

American Assets Trust, Inc.  
Form 10-Q  
November 07, 2014  
Table of Contents

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014  
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-35030

AMERICAN ASSETS TRUST, INC.  
(Exact Name of Registrant as Specified in its Charter)

Maryland 27-3338708  
(State of Organization) (IRS Employer Identification No.)

11455 El Camino Real, Suite 200, 92130  
San Diego, California (Zip Code)  
(Address of Principal Executive Offices)  
(858) 350-2600  
(Registrant's Telephone Number, Including Area Code)

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

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

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

Large Accelerated Filer  Accelerated Filer   
Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller reporting company

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

The number of Registrant's common shares outstanding on November 7, 2014 was 43,614,913.

1

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Table of Contents

AMERICAN ASSETS TRUST, INC.  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE QUARTER ENDED SEPTEMBER 30, 2014

PART 1. FINANCIAL INFORMATION

|                            |  |           |
|----------------------------|--|-----------|
| Item 1.                    | Financial Statements   |           |
|                            | <u>Consolidated Balance Sheets as of September 30, 2014 (unaudited) and December 31, 2013</u>                                      | <u>3</u>  |
|                            | <u>Consolidated Statements of Comprehensive Income (unaudited) for the three and nine months ended September 30, 2014 and 2013</u> | <u>4</u>  |
|                            | <u>Consolidated Statement of Equity (unaudited) for the nine months ended September 30, 2014</u>                                   | <u>5</u>  |
|                            | <u>Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2014 and 2013</u>                     | <u>6</u>  |
|                            | <u>Notes to Consolidated Financial Statements (unaudited)</u>  | <u>7</u>  |
| Item 2.                    | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                                       | <u>26</u> |
| Item 3.                    | <u>Quantitative and Qualitative Disclosures about Market Risk</u>  | <u>46</u> |
| Item 4.                    | <u>Controls and Procedures</u>   | <u>47</u> |
| PART II. OTHER INFORMATION |  |           |
| Item 1.                    | <u>Legal Proceedings</u>   | <u>48</u> |
| Item 1A.                   | <u>Risk Factors</u>  | <u>48</u> |
| Item 2.                    | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>   | <u>48</u> |
| Item 3.                    | <u>Defaults Upon Senior Securities</u>   | <u>48</u> |
| Item 4.                    | <u>Mine Safety Disclosures</u>   | <u>48</u> |
| Item 5.                    | <u>Other Information</u>   | <u>48</u> |
| Item 6.                    | <u>Exhibits</u>  | <u>49</u> |
|                            | <u>SIGNATURES</u>  | <u>50</u> |

Table of Contents

## PART 1 - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

American Assets Trust, Inc.

Consolidated Balance Sheets

(In Thousands, Except Share Data)

|  | September 30,<br>2014<br>(unaudited) | December 31,<br>2013 |
|--|--------------------------------------|----------------------|
| <b>ASSETS</b>  |                                      |                      |
| Real estate, at cost   |                                      |                      |
| Operating real estate  | \$ 1,927,359                         | \$ 1,919,015         |
| Construction in progress   | 153,958                              | 67,389               |
| Held for development   | 9,139                                | 9,013                |
|  | 2,090,456                            | 1,995,417            |
| Accumulated depreciation   | (352,417                             | ) (318,581           |
| Net real estate  | 1,738,039                            | 1,676,836            |
| Cash and cash equivalents  | 95,145                               | 48,987               |
| Restricted cash  | 11,835                               | 9,124                |
| Accounts receivable, net   | 7,552                                | 7,295                |
| Deferred rent receivables, net   | 34,814                               | 32,531               |
| Other assets, net  | 51,275                               | 57,670               |
| <b>TOTAL ASSETS</b>  | <b>\$ 1,938,660</b>                  | <b>\$ 1,832,443</b>  |
| <b>LIABILITIES AND EQUITY</b>  |                                      |                      |
| <b>LIABILITIES:</b>  |                                      |                      |
| Secured notes payable  | \$ 953,190                           | \$ 952,174           |
| Term loan  | 100,000                              | —                    |
| Line of credit   | —                                    | 93,000               |
| Accounts payable and accrued expenses  | 53,231                               | 37,063               |
| Security deposits payable  | 5,276                                | 5,163                |
| Other liabilities and deferred credits, net  | 55,992                               | 58,465               |
| Total liabilities  | 1,167,689                            | 1,145,865            |
| Commitments and contingencies (Note 10)  |                                      |                      |
| <b>EQUITY:</b>   |                                      |                      |
| American Assets Trust, Inc. stockholders' equity   |                                      |                      |
| Common stock, \$0.01 par value, 490,000,000 shares authorized, 43,614,913 and 40,512,563 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively | 436                                  | 405                  |
| Additional paid-in capital   | 794,432                              | 692,196              |
| Accumulated dividends in excess of net income  | (57,269                              | ) (44,090            |
| Accumulated other comprehensive loss   | 624                                  | —                    |
| Total American Assets Trust, Inc. stockholders' equity   | 738,223                              | 648,511              |
| Noncontrolling interests   | 32,748                               | 38,067               |
| Total equity   | 770,971                              | 686,578              |
| <b>TOTAL LIABILITIES AND EQUITY</b>  | <b>\$ 1,938,660</b>                  | <b>\$ 1,832,443</b>  |

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

3

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Table of Contents

American Assets Trust, Inc.  
Consolidated Statements of Comprehensive Income  
(Unaudited)  
(In Thousands, Except Shares and Per Share Data)

|  | Three Months Ended<br>September 30, |                | Nine Months Ended<br>September 30, |                 |
|--|-------------------------------------|----------------|------------------------------------|-----------------|
|  | 2014                                | 2013           | 2014                               | 2013            |
| <b>REVENUE:</b>  |                                     |                |                                    |                 |
| Rental income  | \$63,593                            | \$62,405       | \$182,868                          | \$181,332       |
| Other property income  | 3,750                               | 2,913          | 10,654                             | 9,080           |
| Total revenue  | 67,343                              | 65,318         | 193,522                            | 190,412         |
| <b>EXPENSES:</b>   |                                     |                |                                    |                 |
| Rental expenses  | 17,374                              | 17,430         | 50,494                             | 50,402          |
| Real estate taxes  | 5,899                               | 5,768          | 17,054                             | 16,044          |
| General and administrative   | 4,682                               | 4,031          | 13,929                             | 12,658          |
| Depreciation and amortization  | 16,352                              | 16,648         | 50,902                             | 50,614          |
| Total operating expenses   | 44,307                              | 43,877         | 132,379                            | 129,718         |
| <b>OPERATING INCOME</b>  | <b>23,036</b>                       | <b>21,441</b>  | <b>61,143</b>                      | <b>60,694</b>   |
| Interest expense   | (13,325 )                           | (14,764 )      | (40,396 )                          | (44,244 )       |
| Other income (expense), net  | (621 )                              | (419 )         | 352                                | (763 )          |
| <b>NET INCOME</b>  | <b>9,090</b>                        | <b>6,258</b>   | <b>21,099</b>                      | <b>15,687</b>   |
| Net income attributable to restricted shares                                       | (95 )                               | (132 )         | (259 )                             | (397 )          |
| Net income attributable to unitholders in the Operating Partnership                | (2,578 )                            | (1,903 )       | (6,108 )                           | (4,752 )        |
| <b>NET INCOME ATTRIBUTABLE TO AMERICAN ASSETS TRUST, INC. STOCKHOLDERS</b>         | <b>\$6,417</b>                      | <b>\$4,223</b> | <b>\$14,732</b>                    | <b>\$10,538</b> |
| <b>EARNINGS PER COMMON SHARE</b>   |                                     |                |                                    |                 |
| Earnings per common share, basic   | \$0.15                              | \$0.11         | \$0.35                             | \$0.27          |
| Weighted average shares of common stock outstanding - basic                        | 42,539,019                          | 39,816,753     | 41,653,229                         | 39,439,488      |
| Earnings per common share, diluted   | \$0.15                              | \$0.11         | \$0.35                             | \$0.27          |
| Weighted average shares of common stock outstanding - diluted                      | 60,444,276                          | 57,777,667     | 59,559,944                         | 57,423,959      |
| <b>DIVIDENDS DECLARED PER COMMON SHARE</b>   | <b>\$0.22</b>                       | <b>\$0.21</b>  | <b>\$0.66</b>                      | <b>\$0.63</b>   |
| <b>COMPREHENSIVE INCOME</b>  |                                     |                |                                    |                 |
| Net income   | \$9,090                             | \$6,258        | \$21,099                           | \$15,687        |
| Other comprehensive income - unrealized gain on swap derivatives during the period | 2,439                               | —              | 882                                | —               |
| Comprehensive income   | 11,529                              | 6,258          | 21,981                             | 15,687          |
| Comprehensive income attributable to non-controlling interest                      | (3,300 )                            | (1,903 )       | (6,366 )                           | (4,752 )        |
| Comprehensive income attributable to American Assets Trust, Inc.                   | \$8,229                             | \$4,355        | \$15,615                           | \$10,935        |

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



Table of Contents

American Assets Trust, Inc.  
 Consolidated Statement of Equity  
 (Unaudited)  
 (In Thousands, Except Share Data)

|   | American Assets Trust, Inc. Stockholders' Equity |        |                                  | Accumulated<br>Dividends<br>in<br>Excess of<br>Net<br>Income | Accumulated<br>Other<br>Comprehensive<br>Loss | Noncontrolling<br>Interests -<br>Unitholders in the<br>Operating<br>Partnership | Total     |
|---|--|--------|----------------------------------|--|---|---|-----------|
|   | Common Shares                                    |        |                                  |  |   |   |           |
|   | Shares   | Amount | Additional<br>Paid-in<br>Capital |  |   |   |           |
| Balance at<br>December 31, 2013   | 40,512,563                                       | \$405  | \$692,196                        | \$ (44,090 )   | \$ —  | \$ 38,067   | \$686,578 |
| Net income  | —  | —      | —                                | 14,991   | —   | 6,108   | 21,099    |
| Common shares<br>issued   | 3,110,067  | 31     | 104,117                          | —  | —   | —   | 104,148   |
| Issuance of restricted<br>stock   | 117,983  | 1      | (1 )                             | —  | —   | —   | —         |
| Forfeiture of restricted<br>stock   | (941 )   | —      | —                                | —  | —   | —   | —         |
| Conversion of<br>operating partnership<br>units                             | 11,852   | —      | (133 )                           | —  | —   | 133   | —         |
| Dividends declared<br>and paid  | —  | —      | —                                | (28,170 )  | —   | (11,818 )   | (39,988 ) |
| Stock-based<br>compensation   | —  | —      | 2,571                            | —  | —   | —   | 2,571     |
| Shares withheld for<br>employee taxes                                       | (136,611 )                                       | (1 )   | (4,318 )                         | —  | —   | —   | (4,319 )  |
| Other comprehensive<br>income - change in<br>value of interest rate<br>swap | —  | —      | —                                | —  | 624   | 258   | 882       |
| Balance at September<br>30, 2014  | 43,614,913                                       | \$436  | \$794,432                        | \$ (57,269 )   | \$ 624  | \$ 32,748   | \$770,971 |

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



Table of Contents

American Assets Trust, Inc.  
Consolidated Statements of Cash Flows  
(Unaudited)  
(In Thousands)

|   | Nine Months Ended September<br>30, |           |
|---|------------------------------------|-----------|
|   | 2014                               | 2013      |
| <b>OPERATING ACTIVITIES</b>   |                                    |           |
| Net income  | \$21,099                           | \$15,687  |
| Adjustments to reconcile income from operations to net cash provided by operating activities: |                                    |           |
| Deferred rent revenue and amortization of lease intangibles                                   | (4,360                             | ) (3,593  |
| Depreciation and amortization   | 50,902                             | 50,614    |
| Amortization of debt issuance costs and debt fair value adjustments                           | 3,046                              | 2,949     |
| Stock-based compensation expense  | 2,571                              | 2,119     |
| Settlement of forward interest rate swap agreement  | 1,617                              | —         |
| Other, net  | (839                               | ) 804     |
| Changes in operating assets and liabilities   |                                    |           |
| Change in restricted cash   | (1,438                             | ) (1,549  |
| Change in accounts receivable   | (195                               | ) (1,019  |
| Change in other assets  | (168                               | ) (68     |
| Change in accounts payable and accrued expenses   | 7,298                              | 8,071     |
| Change in security deposits payable   | 113                                | 154       |
| Change in other liabilities and deferred credits  | 1,751                              | 321       |
| Net cash provided by operating activities   | 81,397                             | 74,490    |
| <b>INVESTING ACTIVITIES</b>   |                                    |           |
| Capital expenditures  | (94,877                            | ) (33,503 |
| Change in restricted cash   | (1,272                             | ) 305     |
| Leasing commissions   | (2,805                             | ) (1,977  |
| Net cash used in investing activities   | (98,954                            | ) (35,175 |
| <b>FINANCING ACTIVITIES</b>   |                                    |           |
| Change in restricted cash   | —                                  | (1,400    |
| Repayment of secured notes payable  | (1,169                             | ) (2,749  |
| Proceeds from term loan   | 100,000                            | —         |
| Repayment of line of credit   | (93,000                            | ) —       |
| Debt issuance costs   | (1,957                             | ) —       |
| Proceeds from issuance of common stock, net   | 104,148                            | 24,790    |
| Dividends paid to common stock and unitholders  | (39,988                            | ) (36,645 |
| Deferred offering costs   | —                                  | (68       |
| Shares withheld for employee taxes  | (4,319                             | ) —       |
| Net cash provided by (used in) financing activities   | 63,715                             | (16,072   |
| Net increase in cash and cash equivalents   | 46,158                             | 23,243    |
| Cash and cash equivalents, beginning of period  | 48,987                             | 42,479    |
| Cash and cash equivalents, end of period  | \$95,145                           | \$65,722  |

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

Table of Contents

American Assets Trust, Inc.  
 Notes to Consolidated Financial Statements  
 September 30, 2014  
 (Unaudited)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Organization

American Assets Trust, Inc. (which may be referred to in these financial statements as the “Company,” “we,” “us,” or “our”) is a Maryland corporation formed on July 16, 2010 that did not have any operating activity until the consummation of our initial public offering on January 19, 2011. The Company is the sole general partner of American Assets Trust, L.P., a Maryland limited partnership formed on July 16, 2010 (the “Operating Partnership”). The Company’s operations are carried on through our Operating Partnership and its subsidiaries, including our taxable real estate investment trust (“REIT”) subsidiary (“TRS”). Since the formation of our Operating Partnership, the Company has controlled our Operating Partnership as its general partner and has consolidated its assets, liabilities and results of operations. We are a full service vertically integrated and self-administered REIT with approximately 118 employees providing substantial in-house expertise in asset management, property management, property development, leasing, tenant improvement construction, acquisitions, repositioning, redevelopment and financing.

As of September 30, 2014, we owned or had a controlling interest in 23 office, retail, multifamily and mixed-use operating properties, the operations of which we consolidate. Additionally, as of September 30, 2014, we owned land at five of our properties that we classify as held for development and/or construction in progress. A summary of the properties owned by us is as follows:

Retail

|                       |                       |
|-----------------------|-----------------------|
| Carmel Country Plaza  | Del Monte Center      |
| Carmel Mountain Plaza | Geary Marketplace     |
| South Bay Marketplace | The Shops at Kalakaua |
| Rancho Carmel Plaza   | Waialele Center       |
| Lomas Santa Fe Plaza  | Alamo Quarry Market   |

Solana Beach Towne Centre

Office

|                               |                          |
|-------------------------------|--------------------------|
| Torrey Reserve Campus         | Lloyd District Portfolio |
| Solana Beach Corporate Centre | City Center Bellevue     |

The Landmark at One Market

One Beach Street

First & Main

Multifamily

Loma Palisades

Imperial Beach Gardens

Mariner's Point

Santa Fe Park RV Resort

Mixed-Use

Waikiki Beach Walk Retail and Embassy Suites™ Hotel

Held for Development and Construction in Progress

Solana Beach Corporate Centre – Land

Solana Beach – Highway 101 – Land

Sorrento Pointe – Land

Torrey Reserve – Land

Lloyd District Portfolio – Land



Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

**Basis of Presentation**

Our consolidated financial statements include the accounts of the Company, our Operating Partnership and our subsidiaries. The equity interests of other investors in our Operating Partnership are reflected as noncontrolling interests.

All significant intercompany transactions and balances are eliminated in consolidation.

The accompanying consolidated financial statements of the Company have been prepared in accordance with the rules applicable to Form 10-Q and include all information and footnotes required for interim financial statement presentation, but do not include all disclosures required under accounting principles generally accepted in the United States (“GAAP”) for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments, except as otherwise noted) considered necessary for a fair presentation have been included.

These financial statements should be read in conjunction with the audited consolidated financial statements and notes therein included in the Company's annual report on Form 10-K for the year ended December 31, 2013.

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that in certain circumstances affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenues and expenses. These estimates are prepared using our best judgment, after considering past, current and expected events and economic conditions. Actual results could differ from these estimates.

Any reference to the number of properties and square footage are unaudited and outside the scope of our independent registered public accounting firm's review of our financial statements in accordance with the standards of the United States Public Company Accounting Oversight Board.

**Consolidated Statements of Cash Flows—Supplemental Disclosures**

The following table provides supplemental disclosures related to the Consolidated Statements of Cash Flows (in thousands):

|   | Nine Months Ended September 30, |          |
|---|---------------------------------|----------|
|   | 2014                            | 2013     |
| Supplemental cash flow information                                    |                                 |          |
| Total interest costs incurred   | \$43,912                        | \$45,692 |
| Interest capitalized  | \$3,516                         | \$1,448  |
| Interest expense  | \$40,396                        | \$44,244 |
| Cash paid for interest, net of amounts capitalized                    | \$37,557                        | \$41,189 |
| Cash paid for income taxes  | \$319                           | \$868    |
| Supplemental schedule of noncash investing and financing activities   |                                 |          |
| Accounts payable and accrued liabilities for construction in progress | \$8,982                         | \$3,188  |
| Accrued leasing commissions   | \$(124                          | ) \$488  |
| Reduction to capital for prepaid offering costs                       | \$—                             | \$437    |

**Significant Accounting Policies**

We describe our significant accounting policies in Note 1 to the consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013. There have been no changes to our significant accounting policies during the nine months ended September 30, 2014.

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

We record all derivatives on the balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of such derivatives, whether we have elected to designate a derivative as being in a hedging relationship, whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting and applying such hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. When we terminate a derivative for which cash flow hedging was being applied, the balance which was recorded in other comprehensive income is amortized to interest expense over the remaining contractual term of the swap. We include cash payments and receipts made to terminate interest rate swaps as an operating activity on the statement of cash flows, given the nature of the underlying cash flows that the derivative was hedging.

Hedge ineffectiveness has not impacted earnings as of September 30, 2014, and we do not anticipate it will have a significant effect in the future.

Segment Information

Segment information is prepared on the same basis that our management reviews information for operational decision-making purposes. We operate in four business segments: the acquisition, redevelopment, ownership and management of retail real estate, office real estate, multifamily real estate and mixed-use real estate. The products for our retail segment primarily include rental of retail space and other tenant services, including tenant reimbursements, parking and storage space rental. The products for our office segment primarily include rental of office space and other tenant services, including tenant reimbursements, parking and storage space rental. The products for our multifamily segment include rental of apartments and other tenant services. The products of our mixed-use segment include rental of retail space and other tenant services, including tenant reimbursements, parking and storage space rental and operation of a 369-room all-suite hotel.

Reclassification

Certain amounts in the consolidated financial statements for prior periods have been reclassified to conform to current presentations.

Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (the "FASB") issued ASU 2013-2, Comprehensive Income (Topic 220): Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income. ASU 2013-2 requires entities to disclose certain information relating to amounts reclassified out of accumulated other comprehensive income. This pronouncement became effective for us in the first quarter of 2013 and did not have a significant impact on our consolidated financial statements.

In April 2014, the FASB issued ASU 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. ASU 2014-08 revises the definition of a discontinued operation to a disposal, sale or held-for-sale component or group of components that represents a strategic shift that will have a major effect on an entity's operations and financial results. This pronouncement is effective in 2015, however, calendar year-end companies may early adopt during the first quarter of 2014. We have chosen to early adopt this pronouncement and it became effective for us in the first quarter of 2014. This pronouncement did not have a significant impact on our consolidated financial statements.

In May 2014, the FASB issued Update No. 2014-09, Revenue from Contracts with Customers. Update No. 2014-09 establishes that companies may recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This pronouncement is effective for annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period; early adoption is not permitted. We are in the process of evaluating the impact this pronouncement will have on our consolidated financial statements.

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

**NOTE 2. ACQUIRED IN-PLACE LEASES AND ABOVE/BELOW MARKET LEASES**

The following summarizes our acquired lease intangibles and leasing costs, which are included in other assets and other liabilities and deferred credits, as of September 30, 2014 and December 31, 2013 (in thousands):

|  | September 30,<br>2014 | December 31,<br>2013 |
|--|-----------------------|----------------------|
| In-place leases                            | \$54,024              | \$62,813             |
| Accumulated amortization                   | (34,131               | ) (38,279            |
| Above market leases                        | 22,541                | 28,279               |
| Accumulated amortization                   | (16,968               | ) (20,880            |
| Acquired lease intangible assets, net      | \$25,466              | \$31,933             |
| Below market leases                        | \$70,070              | \$76,502             |
| Accumulated accretion                      | (25,959               | ) (28,592            |
| Acquired lease intangible liabilities, net | \$44,111              | \$47,910             |

**NOTE 3. FAIR VALUE OF FINANCIAL INSTRUMENTS**

A fair value measurement is based on the assumptions that market participants would use in pricing an asset or liability. The hierarchy for inputs used in measuring fair value is as follows:

1. Level 1 Inputs—quoted prices in active markets for identical assets or liabilities
2. Level 2 Inputs—observable inputs other than quoted prices in active markets for identical assets and liabilities
3. Level 3 Inputs—unobservable inputs

Except as disclosed below, the carrying amounts of our financial instruments approximate their fair value. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

We measure the fair value of our deferred compensation liability, which is included in other liabilities and deferred credits on the consolidated balance sheet, on a recurring basis using Level 2 inputs. We measure the fair value of this liability based on prices provided by independent market participants that are based on observable inputs using market-based valuation techniques.

The fair value of the interest rate swap agreement on our term loan of \$100 million is based on the estimated amounts we would receive or pay to terminate the contracts at the reporting date and are determined using interest rate pricing models and interest rate related observable inputs. The fair value of our swap at September 30, 2014 was a liability of \$0.7 million and is included in "other liabilities and deferred credits" on our consolidated balance sheets. For the three and nine months ended September 30, 2014, the change in valuation on our interest rate swaps was an increase of \$0.8 million and a decrease of \$0.7 million, respectively. The effective portion of changes in the fair value of the derivatives that are designated as cash flow hedges are being recorded in accumulated other comprehensive loss and will be subsequently reclassified into earnings during the period in which the hedged forecasted transaction affects earnings.

The Company incorporates credit valuation adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements. In adjusting the fair value of its derivative contract for the effect of non-performance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.





Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of September 30, 2014 the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative position and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuation in its entirety is classified in Level 2 of the fair value hierarchy.

A summary of our financial liabilities that are measured at fair value on a recurring basis, by level within the fair value hierarchy is as follows (in thousands):

|                                 | September 30, 2014 |         |         |       | December 31, 2013 |         |         |       |
|---------------------------------|--------------------|---------|---------|-------|-------------------|---------|---------|-------|
|                                 | Level 1            | Level 2 | Level 3 | Total | Level 1           | Level 2 | Level 3 | Total |
| Deferred compensation liability | \$—                | \$897   | \$—     | \$897 | \$—               | \$769   | \$—     | \$769 |
| Interest rate swap              | \$—                | \$735   | \$—     | \$735 | \$—               | \$—     | \$—     | \$—   |

The fair value of our secured notes payable is sensitive to fluctuations in interest rates. Discounted cash flow analysis using observable market interest rates (Level 2) is generally used to estimate the fair value of our secured notes payable, using rates ranging from 3.6% to 5.4%.

Considerable judgment is necessary to estimate the fair value of financial instruments. The estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized upon disposition of the financial instruments. The carrying values of our revolving credit facility and term loan set forth below are deemed to be at fair value since the outstanding debt is directly tied to monthly LIBOR contracts. A summary of the carrying amount and fair value of our secured financial instruments, all of which are based on Level 2 inputs, is as follows (in thousands):

|                       | September 30, 2014 |            | December 31, 2013 |            |
|-----------------------|--------------------|------------|-------------------|------------|
|                       | Carrying Value     | Fair Value | Carrying Value    | Fair Value |
| Secured notes payable | \$953,190          | \$987,508  | \$952,174         | \$990,296  |
| Term loan             | \$100,000          | \$100,000  | \$—               | \$—        |
| Line of credit        | \$—                | \$—        | \$93,000          | \$93,000   |

**NOTE 4. DERIVATIVE AND HEDGING ACTIVITIES**

Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our exposure to interest rate movements. To accomplish these objectives, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

Concurrent with the closing of our amended and restated credit facility, we entered into an interest rate swap agreement that is intended to fix the interest rate associated with the term loan at approximately 3.08% through its maturity date and extension options, subject to adjustments based on our consolidated leverage ratio. The following is a summary of the terms of the interest rate swap as of September 30, 2014 (dollars in thousands):

| Swap Counterparty     | Notional Amount | Effective Date | Maturity Date | Fair Value |
|-----------------------|-----------------|----------------|---------------|------------|
| Bank of America, N.A. | \$100,000       | 1/9/2014       | 1/9/2019      | \$735      |

The effective portion of changes in the fair value of the derivatives that are designated as cash flow hedges are being recorded in accumulated other comprehensive income and will be subsequently reclassified into earnings during the period in which the hedged forecasted transaction affects earnings.



Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the derivative. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs, including interest rate curves, and implied volatilities. The fair value of the interest rate swaps is determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

## Forward Starting Swap

On August 19, 2014, we entered into a one-month forward-starting seven-year swap contract with Wells Fargo Bank, N.A. to reduce the interest rate variability exposure of the projected interest cash flows of our then-prospective Series A Notes (as defined below). The forward-starting seven-year swap contract had a notional amount of \$150 million, a termination date of October 31, 2014, a fixed pay rate of 2.1305%, a receive rate equal to the one-month LIBOR, with fixed rate payments due quarterly on the last day of each January, April, July and October commencing January 30, 2015, floating payments due quarterly on the last day of each January, April, July and October commencing January 30, 2015, and floating reset dates two days prior to the first day of each calculation period. The forward-starting seven-year swap contract accrual period, October 31, 2014 to October 31, 2021, was designed to match the expected tenor of the Series A Notes.

The forward-starting seven-year swap contract was deemed to be a highly effective cash flow hedge and we elected to designate the forward-starting swap contract as an accounting hedge. We settled the forward-starting seven-year swap contract on September 19, 2014 resulting in a gain of approximately \$1.6 million. This gain is included in accumulated other comprehensive income and will be amortized to interest expense over the life of the Series A Notes.

## NOTE 5. OTHER ASSETS

Other assets consist of the following (in thousands):

|   | September 30,<br>2014 | December 31,<br>2013 |
|---|-----------------------|----------------------|
| Leasing commissions, net of accumulated amortization of \$20,496 and \$19,606 respectively    | \$17,316              | \$18,071             |
| Acquired above market leases, net   | 5,573                 | 7,399                |
| Acquired in-place leases, net   | 19,893                | 24,534               |
| Lease incentives, net of accumulated amortization of \$2,868 and \$2,590, respectively        | 832                   | 1,110                |
| Other intangible assets, net of accumulated amortization of \$1,553 and \$1,554, respectively | 497                   | 655                  |
| Debt issuance costs, net of accumulated amortization of \$3,847 and \$2,985, respectively     | 3,727                 | 2,632                |
| Prepaid expenses and other  | 3,437                 | 3,269                |
| Total other assets  | \$51,275              | \$57,670             |

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

## NOTE 6. OTHER LIABILITIES AND DEFERRED CREDITS

Other liabilities and deferred credits consist of the following (in thousands):

|   | September 30,<br>2014 | December 31,<br>2013 |
|---|-----------------------|----------------------|
| Acquired below market leases, net                 | \$44,111              | \$47,910             |
| Prepaid rent and deferred revenue                 | 6,994                 | 7,506                |
| Interest rate swap liability                      | 735                   | —                    |
| Deferred rent expense and lease intangible        | 651                   | 829                  |
| Deferred compensation                             | 897                   | 769                  |
| Deferred tax liability                            | 233                   | 233                  |
| Straight-line rent liability                      | 2,263                 | 1,145                |
| Other liabilities                                 | 108                   | 73                   |
| Total other liabilities and deferred credits, net | \$55,992              | \$58,465             |

Straight-line rent liability relates to leases which have rental payments that decrease over time or one-time upfront payments for which the rental revenue is deferred and recognized on a straight-line basis.

## NOTE 7. DEBT

The following is a summary of our total secured notes payable outstanding as of September 30, 2014 and December 31, 2013 (in thousands):

| Description of Debt                                    | Principal Balance as of |                      | Stated Interest Rate<br>as of September 30,<br>2014 | Stated Maturity Date |
|--|-------------------------|----------------------|---|----------------------|
|  | September 30,<br>2014   | December 31,<br>2013 |   |                      |
| Waialele Center <sup>(1)(2)</sup>                      | \$140,700               | \$140,700            | 5.15  | % November 1, 2014   |
| The Shops at Kalakaua <sup>(1)</sup>                   | 19,000                  | 19,000               | 5.45  | % May 1, 2015        |
| The Landmark at One Market <sup>(1)(3)</sup>           | 133,000                 | 133,000              | 5.61  | % July 5, 2015       |
| Del Monte Center <sup>(1)</sup>                        | 82,300                  | 82,300               | 4.93  | % July 8, 2015       |
| First & Main <sup>(1)</sup>                            | 84,500                  | 84,500               | 3.97  | % July 1, 2016       |
| Imperial Beach Gardens <sup>(1)</sup>                  | 20,000                  | 20,000               | 6.16  | % September 1, 2016  |
| Mariner's Point <sup>(1)</sup>                         | 7,700                   | 7,700                | 6.09  | % September 1, 2016  |
| South Bay Marketplace <sup>(1)</sup>                   | 23,000                  | 23,000               | 5.48  | % February 10, 2017  |
| Waikiki Beach Walk—Retail <sup>(1)</sup>               | 130,310                 | 130,310              | 5.39  | % July 1, 2017       |
| Solana Beach Corporate Centre<br>III-IV <sup>(4)</sup> | 36,487                  | 36,804               | 6.39  | % August 1, 2017     |
| Loma Palisades <sup>(1)</sup>                          | 73,744                  | 73,744               | 6.09  | % July 1, 2018       |
| One Beach Street <sup>(1)</sup>                        | 21,900                  | 21,900               | 3.94  | % April 1, 2019      |
| Torrey Reserve—North Court <sup>(1)</sup>              | 21,152                  | 21,377               | 7.22  | % June 1, 2019       |
| Torrey Reserve—VCI, VCII, VCIII <sup>(1)</sup>         | 7,127                   | 7,200                | 6.36  | % June 1, 2020       |
| Solana Beach Corporate Centre I-II<br><sup>(4)</sup>   | 11,347                  | 11,475               | 5.91  | % June 1, 2020       |
| Solana Beach Towne Centre <sup>(4)</sup>               | 37,823                  | 38,249               | 5.91  | % June 1, 2020       |
| City Center Bellevue <sup>(1)</sup>                    | 111,000                 | 111,000              | 3.98  | % November 1, 2022   |
|  | 961,090                 | 962,259              |   |                      |
| Unamortized fair value adjustment                      | (7,900                  | ) (10,085            | )   |                      |
| Total Secured Notes Payable<br>Outstanding             | \$953,190               | \$952,174            |   |                      |

(1) Interest only.

Loan repaid in full, without premium or penalty, on October 31, 2014 in connection with the closing of our  
(2) privately placed debt offering of \$150 million of seven-year senior guaranteed notes with an effective rate of approximately 3.88% (including interest rate swap costs).

Maturity Date is the earlier of the loan maturity date under the loan agreement, or the “Anticipated Repayment Date”  
(3) as specifically defined in the loan agreement, which is the date after which substantial economic penalties apply if the loan has not been paid off.

(4) Principal payments based on a 30-year amortization schedule.

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

Certain loans require us to comply with various financial covenants. As of September 30, 2014, we were in compliance with these financial covenants.

On October 31, 2014, we entered into a Note Purchase Agreement with a group of institutional purchasers that provided for the private placement of an aggregate of \$350 million of senior guaranteed notes, of which (i) \$150 million are designated as 4.04% Senior Guaranteed Notes, Series A, due October 31, 2021 (the "Series A Notes"), (ii) \$100 million are designated as 4.45% Senior Guaranteed Notes, Series B, due February 2, 2025 (the "Series B Notes") and (iii) \$100 million are designated as 4.50% Senior Guaranteed Notes, Series C, due April 1, 2025 (the "Series C Notes", and collectively with the Series A Notes and Series B Notes, are referred to herein as, the "Notes"). The Series A Notes were issued on October 31, 2014. The Series B Notes are expected to be issued on February 2, 2015 and the Series C Notes are expected to be issued on April 1, 2015, each subject to customary closing conditions. Upon issuance, the Notes will pay interest quarterly on the last day of January, April, July and October until their respective maturities. (Note 16)

We may prepay at any time all, or from time to time any part of, the Notes, in an amount not less than 5% of the aggregate principal amount of any series of the Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid plus a Make-Whole Amount (as defined in the Note Purchase Agreement).

The Note Purchase Agreement contains a number of customary financial covenants, including, without limitation, tangible net worth thresholds, secured and unsecured leverage ratios and fixed charge coverage ratios. Subject to the terms of the Note Purchase Agreement and the Notes, upon certain events of default, including, but not limited to, (i) a default in the payment of any principal, Make-Whole Amount or interest under the Notes, and (ii) a default in the payment of certain other indebtedness by us or our subsidiaries, the principal, accrued and unpaid interest, and the Make-Whole Amount on the outstanding Notes will become due and payable at the option of the purchasers.

Our obligations under the Notes are fully and unconditionally guaranteed by us and certain of our subsidiaries.

Credit Facility

On January 9, 2014, we entered into an amended and restated credit agreement (the "Amended and Restated Credit Facility") which amended and restated the then in-place credit facility. The Amended and Restated Credit Facility provides for aggregate, unsecured borrowing of \$350 million, consisting of a revolving line of credit of \$250 million (the "Revolver Loan") and a term loan of \$100 million (the "Term Loan"). The Amended and Restated Credit Facility has an accordion feature that may allow us to increase the availability thereunder up to an additional \$250 million, subject to meeting specified requirements and obtaining additional commitments from lenders.

Borrowings under the Amended and Restated Credit Facility initially bear interest at floating rates equal to, at our option, either (1) LIBOR, plus a spread which ranges from (a) 1.35%-1.95% (with respect to the Revolver Loan) and (b) 1.30% to 1.90% (with respect to the Term Loan), in each case based on our consolidated leverage ratio, or (2) a base rate equal to the highest of (a) the prime rate, (b) the federal funds rate plus 50 bps or (c) the Eurodollar rate plus 100 bps, plus a spread which ranges from (i) 0.35%-0.95% (with respect to the Revolver Loan) and (ii) 0.30% to 0.90% (with respect to the Term Loan), in each case based on our consolidated leverage ratio. If we obtain an investment-grade debt rating, under the terms set forth in the Amended and Restated Credit Facility, the spreads will further improve.

The Revolver Loan initially matures on January 9, 2018, subject to our option to extend the Revolver Loan up to two times, with each such extension for a six-month period. The Term Loan initially matures on January 9, 2016, subject to our option to extend the Term Loan up to three times, with each such extension for a 12-month period. The foregoing extension options are exercisable by us subject to the satisfaction of certain conditions.

Concurrent with the closing of the Amended and Restated Credit Facility, we drew down on the entirety of the \$100 million Term Loan and entered into an interest rate swap agreement that is intended to fix the interest rate associated with the Term Loan at approximately 3.08% through its maturity date and extension options, subject to adjustments based on our consolidated leverage ratio.

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

Additionally, the Amended and Restated Credit Facility includes a number of customary financial covenants, including:

• A maximum leverage ratio (defined as total indebtedness net of certain cash and cash equivalents to total asset value) of 60%, and during any material acquisition period the maximum leverage ratio allowable is 65%,

• A maximum secured leverage ratio (defined as total secured debt to secured total asset value) of 45% at any time prior to December 31, 2015, and 40% thereafter, during a material acquisition period the maximum secured leverage ratio is increased to 50% at any time prior to December 31, 2015 and 45% thereafter,

• A minimum fixed charge coverage ratio (defined as consolidated earnings before interest, taxes, depreciation and amortization to consolidated fixed charges) of 1.50x,

• A minimum unsecured interest coverage ratio of 1.75x,

• A maximum unsecured leverage ratio of 60%, and during any material acquisition period the maximum unsecured leverage ratio allowable is 65%,

• A minimum tangible net worth of \$721.16 million, and 75% of the net proceeds of any additional equity issuances (other than additional equity issuances in connection with any dividend reinvestment program), and

• Recourse indebtedness at any time cannot exceed 15% of total asset value.

The Amended and Restated Credit Facility provides that our annual distributions may not exceed the greater of (1) 95% of our funds from operations or (2) the amount required for us to (a) qualify and maintain our real estate investment trust ("REIT") status and (b) avoid the payment of federal or state income or excise tax. If certain events of default exist or would result from a distribution, we may be precluded from making distributions other than those necessary to qualify and maintain our status as a REIT.

As of September 30, 2014, we were in compliance with the Amended and Restated Credit Facility financial covenants.

On October 16, 2014, we entered into a First Amendment to the Amended and Restated Credit Agreement that amends

provisions of the Amended and Restated Credit Agreement to, among other things, (i) describe the treatment of our pari passu obligations under the Amended and Restated Credit Agreement and (ii) remove the material acquisition provisions previously set forth in the Amended and Restated Credit Agreement. (Note 16)

NOTE 8. EQUITY

Stockholders' Equity

On May 6, 2013, we entered into an at-the-market ("ATM") equity program with four sales agents in which we may, from time to time, offer and sell shares of our common stock having an aggregate offering price of up to \$150.0 million. The sales of shares of our common stock made through the ATM equity program are made in "at-the-market" offerings as defined in Rule 415 of the Securities Act of 1933, as amended. During the three and nine months ended September 30, 2014, the following shares of common stock and related proceeds were sold through the ATM equity program (in thousands, except per share data):

|   | Three Months Ended<br>September 30, 2014 | Nine Months Ended<br>September 30, 2014 |
|---|--|---|
| Number of shares of common stock issued through ATM program | 599,582                                  | 2,710,067                               |
| Weighted average price per share                            | \$35.01                                  | \$33.84                                 |
| Proceeds, gross   | \$20,994                                 | \$91,707                                |
| Sales agent compensation                                    | (210                                     | ) (918                                  |
| Offering costs  | (49                                      | ) (145                                  |



|               |          |          |
|---------------|----------|----------|
| Proceeds, net | \$20,735 | \$90,644 |
|---------------|----------|----------|

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

We intend to use the net proceeds from the ATM equity program to fund our development or redevelopment activities, repay amounts outstanding from time to time under our revolving credit facility or other debt financing obligations, fund potential acquisition opportunities and/or for general corporate purposes. As of September 30, 2014, we had the capacity to issue up to an additional \$32.3 million in shares of our common stock under our ATM equity program. Actual future sales will depend on a variety of factors including, but not limited to, market conditions, the trading price of our common stock and our capital needs. We have no obligation to sell the remaining shares available for sale under the ATM equity program.

On September 12, 2014, we entered into a common stock purchase agreement (the “Purchase Agreement”) with Insurance Company of the West, a California corporation (“ICW”) which is an insurance company majority owned and controlled by Ernest Rady, the Executive Chairman of our board of directors. The Purchase Agreement provided for the sale by us to ICW, in a private placement, of 400,000 shares of our common stock at a purchase price of \$33.76 per share, resulting in gross proceeds to us of approximately \$13.5 million. The price per share paid by ICW was equal to the closing price of a share of our common stock on the New York Stock Exchange on the date of the Purchase Agreement. These shares are characterized as “restricted securities” under the federal securities laws inasmuch as they are being acquired from us in a transaction not involving a public offering and that under such laws and applicable regulations such securities may be resold without registration under securities laws only in certain limited circumstances. ICW must bear the economic risk of this investment indefinitely unless the shares are registered pursuant to applicable securities laws, or an exemption from registration is available.

## Noncontrolling Interests

Noncontrolling interests in our Operating Partnership are interests in the Operating Partnership that are not owned by us. Noncontrolling interests consisted of 17,905,257 common units (the “noncontrolling common units”), and represented approximately 29.3% of the ownership interests in our Operating Partnership at September 30, 2014. Common units and shares of our common stock have essentially the same economic characteristics in that common units and shares of our common stock share equally in the total net income or loss distributions of our Operating Partnership. Investors who own common units have the right to cause our Operating Partnership to redeem any or all of their common units for cash equal to the then-current market value of one share of our common stock, or, at our election, shares of our common stock on a one-for-one basis.

During the nine months ended September 30, 2014, approximately 11,852 common units were converted into shares of our common stock.

## Dividends

The following table lists the dividends declared and paid on our shares of common stock and noncontrolling common units during the nine months ended September 30, 2014:

| Period              | Amount per Share/Unit | Period Covered                     | Dividend Paid Date |
|---------------------|-----------------------|------------------------------------|--------------------|
| First Quarter 2014  | \$0.22                | January 1, 2014 to March 31, 2014  | March 28, 2014     |
| Second Quarter 2014 | \$0.22                | April 1, 2014 to June 30, 2014     | June 27, 2014      |
| Third Quarter 2014  | \$0.22                | July 1, 2014 to September 30, 2014 | September 26, 2014 |

## Taxability of Dividends

Earnings and profits, which determine the taxability of distributions to stockholders and holders of common units, may differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of revenue recognition and compensation expense and in the basis of depreciable assets and

estimated useful lives used to compute depreciation.

#### Stock-Based Compensation

We follow the FASB guidance related to stock compensation which establishes financial accounting and reporting standards for stock-based employee compensation plans, including all arrangements by which employees receive shares of stock or other equity instruments of the employer, or the employer incurs liabilities to employees in amounts based on the price of the employer's stock. The guidance also defines a fair value-based method of accounting for an employee stock option or similar equity instrument.

16

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Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

On March 25, 2014, we awarded 112,119 shares of restricted common stock pursuant to our 2011 Equity Incentive Award Plan (the “2011 Plan”), which are subject to performance-based vesting. Up to one-third of the shares of restricted stock may vest on November 30, 2014, 2015 and 2016 based upon pre-defined market specific performance criteria.

In addition, on the date of each annual meeting of our stockholders, each non-employee director who continues to serve on our board of directors (the “Board”) following such annual meeting will be granted restricted shares of our common stock pursuant to the 2011 Plan. On June 17, 2014, we awarded a total of 5,864 shares of restricted common stock pursuant to our 2011 Plan to our non-employee directors. These awards of restricted stock will vest subject to the director's continued service on the Board on the earlier of (i) the one year anniversary of the date of grant or (ii) the date of the next annual meeting of our stockholders, if such non-employee director continues his or her service on the Board until the next annual meeting of stockholders, but not thereafter, pursuant to our independent director compensation policy.

For the performance-based stock awards, the fair value of the awards were estimated using a Monte Carlo Simulation model. Our stock price, along with the stock prices of a group of peer REITs, is assumed to follow the Multivariate Geometric Brownian Motion Process. Multivariate Geometric Brownian Motion is a common assumption when modeling in financial markets, as it allows the modeled quantity (in this case, the stock price) to vary randomly from its current value and take any value greater than zero. The volatilities of the returns on the stock price of the Company and the group of REITs were estimated based on a three year look-back period. The expected growth rate of the stock prices over the “derived service period” of the employee is determined with consideration of the risk free rate as of the grant date.

The following table summarizes the activity of restricted stock awards during the nine months ended September 30, 2014:

|                                 | Units    | Weighted Average Grant Date<br>Fair Value |
|---------------------------------|----------|---|
| Nonvested at January 1, 2014    | 629,058  | \$15.58                                   |
| Granted                         | 117,983  | 30.17                                     |
| Vested                          | (313,998 | ) 15.57                                   |
| Forfeited                       | (941     | ) 29.96                                   |
| Nonvested at September 30, 2014 | 432,102  | \$19.54                                   |

We recognize noncash compensation expense ratably over the vesting period, and accordingly, we recognized \$2.6 million and \$2.1 million, respectively, in noncash compensation expense for the nine months ended September 30, 2014 and 2013, which is included in general and administrative expense on the consolidated statements of comprehensive income. Unrecognized compensation expense was \$2.6 million at September 30, 2014.

Earnings Per Share

We have calculated earnings per share (“EPS”) under the two-class method. The two-class method is an earnings allocation methodology whereby EPS for each class of common stock and participating security is calculated according to dividends declared and participation rights in undistributed earnings. The weighted average unvested shares outstanding, which are considered participating securities, were 432,311 and 629,835 for the three months ended September 30, 2014 and 2013, respectively, and 423,502 and 630,464 for the nine months ended September 30, 2014 and 2013, respectively. Therefore, we have allocated our earnings for basic and diluted EPS between common shares and unvested shares as these unvested shares have nonforfeitable dividend equivalent rights.

Diluted EPS is calculated by dividing the net income applicable to common stockholders for the period by the weighted average number of common and dilutive instruments outstanding during the period using the treasury stock

method. For the three and nine months ended September 30, 2014 and 2013, diluted shares exclude incentive restricted stock as these awards are considered contingently issuable. Additionally, the unvested restricted stock awards subject to time vesting are anti-dilutive for all periods presented, and accordingly, have been excluded from the weighted average common shares used to compute diluted EPS.

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

The computation of basic and diluted EPS is presented below (dollars in thousands, except share and per share amounts):

|  | Three Months Ended |            | Nine Months Ended |            |
|--|--------------------|------------|-------------------|------------|
|  | September 30,      |            | September         |            |
|  | 2014               | 2013       | 2014              | 2013       |
| <b>NUMERATOR</b>   |                    |            |                   |            |
| Income from operations   | \$9,090            | \$6,258    | \$21,099          | \$15,687   |
| Less: Net income attributable to restricted shares   | (95                | ) (132     | ) (259            | ) (397     |
| Less: Income from operations attributable to unitholders in the Operating Partnership        | (2,578             | ) (1,903   | ) (6,108          | ) (4,752   |
| Net income attributable to common stockholders—basic   | \$6,417            | \$4,223    | \$14,732          | \$10,538   |
| Income from operations attributable to American Assets Trust, Inc. common stockholders—basic | \$6,417            | \$4,223    | \$14,732          | \$10,538   |
| Plus: Income from operations attributable to unitholders in the Operating Partnership        | 2,578              | 1,903      | 6,108             | 4,752      |
| Net income attributable to common stockholders—diluted                                       | \$8,995            | \$6,126    | \$20,840          | \$15,290   |
| <b>DENOMINATOR</b>   |                    |            |                   |            |
| Weighted average common shares outstanding—basic   | 42,539,019         | 39,816,753 | 41,653,229        | 39,439,488 |
| Effect of dilutive securities—conversion of Operating Partnership units                      | 17,905,257         | 17,960,914 | 17,906,715        | 17,984,471 |
| Weighted average common shares outstanding—diluted   | 60,444,276         | 57,777,667 | 59,559,944        | 57,423,959 |
| Earnings per common share, basic   | \$0.15             | \$0.11     | \$0.35            | \$0.27     |
| Earnings per common share, diluted   | \$0.15             | \$0.11     | \$0.35            | \$0.27     |

**NOTE 9. INCOME TAXES**

We elected to be taxed as a REIT and operate in a manner that allows us to qualify as a REIT for federal income tax purposes commencing with our initial taxable year. As a REIT, we are generally not subject to corporate level income tax on the earnings distributed currently to our stockholders that we derive from our REIT qualifying activities.

Taxable income from non-REIT activities managed through our TRS is subject to federal and state income taxes.

We lease our hotel property to a wholly owned TRS that is subject to federal and state income taxes. We account for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between GAAP carrying amounts and their respective tax bases.

Additionally, we classify certain state taxes as income taxes for financial reporting purposes in accordance with ASC Topic 740, Income Taxes.

A deferred tax liability of \$0.2 million as of September 30, 2014 and December 31, 2013 is included in our consolidated balance sheets in relation to real estate asset basis differences of property subject to the Texas margin tax and certain prepaid expenses of our TRS.

Income tax expense is recorded in other income (expense), net in our consolidated statements of comprehensive income. For the three and nine months ended September 30, 2014 we recorded an income tax expense of \$0.7 million and \$0.5 million, respectively. For the three and nine months ended September 30, 2013 we recorded an income tax expense of \$0.5 million and \$0.9 million, respectively.

NOTE 10. COMMITMENTS AND CONTINGENCIES

Legal

We are sometimes involved in various disputes, lawsuits, warranty claims, environmental and other matters arising in the ordinary course of business. Management makes assumptions and estimates concerning the likelihood and amount of any potential loss relating to these matters.

18

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Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

We are currently a party to various legal proceedings. We accrue a liability for litigation if an unfavorable outcome is probable and the amount of loss can be reasonably estimated. If an unfavorable outcome is probable and a reasonable estimate of the loss is a range, we accrue the best estimate within the range; however, if no amount within the range is a better estimate than any other amount, the minimum within the range is accrued. Legal fees related to litigation are expensed as incurred. We do not believe that the ultimate outcome of these matters, either individually or in the aggregate, could have a material adverse effect on our financial position or overall trends in results of operations; however, litigation is subject to inherent uncertainties. Also, under our leases, tenants are typically obligated to indemnify us from and against all liabilities, costs and expenses imposed upon or asserted against us as owner of the properties due to certain matters relating to the operation of the properties by the tenant.

Commitments

At The Landmark at One Market, we lease, as lessee, a building adjacent to The Landmark under an operating lease effective through June 30, 2016, which we have the option to extend until 2026 by way of two five-year extension options.

At Waikiki Beach Walk, we sublease a portion of the building of which Quiksilver is currently in possession, under an operating lease effective through December 31, 2021, which we have the option to extend at fair rental value in the event the sublessor extends its lease for the space with the master landlord. The lease payments under the lease will increase by approximately 3.4% annually through 2017 and, thereafter, will be equal to fair rental value, as defined in the lease, through lease expiration.

Current minimum annual payments under the leases are as follows, as of September 30, 2014 (in thousands):

|  |         |     |
|--|---------|-----|
| Year Ending December 31,                     |         |     |
| 2014 (three months ending December 31, 2014) | \$649   |     |
| 2015   | 2,636   |     |
| 2016   | 1,709   |     |
| 2017   | 736     | (1) |
| 2018   | 740     |     |
| Thereafter                                   | 2,221   |     |
| Total  | \$8,691 |     |

Lease payments on the Waikiki Beach Walk lease will be equal to fair rental value from March 2017 through the (1)end of the lease term. In the table, we have shown the lease payments for this period based on the stated rate for the month of February 2017 of \$61,690.

We have management agreements with Outrigger Hotels & Resorts or an affiliate thereof (“Outrigger”) pursuant to which Outrigger manages each of the retail and hotel portions of the Waikiki Beach Walk property. Under the management agreement with Outrigger relating to the retail portion of Waikiki Beach Walk (the “retail management agreement”), we pay Outrigger a monthly management fee of 3.0% of net revenues from the retail portion of Waikiki Beach Walk. Pursuant to the terms of the retail management agreement, if the agreement is terminated in certain instances, including our election not to repair damage or destruction at the property, a condemnation or our failure to make required working capital infusions, we would be obligated to pay Outrigger a termination fee equal to the sum of the management fees paid for the two calendar months immediately preceding the termination date. The retail management agreement may not be terminated by us or by Outrigger without cause. Under our management agreement with Outrigger relating to the hotel portion of Waikiki Beach Walk (the “hotel management agreement”), we pay Outrigger a monthly management fee of 6.0% of the hotel's gross operating profit, as well as 3.0% of the hotel's gross revenues; provided that the aggregate management fee payable to Outrigger for any year shall not exceed 3.5% of the hotel's gross revenues for such fiscal year. Pursuant to the terms of the hotel management agreement, if the agreement is terminated in certain instances, including upon a transfer by us of the hotel or upon a default by us under



the hotel management agreement, we would be required to pay a cancellation fee calculated by multiplying (1) the management fees for the previous 12 months by (2) (a) eight, if the agreement is terminated in the first 11 years of its term, or (b) four, three, two or one, if the agreement is terminated in the twelfth, thirteenth, fourteenth or fifteenth year, respectively, of its term. The hotel management agreement may not be terminated by us or by Outrigger without cause.

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

A wholly owned subsidiary of our Operating Partnership, WBW Hotel Lessee LLC, entered into a franchise license agreement with Embassy Suites Franchise LLC, the franchisor of the brand “Embassy Suites™,” to obtain the non-exclusive right to operate the hotel under the Embassy Suites™ brand for 20 years. The franchise license agreement provides that WBW Hotel Lessee LLC must comply with certain management, operational, record keeping, accounting, reporting and marketing standards and procedures. In connection with this agreement, we are also subject to the terms of a product improvement plan pursuant to which we expect to undertake certain actions to ensure that our hotel's infrastructure is maintained in compliance with the franchisor's brand standards. In addition, we must pay to Embassy Suites Franchise LLC a monthly franchise royalty fee equal to 4.0% of the hotel's gross room revenue through December 2021 and 5.0% of the hotel's gross room revenue thereafter, as well as a monthly program fee equal to 4.0% of the hotel's gross room revenue. If the franchise license is terminated due to our failure to make required improvements or to otherwise comply with its terms, we may be liable to the franchisor for a termination payment, which could be as high as \$6.5 million based on operating performance through September 30, 2014.

We had a property management agreement with Langley Investment Properties, Inc. (“Langley”) pursuant to which Langley managed and operated Lloyd District Portfolio, and we paid Langley a monthly management fee of 3.5% of “gross receipts,” as defined in the property management agreement, as well as leasing commissions and construction oversight fees in certain situations. The property management agreement was terminated on February 1, 2013 by mutual consent of both parties. Langley continued to provide development consulting services to us until June 30, 2013 and leasing services to us until December 31, 2013 pursuant to a development, consulting, leasing and transition services and management termination agreement.

Our Del Monte Center property has ongoing environmental remediation related to ground water contamination. The environmental issue existed at purchase and remains in remediation. The final stages of the remediation will include routine, long term ground monitoring by the appropriate regulatory agency over the next two to ten years. The work performed is financed through an escrow account funded by the seller upon purchase of the Del Monte Center. We believe the funds in the escrow account are sufficient for the remaining work to be performed. However, if further work is required costing more than the remaining escrow funds, we could be required to pay such overage, although we may have a contractual claim for such costs against the prior owner or our environmental remediation consultant. In connection with our initial public offering, we entered into tax protection agreements with certain limited partners of our Operating Partnership. These agreements provide that if we dispose of any interest with respect to Carmel Country Plaza, Carmel Mountain Plaza, Del Monte Center, Loma Palisades, Lomas Santa Fe Plaza, Waialele Center or the ICW Plaza portion of Torrey Reserve Campus, in a taxable transaction during the period from the closing of our initial public offering through January 19, 2018, we will indemnify such limited partners for their tax liabilities attributable to their share of the built-in gain that existed with respect to such property interest as of the time of our initial public offering and tax liabilities incurred as a result of the reimbursement payment. Subject to certain exceptions and limitations, the indemnification rights will terminate for any such protected partner that sells, exchanges or otherwise disposes of more than 50% of his or her common units. We have no present intention to sell or otherwise dispose of the properties or interest therein in taxable transactions during the restriction period. If we were to trigger the tax protection provisions under these agreements, we would be required to pay damages in the amount of the taxes owed by these limited partners (plus additional damages in the amount of the taxes incurred as a result of such payment).

**Concentrations of Credit Risk**

Our properties are located in Southern California, Northern California, Hawaii, Oregon, Texas, and Washington. The ability of the tenants to honor the terms of their respective leases is dependent upon the economic, regulatory and social factors affecting the markets in which the tenants operate. Twelve of our consolidated properties are located in Southern California, which exposes us to greater economic risks than if we owned a more geographically diverse

portfolio. Tenants in the retail industry accounted for 36.6% of total revenues for the nine months ended September 30, 2014. This makes us susceptible to demand for retail rental space and subject to the risks associated with an investment in real estate with a concentration of tenants in the retail industry. Furthermore, tenants in the office industry accounted for 35.5% of total revenues for the nine months ended September 30, 2014. This makes us susceptible to demand for office rental space and subject to the risks associated with an investment in real estate with a concentration of tenants in the office industry. For the nine months ended September 30, 2014 and 2013, no tenant accounted for more than 10% of our total rental revenue.

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

## NOTE 11. OPERATING LEASES

Our leases with office, retail, mixed-use and residential tenants are classified as operating leases. Leases at our office and retail properties and the retail portion of our mixed-use property generally range from three to ten years (certain leases with anchor tenants may be longer), and in addition to minimum rents, usually provide for cost recoveries for the tenant's share of certain operating costs and also may include percentage rents based on the tenant's level of sales achieved. Leases on apartments generally range from 7 to 15 months, with a majority having 12-month lease terms. Rooms at the hotel portion of our mixed-use property are rented on a nightly basis.

As of September 30, 2014, minimum future rentals from noncancelable operating leases, before any reserve for uncollectible amounts and assuming no early lease terminations, at our office and retail properties and the retail portion of our mixed-use property are as follows (in thousands):

|  |           |
|--|-----------|
| Year Ending December 31,                     |           |
| 2014 (three months ending December 31, 2014) | \$38,749  |
| 2015   | 157,238   |
| 2016   | 139,280   |
| 2017   | 122,082   |
| 2018   | 89,807    |
| Thereafter                                   | 193,123   |
| Total  | \$740,279 |

The above future minimum rentals exclude residential leases, which typically have a term of 12 months or less, and exclude the hotel, as rooms are rented on a nightly basis.

## NOTE 12. COMPONENTS OF RENTAL INCOME AND EXPENSE

The principal components of rental income are as follows (in thousands):

|                     | Three Months Ended |          | Nine Months Ended September |           |
|---------------------|--------------------|----------|-----------------------------|-----------|
|                     | September 30,      |          | 30,                         |           |
|                     | 2014               | 2013     | 2014                        | 2013      |
| Minimum rents       |                    |          |                             |           |
| Retail              | \$17,841           | \$17,384 | \$52,581                    | \$51,971  |
| Office              | 20,534             | 20,736   | 60,970                      | 61,534    |
| Multifamily         | 3,992              | 3,837    | 11,723                      | 11,107    |
| Mixed-use           | 2,523              | 2,443    | 7,489                       | 7,120     |
| Cost reimbursement  | 7,405              | 7,093    | 21,115                      | 20,006    |
| Percentage rent     | 732                | 504      | 1,548                       | 1,324     |
| Hotel revenue       | 10,122             | 9,984    | 26,167                      | 27,010    |
| Other               | 444                | 424      | 1,275                       | 1,260     |
| Total rental income | \$63,593           | \$62,405 | \$182,868                   | \$181,332 |

Minimum rents include \$0.8 million and \$0.6 million for the three months ended September 30, 2014 and 2013, respectively, and \$2.4 million and \$1.8 million for the nine months ended September 30, 2014 and 2013, respectively, to recognize minimum rents on a straight-line basis. In addition, net amortization of above and below market leases included in minimum rents were \$0.7 million and \$1.0 million for the three months ended September 30, 2014 and 2013, respectively, and \$2.0 million and \$1.8 million for the nine months ended September 30, 2014 and 2013, respectively.



Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

The principal components of rental expenses are as follows (in thousands):

|                         | Three Months Ended September 30, |          | Nine Months Ended September 30, |          |
|-------------------------|----------------------------------|----------|---------------------------------|----------|
|                         | 2014                             | 2013     | 2014                            | 2013     |
| Rental operating        | \$6,644                          | \$6,538  | \$19,602                        | \$19,282 |
| Hotel operating         | 5,777                            | 5,654    | 16,303                          | 16,574   |
| Repairs and maintenance | 2,404                            | 2,727    | 7,398                           | 7,330    |
| Marketing               | 355                              | 356      | 1,137                           | 1,052    |
| Rent                    | 612                              | 596      | 1,837                           | 1,820    |
| Hawaii excise tax       | 1,080                            | 1,071    | 2,880                           | 2,962    |
| Management fees         | 502                              | 488      | 1,337                           | 1,382    |
| Total rental expenses   | \$17,374                         | \$17,430 | \$50,494                        | \$50,402 |

## NOTE 13. OTHER INCOME (EXPENSE), NET

The principal components of other income (expense), net, are as follows (in thousands):

|                                   | Three Months Ended September 30, |         | Nine Months Ended September 30, |         |
|-----------------------------------|----------------------------------|---------|---------------------------------|---------|
|                                   | 2014                             | 2013    | 2014                            | 2013    |
| Interest and investment income    | \$44                             | \$54    | \$101                           | \$88    |
| Income tax benefit (expense)      | (665)                            | (473)   | (494)                           | (861)   |
| Termination fee income, net       | —                                | —       | 745                             | 10      |
| Total other income (expense), net | \$(621)                          | \$(419) | \$352                           | \$(763) |

## NOTE 14. RELATED PARTY TRANSACTIONS

At ICW Plaza, we lease space to Insurance Company of the West, a California corporation ("ICW") which is an insurance company majority owned and controlled by Ernest Rady, our Executive Chairman of the Board. Rental revenue recognized on the leases of \$1.6 million for each of the nine months ended September 30, 2014 and 2013, respectively, is included in rental income. Additionally, on July 1, 2014, we entered into a workers' compensation insurance policy with ICW. The policy premium is approximately \$0.4 million for the period July 1, 2014 through July 1, 2015.

On September 12, 2014, we entered into a Purchase Agreement with ICW. The Purchase Agreement provides for the sale by us to ICW, in a private placement, of 400,000 shares of common stock at a price of \$33.76 per share, resulting in gross proceeds to us of approximately \$13.5 million. The price per share paid by ICW was equal to the closing price of a share of our common stock on the New York Stock Exchange on the date of the Purchase Agreement. As of September 30, 2014, Mr. Rady and his affiliates owned approximately 13.7% of our outstanding common stock and 24.3% of our outstanding common units, which together represent an approximate 33.8% beneficial interest in our company on a fully diluted basis.

The Waikiki Beach Walk entities have a 47.7% investment in WBW CHP LLC, an entity that was formed to, among other things, construct a chilled water plant to provide air conditioning to the property and other adjacent facilities. The operating expenses of WBW CHP LLC are recovered through reimbursements from its members, and reimbursements to WBW CHP LLC of \$0.9 million and \$0.8 million were made for the nine months ended September 30, 2014 and 2013, respectively, and are included in rental expenses on the statements of comprehensive income.

## NOTE 15. SEGMENT REPORTING

Segment information is prepared on the same basis that our management reviews information for operational decision-making purposes. We operate in four business segments: the acquisition, redevelopment, ownership and

management of retail real estate, office real estate, multifamily real estate and mixed-use real estate. The products for our retail segment primarily include rental of retail space and other tenant services, including tenant reimbursements, parking and storage space rental. The products for our office segment primarily include rental of office space and other tenant services, including tenant reimbursements, parking and storage space rental. The products for our multifamily segment include rental of apartments and

Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

other tenant services. The products of our mixed-use segment include rental of retail space and other tenant services, including tenant reimbursements, parking and storage space rental and operation of a 369-room all-suite hotel. We evaluate the performance of our segments based on segment profit, which is defined as property revenue less property expenses. We do not use asset information as a measure to assess performance and make decisions to allocate resources. Therefore, depreciation and amortization expense is not allocated among segments. General and administrative expenses, interest expense, depreciation and amortization expense and other income and expense are not included in segment profit as our internal reporting addresses these items on a corporate level. Segment profit is not a measure of operating income or cash flows from operating activities as measured by GAAP, and it is not indicative of cash available to fund cash needs and should not be considered an alternative to cash flows as a measure of liquidity. Not all companies calculate segment profit in the same manner. We consider segment profit to be an appropriate supplemental measure to net income because it assists both investors and management in understanding the core operations of our properties.

The following table represents operating activity within our reportable segments (in thousands):

|                        | Three Months Ended September<br>30,<br>2014 |           | Nine Months Ended September<br>30,<br>2014 |            |
|------------------------|---|-----------|--|------------|
|                        | 2013  | 2013      | 2013                                       | 2013       |
| Total Retail           |   |           |  |            |
| Property revenue       | \$24,177                                    | \$23,524  | \$70,746                                   | \$69,175   |
| Property expense       | (6,197)                                     | ) (6,445) | ) (18,703)                                 | ) (17,476) |
| Segment profit         | 17,980                                      | 17,079    | 52,043                                     | 51,699     |
| Total Office           |   |           |  |            |
| Property revenue       | 23,416                                      | 22,664    | 68,721                                     | 67,598     |
| Property expense       | (6,813)                                     | ) (6,636) | ) (19,791)                                 | ) (19,656) |
| Segment profit         | 16,603                                      | 16,028    | 48,930                                     | 47,942     |
| Total Multifamily      |   |           |  |            |
| Property revenue       | 4,320                                       | 4,155     | 12,660                                     | 12,004     |
| Property expense       | (1,532)                                     | ) (1,525) | ) (4,513)                                  | ) (4,383)  |
| Segment profit         | 2,788                                       | 2,630     | 8,147                                      | 7,621      |
| Total Mixed-Use        |   |           |  |            |
| Property revenue       | 15,430                                      | 14,975    | 41,395                                     | 41,635     |
| Property expense       | (8,731)                                     | ) (8,592) | ) (24,541)                                 | ) (24,931) |
| Segment profit         | 6,699                                       | 6,383     | 16,854                                     | 16,704     |
| Total segments' profit | \$44,070                                    | \$42,120  | \$125,974                                  | \$123,966  |

The following table is a reconciliation of segment profit to net income attributable to stockholders (in thousands):



Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

|   | Three Months Ended September 30, |          | Nine Months Ended September 30, |           |
|---|----------------------------------|----------|---------------------------------|-----------|
|   | 2014                             | 2013     | 2014                            | 2013      |
| Total segments' profit  | \$44,070                         | \$42,120 | \$125,974                       | \$123,966 |
| General and administrative  | (4,682)                          | (4,031)  | (13,929)                        | (12,658)  |
| Depreciation and amortization                                       | (16,352)                         | (16,648) | (50,902)                        | (50,614)  |
| Interest expense  | (13,325)                         | (14,764) | (40,396)                        | (44,244)  |
| Other income (expense), net   | (621)                            | (419)    | 352                             | (763)     |
| Net income  | 9,090                            | 6,258    | 21,099                          | 15,687    |
| Net income attributable to restricted shares                        | (95)                             | (132)    | (259)                           | (397)     |
| Net income attributable to unitholders in the Operating Partnership | (2,578)                          | (1,903)  | (6,108)                         | (4,752)   |
| Net income attributable to American Assets Trust, Inc. stockholders | \$6,417                          | \$4,223  | \$14,732                        | \$10,538  |

The following table shows net real estate and secured note payable balances for each of the segments (in thousands):  
September 30, 2014 December 31, 2013

|                                      |  |             |             |
|--------------------------------------|--|-------------|-------------|
| Net Real Estate                      |  |             |             |
| Retail                               |  | \$641,406   | \$651,707   |
| Office                               |  | 754,608     | 750,890     |
| Multifamily                          |  | 146,302     | 74,612      |
| Mixed-Use                            |  | 195,723     | 199,627     |
|                                      |  | \$1,738,039 | \$1,676,836 |
| Secured Notes Payable <sup>(1)</sup> |  |             |             |
| Retail                               |  | \$302,823   | \$303,249   |
| Office                               |  | 426,513     | 427,256     |
| Multifamily                          |  | 101,444     | 101,444     |
| Mixed-Use                            |  | 130,310     | 130,310     |
|                                      |  | \$961,090   | \$962,259   |

<sup>(1)</sup> Excludes unamortized fair market value adjustments of \$7.9 million and \$10.1 million as of September 30, 2014 and December 31, 2013, respectively.

Capital expenditures for each segment for the three and nine months ended September 30, 2014 and 2013 were as follows (in thousands):

|                                     | Three Months Ended September 30, |          | Nine Months Ended September 30, |          |
|-------------------------------------|----------------------------------|----------|---------------------------------|----------|
|                                     | 2014                             | 2013     | 2014                            | 2013     |
| Capital Expenditures <sup>(1)</sup> |                                  |          |                                 |          |
| Retail                              | \$2,094                          | \$616    | \$4,725                         | \$3,143  |
| Office                              | 7,247                            | 6,785    | 22,928                          | 20,674   |
| Multifamily                         | 25,007                           | 5,256    | 66,647                          | 11,017   |
| Mixed-Use                           | 445                              | 275      | 3,382                           | 646      |
|                                     | \$34,793                         | \$12,932 | \$97,682                        | \$35,480 |

<sup>(1)</sup> Capital expenditures represent cash paid for capital expenditures during the period and include leasing commissions paid.



Table of Contents

American Assets Trust, Inc.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2014

(Unaudited)

NOTE 16. SUBSEQUENT EVENTS

On October 16, 2014, we entered into a First Amendment to the Amended and Restated Credit Agreement that amends

provisions of the Amended and Restated Credit Agreement to, among other things, (i) describe the treatment of our pari passu obligations under the Amended and Restated Credit Agreement and (ii) remove the material acquisition provisions previously set forth in the Amended and Restated Credit Agreement.

On October 31, 2014, we entered into a Note Purchase Agreement with a group of institutional purchasers that provided for the private placement of an aggregate of \$350 million of senior guaranteed notes, of which (i) \$150 million are designated as 4.04% Senior Guaranteed Notes, Series A, due October 31, 2021 (the “Series A Notes”), (ii) \$100 million are designated as 4.45% Senior Guaranteed Notes, Series B, due February 2, 2025 (the “Series B Notes”) and (iii) \$100 million are designated as 4.50% Senior Guaranteed Notes, Series C, due April 1, 2025 (the “Series C Notes”, and collectively with the Series A Notes and Series B Notes, are referred to herein as, the “Notes”). The Series A Notes were issued on October 31, 2014. The Series B Notes are expected to be issued on February 2, 2015 and the Series C Notes are expected to be issued on April 1, 2015, each subject to customary closing conditions. Upon issuance, the Notes will pay interest quarterly on the last day of January, April, July and October until their respective maturities.

We may prepay at any time all, or from time to time any part of, the Notes, in an amount not less than 5% of the aggregate principal amount of any series of the Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid plus a Make-Whole Amount (as defined in the Note Purchase Agreement).

The Note Purchase Agreement contains a number of customary financial covenants, including, without limitation, tangible net worth thresholds, secured and unsecured leverage ratios and fixed charge coverage ratios. Subject to the terms of the Note Purchase Agreement and the Notes, upon certain events of default, including, but not limited to, (i) a default in the payment of any principal, Make-Whole Amount or interest under the Notes, and (ii) a default in the payment of certain other indebtedness by us or our subsidiaries, the principal, accrued and unpaid interest, and the Make-Whole Amount on the outstanding Notes will become due and payable at the option of the purchasers. Our obligations under the Notes are fully and unconditionally guaranteed by us and certain of our subsidiaries.

On October 31, 2014 and concurrent with the closing of the Series A Notes, we repaid, without penalty or premium, the mortgage encumbering Waikele Center in the amount of approximately \$140.7 million, utilizing funds raised from the issuance of the Series A Notes. The mortgage on Waikele Center had an original maturity date of November 1, 2014 and was secured by a first-priority deed of trust lien on the property, a security interest in all personal property used in connection with the property and an assignment of all leases, rents and security deposits relating to the property. As of November 7, 2014, \$150.00 million of the Series A Notes was outstanding.

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this report. We make statements in this report that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act). In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, all of our statements regarding anticipated growth in our funds from operations and anticipated market conditions, demographics and results of operations are forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "pro forma," "estimates" or "anticipates" or these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- adverse economic or real estate developments in our markets;
- our failure to generate sufficient cash flows to service our outstanding indebtedness;
- defaults on, early terminations of or non-renewal of leases by tenants, including significant tenants;
- difficulties in identifying properties to acquire and completing acquisitions;
- difficulties in completing dispositions;
- our failure to successfully operate acquired properties and operations;
- our inability to develop or redevelop our properties due to market conditions;
- fluctuations in interest rates and increased operating costs;
- risks related to joint venture arrangements;
- our failure to obtain necessary outside financing;
- on-going litigation;
- general economic conditions;
- financial market fluctuations;
- risks that affect the general retail, office, multifamily and mixed-use environment;
- the competitive environment in which we operate;
- decreased rental rates or increased vacancy rates;
- conflicts of interests with our officers or directors;
  - lack or insufficient amounts of insurance;
- environmental uncertainties and risks related to adverse weather conditions and natural disasters;
- other factors affecting the real estate industry generally;
- limitations imposed on our business and our ability to satisfy complex rules in order for us to continue to qualify as a real estate investment trust, or REIT, for U.S. federal income tax purposes; and
- changes in governmental regulations or interpretations thereof, such as real estate and zoning laws and increases in real property tax rates and taxation of REITs.



## Table of Contents

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes. For a further discussion of these and other factors, see the section entitled “Item 1A. Risk Factors” contained herein and in our annual report on Form 10-K for the year ended December 31, 2013.

### Overview

References to “we,” “our,” “us” and “our company” refer to American Assets Trust, Inc., a Maryland corporation, together with our consolidated subsidiaries, including American Assets Trust, L.P., a Maryland limited partnership, of which we are the sole general partner and which we refer to in this report as our Operating Partnership.

We are a full service, vertically integrated and self-administered REIT that owns, operates, acquires and develops high quality retail, office, multifamily and mixed-use properties in attractive, high-barrier-to-entry markets in Southern California, Northern California, Oregon, Washington, Texas and Hawaii. As of September 30, 2014, our portfolio was comprised of eleven retail shopping centers; seven office properties; a mixed-use property consisting of a 369-room all-suite hotel and a retail shopping center; and four multifamily properties. Additionally, as of September 30, 2014, we owned land at five of our properties that we classified as held for development and/or construction in progress. Our core markets include San Diego; the San Francisco Bay Area; Portland, Oregon; Bellevue, Washington; and Oahu, Hawaii. We are a Maryland corporation formed on July 16, 2010 to acquire the entities owning various controlling and noncontrolling interests in real estate assets owned and/or managed by Ernest S. Rady or his affiliates, including the Ernest Rady Trust U/D/T March 13, 1983, or the Rady Trust, and did not have any operating activity until the consummation of our initial public offering on January 19, 2011. Our Company, as the sole general partner of our Operating Partnership, has control of our Operating Partnership and owned 70.7% of our Operating Partnership as of September 30, 2014. Accordingly, we consolidate the assets, liabilities and results of operations of our Operating Partnership.

### Critical Accounting Policies

We identified certain critical accounting policies that affect certain of our more significant estimates and assumptions used in preparing our consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2013. We have not made any material changes to these policies during the periods covered by this report.

Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for our making fixed-rate payments over the life of the agreements, without exchange of the underlying notional amount. We assess effectiveness of our cash flow hedges both at inception and on an ongoing basis. The effective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recorded in accumulated other comprehensive income/loss and is subsequently reclassified into interest expense as interest is incurred on the related variable rate debt. Our cash flow hedges become ineffective if critical terms of the hedging instrument and the debt instrument do not perfectly match, such as notional amounts, settlement dates, reset dates, calculation period and LIBOR rate. In addition, we evaluate the default risk of the counterparty by monitoring the credit-worthiness of such counterparty. When ineffectiveness exists, the ineffective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recognized in earnings in the period affected. Hedge ineffectiveness has not impacted earnings as of September 30, 2014, and we do not anticipate it will have a significant effect in the future.

### Same-store

We have provided certain information on a total portfolio, same-store and redevelopment same-store basis. Information provided on a same-store basis includes the results of properties that we owned and operated for the entirety of both periods being compared except for properties for which significant redevelopment or expansion occurred during either of the periods being compared, properties under development, properties classified as held for development and properties classified as discontinued operations. Information provided on a redevelopment

same-store basis includes the results of properties undergoing significant redevelopment for the entirety or portion of both periods being compared. Same-store and redevelopment same-store is considered by management to be an important measure because it assists in eliminating disparities due to the development, acquisition or disposition of properties during the particular period presented, and thus provides a more consistent performance measure for the comparison of the Company's stabilized and redevelopment properties, as applicable. Additionally, redevelopment same-store is considered by management to be an important measure because it assists in evaluating the timing of the start and stabilization of our redevelopment opportunities and the impact that these redevelopments have in enhancing our operating performance.

Table of Contents

While there is judgment surrounding changes in designations, we typically reclassify significant development, redevelopment or expansion properties into same-store properties once they are stabilized. Properties are deemed stabilized typically at the earlier of (i), reaching 90% occupancy or (ii) four quarters following a property's inclusion in operating real estate. We typically remove properties from same-store properties when the development, redevelopment or expansion has or is expected to have a significant impact on the property's annualized base rent, occupancy and operating income within the calendar year. Our evaluation of significant impact related to development, redevelopment or expansion activity is based on quantitative and qualitative measures including, but not limited to the following: the total budgeted cost of planned construction activity compared to the property's annualized base rent, occupancy and property operating income within the calendar year; percentage of development, redevelopment or expansion square footage to total property square footage; and the ability to maintain historic occupancy and rental rates. In consideration of these measures, we generally remove properties from same-store properties when we see a decline in a property's annualized base rent, occupancy and operating income within the calendar year as a direct result of ongoing redevelopment, development or expansion activity. Acquired properties are classified into same-store properties once we have owned such properties for the entirety of comparable period(s) and the properties are not under significant development or expansion.

In our determination of same-store and redevelopment same-store properties, Lloyd District Portfolio and Torrey Reserve Campus have been identified as same-store redevelopment properties due to the significant construction activity noted above. Office same-store net operating income increased approximately 1.5% and decreased approximately 0.8%, respectively, for the three and nine months ended September 30, 2014 compared to the same periods in 2013. Office redevelopment same-store net operating income increased approximately 3.6% and 2.2%, respectively, for the three and nine months ended September 30, 2014 compared to the same periods in 2013.

Below is a summary of our same-store composition for the three and nine months ended September 30, 2014 and 2013. For the three months ended September 30, 2014, two acquired properties were classified into same-store properties and redevelopment same-store properties when compared to the designations for the three months ended September 30, 2013. For the nine months ended September 30, 2014, three acquired properties were classified into same-store properties and redevelopment same-store properties when compared to the designations for the nine months ended September 30, 2013.

|                              | Three Months Ended September 30, |      | Nine Months Ended September 30, |      |
|------------------------------|----------------------------------|------|---------------------------------|------|
|                              | 2014                             | 2013 | 2014                            | 2013 |
| Same-Store                   | 21                               | 19   | 21                              | 18   |
| Non-Same Store               | 2                                | 4    | 2                               | 5    |
| Total Properties             | 23                               | 23   | 23                              | 23   |
| Redevelopment Same-Store     | 23                               | 21   | 23                              | 20   |
| Total Development Properties | 5                                | 5    | 5                               | 5    |

### Outlook

We seek growth in earnings, funds from operations and cash flows primarily through a combination of the following: growth in our same-store portfolio, growth in our portfolio from property development and redevelopments and expansion of our portfolio through property acquisitions. Our properties are located in some of the nation's most dynamic, high-barrier-to-entry markets primarily in Southern California, Northern California, Oregon, Washington and Hawaii, which allow us to take advantage of redevelopment opportunities that enhance our operating performance through renovation, expansion, reconfiguration and/or retensing. We evaluate our properties on an ongoing basis to identify these types of opportunities.



We continue our ongoing redevelopment efforts at Lloyd District Portfolio and are currently under construction to include approximately 47,000 square feet of retail space and 657 multi-family units in addition to the existing 581,000 square feet of office space. Construction of the project is expected to be complete in 2015, with an anticipated stabilization date in 2017. Projected costs of the development are approximately \$192 million, of which approximately \$101 million has been incurred to date. We expect the Lloyd District Portfolio redevelopment to be stabilized in 2017 with an estimated stabilized yield of approximately 6.25% to 7.25% based on initial estimates.

## Table of Contents

Additionally, we continue our ongoing redevelopment efforts at Torrey Reserve Campus and are currently under construction to increase rentable office space by approximately 81,500 square feet. Construction of the project is expected to be complete during 2015, with an expected stabilization date in 2015. Projected costs of the redevelopment are approximately \$34 million, of which approximately \$28 million has been incurred to date. We expect the Torrey Reserve Campus redevelopment to be stabilized in 2015 with an estimated stabilized yield of approximately 8.6%.

Additionally, we continue our development efforts at Sorrento Pointe with planned construction to increase rentable office space by approximately 88,000 square feet. Construction of the project is expected to be complete in 2016, with an expected stabilization date in 2017. Projected costs of the development are approximately \$46 million, of which approximately \$7 million has been incurred to date.

We intend to opportunistically pursue the development of future phases of Lloyd District Portfolio, Torrey Reserve Campus and Sorrento Pointe based on, among other things, market conditions and our evaluation of whether such opportunities would generate appropriate risk-adjusted financial returns. Our redevelopment and development opportunities are subject to various factors, including market conditions and may not ultimately come to fruition.

We continue to review acquisition opportunities in our primary markets that would complement our portfolio and provide long-term growth opportunities. Some of our acquisitions do not initially contribute significantly to earnings growth; however, we believe they provide long-term re-leasing growth, redevelopment opportunities and other strategic opportunities. Any growth from acquisitions is contingent upon our ability to find properties that meet our qualitative standards at prices that meet our financial hurdles. Changes in interest rates may affect our success in achieving earnings growth through acquisitions by affecting both the price that must be paid to acquire a property, as well as our ability to economically finance a property acquisition. Generally, our acquisitions are initially financed by available cash, mortgage loans and/or borrowings under our revolving credit facility, which may be repaid later with funds raised through the issuance of new equity or new long-term debt.

### Leasing

Our same-store growth is primarily driven by increases in rental rates on new leases and lease renewals and changes in portfolio occupancy. Over the long-term, we believe that the infill nature and strong demographics of our properties provide us with a strategic advantage, allowing us to maintain relatively high occupancy and increase rental rates. We have continued to see signs of improvement for many of our tenants, as well as increased interest from prospective tenants for our spaces. While there can be no assurance that these positive signs will continue, we remain cautiously optimistic regarding the improved trends we have seen over the past few years. We believe the locations of our properties and diverse tenant base mitigate the potentially negative impact of the current economic environment. However, any reduction in our tenants' abilities to pay base rent, percentage rent or other charges will adversely affect our financial condition and results of operations.

During the three months ended September 30, 2014, we signed 12 retail leases for a total of 49,920 square feet of retail space including 48,420 square feet of comparable space leases (leases for which there was a prior tenant), at an average rental rate increase of 16.0% on a cash basis and an increase of 16.8% on a straight-line basis. New retail leases for comparable spaces were signed for 3,650 square feet at an average rental rate increase of 29.6% on a cash basis and 62.3% on a straight-line basis. Renewals for comparable retail spaces were signed for 44,770 square feet at an average rental rate increase of 14.9% on a cash basis and 13.5% on a straight-line basis. Tenant improvements and incentives were \$29.20 per square foot of retail space for comparable new leases for the three months ended September 30, 2014. Tenant improvements and incentives for comparable new leases is mainly attributed to tenants at Del Monte Center.

During the three months ended September 30, 2014, we signed 14 office leases for a total of 71,751 square feet of office space including 25,358 square feet of comparable space leases, at an average rental rate increase of 3.3% on a cash basis and average rental increase of 11.0% on a straight-line basis. New office leases for comparable spaces were signed for 4,737 square feet at an average rental rate decrease of 9.1% on a cash basis and 2.6% on a straight-line basis. Renewals for comparable office spaces were signed for 20,621 square feet at an average rental rate increase of 6.3% on a cash basis and 14.3% on a straight-line basis. Tenant improvements and incentives were \$13.88 and \$5.30 per square foot of office space for comparable new leases and comparable renewals, respectively, for the three months ended September 30, 2014. Tenant improvements and incentives for comparable new leases is mainly attributed to tenants at Solana Beach Corporate Center. Tenant improvements and incentives for comparable renewals is mainly attributed to tenants at Torrey Reserve Campus.

The rental increases associated with comparable spaces generally include all leases signed in arms-length transactions reflecting market leverage between landlords and tenants during the period. The comparison between average rent for expiring leases and new leases is determined by including minimum rent and percentage rent paid on the expiring lease and minimum

Table of Contents

rent and, in some instances, projections of first lease year percentage rent, to be paid on the new lease. In some instances, management exercises judgment as to how to most effectively reflect the comparability of spaces reported in this calculation. The change in rental income on comparable space leases is impacted by numerous factors including current market rates, location, individual tenant creditworthiness, use of space, market conditions when the expiring lease was signed, capital investment made in the space and the specific lease structure. Tenant improvements and incentives include the total dollars committed for the improvement of a space as it relates to a specific lease, but may also include base-building costs (i.e. expansion, escalators or new entrances) which are required to make the space leasable. Incentives include amounts paid to tenants as an inducement to sign a lease that do not represent building improvements.

The leases signed in 2014 generally become effective over the following year, though some may not become effective until 2015 and beyond. Further, there is risk that some new tenants will not ultimately take possession of their space and that tenants for both new and renewal leases may not pay all of their contractual rent due to operating, financing or other matters. However, we believe that these increases do provide information about the tenant/landlord relationship and the potential fluctuations we may achieve in rental income over time.

Through the remainder of 2014, we believe our leasing volume will be in-line with our historical averages and result in overall positive increases in rental income. However, changes in rental income associated with individual signed leases on comparable spaces may be positive or negative, and we can provide no assurance that the rents on new leases will continue to increase at the above disclosed levels, if at all.

Capitalized Costs

Certain external and internal costs directly related to the development and redevelopment of real estate, including pre-construction costs, real estate taxes, insurance, interest, construction costs and salaries and related costs of personnel directly involved, are capitalized. We capitalize costs under development until construction is substantially complete and the property is held available for occupancy. The determination of when a development project is substantially complete and when capitalization must cease involves a degree of judgment. We consider a construction project as substantially complete and held available for occupancy upon the completion of landlord-owned tenant improvements or when the lessee takes possession of the unimproved space for construction of its own improvements, but not later than one year from cessation of major construction activity. We cease capitalization on the portion substantially completed and occupied or held available for occupancy, and capitalize only those costs associated with any remaining portion under construction.

We capitalized external and internal costs related to both development and redevelopment activities combined of \$36.23 million and \$12.51 million for the three months ended September 30, 2014 and 2013, respectively. We capitalized external and internal costs related to both development and redevelopment activities combined of \$85.79 million and \$26.08 million for the nine months ended September 30, 2014 and 2013, respectively.

We capitalized external and internal costs related to other property improvements combined of \$5.73 million and \$4.39 million for the three months ended September 30, 2014 and 2013, respectively. We capitalized external and internal costs related to other property improvements combined of \$18.08 million and \$10.61 million for the nine months ended September 30, 2014 and 2013, respectively.

We capitalized internal costs for salaries and related benefits for development and redevelopment activities and other property improvements of \$0.03 million and \$0.03 million for the three months ended September 30, 2014 and 2013, respectively. We capitalized internal costs for salaries and related benefits for development and redevelopment activities and other property improvements of \$0.10 million and \$0.10 million for the nine months ended September 30, 2014 and 2013, respectively.

Interest costs on developments and major redevelopments are capitalized as part of developments and redevelopments not yet placed in service. Capitalization of interest commences when development activities and expenditures begin and end upon completion, which is when the asset is ready for its intended use as noted above. We make judgments as to the time period over which to capitalize such costs and these assumptions have a direct impact on net income because capitalized costs are not subtracted in calculating net income. If the time period for capitalizing interest is extended, however, more interest is capitalized, thereby decreasing interest expense and increasing net income during that period. We capitalized interest costs related to both development and redevelopment activities combined of \$1.47 million and \$0.60 million for the three months ended September 30, 2014 and 2013, respectively. We capitalized interest costs related to both development and redevelopment activities combined of \$3.52 million and \$1.45 million for the nine months ended September 30, 2014 and 2013, respectively.

Table of Contents

## Results of Operations

For our discussion of results of operations, we have provided information on a total portfolio and same-store basis. Comparison of the three months ended September 30, 2014 to the three months ended September 30, 2013

The following summarizes our consolidated results of operations for the three months ended September 30, 2014 compared to our consolidated results of operations for the three months ended September 30, 2013. As of September 30, 2014 and 2013, our operating portfolio was comprised of 23 retail, office, multifamily and mixed-use properties with an aggregate of approximately 5.8 million rentable square feet of retail and office space, including the retail portion of our mixed-use property, 922 residential units (including 122 RV spaces) and a 369-room hotel. Additionally, as of September 30, 2014 and 2013, we owned land at five of our properties that we classified as held for development and/or construction in progress.

The following table sets forth selected data from our unaudited consolidated statements of comprehensive income for the three months ended September 30, 2014 and 2013 (dollars in thousands):

|   | Three Months Ended    |          | Change  | %   |    |
|---|-----------------------|----------|---------|-----|----|
|   | September 30,<br>2014 | 2013     |         |     |    |
| Revenues  |                       |          |         |     |    |
| Rental income   | \$63,593              | \$62,405 | \$1,188 | 2   | %  |
| Other property income   | 3,750                 | 2,913    | 837     | 29  |    |
| Total property revenues   | 67,343                | 65,318   | 2,025   | 3   |    |
| Expenses  |                       |          |         |     |    |
| Rental expenses   | 17,374                | 17,430   | (56)    | )   | —  |
| Real estate taxes   | 5,899                 | 5,768    | 131     |     | 2  |
| Total property expenses   | 23,273                | 23,198   | 75      |     | —  |
| Total property income   | 44,070                | 42,120   | 1,950   | (1  | )  |
| General and administrative  | (4,682)               | (4,031)  | (651)   | )   | 16 |
| Depreciation and amortization                                       | (16,352)              | (16,648) | 296     | (2  | )  |
| Interest expense  | (13,325)              | (14,764) | 1,439   | (10 | )  |
| Other income (expense), net   | (621)                 | (419)    | (202)   | )   | 48 |
| Total other, net  | (34,980)              | (35,862) | 882     | (2  | )  |
| Net income  | 9,090                 | 6,258    | 2,832   |     | 45 |
| Net income attributable to restricted shares                        | (95)                  | (132)    | 37      | (28 | )  |
| Net income attributable to unitholders in the Operating Partnership | (2,578)               | (1,903)  | (675)   | )   | 35 |
| Net income attributable to American Assets Trust, Inc. stockholders | \$6,417               | \$4,223  | \$2,194 | 52  | %  |

Table of Contents

Revenue

Total property revenues. Total property revenue consists of rental revenue and other property income. Total property revenue increased \$2.0 million, or 3%, to \$67.3 million for the three months ended September 30, 2014 compared to \$65.3 million for the three months ended September 30, 2013. The percentage leased was as follows for each segment as of September 30, 2014 and 2013:

|                          | Percentage Leased <sup>(1)</sup> |   |      |   |
|--------------------------|----------------------------------|---|------|---|
|                          | September 30,                    |   |      |   |
|                          | 2014                             |   | 2013 |   |
| Retail                   | 98.7                             | % | 95.6 | % |
| Office                   | 89.9                             | % | 91.4 | % |
| Multifamily              | 96.4                             | % | 96.7 | % |
| Mixed-Use <sup>(2)</sup> | 99.5                             | % | 97.9 | % |

(1) The percentage leased includes the square footage under lease, including leases which may not have commenced as of September 30, 2014 or September 30, 2013, as applicable.

(2) Includes the retail portion of the mixed-use property only.

The increase in total property revenue was attributable primarily to the factors discussed below.

Rental revenues. Rental revenue includes minimum base rent, cost reimbursements, percentage rents and other rents. Rental revenue increased \$1.2 million, or 2%, to \$63.6 million for the three months ended September 30, 2014 compared to \$62.4 million for the three months ended September 30, 2013. Rental revenue by segment was as follows (dollars in thousands):

|             | Total Portfolio    |               |         |   | Same-Store Portfolio <sup>(1)</sup> |               |          |       |     |   |
|-------------|--------------------|---------------|---------|---|-------------------------------------|---------------|----------|-------|-----|---|
|             | Three Months Ended |               | Change  | % | Three Months Ended                  |               | Change   | %     |     | % |
|             | September 30,      | September 30, |         |   | September 30,                       | September 30, |          |       |     |   |
|             | 2014               | 2013          |         |   | 2014                                | 2013          |          |       |     |   |
| Retail      | \$23,830           | \$23,233      | \$597   | 3 | %                                   | \$23,823      | \$23,217 | \$606 | 3   | % |
| Office      | 21,945             | 21,799        | 146     | 1 |                                     | 15,392        | 15,502   | (110) | (1) | ) |
| Multifamily | 3,994              | 3,839         | 155     | 4 |                                     | 3,994         | 3,839    | 155   | 4   |   |
| Mixed-Use   | 13,824             | 13,534        | 290     | 2 |                                     | 13,824        | 13,534   | 290   | 2   |   |
|             | \$63,593           | \$62,405      | \$1,188 | 2 | %                                   | \$57,033      | \$56,092 | \$941 | 2   | % |

(1) For this table and tables following, the same-store portfolio excludes: Torrey Reserve Campus and Lloyd District Portfolio due to significant redevelopment activity during the period and land held for development.

Same-store retail rental revenue increased \$0.6 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. This increase was due to an increase in the percentage leased during the three months ended September 30, 2014. The increase in percentage leased was primarily at Carmel Mountain Plaza, which increased from 91.4% at September 30, 2013 to 99.5% at September 30, 2014 and includes the commencement of the Saks Off 5th lease during the second quarter of 2014. These increases were partially offset by a decrease in rental revenue at Waialeke Center due to the expiration of the Foodland Super Market lease during the first quarter of 2014.

Office rental revenue increased \$0.1 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to an increase in the percentage leased at Lloyd District Portfolio and City Center Bellevue. Same-store office revenue decreased \$0.1 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 due to a decrease in percentage leased during the three months ended September 30, 2014, primarily at First & Main. At First & Main percentage leased decreased from 100.0% at September 30, 2013 to 86.3% at September 30, 2014 mainly due to the expiration of the Treasury Tax Administration lease during the fourth quarter of 2013.

Multifamily rental revenue increased \$0.2 million primarily due to an increase in average occupancy to 98.5% during the three months ended September 30, 2014 compared to 98.2% during the three months ended September 30, 2013. The increase was also attributed to higher average base rent per unit of \$1,466 during the three months ended September 30, 2014 compared to \$1,414 during the three months ended September 30, 2013.



Table of Contents

Mixed-use rental revenue increased \$0.3 million primarily due to an increase the percentage leased at the retail portion of our mixed use property. The increase is also attributed to an increase in hotel revenues as a result of higher revenue per available room of \$309 for the three months ended September 30, 2014 compared to \$294 for the three months ended September 30, 2013.

Other property income. Other property income increased \$0.8 million, or 29%, to \$3.8 million for the three months ended September 30, 2014 compared to \$2.9 million for the three months ended September 30, 2013. Other property income by segment was as follows (dollars in thousands):

|             | Total Portfolio    |         |        |    | Same-Store Portfolio |         |        |    |   |
|-------------|--------------------|---------|--------|----|----------------------|---------|--------|----|---|
|             | Three Months Ended |         | Change | %  | Three Months Ended   |         | Change | %  |   |
|             | September 30, 2014 | 2013    |        |    | September 30, 2014   | 2013    |        |    |   |
| Retail      | \$347              | \$291   | \$56   | 19 | % \$347              | \$291   | \$56   | 19 | % |
| Office      | 1,471              | 865     | 606    | 70 | 814                  | 537     | 277    | 52 |   |
| Multifamily | 326                | 316     | 10     | 3  | 326                  | 316     | 10     | 3  |   |
| Mixed-Use   | 1,606              | 1,441   | 165    | 11 | 1,606                | 1,441   | 165    | 11 |   |
|             | \$3,750            | \$2,913 | \$837  | 29 | % \$3,093            | \$2,585 | \$508  | 20 | % |

Retail other property income increased \$0.1 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to an additional distribution of bankruptcy claim amounts from the liquidating trustee of our former Borders tenants received during the third quarter of 2014.

Office other property income increased \$0.6 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to lease termination fees from tenants at Torrey Reserve Campus. Same-store office other property income increased \$0.3 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to an increase in parking income at City Center Bellevue and First & Main.

Mixed-use other property income increased \$0.2 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to an increase in parking income at the retail portion of our mixed use property during the third quarter of 2014.

Property Expenses

Total Property Expenses. Total property expenses consist of rental expenses and real estate taxes. Total property expenses increased by \$0.1 million, or 1%, to \$23.3 million for the three months ended September 30, 2014 compared to \$23.2 million for the three months ended September 30, 2013. This increase in total property expenses was attributable primarily to the factors discussed below.

Rental Expenses. Rental expenses decreased \$0.1 million, or 1%, to \$17.3 million for the three months ended September 30, 2014 compared to \$17.4 million for the three months ended September 30, 2013. Rental expense by segment was as follows (dollars in thousands):

|             | Total Portfolio    |          |         |     | Same-Store Portfolio |          |         |     |   |
|-------------|--------------------|----------|---------|-----|----------------------|----------|---------|-----|---|
|             | Three Months Ended |          | Change  | %   | Three Months Ended   |          | Change  | %   |   |
|             | September 30, 2014 | 2013     |         |     | September 30, 2014   | 2013     |         |     |   |
| Retail      | \$3,414            | \$3,604  | \$(190) | (5) | % \$3,402            | \$3,598  | \$(196) | (5) | % |
| Office      | 4,624              | 4,603    | 21      | —   | 3,031                | 3,110    | (79)    | (3) |   |
| Multifamily | 1,137              | 1,116    | 21      | 2   | 1,137                | 1,116    | 21      | 2   |   |
| Mixed-Use   | 8,199              | 8,107    | 92      | 1   | 8,199                | 8,107    | 92      | 1   |   |
|             | \$17,374           | \$17,430 | \$(56)  | (1) | % \$15,769           | \$15,931 | \$(162) | (1) | % |

Retail rental expenses decreased \$0.2 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to a decrease in parking lot maintenance expense at Lomas Santa Fe Plaza, Solana Beach Towne Center and Waialele Center for repairs that were performed in the prior year.



Table of Contents

Real Estate Taxes. Real estate taxes increased \$0.1 million, or 2%, to \$5.9 million for the three months ended September 30, 2014 compared to \$5.8 million for the three months ended September 30, 2013. Real estate tax expense by segment was as follows (dollars in thousands):

|             | Total Portfolio    |                    |        |     | Same-Store Portfolio |                    |        |     |   |
|-------------|--------------------|--------------------|--------|-----|----------------------|--------------------|--------|-----|---|
|             | Three Months Ended |                    | Change | %   | Three Months Ended   |                    | Change | %   |   |
|             | September 30, 2014 | September 30, 2013 |        |     | September 30, 2014   | September 30, 2013 |        |     |   |
| Retail      | \$2,783            | \$2,841            | \$(58) | (2) | \$2,757              | \$2,813            | \$(56) | (2) | % |
| Office      | 2,189              | 2,033              | 156    | 8   | 1,445                | 1,374              | 71     | 5   |   |
| Multifamily | 395                | 409                | (14)   | (3) | 395                  | 409                | (14)   | (3) |   |
| Mixed-Use   | 532                | 485                | 47     | 10  | 532                  | 485                | 47     | 10  |   |
|             | \$5,899            | \$5,768            | \$131  | 2   | \$5,129              | \$5,081            | \$48   | 1   | % |

Retail real estate taxes decreased \$0.1 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to a decrease in real estate tax expense at Alamo Quarry Market, which was itself attributed to refunds received during the fourth quarter of 2013.

Office real estate taxes increased \$0.2 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to higher tax assessments at City Center Bellevue related to increased occupancy. This increase was partially offset by additional property tax refunds at The Landmark at One Market for prior years which were received during the second and third quarters of 2014.

Mixed-use real estate taxes increased \$0.1 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to an increase in real estate taxes for the hotel portion of our mixed-use property that are assessed annually based on the hotel's room rates, which have increased from the prior year.

## Property Operating Income

Property operating income increased \$2.0 million, or 5%, to \$44.1 million for the three months ended September 30, 2014, compared to \$42.1 million for the three months ended September 30, 2013. Property operating income by segment was as follows (dollars in thousands):

|             | Total Portfolio    |                    |         |   | Same-Store Portfolio |                    |         |   |   |
|-------------|--------------------|--------------------|---------|---|----------------------|--------------------|---------|---|---|
|             | Three Months Ended |                    | Change  | % | Three Months Ended   |                    | Change  | % |   |
|             | September 30, 2014 | September 30, 2013 |         |   | September 30, 2014   | September 30, 2013 |         |   |   |
| Retail      | \$17,980           | \$17,079           | \$901   | 5 | \$18,011             | \$17,097           | \$914   | 5 | % |
| Office      | 16,603             | 16,028             | 575     | 4 | 11,730               | 11,555             | 175     | 2 |   |
| Multifamily | 2,788              | 2,630              | 158     | 6 | 2,788                | 2,630              | 158     | 6 |   |
| Mixed-Use   | 6,699              | 6,383              | 316     | 5 | 6,699                | 6,383              | 316     | 5 |   |
|             | \$44,070           | \$42,120           | \$1,950 | 5 | \$39,228             | \$37,665           | \$1,563 | 4 | % |

Same-store retail property operating income increased \$0.9 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. The increase was primarily due to an increase in rental revenues at Carmel Mountain Plaza during the three months ended September 30, 2014 offset by a decrease in rental revenue at Waialele Center due to the expiration of the Foodland Super Market lease during the first quarter of 2014. Office property operating income increased \$0.6 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to lease termination fees received at Torrey Reserve Campus and an increase in parking income at City Center Bellevue. Same-store office property operating income increased \$0.2 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 primarily due to an increase in parking income at City Center Bellevue offset by a decrease in rental revenue at First & Main due to the expiration of the Tax and Treasury Administration lease during the fourth quarter of 2013. Multifamily property operating income increased \$0.2 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. The increase was primarily due to higher occupancy and higher average base rent for the three months ended September 30, 2014 compared to the three months ended

September 30, 2013.

Mixed-use property operating income increased \$0.3 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. The increase was primarily due an increase in percentage leased and parking

34

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Table of Contents

income at the retail portion of our mixed-use property for the three months ended September 30, 2014 compared to the three months ended September 30, 2013.

## Other

**General and Administrative.** General and administrative expenses increased \$0.7 million, or 16%, to \$4.7 million for the three months ended September 30, 2014, compared to \$4.0 million for the three months ended September 30, 2013. This increase was primarily due to an increase in employee-related costs.

**Depreciation and Amortization.** Depreciation and amortization expense decreased \$0.3 million, or 2%, to \$16.4 million for the three months ended September 30, 2014, compared to \$16.6 million for the three months ended September 30, 2013. This decrease was primarily due to the accelerated depreciation of assets related to Global Scholar and Tax and Treasury at City Center Bellevue and First & Main, respectively, during 2013 and the accelerated depreciation of furniture and fixtures at the hotel portion of our mixed-use property in connection with the hotel's room refresh.

**Interest Expense.** Interest expense decreased \$1.4 million, or 10%, to \$13.3 million for the three months ended September 30, 2014, compared to \$14.8 million for the three months ended September 30, 2013. This decrease was primarily due to the payment of the outstanding mortgage encumbering Alamo Quarry Market during the fourth quarter of 2013 and an increase in capitalized interest related to our redevelopment properties.

**Other Income (Expense), Net.** Other expense, net increased \$0.2 million, or 48%, to \$0.6 million for the three months ended September 30, 2014, compared to other expense, net of \$0.4 million for the three months ended September 30, 2013, primarily due to an increase in income tax expense attributed to an increase in hotel revenue during the third quarter of 2014.

## Comparison of the Nine Months Ended September 30, 2014 to the Nine Months Ended September 30, 2013

The following summarizes our consolidated results of operations for the nine months ended September 30, 2014 compared to our consolidated results of operations for the nine months ended September 30, 2013.

The following table sets forth selected data from our unaudited consolidated statements of income for the nine months ended September 30, 2014 and 2013 (dollars in thousands):

|  | Nine Months Ended     |                       | Change   | %      |   |
|--|-----------------------|-----------------------|----------|--------|---|
|  | September 30,<br>2014 | September 30,<br>2013 |          |        |   |
| Revenues   |                       |                       |          |        |   |
| Rental income  | \$182,868             | \$181,332             | \$1,536  | 1      | % |
| Other property income  | 10,654                | 9,080                 | 1,574    | 17     |   |
| Total property revenues  | 193,522               | 190,412               | 3,110    | 2      |   |
| Expenses   |                       |                       |          |        |   |
| Rental expenses  | 50,494                | 50,402                | 92       | —      |   |
| Real estate taxes  | 17,054                | 16,044                | 1,010    | 6      |   |
| Total property expenses  | 67,548                | 66,446                | 1,102    | 2      |   |
| Total property income  | 125,974               | 123,966               | 2,008    | 2      |   |
| General and administrative   | (13,929 )             | (12,658 )             | (1,271 ) | 10     |   |
| Depreciation and amortization  | (50,902 )             | (50,614 )             | (288 )   | 1      |   |
| Interest expense   | (40,396 )             | (44,244 )             | 3,848    | (9 )   |   |
| Other income (expense), net  | 352                   | (763 )                | 1,115    | (146 ) |   |
| Total other, net   | (104,875 )            | (108,279 )            | 3,404    | (3 )   |   |
| Net income   | 21,099                | 15,687                | 5,412    | 34     |   |
| Net income attributable to restricted shares                               | (259 )                | (397 )                | 138      | (35 )  |   |
| Net income attributable to unitholders in the Operating Partnership        | (6,108 )              | (4,752 )              | (1,356 ) | 29     |   |
| Net income (loss) attributable to American Assets Trust, Inc. stockholders | \$14,732              | \$10,538              | \$4,194  | 40     | % |



Table of Contents

## Revenue

Total property revenues. Total property revenue consists of rental revenue and other property income. Total property revenue increased \$3.1 million, or 2%, to \$193.5 million for the nine months ended September 30, 2014 compared to \$190.4 million for the nine months ended September 30, 2013. The percentage leased was as follows for each segment as of September 30, 2014 and 2013:

|                          | Percentage Leased <sup>(1)</sup> |        |  |   |
|--------------------------|----------------------------------|--------|--|---|
|                          | September 30,                    |        |  |   |
|                          | 2014                             | 2013   |  |   |
| Retail                   | 98.7                             | % 95.6 |  | % |
| Office                   | 89.9                             | % 91.4 |  | % |
| Multifamily              | 96.4                             | % 96.7 |  | % |
| Mixed-Use <sup>(2)</sup> | 99.5                             | % 97.9 |  | % |

<sup>(1)</sup> The percentage leased includes the square footage under lease, including leases which may not have commenced as of September 30, 2014 or September 30, 2013, as applicable.

<sup>(2)</sup> Includes the retail portion of the mixed-use property only.

The increase in total property revenue was attributable primarily to the factors discussed below.

Rental revenues. Rental revenue includes minimum base rent, cost reimbursements, percentage rents and other rents. Rental revenue increased \$1.5 million, or 1%, to \$182.9 million for the nine months ended September 30, 2014 compared to \$181.3 million for the nine months ended September 30, 2013. Rental revenue by segment was as follows (dollars in thousands):

|             | Total Portfolio   |           | Change  | %   |   | Same-Store Portfolio <sup>(1)</sup> |           | Change  | %   |   |
|-------------|-------------------|-----------|---------|-----|---|-------------------------------------|-----------|---------|-----|---|
|             | Nine Months Ended |           |         |     |   | Nine Months Ended                   |           |         |     |   |
|             | September 30,     |           |         |     |   | September 30,                       |           |         |     |   |
|             | 2014              | 2013      |         |     |   | 2014                                | 2013      |         |     |   |
| Retail      | \$69,802          | \$68,165  | 1,637   | 2   | % | \$69,761                            | \$68,126  | \$1,635 | 2   | % |
| Office      | 64,255            | 64,660    | (405)   | (1) | ) | 45,178                              | 45,829    | (651)   | (1) | ) |
| Multifamily | 11,727            | 11,112    | 615     | 6   |   | 11,727                              | 11,112    | 615     | 6   |   |
| Mixed-Use   | 37,084            | 37,395    | (311)   | (1) | ) | 37,084                              | 37,395    | (311)   | (1) | ) |
|             | \$182,868         | \$181,332 | \$1,536 | 1   | % | \$163,750                           | \$162,462 | \$1,288 | 1   | % |

<sup>(1)</sup> For this table and tables following, the same-store portfolio excludes: Torrey Reserve Campus and Lloyd District Portfolio due to significant redevelopment activity during the period and land held for development.

Same-store retail rental revenue increased \$1.6 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 due to an increase in the percentage leased during the nine months ended September 30, 2014, primarily at Carmel Mountain Plaza, which increased from 91.4% at September 30, 2013 to 99.5% at September 30, 2014 and includes the commencement of the Saks Off 5th lease during the second quarter of 2014. The increase in rental revenue was also attributed to an increase in cost reimbursements at Alamo Quarry Market related to real estate tax refunds received during 2013. These increases were offset by a decrease in rental revenue at Waialeke Center due to the expiration of the Foodland Super Market lease during the first quarter of 2014. Same-store office rental revenue decreased \$0.7 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 due to a decrease in percentage leased during the nine months ended September 30, 2014, primarily at First & Main. At First & Main, percentage leased decreased from 100.0% at September 30, 2013 to 86.3% at September 30, 2014 mainly due to the expiration of the Treasury Tax Administration lease during the fourth quarter of 2013. Additionally, there was a decrease in office rental revenue at One Beach Street due to lease terminations during the second quarter of 2013. These decreases in same-store office rental revenue were partially offset by additional real estate tax cost reimbursements at City Center Bellevue during the nine months ended September 30, 2014.

Multifamily rental revenue increased \$0.6 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The increase was primarily due to an increase in average occupancy to 97.3% during the nine months ended September 30, 2014 compared to 95.7% during the nine months ended September 30, 2013. The increase was also attributed to higher average base rent per unit of \$1,452 during the nine months ended September 30, 2014 compared to \$1,400 during the nine months ended September 30, 2013.



Table of Contents

Mixed-use rental revenue decreased \$0.3 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The decrease was primarily due to a decrease in hotel occupancy during the nine months ended September 30, 2014 to 82.6% compared to hotel occupancy of 88.7% for the nine months ended September 30, 2013, which was itself attributable to the room refresh for the hotel towers during 2014. This decrease was partially offset by an increase in the percentage leased of the retail portion of our mixed-use property.

Other property income. Other property income increased \$1.6 million, or 17%, to \$10.7 million for the nine months ended September 30, 2014 compared to \$9.1 million for the nine months ended September 30, 2013. Other property income by segment was as follows (dollars in thousands):

|             | Total Portfolio    |                    |         |      | Same-Store Portfolio |                    |        |      |
|-------------|--------------------|--------------------|---------|------|----------------------|--------------------|--------|------|
|             | Nine Months Ended  |                    | Change  | %    | Nine Months Ended    |                    | Change | %    |
|             | September 30, 2014 | September 30, 2013 |         |      | September 30, 2014   | September 30, 2013 |        |      |
| Retail      | \$944              | \$1,010            | \$(66)  | (7)% | \$944                | \$1,010            | \$(66) | (7)% |
| Office      | 4,466              | 2,938              | 1,528   | 52   | 2,407                | 2,142              | 265    | 12   |
| Multifamily | 933                | 892                | 41      | 5    | 933                  | 892                | 41     | 5    |
| Mixed-Use   | 4,311              | 4,240              | 71      | 2    | 4,311                | 4,240              | 71     | 2    |
|             | \$10,654           | \$9,080            | \$1,574 | 17%  | \$8,595              | \$8,284            | \$311  | 4%   |

Same-store retail other property income decreased \$0.1 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to an additional distribution of bankruptcy claim amounts from the liquidating trustee of our former Borders tenants received during the second quarter of 2013. Office other property income increased \$1.5 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to lease termination fees from tenants at Torrey Reserve Campus received during the second quarter of 2014. Same-store office other property income increased \$0.3 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 due an increase in parking revenue at First & Main and City Center Bellevue.

Property Expenses

Total Property Expenses. Total property expenses consist of rental expenses and real estate taxes. Total property expenses increased by \$1.1 million, or 2%, to \$67.5 million for the nine months ended September 30, 2014, compared to \$66.4 million for the nine months ended September 30, 2013. This increase in total property expenses was attributable primarily to the factors discussed below.

Rental Expenses. Rental expenses increased \$0.1 million, or 1%, to \$50.5 million for the nine months ended September 30, 2014, compared to \$50.4 million for the nine months ended September 30, 2013. Rental expense by segment was as follows (dollars in thousands):

|             | Total Portfolio    |                    |        |      | Same-Store Portfolio |                    |        |      |
|-------------|--------------------|--------------------|--------|------|----------------------|--------------------|--------|------|
|             | Nine Months Ended  |                    | Change | %    | Nine Months Ended    |                    | Change | %    |
|             | September 30, 2014 | September 30, 2013 |        |      | September 30, 2014   | September 30, 2013 |        |      |
| Retail      | \$10,452           | \$10,092           | \$360  | 4%   | \$10,435             | \$10,067           | \$368  | 4%   |
| Office      | 13,729             | 13,599             | 130    | 1    | 9,023                | 9,018              | 5      | —    |
| Multifamily | 3,273              | 3,170              | 103    | 3    | 3,273                | 3,170              | 103    | 3    |
| Mixed-Use   | 23,040             | 23,541             | (501)  | (2)% | 23,040               | 23,541             | (501)  | (2)% |
|             | \$50,494           | \$50,402           | \$92   | 1%   | \$45,771             | \$45,796           | \$(25) | 1%   |

Same-store retail rental expenses increased \$0.4 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to litigation expenses related to Lomas Santa Fe Plaza. The increase is also attributed to an increase in parking lot repairs during the nine months ended September 30, 2014 at Alamo Quarry Market.

Office rental expenses increased \$0.1 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due an increase in maintenance and repair expense during the nine months ended September 30, 2014. The increase is also related to a decrease in bad debt expense for a tenant at Torrey

Reserve Campus during the nine months ended September 30, 2014.

37

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Table of Contents

Multifamily rental expenses increased \$0.1 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to an increase in maintenance and utility expenses at the multifamily properties during the period.

Mixed-use rental expenses decreased \$0.5 million during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to a decrease in food and beverage and room expenses during 2014, which was itself attributable to a decrease in occupancy at the hotel portion of our mixed-use property.

Real Estate Taxes. Real estate tax expense increased \$1.0 million, or 6%, to \$17.1 million for the nine months ended September 30, 2014 compared to \$16.0 million for the nine months ended September 30, 2013. Real estate tax expense by segment was as follows (dollars in thousands):

|             | Total Portfolio    |          |         |    | Same-Store Portfolio |          |        |     |   |
|-------------|--------------------|----------|---------|----|----------------------|----------|--------|-----|---|
|             | Nine Months Ended  |          | Change  | %  | Nine Months Ended    |          | Change | %   |   |
|             | September 30, 2014 | 2013     |         |    | September 30, 2014   | 2013     |        |     |   |
| Retail      | \$8,251            | \$7,384  | \$867   | 12 | % \$8,187            | \$7,307  | \$880  | 12  | % |
| Office      | 6,062              | 6,057    | 5       | —  | 3,991                | 4,086    | (95)   | (2) | ) |
| Multifamily | 1,240              | 1,213    | 27      | 2  | 1,240                | 1,213    | 27     | 2   |   |
| Mixed-Use   | 1,501              | 1,390    | 111     | 8  | 1,501                | 1,390    | 111    | 8   |   |
|             | \$17,054           | \$16,044 | \$1,010 | 6  | % \$14,919           | \$13,996 | \$923  | 7   | % |

Retail real estate taxes increased \$0.9 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to property tax refunds for prior years which were received during 2013 primarily at Lomas Santa Fe Plaza and Alamo Quarry Market.

Same-store office real estate taxes decreased \$0.1 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to property tax refunds received at The Landmark at One Market for prior years which were received during the second quarter of 2014. This increase was partially offset by additional real estate tax expenses for the nine months ended September 30, 2014 due to the acquisition of City Center Bellevue on August 21, 2012.

Mixed-use real estate taxes increased \$0.1 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to an increase in real estate taxes for the hotel portion of our mixed-use property that are assessed annually based on the hotel's room rates, which have increased from the prior year.

**Property Operating Income**

Property operating income increased \$2.0 million, or 2%, to \$126.0 million for the nine months ended September 30, 2014, compared to \$124.0 million for the nine months ended September 30, 2013. Property operating income by segment was as follows (dollars in thousands):

|             | Total Portfolio    |           |         |   | Same-Store Portfolio |           |        |     |   |
|-------------|--------------------|-----------|---------|---|----------------------|-----------|--------|-----|---|
|             | Nine Months Ended  |           | Change  | % | Nine Months Ended    |           | Change | %   |   |
|             | September 30, 2014 | 2013      |         |   | September 30, 2014   | 2013      |        |     |   |
| Retail      | \$52,043           | \$51,699  | \$344   | 1 | % \$52,083           | \$51,762  | \$321  | 1   | % |
| Office      | 48,930             | 47,942    | 988     | 2 | 34,571               | 34,867    | (296)  | (1) | ) |
| Multifamily | 8,147              | 7,621     | 526     | 7 | 8,147                | 7,621     | 526    | 7   |   |
| Mixed-Use   | 16,854             | 16,704    | 150     | 1 | 16,854               | 16,704    | 150    | 1   |   |
|             | \$125,974          | \$123,966 | \$2,008 | 2 | % \$111,655          | \$110,954 | \$701  | 1   | % |

Same-store retail property operating income increased \$0.3 million during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to an increase in the percentage leased during the nine months ended September 30, 2014. This increase was offset by an increase in real estate tax expense related to property tax refunds for prior years which were received during 2013 and an increase in tenant litigation fees at our same-store properties.

Office property operating income increased \$1.0 million during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to lease termination fees at Torrey Reserve Campus received during the second quarter of 2014 and a decrease in real estate tax expense related to property tax refunds received at The Landmark at One Market for prior years which were received during the second quarter of 2014.  
Same-store office property income

## Table of Contents

decreased \$0.3 million during the nine months ended September 30, 2014 primarily due to a decrease in rental revenue at First & Main due to the expiration of the Tax and Treasury Administration lease during the fourth quarter of 2013.

Multifamily property operating income increased \$0.5 million during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The increase was primarily caused by an increase in average occupancy and higher average base rent during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013.

Mixed-use property operating income increased \$0.2 million during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The decrease was primarily due to a decrease in expenses at the hotel portion of our mixed-use property associated to the decreased occupancy for the hotel for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013.

### Other

General and Administrative. General and administrative expenses increased \$1.3 million, or 10%, to \$13.9 million for the nine months ended September 30, 2014, compared to \$12.7 million for the nine months ended September 30, 2013. This increase was primarily due to an increase in employee-related costs.

Depreciation and Amortization. Depreciation and amortization expense increased \$0.3 million, or 1%, to \$50.9 million for the nine months ended September 30, 2014, compared to \$50.6 million for the nine months ended September 30, 2013. This increase was primarily due to accelerated depreciation of furniture and fixtures at the hotel portion of our mixed-use property in connection with the hotel's room refresh.

Interest Expense. Interest expense decreased \$3.8 million, or 9%, to \$40.4 million for the nine months ended September 30, 2014 compared to \$44.2 million for the nine months ended September 30, 2013. This decrease was primarily due to the payment of the outstanding mortgage encumbering Alamo Quarry Market during the fourth quarter of 2013 and an increase in capitalized interest related to our redevelopment properties.

Other Income (Expense), Net. Other income, net increased \$1.1 million, or 146%, to \$0.4 million for the nine months ended September 30, 2014 compared to other expense, net of \$0.8 million for the nine months ended September 30, 2013, primarily due to a net termination fee earned on a canceled acquisition and a decrease in income tax expense attributed to the decrease in hotel revenue during 2014.

### Liquidity and Capital Resources

#### Analysis of Liquidity and Capital Resources

Due to the nature of our business, we typically generate significant amounts of cash from operations. The cash generated from operations is used for the payment of operating expenses, capital expenditures, debt service and dividends to our stockholders and Operating Partnership unitholders. As a REIT, we must generally make annual distributions to stockholders of at least 90% of our net taxable income. As of September 30, 2014, we held \$95.1 million in cash and cash equivalents.

Our short-term liquidity requirements consist primarily of operating expenses and other expenditures associated with our properties, regular debt service requirements, dividend payments to our stockholders required to maintain our REIT status, capital expenditures and, potentially, acquisitions. We expect to meet our short-term liquidity requirements through net cash provided by operations, reserves established from existing cash and, if necessary, borrowings available under our credit facility.

Our long-term liquidity needs consist primarily of funds necessary to pay for the repayment of debt at maturity, property acquisitions, tenant improvements and capital improvements. We expect to meet our long-term liquidity requirements to pay scheduled debt maturities and to fund property acquisitions and capital improvements with net cash from operations, long-term secured and unsecured indebtedness and the issuance of equity and debt securities. We also may fund property acquisitions and capital improvements using our credit facility pending permanent financing. We believe that we have access to multiple sources of capital to fund our long-term liquidity requirements, including the incurrence of additional debt and the issuance of additional equity. However, we cannot be assured that this will be the case. Our ability to incur additional debt will be dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our ability to access the equity capital markets will be dependent on a number of factors as well, including general

market conditions for REITs and market perceptions about our company.

39

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Table of Contents

On February 7, 2012, we filed a universal shelf registration statement on Form S-3 with the Securities and Exchange Commission, or the SEC, which was declared effective on February 17, 2012. The universal shelf registration statement may permit us, from time to time, to offer and sell up to an additional approximately \$500.0 million of equity securities. However, there can be no assurance that we will be able to complete any such offerings of securities. Factors influencing the availability of additional financing include investor perception of our prospects and the general condition of the financial markets, among others.

On May 6, 2013, we entered into an ATM equity program with four sales agents in which we may from time to time offer and sell shares of our common stock having an aggregate offering price of up to \$150.0 million. The sales of shares of our common stock made through the ATM equity program are made in “at the market” offerings as defined in Rule 415 of the Securities Act of 1933, as amended. As of September 30, 2014, we had issued 3,451,519 shares of common stock at a weighted average price per share of \$34.09 for gross cash proceeds of \$117.7 million since the commencement of our ATM equity program. We intend to use the net proceeds to fund our development or redevelopment activities, repay amounts outstanding from time to time under our revolving credit facility or other debt financing obligations, fund potential acquisition opportunities and/or for general corporate purposes. As of September 30, 2014, we had the capacity to issue up to an additional \$32.3 million in shares of common stock under our ATM equity program. Actual future sales will depend on a variety of factors including, but not limited to, market conditions, the trading price of our common stock and our capital needs. We have no obligation to sell the remaining shares available for sale under the ATM equity program.

On September 12, 2014, we entered into a common stock purchase agreement (the “Purchase Agreement”) with Insurance Company of the West (“ICW”), a California corporation which is an insurance company majority owned and controlled by Ernest Rady, the Executive Chairman of our board of directors. The Purchase Agreement provided for the sale by us to ICW, in a private placement, of 400,000 shares of our common stock at a purchase price of \$33.76 per share, resulting in gross proceeds to us of approximately \$13.5 million. The price per share paid by ICW was equal to the closing price of a share of our common stock on the New York Stock Exchange on the date of the Purchase Agreement. These shares are characterized as “restricted securities” under the federal securities laws inasmuch as they are being acquired from us in a transaction not involving a public offering and that under such laws and applicable regulations such securities may be resold without registration under securities laws only in certain limited circumstances. ICW must bear the economic risk of this investment indefinitely unless the shares are registered pursuant to securities laws, or an exemption from registration is available.

Our overall capital requirements for the remainder of 2014 will depend upon acquisition opportunities, the level of improvements and redevelopments on existing properties and the timing and cost of development of the Lloyd District Portfolio, Torrey Reserve Campus and Sorrento Pointe. While the amount of future expenditures will depend on numerous factors, we expect to continue to see higher levels of capital investments in our properties under development and redevelopment in 2014, partly as a result of an additional 81,500 square feet of office space under development at Torrey Reserve Campus, which we expect to complete during 2015. We expect to invest an additional approximately \$6 million related to Torrey Reserve Campus during this period. Additionally, construction at Lloyd District Portfolio is ongoing and is expected to be complete in 2015, which will result in approximately 47,000 additional square feet of retail space and 657 multi-family units. We expect to invest approximately \$192 million related to the Lloyd District Portfolio, of which \$101 million has been incurred as of September 30, 2014. Additionally, construction at Sorrento Pointe is in process and is expected to be complete in 2016, which will result in approximately 88,000 additional square feet of office space. We expect to invest approximately \$46 million related to Sorrento Pointe, of which \$7 million has been incurred as of September 30, 2014. Our capital investments will be funded on a short-term basis with cash on hand, cash flow from operations and/or our revolving credit facility. On a long-term basis, our capital investments may be funded with additional long-term debt. Our ability to incur additional debt will be dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our capital investments may also be funded by additional equity including shares issued under our ATM equity program. Although there is no intent at this time, if market conditions deteriorate, we may also delay the timing of future development and redevelopment projects as well as

limit future acquisitions, reduce our operating expenditures, or re-evaluate our dividend policy.

40

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Table of Contents

## Indebtedness Outstanding

The following table sets forth information as of September 30, 2014 with respect to our secured notes payable (dollars in thousands):

| Debt  | Principal Balance at September 30, 2014 | Interest Rate | Annual Debt Service | Maturity Date     | Balance at Maturity |
|---|---|---------------|---------------------|-------------------|---------------------|
| Waialele Center <sup>(1)(2)</sup>                   | 140,700                                 | 5.15          | % 141,927           | November 1, 2014  | 140,700             |
| The Shops at Kalakaua <sup>(1)</sup>                | 19,000                                  | 5.45          | % 19,702            | May 1, 2015       | 19,000              |
| The Landmark at One Market <sup>(1)(3)</sup>        | 133,000                                 | 5.61          | % 139,274           | July 5, 2015      | 133,000             |
| Del Monte Center <sup>(1)</sup>                     | 82,300                                  | 4.93          | % 85,734            | July 8, 2015      | 82,300              |
| First & Main <sup>(1)</sup>                         | 84,500                                  | 3.97          | % 3,397             | July 1, 2016      | 84,500              |
| Imperial Beach Gardens <sup>(1)</sup>               | 20,000                                  | 6.16          | % 1,250             | September 1, 2016 | 20,000              |
| Mariner's Point <sup>(1)</sup>                      | 7,700                                   | 6.09          | % 476               | September 1, 2016 | 7,700               |
| South Bay Marketplace <sup>(1)</sup>                | 23,000                                  | 5.48          | % 1,281             | February 10, 2017 | 23,000              |
| Waikiki Beach Walk—Retail <sup>(1)</sup>            | 130,310                                 | 5.39          | % 7,117             | July 1, 2017      | 130,310             |
| Solana Beach Corporate Centre III-IV <sup>(4)</sup> | 36,487                                  | 6.39          | % 2,798             | August 1, 2017    | 35,136              |
| Loma Palisades <sup>(1)</sup>                       | 73,744                                  | 6.09          | % 4,553             | July 1, 2018      | 73,744              |
| One Beach Street <sup>(1)</sup>                     | 21,900                                  | 3.94          | % 875               | April 1, 2019     | 21,900              |
| Torrey Reserve—North Court <sup>(1)</sup>           | 21,152                                  | 7.22          | % 1,836             | June 1, 2019      | 19,443              |
| Torrey Reserve—VCI, VCII, VCIII <sup>(1)</sup>      | 7,127                                   | 6.36          | % 560               | June 1, 2020      | 6,439               |
| Solana Beach Corporate Centre I-II <sup>(4)</sup>   | 11,347                                  | 5.91          | % 855               | June 1, 2020      | 10,169              |
| Solana Beach Towne Centre <sup>(4)</sup>            | 37,823                                  | 5.91          | % 2,849             | June 1, 2020      | 33,898              |
| City Center Bellevue <sup>(1)</sup>                 | 111,000                                 | 3.98          | % 4,479             | November 1, 2022  | 111,000             |
| Total   | 961,090                                 |               | \$418,963           |                   | \$952,239           |
| Unamortized fair value adjustment                   | (7,900 )                                |               |                     |                   |                     |
| Total Secured Notes Payable Balance                 | \$953,190                               |               |                     |                   |                     |

(1) Interest only.

Loan repaid in full, without premium or penalty, on October 31, 2014 in connection with the closing of our

(2) privately placed debt offering of \$150 million of seven-year senior guaranteed notes with an effective rate of approximately 3.88% (including interest rate swap costs).

Maturity date is the earlier of the loan maturity date under the loan agreement, or the "Anticipated Repayment Date"

(3) as specifically defined in the loan agreement, which is the date after which substantial economic penalties apply if the loan has not been paid off.

(4) Principal payments based on a 30-year amortization schedule.

Certain loans require us to comply with various financial covenants. As of September 30, 2014, we were in compliance with these financial covenants.

On October 31, 2014, we entered into a Note Purchase Agreement with a group of institutional purchasers that provided for the private placement of an aggregate of \$350 million of senior guaranteed notes, of which (i) \$150 million are designated as 4.04% Senior Guaranteed Notes, Series A due October 31, 2021 (the "Series A Notes"), (ii) \$100 million are designated as 4.45% Senior Guaranteed Notes, Series B, due February 2, 2025 (the "Series B Notes") and (iii) \$100 million are designated as 4.50% Senior Guaranteed Notes, Series C, due April 1, 2025 (the "Series C Notes", and collectively with the Series A Notes and Series B Notes, are referred to herein as, the "Notes"). The Series A

Notes were issued on October 31, 2014. The Series B Notes are expected to be issued on February 2, 2015 and the Series C Notes are expected to be issued on April 1, 2015, each subject to customary closing conditions. Upon issuance, the Notes will pay interest quarterly on the last day of January, April, July and October until their respective maturities.

We may prepay at any time all, or from time to time any part of, the Notes, in an amount not less than 5% of the aggregate principal amount of any series of the Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid plus a Make-Whole Amount (as defined in the Note Purchase Agreement).

The Note Purchase Agreement contains a number of customary financial covenants, including, without limitation, tangible net worth thresholds, secured and unsecured leverage ratios and fixed charge coverage ratios. Subject to the terms of the Note Purchase Agreement and the Notes, upon certain events of default, including, but not limited to, (i) a default in the

Table of Contents

payment of any principal, Make-Whole Amount or interest under the Notes, and (ii) a default in the payment of certain other indebtedness by us or our subsidiaries, the principal, accrued and unpaid interest and the Make-Whole Amount on the outstanding Notes will become due and payable at the option of the purchasers.

Our obligations under the Notes are fully and unconditionally guaranteed by us and certain of our subsidiaries. The proceeds from the issuance of the Notes will be used by us to refinance existing secured indebtedness and for general corporate purposes. The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. Our Operating Partnership offered and sold the Notes in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act.

Credit Facility

On January 9, 2014, we entered into an amended and restated credit agreement, or the amended and restated credit facility, which amended and restated the then-in place credit facility. The amended and restated credit facility provides for aggregate, unsecured borrowings of \$350 million, consisting of a revolving line of credit of \$250 million, or the revolver loan, and a term loan of \$100 million, or the term loan. The amended and restated credit facility has an accordion feature that may allow us to increase the availability thereunder up to an additional \$250 million, subject to meeting specified requirements and obtaining additional commitments from lenders.

Borrowings under the amended and restated credit facility initially bear interest at floating rates equal to, at our option, either (1) LIBOR, plus a spread which ranges from (a) 1.35%-1.95% (with respect to the revolver loan) and (b) 1.30% to 1.90% (with respect to the term loan), in each case based on our consolidated leverage ratio, or (2) a base rate equal to the highest of (a) the prime rate, (b) the federal funds rate plus 50 bps or (c) the Eurodollar rate plus 100 bps, plus a spread which ranges from (i) 0.35%-0.95% (with respect to the revolver loan) and (ii) 0.30% to 0.90% (with respect to the term loan), in each case based on our consolidated leverage ratio. The foregoing rates are more favorable than previously contained in the credit agreement. If we obtain an investment-grade debt rating, under the terms set forth in the amended and restated credit facility, the spreads will further improve.

The revolver loan initially matures on January 9, 2018, subject to our option to extend the revolver loan up to two times, with each such extension for a six-month period. The term loan initially matures on January 9, 2016, subject to our option to extend the term loan up to three times, with each such extension for a 12-month period. The foregoing extension options are exercisable by us subject to the satisfaction of certain conditions.

Concurrent with the closing of the amended and restated credit facility, we drew down on the entirety of the \$100 million term loan and entered into an interest rate swap agreement that is intended to fix the interest rate associated with the term loan at approximately 3.08% through its maturity date and extension options, subject to adjustments based on our consolidated leverage ratio.

Additionally, the amended and restated credit facility includes a number of customary financial covenants, including:

- A maximum leverage ratio (defined as total indebtedness net of certain cash and cash equivalents to total asset value) of 60%, and during any material acquisition period the maximum leverage ratio allowable is 65%,

- A maximum secured leverage ratio (defined as total secured debt to secured total asset value) of 45% at any

- time prior to December 31, 2015, and 40% thereafter, during a material acquisition period the maximum secured leverage ratio is increased to 50% at any time prior to December 31, 2015 and 45% thereafter,

- A minimum fixed charge coverage ratio (defined as consolidated earnings before interest, taxes, depreciation and amortization to consolidated fixed charges) of 1.50x,

- A minimum unsecured interest coverage ratio of 1.75x,

- A maximum unsecured leverage ratio of 60%, and during any material acquisition period the maximum unsecured leverage ratio allowable is 65%,

- A minimum tangible net worth of \$721.16 million, and 75% of the net proceeds of any additional equity issuances (other than additional equity issuances in connection with any dividend reinvestment program), and

- Recourse indebtedness at any time cannot exceed 15% of total asset value.



Table of Contents

The amended and restated credit facility provides that annual distributions by the Operating Partnership may not exceed the greater of (1) 95% of its funds from operations or (2) the amount required for us to (a) qualify and maintain our REIT status and (b) avoid the payment of federal or state income or excise tax. If certain events of default exist or would result from a distribution, we may be precluded from making distributions other than those necessary to qualify and maintain our status as a REIT.

We expect to use our credit facility in the future for general corporate purposes, including working capital, the payment of capital expenses, acquisitions and development and redevelopment of properties in our portfolio. We and certain of our subsidiaries guarantee the obligations under the credit facility, and certain of our subsidiaries pledged specified equity interests in our subsidiaries as collateral for our obligations under the credit facility. As of September 30, 2014, we were in compliance with the Amended and Restated Credit Facility financial covenants.

On October 16, 2014, we entered into the First Amendment to the Amended and Restated Credit Agreement that amends

provisions of the Amended and Restated Credit Agreement to, among other things, (i) describe the treatment of our pari passu obligations under the Amended and Restated Credit Agreement and (ii) remove the material acquisition provisions previously set forth in the Amended and Restated Credit Agreement.

**Off-Balance Sheet Arrangements**

We currently do not have any off-balance sheet arrangements.

**Cash Flows**

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

Cash and cash equivalents were \$95.1 million and \$65.7 million at September 30, 2014 and 2013, respectively.

Net cash provided by operating activities increased \$6.9 million to \$81.4 million for the nine months ended September 30, 2014 compared to \$74.5 million for the nine months ended September 30, 2013. The increase in cash from operations was primarily due to higher net income before certain non-cash items, including lease termination payments.

Net cash used in investing activities increased \$63.8 million to \$99.0 million for the nine months ended September 30, 2014 compared to \$35.2 million for the nine months ended September 30, 2013. The increase was primarily due to redevelopment construction activity at Lloyd District Portfolio and Torrey Reserve Campus. The increase was also attributed to the room refresh of the hotel towers at our mixed-use property.

Net cash provided by financing activities was \$63.7 million for the nine months ended September 30, 2014 compared to net cash used in financing activities of \$16.1 million for the nine months ended September 30, 2013. The increase of cash provided by financing activities was primarily due to proceeds received from our amended and restated credit facility and proceeds received from the sale of shares of our common stock under our ATM program.

**Net Operating Income**

Net Operating Income, or NOI, is a non-GAAP financial measure of performance. We define NOI as operating revenues (rental income, tenant reimbursements, lease termination fees, ground lease rental income and other property income) less property and related expenses (property expenses, ground lease expense, property marketing costs, real estate taxes and insurance). NOI excludes general and administrative expenses, interest expense, depreciation and amortization, acquisition-related expense, other nonproperty income and losses, gains and losses from property dispositions, extraordinary items, tenant improvements, and leasing commissions. Other REITs may use different methodologies for calculating NOI, and accordingly, our NOI may not be comparable to the NOIs of other REITs.

Table of Contents

NOI is used by investors and our management to evaluate and compare the performance of our properties and to determine trends in earnings and to compute the fair value of our properties as it is not affected by (1) the cost of funds of the property owner, (2) the impact of depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets that are included in net income computed in accordance with GAAP or (3) general and administrative expenses and other gains and losses that are specific to the property owner. The cost of funds is eliminated from net income because it is specific to the particular financing capabilities and constraints of the owner. The cost of funds is also eliminated because it is dependent on historical interest rates and other costs of capital as well as past decisions made by us regarding the appropriate mix of capital, which may have changed or may change in the future. Depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets are eliminated because they may not accurately represent the actual change in value in our retail, office, multifamily or mixed-use properties that result from use of the properties or changes in market conditions. While certain aspects of real property do decline in value over time in a manner that is intended to be captured by depreciation and amortization, the value of the properties as a whole have historically increased or decreased as a result of changes in overall economic conditions instead of from actual use of the property or the passage of time. Gains and losses from the sale of real property vary from property to property and are affected by market conditions at the time of sale which will usually change from period to period. These gains and losses can create distortions when comparing one period to another or when comparing our operating results to the operating results of other real estate companies that have not made similarly timed purchases or sales. We believe that eliminating these costs from net income is useful because the resulting measure captures the actual revenue generated and actual expenses incurred in operating our properties as well as trends in occupancy rates, rental rates and operating costs. However, the usefulness of NOI is limited because it excludes general and administrative costs, interest expense, interest income and other expense, depreciation and amortization expense and gains or losses from the sale of properties, and other gains and losses as stipulated by GAAP, the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, all of which are significant economic costs. NOI may fail to capture significant trends in these components of net income which further limits its usefulness. NOI is a measure of the operating performance of our properties but does not measure our performance as a whole. NOI is therefore not a substitute for net income as computed in accordance with GAAP. This measure should be analyzed in conjunction with net income computed in accordance with GAAP and discussions elsewhere in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” regarding the components of net income that are eliminated in the calculation of NOI. Other companies may use different methods for calculating NOI or similarly entitled measures and, accordingly, our NOI may not be comparable to similarly entitled measures reported by other companies that do not define the measure exactly as we do. The following is a reconciliation of our NOI to net income for the three and nine months ended September 30, 2014 and 2013 computed in accordance with GAAP (in thousands):

|                               | Three Months Ended September 30, |          | Nine Months Ended September 30, |           |
|-------------------------------|----------------------------------|----------|---------------------------------|-----------|
|                               | 2014                             | 2013     | 2014                            | 2013      |
| Net operating income          | \$44,070                         | \$42,120 | \$125,974                       | \$123,966 |
| General and administrative    | (4,682)                          | (4,031)  | (13,929)                        | (12,658)  |
| Depreciation and amortization | (16,352)                         | (16,648) | (50,902)                        | (50,614)  |
| Interest expense              | (13,325)                         | (14,764) | (40,396)                        | (44,244)  |
| Other income (expense), net   | (621)                            | (419)    | 352                             | (763)     |
| Net income                    | \$9,090                          | \$6,258  | \$21,099                        | \$15,687  |
| Funds from Operations         |                                  |          |                                 |           |

We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts, or NAREIT. FFO represents net income (loss) (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, impairment losses, real-estate related depreciation and amortization (excluding amortization of deferred financing costs) and after adjustments for unconsolidated

partnerships and joint ventures.

44

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Table of Contents

FFO is a supplemental non-GAAP financial measure. Management uses FFO as a supplemental performance measure because it believes that FFO is beneficial to investors as a starting point in measuring our operational performance. Specifically, in excluding real-estate related depreciation and amortization and gains and losses from property dispositions, which do not relate to or are not indicative of operating performance, FFO provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs. We also believe that, as a widely recognized measure of the performance of REITs, FFO will be used by investors as a basis to compare our operating performance with that of other REITs. However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially impact our results from operations, the utility of FFO as a measure of our performance is limited. In addition, other equity REITs may not calculate FFO in accordance with the NAREIT definition as we do, and, accordingly, our FFO may not be comparable to such other REITs' FFO. Accordingly, FFO should be considered only as a supplement to net income as a measure of our performance. FFO should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or service indebtedness. FFO also should not be used as a supplement to or substitute for cash flow from operating activities computed in accordance with GAAP.

The following table sets forth a reconciliation of our FFO for the three and nine months ended September 30, 2014 to net income, the nearest GAAP equivalent (in thousands, except per share and share data):

|  | Three Months<br>Ended September<br>30,<br>2014 | Nine Months<br>Ended September<br>30,<br>2014 |
|--|--|---|
| Funds from Operations (FFO)  |  |   |
| Net income   | \$9,090  | \$21,099                                      |
| Plus: Real estate depreciation and amortization                            | 16,352   | 50,902  |
| Funds from operations  | 25,442   | 72,001  |
| Less: Nonforfeitable dividends on incentive restricted stock awards        | (25  | ) (96   |
| FFO attributable to common stock and units                                 | \$25,417                                       | \$71,905                                      |
| FFO per diluted share/unit   | \$0.42   | \$1.20  |
| Weighted average number of common shares and units, diluted <sup>(1)</sup> | 60,742,610                                     | 59,857,742                                    |

(1) The weighted average common shares used to compute FFO per diluted share include unvested restricted stock awards that are subject to time vesting, which were excluded from the computation of diluted EPS, as the vesting of the restricted stock awards is dilutive in the computation of FFO per diluted share but is anti-dilutive for the computation of diluted EPS for the period. Diluted shares exclude incentive restricted stock as these awards are considered contingently issuable.



Table of Contents

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We manage our market risk by attempting to match anticipated inflow of cash from our operating, investing and financing activities with anticipated outflow of cash to fund debt payments, dividends to our stockholders and Operating Partnership unitholders, investments, capital expenditures and other cash requirements.

**Interest Rate Risk**

**Outstanding Debt**

The following discusses the effect of hypothetical changes in market rates of interest on the fair value of our total outstanding debt. Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our debt. Discounted cash flow analysis is generally used to estimate the fair value of our mortgages payable. Considerable judgment is necessary to estimate the fair value of financial instruments. This analysis does not purport to take into account all of the factors that may affect our debt, such as the effect that a changing interest rate environment could have on the overall level of economic activity or the action that our management might take to reduce our exposure to the change. This analysis assumes no change in our financial structure.

**Fixed Interest Rate Debt**

All of our outstanding debt obligations (maturing at various times through November 2022) have fixed interest rates which limit the risk of fluctuating interest rates. However, interest rate fluctuations may affect the fair value of our fixed rate debt instruments. At September 30, 2014, we had \$961.1 million of fixed rate debt outstanding with an estimated fair value of \$987.5 million. The carrying values of our revolving credit facility and term loan are deemed to be at fair value since the outstanding debt is directly tied to monthly LIBOR contracts. Additionally, we consider our \$100.0 million term loan outstanding as of September 30, 2014 to be fixed rate debt as the rate is effectively fixed by an interest rate swap agreement. If interest rates at September 30, 2014 had been 1.0% higher, the fair value of those debt instruments on that date would have decreased by approximately \$22.1 million. If interest rates at September 30, 2014 had been 1.0% lower, the fair value of those debt instruments on that date would have increased by approximately \$23.2 million.

**Variable Interest Rate Debt**

At September 30, 2014, our only variable interest rate debt is the revolver loan under our amended and restated credit facility, which had no balance outstanding at September 30, 2014.

We may enter into certain types of derivative financial instruments to reduce interest rate risk. We use interest rate swap agreements, for example, to convert some of our variable rate debt to a fixed-rate basis. We use derivatives for hedging purposes rather than speculation and do not enter into financial instruments for trading purposes. As of September 30, 2014, we were party to an interest rate swap agreement that effectively fixed the rate on the \$100.0 million term loan at 3.08%.

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the rules and regulations of the SEC and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for 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 desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We have carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures as of September 30, 2014, the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer have concluded, as of September 30, 2014, that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in reports filed or submitted under the Exchange Act (1) is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and (2) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure. No changes to our internal control over financial reporting were identified in connection with the evaluation referenced above that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

**PART II—OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We are not currently a party, as plaintiff or defendant, to any legal proceedings that we believe to be material or which, individually or in the aggregate, would be expected to have a material effect on our business, financial condition or results of operation if determined adversely to us. We may be subject to on-going litigation, relating to our portfolio and the properties comprising our portfolio, and we expect to otherwise be party from time to time to various lawsuits, claims and other legal proceedings that arise in the ordinary course of our business.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors included in Item 1A. “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2013 other than the addition of the following risk factor:

We rely on information technology in our operations, and any breach, interruption or security failure of that technology could have a negative impact on our business, operations and/or financial condition.

Information security risks have generally increased in recent years due to the rise in new technologies and the increased sophistication and activities of perpetrators of cyber-attacks. We face risks associated with security breaches, whether through cyber-attacks or cyber-intrusions over the internet, malware, computer viruses, attachments to e-mails and/or employees or third-parties with access to our systems.

Our information technology, or IT, networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations, and, in some cases, may be critical to the operations of certain of our tenants. Additionally, we collect and hold personally identifiable information of our residents and prospective residents in connection with our leasing activities at our multifamily locations. We also collect and hold personally identifiable information of our employees in connection with their employment. In addition, we engage third-party service providers that may have access to such personally identifiable information in connection with providing business services to us, whether through our own IT networks and related systems, or through the third-party service providers’ IT networks and related systems.

There can be no assurance that our efforts to maintain the security and integrity of our (or our third-party service providers) IT networks and related systems will be effective or that attempted security breaches or disruptions would not be successful or damaging. A security breach or other significant disruption involving our (or our third-party service providers) IT networks and related systems could materially and adversely impact our income, cash flow, results of operations, financial condition, liquidity, the ability to service our debt obligations, the market price of our common stock, our ability to pay dividends and/or other distributions to our shareholders. A security breach could additionally cause the disclosure or misuse of confidential or proprietary information (including personal information of our residents and/or employees) and damage to our reputation.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable.

**ITEM 5. OTHER INFORMATION**

None.

Table of Contents

ITEM 6. EXHIBITS

Exhibit No. Description

|          |  |
|----------|--|
| 10.1 (1) | Common Stock Purchase Agreement dated as of September 12, 2014 by and between American Assets  |
| 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 and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 101*     | The Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statement of Equity, (iv) Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements that have been detail tagged. |

\* Filed herewith.

(1) Incorporated herein by reference to American Assets Trust, Inc's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 15, 2014

Table of Contents

SIGNATURES

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

American Assets Trust, Inc.

November 7, 2014

/s/ JOHN W. CHAMBERLAIN

John W. Chamberlain

President and Chief Executive Officer

(Principal Executive Officer)

November 7, 2014

/s/ ROBERT F. BARTON

Robert F. Barton

Executive Vice President, Chief Financial  
Officer and Treasurer

(Principal Financial and Accounting  
Officer)