RAMCO GERSHENSON PROPERTIES TRUST
Form 10-K
March 10, 2008

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2007

OR

o **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 1-10093
RAMCO-GERSHENSON PROPERTIES TRUST
(Exact Name of Registrant as Specified in its Charter)

Maryland (State or Other Jurisdiction of Incorporation or Organization)	**13-6908486** (I.R.S. Employer Identification No.)
31500 Northwestern Highway **Farmington Hills, Michigan** (Address of Principal Executive Offices)	**48334** (Zip Code)

Registrant s Telephone Number, Including Area Code: 248-350-9900

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
Common Shares of Beneficial Interest, $0.01 Par Value Per Share	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No þ

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

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 þ No o

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

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):

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting Company o

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

The aggregate market value of the common equity held by non-affiliates of the registrant as of the last business day of the registrant s most recently completed second fiscal quarter (June 30, 2007) was $663,585,493.

Number of common shares outstanding as of March 5, 2008: 18,469,456

DOCUMENT INCORPORATED BY REFERENCE

Portions of the registrant s proxy statement for the annual meeting of shareholders to be held June 11, 2008 are in incorporated by reference into Part III of this Form 10-K.

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Certification of Chief Executive Officer Pursuant to Section 302
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Forward-Looking Statements

This document contains 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. These forward-looking statements represent our expectations, plans or beliefs concerning future events and may be identified by terminology such as may, will, should, believe, expect, estimate, anticipate, continue, predict or similar terms. Although forward-looking statements made in this document are based on our good-faith beliefs, reasonable assumptions and our best judgment based upon current information, certain factors could cause actual results to differ materially from those in the forward-looking statements, including: our success or failure in implementing our business strategy; economic conditions generally and in the commercial real estate and finance markets specifically; our cost of capital, which depends in part on our asset quality and our relationships with lenders and other capital providers; our business prospects and outlook; changes in governmental regulations, tax rates and similar matters; our continuing to qualify as a REIT; and other factors discussed elsewhere in this document and our other filings with the Securities and Exchange Commission (the SEC). Given these uncertainties, you should not place undue reliance on any forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements, even if new information becomes available in the future.

PART I

Item 1. *Business*

General

Ramco-Gershenson Properties Trust is a fully integrated, self-administered, publicly-traded Maryland real estate investment trust (REIT) organized on October 2, 1997. The terms Company, we, our or us refer to Ramco-Gersh Properties Trust, the Operating Partnership (defined below) and/or its subsidiaries, as the context may require. Our principal office is located at 31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan 48334. Our predecessor, RPS Realty Trust, a Massachusetts business trust, was formed on June 21, 1988 to be a diversified growth-oriented REIT. In May 1996, RPS Realty Trust acquired the Ramco-Gershenson interests through a reverse merger, including substantially all of the shopping centers and retail properties as well as the management company and business operations of Ramco-Gershenson, Inc. and certain of its affiliates. The resulting trust changed its name to Ramco-Gershenson Properties Trust and Ramco-Gershenson, Inc. s officers assumed management responsibility. The trust also changed its operations from a mortgage REIT to an equity REIT and contributed certain mortgage loans and real estate properties to Atlantic Realty Trust, an independent, newly formed liquidating REIT. In 1997, with approval from our shareholders, we changed our state of organization by terminating the Massachusetts trust and merging into a newly formed Maryland REIT.

We conduct substantially all of our business, and hold substantially all of our interests in our properties, through our operating partnership, Ramco-Gershenson Properties, L.P. (the Operating Partnership). The Operating Partnership, either directly or indirectly through partnerships or limited liability companies, holds fee title to all owned properties. We have the exclusive power to manage and conduct the business of the Operating Partnership. As of December 31, 2007, we owned approximately 86.3% of the interests in the Operating Partnership.

We are a REIT under the Internal Revenue Code of 1986, as amended (the Code), and are therefore required to satisfy various provisions under the Code and related Treasury regulations. We are generally required to distribute annually at least 90% of our REIT taxable income (as defined in the Code), excluding any net capital gain, to our shareholders. Additionally, at the end of each fiscal quarter, at least 75% of the value of our total assets must consist of real estate assets (including interests in mortgages on real property and interests in other REITs) as well as cash, cash equivalents and government securities. We are also subject to limits on the amount of certain types of securities we can hold.

Furthermore, at least 75% of our gross income for the tax year must be derived from certain sources, which include rents from real property and interest on loans secured by mortgages on real property. An additional 20% of our gross income must be derived from these same sources or from dividends and interest from any source, gains from the sale or other disposition of stock or securities or any combination of the foregoing.

Certain of our operations, including property management and asset management, are conducted through taxable REIT subsidiaries (each, a TRS). A TRS is a C corporation that has not elected REIT status and, as such, is subject to federal corporate income tax. We use the TRS format to facilitate our ability to provide certain services and conduct certain activities that are not generally considered as qualifying REIT activities.

Operations of the Company

We are a publicly-traded REIT which owns, develops, acquires, manages and leases community shopping centers (including power centers and single-tenant retail properties) and one regional mall, in the Midwestern, Southeastern and Mid-Atlantic regions of the United States. At December 31, 2007, we owned interests in 89 shopping centers, comprised of 65 community centers, 21 power centers, two single tenant retail properties, and one enclosed regional mall, totaling approximately 20.0 million square feet of gross leaseable area (GLA). We and our joint ventures partners own approximately 16.0 million square feet of such GLA, with the remaining portion owned by various anchor stores.

Shopping centers can generally be organized in five categories: convenience, neighborhood, community, regional and super regional centers. Shopping centers are distinguished by various characteristics, including center size, the number and type of anchor tenants and the types of products sold. Community shopping centers provide convenience goods and personal services offered by neighborhood centers, but with a wider range of soft and hard line goods. The community shopping center may include a grocery store, discount department store, super drug store, and several specialty stores. Average GLA of a community shopping center ranges between 100,000 and 500,000 square feet. A power center is a community shopping center that has over 500,000 square feet of GLA and includes several discount anchors of 20,000 or more square feet. These anchors typically emphasize hard goods such as consumer electronics, sporting goods, office supplies, home furnishings and home improvement goods.

Strategy

We are predominantly a community shopping center company with a focus on acquiring, developing and managing centers primarily anchored by grocery stores and nationally recognized discount department stores. We believe that centers with a grocery and/or discount component attract consumers seeking value-priced products. Since these products are required to satisfy everyday needs, customers usually visit the centers on a weekly basis. Our anchor tenants include TJ Maxx/Marshalls, Home Depot, Wal-Mart, OfficeMax, Linens n Things, Kmart, Jo-Ann, Kohl s, Lowe s Home Improvement and Target. Approximately 54% of our community shopping centers have grocery anchors, including Publix, Kroger, Winn-Dixie, Save-A-Lot and Meijer.

Our shopping centers are primarily located in major metropolitan areas in the Midwestern and Southeastern regions of the United States, although we also own and operate three centers in the Mid-Atlantic region. By focusing our energies on these markets, we have developed a thorough understanding of the unique characteristics of these trade areas. In both of our primary regions, we have concentrated a number of centers in reasonable proximity to each other in order to achieve market penetration as well as efficiencies in management, oversight and purchasing.

Our business objective and operating strategy is to increase funds from operations and cash available for distribution per share through internal and external growth. We strive to satisfy such objectives through an aggressive approach to asset management and strategic developments and acquisitions.

In our existing centers, we focus on rental and leasing strategies and the selective redevelopment of such properties. We strive to increase rental income over time through contractual rent increases and leasing and re-leasing of available space at higher rental levels, while balancing the needs for an attractive and diverse tenant mix. See Item 2, Properties for additional information on rental revenue and lease expirations. In addition, we assess each of our

centers periodically to identify renovation and expansion opportunities and proactively engage in value-enhancing activities based on tenant demands and market conditions. We also recognize the importance of customer satisfaction and spend a significant amount of resources to ensure that our centers have sufficient amenities, appealing layouts and proper maintenance.

Further, we utilize the selective development and acquisition of new shopping centers, either directly or through one or more joint venture entities. We intend to seek development opportunities in underserved, attractive

and/or expanding markets. We also seek to acquire strategically located, quality shopping centers that (i) have leases at rental rates below market rates, (ii) have potential for rental and/or occupancy increases or (iii) offer cash flow growth or capital appreciation potential. We acquire certain properties with the intent of redeveloping such centers soon after the acquisition is completed, which can increase the risks of cost overruns and project delays since we are less familiar with such centers than our existing centers which are redeveloped.

From time to time, we will sell mature properties or non-core assets which have less potential for growth or are not viable for redevelopment. We intend to redeploy the proceeds from such sales to fund development, redevelopment and acquisition activities, to repay debt and to repurchase outstanding shares.

We believe all of the foregoing strategies have been instrumental in improving our property values and funds from operations in recent years.

Developments

At December 31, 2007, we were in various stages of development on five development projects. The developments are:

The Town Center at Aquia in Stafford, Virginia involves the complete value-added redevelopment of an existing 200,000 square foot shopping center owned by us. When complete, the mixed-use asset will encompass over 725,000 square feet of retail, office and entertainment components. The construction of the first retail/office building on the site was completed during the fourth quarter of 2007 and Northrop Grumman took possession of the majority of the 100,000 square foot building. The total project cost is estimated at $189 million, of which $42.2 million had been spent as of December 31, 2007. We intend to seek a joint venture partner to invest in this property prior to its anticipated stabilization in the first half of 2011.

Northpointe Town Center in Jackson, Michigan is being developed as a 550,000 square foot combination power center and town center and will include retail, entertainment and office components. The new development will complement two of our other properties in the market. The total project cost is estimated at $74 million.

Shoppes of Lakeland II in Lakeland, Florida is being developed as a 300,000 square foot center. The project is located in central Florida in close proximity to a number of our existing centers. The estimated project cost is $54 million. We intend to seek a joint venture partner to invest in this property prior to its stabilization anticipated in 2011.

Hartland Towne Square in Hartland, Michigan is being developed through our joint venture Ramco Highland Disposition LLC. Hartland Towne Square will be developed as a 500,000 square foot power center featuring two major anchors, a department/grocery superstore and a home improvement superstore. Meijer discount department superstore chain has committed to build a 192,000 square foot superstore at the shopping center and we are currently in negotiations with a major home improvement operator as a second anchor for the project. The development is expected to also include at least three mid-box national retailers as well as a number of outlots. The total project cost is estimated at $51 million.

Rossford Pointe is a ten acre development adjacent to our Crossroads Center located in Rossford, Ohio. The estimated project cost is $8 million for this 68,000 square foot mid-box project.

We estimate the total project costs for the five development projects to be $376.1 million. As of December 31, 2007, we have spent $65 million on such developments. We intend to wholly own the Northpointe Town Center and Rossford Pointe and therefore anticipate that $82.5 million of the total project costs will be on our balance sheet upon completion of such projects. We anticipate that we will incur $55.7 million of debt to fund these projects. We own

20% of the joint venture that is developing Hartland Towne Square, and our share of the estimated $50.6 million of project costs is $10.1 million. We anticipate that the joint venture will incur $38.0 million to fund the project. We anticipate spending an additional $243.0 million for developing The Town Center at Aquia and the Shoppes of Lakeland II which we expect to be developed through joint ventures, and therefore be accounted as off-balance sheet assets, although we do not have joint venture partners to date and no assurance can be given that we will have joint venture partners on such projects. As part of our development plans for The Town Center at Aquia and the

Shoppes of Lakeland II, we anticipate the joint ventures will incur $182.3 million of debt and our partners will contribute $48.6 million of equity.

In summary, we estimate an additional $311 million will be incurred to complete the five developments, of which $276 million is anticipated be from new debt; new joint venture partner s equity will contribute $59 million. Further, we anticipate the new joint venture partners will reimburse us $24 million in development cost we have incurred in connection with these projects.

Asset Management

During 2007, the improvement of core shopping centers remained a vital part of our business plan. We continued to identify opportunities within our portfolio to add value. In 2007, we commenced the following redevelopment projects:

Joint Ventures

Troy Marketplace in Troy, Michigan. A joint venture in which we have a 30% ownership interest purchased vacant shopping center space adjacent to a shopping center currently owned by such joint venture. The joint venture plans on re-tenanting the space with LA Fitness and additional mid-box uses previously occupied by Home Expo and constructing a new outlot building.

Paulding Pavilion in Hiram, Georgia is part of a joint venture in which we have a 20% ownership interest. Our redevelopment plans for this center include the re-tenanting and expanding space formerly occupied by Publix with Sports Authority and Staples and the construction of a 4,000 square foot outlot.

Old Orchard in West Bloomfield, Michigan is owned by a joint venture in which we have a 30% ownership interest. Our redevelopment plans for this center include re-tenanting and expanding space formerly occupied by Farmer Jack with a gourmet grocer, addition of an outlot and façade and structural improvements.

Collins Pointe Plaza in Cartersville, Georgia is part of a joint venture in which we have a 20% ownership interest. Our redevelopment plans include re-tenanting and expanding space formerly occupied by a Winn-Dixie store and constructing additional outlot and small shop retail space.

Wholly-Owned

West Allis Towne Centre in West Allis, Wisconsin. Our redevelopment plans include building additional retail space, adding two outlots and upgrading the facade.

Oakbrook Square in Flint, Michigan. Hobby Lobby executed a lease for 55,000 square feet of space. We also intend to replace vacancy and to build-out additional space.

At December 31, 2007, we have five additional value-added redevelopment projects in process, including two projects owned by joint ventures.

We estimate the total project costs of the 11 redevelopment projects in process to be $52.7 million. For the five redevelopment projects at our wholly owned, consolidated properties, we estimate project costs of $19.1 million of which $0.7 million has been spent as of December 31, 2007. For the six redevelopment projects at properties held by joint ventures, we estimate off-balance sheet project costs of $33.6 million (our share is estimated to be $8.6 million) of which $9.0 million has been spent as of December 31, 2007 (our share is $2.3 million).

While we anticipate redevelopments will be accretive upon completion, a majority of the projects will require taking some retail space off-line to accommodate the new/expanded tenancies. These measures will result in the loss of minimum rents and recoveries from tenants for those spaces removed from our pool of leasable space. Based on the sheer number of value-added redevelopments that will be in process in 2008, the revenue loss will create a short-term negative impact on net operating income and FFO. The majority of the projects are expected to stabilize by the end of 2009.

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Dispositions

In March 2007, we sold our ownership interests in Chester Springs and in July 2007, we sold our ownership interests in Paulding Pavilion to joint ventures in which we have a 20% ownership interest. In June 2007, we also sold Kissimmee West Shopping Center and Shoppes of Lakeland to a joint venture which we have a 7% ownership interest. In connection with the sale of these four centers to the joint ventures, we recognized a gain of $30.1 million. In late December 2007, we sold our Mission Bay shopping center on the installment method of accounting to a joint venture in which we have a 30% ownership interest. We did not realize a gain in 2007 for the sale of Mission Bay, but will realize a gain on the sale of approximately $11.7 million in 2008.

We are currently negotiating the sale of a limited number of stabilized, core portfolio assets with an approximate value of $260 million to a new joint venture. Proceeds from this transaction will be used to fund our business plan for 2008 and 2009, as well as pay down debt.

Acquisitions

In 2007, we acquired approximately $218.4 million in real estate assets from third parties for our various joint ventures. In addition, we sold five of our shopping centers to these partnerships generating approximately $74.7 million in proceeds, which was used to reduce debt and fund our co-investment obligations.

After an in-depth analysis of our business plan going forward, we intend to de-emphasize our acquisition program as a significant driver of growth. Acquisitions are planned to be more opportunistic in nature and the volume of these purchases will be substantially less than in 2007.

Joint Ventures

In addition to the properties we sold to our joint ventures noted in Dispositions, our joint ventures acquired additional properties in 2007.

Joint ventures in which we have a 30% ownership interest acquired the following properties:

January -	Cocoa Commons
March -	Cypress Point
August -	Old Orchard Center

Joint ventures in which we have a 20% ownership interest acquired the following properties:

February -	Peachtree Hill
October -	The Shops on Lane Avenue and Upper Arlington 450 LLC
July -	Paulding Pavilion
December -	Olentangy Plaza and Market Plaza

In July 2007, a joint venture in which we have a 7% ownership interest acquired Nora Plaza.

Wholly-Owned

In April 2007, we acquired the remaining 80% interest in Ramco Jacksonville LLC, an entity that was formed to develop a shopping center in Jacksonville, Florida.

Formation of New Unconsolidated Joint Ventures

In June 2007, we formed Ramco Highland Disposition LLC, a joint venture with Hartland Realty Partners LLC to develop Hartland Towne Square. We own 20% of the joint venture and our joint venture partner owns 80%.

In June 2007, we also formed Ramco HHF KL LLC, a joint venture with a discretionary fund managed by Heitman LLC to acquire Kissimmee West Shopping Center and Shoppes of Lakeland. We own 7% of the joint venture and our joint venture partner owns 93%.

In July 2007, we formed Ramco HHF NP LLC, a joint venture with a discretionary fund managed by Heitman LLC to specifically acquire Nora Plaza located in Indianapolis, Indiana. We own 7% of the joint venture and our joint venture partner owns 93%.

In September 2007, we formed Ramco Jacksonville North Industrial LLC, a joint venture formed to develop land adjunct to our River City Marketplace shopping center. We own 5% of the joint venture and our joint venture partner owns 95%. As of December 31, 2007, the joint venture has $0.7 million of variable rate debt.

Competition

See page 9 of Item 1A. Risk Factors for a description of competitive conditions in our business.

Environmental Matters

See pages 13-14 of Item 1A. Risk Factors for a description of environmental risks for our business.

Employment

As of December 31, 2007, we had 123 full time corporate employees and 24 full time on-site shopping center maintenance personnel. None of our employees is represented by a collective bargaining unit. We believe that our relations with our employees are good.

Available Information

All reports we electronically file with, or furnish to, the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to such reports, are available on our website at www.rgpt.com, as soon as reasonably practicable after we electronically file such reports with, or furnish those reports to, the SEC. Our Corporate Governance Guidelines, Code of Business Conduct and Ethics and Board of Trustees committee charters also are available at the same location on our website.

Shareholders may request free copies of these documents from:

Ramco-Gershenson Properties Trust
Attention: Investor Relations
31500 Northwestern Highway
Suite 300
Farmington Hills, MI 48334

Item 1A. ***Risk Factors***

You should carefully consider each of the risks and uncertainties described below and elsewhere in this Annual Report on Form 10-K, as well as any amendments or updates reflected in subsequent filings with the SEC. We believe these risks and uncertainties, individually or in the aggregate, could cause our actual results to differ materially from expected and historical results and could materially and adversely affect our business operations, results of operations and financial condition. Further, additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our results and business operations.

Business Risks

Adverse market conditions and tenant bankruptcies could adversely affect our revenues.

The economic performance and value of our real estate assets are subject to all the risks associated with owning and operating real estate, including risks related to adverse changes in national, regional and local economic and market conditions. Our current properties are located in 13 states in the Midwestern, Southeastern and Mid-Atlantic regions of the United States. The economic condition of each of our markets may be dependent on one or more industries. An economic downturn in one of these industries may result in a business downturn for existing tenants, and as a result, these tenants may fail to make rental payments, decline to extend leases upon expiration, delay lease

commencements or declare bankruptcy. In addition, we may have difficulty finding new tenants during economic downturns.

Any tenant bankruptcies, leasing delays or failure to make rental payments when due could result in the termination of the tenant s lease and could cause material losses to us and adversely impact our operating results, unless we are able to re-let the vacant space or negotiate lease cancellation income. If our properties do not generate sufficient income to meet our operating expenses, including future debt service, our business and results of operations would be adversely affected.

The retail industry has experienced some financial difficulties during the past few years and certain local, regional and national retailers have filed for protection under bankruptcy laws. Any bankruptcy filings by or relating to one of our tenants or a lease guarantor is likely to delay our efforts to collect pre-bankruptcy debts and could ultimately preclude full collection of these sums. If a lease is assumed by the tenant in bankruptcy, all pre-bankruptcy balances due under the lease must be paid to us in full. However, if a lease is rejected by a tenant in bankruptcy, we would have only a general unsecured claim for damages. Any unsecured claim we hold may be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. It is possible that we may recover substantially less than the full value of any unsecured claims we hold, if at all, which may adversely affect our operating results and financial condition.

If any of our anchor tenants becomes insolvent, suffers a downturn in business or decides not to renew its lease, it may adversely impact our business at such center. In addition, a lease termination by an anchor tenant or a failure of an anchor tenant to occupy the premises could result in lease terminations or reductions in rent by some of our non-anchor tenants in the same shopping center pursuant to the terms of their leases. In that event, we may be unable to re-let the vacated space.

Similarly, the leases of some anchor tenants may permit them to transfer their leases to other retailers. The transfer to a new anchor tenant could cause customer traffic in the retail center to decrease, which would reduce the income generated by that retail center. In addition, a transfer of a lease to a new anchor tenant could also give other tenants the right to make reduced rental payments or to terminate their leases with us.

Concentration of our credit risk could reduce our operating results.

Several of our tenants represent a significant portion of our leasing revenues. As of December 31, 2007, we received 3.6% of our annualized base rent from TJ Maxx/Marshalls and 2.9% of our annualized base rent from Publix. Three other tenants each represented at least 2.0% of our total annualized base rent. The concentration in our leasing revenue from a small number of tenants creates the risk that, should these tenants experience financial difficulties, our operating results could be adversely affected.

REIT distribution requirements limit our available cash.

As a REIT, we are subject to annual distribution requirements which limit the amount of cash we retain for other business purposes, including amounts to fund our growth. We generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain, in order for our distributed earnings not to be subject to corporate income tax. We intend to make distributions to our shareholders to comply with the requirements of the Code. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the 90% distribution requirement.

Our inability to successfully identify or complete suitable acquisitions and new developments would adversely affect our results of operations.

Integral to our business strategy is our ability to continue to acquire and develop new properties. We may not be successful in identifying suitable real estate properties that meet our acquisition criteria and are compatible with our growth strategy or in consummating acquisitions or investments on satisfactory terms. We may not be successful in identifying suitable areas for new development, negotiating for the acquisition of the land, obtaining required permits and authorizations, or completing developments within our budgets and on a timely basis or leasing any

newly-developed space. If we fail to identify or complete suitable acquisitions or developments on a timely basis and within our budget, our financial condition and results of operations could be adversely affected and our growth could slow.

Our redevelopment projects may not yield anticipated returns, which would adversely affect our operating results.

A key component of our business strategy is exploring redevelopment opportunities at existing properties within our portfolio and in connection with property acquisitions. To the extent that we engage in these redevelopment activities, they will be subject to the risks normally associated with these projects, including, among others, cost overruns and timing delays as a result of the lack of availability of materials and labor, weather conditions and other factors outside of our control. Any substantial unanticipated delays or expenses could adversely affect the investment returns from these redevelopment projects and adversely impact our operating results.

We face competition for the acquisition and development of real estate properties, which may impede our ability to grow our operations or may increase the cost of these activities.

We compete with many other entities for the acquisition of retail shopping centers and land that is appropriate for new developments, including other REITs, private institutional investors and other owner-operators of shopping centers. These competitors may increase the price we pay to acquire properties or may succeed in acquiring those properties themselves. In addition, the sellers of properties we wish to acquire may find our competitors to be more attractive buyers because they may have greater resources, may be willing to pay more, or may have a more compatible operating philosophy. In particular, larger REITs may enjoy significant competitive advantages that result from, among other things, a lower cost of capital. In addition, the number of entities and the amount of funds competing for suitable properties may increase. This would increase demand for these properties and therefore increase the prices paid for them. If we pay higher prices for properties or are unable to acquire suitable properties at reasonable prices, our ability to grow may be adversely affected.

Competition may affect our ability to renew leases or re-let space on favorable terms and may require us to make unplanned capital improvements.

We face competition from similar retail centers within the trade areas in which our centers operate to renew leases or re-let space as leases expire. Some of these competing properties may be newer and better located or have a better tenant mix than our properties, which would increase competition for customer traffic and creditworthy tenants. We may not be able to renew leases or obtain replacement tenants as leases expire, and the terms of renewals or new leases, including the cost of required renovations or concessions to tenants, may be less favorable to us than current lease terms. Increased competition for tenants may also require us to make capital improvements to properties which we would not have otherwise planned to make. In addition, we and our tenants face competition from alternate forms of retailing, including home shopping networks, mail order catalogues and on-line based shopping services, which may limit the number of retail tenants that desire to seek space in shopping center properties generally and may decrease revenues of existing tenants. If we are unable to re-let substantial amounts of vacant space promptly, if the rental rates upon a renewal or new lease are significantly lower than expected, or if reserves for costs of re-letting prove inadequate, then our earnings and cash flows will decrease.

We may be restricted from re-letting space based on existing exclusivity lease provisions with some of our tenants.

In a number of cases, our leases contain provisions giving the tenant the exclusive right to sell clearly identified types of merchandise or provide specific types of services within the particular retail center or limit the ability of other tenants to sell that merchandise or provide those services. When re-letting space after a vacancy, these provisions may limit the number and types of prospective tenants suitable for the vacant space. If we are unable to re-let space on

satisfactory terms, our operating results would be adversely impacted.

We hold investments in joint ventures in which we do not control all decisions, and we may have conflicts of interest with our joint venture partners.

As of December 31, 2007, 31 of our shopping centers were partially owned by non-affiliated partners through joint venture arrangements, none of which we have a controlling interest in. We do not control all decisions in our joint ventures and may be required to take actions that are in the interest of the joint venture partners but not our best interests. Accordingly, we may not be able to favorably resolve any issues which arise, or we may have to provide financial or other inducements to our joint venture partners to obtain such resolution.

Various restrictive provisions and rights govern sales or transfers of interests in our joint ventures. These may work to our disadvantage because, among other things, we may be required to make decisions as to the purchase or sale of interests in our joint ventures at a time that is disadvantageous to us.

Bankruptcy of our joint venture partners could adversely affect us.

We could be adversely affected by the bankruptcy of one of our joint venture partners. The profitability of shopping centers held in a joint venture could also be adversely affected by the bankruptcy of one of the joint venture partners if, because of certain provisions of the bankruptcy laws, we were unable to make important decisions in a timely fashion or became subject to additional liabilities.

Rising operating expenses could adversely affect our operating results.

Our properties are subject to increases in real estate and other tax rates, utility costs, insurance costs, repairs and maintenance and administrative expenses. Our current properties and any properties we acquire in the future may be subject to rising operating expenses, some or all of which may be out of our control. If any property is not fully occupied or if revenues are not sufficient to cover operating expenses, then we could be required to expend funds for that property s operating expenses. In addition, while most of our leases require that tenants pay all or a portion of the applicable real estate taxes, insurance and operating and maintenance costs, renewals of leases or future leases may not be negotiated on these terms, in which event we will have to pay those costs. If we are unable to lease properties on a basis requiring the tenants to pay all or some of these costs, or if tenants fail to pay such costs, it could adversely affect our operating results.

The illiquidity of our real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties, which could adversely impact our financial condition.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any property for the price and other terms we seek, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to complete the sale of a property. We may be required to expend funds to correct defects or to make improvements before a property can be sold, and we cannot assure you that we will have funds available to correct those defects or to make those improvements. These factors and any others that would impede our ability to respond to adverse changes in the performance of our properties could significantly adversely affect our financial condition and operating results.

If we suffer losses that are not covered by insurance or that are in excess of our insurance coverage limits, we could lose invested capital and anticipated profits.

Catastrophic losses, such as losses resulting from wars, acts of terrorism, earthquakes, floods, hurricanes, tornadoes or other natural disasters, pollution or environmental matters, generally are either uninsurable or not economically insurable, or may be subject to insurance coverage limitations, such as large deductibles or co-payments. Although we currently maintain all risk replacement cost insurance for our buildings, rents and personal property, commercial general liability insurance and pollution and environmental liability insurance, our insurance coverage may be inadequate if any of the events described above occurred to, or caused the destruction of,

one or more of our properties. Under that scenario, we could lose both our invested capital and anticipated profits from that property.

Capitalization Risks

We have substantial debt obligations, including variable rate debt, which may impede our operating performance and put us at a competitive disadvantage.

Required repayments of debt and related interest can adversely affect our operating performance. As of December 31, 2007, we had $690.8 million of outstanding indebtedness, of which $187.5 million bore interest at a variable rate, and we had the ability to borrow an additional $38.8 million under our existing Unsecured Revolving Credit Facility (taking into account the impact of our interest rate swap agreements) and to increase the availability under our Unsecured Revolving Credit Facility by up to $100 million under terms of the Credit Facility. Increases in interest rates on our existing indebtedness would increase our interest expense, which could adversely affect our cash flow and our ability to pay dividends. For example, if market rates of interest on our variable rate debt outstanding as of December 31, 2007 increased by 1.0%, the increase in interest expense on our existing variable rate debt would decrease future earnings and cash flows by approximately $1.1 million annually.

The amount of our debt may adversely affect our business and operating results by:

- requiring us to use a substantial portion of our funds from operations to pay interest, which reduces the amount available for dividends and working capital;
- placing us at a competitive disadvantage compared to our competitors that have less debt;
- making us more vulnerable to economic and industry downturns and reducing our flexibility to respond to changing business and economic conditions;
- limiting our ability to borrow more money for operations, working capital or to finance acquisitions in the future; and
- limiting our ability to refinance or repay debt obligations when they become due.

Subject to compliance with the financial covenants in our borrowing agreements, our management and Board of Trustees have discretion to increase the amount of our outstanding debt at any time. We could become more highly leveraged, resulting in an increase in debt service costs that could adversely affect our cash flow and the amount available for distribution to our shareholders. If we increase our debt, we may also increase the risk of default on our debt.

Because we must annually distribute a substantial portion of our income to maintain our REIT status, we will continue to need additional debt and/or equity capital to grow.

In general, we must annually distribute at least 90% of our REIT taxable income, excluding net capital gain, to our shareholders to maintain our REIT status. As a result, those earnings will not be available to fund acquisition, development or redevelopment activities. We have historically funded acquisition, development and redevelopment activities by:

- retaining cash flow that we are not required to distribute to maintain our REIT status;

- borrowing from financial institutions;
- selling assets that we do not believe present the potential for significant future growth or that are no longer compatible with our business plan;
- selling common shares and preferred shares; and
- entering into joint venture transactions with third parties.

We expect to continue to fund our acquisition, development and redevelopment activities in this way. Our failure to obtain funds from these sources could limit our ability to grow, which could have a material adverse effect on the value of our securities.

Our financial covenants may restrict our operating or acquisition activities, which may adversely impact our financial condition and operating results.

The financial covenants contained in our mortgages and debt agreements reduce our flexibility in conducting our operations and create a risk of default on our debt if we cannot continue to satisfy them. The mortgages on our properties contain customary negative covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. In addition, if we breach covenants in our debt agreements, the lender can declare a default and require us to repay the debt immediately and, if the debt is secured, can ultimately take possession of the property securing the loan.

In particular, our outstanding Credit Facility and our Secured Term Loan contain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including limitations on the ratio of total liabilities to assets and minimum fixed charge coverage and tangible net worth ratios. Our ability to borrow under our Credit Facility is subject to compliance with these financial and other covenants. We rely in part on borrowings under our Credit Facility to finance acquisition, development and redevelopment activities and for working capital. If we are unable to borrow under our Credit Facility or to refinance existing indebtedness, our financial condition and results of operations would likely be adversely impacted.

Mortgage debt obligations expose us to increased risk of loss of property, which could adversely affect our financial condition.

Incurring mortgage debt increases our risk of loss because defaults on indebtedness secured by properties may result in foreclosure actions by lenders and ultimately our loss of the related property. We have entered into mortgage loans which are secured by multiple properties and contain cross-collateralization and cross-default provisions. Cross-collateralization provisions allow a lender to foreclose on multiple properties in the event that we default under the loan. Cross-default provisions allow a lender to foreclose on the related property in the event a default is declared under another loan. For federal income tax purposes, a foreclosure of any of our properties would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure but would not receive any cash proceeds.

Tax Risks

Our failure to qualify as a REIT would result in higher taxes and reduced cash available for our shareholders.

We believe that we currently operate in a manner so as to qualify as a REIT for federal income tax purposes. Our continued qualification as a REIT will depend on our satisfaction of certain asset, income, investment, organizational, distribution, shareholder ownership and other requirements on a continuing basis. Our ability to satisfy the asset tests depends upon our analysis of the fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and asset requirements also depends upon our ability to manage successfully the composition of our income and assets on an ongoing basis. Moreover, the proper classification of an instrument as debt or equity for federal income tax purposes may be uncertain in some circumstances, which could affect the application of the REIT qualification requirements. Accordingly, there can be no assurance that the IRS will not contend that our interests in subsidiaries or other issuers constitute a violation of the REIT requirements. Moreover, future economic, market, legal, tax or other considerations may cause us to fail to qualify as a REIT.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and distributions to shareholders

would not be deductible by us in computing our taxable income. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of, and trading prices for, our common shares. Unless entitled to relief under certain Code provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify as a REIT.

We have been the subject of IRS examinations for prior years. With respect to the IRS examination of our taxable years ended December 31, 1991 through December 31, 1995, we entered into a closing agreement with the IRS on December 4, 2003. Pursuant to the terms of the closing agreement, we agreed, among other things, to pay deficiency dividends, and we consented to the assessment and collection of tax deficiencies and to the assessment and collection of interest on such tax deficiencies and deficiency dividends. All amounts assessed by the IRS to date have been paid. We have advised the relevant taxing authorities for the state and local jurisdictions where we conducted business during the taxable years ended December 31, 1991 through December 31, 1995 of the terms of the closing agreement. We believe that our exposure to state and local tax, penalties, interest and other miscellaneous expenses will not exceed $1.4 million as of December 31, 2007. It is our belief that any liability for state and local tax, penalties, interest and other miscellaneous expenses that may exist with respect to the taxable years ended December 31, 1991 through December 31, 1995 will be covered under a Tax Agreement that we entered into with Atlantic Realty Trust (Atlantic) and/or Kimco SI 1339, Inc. (formerly known as SI 1339, Inc.), its successor in interest. However, no assurance can be given that Atlantic or Kimco SI, 1339, Inc. will reimburse us for future amounts paid in connection with our taxable years ended December 31, 1991 through December 31, 1995. See Note 21 of the Notes to the Consolidated Financial Statements in Item 8.

Even if we qualify as a REIT, we may be subject to various federal income and excise taxes, as well as state and local taxes.

Even if we qualify as a REIT, we may be subject to federal income and excise taxes in various situations, such as if we fail to distribute all of our REIT taxable income. We also will be required to pay a 100% tax on non-arm s length transactions between us and a TRS (described below) and on any net income from sales of property that the IRS successfully asserts was property held for sale to customers in the ordinary course. Additionally, we may be subject to state or local taxation in various state or local jurisdictions, including those in which we transact business. The state and local tax laws may not conform to the federal income tax treatment. Any taxes imposed on us would reduce our operating cash flow and net income.

Legislative or other actions affecting REITs could have a negative effect on us.

The rules dealing with federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the United States Treasury Department. Changes to tax laws, which may have retroactive application, could adversely affect our shareholders or us. We cannot predict how changes in tax laws might affect our shareholders or us.

We are subject to various environmental laws and regulations which govern our operations and which may result in potential liability.

Under various Federal, state and local laws, ordinances and regulations relating to the protection of the environment (Environmental Laws), a current or previous owner or operator of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances disposed, stored, released, generated, manufactured or discharged from, on, at, onto, under or in such property. Environmental Laws often impose such liability without regard to whether the owner or operator knew of, or was responsible for, the presence or release of such hazardous or toxic substance. The presence of such substances, or the failure to properly remediate such substances when present, released or discharged, may adversely affect the owner s ability to sell or rent such property or to borrow using such property as collateral. The cost of any required remediation and the liability of the owner or operator therefore as to any property is generally not limited under such Environmental Laws and could exceed the value of the property and/or the aggregate assets of the owner or operator. Persons who arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the cost of removal or remediation of such substances at a disposal or treatment facility, whether or not such facility is owned or operated by such persons. In addition to any action required by

Federal, state or local authorities, the presence or release of hazardous or toxic substances on or from any property could result in private plaintiffs bringing claims for personal injury or other causes of action.

In connection with ownership (direct or indirect), operation, management and development of real properties, we may be potentially liable for remediation, releases or injury. In addition, Environmental Laws impose on owners or operators the requirement of ongoing compliance with rules and regulations regarding business-related activities that

may affect the environment. Such activities include, for example, the ownership or use of transformers or underground tanks, the treatment or discharge of waste waters or other materials, the removal or abatement of asbestos-containing materials (ACMs) or lead-containing paint during renovations or otherwise, or notification to various parties concerning the potential presence of regulated matters, including ACMs. Failure to comply with such requirements could result in difficulty in the lease or sale of any affected property and/or the imposition of monetary penalties, fines or other sanctions in addition to the costs required to attain compliance. Several of our properties have or may contain ACMs or underground storage tanks; however, we are not aware of any potential environmental liability which could reasonably be expected to have a material impact on our financial position or results of operations. No assurance can be given that future laws, ordinances or regulations will not impose any material environmental requirement or liability, or that a material adverse environmental condition does not otherwise exist.

Item 1B. ***Unresolved Staff Comments.***

None.

Item 2. ***Properties.***

For all tables in this Item 2, Annualized Base Rental Revenue is equal to December 2007 base rental revenue multiplied by 12.

The properties in which we own interests are located in 13 states throughout the Midwestern, Southeastern and Mid-Atlantic regions of the United States as follows:

State	Number of Properties	Annualized Base Rental Revenue At December 31, 2007	Company Owned GLA
Michigan	35	$ 63,792,508	6,606,977
Florida	25	48,679,248	4,296,970
Georgia	9	8,393,319	1,188,433
Ohio	7	12,627,259	1,208,297
Tennessee	3	2,915,996	497,635
Wisconsin	2	3,521,493	502,354
Indiana	2	5,033,223	419,628
New Jersey	1	3,181,482	224,153
Virginia	1	2,136,523	218,145
Illinois	1	1,906,020	162,705
Maryland	1	1,812,563	251,511
South Carolina	1	1,424,758	241,231
North Carolina	1	1,151,663	211,524
Total	89	$ 156,576,055	16,029,563

The above table includes 31 properties owned by joint ventures in which we do not have a controlling interest.

Our properties, by type of center, consist of the following:

Type of Tenant	Number of Properties	Annualized Base Rental Revenues At December 31, 2007	Company Owned GLA
Community shopping centers	88	$ 153,005,951	15,629,296
Enclosed regional mall	1	3,570,104	400,267
Total	89	$ 156,576,055	16,029,563

See Note 24 of the Notes to the Consolidated Financial Statements in Item 8 for a description of the encumbrances on each property. Additional information regarding the Properties is included in the Property Schedule on the following pages.

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Property Summary
As of December 31, 2007

Year Constructed / Acquired / Year of Latest Renovation	Number of	Total Shopping Center GLA:					Company Owned GLA		
		Anchors:							
or Expansion(1)	Units	Non-Company Owned	Company Owned	Total Anchor GLA	Non-Anchor GLA	Total	Total	Leased	Oc
1992/2002/NA	33		42,112	42,112	67,200	109,312	109,312	88,912	
1959/1996/2002	22		61,166	61,166	62,444	123,610	123,610	118,960	
1982/1996/2003	14	32,680	102,027	134,707	32,680	167,387	134,707	132,794	
1983/1997/NA	32		35,768	35,768	70,105	105,873	105,873	83,323	
1979/2004/NA	48		193,967	193,967	137,529	331,496	331,496	313,145	
1998/2003/NA	16		37,888	37,888	24,150	62,038	62,038	60,638	
2005/2005/NA	63	342,501	282,087	624,588	204,749	829,337	486,836	463,054	
1980/1998/NA	22		70,948	70,948	65,699	136,647	136,647	130,347	
1978/1998/NA	19		31,700	31,700	64,875	96,575	96,575	71,468	

1988/2002/NA	35		42,112	42,112	77,980	120,092	120,092	115,382
1987/1997/NA	24		125,141	125,141	61,355	186,496	186,496	172,195
	328	375,181	1,024,916	1,400,097	868,766	2,268,863	1,893,682	1,750,218
1997/2004/NA	14		51,420	51,420	35,328	86,748	86,748	75,960
1978/1998/NA	15		138,915	138,915	31,560	170,475	170,475	170,475
1996/2002/NA	22		47,955	47,955	49,046	97,001	97,001	87,686
1984/1997/NA	20		100,244	100,244	37,040	137,284	137,284	128,384
1993/2004/NA	36		199,555	199,555	95,000	294,555	294,555	267,136
	107		538,089	538,089	247,974	786,063	786,063	729,641
2000/1999/NA	7	533,659	64,298	597,957	26,238	624,195	90,536	90,536
2004/2004/NA	12	103,316		103,316	42,981	146,297	42,981	42,981
1992/2003/NA	14	112,000	65,735	177,735	69,595	247,330	135,330	109,030
1977/1996/2002	10		55,175	55,175	69,771	124,946	124,946	99,281
1985/1996/NA	12		50,262	50,262	51,149	101,411	101,411	79,196

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Year Constructed / cquired / Year of Latest Renovation r Expansion(1)	Number of Units	Total Shopping Center GLA: Anchors: Non-Company Owned	Company Owned	Total Anchor GLA	Non-Anchor GLA	Total	Company Owned GL Total	Leased	C
1990/1996/2001	16	117,777	117,972	235,749	51,704	287,453	169,676	161,459	
1990/1996/2001	16	209,272	23,524	232,796	62,233	295,029	85,757	79,993	
1987/2003/NA	22	175,830	56,586	232,416	80,922	313,338	137,508	111,208	
1977/1996/NA	8		52,784	52,784	23,915	76,699	76,699	71,735	
2005/2004/NA	15		351,981	351,981	40,188	392,169	392,169	387,669	
1967/1996/2002	65	254,242	222,468	476,710	177,799	654,509	400,267	382,005	
1996/1996/1999	5		194,484	194,484	15,837	210,321	210,321	210,321	
1988/1996//NA	18	101,909	122,390	224,299	61,265	285,564	183,655	166,263	
1977/1996/NA	9		114,574	114,574	14,878	129,452	129,452	125,932	
1996/2003/NA	21	126,842	258,638	385,480	89,015	474,495	347,653	341,959	
1988/2003/NA	20		90,831	90,831	43,032	133,863	133,863	123,259	
1965/1997/2000	15		167,830	167,830	59,258	227,088	227,088	215,039	

1975/1996/2005	15		126,425	126,425	59,943	186,368	186,368	186,368
1963/1996/2004	9		206,747	206,747	40,221	246,968	246,968	246,968
2007/NA/NA	4				13,197	13,197	13,197	13,197
1969/1996/2003	14		128,340	128,340	37,660	166,000	166,000	165,100
1970/1996/2006	1		102,513	102,513		102,513	102,513	102,513
1968/1996/2003	21		479,869	479,869	43,542	523,411	523,411	523,411
1979/1996/2004	8		215,251	215,251	30,616	245,867	245,867	245,867
1986/1996/2000	30	221,140	90,753	311,893	77,201	389,094	167,954	164,638
	387	1,955,987	3,359,430	5,315,417	1,282,160	6,597,577	4,641,590	4,445,928
1989/1997/1995	20		168,659	168,659	42,865	211,524	211,524	206,449
	20		168,659	168,659	42,865	211,524	211,524	206,449

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Year onstructed / quired / Year of Latest Renovation Expansion(1)	Number of Units	Total Shopping Center GLA: Anchors: Non-Company Owned	Company Owned	Total Anchor GLA	Non-Anchor GLA	Total	Company Owned GLA Total	Leased	Oc
2001/2001/NA	22	126,200	255,091	381,291	99,054	480,345	354,145	349,245	
1994/1996/NA	1		22,930	22,930		22,930	22,930	22,930	
2006/2005/NA	4		41,077	41,077	3,200	44,277	44,277	44,277	
987/1996/2005	28	384,770	110,691	495,461	101,126	596,587	211,817	202,955	
990/1996/2003	17	90,921	107,584	198,505	37,026	235,531	144,610	118,670	
	72	601,891	537,373	1,139,264	240,406	1,379,670	777,779	738,077	
989/1997/2005	14		207,454	207,454	33,777	241,231	241,231	238,475	
	14		207,454	207,454	33,777	241,231	241,231	238,475	
988/1997/2005	20		130,373	130,373	35,620	165,993	165,993	131,495	
1989/1997/NA	11		273,535	273,535	29,933	303,468	303,468	303,468	
1999/1999/NA	2		23,500	23,500	4,674	28,174	28,174	28,174	
	33		427,408	427,408	70,227	497,635	497,635	463,137	
992/2000/2000	18	132,995	144,685	277,680	64,274	341,954	208,959	185,551	

	18	132,995	144,685	277,680	64,274	341,954	208,959	185,551
	979	3,066,054	6,408,014	9,474,068	2,850,449	12,324,517	9,258,463	8,757,476
1983/2007/NA	22		94,500	94,500	64,185	158,685	158,685	152,706
2005/2005/NA	17	184,600	67,000	251,600	48,586	300,186	115,586	115,586
1981/2005/NA	48		116,469	116,469	129,911	246,380	246,380	210,816
1981/2005/NA	14		291,432	291,432	39,673	331,105	331,105	331,105
1989/2004/NA	56		159,147	159,147	113,719	272,866	272,866	265,360
1989/2001/NA	44		42,112	42,112	81,500	123,612	123,612	116,832
1985/1996/NA	22	123,400	122,441	245,841	66,447	312,288	188,888	188,888

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Year Constructed / Acquired / Year of Latest Renovation	Number of	Total Shopping Center GLA:						Company Owned GLA	
		Anchors:							
or Expansion(1)	Units	Non-Company Owned	Company Owned	Total Anchor GLA	Non-Anchor GLA	Total	Total	Leased	Oc
1996/2004/NA	3		92,979	92,979		92,979	92,979	92,979	
1986/2005/NA	39		42,112	42,112	113,640	155,752	155,752	150,152	
1989/2004/NA	27		64,504	64,504	76,088	140,592	140,592	130,380	
1998/2004/NA	9		87,072	87,072	22,689	109,761	109,761	109,761	
1965/2005/NA	19		81,801	81,801	74,435	156,236	156,236	156,236	
	320	308,000	1,261,569	1,569,569	830,873	2,400,442	2,092,442	2,020,801	
1986/2007/NA	35		85,772	85,772	63,461	149,233	149,233	123,633	
	35		85,772	85,772	63,461	149,233	149,233	123,633	
1970/2004/NA	48	80,000	69,504	149,504	209,658	359,162	279,162	264,538	
1958/2007/2002	25	123,800	58,144	181,944	82,322	264,266	140,466	130,147	
	73	203,800	127,648	331,448	291,980	623,428	419,628	394,685	

1974/1996/NA	18		176,376	176,376	75,135	251,511	251,511	251,511
	18		176,376	176,376	75,135	251,511	251,511	251,511
1980/2005/NA	15		122,406	122,406	43,138	165,544	165,544	153,160
1988/2005/NA	36		194,236	194,236	163,066	357,302	357,302	344,315
2000/2005/NA	14	352,641	241,850	594,491	33,700	628,191	275,550	269,550
1987/1996/2003	11				19,410	19,410	19,410	15,810
1998/2001/NA	14		59,889	59,889	35,200	95,089	95,089	92,489
1980/2005/NA	16		224,356	224,356	89,309	313,665	313,665	293,146
	106	352,641	842,737	1,195,378	383,823	1,579,201	1,226,560	1,168,470
1970/1996/1999	42		81,760	81,760	142,393	224,153	224,153	213,931
	42		81,760	81,760	142,393	224,153	224,153	213,931

Year Constructed / Acquired / Year of Latest Renovation	Number of	Total Shopping Center GLA:					Company Ov	
		Anchors:						
or Expansion(1)	Units	Non-Company Owned	Company Owned	Total Anchor GLA	Non-Anchor GLA	Total	Total	Le
1981/2007/1997	42		120,098	120,098	133,232	253,330	253,330	
1952/2007/2004	47		46,574	46,574	130,614	177,188	177,188	
	89		166,672	166,672	263,846	430,518	430,518	
	683	864,441	2,742,534	3,606,975	2,051,511	5,658,486	4,794,045	4,
1972/1996/2001	28		146,409	146,409	89,317	235,726	235,726	
1986/1996/NA	23		39,668	39,668	67,385	107,053	107,053	
1989/2003/NA	53		138,361	138,361	149,652	288,013	288,013	
1982/1996/NA	22		57,160	57,160	83,057	140,217	140,217	
1989/2006/NA	32		97,300	97,300	120,845	218,145	218,145	
1987/1996/NA	31		165,414	165,414	127,981	293,395	293,395	
	189		644,312	644,312	638,237	1,282,549	1,282,549	1,
2001/2007/NA	15		51,420	51,420	23,700	75,120	75,120	

1987/2006/NA	17		46,358	46,358	34,684	81,042	81,042	
1995/2006/NA	8		47,955	47,955	17,087	65,042	65,042	
1965/2007/1996	37		46,230	46,230	116,475	162,705	162,705	
1972/2007/NA	20		54,119	54,119	40,244	94,363	94,363	
2000/2005/NA	11	20,600	192,421	213,021	23,813	236,834	216,234	
	108	20,600	438,503	459,103	256,003	715,106	694,506	
	1959	3,951,095	10,233,363	14,184,458	5,796,200	19,980,658	16,029,563	14,

[1] Represents year constructed/acquired/year of latest renovation or expansion by either the Company or the former Ramco Group, as applicable.

[2] We define anchor tenants as single tenants which lease 19,000 square feet or more at a property.

[3] Non-Company owned anchor space

[4] Tenant closed lease obligated

[5] Tenant lease expired 4/30/07, remains in occupancy as month to month tenant.

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Tenant Information

The following table sets forth, as of December 31, 2007, information regarding space leased to tenants which in each case, individually account for 2% or more of total annualized base rental revenue from our properties:

Tenant	Total Number of Stores	Annualized Base Rental Revenue	% of Total Annualized Base Rental Revenue	Aggregate GLA Leased by Tenant	% of Total Company Owned GLA
TJ Maxx / Marshalls	19	$ 5,599,852	3.6 %	611,155	3.8 %
Publix	12	4,534,891	2.9 %	574,794	3.6 %
Home Depot	4	3,259,492	2.1 %	487,203	3.0 %
Wal-Mart	5	3,232,787	2.1 %	746,332	4.7 %
OfficeMax	12	3,156,039	2.0 %	273,720	1.7 %

Included in the 12 Publix locations listed above is one location (representing 47,955 square feet of GLA) which is leased to, but not currently occupied by Publix, although Publix remains obligated under the lease agreement, which expires in 2016. Publix is currently subletting such space.

The following table sets forth the total GLA leased to anchors, leased to retail (non-anchor) tenants, and available space, in the aggregate, as of December 31, 2007:

Type of Tenant	Annualized Base Rental Revenue	% of Total Annualized Base Rental Revenue	Company Owned GLA	% of Total Company Owned GLA
Anchor	$ 77,888,301	49.7%	9,856,942	61.5%
Retail (non-anchor)	78,687,754	50.3%	4,901,556	30.6%
Available			1,271,065	7.9%
Total	$ 156,576,055	100.0%	16,029,563	100.0%

The following table sets forth the total GLA leased to national, local and regional tenants, in the aggregate, as of December 31, 2007:

% of Total

Type of Tenant	Annualized Base Rental Revenue	Annualized Base Rental Revenue	Aggregate GLA Leased by Tenant	% of Total Company Owned GLA Leased
National	$ 108,472,248	69.3%	10,444,104	70.8%
Local	28,622,851	18.3%	1,880,675	12.7%
Regional	19,480,956	12.4%	2,433,719	16.5%
Total	$ 156,576,055	100.0%	14,758,498	100.0%

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The following table sets forth lease expirations for the next five years and thereafter at our properties assuming that no renewal options are exercised:

Lease Expiration	Number of Leases Expiring	Average Annualized Base Rental Revenue per square foot as of 12/31/07 Under Expiring Leases	Annualized Base Rental Revenue as of 12/31/07 Under Expiring Leases	% of Total Annualized Base Rental Revenue as of 12/31/07 Under Expiring Leases	Leased Company Owned GLA Expiring (in square feet)	% of Total Leased Company Owned GLA Under Expiring Leases
2008	262	$ 11.32	$ 13,784,180	8.8%	1,217,245	8.2%
2009	312	11.04	19,044,167	12.2%	1,725,359	11.7%
2010	254	11.79	16,298,246	10.4%	1,382,886	9.4%
2011	251	13.24	16,524,150	10.6%	1,248,291	8.5%
2012	207	11.42	16,037,334	10.2%	1,404,626	9.5%
Thereafter	368	9.63	74,887,978	47.8%	7,780,091	52.7%

Item 3. ***Legal Proceedings.***

There are no material pending legal or governmental proceedings, or to our knowledge, threatened legal or governmental proceedings, against or involving us or our properties.

Item 4. ***Submission of Matters to a Vote of Security Holders.***

None

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PART II

Item 5. ***Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.***

Market Information Our common shares are currently listed and traded on the New York Stock Exchange (NYSE) under the symbol RPT . On March 5, 2008, the closing price of our common shares on the NYSE was $21.64.

SHAREHOLDER RETURN PERFORMANCE GRAPH

The following line graph sets forth the cumulative total return on a $100 investment (assuming the reinvestment of dividends) in each of the of the Trust s common stock, the NAREIT Equity Index, and the S&P 500 Index, for the period December 31, 2002 through December 31, 2007. The stock price performance shown is not necessarily indicative of future price performance.

Comparison of Cumulative Total Return

	Period Ending					
Index	**12/31/02**	**12/31/03**	**12/31/04**	**12/31/05**	**12/31/06**	**12/31/07**
Ramco-Gershenson Properties Trust	100.00	154.18	186.78	164.17	248.90	148.35
NAREIT Equity	100.00	137.13	180.44	202.38	273.34	230.45
S&P 500	100.00	128.68	142.69	149.70	173.34	182.86

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The following table shows high and low closing prices per share for each quarter in 2007 and 2006:

Quarter Ended	Share Price High	Share Price Low
March 31, 2007	$ 37.96	$ 33.68
June 30, 2007	38.16	34.88
September 30, 2007	37.75	29.35
December 31, 2007	33.25	21.05
March 31, 2006	$ 30.76	$ 27.00
June 30, 2006	29.70	26.00
September 30, 2006	32.13	27.49
December 31, 2006	38.92	32.04

Holders The number of holders of record of our common shares was 2,269 as of March 5, 2008. A substantially greater number of holders are beneficial owners whose shares are held of record by banks, brokers and other financial institutions.

Dividends We declared the following cash distributions per share to our common shareholders for the years ended December 31, 2007 and 2006:

Record Date	Dividend Distribution	Payment Date
March 20, 2007	$ 0.4625	April 2, 2007
June 20, 2007	$ 0.4625	July 2, 2007
September 20, 2007	$ 0.4625	October 2, 2007
December 20, 2007	$ 0.4625	January 2, 2008

Record Date	Dividend Distribution	Payment Date
March 20, 2006	$ 0.4475	April 3, 2006
June 20, 2006	$ 0.4475	July 3, 2006
September 20, 2006	$ 0.4475	October 2, 2006
December 20, 2006	$ 0.4475	January 2, 2007

Under the Code, a REIT must meet certain requirements, including a requirement that it distribute annually to its shareholders at least 90% of its REIT taxable income, excluding net capital gain. Distributions paid by us are at the discretion of our Board of Trustees and depend on our actual net income available to common shareholders, cash flow, financial condition, capital requirements, the annual distribution requirements under REIT provisions of the Code and such other factors as the Board of Trustees deems relevant.

We have a Dividend Reinvestment Plan (the DRP) which allows our common shareholders to acquire additional common shares by automatically reinvesting cash dividends. Shares are acquired pursuant to the DRP at a price equal

to the prevailing market price of such common shares, without payment of any brokerage commission or service charge. Common shareholders who do not participate in the DRP continue to receive cash distributions, as declared.

Issuer Repurchases In December 2005, the Board of Trustees authorized the repurchase, at management s discretion, of up to $15.0 million of our common shares. The program allows us to repurchase our common shares from time to time in the open market or in privately negotiated transactions. No common shares were repurchased during the year ended December 31, 2007. As of December 31, 2007, we had purchased and retired 287,900 shares of our common stock under this program at an average cost of $27.11 per share, and approximately $7.2 million of common shares may yet be purchased under such repurchase program.

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Item 6. ***Selected Financial Data (in thousands, except per share data and number of properties).***

The following table sets forth our selected consolidated financial data and should be read in conjunction with the Consolidated Financial Statements and Notes to the Consolidated Financial Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this report.

	Year Ended December 31,				
	2007	**2006**	**2005**	**2004**	**2003**
	(In thousands, except per share and certain Other Data)				
Operating Data:					
Total revenue	$ 153,255	$ 153,249	$ 144,879	$ 126,157	$ 101,517
Operating income	10,846	14,168	14,759	17,045	7,002
Gain on sale of real estate assets, net of taxes	32,643	23,388	1,136	2,408	263
Income from continuing operations	38,675	34,317	15,462	12,589	6,117
Discontinued operations, net of minority interest Gain on sale of property		914			897
Income from operations		393	3,031	2,531	3,464
Net income	38,675	35,624	18,493	15,120	10,478
Preferred share dividends	(3,146)	(6,655)	(6,655)	(4,814)	(2,375)
Loss on redemption of preferred shares	(1,269)				
Net income available to common shareholders	$ 34,260	$ 28,969	$ 11,838	$ 10,306	$ 8,103
Earnings Per Share Data:					
From continuing operations:					
Basic	$ 1.92	$ 1.66	$ 0.52	$ 0.46	$ 0.27
Diluted	1.91	1.65	0.52	0.46	0.26
Net income:					
Basic	$ 1.92	$ 1.74	$ 0.70	$ 0.61	$ 0.58
Diluted	1.91	1.73	0.70	0.60	0.57
Cash dividends declared per common share	$ 1.85	$ 1.79	$ 1.75	$ 1.68	$ 1.81
Distributions to common shareholders	$ 32,156	$ 29,737	$ 29,167	$ 28,249	$ 22,478
Weighted average shares outstanding:					
Basic	17,851	16,665	16,837	16,816	13,955
Diluted	18,529	16,718	16,880	17,031	14,141

Balance Sheet Data (at December 31):					
Cash and cash equivalents	$ 14,977	$ 11,550	$ 7,136	$ 7,810	$ 13,544
Accounts receivable, net	35,787	33,692	32,341	26,845	30,109
Investment in real estate (before accumulated depreciation)	1,045,372	1,048,602	1,047,304	1,066,255	830,245
Total assets	1,088,499	1,064,870	1,125,275	1,043,778	826,279
Mortgages and notes payable	690,801	676,225	724,831	633,435	454,358
Total liabilities	765,742	720,722	774,442	673,401	489,318
Minority interest	41,353	39,565	38,423	40,364	42,643
Shareholders equity	$ 281,404	$ 304,583	$ 312,410	$ 330,013	$ 294,318
Other Data:					
Funds from operations available to common shareholders(1)	$ 54,975	$ 54,604	$ 47,896	$ 41,379	$ 34,034
Cash provided by operating activities	85,988	46,785	44,605	46,387	26,685
Cash provided by (used in) investing activities	23,182	42,113	(86,517)	(106,459)	(85,320)
Cash (used in) provided by financing activities	(105,743)	(84,484)	41,238	54,338	65,092
Number of properties (at December 31)(2)	89	81	84	74	64
Company owned GLA (at December 31)(2)	16,030	14,645	15,000	13,022	11,483
Occupancy rate (at December 31)(2)	94.6%	93.6%	93.7%	92.9%	89.7%

(1) We consider funds from operations, also known as FFO, an appropriate supplemental measure of the financial performance of an equity REIT. Under the National Association of Real Estate Investment Trusts (NAREIT) definition, FFO represents net income, excluding extraordinary items (as defined under

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accounting principles generally accepted in the United States of America (GAAP)), and gain (loss) on sales of depreciable property, plus real estate related depreciation and amortization (excluding amortization of financing costs), and after adjustments for unconsolidated partnerships and joint ventures. See Funds From Operations in Item 7 for a discussion of FFO and a reconciliation of FFO to net income.

(2) Includes properties owned by us and our joint ventures.

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

The following discussion should be read in conjunction with the Consolidated Financial Statements, the Notes thereto, and the comparative summary of selected financial data appearing elsewhere in this report. The financial information in this Management s Discussion and Analysis of Financial Condition and Results of Operations gives effect to the discontinued operations discussed in Note 3 of the Notes to the Consolidated Financial Statements in Item 8.

Overview

We are a fully integrated, self-administered, publicly-traded REIT which owns, develops, acquires, manages and leases community shopping centers (including power centers and single-tenant retail properties) and one enclosed regional mall in the Midwestern, Southeastern and Mid-Atlantic regions of the United States. At December 31, 2007, we owned interests in 89 shopping centers, comprised of 65 community centers, 21 power centers, two single tenant retail properties, and one enclosed regional mall, totaling approximately 20.0 million square feet of GLA. We own approximately 16.0 million square feet of such GLA, with the remaining portion owned by various anchor stores.

Our corporate strategy is to maximize total return for our shareholders by improving operating income and enhancing asset value. We pursue our goal through:

- The development of new shopping centers in metropolitan markets where we believe demand for a center exists;
- A proactive approach to redeveloping, renovating and expanding our shopping centers;
- A proactive approach to leasing vacant spaces and entering into new leases for occupied spaces when leases are about to expire; and
- The acquisition of community shopping centers, by consolidated entities or off-balance sheet joint ventures, with a focus on grocery and nationally-recognized discount department store anchor tenants.

We have followed a disciplined approach to managing our operations by focusing primarily on enhancing the value of our existing portfolio through strategic sales and successful leasing efforts. We continue to selectively pursue new development, redevelopment and acquisition opportunities.

The highlights of our 2007 activity reflect this strategy:

- We have five projects are in various stages of development and pre-development encompassing over two million square feet with an estimated total project cost of $376.1 million. As of December 31, 2007, we have spent $65 million on such developments. We intend to wholly own the Northpointe Town Center and Rossford Pointe and therefore anticipate that $82.5 million of the total project costs will be on our balance sheet upon completion of such projects. We anticipate that we will incur $55.7 million of debt to fund these projects. We own 20% of the joint venture that is developing Hartland Towne Square, and our share of the estimated

$50.6 million of project costs is $10.1 million. We anticipate that the joint venture will incur $38.0 million to fund the project. The remaining estimated project costs of $243.0 million for The Town Center at Aquia and the Shoppes of Lakeland II are expected to be developed through joint ventures, and therefore be accounted as off-balance sheet assets, although we do not have joint venture partners to date and no assurance can be given that we will have joint venture partners on such projects. As part of our development plans for The Town Center at Aquia and the Shoppes of Lakeland II, we anticipate the joint ventures will incur $182.3 million of debt and raise $48.6 million of equity from joint venture partners.

We have eleven redevelopments currently in process, excluding The Town Center at Aquia. We estimate the total project costs of the 11 redevelopment projects in process to be $52.7 million. Five of the redevelopments involve core operating properties and are expected to cost $19.1 million of which $0.7 million has been spent as of December 31, 2007. For the six redevelopment projects at properties held by joint ventures, we estimate off-balance sheet project costs of $33.6 million (our share is estimated to be $8.6 million) of which $9.0 million has been spent as of December 31, 2007 (our share is $2.3 million).

During 2007, we opened 91 new non-anchor stores, at an average base rent of $19.22 per square foot, an increase of 19.8% over the portfolio average for non-anchor stores. We also renewed 129 non-anchor leases, at an average base rent of $15.33 per square foot, achieving an increase of 10.8% over prior rental rates. Additionally, we opened seven new anchor stores, at an average base rent of $12.42 per square foot, an increase of 57.2% over the portfolio average for anchor stores. We also renewed five anchor leases, at an average base rent of $4.44 per square foot, an increase of 3.0% over prior rental rates. Overall portfolio average base rents increased to $10.61 in 2007 from $10.09 in 2006.

Same center operating income in 2007 increased 5.7% over 2006.

We increased the annual dividend to common shareowners to $1.85 per share in 2007 from $1.79 in the prior year.

Critical Accounting Policies

Management s Discussion and Analysis of Financial Condition and Results of Operations is based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which forms the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Senior management has discussed the development, selection and disclosure of these estimates with the Audit Committee of our Board of Trustees. Actual results could materially differ from these estimates.

Critical accounting policies are those that are both significant to the overall presentation of our financial condition and results of operations and require management to make difficult, complex or subjective judgments. For example, significant estimates and assumptions have been made with respect to useful lives of assets, recovery ratios, capitalization of development and leasing costs, recoverable amounts of receivables and initial valuations and related amortization periods of deferred costs and intangibles, particularly with respect to property acquisitions. Our critical accounting policies have not materially changed during the year ended December 31, 2007. The following discussion relates to what we believe to be our most critical accounting policies that require our most subjective or complex judgment.

Allowance for Bad Debts

We provide for bad debt expense based upon the allowance method of accounting. We continuously monitor the collectibility of our accounts receivable (billed, unbilled and straight-line) from specific tenants, analyze historical bad debts, customer credit worthiness, current economic trends and changes in tenant payment terms when evaluating the adequacy of the allowance for bad debts. When tenants are in bankruptcy, we make estimates of the expected recovery

of pre-petition and post-petition claims. The period to resolve these claims can exceed one year. Management believes the allowance is adequate to absorb currently estimated bad debts. However, if we experience bad debts in excess of the allowance we have established, our operating income would be reduced.

Accounting for the Impairment of Long-Lived Assets

We periodically review whether events and circumstances subsequent to the acquisition or development of long-lived assets, or intangible assets subject to amortization, have occurred that indicate the remaining estimated

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useful lives of those assets may warrant revision or that the remaining balance of those assets may not be recoverable. If events and circumstances indicate that the long-lived assets should be reviewed for possible impairment, we use projections to assess whether future cash flows, on a non-discounted basis, for the related assets are likely to exceed the recorded carrying amount of those assets to determine if a write-down is appropriate. If we determine that an impairment exists, we will report a loss to the extent that the carrying value of an impaired asset exceeds its fair value as determined by valuation techniques appropriate in the circumstances.

In determining the estimated useful lives of intangibles assets with finite lives, we consider the nature, life cycle position, and historical and expected future operating cash flows of each asset, as well as our commitment to support these assets through continued investment.

There were no impairment charges for the years ended December 31, 2007, 2006 and 2005.

Revenue Recognition

Shopping center space is generally leased to retail tenants under leases which are accounted for 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. Certain of the leases also provide for additional revenue based on contingent percentage income which is recorded on an accrual basis once the specified target that triggers this type of income is achieved. The leases also typically provide for tenant recoveries of common area maintenance, real estate taxes and other operating expenses. These recoveries are recognized as revenue in the period the applicable costs are incurred. Revenues from fees and management income are recognized in the period in which the services have been provided and the earnings process is complete. Lease termination income is recognized when a lease termination agreement is executed by the parties and the tenant vacates the space.

Stock Based Compensation

During 2006 we adopted Statement of Financial Accounting Standard 123R *Share-Based Payment* (SFAS 123R). SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements as compensation expense based upon the fair value on the grant date. We adopted SFAS 123R using the modified prospective transition method. We determine fair value of such awards using the Black-Scholes option pricing model. The Black-Scholes option pricing model incorporates certain assumptions such as risk-free interest rate, expected volatility, expected dividend yield and expected life of options, in order to arrive at a fair value estimate. Expected volatilities are based on the historical volatility of our stock. Expected lives of options are based on the average holding period of outstanding options and their remaining terms. The risk free interest rate is based upon quoted market yields for United States treasury debt securities. The expected dividend yield is based on our historical dividend rates. We believe the assumptions selected by management are reasonable; however, significant changes could materially impact the results of the calculation of fair value.

Off Balance Sheet Arrangements

We have ten off balance sheet investments in joint ventures in which we own 50% or less of the total ownership interests. We provide leasing, development and property management services to the ten joint ventures. These investments are accounted for under the equity method. Our level of control of these joint ventures is such that we are not required to include them as consolidated subsidiaries. See Note 7 of the Notes to the Consolidated Financial Statements in Item 8.

Results of Operations

Comparison of the Year Ended December 31, 2007 to the Year Ended December 31, 2006

For purposes of comparison between the years ended December 31, 2007 and 2006, Same Center refers to the shopping center properties owned by consolidated entities as of January 1, 2006 and December 31, 2007.

In July 2006, we acquired an additional 90% ownership interest in Beacon Square Development LLC. We also acquired an additional 80% ownership interest in Ramco Jacksonville LLC in April 2007, bringing our total

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ownership interest to 100% for both entities, resulting in the consolidation of such entities in our financial statements. These properties are collectively referred to as the Acquisitions in the following discussion.

In November 2006, we sold Collins Pointe Plaza to Ramco 191 LLC, a joint venture with Heitman Value Partners Investments LLC. In December 2006, we sold two shopping centers, Crofton Centre and Merchants Square, to Ramco 450 LLC, our joint venture with an investor advised by Heitman LLC. In March 2007, we sold Chester Springs Shopping Center to this same joint venture. In June 2007, we sold two shopping centers, Shoppes of Lakeland and Kissimmee West, to Ramco HHF KL LLC, a newly formed joint venture. In July 2007, we sold Paulding Pavilion to Ramco 191 LLC, our $75 million joint venture with Heitman Value Partners Investment LLC. In late December 2007, we sold Mission Bay to Ramco/Lion Venture LP. These sales to joint ventures in which we have an ownership interest are collectively referred to as Dispositions in the following discussion with the exception of Mission Bay.

Revenues

Although total revenues of $153.3 million in 2007 did not fluctuate when compared to 2006, the individual revenue components varied year over year.

Minimum rents decreased 3.3%, or $3.3 million, in 2007 as follows:

	Increase (Decrease)	
	Amount (millions)	Percentage
Same Center	$ 0.7	0.8%
Acquisitions	5.1	1819.3%
Dispositions	(9.1)	(78.7)%
	$ (3.3)	(3.3)%

The increase in Same Center minimum rents was principally attributable to the leasing of space to new tenants throughout our Same Center portfolio in 2007, partially offset by a $1.1 million reduction in minimum rents related to centers under redevelopment during 2007.

Recoveries from tenants increased 4.4%, or $1.9 million, in 2007 as follows:

	Increase (Decrease)	
	Amount (millions)	Percentage
Same Center	$ 2.9	7.5%
Acquisitions	1.5	1486.1%
Dispositions	(2.6)	(75.4)%
	$ 1.9	4.4%

The increase in the Same Center recoveries from tenants was primarily due to increases in common area expenses and the increase in electric resale revenue to tenants. Our overall recovery ratio was 98.4% in 2007 compared to 95.2% in 2006.

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Recoverable operating expenses are a component of our recovery ratio. These expenses increased 5.6%, or $1.3 million, in 2007 as follows:

	Increase (Decrease) Amount (millions)	Percentage
Same Center	$ 2.0	9.5%
Acquisitions	0.6	1901.2%
Dispositions	(1.4)	(72.1)%
	$ 1.3	5.6%

The $2.0 million increase in Same Center recoverable operating expenses was primarily attributable to higher electric costs from the expansion of our electric resale program.

Fees and management income increased $1.2 million, or 20.3%, to $6.8 million in 2007 as compared to $5.6 million in 2006. The increase was primarily attributable to an increase in acquisition fees of approximately $1.9 million as well as an increase of $0.9 million in management fees. The acquisition fees earned in 2007 relate to the purchase of Cocoa Commons, Old Orchard, Cypress Pointe and Mission Bay by our Ramco/Lion Venture LP joint venture, the purchase of Peachtree Hill, Chester Springs, The Shops on Lane Avenue, Olentangy Plaza and Market Plaza by our Ramco 450 LLC joint venture, the purchase of Shoppes of Lakeland and Kissimmee West by our Ramco HHF KL LLC joint venture, the purchase of Paulding Pavilion by our Ramco 191 LLC joint venture, and the purchase of Nora Plaza by Ramco HHF NP LLC. The increase in management fees was mainly attributed to fees earned for managing the shopping centers owned by our joint ventures. Development fees decreased $1.8 million mainly due to our acquisition of the remaining 80% interest in Ramco Jacksonville LLC.

Other income increased $0.5 million to $4.5 million in 2007. Interest income increased $0.6 million on advances to Ramco Jacksonville related to the River City Marketplace development, there was $0.2 million of miscellaneous income related to the favorable resolution of disputes with tenants and temporary tenant income increased $0.1 million from the same period in 2006. Lease termination income decreased $0.6 million to $1.9 million from $2.4 million in 2006.

Expenses

Total expenses increased 2.4%, or $3.3 million, to $142.4 million in 2007 as compared to $139.1 million in 2006. The increase was mainly driven by increases in depreciation and amortization of $4.3 million, recoverable operating expenses of $1.3 million, and general and administrative expenses of $1.3 million, partially offset by a $2.8 million decrease in interest expense.

Depreciation and amortization expense increased $4.3 million, or 13.2%, in 2007 as follows:

	Increase (Decrease) Amount (millions)	Percentage

Same Center	$	4.6	15.9%
Acquisitions		2.2	1545.8%
Dispositions		(2.5)	(72.3)%
	$	4.3	13.2%

Same Centers contributed $4.6 million to the increase of which $4.1 million was directly related to a center we demolished in late December 2007 in anticipation of redevelopment.

General and administrative expense was $14.3 million in 2007, as compared to $13.0 million in 2006, an increase of $1.3 million or 9.9%. The increase in general and administrative expenses was primarily attributable to the Company s recognition a non-recurring expense in the amount of $1.2 million, net of income tax benefits, relating to an arbitration award in favor of a third-party relating to the alleged breach by the Company of a property management agreement. The Company has made a claim for coverage of the arbitration award and related

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attorneys fees under an insurance policy. The insurer has denied that coverage is available under the policy. The Company intends to pursue recovery from the insurer. Because there can be no assurance that the Company will prevail in obtaining coverage, the non-recurring expense was recognized in 2007.

Interest expense decreased 6.2%, or $2.8 million, in 2007. The summary below identifies the components of the net decrease:

	2007	2006	Increase (Decrease)
Average total loan balance	$ 692,817	$ 707,752	$ (14,934)
Average rate	6.2%	6.4%	(0.2)%
Total interest	$ 43,244	$ 45,195	$ (1,951)
Amortization of loan fees	1,166	1,129	36
Interest on capital lease obligation	439	416	23
Loan defeasance costs		244	(244)
Capitalized interest and other	(2,240)	(1,575)	(665)
	$ 42,609	$ 45,409	$ (2,801)

Other

Gain on sale of real estate assets increased $9.3 million to $32.6 million in 2007, as compared to $23.3 million in 2006. The increase is due primarily to the gain on the sale of Chester Springs to our Ramco 450 LLC joint venture, the sale of the Shoppes of Lakeland and Kissimmee West to our Ramco HHF KL LLC joint venture, the sale of Paulding Pavilion to our Ramco 191 LLC joint venture, and the sale of land parcels at River City Marketplace. With respect to the sale of Chester Springs and Paulding Pavilion, we recognized 80% of the gain on each sale, representing the portion of the gain attributable to our joint venture partner s ownership interest. The remaining portion of the gain on each sale has been deferred as we have a 20% ownership interest in the respective joint ventures. With respect to the sale of Shoppes of Lakeland and Kissimmee West, we recognized 93% of the gain on the sale, representing the portion of the gain attributable to our joint venture partner s ownership interest. The remaining portion of the gain on the sale of these centers has been deferred as we have a 7% ownership interest in the joint venture. 2006 amounts reflect the gain on the sale of our Crofton Plaza and Merchants Square shopping centers to a joint venture in which we have a 20% ownership interest, as well as outlot sales at River City Marketplace. With respect to the sale of Crofton Plaza and Merchants Square to the joint venture, we recognized 80% of the gain on the sale, representing the portion of the gain attributable to the joint venture partner s 80% ownership interest. The remaining 20% of the gain on the sale of these two centers has been deferred and recorded as a reduction in the carrying amount of our equity investments in and advances to unconsolidated entities.

Minority interest from continuing operations represents the equity in income attributable to the portion of the Operating Partnership not owned by us. The increase in minority interest from $6.2 million in 2006 to $7.3 million in 2007 is primarily the result of the increase in the gain on the sale of real estate assets in 2007.

Earnings from unconsolidated entities represent our proportionate share of the earnings of various joint ventures in which we have an ownership interest. Earnings from unconsolidated entities decreased $0.5 million from $3.0 million in 2006 to $2.5 million in 2007. This decrease is principally due to our consolidation of Ramco Jacksonville, the joint

venture that owned River City Marketplace development. The purchase of the remaining 80% ownership interest in Ramco Jacksonville LLC in April 2007 decreased earnings by $0.4 million when compared to the same period in 2006. Also, $0.3 million of the decrease is attributable to our ownership interest in the Ramco/Lion Venture LP joint venture. This decrease is attributable to redevelopment projects at two shopping centers owned by the joint venture.

Discontinued operations, net of minority interest, decreased $1.3 million in 2007. In January 2006, we sold seven centers at a gain of $0.9 million, net of minority interest. In 2007, we did not have any properties classified as discontinued operations.

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

For purposes of comparison between the years ended December 31, 2006 and 2005, Same Center refers to the shopping center properties owned as of January 1, 2005 and December 31, 2006. We made three acquisitions during 2006 and one acquisition in 2005. In addition, we increased our ownership interest in Beacon Square Development LLC and Ramco Gaines, LLC to 100%, and these centers are now consolidated in our financial statements. These properties are collectively referred to as Acquisitions in the following discussion.

Revenues

Total revenues increased 5.7%, or $8.3 million, to $153.2 million in 2006 as compared to $144.9 million in 2005. The increase in total revenues was primarily the result of a $5.3 million increase in minimum rents and a $2.7 million increase in recoveries from tenants.

Minimum rents increased 5.6%, or $5.3 million, in 2006 as follows:

	Increase	
	Amount (millions)	Percentage
Same Center	$ 1.8	1.9%
Acquisitions	3.5	3.7%
	$ 5.3	5.6%

The increase in Same Center minimum rents was principally attributable to the leasing of space to new tenants throughout our Same Center portfolio in 2006, offset by a $544,000 reduction in minimum rent related to anchors purchasing their store space at two of our centers.

The net increase in recoveries from tenants is comprised of the following:

	Increase	
	Amount (millions)	Percentage
Same Center	$ 1.6	4.0%
Acquisitions	1.1	2.8%
	$ 2.7	6.8%

The increase in the Same Centers recoveries from tenants was primarily due to general increases in common area expenses. Our overall recovery ratio was 95.2% in 2006 compared to 97.8% in 2005. The decrease in this ratio was the result of adjustments of prior year s estimated recoveries to actual based on true-up billings completed in the first quarter. The adjustment of 2004 year-end estimates resulted in an increase in the recovery ratio in 2005, while the adjustment of 2005 year-end estimates resulted in a decrease in the recovery ratio in 2006.

Recoverable operating expenses are a component of our recovery ratio. These expenses increased 9.7%, or $3.9 million, in 2006 as follows:

	Increase	
	Amount (millions)	**Percentage**
Same Center	$ 2.8	7.0%
Acquisitions	1.1	2.7%
	$ 3.9	9.7%

The increase in Same Center recoverable operating expenses was primarily attributable to higher insurance costs at our Florida shopping centers.

Fees and management income increased $0.2 million, or 3.6%, to $5.7 million in 2006 as compared to $5.5 million in 2005. The increase was primarily attributable to an increase of $1.8 million in tenant coordination

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and development fees at River City Marketplace, offset by a $1.4 million decrease in acquisition fees associated with our Ramco/Lion Venture LP joint venture. Acquisition fees decreased in 2006 because the Ramco/Lion Venture LP joint venture acquired only one center in 2006 as compared to nine centers in 2005. Other income of $4.0 million in 2006 was consistent with 2005 and consists mainly of lease termination income.

Expenses

Total expenses increased 6.9%, or $9.0 million, to $139.1 million in 2006 as compared to $130.1 million in 2005. The increase was mainly driven by an increase in real estate taxes and recoverable operating expenses of $3.9 million (see table above), an increase in depreciation and amortization of $2.1 million, and an increase in interest expense of $3.0 million.

Depreciation and amortization expense increased $2.1 million, or 6.7%, in 2006 as follows:

	Increase	
	Amount (millions)	Percentage
Same Center	$ 0.9	4.3%
Acquisitions	1.2	57.1%
	$ 2.1	6.7%

Depreciation expense related to Same Centers primarily increased due to redevelopment projects completed during 2005 and 2006.

Other operating expenses increased $0.4 million to $3.7 million in 2006 from $3.3 million in 2005. The increase is primarily due to increased bad debt expense as a result of higher tenant delinquencies, as well as additional expenses associated with opening a regional office in Florida.

General and administrative expense was $13.0 million in 2006, as compared to $13.5 million in 2005. The decrease in general and administrative expense was primarily attributable to the reclassification of Michigan Single Business Tax expense from general and administrative expense to real estate tax expense. We anticipate recovering approximately 75% of Michigan Single Business Tax expense from our tenants.

Interest expense increased 7.1%, or $3.0 million, in 2006. The summary below identifies the components of the net increase:

	2006	2005	Increase (Decrease)
	(Dollars in thousands)		
Average total loan balance	$ 707,752	$ 674,360	$ 33,392
Average rate	6.4%	6.1%	0.3%
Total Interest	$ 45,195	$ 41,042	$ 4,153

Amortization of loan fees	1,129	2,283	(1,154)
Interest on capital lease obligation	416		416
Loan defeasance costs	244		244
Capitalized interest and other	(1,575)	(904)	(671)
	$ 45,409	$ 42,421	$ 2,988

Other

Gain on sale of real estate assets increased $22.3 million, to $23.4 million in 2006, as compared to $1.1 million in 2005. The increase is due primarily to the gain on the sale of our Crofton Plaza and Merchants Square shopping centers to a joint venture in which we have a 20% ownership interest, as well as increased outlot sales at River City Marketplace. With respect to the sale of Crofton Plaza and Merchants Square to the joint venture, we recognized

80% of the gain on the sale, representing the portion of the gain attributable to the joint venture partner s 80% ownership interest.

Minority interest from continuing operations represents the equity in income attributable to the portion of the Operating Partnership not owned by us. The increase in minority interest from $2.8 million in 2005 to $6.2 million in 2006 is primarily the result of the increase in the gain on the sale of real estate assets in 2006.

Earnings from unconsolidated entities represent our proportionate share of the earnings of various joint ventures in which we have an ownership interest. Earnings from unconsolidated entities increased $0.6 million from $2.4 million in 2005 to $3.0 million in 2006. This increase is principally due to additional earnings from the Ramco/Lion Venture LP joint venture and from our ownership interest in Ramco Jacksonville LLC, which began to generate earnings in 2006 due to the grand opening of phase one of River City Marketplace. The additional earnings from the Ramco/Lion Venture LP joint venture are the result of the joint venture reflecting a full year of operating results in 2006 for the nine property acquisitions made in 2005.

Discontinued operations, net of minority interest, decreased $1.7 million in 2006 to $1.3 million. In January 2006, we sold seven centers at a gain of $914,000, net of minority interest. This gain was offset by a $2.6 million decrease in income from discontinued operations, net of minority interest, as the operations of these seven centers were no longer reflected in discontinued operations subsequent to the sale.

Liquidity and Capital Resources

The principal uses of our liquidity and capital resources are for operations, developments, redevelopments, including expansion and renovation programs, acquisitions, and debt repayment, as well as dividend payments in accordance with REIT requirements and repurchases of our common shares. We anticipate that the combination of cash on hand, cash provided by operating activities, the availability under our Credit Facility, our access to the capital markets and the sale of existing properties will satisfy our expected working capital requirements through at least the next 12 months and allow us to achieve continued growth. Although we believe that the combination of factors discussed above will provide sufficient liquidity, no such assurance can be given.

As part of our business plan to improve our capital structure and reduce debt, we will continue to pursue the strategy of selling fully-valued properties and to dispose of shopping centers that no longer meet the criteria established for our portfolio. Our ability to obtain acceptable selling prices and satisfactory terms will impact the timing of future sales. Net proceeds from the sale of properties are expected to reduce outstanding debt and to fund any future acquisitions.

The acquisitions, developments and redevelopments, including expansion and renovation programs, that we made during 2007 generally were financed through cash provided from operating activities, sales of properties to joint ventures in which we have an ownership interest, and mortgage refinancings. Total debt outstanding was approximately $690.8 million at December 31, 2007 as compared to $676.2 million at December 31, 2006.

The following is a summary of our cash flow activities (dollars in thousands):

	Year Ended December 31,		
	2007	**2006**	**2005**
Cash provided by operating activities	$ 85,988	$ 46,785	$ 44,605
Cash provided by (used in) investing activities	23,182	42,113	(86,517)
Cash (used in) provided by financing activities	(105,743)	(84,484)	41,238

For the year ended December 31, 2007, we generated $86.0 million in cash flows from operating activities, as compared to $46.8 million in 2006. Cash flows from operating activities increased during 2007 mainly due to higher net cash provided by accounts receivable, other assets, accounts payable and accrued expenses. For the year ended December 31, 2007, investing activities provided $23.2 million of cash flows, as compared to $42.1 million in 2006. Cash flows from investing activities were lower in 2007 due to $47.0 million of cash received from sales of discontinued operations in 2006, partially offset in 2006 by proceeds from the sale of real estate assets, cash received on a note receivable due from Ramco Jacksonville, as well as proceeds from sales of shopping centers to our joint ventures. During 2007, we incurred additional spending for investments in real estate and additional

investments and advances in our joint ventures when compared to 2006. During 2007, cash flows used in financing activities were $105.7 million, as compared to $84.8 million during the same period in 2006. In 2007, we repurchased $26.0 million of preferred shares, repaid $317.1 million of mortgages and notes payable (compared to $172.5 million in 2006), and paid in full all amounts due under our unsecured subordinated term loan, partially offset by borrowings of $28.1 million of junior subordinated debt, and increased borrowings of $114.6 million of mortgages and notes payable in 2007, when compared to 2006.

To maintain our qualification as a REIT under the Code, we are required to distribute to our shareholders at least 90% of our REIT taxable income (as defined in the Code). We satisfied the REIT requirement with distributed common and preferred share dividends of $35.3 million in 2007, $36.4 million in 2006 and $35.8 million in 2005.

We have a $250 million Unsecured Credit Facility (the Credit Facility) consisting of a $100 million unsecured term loan credit facility and a $150 million unsecured revolving credit facility. The Credit Facility provides that the unsecured revolving credit facility may be increased by up to $100 million at our request, for a total unsecured revolving credit facility commitment of $250 million. The unsecured term loan facility matures in December 2010 and bears interest at a rate equal to LIBOR plus 130 to 165 basis points, depending on certain debt ratios. The unsecured revolving credit facility matures in December 2008 and bears interest at a rate equal to LIBOR plus 115 to 150 basis points, depending on certain debt ratios. We have the option to extend the maturity date of the unsecured revolving credit facility to December 2010. It is anticipated that funds borrowed under the Credit Facility will be used for general corporate purposes, including working capital, capital expenditures, the repayment of indebtedness or other corporate activities.

In November 2007, the Company issued $28.1 million of junior subordinated notes maturing in January 2038. The notes are interest only at a fixed rate of 7.9% through January 2013, at which time we may redeem them or the rate converts to floating rate at LIBOR plus 330 basis points until maturity. The notes were issued in conjunction with the redemption of the Company s series B cumulative redeemable preferred shares.

In December 2007, the Company closed on a $40.0 million term loan, secured by certain property, maturing in December 2008 to replace a previous loan that matured in December 2007. The loan carries a floating rate of interest at LIBOR plus 150 basis points and can be extended until March 2009.

Under terms of various debt agreements, we may be required to maintain interest rate swap agreements to reduce the impact of changes in interest rate on our floating rate debt. We have interest rate swap agreements with an aggregate notional amount of $80.0 million at December 31, 2007. Based on rates in effect at December 31, 2007, the agreements provide for fixed rates of 6.2% to 6.6% and expire at December 2008 through March 2009.

After taking into account the impact of converting our variable rate debt into fixed rate debt by use of the interest rate swap agreements, at December 31, 2007 our variable rate debt accounted for approximately $187.5 million of outstanding debt with a weighted average interest rate of 6.5%. Variable rate debt accounted for approximately 27.2% of our total debt and 16.3% of our total capitalization.

We have $559.6 million of mortgage loans encumbering our consolidated properties, and $126.0 million of mortgage loans for properties held by our unconsolidated joint ventures (representing our pro rata share). Such mortgage loans are generally non-recourse, subject to certain exceptions for which we would be liable for any resulting losses incurred by the lender. These exceptions vary from loan to loan but generally include fraud or a material misrepresentation, misstatement or omission by the borrower, intentional or grossly negligent conduct by the borrower that harms the property or results in a loss to the lender, filing of a bankruptcy petition by the borrower, either directly or indirectly, and certain environmental liabilities. In addition, upon the occurrence of certain of such events, such as fraud or filing of a bankruptcy petition by the borrower, we would be liable for the entire outstanding balance of the loan, all interest

accrued thereon and certain other costs, penalties and expenses.

The unconsolidated joint ventures in which our Operating Partnership owns an interest and which are accounted for by the equity method of accounting are subject to mortgage indebtedness, which in most instances is non-recourse. At December 31, 2007, our pro rata share of mortgage debt for the unconsolidated joint ventures was $126.0 million with a weighted average interest rate of 6.4%. Our pro rata share of fixed rate debt for the unconsolidated joint ventures amounted to $119.7 million, or 95.0% of our total pro rata share of such debt. The

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mortgage debt of $16.3 million at Peachtree Hill, a shopping center owned by our Ramco 450 Venture LLC, is recourse debt.

Investments in Unconsolidated Entities

In 2007, we formed Ramco HHF KL LLC, a joint venture with a discretionary fund managed by Heitman LLC that invests in core assets. We own 7% of the joint venture and our joint venture partner owns 93%. Subsequent to the formation of the joint venture, we sold Shoppes of Lakeland in Lakeland, Florida and Kissimmee West in Kissimmee, Florida to the joint venture. The Company recognized 93% of the gain on the sale of these two centers to the joint venture, representing the gain attributable to the joint venture partner s 93% ownership interest. The remaining 7% of the gain on the sale of these two centers has been deferred and recorded as a reduction in the carrying amount of the Company s equity investments in and advances to unconsolidated entities.

In 2007, we formed Ramco HHF NP LLC, a joint venture with a discretionary fund managed by Heitman LLC that invests in core assets. We own 7% of the joint venture and our joint venture partner owns 93%. In August 2007, the joint venture acquired Nora Plaza located in Indianapolis, Indiana.

In 2007, we formed Ramco Highland Disposition LLC, a joint venture with Hartland Realty Partners LLC to develop Hartland Towne Square, a traditional community center in Hartland, Michigan. We own 20% of the joint venture and our joint venture partner owns 80%. As of December 31, 2007, the joint venture has $10.5 million of variable rate debt.

In 2007, we formed Ramco Jacksonville North Industrial LLC, a joint venture formed to develop land adjunct to our River City Marketplace shopping center. We own 5% of the joint venture and our joint venture partner owns 95%. As of December 31, 2007, the joint venture has $0.7 million of variable rate debt.

During 2007, we acquired the remaining 80% interest in Ramco Jacksonville LLC, an entity that was formed to develop a shopping center in Jacksonville, Florida.

We are currently negotiating the sale of a number of stabilized, core portfolio assets with an approximate value of $260 million to a new joint venture. Proceeds from this transaction will be used to fund our business plan for 2008 and 2009 as well as pay down debt.

Contractual Obligations

The following are our contractual cash obligations as of December 31, 2007 (dollars in thousands):

		Payments Due by Period			
Contractual Obligations	**Total**	**Less than 1 year**	**1 - 3 years**	**4 - 5 years**	**After 5 years**
Mortgages and notes payable, principal	$ 690,801	$ 207,521	$ 154,964	$ 61,943	$ 266,373
Interest on mortgages and notes payable	210,207	41,792	56,984	35,391	76,040
Employment contracts	2,052	261	1,343	448	
Capital lease	10,018	677	1,354	1,354	6,633
Operating leases	6,989	853	1,805	1,854	2,477
Unconditional construction cost obligations	5,023	5,023			

Total contractual cash obligations	$ 925,090	$ 256,127	$ 216,450	$ 100,990	$ 351,523

At December 31, 2007, we did not have any contractual obligations that required or allowed settlement, in whole or in part, with consideration other than cash.

Mortgages and notes payable

See the analysis of our debt included in Liquidity and Capital Resources above.

Employment Contracts

We have employment contracts with certain of our various officers that contain minimum guaranteed compensation.

Operating and Capital Leases

We lease office space for our corporate headquarters and our Florida office under operating leases. We also have an operating lease at our Taylors Square shopping center and a capital ground lease at our Gaines Marketplace shopping center.

Construction Costs

In connection with the development and expansion of various shopping centers as of December 31, 2007, we have entered into agreements for construction activities with an aggregate cost of approximately $5.0 million.

Planned Capital Spending

During 2007, we spent approximately $7.8 million on revenue-generating capital expenditures, including tenant improvements, leasing commissions paid to third-party brokers, legal costs relative to lease documents and capitalized leasing and construction costs. These types of investments generate a return through rents from tenants over the terms of their leases. Revenue-enhancing capital expenditures, including expansions, renovations and repositionings, were approximately $45.2 million in 2007. Revenue neutral capital expenditures, such as roof and parking lot repairs, which are anticipated to be recovered from tenants, amounted to approximately $2.5 million in 2007.

In 2008, we anticipate spending approximately $30.2 million for revenue-generating, revenue-enhancing and revenue neutral capital expenditures, including $15.3 million for approved redevelopment projects.

We are also working on five additional redevelopments that are in the final planning stages that are not included in such amounts. Further, we anticipate spending $14.7 million in 2008 for ongoing development projects.

In addition, after an in-depth analysis of our business plan going forward, we intend to de-emphasize our acquisition program as a primary driver of growth. Acquisitions are planned to be more opportunistic in nature and the volume of these purchases are expected to be substantially less than in 2007. We estimate our capital needs to carry out our 2008 acquisition activities will be approximately $7 million.

Capitalization

At December 31, 2007, our market capitalization amounted to $1.2 billion. Market capitalization consisted of $690.8 million of debt (including property-specific mortgages, an Unsecured Credit Facility consisting of a Term Loan Credit Facility and a Revolving Credit Facility, a Secured Term Loan, and a Junior Subordinated Note), and $457.1 million of common shares and Operating Partnership units at market value. Our debt to total market capitalization was 60.2% at December 31, 2007, as compared to 44.5% at December 31, 2006. After taking into account the impact of converting our variable rate debt into fixed rate debt by use of interest rate swap agreements, our outstanding debt at December 31, 2007 had a weighted average interest rate of 6.2% and consisted of $503.3 million of fixed rate debt and $187.5 million of variable rate debt. Outstanding letters of credit issued under

the Credit Facility total approximately $1.8 million.

On April 2, 2007, we announced that we would redeem all of our outstanding 7.95% Series C Cumulative Convertible Preferred Shares of Beneficial Interest on June 1, 2007. As of June 1, 2007, 1,856,846 Series C Preferred Shares, or approximately 98% of the total outstanding as of April 2007 redemption notice, had been converted into common shares of beneficial interest on a one-for-one basis. The remaining 31,154 Series C Preferred Shares were redeemed on June 1, 2007, at the redemption price of $28.50 plus accrued and unpaid dividends.

On October 8, 2007, we announced that we would redeem all of our outstanding 9.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest on November 12, 2007. The shares were redeemed at $25.00 per share, resulting in a charge to equity of approximately $1.2 million, plus accrued and unpaid dividends to the redemption date without interest.

At December 31, 2007, the minority interest in the Operating Partnership represented a 13.6% ownership in the Operating Partnership. The OP Units may, under certain circumstances, be exchanged for our common shares of beneficial interest on a one-for-one basis. We, as sole general partner of the Operating Partnership, have the option, but not the obligation, to settle exchanged OP Units held by others in cash based on the current trading price of our common shares of beneficial interest. Assuming the exchange of all OP Units, there would have been 21,388,265 of our common shares of beneficial interest outstanding at December 31, 2007, with a market value of approximately $457.1 million (based on the closing price of $21.37 per share on December 31, 2007).

Funds From Operations

We consider funds from operations, also known as FFO, an appropriate supplemental measure of the financial performance of an equity REIT. Under the National Association of Real Estate Investment Trusts (NAREIT) definition, FFO represents net income, excluding extraordinary items (as defined under GAAP) and gain (loss) on sales of depreciable property, plus real estate related depreciation and amortization (excluding amortization of financing costs), and after adjustments for unconsolidated partnerships and joint ventures. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate investments, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions and many companies utilize different depreciable lives and methods. Because FFO adds back depreciation and amortization unique to real estate, and excludes gains and losses from depreciable property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact on operations from trends in occupancy rates, rental rates, operating costs, acquisition and development activities and interest costs, which provides a perspective of our financial performance not immediately apparent from net income determined in accordance with GAAP. In addition, FFO does not include the cost of capital improvements, including capitalized interest.

For the reasons described above, we believe that FFO provides us and our investors with an important indicator of our operating performance. This measure of performance is used by us for several business purposes and for REITs it provides a recognized measure of performance other than GAAP net income, which may include non-cash items. Other real estate companies may calculate FFO in a different manner.

We recognize FFO s limitations when compared to GAAP s net income. FFO does not represent amounts available for needed capital replacement or expansion, debt service obligations, or other commitments and uncertainties. In addition, FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs, including the payment of dividends. FFO should not be considered as an alternative to net income (computed in accordance with GAAP) or as an alternative to cash flow as a measure of liquidity. FFO is simply used as an additional indicator of our operating performance.

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The following table illustrates the calculations of FFO (in thousands, except per share data):

	Years Ended December 31,		
	2007	2006	2005
Net income	$ 38,675	$ 35,624	$ 18,493
Add:			
Depreciation and amortization expense	40,924	35,068	33,335
Minority interest in partnership:			
Continuing operations	7,310	6,241	2,833
Discontinued operations		69	527
Less:			
Gain on sale of depreciable property	(29,869)	(19,109)	(637)
Discontinued operations, gain on sale of property, net of minority interest		(914)	
Funds from operations	57,040	56,979	54,551
Less:			
Preferred stock dividends(1)	(2,065)	(2,375)	(6,655)
Funds from operations available to common shareholders(2)	$ 54,975	$ 54,604	$ 47,896
Weighted average equivalent shares outstanding, diluted(1)	21,449	21,536	19,810
Funds from operations available for common shareholders, per diluted share	$ 2.56	$ 2.54	$ 2.42

(1) In 2007 and 2006, the Series C Preferred Shares were dilutive and therefore, the dividends paid were not included in the calculation of our diluted FFO. In 2005, the Series C Preferred Shares were anti-dilutive and reduced diluted FFO by $4.3 million for dividends paid.

(2) In 2007, loss on redemption of preferred shares in the amount of $1.3 million was not included in our FFO calculations.

Inflation

Inflation has been relatively low in recent years and has not had a significant detrimental impact on the results of our operations. Should inflation rates increase in the future, substantially all of our tenant leases contain provisions designed to partially mitigate the negative impact of inflation in the near term. Such lease provisions include clauses that require our tenants to reimburse us for real estate taxes and many of the operating expenses we incur. Also, many of our leases provide for periodic increases in base rent which are either of a fixed amount or based on changes in the consumer price index and/or percentage rents (where the tenant pays us rent based on a percentage of its sales). Significant inflation rate increases over a prolonged period of time may have a material adverse impact on our business.

Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements,* which among other things, provides guidance and establishes amended accounting and reporting standards for a parent company s noncontrolling interest in a subsidiary. We are currently evaluating the impact of adopting the statement, which is effective for fiscal years beginning on or after December 15, 2008.

In December 2007, the FASB issued Statement No. 141R, *Business Combinations,* (SFAS No. 141R) which replaces SFAS No. 141, Business Combinations. SFAS No. 141R establishes principles and requirements for

how an acquirer entity recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed (including intangibles) and any noncontrolling interests in the acquired entity. We are currently evaluating the impact of adopting the statement, which is effective for fiscal years beginning on or after December 15, 2008.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities.* This Statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The Statement also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. Statement No. 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, although early application is allowed. We are currently evaluating the application of this Statement and its effect on our financial position and results of operations.

In July 2006, the FASB issued FASB Interpretation 48, *Accounting for Uncertainty in Income Taxes: An Interpretation of FASB Statement No. 109* . Interpretation 48, which clarifies Statement No. 109, *Accounting for Income Taxes,* establishes the criterion that an individual tax position has to meet for some or all of the benefits of that position to be recognized in our financial statements. We adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48) on January 1, 2007. FIN 48 defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. Adoption of FIN 48 did not have a material effect on the our results of operations or financial position.

We have no unrecognized tax benefits as of the January 1, 2007 adoption date or as of December 31, 2007. We expect no significant increases or decreases in unrecognized tax benefits due to changes in tax positions within one year of December 31, 2007. We have no interest or penalties relating to income taxes recognized in the statement of operations for the twelve months ended December 31, 2007 or in the balance sheet as of December 31, 2007. It is our accounting policy to classify interest and penalties relating to unrecognized tax benefits as interest expense and tax expense, respectively. As of December 31, 2007, returns for the calendar years 2004 through 2007 remain subject to examination by the Internal Revenue Service (IRS) and various state and local tax jurisdictions. As of December 31, 2007, certain returns for calendar year 2003 also remain subject to examination by various state and local tax jurisdictions.

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

We have exposure to interest rate risk on our variable rate debt obligations. We are not subject to any foreign currency exchange rate risk or commodity price risk, or other material rate or price risks. Based on our debt and interest rates and the interest rate swap agreements in effect at December 31, 2007, a 100 basis point change in interest rates would affect our annual earnings and cash flows by approximately $1.1 million. We believe that a 100 basis point change in interest rates would impact the fair value of our total outstanding debt at December 31, 2007 by approximately $18.5 million.

Under terms of various debt agreements, we may be required to maintain interest rate swap agreements to reduce the impact of changes in interest rates on our floating rate debt. We have interest rate swap agreements with an aggregate notional amount of $80.0 million at December 31, 2007. Based on rates in effect at December 31, 2007, the interest rate swap agreements provide for fixed rates of 6.2% to 6.6% and expire December 2008 through March 2009.

Subsequent to December 31, 2007, we entered in $80.0 million of interest rate swap contracts to extend the maturity date to December 13, 2010 related to existing contracts and put in place an interest rate swap contract of $20.0 million

through December 13, 2010. Based on rates in effect at December 31, 2007, these agreements for notional amounts aggregating $100.0 million would provide for fixed rates ranging from 4.4% to 4.7% on a portion of the Credit Facility and expire in December 2010.

The following table sets forth information as of December 31, 2007 concerning our long-term debt obligations, including principal cash flows by scheduled maturity, weighted average interest rates of maturing amounts and fair market value (dollars in thousands):

	2008	2009	2010	2011	2012	Thereafter	Total	Fair Value
ixed-rate debt	$ 47,745	$ 27,481	$ 99,723	$ 27,932	$ 34,011	$ 266,374	$ 503,266	$ 494,843
verage interest ate	5.2%	7.0%	6.6%	7.4%	6.8%	5.7%	6.1%	6.2%
ariable-rate debt	$ 159,776	$ 7,760	$ 20,000	$	$	$	$ 187,536	$ 187,536
verage interest ate	6.5%	6.7%	6.5%				6.5%	6.5%

We estimated the fair value of our fixed rate mortgages using a discounted cash flow analysis, based on our incremental borrowing rates for similar types of borrowing arrangements with the same remaining maturity. Considerable judgment is required to develop estimated fair values of financial instruments. The table incorporates only those exposures that exist at December 31, 2007 and does not consider those exposures or positions which could arise after that date or firm commitments as of such date. Therefore, the information presented therein has limited predictive value. Our actual interest rate fluctuations will depend on the exposures that arise during the period and interest rates. Therefore, the information presented therein has limited predictive value. Our actual interest rate fluctuations will depend on the exposures that arise during the period and interest rates.

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

Our consolidated financial statements and supplementary data are included as a separate section in this Annual Report on Form 10-K commencing on page F-1 and are incorporated herein by reference.

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

None

Item 9A. ***Controls and Procedures***

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (Exchange Act), such as this report on Form 10-K, is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the design control objectives, and management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an assessment as of December 31, 2007 of the effectiveness of the design and operation of our disclosure controls and procedures. This assessment was done under the supervision and with the participation of

management, including our Chief Executive Officer and Chief Financial Officer. Based on such evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that such disclosure controls and procedures were effective as of December 31, 2007.

Management s Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining effective internal control over financial reporting as such term is defined under Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of our consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that pertain to our ability to record, process, summarize and report reliable financial data. Management recognizes that there are inherent limitations in the effectiveness of any internal control and effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Additionally, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management of Ramco-Gershenson Properties Trust conducted an assessment of our internal controls over financial reporting as of December 31, 2007 using the framework established by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control Integrated Framework. Based on this assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2007.

Our independent registered public accounting firm, Grant Thornton LLP, has issued an attestation report on our internal control over financial reporting. Their report appears below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees and shareholders
Ramco-Gershenson Properties Trust

We have audited Ramco-Gershenson Properties Trust and subsidiaries internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Ramco-Gershenson Properties Trust and subsidiaries management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on Ramco-Gershenson Properties Trust and subsidiaries internal control over financial reporting based on our audit.

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

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Ramco-Gershenson Properties Trust and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Ramco-Gershenson Properties Trust and subsidiaries as of December 31, 2007 and 2006 and the related consolidated statements of income and comprehensive income, shareholders equity and cash flows for each of the three years in the period ended December 31, 2007 and our report dated March 10, 2008 expressed an unqualified opinion on those financial statements.

/s/ Grant Thornton LLP

Southfield, Michigan
March 10, 2008

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Changes in Internal Control over Financial Reporting

There have been no changes in the Company s internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Item 9B. *Other Information.*

None.

PART III

Item 10. *Directors, Executive Officers and Corporate Governance.*

The information required by this Item is incorporated herein by reference to our proxy statement for the 2008 annual meeting of shareholders (the Proxy Statement) under the captions Proposal 1-Election of Trustees Trustees and Executive Officers, Proposal 1-Election of Trustees Committees of the Board, Proposal 1-Election of Trustees Corporate Governance, and Additional Information Section 16(a) Beneficial Ownership Reporting Compliance.

Item 11. *Executive Compensation.*

The information required by this Item is incorporated herein by reference to our Proxy Statement under the captions Proposal 1-Election of Trustees Trustee Compensation, Compensation Committee Interlocks and Insider Participation, Compensation Discussion and Analysis, Compensation Committee Report, and Executive Compensation Tables.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*

The following table sets forth certain information regarding our equity compensation plans as of December 31, 2007:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuances Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders(1)	696,305(2)	$ 28.45(3)	374,353(4)
Equity compensation plans not approved by security holders			
Total	696,305	$ 28.45	374,353

(1) Consists of grants made under the 1996 Share Option Plan, 1997 Non-Employee Trustee Stock Option Plan, 2003 Long-Term Incentive Plan and 2003 Non-Employee Trustee Stock Option Plan.

(2) Consists of 344,437 options outstanding, 218,800 deferred common shares (see Note 16 of the Consolidated Financial Statements) and 133,068 shares of restricted stock issuable on the satisfaction of applicable performance measures. The number of shares of restricted stock overstates dilution to the extent we do not satisfy the applicable performance measures. In particular, subsequent to December 31, 2007, the Compensation Committee determined that we did not achieve certain performance measures underlying restricted share grants, resulting in the forfeiture of 39,099 shares of restricted stock that are listed in this column as of December 31, 2007.

(3) Solely consists of outstanding options, as the deferred common shares and shares of restricted stock do not have an exercise price.

(4) Includes 328,353 securities available for issuance under the 2003 Long-Term Incentive Plan and 46,000 options available for issuance under the 2003 Non-Employee Trustee Stock Option Plan.

Additional information required by this Item is incorporated herein by reference to our Proxy Statement under the caption Security Ownership of Certain Beneficial Owners and Management.

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

The information required by this Item is incorporated herein by reference to our Proxy Statement under the captions Related Person Transactions, and Proposal 1-Election of Trustees Committees of the Board.

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

The information required by this Item is incorporated herein by reference to our Proxy Statement under the captions Audit Committee Disclosure, and Report of the Audit Committee.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules.***

(a) (1) Consolidated financial statements. See Item 8 Financial Statements and Supplementary Data.

(2) Financial statement schedule. See Item 8 Financial Statements and Supplementary Data.

(3) Exhibits

3.1	Amended and Restated Declaration of Trust of the Company, dated October 2, 1997, incorporated by reference to Exhibit 3.1 to the Company s Annual Report on Form 10-K for the year ended December 31, 1997.
3.2	Articles Supplementary to Ramco-Gershenson Properties Trust Declaration of Trust, incorporated by reference to Exhibit 3.1 to Registrant s Form 8-K dated December 12, 2007.
3.3*	By-Laws of the Company, as amended and restated as of March 10, 2008.
4.1	Amended and Restated Fixed Rate Note ($110 million), dated March 30, 2007, by and Between Ramco Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.1 to Registrant s Form 8-K dated April 16, 2007.
4.2	Amended and Restated Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated March 30, 2007, by and between Ramco Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.2 to Registrant s Form 8-K dated April 16, 2007.
4.3	Assignment of Leases and Rents, dated March 30, 2007, by and between Ramco Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.3 to Registrant s Form 8-K dated April 16, 2007.
4.4	Environmental Liabilities Agreement, dated March 30, 2007, by and between Ramco Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.4 to Registrant s Form 8-K dated April 16, 2007.

4.5	Guaranty, dated March 30, 2007, by and between Ramco Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.5 to Registrant s Form 8-K dated April 16, 2007.
4.6	Acknowledgment of Property Manager, dated March 30, 2007 by and between Ramco-Gershenson, Inc. and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.6 to Registrant s Form 8-K dated April 16, 2007.
10.1	1996 Share Option Plan of the Company, incorporated by reference to Exhibit 10.4 to the Company s Quarterly Report on Form 10-Q for the period ended June 30, 1996.**

10.2	Change of Venue Merger Agreement dated as of October 2, 1997 between the Company (formerly known as RGPT Trust, a Maryland real estate investment trust), and Ramco-Gershenson Properties Trust, a Massachusetts business trust, incorporated by reference to Exhibit 10.41 to the Company s Annual Report on Form 10-K for the year ended December 31, 1997
10.3	Exchange Rights Agreement dated as of September 4, 1998 between Ramco-Gershenson Properties Trust, and A.T.C., L.L.C., incorporated by reference to Exhibit 10.4 to the Company s Quarterly Report on Form 10-Q for the period ended September 30, 1998.
10.4	Limited Liability Company Agreement of Ramco/West Acres LLC., incorporated by reference to Exhibit 10.53 to the Company s Quarterly Report on Form 10-Q for the period ended September 30, 2001.
10.5	Assignment and Assumption Agreement dated September 28, 2001 among Flint Retail, LLC and Ramco/West Acres LLC and State Street Bank and Trust for holders of J.P. Mortgage Commercial Mortgage Pass-Through Certificates, incorporated by reference to Exhibit 10.54 to the Company s Quarterly Report on Form 10-Q for the period ended September 30, 2001.
10.6	Limited Liability Company Agreement of Ramco/Shenandoah LLC., Incorporated by reference to Exhibit 10.41 to the Company s on Form 10-K for the year ended December 31, 2001.
10.7	Purchase and Sale Agreement, dated May 21, 2002 between Ramco-Gershenson Properties, L.P. and Shop Invest, LLC., incorporated by reference to Exhibit 10.46 to the Company s Quarterly Report on Form 10-Q for the period ended June 30, 2002.
10.8	Ramco-Gershenson Properties Trust 2003 Long-Term Incentive Plan, incorporated by reference to Appendix B of the Company s 2003 Proxy Statement filed on April 28, 2003.**
10.9	Ramco-Gershenson Properties Trust 2003 Non-Employee Trustee Stock Option Plan, incorporated by reference to Appendix C of the Company s 2003 Proxy Statement filed on April 28, 2003.**
10.10	Amended and Restated Limited Partnership Agreement of Ramco/Lion Venture LP, dated as of December 29, 2004, by Ramco-Gershenson Properties, L.P., as a limited partner, Ramco Lion LLC, as a general partner, CLPF-Ramco, L.P. as a limited partner, and CLPF-Ramco GP, LLC as a general partner, incorporated by reference Exhibit 10.62 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2004.
10.11*	Summary of Trustee Compensation Program.**
10.12	Form of Nonstatutory Stock Option Agreement, incorporated by reference Exhibit 10.66 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2004.**
10.13	Second Amended and Restated Limited Liability Company Agreement of Ramco Jacksonville LLC, dated March 1, 2005, by Ramco-Gershenson Properties , L.P. and SGC Equities LLC., incorporated by reference Exhibit 10.65 to the Registrant s Quarterly Report on Form 10-Q for the period ended March 31, 2005.
10.14	Employment Agreement, dated as of February 24, 2006, between the Company and Thomas Litzler, incorporated by reference to Exhibit 10.1 to Registrant s Form 8-K dated February 24, 2006.**
10.15	Form of Restricted Stock Award Agreement Under 2003 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Registrant s Form 8-K dated June 16, 2006.**
10.16	Form of Trustee Stock Option Award Agreement Under 2003 Non-Employee Trustee Stock Option Plan, incorporated by reference to Exhibit 10.2 to Registrant s Form 8-K dated June 16, 2006.**
10.17	Employment Agreement, dated as of August 1, 2007, between the Company and Dennis Gershenson, incorporated by reference to Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q for the period ended June 30, 2007.**
10.18	Change in Control Policy, dated July 10, 2007, between Ramco-Gershenson Properties Trust and the Specified Officers of the Trust, incorporated by reference to Exhibit 10.1 to Registrant s Form 8-K dated July 10, 2007.**
12.1*	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.

21.1* Subsidiaries

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23.1*	Consent of Grant Thornton LLP.
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officers pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith

** Management contract or compensatory plan or arrangement

The Company has not filed certain instruments with respect to long-term debt that did not exceed 10% of the Company s total assets. The Company will furnish a copy of such agreements with the SEC upon request.

15(b) The exhibits listed at item 15(a)(3) that are noted filed herewith are hereby filed with this report.

15(c) The financial statement schedules listed at Item 15(a)(2) are hereby filed with this report.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) 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.

Ramco-Gershenson Properties Trust

Dated: March 10, 2008	By: /s/ Dennis E. Gershenson Dennis E. Gershenson, Chairman, President, and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of registrant and in the capacities and on the dates indicated.

Dated: March 10, 2008	By: /s/ Dennis E. Gershenson Dennis E. Gershenson, Trustee, Chairman, President and Chief Executive Officer (Principal Executive Officer)
Dated: March 10, 2008	By: /s/ Stephen R. Blank Stephen R. Blank, Trustee
Dated: March 10, 2008	By: /s/ Arthur H. Goldberg Arthur H. Goldberg, Trustee
Dated: March 10, 2008	By: /s/ Robert A. Meister Robert A. Meister, Trustee
Dated: March 10, 2008	By: /s/ Joel M. Pashcow Joel M. Pashcow, Trustee

Dated: March 10, 2008	By: /s/ Mark K. Rosenfeld Mark K. Rosenfeld Trustee
Dated: March 10, 2008	By: /s/ Michael A. Ward Michael A. Ward, Trustee
Dated: March 10, 2008	By: /s/ Richard J. Smith Richard J. Smith, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees and shareholders
Ramco-Gershenson Properties Trust

We have audited the accompanying consolidated balance sheets of Ramco-Gershenson Properties Trust and subsidiaries (the Company) as of December 31, 2007 and 2006, and the related consolidated statements of income and comprehensive income, shareholders equity, and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Ramco-Gershenson Properties Trust and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, the Company adopted Financial Accounting Standards Board Statement No. 123R, *Share Based Payments,* in 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Ramco-Gershenson Properties Trust and subsidiaries internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO*)* and our report dated March 10, 2008 expressed an unqualified opinion on the effectiveness of the Company s internal control over financial reporting.

/s/ GRANT THORNTON LLP

Southfield, Michigan
March 10, 2008

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RAMCO-GERSHENSON PROPERTIES TRUST

CONSOLIDATED BALANCE SHEETS

	December 31, 2007	December 31, 2006
	(In thousands, except per share amounts)	
ASSETS		
Investment in real estate, net	$ 876,410	$ 897,975
Cash and cash equivalents	14,977	11,550
Restricted cash	5,777	7,772
Accounts receivable, net	35,787	33,692
Equity investments in and advances to unconsolidated entities	117,987	75,824
Other assets, net	37,561	38,057
Total Assets	$ 1,088,499	$ 1,064,870
LIABILITIES AND SHAREHOLDERS EQUITY		
Mortgages and notes payable	$ 690,801	$ 676,225
Accounts payable and accrued expenses	57,614	26,424
Distributions payable	9,884	10,391
Capital lease obligation	7,443	7,682
Total Liabilities	765,742	720,722
Minority Interest	41,353	39,565
SHAREHOLDERS EQUITY		
Preferred Shares of Beneficial Interest, par value $0.01, 10,000 shares authorized:		
9.5% Series B Cumulative Redeemable Preferred Shares; 1,000 issued and outstanding, liquidation value of $25,000 as of December 31, 2006		23,804
7.95% Series C Cumulative Convertible Preferred Shares; 1,889 issued and 1,888 outstanding as of December 31, 2006		51,714
Common Shares of Beneficial Interest, par value $0.01, 45,000 shares authorized; 18,470 and 16,580 issued and outstanding as of December 31, 2007 and 2006, respectively	185	166
Additional paid-in capital	388,164	335,738
Accumulated other comprehensive income (loss)	(845)	247
Cumulative distributions in excess of net income	(106,100)	(107,086)
Total Shareholders Equity	281,404	304,583
Total Liabilities and Shareholders Equity	$ 1,088,499	$ 1,064,870

See notes to consolidated financial statements.

RAMCO-GERSHENSON PROPERTIES TRUST

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	Year Ended December 31,		
	2007	2006	2005
	(In thousands, except per share amounts)		
REVENUES			
Minimum rents	$ 97,195	$ 100,494	$ 95,163
Percentage rents	676	922	749
Recoveries from tenants	44,021	42,165	39,466
Fees and management income	6,831	5,676	5,478
Other income	4,532	3,992	4,023
Total revenues	153,255	153,249	144,879
EXPENSES			
Real estate taxes	20,069	20,903	18,334
Recoverable operating expenses	24,678	23,377	22,023
Depreciation and amortization	36,976	32,675	30,572
Other operating expenses	3,786	3,717	3,261
General and administrative	14,291	13,000	13,509
Interest expense	42,609	45,409	42,421
Total expenses	142,409	139,081	130,120
Income from continuing operations before gain on sale of real estate assets, minority interest and earnings from unconsolidated entities	10,846	14,168	14,759
Gain on sale of real estate assets, net of taxes of $4,418, $2,253 and $298 in 2007, 2006 and 2005, respectively	32,643	23,388	1,136
Minority interest	(7,310)	(6,241)	(2,833)
Earnings from unconsolidated entities	2,496	3,002	2,400
Income from continuing operations	38,675	34,317	15,462
Discontinued operations, net of minority interest:			
Gain on sale of property		914	
Income from operations		393	3,031
Income from discontinued operations		1,307	3,031
Net income	38,675	35,624	18,493
Preferred share dividends	(3,146)	(6,655)	(6,655)
Loss on redemption of preferred shares	(1,269)		

Net income available to common shareholders	$ 34,260	$ 28,969	$ 11,838
Basic earnings per share:			
Income from continuing operations	$ 1.92	$ 1.66	$ 0.52
Income from discontinued operations		0.08	0.18
Net income	$ 1.92	$ 1.74	$ 0.70
Diluted earnings per share:			
Income from continuing operations	$ 1.91	$ 1.65	$ 0.52
Income from discontinued operations		0.08	0.18
Net income	$ 1.91	$ 1.73	$ 0.70
Basic weighted average shares outstanding	17,851	16,665	16,837