

RAMCO GERSHENSON PROPERTIES TRUST
Form 8-K
July 30, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 29, 2014

RAMCO-GERSHENSON PROPERTIES TRUST
(Exact name of registrant as specified in its Charter)

| | | |
|---|--|--|
| Maryland (State or other jurisdiction of incorporation) | 1-10093 (Commission File Number) | 13-6908486 (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|---------------------|
| 31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan (Address of principal executive offices) | 48334 (Zip Code) |
|--|---------------------|

| | |
|--|----------------|
| Registrant's telephone number, including area code | (248) 350-9900 |
|--|----------------|

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On July 22, 2014 Ramco-Gershenson Properties Trust, Inc. (RGPT) through its majority-owned partnership subsidiary, Ramco-Gershenson Properties, L.P. (RGPLP), announced the acquisition of two multi-anchored community shopping centers in Minneapolis-St. Paul, Minnesota and Cincinnati, Ohio for aggregate consideration of \$150.0 million. The acquisitions were financed through the assumption of \$58.6 million of existing mortgage debt with the balance from borrowings on our unsecured revolving credit facility and cash.

Bridgewater Falls is an approximately 630,000 square foot community shopping center located in Hamilton, Ohio, a northern suburb of Cincinnati.

Woodbury Lakes is an approximately 366,000 square foot community shopping center located in Woodbury Lakes, an eastern suburb of Minneapolis-St. Paul, Minnesota.

Financial statements required to comply with Rule 3-14 of Regulation S-X for real estate properties to be acquired and pro forma financial statements reflecting the effect of the transaction, are included herein under item 9.01.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired.

Bridgewater Falls

Report of Independent Certified Public Accountants.

Statements of Revenues and Certain Expenses for the three months ended March 31, 2014 (unaudited) and the year ended December 31, 2013.

Notes to Statements of Revenues and Certain Expenses.

Woodbury Lakes

Report of Independent Certified Public Accountants.

Statements of Revenues and Certain Expenses for the three months ended March 31, 2014 (unaudited) and the year ended December 31, 2013.

Notes to Statements of Revenues and Certain Expenses.

(b) Unaudited Pro Forma Financial Information

Ramco-Gershenson Properties Trust, Inc.

Pro Forma Condensed Consolidated Balance Sheet as of March 31, 2014 (unaudited)

Pro Forma Condensed Consolidated Statement of Operations for the three months ended March 31, 2014 (unaudited)

Notes and adjustments to Pro Forma Condensed Consolidated Statement of Operations for the three months ended March 31 2014 (unaudited)

Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2013 (unaudited.)

Notes and adjustments to Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2013 (unaudited)

(d) Exhibits.

23.1 Consent of Independent Certified Public Accountants

BRIDGEWATER FALLS
STATEMENTS OF REVENUES AND CERTAIN EXPENSES
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND THE YEAR ENDED DECEMBER 31, 2013

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors and Shareholders of
Ramco-Gershenson Properties Trust

We have audited the accompanying statement of revenues and certain expenses and the related notes to the statement (the "Statement") of Bridgewater Falls Station LLC for the year ended December 31, 2013.

Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of the Statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the Statement that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the Statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenues and certain expenses, described in Note 1, of Bridgewater Falls Station LLC for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of matter

We draw attention to Note 1 to the Statement, which describes that the accompanying Statement was prepared for the purpose of complying with the rules and regulations of the United States Securities and Exchange Commission (for inclusion in the filing of Form 8-K of Ramco-Gershenson Properties Trust) and is not intended to be a complete presentation of Bridgewater Falls' revenues and certain expenses. Our opinion is not modified with respect to this matter.

/s/ GRANT THORNTON LLP

Southfield, Michigan

July 29, 2014

BRIDGEWATER FALLS
 STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (in thousands)

| | For the Three Months Ended March 31, 2014 (unaudited) | For the Year Ended December 31, 2013 |
|---|---|---|
| REVENUES: | | |
| Minimum rent | \$ 1,663 | \$ 6,827 |
| Recovery income from tenants | 619 | 2,402 |
| Other property income | 2 | 9 |
| TOTAL REVENUES | 2,284 | 9,238 |
| CERTAIN EXPENSES: | | |
| Real estate taxes | 300 | 1,030 |
| Recoverable operating expense | 351 | 1,268 |
| General and administrative | 32 | 158 |
| Interest expense | 841 | 3,438 |
| TOTAL CERTAIN EXPENSES | 1,524 | 5,894 |
| REVENUES IN EXCESS OF CERTAIN EXPENSES | \$ 760 | \$ 3,344 |

See accompanying notes

Bridgewater Falls

Notes to the Statements of Revenues and Certain Expenses

For the Year December 31, 2013 and the Three Months Ended March 31, 2014 (unaudited)

1. Business and Basis of Presentation

On July 22, 2014 Ramco-Gershenson Properties Trust, Inc. (RGPT) through its majority-owned partnership subsidiary, Ramco-Gershenson Properties, L.P. (RGPLP), announced the acquisition of Bridgewater Falls in Cincinnati, Ohio. The acquisition was financed with \$58.6 million of existing mortgage debt, borrowings on our unsecured revolving credit facility and cash.

Bridgewater Falls is located in Hamilton, Ohio, a northern suburb of Cincinnati. Built in 2007, the shopping center encompasses approximately 630,000 square feet. Our ownership encompasses 504,000 square feet and includes Dick's Sporting Goods, TJ Maxx, Old Navy, Michael's, PetSmart, and Bed, Bath & Beyond. Target (shadow anchor) and JC Penney (land lease) occupy the balance.

The accompanying statements of revenues and certain expenses (the "Statements") have been prepared on the accrual basis of accounting. The Statements have been prepared for the purpose of complying with the rules and regulations of the United States Securities and Exchange Commission ("SEC"), Regulation S-X, Rule 3-14, and for inclusion in a Current Report on Form 8-K of RGPT. The Statements are not intended to be a complete presentation of the revenues and expenses of Bridgewater Falls. Certain expenses, primarily depreciation and amortization, and other costs not directly related to the future operations of the property have been excluded.

The statement of revenues and certain expenses for the three months ended March 31, 2014 is unaudited; however, in the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the revenues and certain expenses for the interim period have been included. Revenues and certain expenses for the interim period are not necessarily indicative of the results that may be expected for the full year.

Subsequent events

We have evaluated whether any subsequent events have occurred up through the time of issuing these statements on July 29, 2014.

2. Summary of Significant Accounting Policies

Revenue Recognition

Our shopping center space is generally leased to retail tenants under leases that are classified as operating leases. We recognize minimum rents using the straight-line method over the terms of the leases commencing when the tenant takes possession of the space and when construction of landlord funded improvements is substantially complete. Certain leases also provide for recoveries from tenants of common area maintenance expenses, real estate taxes and other operating expenses. These recoveries are estimated and recognized as revenue in the period the recoverable costs are incurred or accrued.

Expenses

Property operating expenses include real estate taxes, recoverable operating expenses such as common area maintenance, insurance premiums, and other non-recoverable expenses such as bad debt expenses and

collection-related legal costs. Real estate taxes and insurance expense are accrued monthly. Expenditures for common area maintenance, and legal costs are charged to operations as incurred. Allowances for bad debt are taken for accounts receivable balances when we have reason to believe they will be uncollectible.

Use of Estimates

The preparation of the Statements in conformity with generally accepted accounting principles in the United States of America (“GAAP”) requires management to make certain estimates and assumptions that affect the reported amounts in the Statements and accompanying footnotes. Actual results could differ from those estimates.

3. Future Minimum Rental Income

Bridgewater Falls is leased to tenants pursuant to lease agreements. Tenant leases typically provide for minimum rent and other charges to cover operating costs. Future minimum rent under non-cancellable operating leases in effect at December 31, 2013 are as follows:

| Year Ending December 31, | (In thousands) |
|--------------------------|----------------|
| 2014 | \$6,626 |
| 2015 | 6,437 |
| 2016 | 4,654 |
| 2017 | 3,771 |
| 2018 | 2,773 |
| Thereafter | 15,654 |
| Total | \$39,915 |

WOODBURY LAKES
STATEMENTS OF REVENUES AND CERTAIN EXPENSES
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND THE YEAR ENDED DECEMBER 31, 2013

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors and Shareholders of
Ramco-Gershenson Properties Trust

We have audited the accompanying statement of revenues and certain expenses and the related notes to the statement (the "Statement") of Woodbury Lakes for the year ended December 31, 2013.

Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of the Statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the Statement that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the Statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenues and certain expenses, described in Note 1, of Woodbury Lakes for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of matter

We draw attention to Note 1 to the Statement, which describes that the accompanying Statement was prepared for the purpose of complying with the rules and regulations of the United States Securities and Exchange Commission (for inclusion in the filing of Form 8-K of Ramco-Gershenson Properties Trust) and is not intended to be a complete presentation of Woodbury Lakes' revenues and certain expenses. Our opinion is not modified with respect to this matter.

/s/ GRANT THORNTON LLP
Southfield, Michigan
July 29, 2014

WOODBURY LAKES
 STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (in thousands)

| | For the Three Months Ended March 31, 2014 (unaudited) | For the Year Ended December 31, 2013 |
|---|---|---|
| REVENUES: | | |
| Minimum rent | \$ 1,437 | \$ 5,739 |
| Percentage rent | 89 | 158 |
| Recovery income from tenants | 588 | 2,288 |
| Other property income | 5 | 40 |
| TOTAL REVENUES | 2,119 | 8,225 |
| CERTAIN EXPENSES: | | |
| Real estate taxes | 567 | 2,145 |
| Recoverable operating expense | 592 | 2,024 |
| General and administrative | 16 | 141 |
| TOTAL CERTAIN EXPENSES | 1,175 | 4,310 |
| REVENUES IN EXCESS OF CERTAIN EXPENSES | \$ 944 | \$ 3,915 |

See accompanying notes

Woodbury Lakes

Notes to the Statements of Revenues and Certain Expenses

For the Year December 31, 2013 and the Three Months Ended March 31, 2014 (unaudited)

1. Business and Basis of Presentation

On July 22, 2014 Ramco-Gershenson Properties Trust, Inc. (RGPT) through its majority-owned partnership subsidiary, Ramco-Gershenson Properties, L.P. (RGPLP), announced the acquisition of Woodbury Lakes in Minneapolis-St. Paul, Minnesota. The acquisition was financed with borrowings on our unsecured revolving credit facility and cash.

Woodbury Lakes is a community shopping center located in Woodbury Lakes, an eastern suburb of Minneapolis-St. Paul, Minnesota. The shopping center encompasses approximately 366,000 square feet. Our ownership encompasses 305,000 square feet and includes, buybuy Baby, DSW, H&M, The Gap, Charming Charlie, and Michael's.

The accompanying statements of revenues and certain expenses (the "Statements") have been prepared on the accrual basis of accounting. The Statements have been prepared for the purpose of complying with the rules and regulations of the United States Securities and Exchange Commission ("SEC"), Regulation S-X, Rule 3-14, and for inclusion in a Current Report on Form 8-K of RGPT. The Statements are not intended to be a complete presentation of the revenues and expenses of the Acquired Properties. Certain expenses, primarily depreciation and amortization, and other costs not directly related to the future operations of the Acquired Properties have been excluded.

The statement of revenues and certain expenses for the three months ended March 31, 2014 is unaudited; however, in the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the revenues and certain expenses for the interim period have been included. Revenues and certain expenses for the interim period are not necessarily indicative of the results that may be expected for the full year.

Subsequent events

We have evaluated whether any subsequent events have occurred up through the time of issuing these statements on July 29, 2014.

2. Summary of Significant Accounting Policies

Revenue Recognition

Our shopping center space is generally leased to retail tenants under leases that are classified as operating leases. We recognize minimum rents using the straight-line method over the terms of the leases commencing when the tenant takes possession of the space and when construction of landlord funded improvements is substantially complete. Certain of the leases also provide for contingent percentage rental income which is recorded on an accrual basis once the specified sales target is achieved. Certain leases also provide for recoveries from tenants of common area maintenance expenses, real estate taxes and other operating expenses. These recoveries are estimated and recognized as revenue in the period the recoverable costs are incurred or accrued.

Expenses

Property operating expenses include real estate taxes, recoverable operating expenses such as common area maintenance, insurance premiums, and other non-recoverable expenses such as bad debt expenses and collection-related legal costs. Real estate taxes and insurance expense are accrued monthly. Expenditures for common area maintenance, and legal costs are charged to operations as incurred. Allowances for bad debt are taken for accounts receivable balances when we have reason to believe they will be uncollectible.

Use of Estimates

The preparation of the Statements in conformity with generally accepted accounting principles in the United States of America ("GAAP") requires management to make certain estimates and assumptions that affect the reported amounts in the Statements and accompanying footnotes. Actual results could differ from those estimates.

3. Future Minimum Rental Income

Woodbury Lakes is leased to tenants pursuant to lease agreements. Tenant leases typically provide for minimum rent and other charges to cover operating costs. Future minimum rent under non-cancellable operating leases in effect at December 31, 2013 are as follows:

| Year Ending December 31, | (In thousands) |
|--------------------------|----------------|
| 2014 | \$5,525 |
| 2015 | 5,537 |
| 2016 | 3,406 |
| 2017 | 2,887 |
| 2018 | 2,410 |
| Thereafter | 9,548 |
| Total | \$29,313 |

RAMCO-GERSHENSON PROPERTIES TRUST
PRO FORMA FINANCIAL INFORMATION INTRODUCTION
(Unaudited)

The accompanying unaudited condensed consolidated balance sheet as of March 31, 2014 has been presented as if the acquisitions of Bridgewater Falls and Woodbury Lakes (the "Acquired Properties") had occurred on March 31, 2014.

The accompanying unaudited pro forma condensed consolidated statements of operations for the three months ended March 31, 2014 and the year ended December 31, 2013 are presented as if the acquisitions had occurred on January 1, 2013.

These unaudited pro forma condensed consolidated statements should be read in connection with the historical consolidated financial statements and notes thereto filed with the U.S Securities and Exchange Commission. In management's opinion, all adjustments necessary to reflect the significant effects of these transactions have been made. These statements are based on assumptions and estimates considered appropriate by our management; however, they are unaudited and are not necessarily, and should not be assumed to be, an indication of our financial position or results of operations that would have been achieved had the acquisitions been completed as of the dates indicated or that may be achieved in the future.

RAMCO-GERSHENSON PROPERTIES TRUST
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEETS

March 31, 2014

(In thousands, except per share amounts)

(unaudited)

| | Historical ⁽¹⁾ | Acquisitions and Pro forma Allocations | Pro Forma |
|--|---------------------------|---|---------------------|
| ASSETS | | | |
| Net real estate | \$ 1,471,759 | \$ 150,154 (2) | \$ 1,621,913 |
| Equity investments in unconsolidated joint ventures | 28,528 | — | 28,528 |
| Cash and cash equivalents | 5,274 | (302) (4) | 4,972 |
| Restricted cash | 4,317 | — | 4,317 |
| Accounts receivable, net | 9,417 | — | 9,417 |
| Other assets, net | 121,181 | 15,114 (2) | 136,295 |
| TOTAL ASSETS | \$ 1,640,476 | \$ 164,966 | \$ 1,805,442 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Senior unsecured notes payable | \$ 365,000 | \$— | \$ 365,000 |
| Mortgages payable | 302,062 | 63,971 (2)(3) | 366,033 |
| Unsecured revolving credit facility | 49,000 | 60,000 (5) | 109,000 |
| Junior subordinated notes | 28,125 | — | 28,125 |
| Capital lease obligation | 5,599 | — | 5,599 |
| Accounts payable and accrued expenses | 29,172 | — | 29,172 |
| Other liabilities | 47,179 | 9,837 (2) | 57,016 |
| Distributions payable | 15,022 | — | 15,022 |
| TOTAL LIABILITIES | 841,159 | 133,808 | 974,967 |
| Commitments and Contingencies | | | |
| Ramco-Gershenson Properties Trust ("RPT") Shareholders' Equity: | | | |
| Preferred shares, \$0.01 par, 2,000 shares authorized: 7.25% Series D | \$ 100,000 | \$— | \$ 100,000 |
| Cumulative Convertible Perpetual Preferred Shares, (stated at liquidation preference \$50 per share), 2,000 shares issued and outstanding as of March 31, 2014 | | | |
| Common shares of beneficial interest, \$0.01 par, 120,000 shares authorized, 67,780 shares issued and outstanding as of March 31, 2014 | 678 | 19 (5) | 697 |
| Additional paid-in capital | 973,492 | 31,441 (5) | 1,004,933 |
| Accumulated distributions in excess of net income | (301,768) | (302) (4) | (302,070) |
| Accumulated other comprehensive loss | (592) | — | (592) |
| TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO RPT | 771,810 | 31,158 | 802,968 |
| Noncontrolling interest | 27,507 | | 27,507 |
| TOTAL SHAREHOLDERS' EQUITY | 799,317 | 31,158 | 830,475 |

| | | | |
|--|-------------|-----------|-------------|
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$1,640,476 | \$164,966 | \$1,805,442 |
|--|-------------|-----------|-------------|

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

RAMCO-GERSHENSON PROPERTIES TRUST
 NOTES AND ADJUSTMENTS TO PRO FORMA CONDENSED CONSOLIDATED
 BALANCE SHEET
 FOR THE THREE MONTHS ENDED MARCH 31, 2014
 (Unaudited)

(1) As reported in the Registrant's Condensed Consolidated Balance Sheet as of March 31, 2014, as presented in the Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2014.

(2) Represents the pro forma acquisition of the Acquired Properties and the estimated allocation of the \$150.0 million purchase price to the assets acquired. The estimated allocation is reflected in the following table:

| | (In thousands) | |
|--|----------------|---|
| Net real estate | \$ 150,154 | |
| Other assets | 15,114 | |
| Other liabilities | (9,837 |) |
| Premium for above market interest rate on assumed debt | (5,389 |) |
| Total purchase price allocated | \$ 150,042 | |

(3) The consideration for Bridgewater Falls consists of \$58.6 million of debt assumed. In addition to the contractual debt assumed, the adjustment to mortgage notes payable includes an estimated \$5.4 million to record the debt assumed at fair value. This additional mortgage premium will be amortized over the remaining life of the loan, with amortization recorded to reduce the monthly interest expense recorded on the loan.

(4) Represents acquisition costs related to the Acquired Properties not included in the historical balance sheet.

(5) The balance of the acquisitions were funded by a combination of borrowings under our unsecured revolving credit facility and available cash as a result of proceeds from the issuance of 1.9 million shares at an average share price of \$16.50 under our controlled equity offering program.

RAMCO-GERSHENSON PROPERTIES TRUST
PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2014

(In thousands, except per share amounts)

(Unaudited)

| | | Statement of Revenues and Certain Expenses | | | | |
|--|---------------------------|---|----------------------------------|--------------------------|------------------|--|
| | Historical ⁽¹⁾ | Bridgewater Falls ⁽²⁾ | Woodbury Lakes ⁽³⁾ | Pro Forma Adjustments | Pro Forma | |
| REVENUE | | | | | | |
| Minimum rent | \$36,267 | \$1,663 | \$1,437 | \$241 | (4) \$39,608 | |
| Percentage rent | 148 | — | 89 | — | 237 | |
| Recovery income from tenants | 12,247 | 619 | 588 | — | 13,454 | |
| Other property income | 961 | 2 | 5 | — | 968 | |
| Management and other fee income | 510 | — | — | — | 510 | |
| TOTAL REVENUE | 50,133 | 2,284 | 2,119 | 241 | 54,777 | |
| EXPENSES | | | | | | |
| Real estate taxes | 7,367 | 300 | 567 | — | 8,234 | |
| Recoverable operating expense | 6,159 | 351 | 592 | — | 7,102 | |
| Other non-recoverable operating expense | 849 | — | — | — | 849 | |
| Depreciation and amortization | 17,741 | — | — | 1,240 | (5) 18,981 | |
| General and administrative expense | 5,614 | 32 | 16 | — | 5,662 | |
| TOTAL EXPENSES | 37,730 | 683 | 1,175 | 1,240 | 40,828 | |
| OPERATING INCOME | 12,403 | 1,601 | 944 | (999) |) 13,949 | |
| OTHER INCOME AND EXPENSES | | | | | | |
| Other expense, net | (133) |) — | — | — | (133) | |
| Loss from unconsolidated joint ventures | (1,607) |) — | — | — | (1,607) | |
| Interest expense | (7,599) | (841) |) — | (123) | (6) (8,563) | |
| Amortization of deferred financing fees | (403) |) — | — | — | (403) | |
| Deferred gain recognized | 117 | — | — | — | 117 | |
| INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAX | 2,778 | 760 | 944 | (1,122) |) 3,360 | |
| Income tax provision | (17) |) — | — | — | (17) | |
| INCOME (LOSS) FROM CONTINUING OPERATIONS | 2,761 | 760 | 944 | (1,122) |) 3,343 | |
| NET INCOME (LOSS) | 2,761 | 760 | 944 | (1,122) |) 3,343 | |
| Net income attributable to noncontrolling partner interest | (89) |) — | — | (19) |) (108) | |
| NET INCOME (LOSS) ATTRIBUTABLE TO RPT | 2,672 | 760 | 944 | (1,141) |) 3,235 | |
| Preferred share dividends | (1,812) |) — | — | — | (1,812) | |
| NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS | \$860 | \$760 | \$944 | \$(1,141) |) \$1,423 | |
| EARNINGS PER COMMON SHARE ⁽⁷⁾ | | | | | | |
| Continuing operations - basic | \$0.01 | | | | \$0.02 | |
| Continuing operations - diluted | \$0.01 | | | | \$0.02 | |
| WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | | | | | | |

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| | | |
|-------------------------|--------|--------|
| Basic | 67,070 | 68,970 |
| Diluted | 67,314 | 69,214 |
| See accompanying notes. | | |

RAMCO-GERSHENSON PROPERTIES TRUST
NOTES AND ADJUSTMENTS TO PRO FORMA CONDENSED CONSOLIDATED
STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2014
(Unaudited)

(1) Represents the condensed consolidated continuing operations of the Registrant for the three months ended March 31, 2014. See the historical condensed consolidated financial statements and notes thereto presented in the Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2014.

(2) Represents the revenues and certain expenses of Bridgewater Falls for the three months ended March 31, 2014 as presented in the statement of revenues and certain expenses included in this Form 8-K.

(3) Represents the revenues and certain expenses of Woodbury Lakes for the three months ended March 31, 2014 as presented in the statement of revenues and certain expenses included in this Form 8-K.

(4) Represents the net adjustments to record tenant rents on a straight-line basis from the assumed acquisition date and the amortization of above and below market leases over the remaining term of the in-place leases.

(5) Represents the estimated depreciation and amortization of the acquired assets on a straight-line basis. Tenant improvements and the value of in-place leases are depreciated over the remaining lives of the related leases. Buildings are depreciated over the estimated remaining useful lives which are 40 years. Site improvements are depreciated over 10-30 years. Lease origination costs are amortized over the remaining useful life of the leases.

(6) Represents the increase in interest expense due to an increase in borrowing under our unsecured revolving credit facility to fund a portion of the acquisition of the Acquired Properties. The assumed interest rate on the credit facility for the period is 1.8% which is the same as the interest rate on our credit facility as of March 31, 2014. Offsetting this increase is a reduction in interest expense of \$0.1 million as a result of recording the mortgage assumed on Bridgewater Falls at fair value and amortizing the premium over the remaining life of the loan.

(7) Earnings per share is calculated in accordance with Accounting Standards Codification 260 – "Earnings per Share". The historical earnings per share amounts are the amounts reported in the Registrant's Form 10-Q for the three months ended March 31, 2014. The increase in weighted average common shares outstanding and common share equivalents outstanding relates to sale activity under our controlled equity offering program and is reflected as if the activity coincided with the acquisition of the properties on January 1, 2013 for the pro forma financial statements.

RAMCO-GERSHENSON PROPERTIES TRUST
PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

(In thousands, except per share amounts)

(Unaudited)

| | | Statements of Revenues and Certain Expenses | | | |
|---|---------------------------|--|----------------------------------|--------------------------|-------------------|
| | Historical ⁽¹⁾ | Bridgewater Falls ⁽²⁾ | Woodbury Lakes ⁽³⁾ | Pro Forma Adjustments | Pro Forma |
| REVENUE | | | | | |
| Minimum rent | \$ 124,169 | \$ 6,827 | \$ 5,739 | \$ 959 | (4) \$ 137,694 |
| Percentage rent | 209 | — | 158 | — | 367 |
| Recovery income from tenants | 40,018 | 2,402 | 2,288 | — | 44,708 |
| Other property income | 3,337 | 9 | 40 | — | 3,386 |
| Management and other fee income | 2,335 | — | — | — | 2,335 |
| TOTAL REVENUE | 170,068 | 9,238 | 8,225 | 959 | 188,490 |
| EXPENSES | | | | | |
| Real estate taxes | 23,161 | 1,030 | 2,145 | — | 26,336 |
| Recoverable operating expense | 20,194 | 1,268 | 2,024 | — | 23,486 |
| Other non-recoverable operating expense | 3,006 | — | — | — | 3,006 |
| Depreciation and amortization | 56,305 | — | — | 4,959 | (5) 61,264 |
| General and administrative expense | 22,273 | 158 | 141 | — | 22,572 |
| TOTAL EXPENSES | 124,939 | 2,456 | 4,310 | 4,959 | 136,664 |
| OPERATING INCOME | 45,129 | 6,782 | 3,915 | (4,000 |) 51,826 |
| OTHER INCOME AND EXPENSES | | | | | |
| Other expense, net | (965 |) — | — | — | (965) |
| Gain on sale of real estate | 4,279 | — | — | — | 4,279 |
| Loss from unconsolidated joint ventures | (4,759 |) — | — | — | (4,759) |
| Interest expense | (29,075 |) (3,438 |) — | (489 |) (6) (33,002) |
| Amortization of deferred financing fees | (1,447 |) — | — | — | (1,447) |
| Provision for impairment | (9,669 |) — | — | — | (9,669) |
| Deferred gain on real estate | 5,282 | — | — | — | 5,282 |
| Loss on early extinguishment of debt | (340 |) — | — | — | (340) |
| INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAX | 8,435 | 3,344 | 3,915 | (4,489 |) 11,205 |
| Income tax provision | (64 |) — | — | — | (64) |
| INCOME (LOSS) FROM CONTINUING OPERATIONS NET INCOME (LOSS) | 8,371 | 3,344 | 3,915 | (4,489 |) 11,141 |
| Net income attributable to noncontrolling partner interest | (355 |) — | — | (89 |) (444) |
| NET INCOME (LOSS) ATTRIBUTABLE TO RPT | 8,016 | 3,344 | 3,915 | (4,578 |) 10,697 |
| Preferred share dividends | (7,250 |) — | — | — | (7,250) |
| NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS | \$ 766 | \$ 3,344 | \$ 3,915 | \$(4,578 |) \$ 3,447 |

EARNINGS PER COMMON SHARE

(7)

| | | |
|---------------------------------|--------|--------|
| Continuing operations - basic | \$0.01 | \$0.06 |
| Continuing operations - diluted | \$0.01 | \$0.06 |

WEIGHTED AVERAGE COMMON
SHARES OUTSTANDING

| | | |
|---------|--------|--------|
| Basic | 59,336 | 61,236 |
| Diluted | 59,728 | 61,628 |

See accompanying notes.

RAMCO-GERSHENSON PROPERTIES TRUST
NOTES AND ADJUSTMENTS TO PRO FORMA CONDENSED CONSOLIDATED
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2013
(Unaudited)

(1) Represents the condensed consolidated continuing operations of the Registrant for the year ended December 31, 2013. Revenues and expenses related to discontinued operations are not included. See the historical consolidated financial statements and notes thereto presented in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013.

(2) Represents the revenues and certain expenses of Bridgewater Falls for the year ended December 31, 2013 as presented in the statement of revenues and certain expenses included in this Form 8-K.

(3) Represents the revenues and certain expenses of Woodbury Lakes for the year ended December 31, 2013 as presented in the statement of revenues and certain expenses included in this Form 8-K.

(4) Represents the net adjustments to record tenant rents on a straight-line basis from the assumed acquisition date over the remaining term of the in-place leases.

(5) Represents the estimated depreciation and amortization of the acquired assets on a straight-line basis. Tenant improvements and the value of in-place leases are depreciated over the remaining lives of the related leases. Buildings are depreciated over the estimated remaining useful lives which are 40 years. Site improvements are depreciated over 10-30 years.

(6) Represents the increase in interest expense due to an increase in borrowing under our unsecured revolving credit facility to fund a portion of the Bridgewater Falls acquisition. The assumed interest rate on the credit facility for the period is 1.8% which is the same as the interest rate on our credit facility as of December 31, 2013. Offsetting this increase is a reduction in interest expense of \$0.6 million as a result of recording the mortgage assumed on Bridgewater Falls at fair value and amortizing the premium over the remaining life of the loan.

(7) Earnings per share is calculated in accordance with Accounting Standards Codification 260 – "Earnings per Share," which requires the allocation of non-controlling interest between continuing and discontinued operations. The historical earnings per share amounts are the amounts reported in the Registrant's Form 10-K for the year ended December 31, 2013. The increase in weighted average common shares outstanding and common share equivalents outstanding relates to sales activity under our controlled equity offering program and is reflected as if the activity coincided with the acquisition of the properties on January 1, 2013 for the pro forma financial statements.

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 hereunto duly authorized.

RAMCO-GERSHENSON PROPERTIES TRUST

Date: July 29, 2014

By: /s/ GREGORY R. ANDREWS
Gregory R. Andrews
Chief Financial Officer and Secretary

EXHIBIT INDEX

| Exhibit | Description |
|---------|---|
| 23.1 | Consent of Independent Certified Public Accountants |