2014 REIT Wise

NAREIT's Law, Accounting & Finance Conference

Boca Raton Resort & Club
Boca Raton, FL

SOURCEBOOK

Sourcebook sponsored by:

GOODWIN PROCTER

National Association of Real Estate Investment Trusts®
REITs: Building Dividends & Diversification®

Accounting Committee Meeting

Wednesday, April 2nd
1:15pm - 2:45 pm
Boca Raton Resort & Club
Boca Raton, FL

Co-Chairs:

Steven Broadwater, SVP & CAO, Simon Property Group
Ian Kaufman, SVP & CAO, Equity Residential
Heidi Roth, SVP & Controller, Kilroy Realty Corporation

Moderator:

Christopher Drula, VP, Financial Standards, NAREIT

Panelists:

Cindy Fornelli, Executive Director, Center for Audit Quality
Sandy Peters, Head-Policy Financial Reporting Group, CFA Institute
Ross Prindle, Managing Director, Duff & Phelps

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OF
REAL ESTATE
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REITS:
BUILDING
DIVIDENDS
AND
DIVERSIFICATION®

ACCOUNTING COMMITTEE MEETING
(Open to all REITWise® Registrants)
Boca Raton Resort & Club
Boca Raton, FL
Wednesday April 2, 2014
1:15 p.m. – 2:45 p.m.

Co-Chairs:

Steven Broadwater, SVP & CAO, Simon Property Group
Ian Kaufman, SVP & CAO, Equity Residential
Heidi Roth, SVP & Controller, Kilroy Realty Corporation

Moderator:
Christopher Drula, VP, Financial Standards, NAREIT

Panelists:
Cindy Fornelli, Executive Director, Center for Audit Quality
Sandy Peters, Head-Policy Financial Reporting Group, CFA Institute
Ross Prindle, Managing Director, Duff & Phelps

NAREIT Staff Liaison:

George Yungmann, SVP-Financial Standards, NAREIT
Christopher Drula, VP-Financial Standards, NAREIT

I. Center for Audit Quality's views on various PCAOB proposals

II. CFA Institute's perspective on certain financial reporting issues

III. Duff & Phelps' experience with recent valuations of REIT assets, including for PNLRs

Note: This meeting may qualify for 1.5 hours of continuing professional education credits, depending on the state. For CLE or CPE credit information, please contact Afia Nyarko Boone at 202-739-9433 or aboone@nareit.com

♦ ♦ ♦

1875 I Street, NW, Suite 600, Washington, DC 20006-5413
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1666 K Street, N.W.
Washington, DC 20006
Telephone: (202) 207-9100
Facsimile: (202) 862-8430
www.pcaobus.org

PCAOB
Public Company Accounting Oversight Board

PROPOSED AUDITING STANDARDS – THE AUDITOR'S REPORT ON AN AUDIT OF FINANCIAL STATEMENTS WHEN THE AUDITOR EXPRESSES AN UNQUALIFIED OPINION; THE AUDITOR'S RESPONSIBILITIES REGARDING OTHER INFORMATION IN CERTAIN DOCUMENTS CONTAINING AUDITED FINANCIAL STATEMENTS AND THE RELATED AUDITOR'S REPORT; AND RELATED AMENDMENTS TO PCAOB STANDARDS	PCAOB Release No. 2013-005 August 13, 2013 PCAOB Rulemaking Docket Matter No. 034

Summary: The Public Company Accounting Oversight Board ("PCAOB" or the "Board") is proposing two new auditing standards, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*, which would supersede portions of AU sec. 508, *Reports on Audited Financial Statements,* and *The Auditor's Responsibilities Regarding Other Information in Certain Documents Containing Audited Financial Statements and the Related Auditor's Report*, which would supersede AU sec. 550, *Other Information in Documents Containing Audited Financial Statements.* The Board also is proposing related amendments to PCAOB standards.

Public Comment: Interested persons may submit written comments to the Board. Such comments should be sent to the Office of the Secretary, PCAOB, 1666 K Street, N.W., Washington, D.C. 20006-2803. Comments also may be submitted by email to comments@pcaobus.org or through the Board's website at www.pcaobus.org. All comments should refer to PCAOB Rulemaking Docket Matter No. 034 in the subject or reference line and should be received by the Board no later than 5:00 PM (EST) on December 11, 2013.

Board Contacts: Martin F. Baumann, Chief Auditor (202/207-9192, baumannm@pcaobus.org), Jennifer Rand, Deputy Chief Auditor (202/207-9206, randj@pcaobus.org), Jessica Watts, Associate Chief Auditor (202/207-9376, wattsj@pcaobus.org), Lillian Ceynowa, Associate Chief

Insurance Committee Meeting

Wednesday, April 2nd
4:30pm - 6:00 p.m.
Boca Raton Resort & Club
Boca Raton, FL

Panelists:

Brian Chiolan, Regional VP, Arch
Michael Chu, Assistant VP, Arch
Joe Downey, SVP, Willis
Dan Freudenthal, President, Flood Zone Correction, Inc.
Michael Horvath, SVP-Risk Management, Simon Property Group, Inc.
Melissa Lishner, Director, Crystal & Company
Pam Young, Associate General Counsel & Director, Surplus/Specialty Lines & Producer Relations, American Insurance Association

NATIONAL ASSOCIATION OF REAL ESTATE INVESTMENT TRUSTS®

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REITs: BUILDING DIVIDENDS AND DIVERSIFICATION®

NAREIT INSURANCE COMMITTEE MEETING AGENDA

Boca Raton Resort & Club – Boca Raton, Florida
April 2, 2014

NAREIT Insurance Committee Chair:

Michael Horvath, SVP, Risk Management, *Simon Property Group*

NAREIT Executive Staff:

Sheldon Groner, EVP, Finance & Operations

4:30 – 5:30 p.m. **Roundtable Discussion: Key Legislative and Risk Management Updates for CFO's, General Counsels, and Risk Managers:**

- **Cyber Liability Insurance**
  - **Why do I Need it?**
  - **Are all Cyber Policies Created Equal?**
- **National Flood Insurance Program**
  - **Biggert-Waters Flood Insurance Reform Act of 2012**
  - **FEMA's Remapping Programs**
  - **Property Insurance Markets Reducing Flood Capacity & Increasing Costs**

Moderator: Michael Horvath, SVP, Risk Management
Simon Property Group

Participants: Joe Downey, Senior Vice President
Willis Real Estate & Construction

Dan Freudenthal, President
Flood Zone Correction, Inc.

Pam Young, Associate General Counsel & Director, Surplus/Specialty Lines & Producer Relations
American Insurance Association

5:30 – 5:45 p.m. **Terrorism Risk Insurance Act (TRIA)**

Tony Edwards, EVP & General Counsel, *NAREIT*

5:45 – 6:00 p.m. **D&O Insurance Litigation Trends/NAREIT D&O Program w/*Arch***

Melissa Lishner, Director, *Crystal & Company*

Brian Chiolan, Regional Vice President, *Arch*
Michael Chu, Assistant Vice President, *Arch*

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NAREIT's Law, Accounting & Finance Conference

Boca Raton Resort & Club
Boca Raton, FL

D&O Insurance Litigation Trends

April 2, 2014

D&O Insurance Litigation Trends

- **Securities Class Actions Update**
- **D&O Claims Trends Affecting REITs**
- **Preparing for Your D&O Renewal**
- **Q&A**

SCA Updates

- First time in 14 years with no new filing activity in the Financials Sector of S&P 500 Companies
- Only 9% overall increase in filings
- Maximum $ Loss Down Significantly
- Filings down against Large Market Cap Companies
- Uptick in 2nd half filings in 2013
- Significant increase in Non-M&A Litigation
- First JOBs Act IPO litigation filed

General Session: State of the Capital Markets

Friday, April 3rd
8:00 am – 9:45 am
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

Andrew Richard, Managing Director-Real Estate Group, Credit Suisse

Panelists:

Mark Howard-Johnson, Managing Director, BlackRock
Steven Sakwa, Sr. Managing Director, ISI Group
Lisa Sarajian, Managing Director-Structured Finance, Standard & Poor's Rating Services
Timothy Schoen, EVP & CFO, HCP, Inc.

NAREIT®

REITWatch®

A Monthly Statistical Report on the Real Estate Investment Trust Industry

March 2014

(Data as of February 28, 2014)

National Association of Real Estate Investment Trusts®

REITs: Building Dividends & Diversification®

NAREIT Disclaimer

REITWATCH

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I. Indicators of US REIT Investment Performance

II. US REIT Performance Statistics by Property Sector and Subsector

III. Indicators of US REIT Industry Activity

IV. Indicators of Global Real Estate Investment Performance

V. Glossary of REITWatch Terms

Panoply of Issues Facing General Counsels

Thursday, April 3rd
9:45 am – 11:00 am
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

Brad Molotsky, EVP & General Counsel, Brandywine Realty Trust

Panelists:

Jeffery Curry, Chief Legal Officer, CBL & Associates Properties, Inc.
Karen Singer, SVP, General Counsel & Secretary, Corporate Office Properties Trust
Michael Pfeiffer, VP & General Counsel, Realty Income Corporation

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Boca Raton, FL

Panopoly of Issues Facing General Counsels

April 3, 2014

REIT Tax Potpourri

Thursday, April 3rd
9:45 am – 11:00 am
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

Kathy Miller, SVP, Regency Centers Corporation

Panelists:

Michael Brody, Partner, Latham & Watkins LLP
David Levy, Partner-Tax, Skadden, Arps, Slate, Meagher & Flom LLP
Charles Temkin, Director, Deloitte LLP
Louis Weller, Of Counsel, Bryan Cave

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REIT Tax Potpourri

April 3, 2014

REIT Tax Potpourri

Moderator:
Kathy Miller, SVP, Regency Centers Corporation

Panelists:
Michael Brody, Partner, Latham & Watkins LLP
David Levy, Partner-Tax, Skadden, Arps, Slate, Meagher & Flom LLP
Charles Temkin, Director, Deloitte LLP
Louis Weller, Of Counsel, Bryan Cave

REIT Tax Potpourri

- Tax implications of financial instruments for mortgage REITs
- Protocols for like kind exchanges coordinating among treasury, legal and tax functions
- Independent contractor/TRS service issues

Financial Standards Current Topics

Thursday, April 3rd
9:45 am – 11:00 am
Boca Raton Resort & Club
Boca Raton, FL

Moderator:
Stephen Theriot, CFO, Vornado Realty Trust

Panelists:
Kristin Bauer, Partner-Accounting Standards & Communication, Deloitte LLP
Christopher Irwin, Partner, PwC
Steve Kane, Partner-Professional Practice-Accounting, EY
Anthony Marone, Principal Accounting Officer, Blackstone Mortgage Trust, Inc.

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NAREIT's Law, Accounting & Finance Conference

Boca Raton Resort & Club
Boca Raton, FL

Financial Standards - Current Topics

April 3, 2014

Financial Standards – Current Topics

- Moderator
  - Steve Theriot, CFO, Vornado Realty Trust
- Panelists
  - Kristin Bauer, Partner, Deloitte
  - Christopher Irwin, Partner, PwC
  - Steve Kane, Partner, EY
  - Tony Marone, Principal Accounting Officer, Blackstone Mortgage Trust

Agenda

- Revenue from Contracts with Customers
- Financial Instruments – Classification & Measurement
- Financial Instruments – Credit Losses
- Insurance Contracts

Social Media

Thursday, April 3rd
9:45 am – 11:00 am
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leader:
Evan Urbania, CEO, ChatterBlast Media

Single Family Housing REITs

Thursday, April 3rd
9:45 am – 11:00 am
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leader:

Michael Dryden, Managing Director, Credit Suisse
Peter Genz, Partner-Tax, King & Spalding LLP
Shant Koumriqian, CFO, American Residential Properties, Inc.

Wading Into the Investor/Dealer Quagmire -- Coffee Break's Over, Back on Your Heads[1]

Practical risk assessment and planning for REITs with large property portfolios[2]

Peter J. Genz
King & Spalding LLP
Atlanta, Georgia
March 17, 2014

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1 If you don't know this old punch line, maybe somebody can tell you.

2 I owe a debt of gratitude for the insightful comments I received on earlier drafts of this article from my long-time partner and mentor, Herschel Bloom; from my partner Jim Lokey, who cheerfully slogged through this with me; and from my friend Charlie Temkin of Deloitte LLP; none of these brave souls is responsible for the views expressed in this article or for any errors or omissions.

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SEC Legal Issues

Thursday, April 3rd
11:15 am – 12:30 pm
Boca Raton Resort & Club
Boca Raton, FL

Moderator:
Eric Kevorkian, SVP & Sr. Corporate Counsel, Boston Properties, Inc.

Panelists:
Robert DelPriore, EVP & General Counsel, MAA
Judith Fryer, Shareholder, Greenberg Traurig, LLP
Yoel Kranz, Partner, Goodwin Procter LLP

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 230, 239 and 242

Release No. 33-9415; No. 34-69959; No. IA-3624; File No. S7-07-12

RIN 3235-AL34

Eliminating the Prohibition Against General Solicitation and General Advertising in Rule 506 and Rule 144A Offerings

AGENCY: Securities and Exchange Commission.

ACTION: Final rules.

SUMMARY: We are adopting amendments to Rule 506 of Regulation D and Rule 144A under the Securities Act of 1933 to implement Section 201(a) of the Jumpstart Our Business Startups Act. The amendment to Rule 506 permits an issuer to engage in general solicitation or general advertising in offering and selling securities pursuant to Rule 506, provided that all purchasers of the securities are accredited investors and the issuer takes reasonable steps to verify that such purchasers are accredited investors. The amendment to Rule 506 also includes a non-exclusive list of methods that issuers may use to satisfy the verification requirement for purchasers who are natural persons. The amendment to Rule 144A provides that securities may be offered pursuant to Rule 144A to persons other than qualified institutional buyers, provided that the securities are sold only to persons that the seller and any person acting on behalf of the seller reasonably believe are qualified institutional buyers. We are also revising Form D to require issuers to indicate whether they are relying on the provision that permits general solicitation or general advertising in a Rule 506 offering.

Also today, in a separate release, to implement Section 926 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are adopting amendments to Rule

506 to disqualify issuers and other market participants from relying on Rule 506 if "felons and other 'bad actors'" are participating in the Rule 506 offering. We are also today, in a separate release, publishing for comment a number of proposed amendments to Regulation D, Form D and Rule 156 under the Securities Act that are intended to enhance the Commission's ability to evaluate the development of market practices in Rule 506 offerings and address certain comments made in connection with implementing Section 201(a)(1) of the Jumpstart Our Business Startups Act.

DATES: The final rule and form amendments are effective on September 23, 2013.

FOR FURTHER INFORMATION CONTACT: Charles Kwon, Special Counsel, or Ted Yu, Senior Special Counsel, Office of Chief Counsel, Division of Corporation Finance, at (202) 551-3500, or, with respect to private funds, Holly Hunter-Ceci, Senior Counsel, Chief Counsel's Office, or Alpa Patel, Senior Counsel, Investment Adviser Regulation Office, Division of Investment Management, at (202) 551-6825 or (202) 551-6787, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

SUPPLEMENTARY INFORMATION: We are adopting amendments to Rule 144A,[1] Form D,[2] and Rules 500,[3] 501,[4] 502[5] and 506[6] of Regulation D[7] under the Securities Act

[1] 17 CFR 230.144A.

[2] 17 CFR 239.500.

[3] 17 CFR 230.500.

[4] 17 CFR 230.501.

[5] 17 CFR 230.502.

[6] 17 CFR 230.506.

[7] 17 CFR 230.500 through 230.508.

REITs Investing Outside of the United States

Thursday, April 3rd
11:15 am – 12:30 pm
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

Joseph Howe, III, Partner, Arnold & Porter, LLP

Panelists:

Scott Brinker, EVP-Investments, Health Care REIT, Inc.
Edward Nekritz, Chief Legal Officer & General Counsel, Prologis, Inc.
Brian McDade, VP-Capital Markets, Simon Property Group, Inc.
Bartjan Zoetmulder, Partner-Tax, Loyens & Loeff N.V.

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REITs Investing Outside of the United States

April 3, 2014

REITs Investing Outside of the United States

Moderator:

Joseph Howe, III, Partner, Arnold & Porter, LLP

Panelists:

Scott Brinker, EVP-Investments, Health Care REIT, Inc.
Edward Nekritz, Chief Legal Officer & General Counsel, Prologis, Inc.
Brian McDade, VP-Capital Markets, Simon Property Group, Inc.
Bartjan Zoetmulder, Partner-Tax, Loyens & Loeff N.V.

Discussion - Why Invest Internationally

- Types of Investments
- Country Selection

Supplemental Information Packages

Thursday, April 3rd
11:15 am – 12:30 pm
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leaders:

Matthew DiLiberto, CAO & Treasurer, SL Green Realty Corp.
John Guinee, III, Managing Director & Analyst, Stifel, Nicolaus & Co., Inc.

Fourth Quarter 2013

Supplemental Data

December 31, 2013

SL GREEN REALTY CORP.

SL Green Realty Corp. is a fully integrated, self-administered and self-managed Real Estate Investment Trust, or REIT, that primarily acquires, owns, manages, leases and repositions office properties in emerging, high-growth submarkets of Manhattan.

- SL Green's common stock is listed on the New York Stock Exchange, and trades under the symbol SLG.
- SL Green maintains an internet site at **www.slgreen.com** at which most key investor relations data pertaining to dividend declaration, payout, current and historic share price, etc. can be found. Such information is not incorporated into this supplemental financial package. This supplemental financial package is available through the Company's internet site.
- This data is furnished to supplement audited and unaudited regulatory filings of the Company and should be read in conjunction with those filings. The financial data herein is unaudited and is provided from the perspective of timeliness to assist readers of quarterly and annual financial filings. As such, data otherwise contained in future regulatory filings covering the same period may restate the data presented herein.

Questions pertaining to the information contained herein should be referred to Investor Relations at investor.relations@slgreen.com or at 212-216-1601.

Forward-looking Statement

This press release includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are intended to be covered by the safe harbor provisions thereof. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, are forward-looking statements. Forward-looking statements are not guarantees of future performance and we caution you not to place undue reliance on such statements. Forward-looking statements are generally identifiable by the use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," "continue," or the negative of these words, or other similar words or terms.

Forward-looking statements contained in this press release are subject to a number of risks and uncertainties, many of which are beyond our control, that may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by forward-looking statements made by us. Factors and risks to our business that could cause actual results to differ from those contained in the forward-looking statements are described in our filings with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of future events, new information or otherwise.

Impact of FASB/IASB Leases Proposal in the Real World

Thursday, April 3rd
2:45 pm – 4:00 pm
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

George Yungmann, SVP, Financial Standards, NAREIT

Panelists:

Wendy Arlin, SVP-Corporate Controller, Limited Brands
John Bober, Managing Director-Global Tech, GE Capital
Sandra Peters, Head-Policy Financial Reporting Group, CFA Institute
Danielle Zeyher, Project Manager, Financial Accounting Standards Board

2014

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Boca Raton, FL

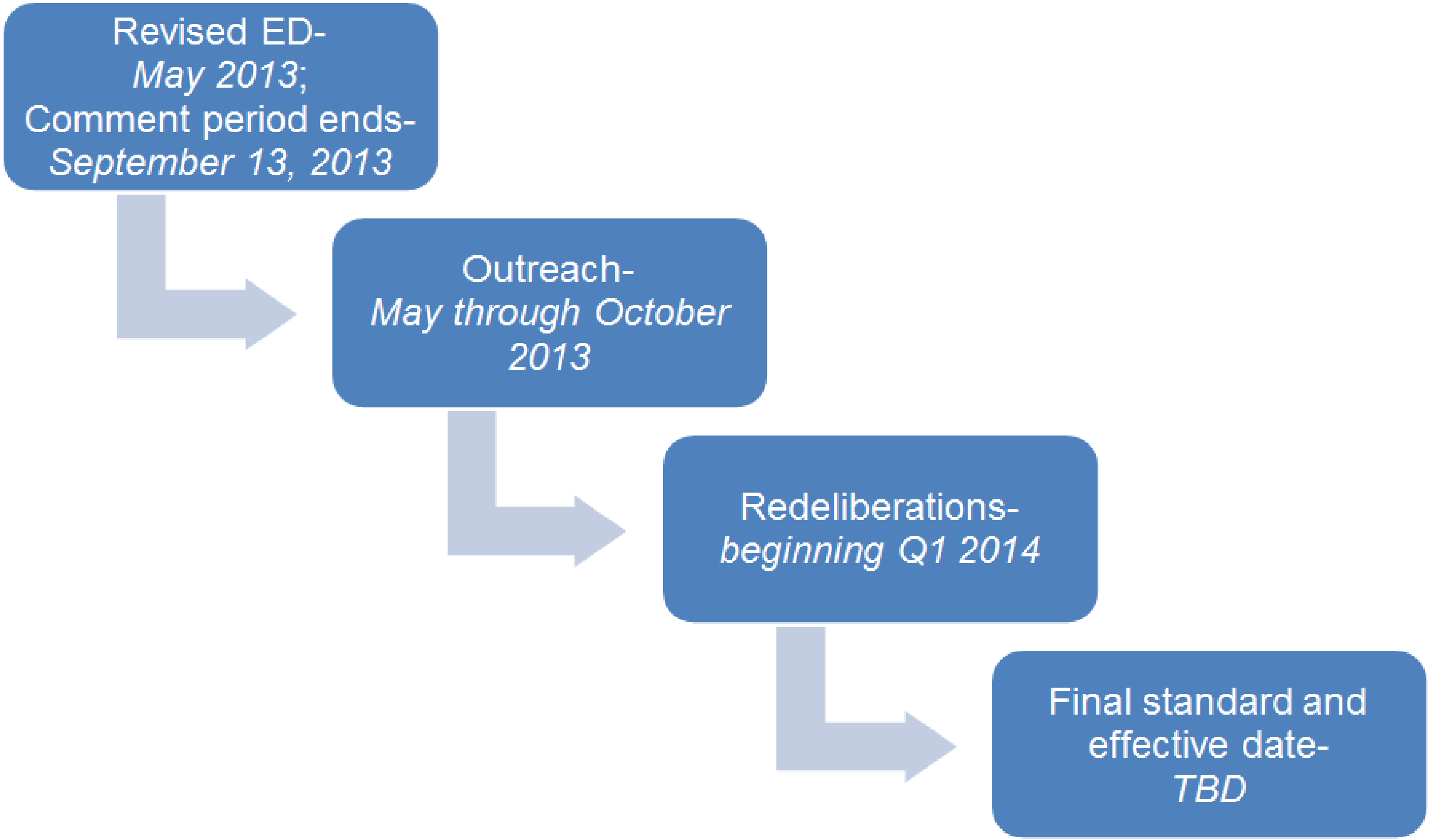
Impact of FASB/IASB Leases Proposal in the Real World

April 3, 2014

Faculty

- Moderator – George Yungmann, SVP, Financial Standards, NAREIT
- Panelists:
  - Wendy Arlin, SVP-Corporate Controller, L Brands
  - John Bober, Managing Director – Global Tech, GE Capital
  - Sandy Peters, Head – Policy Financial Reporting Group, CFA Institute
  - Danielle Zeyher, Project Manager, Financial Accounting Standards Board

Leases Project Timeline



State and Local Tax Issues

Thursday, April 3rd
2:45 pm – 4:00 pm
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

Kimberly Pepe, VP-Tax, Home Properties, Inc.

Panelists:

Sam Melehani, Partner, PwC
Mariano Sori, Partner, BDO USA, LLP
Maura Wheet, VP, Boston Properties, Inc.
Lori Wiseman, Managing Director-Tax, KPMG LLP

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Boca Raton Resort & Club
Boca Raton, FL

State & Local Tax

April 3, 2014

Presenters

- Kimberly Pepe - Home Properties, Inc. VP-Tax
- Lori Wiseman - KPMG Managing Director-Tax
- Sam Melehani - PwC Tax Partner
- Maura Wheet - Boston Properties VP
- Mariano Sori - BDO Partner

Agenda

- Franchise and other taxes (15 min)
- Combined filing (15 min)
- Composite returns (15 min)
- REIT M&A (15 min)
- SALT general updates / Q&A (15 min).

Mortgage REITs

Thursday, April 3rd
2:45 pm – 4:00 pm
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leaders:

Brad Farrell, CFO & Treasurer, Two Harbors Investment Corp.
Donald Ramon, CFO, Invesco Mortgage Capital Inc.
Jayne Stewart, CAO, Annaly Capital Management, Inc.

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Boca Raton Resort & Club
Boca Raton, FL

Mortgage REITs Roundtable

NAREIT

April 3, 2014

MREIT Industry Discussion Outline

- **MREIT Industry Overview**
- **Specific MREIT Investment Strategies**
  - Agency MBS REITs
  - Hybrid Mortgage REITs
  - Commercial Mortgage REITs
  - Mortgage Operating Companies (MOCs)
- **Comparative Operating Performance**
  - Book Value Changes
  - Dividend Performance
  - Operating Efficiency
  - Total Economic Return (TER)
- **Comparative Stock Performance and Market Valuation**
- **JMP Securities Mortgage REIT Resources**
- **Questions and Answers**

Mortgage Finance/REIT Industry Summary

Mortgage Finance Industry Market Summary - March 24, 2014

$ in Millions

Segment >	Agency MREITs	Hybrid MREITs	Commercial MREITs	Mortgage Operating Companies	Industry Total (1)
Number of Public Companies	9	15	10	13	**47**
Equity Market Cap	**$ 25,569**	**$ 17,089**	**$ 16,751**	**$ 20,396**	**$ 79,806**
Total Assets	232,151	98,126	33,603	77,476	**441,356**
Price to Tang. Book Value (x)	**0.92**	**0.94**	**1.15**	**1.32**	
Current Dividend Yield (%)	**11.7%**	**12.3%**	**7.7%**	**0.0%**	
Price to 2014 EPS Estimate (x)	8.0	7.6	12.9	**9.0**	
Price to 52-Week High	-29.9%	-20.1%	-8.7%	-16.8%	

Source: Company financial reports, Thomson Reuters, SNL Financial and JMP Securities LLC

Note: (1) Total excludes three smaller companies not currently included in the JMP MREIT comp tables

A Diverse, Dynamic and Growing Industry

Enterprise Risk Management and Public Real Estate Companies

Thursday, April 3rd
2:45 pm – 4:00 pm
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leaders:

James Barkley, Secretary & General Counsel, Simon Property Group, Inc.
David Weiss, EVP-General Counsel, DDR Corp.

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Boca Raton, FL

The Upside of Risk: Enterprise Risk Management and Public Real Estate Companies – April 3, 2014

NAREIT

Presenters

Jim Barkley
Secretary and General Counsel
Simon Property Group, Inc.

David Weiss
Executive Vice President and General Counsel
DDR Corp.

I. What is Enterprise Risk Management

Origins of Enterprise Risk Management:

- The Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (2004)
- Re: Caremark International Inc. Derivative Litigation,

  698 A. 2nd 959 (Del. Ch. 1996)
- The Sarbanes-Oxley Act of 2002 ("Sarbanes")
- The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") (2010)
- The Securities and Exchange Commission (charged with responsibility for rulemaking under Dodd-Frank)
- Rating agencies, stock exchanges and proxy advisors

Balance Sheet Strategies

Friday, April 4th
9:30 am – 10:45 am
Boca Raton Resort & Club
Boca Raton, FL

Moderator:
Stephen Sterret, EVP, CFO & Secretary, Simon Property Group, Inc.

Panelists:
David O'Reilly, EVP, CIO & CFO, Parkway Properties, Inc.
Mark Streeter, Managing Director, J.P. Morgan Chase & Co.
Luke Zubrod, Director-Risk & Regulatory Advisory Services, Chatham Financial

The State of Financial Risk Management

Quantitative Benchmark Report

an independent study of more than 1,000 US, public companies examining their risk exposures, hedging, and hedge accounting practices

Chatham Financial

ADVISORY | TECHNOLOGY | SOLUTIONS

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executive summary

Financial risk management practices vary widely across corporate America. For many companies in the aftermath of the financial crisis and the resultant market volatility, financial risk management gained higher visibility at senior management and board levels. In order to provide CFOs and treasury professionals with greater insight, Chatham Financial conducted an extensive research study of the annual filings of 1,075 publicly listed corporations and found both expected and unanticipated results. One of these discoveries is the pervasive lack of financial risk management within certain asset classes and industries.

The study found that more than 75% of the companies analyzed have exposure to foreign currency risk, but only half of those companies are managing that risk through hedging. Additionally, a bit more than half of the companies studied have stated exposure to commodities, yet only 43% of those companies are managing that risk through hedging with financial derivatives. Not surprising, the most common exposure across the companies was to interest rates, with 89% having exposure. The 41% of companies hedging their interest rate risk with derivatives was also not surprising given the exceptionally low rate environment of recent years.

Among companies choosing to manage risk through hedging, the practice of hedge accounting to reduce the profit and loss impact of derivatives use is prevalent. This is especially true in companies hedging interest rates, where 77% of companies are applying hedge accounting. For those with cash flow currency hedging programs, 81% of those companies are leveraging hedge accounting. A significant drop-off in hedge accounting practices can be found in those companies hedging commodity risk, with less than 60% applying hedge accounting. Within both hedging and hedge accounting practices, the study found variability between companies of different sizes and more so within different industries.

The data highlighted in this report provides an in-depth view of the landscape of current risk management practices in the US. Combining this data with insight gleaned across Chatham Financial's client base of more than 1,200 companies and interactions with thousands of companies globally, it is clear that significant hurdles remain for most corporations to become best in class within their financial risk management programs. Behind the data and percentages, Chatham Financial cites three main challenges corporations face in implementing and maintaining active risk management programs:

1. **Hedge accounting** can be an obstacle for companies due to the specific expertise required and need for careful interpretation of the accounting standards.

2. **Gathering exposures** is a complicated and difficult effort for most corporations, thus inhibiting their ability to develop and implement financial risk management programs.

3. **Multiple divisions** within an organization may have responsibility for financial risk management, such as procurement for commodities or regional managers for their own P&Ls, resulting in disparate understanding of exposure and financial risk management options.

Issues Popping up on a Tax Directors' Radar Screen

Friday, April 4th
9:30 am – 10:45 am
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

Shari Thakady, Director-Tax, Ramco-Gershenson Properties Trust

Panelists:

Cameron Cosby, Attorney-Tax, Hogan Lovells US LLP
Kathleen Mason, VP-Taxation, Post Properties, Inc.
James Sowell, Principal, KPMG LLP
Craig Stern, SVP-Tax & Compliance, Vornado Realty Trust

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Sleepless in Boca

April 4, 2014

ANY TAX ADVICE IN THIS COMMUNICATION IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY A CLIENT OR ANY OTHER PERSON OR ENTITY FOR THE PURPOSE OF (i) AVOIDING PENALTIES THAT MAY BE IMPOSED ON ANY TAXPAYER OR (ii) PROMOTING, MARKETING OR RECOMMENDING TO ANOTHER PARTY ANY MATTERS ADDRESSED HEREIN.

THE INFORMATION CONTAINED HEREIN IS GENERAL IN NATURE AND BASED ON AUTHORITIES THAT ARE SUBJECT TO CHANGE. APPLICABILITY TO SPECIFIC SITUATIONS IS TO BE DETERMINED THROUGH CONSULTATION WITH YOUR TAX ADVISER.

Sleepless nights….what's behind it all?

- Technical Issues not a primary concern due to strong advisor/director/VP relationships
- Primary Concerns are non-technical in nature
  - What are we missing – lack of communication
    - Staying Connected/Managing non-recurring transactions
  - Recognizing and maintaining separate books and records
  - Elevating the role and changing the perception of the tax department

Public Non-listed REITs

Friday, April 4th
9:30 am – 10:45 am
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leaders:

David Lazarus, Sr. Managing Director, Eastdil Secured, LLC
Mitchell Sabshon, CEO, Inland Real Estate Investment Corporation
James Tanaka, Chief Securities Counsel-Deputy General Counsel, American Realty Capital Properties, Inc.
Rosemarie Thurston, Partner, Alston & Bird LLP

exchanges. For the reasons described above, the Exchange believes that the proposed rule change reflects this competitive environment.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A) [26] of the Act and subparagraph (f)(2) of Rule 19b–4 [27] thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) [28] of the Act to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

• Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or

• Send an email to *rule-comments@sec.gov.* Please include File Number SR–NYSEMKT–2014–16 on the subject line.

Paper Comments

• Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549–1090.

All submissions should refer to File Number SR–NYSEMKT–2014–16. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room at 100 F Street NE., Washington, DC 20549–1090 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–NYSEMKT–2014–16, and should be submitted on or before March 12, 2014.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[29]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2014–03562 Filed 2–18–14; 8:45 am]

BILLING CODE 8011–01–P

[26] 15 U.S.C. 78s(b)(3)(A).

[27] 17 CFR 240.19b–4(f)(2).

[28] 15 U.S.C. 78s(b)(2)(B).

[29] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–71545; File No. SR–FINRA–2014–006]

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing of Proposed Rule Change Relating to per Share Estimated Valuations for Unlisted DPP and REIT Securities

February 12, 2014.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'') [1] and Rule 19b–4 thereunder,[2] notice is hereby given that on January 31, 2014, Financial Industry Regulatory Authority, Inc. (''FINRA'') (f/k/a National Association of Securities Dealers, Inc. (''NASD'')) filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by FINRA. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

FINRA is proposing to amend the provisions addressing per share estimated valuations for unlisted direct participation program (''DPP'') and real estate investment trust (''REIT'') securities. The text of the proposed rule change is available on FINRA's Web site at *http://www.finra.org,* at the principal office of FINRA and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, FINRA included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. FINRA has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

FINRA proposes to amend (1) NASD Rule 2340 (Customer Account Statements) to modify the requirements relating to the inclusion of a per share estimated value for unlisted DPP and REIT securities on a customer account statement; and (2) FINRA Rule 2310 (Direct Participation Programs) to modify the requirements applicable to members' participation in a public offering of DPP or REIT securities.

Proposed Amendments to NASD Rule 2340 (Customer Account Statements)

NASD Rule 2340 generally requires that general securities members [3]

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] NASD Rule 2340(d)(2) defines ''general securities member'' as any member that conducts a general securities business and is required to calculate its net capital pursuant to the provisions of Rule 15c3–1(a) under the Act. A member that does not carry customer accounts and does not hold

Continued

provide periodic account statements to customers, on at least a quarterly basis, containing a description of any securities positions, money balances or account activity since the last statement. Paragraph (c) addresses the inclusion of per share estimated values for unlisted DPP or REIT securities held in customer accounts or included on customer account statements. The rule also provides for several disclosures regarding the illiquidity and resale value of unlisted DPPs and REITs.

FINRA (then NASD) adopted these requirements [4] in part to respond to concerns expressed by the Commission's Division of Trading and Markets (then Division of Market Regulation) (''Division'') regarding the sufficiency of information provided on customer account statements with respect to the current value of illiquid partnership securities.[5] To address these concerns, the Division suggested that FINRA adopt a rule requiring members to, at a minimum, disclose: (1) There is no liquid market for most limited partnership interests; (2) that the value of a partnership, if any, reported on the account statement may not reflect a value at which customers can liquidate their positions; and (3) the source of any reported value and a short description of the methodology used to determine the value and the date the value was last determined. FINRA, therefore, developed the provisions found in paragraph (c) of NASD Rule 2340, which have not been amended since original adoption in 2000.[6]

NASD Rule 2340(c) also addresses the sources that may be used in developing the per share estimated value included on a customer account statement. When an unlisted DPP or REIT security's annual report includes a per share estimated value, the general securities member must include the estimated value from the annual report in the customer account statement or an estimated value from an independent valuation service or any other source, in the first account statement issued by the general securities member thereafter.[7] However, the customer account statement may not be left blank when an estimated value is included on an annual report.

While the rule permits the use of estimated values from sources other than the annual report, it has become industry practice to include the annual report's per share estimated value. During the offering period, the annual report typically reflects the security's gross offering price (*e.g.,* $10.00/share par value). A per share estimated value that reflects the gross offering price does not take into account organization and offering expenses or cash distributions that occur during the offering period. An initial offering period can last for three years and may be extended.[8] Customer account statements thus may reflect the gross offering price for up to seven and a half years.[9]

FINRA proposes to eliminate the requirement in NASD Rule 2340(c) that general securities members, at a minimum, include the per share estimated value that is reflected on a DPP or REIT security's annual report. Under the proposal, a general securities member would not be required to include in a customer account statement a per share estimated value for an unlisted DPP or REIT security, but any member (not only a general securities member) may choose to do so if the value has been developed in a manner reasonably designed to ensure that it is reliable, the member has no reason to believe that it is unreliable,[10] and the account statement includes certain disclosures. FINRA proposes two methodologies under which an estimated value would be presumed reliable: (1) Net investment; and (2) independent valuation.

The net investment methodology, which may be used for up to two years following the breaking of escrow,[11] would reflect the ''net investment'' disclosed in the issuer's most recent periodic or current report (''Issuer Report''). ''Net investment'' must be based on the ''amount available for investment'' percentage in the ''Estimated Use of Proceeds'' section of the offering prospectus or, where ''amount available for investment'' is not provided, another equivalent disclosure.[12] For example, if the prospectus for an offering with a $10 offering price per share disclosed selling commissions totaling 10% of the offering proceeds and organizational and offering expenses of 2%, the amount available for investment would be 88%, or $8.80 per share.

The per share estimated value also must deduct the portion, if any, of cumulative distributions per share that exceeded Generally Accepted Accounting Principles (''GAAP'') net income per share for the corresponding period, after adding back depreciation and amortization or depletion expenses. This provision recognizes that depreciation, amortization and depletion expenses reduce net income per share, but are not expenditures and do not impact the issuer's cash reserves. In addition, the deduction for each distribution would be limited to the full amount of the distribution. Therefore, even if net income, which may be negative during the two years following the breaking of escrow, with depreciation and amortization or depletion expenses added back in equals a negative number, the required deduction from the net investment amount would be limited to the amount of the distribution (rather than being further reduced by the amount of any negative net income).

The independent valuation methodology, which may be used at any time, would consist of the most recent valuation disclosed in the issuer's periodic or current reports. The independent valuation methodology

customer funds or securities is exempt from the definition.

[4] *See* Exchange Act Release No. 43601 (Nov. 21, 2000), 65 FR 71169 (Nov. 29, 2000) (Order Approving File No. SR–NASD–2000–13) (''Original Approval Order'').

[5] *See* Letter from Brandon Becker, Director, Division of Market Regulation, SEC, to Richard G. Ketchum, Executive Vice President and Chief Operating Officer, NASD, dated June 14, 1994.

[6] *See* Original Approval Order *supra* note 4.

[7] Notwithstanding this requirement, the rule provides that a general securities member must refrain from providing an estimated value for a DPP or REIT security on a customer account statement if the general securities member can demonstrate that the estimated value is inaccurate as of the date of the valuation or is no longer accurate as a result of a material change in the operations or assets of the program or trust. *See* NASD Rule 2340(c)(4). In addition, the estimated value must have been developed from data that are no more than 18 months old at the time the statement is issued. *See* NASD Rule 2340(c)(1)(B)(2).

[8] Rule 415(a)(5) under the Securities Act of 1933 (''Securities Act'') provides that certain types of securities offerings, including continuous offerings of DPPs and REITs, may continue for no more than three years from the initial effective date of the registration statement. Under Rule 415(a)(6), the SEC may declare another registration statement for a DPP or REIT effective such that an offering can continue for another three-year offering period.

[9] Because NASD Rule 2340(c) permits the use of an estimated value developed from data that are no more than 18 months old, the estimated value from the annual report may be used until up to a year and a half from the conclusion of the offering.

[10] FINRA would not consider a last sale price of an unlisted REIT or DPP in the secondary market, by itself, to constitute a reason to believe that an estimate derived by one of the methodologies set forth in this proposal is unreliable because these transactions often are infrequent and the illiquid nature of the secondary market may result in large discounts from independent valuation prices.

[11] Generally, offering proceeds are placed in escrow until the minimum conditions of the offering are met, at which time the issuer is permitted to access the offering proceeds.

[12] This disclosure is typically included in the prospectus for REIT offerings and is described in the SEC's Securities Act Industry Guide 5 (Preparation of registration statements relating to interests in real estate limited partnerships). FINRA would permit the use of equivalent disclosure in DPP offerings if the disclosure provides a percentage amount available for investment by the issuer after deduction of organizational and offering expenses.

Sustainability Issues

Friday, April 4th
9:30 am – 10:45 am
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leaders:

Brad Molotsky, EVP & General Counsel, Brandywine Realty Trust
Sukanya Paciorek, SVP-Corporate Sustainability, Vornado Realty Trust
Kirk Rogers, Partner, Grant Thornton LLP

ENERGY STAR®
PortfolioManager™

DataTrends

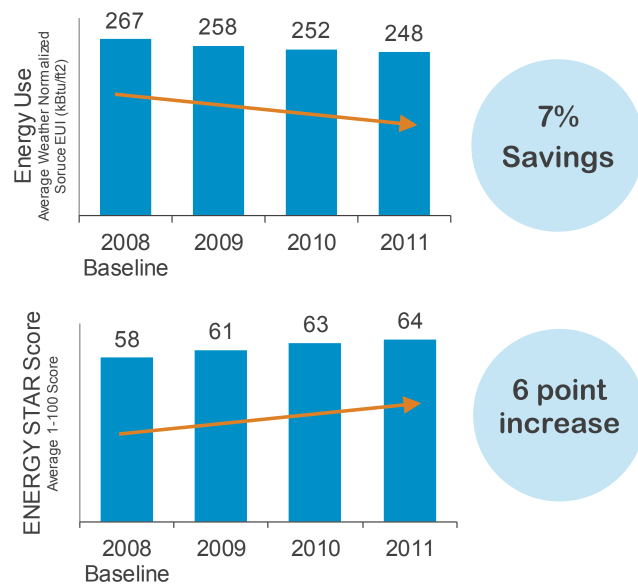
Benchmarking and Energy Savings

Do buildings that consistently benchmark energy performance save energy? The answer is yes, based on the large number of buildings using the U.S. Environmental Protection Agency's (EPA's) ENERGY STAR Portfolio Manager to track and manage energy use. Over 35,000 buildings entered complete energy data in Portfolio Manager and received ENERGY STAR scores for 2008 through 2011, which represents three years of change from a 2008 baseline. These buildings realized savings every year, as measured by average weather-normalized energy use intensity and the ENERGY STAR score, which accounts for business activity. Their average annual savings is 2.4%, with a total savings of 7.0% and score increase of 6 points over the period of analysis.

Which buildings experienced the greatest savings?

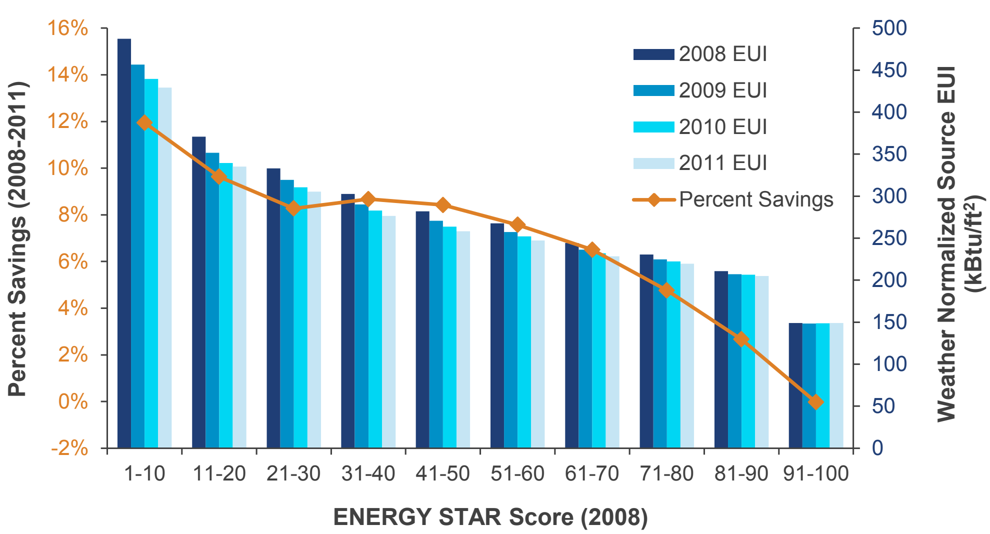
Buildings that start with lower ENERGY STAR scores and higher energy use achieve the greatest savings. In fact, buildings starting with below average energy efficiency in 2008 (i.e., score under 50) saved twice as much energy as those starting above average.

Energy Savings in Portfolio Manager



7% average energy savings and 6 point ENERGY STAR score increase among Portfolio Manager buildings

Savings Vary with ENERGY STAR Score

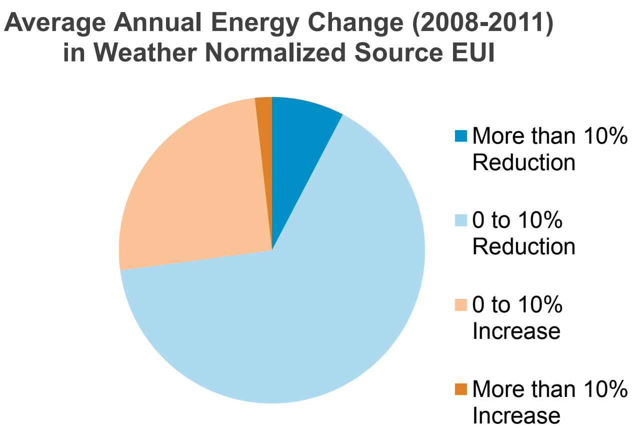


What is Source Energy?
Source energy is the amount of raw fuel required to operate your building. In addition to what you use on -site, source energy includes losses from generation, transmission, and distribution of the energy. Source energy enables the most complete and equitable energy assessment. Learn more at: www.energystar.gov/SourceEnergy

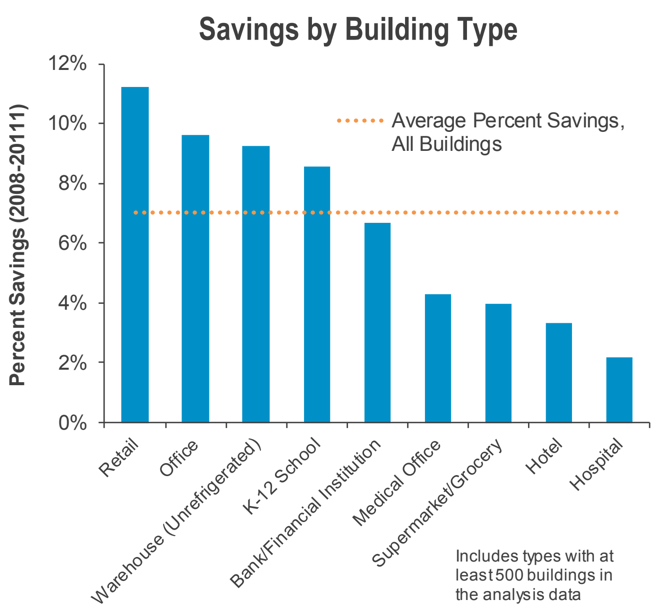
What is the ENERGY STAR score?
The ENERGY STAR score is a 1-to-100 assessment of a building's energy efficiency, as compared with similar buildings nation-wide. The score adjusts for climate and business activity. Learn more: www.energystar.gov/benchmark.

How do savings levels vary among buildings?

Over 70% of the buildings (25,926) reduced their energy consumption, as shown in blue below. Close to 90% of these experienced average annual reductions in the range of 0 to 10%. A smaller number of buildings experienced average annual reductions greater than 10%, which may be expected with large scale energy efficiency investments. This suggests that slow and steady improvements over time are typical of buildings that consistently track and benchmark energy consumption.

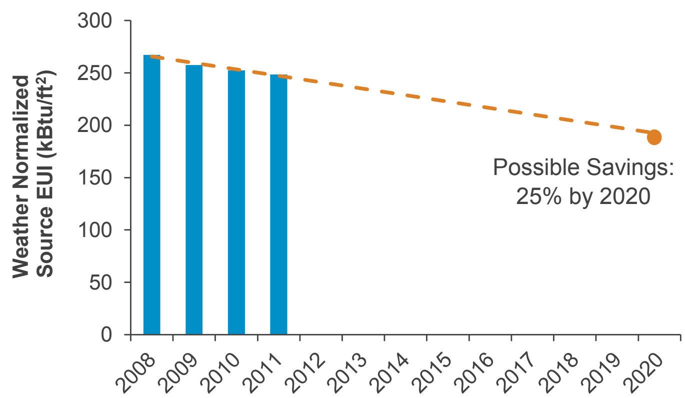


Energy savings were experienced by all building types. Among those with above average savings are Retail, Office, and K-12 School, the sectors with the most buildings benchmarking in Portfolio Manager. These buildings represent over 60% of the buildings benchmarking consistently from 2008-2011.



What are the potential energy savings over time?

Organizations benchmarking consistently in Portfolio Manager have achieved average energy savings of 2.4% per year, and an average increase in ENERGY STAR score of 2 points per year in their buildings. If all buildings in the U.S. followed a similar trend, over 18 million metric tons of carbon dioxide equivalents could be saved each year. Through 2020, the total savings could be approximately 25%.



What is the financial value of benchmarking?

The financial value of benchmarking can be expressed in terms that are meaningful to each building sector. A savings of 2.4% for three consecutive years is equivalent to the following:

For a 500,000 square foot office building:
Cumulative energy cost savings of $120,000
Increase in asset value of over $1 million

For a medium box retailer with 500 stores:
Cumulative energy cost savings of $2.5 million
Increase in sales of 0.89%

For a full service hotel chain with 100 properties:
Cumulative energy cost savings of $4.1 million
Increase in revenue per available room of $1.41

For an 800,000 square foot school district:
Cumulative energy cost savings of $140,000
Salary of 1.2 full time teachers each year

Note: *This analysis represents buildings benchmarking consistently from 2008 through 2011. The data is self reported and has been filtered to exclude outliers, incomplete records, and test facilities. Portfolio Manager is not a randomly selected sample and is not the basis of the ENERGY STAR score. To learn more, visit: www.energystar.gov/DataTrends.*

SEC Financial Reporting Issues

Friday, April 4th
11:00 am – 12:15 pm
Boca Raton Resort & Club
Boca Raton, FL

Moderator:

Brian Macnamara, SVP & Corporate Controller, Host Hotels & Resorts, Inc.

Panelists:

Melanie Dolan, Partner, KPMG LLP
Steven Jacobs, Partner-Assurance, EY
Cicely LaMothe, Sr. Assistant Chief Accountant, Securities and Exchange Commission, Department of Corporate Finance-Real Estate
Shea Morgenroth, Chief Accounting Officer, Hines Real Estate Investment Trust, Inc.
David Wolff, VP-Financial Reporting, Taubman Centers, Inc.

REIT Wise 2014

NAREIT's Law, Accounting & Finance Conference

Boca Raton Resort & Club
Boca Raton, FL

SEC Financial Reporting Issues

April 4, 2014

Faculty

Moderator – Brian Macnamara, SVP & Corporate Controller, Host Hotels & Resorts

Panelists:

Melanie Dolan, Partner, KPMG

Steven Jacobs, Partner, E&Y

Cicely LaMothe, Senior Assistant Chief Accountant, Department of Corporate Finance – Real Estate SEC

Shea Morgenroth, Chief Accounting Officer, Hines

David Wolff, VP – Financial Reporting, Taubman Centers

Topics to be Discussed

- Rule 3-14 Financials
- SEC Areas of Focus on 2013 Annual Report Filings
- Comment Letter Trends
- Recent PCAOB Proposal to Expand Auditors' Responsibilities
- IPO Considerations
- Proposed FINRA Rules
- SEC/FASB Disclosure Reform

Winning the Say On Pay Vote

Friday, April 4th
11:00 am – 12:15 pm
Boca Raton Resort & Club
Boca Raton, FL

Moderator:
James Hanks, Partner, Venable LLP

Panelists:
Amy Bilbija, EVP, MacKenzie Partners, Inc.
Mark Borges, Principal, Compensia
Gwen Le Berre, VP-Corporate Governance & Responsible Investment, BlackRock
John Roe, Head-Advisory & Client Services, Institutional Shareholder Services

2014

REIT Wise

NAREIT's Law, Accounting & Finance Conference

Boca Raton Resort & Club
Boca Raton, FL

Winning the Say On Pay Vote

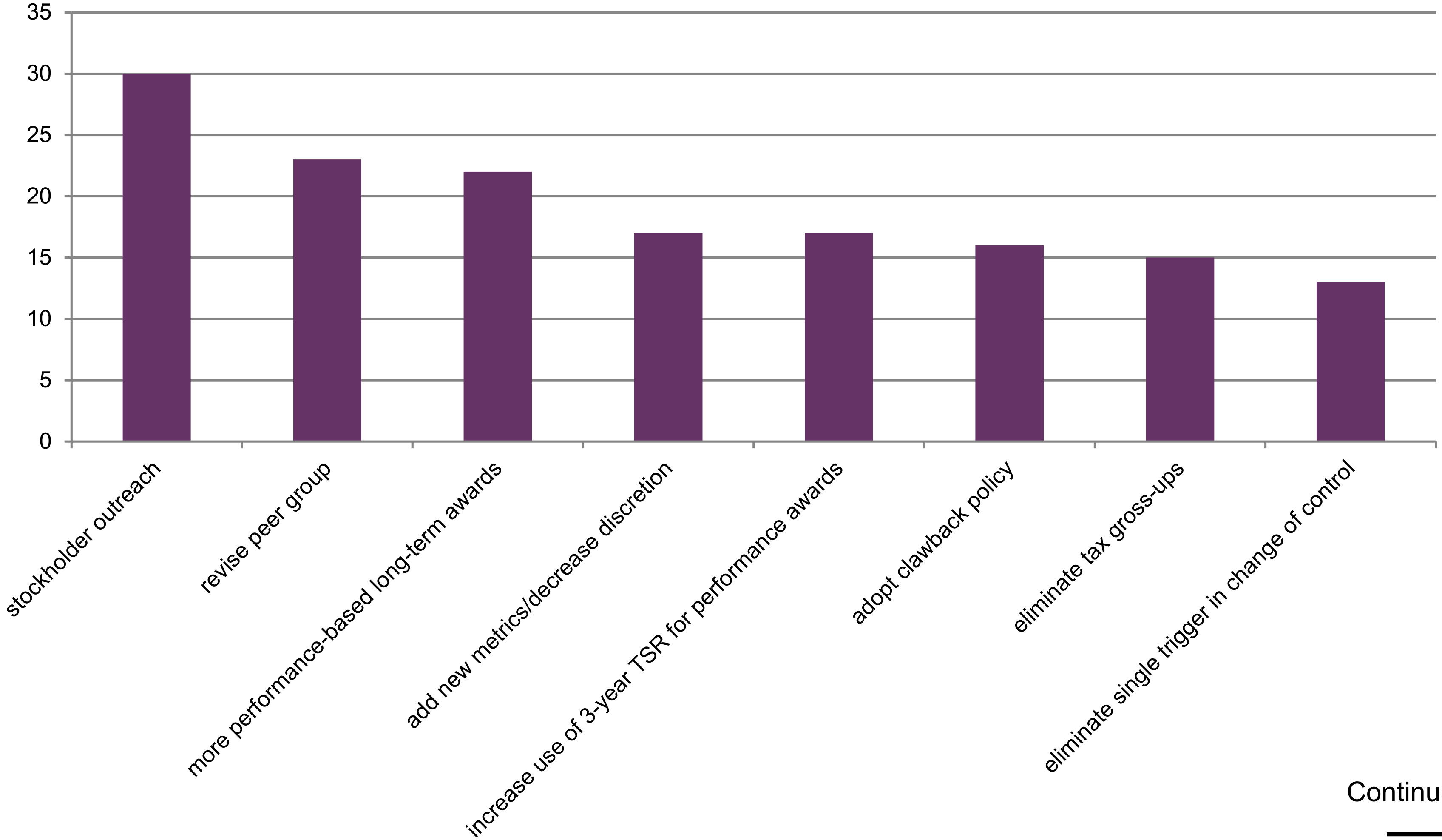
March 4, 2013

Responses to Failed 2012 SOP Votes as Disclosed in 2013 Proxy Statements

Jim Hanks
Mike Sheehan

VENABLE® LLP

Responses to Failed 2012 SOP Votes as Disclosed in 2013 Proxy Statements (41 Companies*)



Continued →

*Of 57 companies that (a) failed SOP in 2012 (source: Semler Brossy), (b) filed a proxy statement in 2013 and (c) passed SOP in 2013

Historic and New Market Credits

Friday, April 4th
11:00 am – 12:15 pm
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leaders:

Mark Einstein, Partner, CohnReznick LLP
David Luker, Director-Taxes, Pennsylvania Real Estate Investment Trust
Stephen Sharkey, Partner, DLA Piper

2014 REIT Wise

NAREIT's Law, Accounting & Finance Conference

Boca Raton Resort & Club
Boca Raton, FL

Historic Tax Credits and New Market Tax Credits

April 4, 2014
Einstein/Luker/Sharkey

REITs and Historic Tax Credits / New Market Tax Credits

Discussion Outline

1. Historic Tax Credits
   a) HTC Basics
   b) HTCs and REITS
2. New Market Tax Credits
   a) NMTC Basics
   b) NMTCs and REITS
3. Tax Credit Syndication Updates
   a) HTC Safe Harbor / Rev. Proc. 2014-12
   b) Camp Tax Reform Proposal
   c) Syndication of State HTCs

Timber REITs

Friday, April 4th
11:00 am – 12:15 pm
Boca Raton Resort & Club
Boca Raton, FL

Discussion Leaders:

Thomas Smith, VP & Director-Taxes, Weyerhaeuser
Scott Winer, VP-Taxes, Rayonier Inc.

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OF

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REITS:

BUILDING

DIVIDENDS

AND

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TIMBER REIT ROUNDTABLE DISCUSSION
Boca Raton Resort & Club
Boca Raton, FL
Friday April 4, 2014
11:00 a.m. – 12:15 p.m.

Discussion Leaders:

Thomas Smith, VP & Director-Taxes, Weyerhaeuser
Scott Winer, VP-Taxes, Rayonier Inc.

NAREIT Staff Liaison:
Roberto Diaz, VP-Finance, NAREIT

I. Legislative Update – Camp Proposal

REIT Provisions
Timber related provisions
Other relevant provisions
Advocacy efforts

II. Audit Updates

Roundtable discussion of IRS/state audits

III. Private Letter Rulings discussion

Rulings received over past year
Ruling requests pending (to the extent anyone can share)
Changing experiences with the Chief Counsels Office

IV. Open roundtable

1969, addressed cases in which a taxpayer did not have sufficient income to offset the losses resulting from the antitrust violation in the year the loss occurred or could not carryover such losses to the year in which the litigation damages were recovered due to the limitations on net operating loss carryovers (NOLs), which varied between five and seven years until 1981. Under current law, NOLs may be carried forward for 20 years.

Provision: Under the provision, the special deduction for antitrust violations would be repealed. The provision would be effective for tax years beginning after 2014.

JCT estimate: According to JCT, the provision would increase revenues by less than $50 million over 2014-2023.

Sec. 3118. Treatment of reforestation expenditures.

Current law: Under current law, costs incurred to improve property used in a trade or business generally must be capitalized and recovered through depreciation deductions over the useful life of the property. A taxpayer, however, may elect to amortize reforestation expenditures over 84 months (i.e., seven years). In addition, a taxpayer may also elect to deduct up to $10,000 of certain reforestation expenditures that otherwise would be capitalized. To the extent that reforestation expenditures exceed the $10,000 limit, a taxpayer may elect to amortize the remaining expenditures over 84 months. The special rule applies to property in the United States that generally contains any type of trees in significant commercial quantities and that is held by the taxpayer for planting, cultivating, caring for and cutting of trees for sale or use in the commercial production of timber products.

Provision: Under the provision, the election to deduct up to $10,000 for reforestation expenditures would be repealed. For purposes of the 84-month amortization election, the provision would limit the definition of qualifying timber property to U.S. property that (1) contains evergreen trees in commercial quantities that are reasonably expected to be cut down after they are more than six years old, and (2) is held for the planting, cultivating, caring for, and cutting of such trees for ornamental purposes. The provision would be effective for expenditures paid or incurred in tax years beginning after 2014.

JCT estimate: According to JCT, the provision would increase revenues by $1.4 billion over 2014-2023.

Sec. 3119. 20-year amortization of goodwill and certain other intangibles.

Current law: Under current law, when a taxpayer acquires intangible assets held in connection with a trade or business, any value properly attributable to such intangible assets is amortizable on a straight-line basis over 15 years. For these purposes, intangible assets generally include: goodwill; going-concern value; workforce in place; business books and records; any patent, copyright, formula, process, design, pattern, know-how, or similar item; any franchise, trademark or trade name; customer- and supplier-based intangibles; any license, permit, or other rights