

REGENCY CENTERS CORP  
Form 10-Q/A  
August 09, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 10-Q/A**

**Amendment No. 1**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2010

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 1-12298 (Regency Centers Corporation)

Commission File Number 0-24763 (Regency Centers, L.P.)

**REGENCY CENTERS CORPORATION**

**REGENCY CENTERS, L.P.**

(Exact name of registrant as specified in its charter)

**FLORIDA (REGENCY CENTERS CORPORATION)**

**59-3191743**

**DELAWARE (REGENCY CENTERS, L.P.)**  
(State or other jurisdiction of

**59-3429602**  
(I.R.S. Employer

incorporation or organization)

identification No.)

**One Independent Drive, Suite 114**

**Jacksonville, Florida 32202**

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(Address of principal executive offices) (zip code)

(904) 598-7000

(Registrant's telephone No.)

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, and (2) has been subject to such filing requirements for the past 90 days.

**Regency Centers Corporation** YES  NO  **Regency Centers, L.P.** 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

**Regency Centers Corporation** YES  NO  **Regency Centers, L.P.** 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 12b-2 of the Exchange Act. (Check one):

**Regency Centers Corporation:**

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

**Regency Centers, L.P.:**

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company.

**Regency Centers Corporation** YES  NO  **Regency Centers, L.P.** YES  NO

The number of shares outstanding of the Regency Centers Corporation's voting common stock was 81,858,697 as of August 3, 2010.

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to the Registrants' Quarterly Reports on Form 10-Q for the quarterly period ended June 30, 2010 ( "Form 10-Q s" ) is to furnish Exhibit 101 to the Form 10-Q s in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the following materials from the Registrants' Form 10-Q s for the quarterly period ended June 30, 2010, filed with the Securities and Exchange Commission on August 6, 2010, formatted in XBRL (eXtensible Business Reporting Language):

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

No other changes have been made to the Registrants' Form 10-Q s. This Amendment No. 1 does not reflect any subsequent events occurring after the original filing date of the Form 10-Q s or modify or update in any way disclosures made in the original filings.

**Item 6. Exhibits**

In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company, its subsidiaries or other parties to the agreements. The Agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. We acknowledge that, notwithstanding the inclusion of the foregoing cautionary statements, we are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading. Additional information about the Company may be found elsewhere in this report and the Company's other public files, which are available without charge through the SEC's website at <http://www.sec.gov>.

Unless otherwise indicated below, the Commission file number to the exhibit is No. 001-12298.

**Exhibit No. Description**

4. Instruments Defining Rights of Security Holders

- (a) Second Supplemental Indenture dated as of June 2, 2010 among Regency Centers, L.P., the Company as guarantor and U.S. Bank National Association, as successor to Wachovia Bank, National Association (formerly known as First Union National Bank), as trustee (incorporated by reference to Exhibit 4.1 of Form 8-K of Regency Centers, L.P. filed June 3, 2010).

10. Material Contracts

- (a) Second Amended and Restated Credit Agreement dated as of February 12, 2007 by and among Regency Centers, L.P., the Company, each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association.\*
  - (i) First Amendment to Second Amended and Restated Credit Agreement.\*
- (b) Credit Agreement dated as of March 5, 2008 by and among Regency Centers, L.P., the Company, each of the financial institutions party thereto and Wells Fargo Bank, National Association.\*

- 31. Rule 13a-14(a)/15d-14(a) Certifications.
  - 31.1 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers Corporation.\*
  - 31.2 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers Corporation.\*
  - 31.3 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers, L.P.\*
  - 31.4 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers, L.P.\*
- 32. Section 1350 Certifications.
  - 32.1 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers Corporation.\*
  - 32.2 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers Corporation.\*
  - 32.3 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers, L.P.\*
  - 32.4 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers, L.P.\*
- 101. Interactive Data Files
  - 101.INS\*\* XBRL Instance Document
  - 101.SCH\*\* XBRL Taxonomy Extension Schema Document
  - 101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document
  - 101.DEF\*\* XBRL Taxonomy Definition Linkbase Document
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\* Filed on August 6, 2010 as an exhibit to the Registrants' Form 10-Q's for the quarterly period ended June 30, 2010.

\*\* Furnished herein.

SIGNATURE

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

Date: August 9, 2010

REGENCY CENTERS CORPORATION and REGENCY CENTERS,  
L.P.

By: */s/ Bruce M. Johnson*  
Executive Vice President and

Chief Financial Officer

*/s/ J. Christian Leavitt*  
Senior Vice President and  
Principal Accounting Officer