallo resigned his employment with the Company effective May 20, 2013. Mr. Pappagallo was not entitled to any severance payment or benefits in connection with his resignation.

Assumed Termination without Cause

The following table was prepared as though each of the NEOs had been terminated without Cause on December 31, 2013. The assumptions and valuations are noted in the footnotes to the table.

Name	Salary (\$ ⁽¹⁾)	Bonus (\$ ⁽²⁾)	Awards (\$ ⁽³⁾)	Awards (\$ ⁽⁴⁾)	Benefits (\$ ⁽⁵⁾)	Total (\$ ⁽⁶⁾)
Milton Cooper	\$1,600,000	\$1,793,956	\$2,104,363	\$63,565	\$35,619	\$5,597,503
David B. Henry	\$1,250,000	\$882,944				
Glenn G. Cohen	\$1,150,000	\$360,000	\$885,788	\$24,392	\$35,619	\$2,455,799
Conor C. Flynn						

⁽¹⁾ In accordance with the Executive Severance Plan, all NEOs are entitled to 2 times their salary plus bonus upon a termination without Cause. ⁽²⁾

In accordance with the Executive Severance Plan, 2012 (prior year) bonus amounts are used for the bonus component in this table.

⁽³⁾ In accordance with the Executive Severance Plan, all NEOs are entitled to full vesting of annual restricted stock awards, with the exception of performance and retention awards, upon a termination without Cause. Under the Executive Severance Plan, a termination without Cause would result in acceleration of all stock options awards. Amount was determined by subtracting the option strike price from the market price of the stock on December 31, 2013 (\$19.75), multiplied by the number of shares for all unvested options as of December 31, 2013 that were in the money.

⁽⁴⁾ Amounts are based on the cost of coverage during 2013.

⁽⁵⁾ In certain circumstances, these amounts may be reduced so as to avoid any potential issues relating to Section 280G or excise taxes imposed under Section 4999 of the Internal Revenue Code. See "Additional Compensation Considerations - Tax and Accounting Considerations."

⁽⁶⁾ Mr. Cooper requested and the Company has agreed to cease his participation in the Company's Severance Plan effective March 14, 2013. Mr. Cooper qualifies for "Retirement" under the terms of his equity award agreements. Accordingly, all of his equity awards, except performance and retention awards, would become fully vested upon the termination of his employment without Cause.

⁽⁷⁾ Mr. Henry's bonus is calculated as two times the average of the actual annual bonus paid to him for the three years immediately prior to the year in which the termination date occurs.

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Compensation Tables

*ES; ^y-r; ^ ^Mi^-iK

Assumed Termination for Death or Disability

The following table was prepared as though each of the NEOs had been terminated due to death or disability on December 31, 2013. The assumptions and valuations are noted in the footnotes to the table.

Name and Principal Position	Salary (\$ ⁽¹⁾)	Stock Awards (\$ ⁽²⁾)	Option Awards (\$ ⁽³⁾)	Total (\$ ⁽⁴⁾)
Milton Cooper	\$400,000	\$2,104,363	\$63,565	\$2,567,928
David B. Henry				
Glenn G. Cohen				
Conor C. Flynn		\$1,577,038	\$24,392	\$1,601,430

⁽¹⁾ Represents payments that would be made to the NEO or the NEO's beneficiary if terminated due to disability or death.

⁽²⁾ The vesting of Mr. Cooper's 97,432, Mr. Henry's 106,550, Mr. Cohen's 60,914, and Mr. Flynn's 44,850 shares of restricted stock would accelerate as a result of termination due to death or disability.

⁽³⁾ Under the stock option agreements, termination due to death or disability would result in acceleration of stock options. Amount was determined by subtracting the option strike price from the market price of the stock on December 31, 2013 (\$19.75), multiplied by the number of shares for all unvested options as of December 31, 2013 that were in the money.

W Mr Cooper requested and the Company has agreed to cease his participation in the Company's Severance Plan effective March 14, 2013. Mr. Cooper qualifies for "Retirement" under the terms of his equity award agreements. Accordingly, all of his equity awards, except performance and retention awards, would become fully vested upon the termination of his employment due to death or disability.

(5) Pursuant to a letter agreement between Mr. Henry and the Company dated March 15, 2010, Mr. Henry is entitled to receive a lump sum severance payment equal to six months of then current base salary upon a termination of employment due to death or disability.

(6) The vesting of Mr. Cohen's retention award of 50,000 restricted shares and Mr. Flynn's retention award of 35,000 restricted shares granted on February 16, 2012 would accelerate as a result of termination due to death or disability.

Assumed Termination upon a Change in Control

The following table was prepared as though each NEO experienced a termination of employment without Cause or for Good Reason in connection with a change in control on December 31, 2013. The assumptions and valuations are noted in the footnotes to the table.

Component of
 ~ -Lump-Sum
 Payment
 (\$)(⁽¹⁾)
 \$.
 \$1,600,000

Stock	Option	Health i	Life Insurance	Awards	Awards	Benefits	Other	Total
\$1,924,282	\$63,565	\$35,619	\$2,023,466					
\$1,793,956	\$2,104,363	\$63,565	\$35,619	\$5,597,503				
\$882,298	\$2,190,552	\$26,682	\$35,619	\$4,385,151				
\$360,000	\$1,577,038	\$24,392	\$35,619	\$3,147,049				

(0) In accordance with the Executive Severance Plan, all NEOs are entitled to 2 times the sum of their salary plus prior year's annual bonus upon a change in control termination.

(2) In accordance with the Executive Severance Plan, 2012 (prior year) bonus amounts are used for the bonus component in this table.

(3) In accordance with the Executive Severance Plan, all NEOs are entitled to full vesting of restricted stock awards, with the exception of performance and retention awards, upon a termination of employment without Cause or for Good Reason in connection with a change in control. W Under the stock option agreements, termination of employment without Cause or for Good Reason in connection with a change in control would result in acceleration of stock options. Amount was determined by subtracting the option strike price from the market price of the stock on December 31, 2013 (\$19.75), multiplied by the number of shares for all unvested options as of December 31, 2013 that were in the money ⁽⁵⁾

Amounts are based on the cost of coverage during 2013.

(C) In certain circumstances, these amounts may be reduced so as to avoid any potential issues relating to Section 280G or excise taxes imposed under Section 4999 of the Internal Revenue Code. See "Additional Compensation Considerations - Tax and Accounting Considerations." (7) Mr. Cooper requested and the Company has agreed to cease his participation in the Company's Severance Plan effective March 14, 2013. Mr. Cooper qualifies for "Retirement" under the terms of his equity award agreements. Accordingly, all of his equity awards, except performance and retention awards, would become fully vested upon the termination of his employment without Cause. (8) Mr. Henry's bonus is calculated as 2 times the average of the actual annual bonus amounts paid to him for the three years immediately prior to the year in which the termination date occurs

(9) The vesting of Mr. Cohen's retention award of 50,000 restricted shares and Mr. Flynn's retention award of 35,000 restricted shares granted on February 16, 2012 would accelerate as a result of termination upon a change in control.

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Equity Participation Plan

Description of Plan. The Company maintains the 2010 Equity Participation Plan for the benefit of its eligible employees, consultants, and directors.

The 2010 Equity Participation Plan authorizes the Executive Compensation Committee to provide equity and/or cash compensation, incentives and awards in the form of stock options, restricted stock, performance shares, dividend equivalents, stock payments, deferred stock, restricted stock units, stock appreciation rights ("SARs"), other stock-based awards and performance-based awards (which may be payable in either the form of cash or the Company's Common Stock) structured by the Executive Compensation Committee within parameters set forth in the 2010 Equity Participation Plan, for the purpose of providing the Company's officers, employees and consultants equity and/or cash compensation, incentives and rewards for superior performance. Key features of the 2010 Equity Participation Plan that reflect the Company's commitment to effective management of incentive compensation include:

- Limitations on Grants. The number of shares that may be issued or transferred by the Company upon the exercise of incentive stock options may not exceed 10,000,000 in the aggregate, subject to certain adjustments, events and limitations described below.
- No Repricing or Replacement of Options or Stock Appreciation Rights. The 2010 Equity Participation Plan prohibits, without stockholder approval: (i) the amendment of options or SARs to reduce the exercise price and (ii) the replacement of an option or SAR with cash or any other award when the price per share of the option or SAR exceeds the fair market value of the underlying shares.
- No In-the-Money Option or SAR Grants. The 2010 Equity Participation Plan prohibits the grant of options or SARs with an exercise or base price less than the fair market

value of the Company's Common Stock, generally the closing price of the Company's Common Stock, on the date of grant.

- Section 162(m) Qualification. The 2010 Equity Participation Plan is designed to allow awards made under the 2010 Equity Participation Plan, including incentive bonuses, to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code.
- Independent Administration. The Executive Compensation Committee, which consists of only independent directors, administers the 2010 Equity Participation Plan.

Equity Compensation Plan Information

The following table sets forth certain information regarding the Company's equity compensation plans as of December 31, 2013.

28.79

(3) (b) Number of Securities: Weighted-average exercise price of exercise of outstanding options, warrants and options, warrants rights and rights

V15,374,145*

; Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))

8,049,5341

Equity compensation plans not approved by stockholders

8,049,5341

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Compensation of Directors

During 2013, members of the Board of Directors and Committees thereof who were not also employees of the Company ("Non-management Directors") were entitled to receive an annual fee of \$50,000. Also, during 2013, the Non-management Directors were entitled to receive a total of \$10,000 each as members of the Executive Compensation Committee and \$6,000 each as members of the Nominating and Corporate Governance Committee. Mr. Lourenso, as a non-voting Observer of the Executive Compensation Committee and Nominating and Corporate Governance Committee in 2013, was entitled to receive a total of \$16,000. The Non-management Directors who are members of the Audit Committee also are entitled to receive an annual fee of \$20,000. The chairmen of the Audit, Executive Compensation and Nominating and Corporate Governance Committees were entitled to receive an additional annual fee of \$45,000, \$35,000 and \$16,000, respectively. During 2013, the Lead Independent Director received an additional annual fee of \$10,000. In accordance with the Company's 2010 Equity Participation Plan, the Non-management Directors may be granted awards of deferred stock ("Deferred Stock") or restricted stock in lieu of directors' fees. Unless otherwise provided by the Board of Directors, a grantee of Deferred Stock shall have no rights as a Company stockholder with respect to such Deferred Stock until such time as the Common Stock underlying the award has been issued. Employees of the Company who are also directors are not paid any directors' fees.

The following table sets forth the compensation of each Non-management Director earned in the calendar year 2013.

Non-management Director Compensation for 2013

: Fees Earned or Paid in Cash

~(\$)¹
86,000.

Option Awards

(\$)²

118,470 -27,060.

Non-Equity Incentive Plan Compensation
(\$)

Richard G. Dooley

Joe Grills

F Patrick Hughes

66,000. 118,470

• • • • •

(0) Amounts include the value of deferred stock received in lieu of directors' fees for service in 2013. As of December 31, 2013, Messrs. Coviello, Dooley, Grills, Hughes, Lourenso and Saltzman and Ms. Nicholas were entitled to 0 shares, 59,963 shares, 38,852 shares, 25,395 shares, 28,935 shares, 33,093 shares and 4,616 shares of deferred stock, respectively.

(2) Amounts reflect the dollar amount, without any reduction for risk of forfeiture, of the equity awards based on the aggregate grant date fair value recognized for the fiscal year ended December 31, 2013, calculated in accordance with the provision of FASB ASC 718. The assumptions used by the Company in calculating these amounts are incorporated herein by reference to Note 20 to Consolidated Financial Statements in the Company's 2013 Form 10-K

During 2013, the Company granted Messrs. Coviello, Dooley, Grills, Hughes, Lourenso, Saltzman, and Ms. Nicholas options to acquire 5,500 shares each of Common

Stock at \$21.54 per share, the market price on February 13, 2013, the date of such option grants, and 5,500 shares of restricted stock. As of December 31, 2013, Messrs. Coviello, Dooley, Grills, Hughes, Lourenso, Saltzman and Ms. Nicholas held options to acquire 37,000 shares, 129,500 shares, 129,500 shares, 129,500 shares, 129,500 shares, 129,500 shares and 14,667 shares, respectively. As of December 31, 2013, Messrs. Coviello, Dooley, Grills, Hughes, Lourenso, Saltzman and Ms. Nicholas held shares of restricted stock in the amounts of 13,625 shares, 13,625 shares, 13,625 shares, 13,625 shares, 13,625 shares, 13,625 shares and 11,459 shares, respectively.

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Certain Relationships and Related Transactions

The Company reviews all relationships and transactions in which the Company and our directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. Our current written policies and procedures for review, approval or ratification of relationships or transactions with related persons are set forth in our:

- Code of Ethics;
- Corporate Governance Guidelines;
- Nominating and Corporate Governance Committee Charter, and
- Audit Committee Charter.

Our Code of Ethics applies to all of our directors and employees. Review and approval of potential conflicts of interest involving our directors, executive officers or other principal officers may only be conducted by our Board of Directors. A copy of the Company's Code of Ethics is available through the Investors/Governance/Governance Documents section of the Company's website located at www.kimcorealty.com <<http://www.kimcorealty.com>> and is available in print to any stockholder who requests it.

Our Corporate Governance Guidelines provide that the Nominating and Corporate Governance Committee will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company), in the course of making independence determinations under the Company's categorical independence standards for directors and the NYSE listing standards. Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board of Directors. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board of Directors, the director will disclose the interest to the Board of Directors, excuse himself or herself from discussion on the matter and not vote on the matter. The Corporate Governance Guidelines further provide that the Board of Directors is responsible for reviewing and, where appropriate, approving major changes in and determinations under the Company's Guidelines, Code of Ethics and other Company policies. The Guidelines also provide that the Board of Directors has the responsibility to ensure that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations. Our Nominating and Corporate Governance Committee Charter provides that the Committee will, at least annually, review the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). In addition, the Company's legal staff, including its outside legal advisers, is primarily responsible for obtaining information through questionnaires and other procedures from the directors and executive officers with respect to related-person transactions and then determining whether the Company or a related person has a direct or indirect material interest in the transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to the Company or a related person are disclosed in the Company's Proxy Statement.

Pursuant to the Audit Committee charter and the Audit Committee's policy regarding related-person transactions, as recorded in its minutes, the Audit Committee reviews and approves or ratifies related-person transactions that are required to be disclosed as well as all other related-person transactions identified to the Audit Committee by management or the Company's internal audit function. In the course of its review and approval or ratification of a related-party transaction for which disclosure is required, the Audit Committee routinely considers: the nature of the related-person's interest in the transaction; the material terms of the transaction; the importance of the transaction to the related person and to the Company and the extent to which such transaction would impair the judgment of a director or executive officer to act in the best interest of the Company; and any other matters deemed appropriate by the Audit Committee. All related-party transactions described in this Proxy Statement have been reviewed in accordance with this policy.

Joint Ventures. Mr. Cooper has investments in certain real estate joint ventures and limited partnerships. The Company has an interest in certain of these joint ventures and partnerships which own and operate certain of the Company's property interests. The Company receives various fees related to these joint ventures and partnerships.

Family Relationships. Paul Dooley, Vice President of Property Tax/Insurance of the Company, is the son of Mr. Dooley, a director of the Company. Paul Dooley received total compensation of \$380,434 from the Company in fiscal year 2013, calculated in the same manner as the Summary Compensation Table. This compensation includes a cash salary in 2013 as an employee of the Company of \$280,000 with the remaining balance comprised of (i) compensation cost to the Company in 2013 of equity awards recognized for financial reporting purposes over the requisite service period, calculated

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in accordance with the provision of FASB ASC 718, (ii) matching contributions under the Company's 401 (k) plan, (iii) bonuses, and (iv) various benefits.

Prohealth Realty Lease. Kimco Birchwood Jericho Office, LLC, a subsidiary of the Company, has a leasing arrangement with Prohealth Realty covering approximately 7,200 square feet of property located in Jericho, New York for which Prohealth paid \$270,996 to the Company during 2013. David Cooper, President and CEO of Prohealth, is a son of Milton Cooper, Executive Chairman of the Company. The Company determined that the leasing terms are consistent with fair market rental values and that the transaction, taken as a whole, is no less favorable to the Company than terms available to an unaffiliated third party under similar circumstances. We are currently discussing two other possible leasing transactions with Prohealth in the metropolitan New York area.

Consortium led by Cerberus Capital Management, L.P. The Company is an investor in a consortium led by Cerberus Capital Management, L.P. that acquired certain Albertsons stores from Albertsons, Inc. in 2006, and the remaining Albertsons stores, as well as the grocery banners of Jewel-Osco, Acme, Shaws and Star Markets, from SUPERVALU in 2013. On March 6, 2014, the consortium, including additional members, agreed to acquire all of the outstanding shares of Safeway Inc. on the terms and subject to the conditions set forth in a merger agreement among the parties to the proposed transaction. The Company expects to contribute up to \$90 million of new equity, together with its existing equity stake in the consortium investments, and expects to hold a 9.9% ownership interest in the combined companies. Separate and apart from the Company, Colony Financial, Inc. (NYSE: CLNY) or one or more of its affiliated entities has agreed to participate in the consortium by

contributing up to \$100 million as an investor in the Safeway transaction, which is expected to represent a 4.3% interest in the combined companies. Richard B. Saltzman, a member of the Board of Directors of the Company, is the chief executive officer, president and a director of Colony Financial, Inc.

Transactions with Ripco Real Estate Corporation. Ripco Real Estate Corp. ("Ripco") business activities include serving as a leasing agent and representative for national and regional retailers including Target, Best Buy, Kohl's and others, providing real estate brokerage services and principal real estate investing. Todd Cooper, an officer and 50% stockholder of Ripco, is a son of Milton Cooper. During 2013, the Company paid brokerage commissions of \$570,672 to Ripco for services rendered primarily as leasing agent for various national tenants in shopping center properties owned by the Company. The Company believes that the brokerage commissions paid were at or below the customary rates for such leasing services.

During 2013, the Company's sole remaining joint venture investment with Ripco sold its only operating property for a sales price of \$3.5 million, which was encumbered by a \$2.8 million loan, which was guaranteed by the Company. As a result of this transaction, the loan was fully repaid, the Company was relieved of the corresponding loan guarantee and, as of December 31, 2013, the Company no longer held any joint venture investments with Ripco.

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Audit Committee Report

The Audit Committee (the "Audit Committee") of the Board of Directors of Kimco Realty Corporation (the "Company") is responsible for providing objective oversight of the Company's financial accounting and reporting functions, system of internal control and audit process. During 2013, the Audit Committee was comprised of four directors all of whom were independent as defined under the then current listing standards of the NYSE. Frank Lourenso was appointed to the Audit Committee on February 3, 2014 and is independent as defined under the current listing standards of the NYSE. The Audit Committee operates under a written charter adopted by the Board of Directors of the Company (the "Board of Directors"). A copy of the Audit Committee Charter, as amended, is available on the Company's website located at www.kimcorealty.com and is available in print to any stockholder who requests it.

Management of the Company is responsible for the Company's system of internal control and its financial reporting process. The independent registered public accountants, PricewaterhouseCoopers LLP, are responsible for performing an independent integrated audit of the Company's consolidated financial statements and its internal controls over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee is responsible for the monitoring and oversight of these processes.

In connection with these responsibilities, the Audit Committee met with management and the Company's independent registered public accounting firm to review and discuss the December 31, 2013 audited consolidated financial statements and the effectiveness of the Company's internal controls over financial reporting. The Audit Committee also discussed with the independent registered public accountants the matters required by Statement on Auditing Standards No. 61 (Communication with Audit Committees). The Audit Committee also received written disclosures and the letter from the independent registered public accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and the Audit Committee discussed with the independent registered public accountants their independence.

Based upon the Audit Committee's discussions with management and the independent registered public accountants and the Audit Committee's review of the December 31, 2013 audited consolidated financial statements and the representations of management and required communications from the Company's independent registered public accountants, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

F. Patrick Hughes, Chairman Philip E. Coviello Richard G. Dooley Joe Grills Frank Lourenso

The foregoing report shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, (the "Securities Act") or the Securities Exchange Act of 1934, as amended, (the "Exchange Act") except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under the Securities Act or the Exchange Act.

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Charter Amendment to Eliminate Supermajority Voting Requirements

We propose to add a new Section E to Article IV of the Charter, which reads:

E. Extraordinary Actions Notwithstanding any provision of law permitting or requiring any action to be taken or approved by the affirmative vote of stockholders entitled to cast a greater number of votes, any such action shall be effective and valid only if declared advisable by the Board of Directors and taken or approved by the affirmative vote of stockholders entitled to cast a majority of all the votes entitled to be cast on the matter.

Under Maryland law, a Maryland corporation generally cannot dissolve, amend its charter, merge, sell all or substantially all of its assets, engage in a statutory share exchange or engage in similar transactions outside the ordinary course of business unless approved by the affirmative vote of stockholders entitled to cast at least two-thirds of the votes entitled to be cast on

VOTE REQUIRED

the matter unless a lesser percentage (but not less than a majority of all of the votes entitled to be cast on the matter) is set forth in the corporation's charter. This proposal, if approved, would reduce the vote required for the foregoing matters from two-thirds of the votes entitled to be cast to a majority of the votes entitled to be cast

We recommend stockholders approve this amendment because doing so will allow the Company, with the affirmative vote of stockholders entitled to cast a majority of all the votes entitled to be cast, to amend the Charter, merge, sell all or substantially all of the assets of the Company, engage in a statutory share exchange or engage in similar transactions outside the ordinary course of business. As part of the Company's general review of its governance provisions, the Board of Directors determined that it is in the

Company's best interests to eliminate the supermajority vote requirement from the Charter.

The approval of the Charter amendment to eliminate supermajority voting requirements requires the affirmative vote of two-thirds of the votes entitled to be cast on the matter. For purposes of this vote, abstentions and broker non-votes will have the same effect as votes cast against the Charter amendment.

THE BOARD OF DIRECTORS UNANIMOUSLY
RECOMMENDS A VOTE "FOR" THIS PROPOSAL.

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Advisory Resolution to Approve the Company's Executive Compensation

In accordance with the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, we are providing our stockholders with a vote for the advisory approval of the Company's executive compensation as disclosed in this Proxy Statement in accordance with the SEC Rules.

Our Board of Directors is committed to corporate governance best practices and recognizes the substantial interests that stockholders have in executive compensation matters. The Executive Compensation Committee of our Board of Directors has designed our executive compensation programs to achieve the following key objectives:

How our compensation programs reflect this objective

ii. Align executive compensation with the individual's performance.

Make a substantial portion of total compensation variable with performance.

Provide executives with the opportunity to participate in the ownership of the Company

Reward executives for long-term growth in the value of our stock

Link executive pay to specific, measurable results intended to create value for stockholders

Compensate executives with performance-based awards that depend upon the achievement of established corporate targets.

Reward executives for individual contributions to the Company's achievement of Company-wide performance measures.

Utilize independent compensation consultants and market survey data to monitor pay relative to peer companies

We encourage stockholders to review the Compensation Discussion and Analysis section beginning on page 21 of this Proxy Statement, which describes our executive compensation philosophy and the design of our executive compensation programs in great detail. Our Board of Directors believes the Company's executive compensation programs are effective in creating value for our stockholders and moving the Company towards realizing its long-term goals.

The Company has determined to hold a Say-on-Pay advisory vote every year and the next Say-on-Pay advisory vote shall occur at the 2015 Annual Meeting of Stockholders. In accordance with this determination and Section 14A of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), we are asking our stockholders to approve the compensation of our named executive officers by casting a vote "FOR" the following resolution:

"RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement for the 2014 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and narrative disclosure."

The vote sought by this proposal is advisory and not binding on the Company, the Board of Directors or the Executive Compensation Committee. Although the vote is advisory and non-binding, the Company, the Board of Directors and the Executive Compensation Committee value the input of the Company's stockholders, and the Executive Compensation Committee will consider the outcome of the vote when making future executive compensation determinations.

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PROPOSAL 3 Advisory Resolution to Approve the Company's Executive Compensation

VOTE REQUIRED

The vote on the advisory resolution to approve the Company's executive compensation requires the affirmative vote of a majority of the votes cast on the matter. For purposes of this advisory vote, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ADVISORY RESOLUTION TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION.

Independent Registered Public Accountants

PricewaterhouseCoopers LLP was engaged to perform the integrated audit of the Company's consolidated financial statements and of its internal control over financial reporting as of December 31, 2013. There are no affiliations between the Company and PricewaterhouseCoopers LLP, its partners, associates or employees, other than pertaining to its engagement as independent registered public accountants for the Company in previous years. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Meeting and will be given the opportunity to make a statement if they so desire and to respond to appropriate questions.

The following table provides information relating to the fees billed to the Company by PricewaterhouseCoopers LLP for the years ended December 31, 2013 and 2012:

Type of Fees 2013 2012

Audit-Related Fees \$1,372,733

Audit-Related Fees

Audit Fees

All Other Fees

2,460 2,420

\$1,495,193

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of Independent Registered Public Accountants. The Audit Committee is responsible for appointing, setting compensation and overseeing the work of the independent registered public accountants. The Audit Committee has established a policy regarding pre-approval of all audit and non-audit services provided by the independent registered public accountants.

On an ongoing basis, management communicates specific projects and categories of services for which the advance approval of the Audit Committee is requested. The Audit Committee reviews these requests and advises management if the Audit Committee approves the engagement of the independent registered public accountants. On a periodic basis, management reports to the Audit Committee regarding the actual spending for such projects and services as compared to the approved amounts. The Audit Committee may also delegate the ability to pre-approve audit and permitted non-audit services to a subcommittee consisting of one or more members, provided that such pre-approvals are reported on at a subsequent Audit Committee meeting. All services performed for 2013 and 2012 were pre-approved by the Audit Committee.

(1) Audit fees include all fees for services in connection with (i) the annual integrated audit of the Company's fiscal 2013 and 2012 financial statements and internal controls over financial reporting included in its annual reports on Form 10-K, (ii) the review of the financial statements included in the Company's quarterly reports on Form 10-Q, (iii) as applicable, the consents and comfort letters issued in connection with debt and equity offerings and filings of the Company's shelf registration statements, current reports on Form 8-K and Proxy Statements during 2013 and 2012, (iv) ongoing consultations regarding accounting for new transactions and pronouncements and (v) out of pocket expenses.

(2) Tax fees consisted of fees billed for professional services for tax compliance and tax consulting services.

(3) All other fees consisted of fees billed for other products and services. The fees relate to a publication subscription for service and software licensing for accounting and professional standards.

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Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's independent Registered Public Accounting Firm

In accordance with its charter, the Audit Committee has selected the firm of PricewaterhouseCoopers LLP, an independent registered public accounting firm, to be the Company's auditors for the year 2014 and with the endorsement of the Board of Directors, recommends to stockholders that they ratify that appointment. PricewaterhouseCoopers LLP has been the Company's independent registered public accountants since 1986.

VOTE REQUIRED

The ratification of the appointment of our independent registered public accounting firm requires the affirmative vote of a majority of the votes cast on the matter. For purposes of this proposal, abstentions and broker non-votes, if any, will not be counted as votes cast and will have no effect on the result of the vote. THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE UNANIMOUSLY RECOMMEND A VOTE "FOR" THIS PROPOSAL.

Other Matters

Section 16(a) Beneficial Ownership Reporting Compliance. Section 16(a) of the Exchange Act requires the Company's officers and directors and persons who own more than 10% of a registered class of the Company's equity securities, to file reports (Forms 3, 4 and 5) of the ownership and changes in the ownership of such equity securities with the SEC and the NYSE. Officers, directors and beneficial owners of more than 10% of the Company's stock are required by SEC regulation to furnish the Company with copies of all such forms which they file.

Based solely on the Company's review of the copies of Forms 3, 4 and 5 and amendments thereto received by it for the year ended December 31, 2013, or written representations from certain reporting persons that no such forms were required to be filed by those persons, the Company believes that during the year ended December 31, 2013, all such filings under Section 16(a) of the Exchange Act were filed on a timely basis by its officers, directors, beneficial owners of more than 10% of the Company's stock and other persons subject to Section 16(a) of the Exchange Act.

Stockholder Nominees for Director and Other Stockholder Proposals. Stockholders interested in presenting a proposal for inclusion in the Proxy Statement for the 2015 Annual Meeting of stockholders may do so by following the procedures in Rule 14a-8 under the Exchange Act. To be eligible for inclusion, stockholder proposals must be

received at the Company's principal executive offices by November 24, 2014 or not less than 120 calendar days before the date of the Company's proxy statement released to stockholders in connection with the previous year's annual meeting. Under our current Bylaws, nominations of individuals for election to the Board of Directors and the proposal of other business to be considered by the stockholders at our 2015 Annual Meeting, but not included in Company's proxy statement, may be made by a stockholder of record at the time of giving notice by the stockholder and at the time of the Meeting who delivers notice along with the additional information and materials required by our current Bylaws to our Secretary at the principal executive office of the Company not earlier than 150 days and not later than 5:00 p.m. (local time) on the 120th day prior to the first anniversary of the date of the proxy statement for the 2014 Annual Meeting. In order for a nomination to be considered, the notice must include the information as to such nominee and submitting stockholder that would be required to be included in a proxy statement under the proxy rules of the SEC if such stockholder were to solicit proxies from all stockholders of the Company for the election of such nominee as a director and if such solicitation were one to which Regulation 14A under the Exchange Act applied. In addition, proponents must provide all of the information required by our current Bylaws. We also may require any proposed nominee to furnish such other information as may be reasonably required to determine whether the proposed nominee is eligible to serve as an independent director or that could be material to a reasonable stockholder's understanding of the nominee's independence or lack thereof. You can obtain a copy of the full text of the Bylaw provision noted above by writing to our Secretary at our address listed on the cover of this Proxy Statement. Our current Bylaws were filed with the SEC as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2008.

Continues on next page >

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Other Matters

Documents Incorporated by Reference. This Proxy Statement incorporates documents by reference which are not presented herein or delivered herewith. Reference should be made to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, and the Company's Annual Report delivered together with this Proxy Statement, such documents incorporated herein by reference, for financial information and related disclosures required to be included herein. Documents incorporated by reference (except for certain exhibits to such documents, unless such exhibits are specifically incorporated herein) are available upon request without charge. Requests may be oral or written and should be directed to the attention of the Secretary of the Company at the principal executive offices of the Company. In addition, within the Investors section of the Company's website located at www.kimcorealty.com <<http://www.kimcorealty.com>>, you can obtain, free of charge, a copy of the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we file such material electronically with, or furnish it to, the SEC.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the date of the Meeting shall be deemed incorporated by reference into this Proxy Statement and shall be deemed a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Proxy Statement to the extent that a statement contained herein (or subsequently filed document which is also incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part of this Proxy Statement, except as so modified or superseded.

Other Business. All shares represented by the accompanying proxy will be voted in accordance with the proxy. The Company knows of no other business which will come before the Meeting for action. However, as to any such business, the persons designated as proxies will have authority to act in their discretion.

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Attendance and Voting Procedures at the Annual Meeting

If you intend to vote in person, you may be asked to present valid photo identification, such as a driver's license or passport. Cameras, recording devices and other electronic devices will not be permitted at the Meeting. If you hold shares in "street name" (that is, through a bank, broker or other nominee) and would like to attend the Meeting, you will need to bring an account statement or other acceptable evidence of ownership of our Common Stock on March 7, 2014, the record date for voting. Alternatively, in order to vote, you may obtain a proxy from your bank, broker or other nominee and bring the proxy to the Meeting.

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Location of Annual Meeting - Grand Hyatt New York, 109 E. 42nd Street, New York, NY 10017

ANNEX A

We calculate funds from operations ("FFO") (a non-GAAP financial measure within the meaning of the rules of the SEC) from net income available to the Company's common stockholders, as shown on our Consolidated Statements of Operations, excluding (i) gains from sales of depreciated property, (ii) impairments of depreciable real estate and (iii) impairments of non-consolidated entities that are in-substance real estate investments, plus depreciation and amortization, after adjustments for unconsolidated partnerships and joint ventures and adjustments for unrealized remeasurement of derivative instruments. We present FFO as adjusted as an additional supplemental measure as we believe it is more reflective of the Company's core operating performance. We believe FFO as adjusted provides investors and analysts an additional measure in comparing the Company's performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. We calculate FFO, as adjusted, (a non-GAAP financial measure within the meaning of the rules of the SEC) starting with the calculation of FFO as described in the previous sentence and excluding the effects of certain transactional income and expenses and non-operating impairments. We believe that FFO and FFO, as adjusted, are important metrics in determining the success of our business as a real estate owner and operator. See the reconciliations to the applicable GAAP measure below.

Reconciliation of Net Income to FFO and FFO, as
adjusted (in thousands, except per share data)
(unaudited)

Year Ended December 31,

Net income available to common stockholders

Gain on disposition of operating property, net of noncontrolling interests Gain on disposition of joint venture operating properties Depreciation and amortization - real estate related Depr. and amort - real estate jv's, net of noncontrolling interests Impairments of operating properties, net of tax & noncontrolling interests Funds from operations Transactional (income) / charges, net Funds from operations as adjusted Weighted average shares outstanding for FFO calculations: Basic Units

Dilutive effect of equity awards Diluted

\$172,673 (84,828) (27,927) 257,278 133,734 59,510 510,440 3,761 \$514,201

405,997 1,455 2,106

2013 2012 ■

\$ 177,987 (45,330) (113,937) 250,253 117,743 165,825 552,541 (8,831)

\$543,710

407,631 1,523 2,541

411.695<1> 409,558<1>

FFO per common share - basic

FFO per common share - diluted

FFO, as adjusted per common share - diluted

(¹) Reflects the potential impact if certain units were converted to Common Stock at the beginning of the period. FFO would be increased by \$2,516 and \$2,127 for the years ended December 31, 2013 and 2012, respectively.

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We calculate EBITDA (a non-GAAP financial measure within the meaning of the rules of the SEC) which is defined as earnings before (i) interest, (ii) taxes, (in) gains from sales of depreciated property, (iv) impairments of depreciable real estate, (v) impairments of non-consolidated entities that are in-substance real estate investments, (vi) remeasurement adjustment of derivative instruments and (vii) depreciation and amortization. EBITDA as adjusted excludes the effects of non-operating transactional income and expenses. We calculate Retail EBITDA, as adjusted, (a non-GAAP financial measure within the meaning of the rules of the SEC) starting with EBITDA as described in the previous sentence and excluding the effects of non-operating impairments, certain transactional income and expenses and non-retail EBITDA. We believe that EBITDA, EBITDA, as adjusted and Retail EBITDA, as adjusted, are important metrics in determining the success of our business as a real estate owner and operator. See the reconciliations to the applicable GAAP measure below.

Reconciliation of Net Income to EBITDA, EBITDA as adjusted and Retail EBITDA, as adjusted (in thousands) (unaudited)

Year Ended December 31,

Net Income Interest

Interest - discontinued operations Depreciation and amortization

Depreciation and amortization- discontinued operations Gain on sale of operating properties Gain on sale of joint venture operating properties Impairment/loss on operating properties held for sale/sold Impairment charges

Impairment of joint venture property carrying values Provision for income taxes, net

Provision/(benefit) for income taxes-discontinued operations, net Consolidated EBITDA Transactional income, net Consolidated EBITDA as adjusted

241,353 213,911 (300) 247,537 10,317 (45,693) (148,564) 98,814 91,404 29,464 34,871 (15,148) 757,966 (24,527)

■ 2013: " - ; ■ 2012

\$ 280,275 225,710 2,882 236,923 25,820 (87,023) (27,805) 49,726 10,287 11,028 17,315 (12,208) 732,930 (18,376)

\$ 733,439 \$ 714,554

Consolidated EBITDA

Prorata share of interest expense - real estate jv's Prorata share of interest expense - other investments Prorata share of depreciation and amortization - real estate jv's

Prorata share of depreciation and amortization - other investments EBITDA including prorata share - JV's Transactional income, net

EBITDA as adjusted including prorata share - JV's Less: Non-retail EBITDA

Retail EBITDA, as adjusted including prorata share - JVs

\$ 732,930 135,749 25,152 112,762 21,903 1,028,496 (18,376) 1,010,120 64,162

\$ 757,966 114,147 11,090 110,088 11,006 1,004,297 (24,527) 979,770 32,506

\$ 947,264 \$ 945,958

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jSKIMCO
REALTY

KIMCO REALTY CORPORATION 3333 NEW HYDE PARK ROAD STE 100
NEW HYDE PARK, NY 11042

AUTHORIZE YOUR PROXY BY INTERNET - www.proxivote.com <http://www.proxivote.com>

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time ON 5/5/2014. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

AUTHORIZE YOUR PROXY BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time ON 5/5/2014. Have your proxy card in hand when you call and then follow the instructions.

AUTHORIZE YOUR PROXY BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

For Withhold For All To withhold authority to vote for any individual nominee(s), mark "For All".
Except and write the number(s) of the nominee(s) on the line below
KIMCO REALTY CORPORATION
All
All

The Board of Directors recommends I vote "FOR" all of the following nominees:
DIRECTORS I

I - THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ELECTION OF THE FOLLOWING NOMINEES.

- 1) M Cooper
- 2) P Coviello
- 3) K Dooley
- 4) J Grills
- 5) D. Henry
- 6) I- P Hughes
- 07) F Lourensu OS) C Nicholas 09) R Saltzman

The Board of Directors recommends you vote FOR the following proposals:

2 THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF AN AMENDMENT TO THE COMPANY'S CHARTER TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS

3 THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ADVISORY RESOLUTION TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION

4 THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014

5 TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT(S) OR ADJOURNMENTS) THEREOF IN THE DISCRETION OF THE PROXY HOLDER

The Board of Directors recommends

For Against Abstain

☐ ☐
☐

D

☐ ☐

☐ ☐

Yes

☐

No ☐

Please sign exactly as your name(s) appears hereon and date. When signing jointly, executor, administrator, trustee, guardian, officer of a corporation or other entity or in another representative capacity, pT: Joint owners should each sign personally. All holders must sign.

Signature: [PLEASE SIGN WITHIN BOX] Date

ADMISSION TICKET

For security purposes, please bring this ticket and valid picture identification with you

if you are attending the meeting,

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

\Mu8173-P50<33

KIMCO REALTY CORPORATION PROXY

This Proxy is Solicited on Behalf of the Board of Directors of
Kimco Realty Corporation

The undersigned stockholder of Kimco Realty Corporation, a Maryland corporation (the "Company"), hereby appoints Milton Cooper and Bruce Rubenstein, of the undersigned, each with the power to appoint his substitute, and hereby authorizes them to represent the undersigned with all powers possessed by the undersigned if personally present at the meeting, and to vote all of the shares of common stock of the Company held of record by the undersigned as of the close of business on March 7, 2014, at the Annual Meeting of Stockholders to be held on May 14, 2014, at 10:00 a.m., local time, or any postponements or adjournments thereof. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting of Stockholders and the accompanying Proxy Statement, the terms of which are incorporated by reference into this Proxy, and revokes any proxy heretofore given with respect to such meeting.

The undersigned also provides instructions to T Rowe Price Trust Company, Trustee to vote shares of common stock of the Company, allocated respectively, 10 accounts of the undersigned under The Kimco Realty Corporation 401 (k) Plan and which are entitled to be voted at the aforesaid Annual Meeting or any adjournment thereof, as specified on the reverse side of this proxy card.

The Board of Directors of the Company recommends that stockholders vote FOR the election of the Board of Director nominees named in the Proxy Statement, FOR the approval of an amendment to the Company's charter to eliminate supermajority voting requirements, FOR the advisory resolution to approve the Company's executive compensation and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014.

This proxy, when properly executed, will be valid in the manner directed herein by the undersigned stockholder. If properly executed, but no direction is made, this proxy will be voted FOR each nominee* and FOR proposals 2, 3 and 4. The votes entitled to be cast by the undersigned will be cast in the discretion of the proxy holder on any other matter that may properly come before the meeting or any postponement(s) or adjournment(s) thereof.

Continued and to be signed on reverse side

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: Jewel Food

Stores, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest:

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 250 Parkcenter Boulevard

Boise, ID 83726

C. Telephone: 630-948-6076 Fax: 630-948-6664 Email: david.hene@supervalu.com

<mailto:david.hene@supervalu.com>

D. Name of contact person: David Hene

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels

G. Which City agency or department is requesting this EDS? The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification #

and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing

- ☐ Person
☐ Publicly registered business corporation
☒ Privately held business corporation
☐ Sole proprietorship
☐ General partnership
☐ Limited partnership
☐ Trust

☐ Limited liability company ☐ Limited liability partnership ☐ Joint venture ☐ Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
☐ Yes ☐ No ☐ Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Ohio

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title See attached Schedule 1

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party Jewel
Companies, Inc.	250 Parkcenter Boulevard, Boise, ID 83726	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Architect

retained or anticipated Address (subcontractor, attorney,
to be retained) lobbyist, etc.)

Camburas & Theodore 2454 E. Dempster St., Des Plaines, IL
paid or estimated.) NOTE:

"hourly rate" or "t.b.d." is
not an acceptable response. \$10,000 (approx)

203 N. LaSalle St., Chicago , IL

Newcastle Advisors LLC 150 N. Michigan Ave , Chicago, IL

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V--CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

No | [No person directly or indirectly owns 10% or more of the
Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-

year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively

"Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No ^{N/A}

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Joel Guth

(Print or type name of person signing)

Authorized Signatory

(Print or type title of person signing)

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Jewel Food Stores, Inc. (Print or type name of
Disclosing Party)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any

"Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes ☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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SCHEDULE

JEWEL FOOD STORES, INC.

Officers

Dye, Justin C. Sampson, P. Shane Zaio, Constance Walter, Thomas J. Corry, Timothy A. Doug Cygan
Chief Operating Officer President
Assistant Secretary
Vice President, Labor Relations
Vice President, Human Resources
Vice President, Marketing & Merchandisi

Directors

Bessent, Michael D. Director Dye, Justin C. Director Guth, Joel H. Director

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

A. American Stores Company, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. **Business address of the Disclosing Party:** 250 Parkcenter Boulevard
Boise, ID 83726

C. Telephone: 630-948-6076 Fax: 630-948-6664 Email: david.hene@jewelosco.com

<mailto:david.hene@jewelosco.com>

D. **Name of contact person:** David Hene

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels

G. **Which City agency or department is requesting this EDS?** The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification #

and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

Person

Publicly registered business corporation

Privately held business corporation

Sole proprietorship

General partnership

Limited partnership

Trust

☐ Limited liability company

☐ Limited liability partnership

☐ Joint venture

☐ Not-for-profit corporation

(Is the not-for-profit corporation also a 501(c)(3))?

☐ Yes

☐ No

☐ Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes

☐ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

See attached Schedule 1

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
New Albertson's, Inc.,	250 Parkcenter Blvd., Boise, ID 83726	100%

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf

of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether Business retained or anticipated Address to be retained)

N/A

Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)

Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

| Yes | No | No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[Y]Yes []No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity.

Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☐ [X] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may

result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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1

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any Official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

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comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 [^] 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No ^{N/A}

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐Yes ☐No

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing

Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

American Stores Company, LLC
(Print or type name of Disclosing Party)

Joel Guth
(Print or type name of person signing)

Authorized Signatory
(Print or type title of person signing)

Signed and sworn to before me on (date) ^faxdblv n^XCI^-

at PUo^ County, UaJrvo (state).

Notary Public.

Commission expires: l^li fl4)1~l

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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SCHEDULE 1 AMERICAN STORES COMPANY, LLC

Officers

Bessent, Michael D. Vice President, Treasurer & Secretary

Dye, Justin C. President, Chief Operating Officer

Managing Member

New Albertson's, Inc.

**CITY OF CHICAGO ECONOMIC
DISCLOSURE STATEMENT AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

New Albertson's, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 250 Parkcenter Boulevard

Boise, ID 83726

C. Telephone: 630-948-6076 **Fax:** 630-948-6664 **Email:** david.hene@jewelosco.com

<mailto:david.hene@jewelosco.com>

D. Name of contact person: David Hene

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels

G. Which City agency or department is requesting this EDS? The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

<input type="checkbox"/> Person	<input type="checkbox"/>	
<input type="checkbox"/> Publicly registered business corporation	<input type="checkbox"/>	
		Privately held business corporation <input type="checkbox"/>
<input type="checkbox"/> Sole proprietorship	<input type="checkbox"/>	
<input type="checkbox"/> General partnership	(Is	
<input type="checkbox"/> Limited partnership		
<input type="checkbox"/> Trust	<input type="checkbox"/>	

Limited liability company Limited liability partnership Joint venture
Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ Yes ☐ No Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Ohio

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the

State of Illinois as a foreign entity?

☒ Yes

☐ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

See attached Schedule 1

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
NAI Holdings, LLC, 250 E. Parkcenter Blvd., Boise, ID 83726		100%

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any

City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☐ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

es
/

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

No | [No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal

or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. arc not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been

convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-1 56 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). N/A

9. *To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the*

12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

MIA

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☒ [X] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

Page 7 of 13

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a

financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

Page 8 of 13

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and

all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

Page 9 of 13

F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

New Albertson's. Inc.
(Print or type name of Disclosing Party)

Joel Guth
(Print or type name of person signing)

Authorized Signatory
(Print or type title of person signing)

Signed and sworn to before me on (date) £/rir t^JLp/ il j 7/014
at r\A^- C ounty, lAjt-^vp (state).

Notary Public.

Commission expires: fibjn

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1 .a., if the Disclosing

Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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SCHEDULE 1 NEW ALBERTSON'S, INC.

Officers

Bates, Mark E. Bessent, Michael D. Dimond, Robert B. Dye, Justin C. Ewing, Justin Miller, Robert G. Navarro, Richard J. Rowan, Paul G. Salemi, Daniel J. Scoggin, Andrew J.
Senior Vice President, Chief Information Officer
Vice President, Treasurer & Secretary
Chief Financial Officer
President, Chief Operating Officer
Senior Vice President, Corporate Development & Real Estate
Chief Executive Officer
Chief Administrative Officer
Executive Vice President, General Counsel
President, Pharmacy
Executive Vice President, Human Resources & Public Affairs

Directors

Perkins, James A. Rice, James R. Sampson, P. Shane

President, Acme President, Shaw's President, Jewel-Osco

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: NAI Holdings LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section 1T.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 250 Parkcenter Blvd.

Boise, Idaho 83706

C. Telephone: (208) 395-5262 Fax: (208) 395-4625 ; Email: paiil.rowan@albertsonslc.com

[<mailto:paiil.rowan@albertsonslc.com>](mailto:paiil.rowan@albertsonslc.com)

D. Name of contact person: Paul Rowan

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels.

G. Which City agency or department is requesting this EDS? Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ^{N/A}

and Contract #

Page 1 of 13

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

☐ Limited liability company ☐ Limited liability partnership ☐ Joint venture ☐ Not-for-profit corporation

(Is the not-for-profit corporation also a 501(c)(3))?

1. Indicate the nature of the Disclosing Party:

Person ☒
Publicly registered business corporation ☐
Privately held business corporation ☐
Sole proprietorship ☐
☐ Yes ☐ No
☐ Other (please specify)
General partnership ☐
Limited partnership ☐
Trust ☐

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below (the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title Please see attached Schedule 1.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

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interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
AB Acquisition LLC	gg	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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i

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V ~ CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

/

☐ Yes
No | ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1 -23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article 1 applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is

controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-1 56 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

All of the foregoing statements are true and accurate as concerns the Disclosing Party and, to the knowledge of the Disclosing Party, as concerns any Affiliated Entities. The Disclosing Party is not using any Contractor in connection with the Matter.

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☐ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

Page 8 of 13

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

/ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No N/A

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐Yes ☐No

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully, with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

Page 11 of 13

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3. If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

NAI Holdings LLC

(Print or type name of Disclosing Party)

(Sign here)

%) \ l^rto

(Print or type name of person signing)

fiestfiarvl

(Print or type title of person signing)

Signed and sworn to before me on (date) £>gQ^Xf) \ |j> >

at AAA County, If^Wjg) _\state).

Notary Public. J

L

REBECCA A. WATSON

Page 12 of 13 u . - , , n wv. ^

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial

officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☐ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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SCHEDULE 1

Executive Officers and Management Board of NAI Holdings LLC

Executive Officers

Michael Bessent Robert Dimond Justin Dye Richard Navarro Paul Rowan

Vice President, Treasurer and Secretary

Chief Financial Officer

President and Chief Strategic Officer

Chief Administrative Officer

Executive Vice President and General Counsel

Management Board

Name

Michael Bessent Justin Dye Joel Guth

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: AB Acquisition LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 250 Parkcenter Blvd.

Boise, Idaho 83706

C. Telephone: (208) 395-5262

Fax: (208) 395-4625

Email: paul.rowan@albei-tsonslc.com

<mailto:paul.rowan@albei-tsonslc.com>

D. Name of contact person: Paul Rowan

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels.

G. Which City agency or department is requesting this EDS? Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ^{N/A}

and Contract #

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY I. Indicate the

nature of the Disclosing Party:

Person	<input type="checkbox"/> Limited liability company
Publicly registered business corporation	<input type="checkbox"/> Limited liability partnership
Privately held business corporation	<input type="checkbox"/> Joint venture
Sole proprietorship	<input type="checkbox"/> Not-for-profit corporation
General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
Limited partnership	<input type="checkbox"/> Yes <input type="checkbox"/> No
Trust	<input type="checkbox"/> Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

2. Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title Please see attached Schedule 1.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
NAI Group Holdings Inc.		94.413%

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☐ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -

CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

es /|No j [No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[JYes []No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under

supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.I. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, slate or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Parly in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is

controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

All of the foregoing statements are true and accurate as concerns the Disclosing Party and, to the knowledge of the

Disclosing Party, as concerns any Affiliated Entities. The Disclosing Party is not using any Contractor in connection with the Matter.

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here

(attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☐ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

Page 8 of 13

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

/ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue,

renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No N/A

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1 -23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

AB Acquisition LLC

(Print or type name of Disclosing Party)

By: fU^C^

(Sign here)

^kA ^.x|QcVr|

(Print or type name of person signing)

VlitiL pK6tjW4

(Print or type title of person signing)

Signed and sworn to before me on (date) fy^rCYyIlXY' IL?_ 7.<2>j'l',

at ...AAA County, \Atfi\j£> (state).

^ ~~~7 I I n V. A <Hn***H-M-m-m-j
tZY^d-IJLJf^"^^

Notary Public. i REBECCA A. WATSON I
3 NOTARY PUBLIC J

Commission expires: Z\7\

] STATE OF IDAHO >

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**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☐ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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SCHEDULE 1

Executive Officers and Management Board of AB Acquisition LLC

Executive Officers

Robert Dimond Justin Dye Robert G. Miller Paul Rowan
Chief Financial Officer
Chief Strategic Officer
President and Chief Executive Officer
Executive Vice President, General Counsel and Secretary

Management Board

Name

Dean Adler Milton Cooper Lisa Gray Hersch Klaff Ron Kravit Robert G. Miller Jay Schottenstein Lenard
Tessler

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION 1 - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: NAI Group Holdings Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 250 Parkcenter Blvd.

Boise, Idaho 83706

C. Telephone: (208) 395-6200

Fax: (212) 395-4625

Email: iustin.dye@albertsonsllc.com

[<mailto:iustin.dye@albertsonsllc.com>](mailto:iustin.dye@albertsonsllc.com)

D. Name of contact person: Justin Dye

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels.

G. Which City agency or department is requesting this EDS? Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ^A

and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

NATURE OF THE DISCLOSING PARTY

00 Y 0000

1. Indicate the nature of the Disclosing Party:

Person	[
Publicly registered business corporation	[
Privately held business corporation	[
Sole proprietorship	[
General partnership	(]
Limited partnership	
Trust	[

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Please see attached Schedule 1.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

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interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---

Please see attached Schedule 2.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

fx] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

/ No I (No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.I. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public

officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

All of the foregoing statements are true and accurate as concerns the Disclosing Party and, to the knowledge of the Disclosing Party, as concerns any Affiliated Entities. The Disclosing Party is not using any Contractor in connection with the Matter.

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-1 56-110 of the Municipal Code: Does any official or employee of the City have a

financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☐ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

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comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and

all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501 (c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such

certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No N/A

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article 1 of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and

will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

NAI Group Holdings Inc.

(Print or type name of Disclosing Party)

Lisa A. Gray

(Print or type name of person signing)

Director

(Print or type title of person signing)

sworn to before me on (date) _____

Notary,

(stale).
a J., „NANCY CICALO

Commission expires

JWftry Public. Slate of New York n No. 01CI5078917 Qualified in Richmond County .wy comm. Expires June 2, 2015

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk,

the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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SCHEDULE 1

Executive Officers and Directors of NAI Group Holdings Inc.

Executive Officers

Justin Dye Michael Bessent

President and Chief Operating Officer Vice President, Treasurer and Secretary

Directors

Name

Dean Adler Howard Cohen Justin Dye Kim Fennebresque Lisa Gray Ben Kraner Michael Sanford Alan Schumacher

SCHEDULE 2

Beneficial Owners in Excess of 7.5% of NAI Group Holdings Inc.

Name	Business Address	Percentage Interest in the Disclosing Party
Cerberus Iceberg LLC	875 Third Avenue New York, NY 10022	39.041 %
KRS AB Acquisition, LLC	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	14.902%
KLA A Markets, LLC	180 N. Michigan Avenue, Suite 300 Chicago, IL 60601	15.469%
Jubilee-Iceburg LLC	4300 E. Fifth Ave. Columbus, OH 43219	7.734%

DOC ID-21713845.1

**CITY OF CHICAGO ECONOMIC
DISCLOSURE STATEMENT AND
AFFIDAVIT**

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Cerberus Iceberg LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

13. Business address of the Disclosing Party: 875 Third Avenue

New York, New York 10022

C. Telephone: (212) 891-2100 Fax: (212) 891-2153 Email: mneporent@cerberuscapital.com
<<mailto:mneporent@cerberuscapital.com>>

D. Name of contact person: Mark Neporent

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels.

G. Which City agency or department is requesting this EDS? Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract #

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--------------------------|
| <input type="checkbox"/> Person | <input type="checkbox"/> |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> |
| <input type="checkbox"/> General partnership | (Is |
| <input type="checkbox"/> Limited partnership | |
| <input type="checkbox"/> Trust | <input type="checkbox"/> |

Limited liability company Limited liability partnership Joint venture
Not-for-profit corporation
the not-for-profit corporation also a 501(c)(3))?
☐ Yes ☐ No
Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Cerberus Partners, LP

Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

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interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-1 54-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Business Address

875 Third Avenue New York, NY 10022

Percentage Interest in the Disclosing Party 52.46%

Cerberus Institutional Partners V, LP

Cerberus Institutional Real

Estate Partners HI. 1...P

875 Third Avenue New York, NY 10022

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such

any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☐ [No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article 1 is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11.13.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V:

- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders. in

been convicted of a felony guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

All of the foregoing statements are true and accurate as concerns the Disclosing Party and, to the knowledge of the Disclosing Party, as concerns any Affiliated Entities. The Disclosing Party is not using any Contractor in connection with the Matter.

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City

1. In accordance with Section 2-100-110 of the Municipal Code, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☒ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

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comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

/_1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

THE FOLLOWING RECORDS:

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI ~ CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter:
(Add sheets if necessary): N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4)

11. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(3) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ J Yes ☐ No N/A

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ L J Yes ☐ J No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ J Yes ☐ J No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ J Yes ☐ J No

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION,
COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Cerberus Iceberg LLC

(Print or type name of Disclosing Party)

GREG GORDON NOTARY PUBLIC-STATE OF NEW YORK No. 02GO6151571 Qualified In Westchester County My Commission Expires August 21, 201 re-

(Sign here) YJ Mark

A. Neporent

(Print or type name of person signing)

Authorized Signatory (Print or type title of person signing)

signed and sworn to before me on (date)

at (\\)vvn' County, _iOc^_^rVC_ (state).

Notary Public.
Commission expires:

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☐ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

KRSAB Acquisition, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B. 1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 3333 New Hyde Park Road, Suite 100

_New Hyde Park, NY 1104j^00^0

C. Telephone: 516-869-9000

Fax: 516-869-7133

Email: redwards@kimcorealty.com

D. Name of contact person: Raymond Edwards

.

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels

G. Which City agency or department is requesting this EDS? The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification #

and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the

nature of the Disclosing Party:

Person	<input checked="" type="checkbox"/> Limited liability company
Publicly registered business corporation	<input type="checkbox"/> Limited liability partnership
Privately held business corporation	<input type="checkbox"/> Joint venture
Sole proprietorship	<input type="checkbox"/> Not-for-profit corporation
General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
Limited partnership	<input type="checkbox"/> Yes <input type="checkbox"/> No
Trust	<input type="checkbox"/> Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

KRS ABS; LLC, a Delaware limited liability company	Sole Member
--	-------------

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---

See Schedule A annexed hereto and made a part hereof.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s): .

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action

or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V ~ CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-41 5, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ [No person directly or indirectly owns 10% or more of the Disclosing Party.]

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☒ Yes ☐ No

B. FURTHER CERTIFICATIONS

¹ Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined

1. Pursuant to Municipal Code Chapter 1-23, Article I (Article I) (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article 1 is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.I. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity

family members, shared facilities and equipment, common use of employees, or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General), and 2-156 (Governmental Ethics) of the Municipal Code

(Legislative Inspector General), 2-50 (Inspector General) and 2-150 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NX&

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☒ is not

a "financial institution" as defined in Section 2-32.455(b) of the Municipal Code

a financial institution as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

NAME

BUSINESS ADDRESS

NATURE OF INTEREST

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

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comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A. 1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

[JYEs [JNo

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[JYEs [JNo

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII-- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/K/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-1 54-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F. 1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.
KRS AB ACQUISITION, LLC, a Delaware limited liability company
By: KRS ABS, LLC, sole member
By: Kimsouth Realty Inc.. sole member

(Sign here)

Raymond Edwards
- Vice President

(Print or type name of person signing)

(Print or type name of Disclosing Party)

(Print or type title of person signing)

Signed and sworn to before me on (date) 2017/02/20 at 8:00 AM in the City of Chicago

Signed and sworn to before me on (date) 03/11/2014, at (location) New York, New York (state).

Hassan

Notary Public.
Commission expires:

Notary Public, State of New York «P-Sua .fied "i Queens CounV

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**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☐ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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**Schedule A to City of Chicago Economic
Disclosure Statement and Affidavit**

Name	Business Address	Percentage Interest in the Disclosing Party
KRS ABS, LLC	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% direct interest
Kimsouth Realty Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole member of KRS ABS, LLC
Kimkon Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimsouth Realty Inc.
Kimco Realty Services, Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimkon Inc.
Kimco Realty Corporation, a publicly traded corporation	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimco Realty Services, Inc.

T:\LEGAL\K.MG\ABS & ABNK & Albeitsons\KKS AB Acquisition, LLC-Schedule A to City of Chicago Form.docx

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: KRS ABS, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 3333 New Hyde Park Road, Suite 100
New Hyde Park, NY 1104290020

C. Telephone: 516-869-9000 Fax: 516-869-7133 Email: redwardstjkimcorealty. com

D. Name of contact person: Raymond Edwards

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels

G. Which City agency or department is requesting this EDS? The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the

Following:

Specification if

and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Person

Publicly registered business corporation

Privately held business corporation

Sole proprietorship

General partnership

Limited partnership

Trust

Party:

☒ Limited liability company

☐ Limited liability partnership

☐ Joint venture

☐ Not-for-profit corporation

(Is the not-for-profit corporation also a 501(c)(3))?

☐ Yes ☐ No ☐ Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

_K.imsQUth Realty-Inc., a Maryland corpora Hon

Sole Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---

See Schedule A annexed hereto and made a part hereof.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[JYes [XJNo

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's

regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether Business retained or anticipated Address to be retained)

N/A

Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)

Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

| [Yes / No | [No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

JYES JINO

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.I. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");

• any "Associated Entity" (meaning a person or entity that directly or indirectly controls the Disclosing Party, is

- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. Financial Institution

1. ☐ IS ☒ IS not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1, proceed to Items D.2. and D.3. If you checked "No" to Item D.1, proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1, provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

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comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, and the Equal Employment Opportunity Commission all reports required to be filed by Executive Order 12813?

programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[JYes [JNo

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[JYes [JNo

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Elhics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1 and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

KRS ABS, LLC, a Delaware limited liability company

By: Kimsouth Realty Inc., sole member (Print or

type name of Disclosing Party)

& By: *W^ ^it^SQ*
(Sign here)

Edwards

Raymond

Vice President

VICE PRESIDENT

(Print or type name of person signing)

(Print or type title of person signing)

Nassau

Signed and sworn to before me on (date) ^yjT^ni jp&r ^U>H

County, New York ' (state).

NjmMri-c-

ENGLE

Commission expires:

Notary Public, State of New York NO.01EN6098373 Qualified in Queens County Certificate
on file in Nassau County s My Commission Expires 9/22/20_L>

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**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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**Schedule A to City of Chicago Economic
Disclosure Statement and Affidavit**

Name	Business Address	Percentage Interest in the Disclosing Party
Kimsouth Realty Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% direct interest as sole member of KRS ABS, LLC
Kimkon Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimsouth Realty Inc.
Kimco Realty Services, Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimkon Inc.
Kimco Realty Corporation, a publicly traded corporation	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimco Realty Services, Inc.

T:\LEGA1\KMG\ABS <file:///LEGA1/KMG/ABS> & ABNK & AlbertsonsMCRS ABS. LLC-Schedule A to Cily of Chicago form docx

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I ~ GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

A. Kimsouth Realty Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores. Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 3333 New Hyde Park Road, Suite 100
New Hyde Park, NY 1104290020

C. Telephone: 516-869-9000 Fax: 516-869-7133 Email: tedwards@kimcdrealty.com
<mailto:tedwards@kimcdrealty.com>

D. Name of contact person: Raymond Edwards

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS

relates to (attach a brief description of the contract, transaction or other undertaking to which this EDS relates to)

pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels

G. Which City agency or department is requesting this EDS? The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

- ☐ Person ☐
☐ Publicly registered business corporation ☐
☐ Privately held business corporation ☐
☐ Sole proprietorship ☐
☐ General partnership (Is
☐ Limited partnership
☐ Trust ☐

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ Yes ☐ No Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Maryland

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

(See Schedule A attached hereto and made a part hereof.)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

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interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---

(See Schedule B attached hereto and made a part hereof.)

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

IF you are a candidate for the office of Council City elected official, and have a business relationship with a City elected official, please provide the following information:

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must

remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes / No | ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II. B. 1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or

partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☐ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or

employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

Page 8 of 13

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit

the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐Yes ☐No If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐Yes ☐No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐Yes ☐No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐Yes ☐No

If you checked "No" to question 1. or 2. above, please provide an explanation:

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**SECTION VII-- ACKNOWLEDGMENTS, CONTRACT INCORPORATION,
COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may

pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1 and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

KIMSOUTH REALTY INC., a Maryland corporation

(Print or type name of Disclosing Party)

(Sign here)

VtcerPrestdent

Raymond Edwards

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date) ^gp~Tffm.(c)*?»r" PJ Pop/,

Nassau County, New York '(state).

Notary Public.

irvos.; ' JOSEPHINEENGLE

Commission expires:

Notary Public, State of New York NO.01EN6098873 Qualified in Queens County
Certificate on file in Nassau County^/ ' - ' My Commission Expires 9/22/20J_i '
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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother

-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister. "

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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**Schedule A to City of Chicago Economic Disclosure Statement
and Affidavit**

Directors/Trustees

David B.	Henry	Director
Conor C.	Flynn	Director
Glenn G.	Cohen	Director

Officers

Milton	Cooper	Executive Chairman
David B.	Henry	Chief Executive Officer
Conor C.	Flynn	President, Chief Operating Officer and Chief Investment Officer
Glenn G.	Cohen	Executive Vice President, Chief Financial Officer and Treasurer

Scott	Onufrey	Senior Vice President
Bruce	Rubenstein	Senior Vice President and Secretary

Gary	Bazydlo	Vice President and Assistant Secretary
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Barbara E.	Briamonte	Vice President
William	Brown	Vice President
James J.	Bruin	Vice President
David	Bujnicki	Vice President
Stuart	Cox	Vice President and Assistant Secretary
Joseph	Denis	Vice President
Paul	Dooley	Vice President
Raymond	Edwards	Vice President
Christopher	Freeman	Vice President
Scott	Gerber	Vice President
Gregory S.	Ix	Vice President
David	Jamicson	Vice President
Scott	Jensen	Vice President
Leah	Landro	Vice President
Michael	Melson	Vice President
Robert	Nadler	Vice President
Deborah I.	Palacio	Vice President
Michael E.	Parry	Vice President and Assistant Secretary
Barbara	Peloquin	Vice President and Assistant Secretary
Paul	Puma	Vice President
Julio	Ramon	Vice President
Wilbur E.	Simmons, 111	Vice President
Kelly	Smith	Vice President
Kevin	Smith	Vice President and Assistant Secretary
Thomas	Taddeo	Vice President and Chief Information Officer
Armand	Vasquez	Vice President and Assistant Secretary
Joshua	Weinkranz	Vice President
Harvey G.	Weinreb	Vice President
Paul	Westbrook	Vice President and Chief Accounting Officer
Kathleen M.	Gazerro	Assistant Secretary
Susan L.	Masone	Assistant Secretary

**Schedule B to City of Chicago Economic
Disclosure Statement and Affidavit**

Name	Business Address	Percentage Interest in the Disclosing Party
Kimkon Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% direct interest as sole shareholder of Kimsouth Realty Inc.
Kimco Realty Services, Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimkon Inc.
Kimco Realty Corporation, a publicly traded corporation	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimco Realty Services, Inc.

T:\LEGAL\KMG\ABS & ABNK & AlbertsonsUCimsouth Really Inc -Schedule B lo City of Chicago Form.docx

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I ~ GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable; Kimkon Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

3. ☐ Applicant is not the Disclosing Party. Include name of the legal entity holding the interest in the Applicant.

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.
OR

3. ☐ a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 3333 New Hyde Park Road, Suite 100
New Hyde Park, NY 1104290020

C. Telephone: 516-869-9000 Fax: 516-869-7133 Email: redwards@kimcorealty.com
<mailto:redwards@kimcorealty.com>

D. Name of contact person: Raymond Edwards

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcels

G. Which City agency or department is requesting this EDS? The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

☐ Limited liability company ☐ Limited liability partnership ☐ Joint venture ☐ Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))?

☐ Yes ☐ No

☐ Other (please specify)

1. Indicate the nature of the Disclosing Party: ☐ Person ☒ Publicly registered business corporation ☐ Privately held business corporation ☐ Sole proprietorship ☐ General partnership (1
☐ Limited partnership
☐ Trust [

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

D. 1.

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

(See Schedule A attached hereto and made a part hereof.)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

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interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
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(See Schedule B attached hereto and made a part hereof.)

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

j ☐ Yes y ☐ No | ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

f ☐ Yes [☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1 -23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article 1 is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B. 1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, violation of

performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. entered an affiliation with another individual or organization, including a contractor or subcontractor, who has

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Page 6 of 13

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-1 56 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-1 56-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1, proceed to Items D.2 and D.3. If you checked "No" to Item D.1, proceed to

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

Page 8 of 13

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII-- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

ORDINANCES.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1 -23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F. 1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party) (Sign here)

Vice President

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date) ^y^/e?nv j^Er~^C^Zo(f,

at Hassaj County, New Ynrk (state).

Pnt-nmiccinn evnires.-
L-OmmiSSIOOn expires.

"> "

Notary PubjbgEPHINEENGLE
Notary Public, State of New York
"V: ■ No. 01EN6098373
Qualified in Queens County
... Certificate on file in Nassau County./
My Commission Expires 9/22/20

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**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general

party is a corporation, all partners of the Disclosing Party, if the Disclosing Party is a general partnership, all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes ☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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**Schedule A to City of Chicago Economic Disclosure Statement
and Affidavit**

Directors/Trustees

David B.	Henry	Director
Conor C.	Flynn	Director
Glenn G.	Cohen	Director

Officers

Milton	Cooper	Executive Chairman
David B.	Henry	Chief Executive Officer
Conor C.	Flynn	President, Chief Operating Officer and Chief Investment Officer
Glenn G.	Cohen	Executive Vice President, Chief Financial Officer and Treasurer

Scott	Onufrey	Senior Vice President
Bruce	Rubenstein	Senior Vice President and Secretary

Gary	Bazydlo	Vice President and Assistant Secretary
Barbara E.	Briamonte	Vice President
William	Brown	Vice President
James J.	Bruin	Vice President
David	Bujnicki	Vice President
Stuart	Cox	Vice President and Assistant Secretary
Joseph	Denis	Vice President
Paul	Dooley	Vice President
Damond	Edwards	Vice President

Raymond	Edwards	Vice President
Christopher	Freeman	Vice President
Scott	Gerber	Vice President
Gregory S.	Ix	Vice President
David	Jamieson	Vice President
Scott	Jensen	Vice President
Leah	Landro	Vice President
Michael	Melson	Vice President
Robert	Nadler	Vice President
Deborah I.	Palacio	Vice President
Michael E.	Parry	Vice President and Assistant Secretary
Barbara	Peloquin	Vice President and Assistant Secretary
Paul	Puma	Vice President
Julio	Ramon	Vice President
Wilbur E.	Simmons, III	Vice President
Kelly	Smith	Vice President
Kevin	Smith	Vice President and Assistant Secretary
Thomas	Taddeo	Vice President and Chief Information Officer
Armand	Vasquez	Vice President and Assistant Secretary
Joshua	Weinkranz	Vice President
Harvey G.	Weinreb	Vice President
Paul	Westbrook	Vice President and Chief Accounting Officer
Kathleen M.	Gazzerro	Assistant Secretary
Susan L.	Masone	Assistant Secretary

**Schedule B to City of Chicago Economic
Disclosure Statement and Affidavit**

Name	Business Address	Percentage Interest in the Disclosing Party
Kimco Realty Services, Inc.	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% direct interest as sole shareholder of Kimkon Inc.
Kimco Realty Corporation, a publicly traded corporation	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% indirect interest as sole shareholder of Kimco Realty Services, Inc.

T:\LF.GAL\KMG\ABS <file:///LF.GAL/KMG/ABS> & ABNK & AlbertsonsNKiinkon Inc -Schedule B to City of Chicago Form.docx

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: Kimco Realty Services, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Jewel Food Stores, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 2222 New Hyde Park Road, Suite 100

D. Business address of the Disclosing Party. 3333 New Hyde Park Road, Suite 100
New Hyde Park, NY 1104290020

C. Telephone: 516-869-9000 Fax: 516-869-7133 Email: redwards@kimcorealty.com
<mailto:redwards@kimcorealty.com>

D. Name of contact person: Raymond Edwards ■■

E. Federal Employer Identification No. (if you have one):

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains.
(Include project number and location of property, if applicable):

Applicant seeks to subdivide current parcel at 87th and State into five (5) parcel

G. Which City agency or department is requesting this EDS? The Department of Transportation

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

(See Schedule A attached hereto and made a part hereof.)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, slate "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name

Business Address

Percentage Interest in the
Disclosing Party

(See Schedule B attached hereto and made a part hereof.)

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☐ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV ~ DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A COURT-ORDERED CHILD SUPPORT COMPLIANCE

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

| ☐ Yes / No | ☐ No person directly or indirectly owns 10% or more of the
Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.I. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B 2 b. of this Section V.

with committing any of the offenses set forth in clause D.2.D. of this Section V,

- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

prosecuted for such conduct, or

- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A .

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything

Official, State City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

1. ☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D 1, proceed to Items D 2 and D 3. If you checked "No" to Item D 1, proceed to

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐Yes ☐No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

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comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A. 1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

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SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1 and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Kimco Realty Services, Inc.
(Print or type name of Disclosing Party)

(3_ By: {^^d&SSr&r
(Sign here) _

Raymond
Vice

President

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date) S^)-fpm tof r 3-01*-/,
at Nassau County, New York (state).

Notary Public.
Commission expires:

JOSEPHINE ENGLE
Notary Public, State of New York
No. 01EN6098373

- ' - Qualified in Queens County

Certificate on file in Nassau County^.. My, Commission Expires 9/22/20

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**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following: whether by blood

the city treasurer or any city department head as spouse or domestic partner or as any state governing, member by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B:1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes p] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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**Schedule B to City of Chicago Economic
Disclosure Statement and Affidavit**

Name	Business Address	Percentage Interest in the Disclosing Party
Kimco Realty Corporation, a publicly traded corporation	3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	100% direct interest as sole shareholder of Kimco Realty Services, Inc.

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