

Wheeler Real Estate Investment Trust, Inc.
Form 424B5
January 12, 2018
[Table of Contents](#)

**Pursuant to Rule 424(b)(5)
Registration No. 333-213294**

PROSPECTUS SUPPLEMENT

(To Prospectus dated September 6, 2016)

1,303,000 Shares

Series D Cumulative Convertible Preferred Stock

(Liquidation Preference \$25.00 per share)

We are offering 1,303,000 shares of our Series D Cumulative Convertible Preferred Stock, without par value per share (Series D Preferred Stock). The shares of Series D Preferred Stock offered by this prospectus supplement are a further issuance of, will form a single series with, will have the same terms as, and will vote on any matters on which holders of Series D Preferred Stock are entitled to vote as a single class with, issued and outstanding shares of Series D Preferred Stock issued on September 21, 2016 and December 6, 2016 (the Prior Offerings). There are currently issued and outstanding 2,237,000 shares of our Series D Preferred Stock.

We pay cumulative cash dividends on the Series D Preferred Stock, from the date of original issue to, but not including, September 21, 2023, at a rate of 8.75% per annum of the \$25.00 liquidation preference per share (equivalent to the fixed annual amount of \$2.1875 per share) (the Initial Rate). Dividends on the Series D Preferred Stock are payable quarterly in arrears on each January 15th, April 15th, July 15th and October 15th of each year, when, as and if authorized by our Board of Directors and declared by us. Holders of shares of Series D Preferred Stock offered hereby will be entitled to receive the full amount of all dividends payable on such shares of the Series D Preferred Stock from and including the first day of the dividend period in which such shares are originally issued. Holders of shares of Series D Preferred Stock will not be entitled to receive dividends paid on any dividend payment date if such shares were not issued and outstanding on the record date for such dividend.

Generally, we are not permitted to redeem the Series D Preferred Stock prior to September 21, 2021 except in limited circumstances relating to our ability to qualify as a real estate investment trust (REIT) under the Internal Revenue Code of 1986, as amended (the Code), our compliance with our Asset Coverage Ratio (as defined herein), or in connection with a Change of Control/Delisting (as defined herein). On and after September 21, 2021, we may, at our option, redeem the Series D Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus an amount equal to all accrued and unpaid dividends on such Series D Preferred Stock to and including the redemption date. The holder of a share of Series D Preferred Stock may convert

such share of Series D Preferred Stock at any time into shares of our common stock at a conversion rate of \$16.96 per share.

Commencing September 21, 2023, we will pay cumulative cash dividends on the Series D Preferred Stock at an annual dividend rate of the Initial Rate increased by 2.0% of the liquidation preference per annum, which will increase by an additional 2.0% of the liquidation preference per annum on each subsequent anniversary thereafter, subject to a maximum annual dividend rate of 14%.

After September 21, 2023, the holders of the Series D Preferred Stock may, at their option, require us to redeem any or all of their shares of Series D Preferred Stock at a redemption price of \$25.00 per share, plus an amount equal to all accrued but unpaid dividends, if any, to and including the redemption date, payable in cash or shares of our common stock, or any combination thereof, at our option.

The Series D Preferred Stock has no stated maturity and is not generally subject to mandatory redemption upon a fixed date or any sinking fund. Holders of shares of the Series D Preferred Stock will generally have no voting rights except for limited voting rights if we fail to pay dividends for six or more consecutive quarterly periods and in certain other circumstances.

We are organized and conduct our operations in a manner that will allow us to maintain our qualification as a REIT. To assist us in qualifying as a REIT, among other purposes, our charter contains certain restrictions relating to the ownership and transfer of our capital stock. See [Description of Securities](#) [Restrictions on Ownership and Transfer](#) in the accompanying prospectus.

Our Series D Preferred Stock is listed on the Nasdaq Capital Market under the symbol WHLRD. On January 10, 2018, the closing price of our Series D Preferred Stock as reported on the Nasdaq Capital Market was \$16.50 per share.

Our common stock is listed on the Nasdaq Capital Market under the symbol WHLR. On January 10, 2018, the closing price of our common stock as reported on the Nasdaq Capital Market was \$7.82 per share.

The Series D Preferred Stock has not been rated and is subject to the risks associated with non-rated securities. You should carefully read and consider [Risk Factors](#) beginning on page S-16 of this prospectus supplement, page 4 of the accompanying prospectus, and under similar headings in the other documents that are incorporated by reference into this prospectus supplement or the accompanying prospectus for a discussion of the risks that should be considered in connection with your investment in our Series D Preferred Stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$ 16.50	\$ 21,499,500
Underwriting discounts and commissions (1)	\$ 0.66	\$ 859,980
Proceeds, before expenses, to us	\$ 15.84	\$ 20,639,520

(1) See Underwriting for additional disclosure regarding the underwriting discounts and commissions payable to the underwriters by us.

We have granted the underwriters a 30-day option to purchase up to 195,450 additional shares of Series D Preferred Stock at the public offering price, less the underwriting discounts and commissions, to cover overallotments, if any.

Delivery of the shares of our Series D Preferred Stock in book-entry form is expected to be made on or about January 12, 2018.

Joint-Book-Running Managers

Ladenburg Thalmann

BTIG

Prospectus Supplement Dated January 11, 2018

Table of Contents

We have not authorized any dealer, salesperson or other person to give any information or to make any representation other than those contained in this prospectus supplement, the accompanying prospectus, and any information incorporated by reference herein. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which it relates, nor does this prospectus supplement or the accompanying prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus is accurate on any date subsequent to the date set forth on its front cover or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and the accompanying prospectus are delivered or securities are sold on a later date.

TABLE OF CONTENTS

	Page
<u>PROSPECTUS SUPPLEMENT</u>	
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-ii
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	S-ii
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-16
<u>DESCRIPTION OF SERIES D PREFERRED STOCK</u>	S-23
<u>USE OF PROCEEDS</u>	S-30
<u>RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK</u>	
<u>DIVIDENDS</u>	S-31
<u>ADDITIONAL MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	S-32
<u>UNDERWRITING</u>	S-36
<u>LEGAL MATTERS</u>	S-38
<u>EXPERTS</u>	S-39
<u>WHERE YOU CAN FIND MORE INFORMATION ABOUT WHEELER REAL ESTATE</u>	
<u>INVESTMENT TRUST, INC.</u>	S-40
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	S-41
<u>STATEMENTS OF REVENUES AND CERTAIN OPERATING EXPENSES OF JANAF</u>	S-44
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION</u>	S-48
<u>PROSPECTUS</u>	
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	1
<u>WHEELER REAL ESTATE INVESTMENT TRUST, INC.</u>	3
<u>RISK FACTORS</u>	4
<u>USE OF PROCEEDS</u>	25
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	26
<u>DESCRIPTION OF SECURITIES</u>	27
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	36
<u>PLAN OF DISTRIBUTION</u>	57

<u>LEGAL MATTERS</u>	58
<u>EXPERTS</u>	58
<u>WHERE YOU CAN FIND MORE INFORMATION ABOUT WHEELER REAL ESTATE INVESTMENT TRUST, INC.</u>	58
<u>STRATEGIC INVESTOR</u>	58
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	59

S-i

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and adds to or updates the information contained in the accompanying prospectus. The second part is the accompanying prospectus, which provides more general information about the securities we may offer from time to time, some of which may not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined. This prospectus supplement may add to, update or change information in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement or the accompanying prospectus.

If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. This prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference include important information about us, the shares of our Series D Preferred Stock being offered, and other information you should know before investing in these securities.

You should rely only on this prospectus supplement, the accompanying prospectus, and the information incorporated or deemed to be incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared. We have not and the underwriters have not authorized anyone to provide you with information that is in addition to, or different from, that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared. If anyone provides you with different or inconsistent information, you should not rely on it. We are not and the underwriters are not offering to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than as of the date of this prospectus supplement or the accompanying prospectus, as the case may be, or in the case of the documents incorporated by reference, the date of such documents, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or any sale of shares of our Series D Preferred Stock. Our business, financial condition, liquidity, results of operations, and prospects may have changed since those dates.

This prospectus supplement is part of a registration statement on Form S-3 (Registration No. 333-213294) that we have filed with the U.S. Securities and Exchange Commission (the SEC) relating to the securities offered hereby. This prospectus supplement does not contain all of the information that we have included in the registration statement and the accompanying exhibits and schedules thereto in accordance with the rules and regulations of the SEC, and we refer you to such omitted information. It is important for you to read and consider all of the information contained in this prospectus supplement and the accompanying prospectus before making your investment decision. You should also read and consider the additional information incorporated by reference into this prospectus supplement and the accompanying prospectus. See *Where You Can Find More Information About Wheeler Real Estate Investment Trust, Inc.* in this prospectus supplement. All capitalized terms not defined in this prospectus supplement shall have the meaning described in the accompanying prospectus.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements included in this prospectus supplement, the accompanying prospectus, and the information incorporated by reference herein that are not historical facts (including any statements concerning our pending acquisition of the retail shopping center located in Norfolk, Virginia known as JANAF Shopping Yard (JANAF), the potential impact of such acquisition on our results of operations, the funding of the acquisition, investment objectives, other plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto) are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as

amended (the Exchange Act); Section 27A of the Securities Act of 1933, as amended (the Securities Act); and pursuant to the Private Securities Litigation Reform Act of 1995. These statements are only predictions. We caution that forward-looking statements are not guarantees. Actual

S-ii

Table of Contents

events or our investments and results of operations could differ materially from those expressed or implied in any forward-looking statements. Forward-looking statements are typically identified by the use of terms such as may, should, expect, could, intend, plan, anticipate, estimate, believe, continue, predict, potential or other similar terms and other comparable terminology.

The forward-looking statements included in this prospectus supplement, the accompanying prospectus, and the information incorporated herein by reference are based upon our current expectations, plans, estimates, assumptions and beliefs that involve numerous risks and uncertainties. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in the forward-looking statements. Factors that could have a material adverse effect on our operations and future prospects include, but are not limited to:

our ability to consummate the JANAF acquisition;

our business and investment strategy;

our projected operating results;

actions and initiatives of the U.S. government and changes to U.S. government policies and the execution and impact of these actions, initiatives and policies;

use of proceeds of any offering;

our ability to integrate JANAF into our portfolio;

the state of the U.S. or global economy generally or in specific geographic areas;

economic trends and economic recoveries;

our ability to obtain and maintain financing arrangements;

financing and advance rates for our target assets;

our expected leverage;

availability of investment opportunities in real estate-related investments;

changes in the values of our assets;

our ability to make distributions to our stockholders in the future;

our expected investments and investment decisions;

changes in interest rates and the market value of our target assets;

our ability to renew leases at amounts and terms comparable to existing lease arrangements;

our ability to consummate the acquisition of real estate investment properties and the terms upon which we are able to consummate such acquisition;

our ability to proceed with potential development opportunities for us and third-parties;

effects of hedging instruments on our target assets;

our expected financing terms for the acquisition of real estate investment properties;

the degree to which our hedging strategies may or may not protect us from interest rate volatility;

the impact of and changes in governmental regulations, tax law and rates, accounting guidance and similar matters;

our ability to maintain our qualification as a REIT under the Code;

our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended;

Table of Contents

the availability of qualified personnel and management team members;

the ability of Wheeler REIT, L.P., a Virginia limited partnership of which we are the sole general partner (the Operating Partnership), and each of our other partnerships and limited liability companies to be classified as partnerships or disregarded entities for U.S. federal income tax purposes;

our ability to amend our charter to increase or decrease the aggregate number of authorized shares of stock, to authorize us to issue additional authorized but unissued shares of our preferred stock and to classify or reclassify unissued shares of our preferred stock;

our understanding of our competition;

market trends in our industry, interest rates, real estate values or the general economy;

the imposition of federal taxes if we fail to qualify as a REIT in any taxable year or forego an opportunity to ensure REIT status;

uncertainties related to the national economy, the real estate industry in general and in our specific markets;

legislative or regulatory changes, including changes to laws governing REITs;

adverse economic or real estate developments in Virginia, Florida, Georgia, Alabama, South Carolina, North Carolina, Oklahoma, Kentucky, Tennessee, West Virginia, New Jersey and Pennsylvania;

increases in interest rates and operating costs;

inability to obtain necessary outside financing;

litigation risks;

lease-up risks;

inability to obtain new tenants upon the expiration of existing leases;

inability to generate sufficient cash flows due to market conditions, competition, uninsured losses or changes in tax or other applicable laws; and

the need to fund tenant improvements or other capital expenditures out of operating cash flow.

Any of the assumptions underlying forward-looking statements could be inaccurate. You are cautioned not to place undue reliance on any forward-looking statements included in this prospectus supplement, the accompanying prospectus, or the information incorporated herein by reference. All forward-looking statements speak only as of their respective dates, and the risk that actual results will differ materially from the expectations expressed in this prospectus supplement, the accompanying prospectus, and the information included herein by reference will increase with the passage of time. Except as otherwise required by the federal securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason. In light of the significant uncertainties inherent in the forward-looking statements included in this prospectus supplement, the accompanying prospectus, and the information incorporated herein by reference, including, without limitation, the risks described under Risk Factors, the inclusion of such forward-looking statements should not be regarded as a representation by us or any other person that the objectives and plans set forth in this prospectus supplement, the accompanying prospectus, or the information incorporated herein by reference will be achieved.

S-iv

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Because it is a summary, it may not contain all of the information that you should consider before investing in our Series D Preferred Stock. This prospectus supplement and the accompanying prospectus include or incorporate by reference information about the Series D Preferred Stock we are offering, as well as information regarding our business and detailed financial data. To fully understand this offering, you should carefully read this prospectus supplement and the accompanying prospectus, as well as the documents incorporated by reference and any free writing prospectus we have prepared, including the sections entitled Risk Factors herein and incorporated by reference herein and therein, before investing in our Series D Preferred Stock.

Unless otherwise indicated or the context requires otherwise, all references to the company, we, us and our refer to Wheeler Real Estate Investment Trust, Inc., a Maryland corporation, together with its consolidated subsidiaries, including the Operating Partnership.

Our Company

We are a fully-integrated, self-managed commercial real estate investment company focused on acquiring and managing income-producing retail properties with a primary focus on grocery-anchored centers. Our strategy is to opportunistically acquire and reinvigorate well-located, potentially dominant retail properties in secondary and tertiary markets that generate attractive risk-adjusted returns, with a particular emphasis on grocery-anchored retail centers. We target competitively protected properties in communities that have stable demographics and have historically exhibited favorable trends, such as strong population and income growth. We generally lease our properties to national and regional retailers that offer consumer goods and generate regular consumer traffic. We believe our tenants carry goods that are less impacted by fluctuations in the broader U.S. economy and consumers' disposable income, generating more predictable property level cash flows.

We have an integrated team of professionals with experience across all stages of the real estate investment, development and re-development cycle. We internally handle, among other duties:

performing and administering our day-to-day operations;

determining investment criteria in conjunction with our Board of Directors;

sourcing, analyzing and executing asset acquisitions, sales and financings;

performing asset management duties;

performing property management duties;

performing leasing duties;

in-house and third-party development; and

performing financial and accounting management.

We were organized as a Maryland corporation on June 23, 2011 and elected to be taxed as a REIT under Sections 856 through 860 of the Code beginning with our taxable year ended December 31, 2012. We conduct substantially all of our business through the Operating Partnership, of which we are the sole general partner. We are structured as an UPREIT, which means we own all of our properties through our Operating Partnership and its subsidiaries. As an UPREIT, we may be able to acquire properties on more attractive terms from sellers who can defer tax obligations by contributing properties to our Operating Partnership in exchange for Operating Partnership units, which will be redeemable for cash or exchangeable for shares of our common stock at our election.

S-1

Table of Contents

Recent Developments

JANAF Shopping Yard Acquisition

On November 3, 2016, the company, through WHLR-JANAF, LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Operating Partnership, entered into a purchase and sale agreement (as amended, the Purchase Agreement) with JANAF Shopping Center, LLC, a Delaware limited liability company (JSC), JANAF Shops, LLC, a Virginia limited liability company (Shops), JANAF HQ, LLC, a Virginia limited liability company (JHQ), and JANAF Crossings, LLC, a Virginia limited liability company (Crossings and, collectively with JSC, Shops and JHQ, the Sellers). Pursuant to the Purchase Agreement, we will acquire a retail shopping center located in Norfolk, Virginia known as JANAF an acronym for Joint Army Navy Air Force. Subsequent to its initial execution, the Purchase Agreement was amended on multiple occasions, primarily to provide the parties with additional time within which to obtain lender consents with respect to our acquisition of JANAF, and, on December 20, 2017, we received indications that all of the applicable lenders, special servicers and rating agencies will consent to us assuming the mortgage debt on the property.

JANAF is an 887,917 square foot shopping center built in 1959 with several expansions and renovations taking place since then. The 92-acre parcel is made up of 850,683 square feet of retail in multiple buildings and 37,234 square feet of office space in one building. The property is located approximately nine miles from our corporate headquarters in Virginia Beach. As of September 30, 2017, JANAF was 94% occupied and anchored by national retail tenants (Big Lots, BJ s Wholesale Club, Northern Tool, T.J. Maxx, and Office Max). Other national retail tenants include Wawa, Panera Bread Co., the United States Postal Service, Dollar Tree and Tesla, which has six supercharging stations located in the parking field. Approximately 17 undeveloped outparcels, with an aggregate of 18.75 acres, outline the frontage of the center on Military Highway and Virginia Beach Boulevard.

JANAF benefits from an economy drawing from the cities of Norfolk and Virginia Beach, Virginia, which are the two largest cities in Virginia by population. The center is located less than one mile from the interchange of Interstate 64 and Interstate 264, less than two miles from Simon Property s Norfolk Prime Outlets and less than eight miles from an IKEA, which is expected to open in 2019. JANAF is also located within two miles of Norfolk International Airport. Within a five-mile radius of JANAF, there are approximately 300,000 people with a median household income of \$65,530.

Pursuant to the Purchase Agreement, the aggregate consideration to be paid to the Sellers for the acquisition of JANAF is approximately \$85.65 million, including the assumption of approximately \$58.4 million of mortgage loans secured by the property. We intend to use the net proceeds from this offering to fund a portion of the acquisition price for JANAF (including fees and costs related thereto). We believe that the JANAF acquisition represents a rare opportunity for us to buy a large property that is located in our home market.

Pursuant to the Purchase Agreement, the JANAF acquisition will be completed upon the successful completion of this offering, assumption of mortgage loans secured by JANAF and satisfaction of other customary closing conditions. There can be no assurance that any closing condition of the acquisition of JANAF will be satisfied or waived, if permitted, or that there will not be events, developments or changes that can cause the closing not to occur. Therefore, there can be no assurance with respect to whether the acquisition of JANAF will be completed on the currently contemplated terms, other terms or at all.

Rationale for the Acquisition

We believe the acquisition will create strategic portfolio-related and financial benefits for us, including the following:

Dominant shopping center location with strong surrounding demographics. JANAF is situated on 92 acres, and the potential acquisition is consistent with our strategy of owning the dominant shopping

S-2

Table of Contents

center in secondary and tertiary markets. JANAF's location at the intersection of Military Highway and Virginia Beach Boulevard draws from a 50-mile radius encompassing both Virginia Beach and Norfolk, the two largest cities in Virginia by population. The local economy is strong and diversified.

Diversification and strengthening of tenant base. With the acquisition of JANAF, our portfolio square footage will increase by 18% to 5.8 million square feet. The addition of 850,683 square feet of retail, 37,234 square feet of office space, 17 outparcels, and approximately 150 tenants significantly diversifies our tenant base and credit exposure. Following the closing of the acquisition, no tenant will comprise more than 10% of our annualized base rents.

The acquisition is expected to be immediately accretive. The acquisition is expected to be materially accretive to the company's normalized and adjusted funds from operations in 2018, providing for increased coverage of the common dividend from cash flows.

In aggregate, the top ten tenants by annualized base rent in the following table represent 42% of the total rentable square footage at JANAF:

Tenant	Principal Nature of Business	Lease Expiration	Square Footage	% of Total Rentable Square Feet	Annualized Rent (000 \$)	% of Total Base Annualized Rent	Tenant Renewal Options
BJ's Wholesale Club	Wholesale Club	3/23/2020	147,400	16.64%	\$ 521	6.17%	6 x 5 yr options and 1 x 20 yr option ⁽¹⁾
BJ's Fuel Center	Fuel Center	3/23/2030	3,945	0.45%	73	0.86%	4 x 5 yr options ⁽²⁾
			151,345	17.09%	594	7.03%	
Petco	Pet Supplies	6/30/2018	17,000	1.92%	360	4.26%	no options
Wawa	Convenience Store/Fuel Center	8/31/2037	7,240	0.82%	325	3.84%	5 x 5 yr options ⁽³⁾
Big Lots Stores, Inc. (Big Lots)	Discount Merchandise	1/31/2028	42,500	4.80%	298	3.52%	3 x 5 yr options ⁽⁴⁾
The United States Postal Service (USPS)	Government	8/31/2019	21,213	2.39%	292	3.45%	2 x 1 yr options ⁽⁵⁾
T.J. Maxx	Discount General Merchandise	1/31/2024	37,383	4.22%	280	3.31%	3 x 5 yr options ⁽⁶⁾
Office Max	Office Supplies	1/31/2024	23,150	2.61%	255	3.02%	1 x 5 yr options ⁽⁷⁾
Rainbow Apparel of America	Clothing	1/31/2018	15,889	1.79%	254	3.00%	4 x 5 yr options (Store 1) 2 x 5 yr options (Store 2) ⁽⁸⁾

(Rainbow)

K&G Men's Company	Clothing	12/28/2021	21,360	2.41%	224	2.65%	1 x 5 yr option ⁽⁹⁾
Southern Island Stores, Inc.	Clothing	12/31/2020	35,086	3.96%	207	2.45%	2 x 5 yr options ⁽¹⁰⁾
Total			372,166	42.01%	\$ 3,089	36.53%	

- (1) The BJ's Wholesale Club lease provides for a 10% rental increase for renewal options one through six and a 10% rental increase every five years in the final 20-year renewal option.
- (2) The BJ's Fuel Center lease provides for a 7% rental increase every five years in the current term and for each renewal option.
- (3) The Wawa lease provides for a 10% rental increase every five years in the current term and for each renewal option.
- (4) The Big Lots lease provides for a \$0.50 per square foot rental increase every five years in the current term and for each renewal option.
- (5) The USPS lease provides for a \$0.40 per square foot rental increase for each renewal option.
- (6) The T.J. Maxx lease provides for a \$0.25 per square foot rental increase for the first renewal option, and a \$0.50 per square foot rental increase for the last two renewal options.
- (7) The Office Max lease provides for a \$0.75 per square foot rental increase for the renewal option.
- (8) The Rainbow lease is one lease for two stores. One store has four renewal options for five years each, and the lease provides for an 11% rental increase every five years commencing in 2021. The second store has two renewal options for five years each with a \$1.00 per square foot rental increase in the second option.
- (9) The K&G Men's Company lease provides for a \$1.50 per square foot rental increase for the renewal option.
- (10) The Southern Island Stores lease provides for a 10% rental increase for each renewal option.

Table of Contents

The following table sets forth the percentage leased and annualized rent per leased square foot for JANAF as of the indicated dates:

Date	Percent Leased	Annualized Rent Per Leased Square Foot⁽¹⁾
December 31, 2012	96.2%	\$ 9.52
December 31, 2013	93.9%	9.81
December 31, 2014	96.0%	9.58
December 31, 2015	95.2%	9.68
December 31, 2016	89.5%	9.83
October 31, 2017	93.4%	10.23

(1) Annualized rent per leased square foot is calculated by dividing (i) annualized base rent, by (ii) square footage leased.

The following table sets forth the lease expirations for leases in place at JANAF as of October 31, 2017, assuming that tenants do not exercise any renewal options or early termination options:

Lease Expiration Period	Number of Expiring Leases	Total Expiring Leased Square Footage (1)	% of Total Expiring Leased Square Footage	% of Total Leased Square Footage Expiring	Expiring Annualized		Expiring Base Rent Per Leased Square Foot
					Base Rent (in 000s) (2)	% of Total Annualized Base Rent	
Available		58,984	6.66%		\$		\$
2017	4 ⁽³⁾	21,746	2.46%	2.63%	112	1.32%	5.15
2018	18	71,751	8.10%	8.68%	1,178	13.93%	16.42
2019	26	89,581	10.11%	10.83%	979	11.58%	10.93
2020	22	253,916	28.67%	30.71%	1,646	19.47%	6.48
2021	16	103,900	11.73%	12.57%	1,223	14.47%	11.77
2022	9	29,871	3.37%	3.61%	556	6.58%	18.61
2023	6	31,219	3.52%	3.78%	474	5.61%	15.18
2024	4	74,036	8.36%	8.95%	710	8.40%	9.59
2025	2	44,149	4.98%	5.34%	266	3.15%	6.03