

PROFILE



895 Dove Street ■ Floor 3 ■ Newport Beach California 92660 ■ 949 955 7999



F + F Development is deeply experienced in developing high-quality, pedestrian-friendly, immersive retail and mixed-use environments that are warmly embraced by the communities they serve. We function on the belief that together communities and developers “are capable of creating great places that are truly worthy of our affection.” On each project we work, that is our guiding principal.

F+F works as a master developer, bringing to each project a unique team it considers best suited for success. We put laser focus on project and site planning, architectural design and detail, development execution and capital structuring. Our teams are composed of dedicated, enthusiastic and creative people, richly experienced in applicable disciplines, including:

- * Mixed-use master planning and development implementation;
- * Retail, residential and commercial development in a large range of densities and product types;
- * Feasibility analysis, financial structuring and venture organization;
- * Retail merchandising and leasing;
- * Community relations and neighborhood outreach.

F+F is committed to quality projects, innovation and operating with integrity. We are committed to the principals of environmental sustainability and green development. Our knowledge of the marketplace and the retailer supported by our “placemaking” skills and development abilities, make F+F a leader in this specialized development niche.

The Story



A sole purpose development entity will be formed and managed by F+F who will lead the planning and implementation of the project and have primary responsibility for overall architectural design, streetscape & public space design, and coordination with the City for the cinema, retail, commercial and residential components.

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F+F evolved as a response to the dearth of mixed-use developers focused on the retail component. We bring complementary talent and relationships to work effectively in creating a mixed-use setting where the retail component sets the project tone. Most often it is the most profitable component of a mixed-use project that is the driver of development decisions. That component is rarely retail. The result is common storefronts fronting sidewalks and streets that are dreary, unenergetic, automobile oriented and pedestrian unfriendly. F+F takes the opposite approach. Our plans start and end with the street fronts and public spaces that are vibrant, articulated and friendly, and with retailers that are symbiotic with this environment, in order to create a unique sense of place.

While typically applied to urban “in-fill locations, this model also can be successfully implemented in quasi-urban settings having suitable characteristics, such as Morgan Hill. Examples are Santana Row in San Jose and University Place Town Center in Tacoma, WA, where principals of F+F were instrumental in master planning and development programming. Each of the principals of F+F bring different and complimentary development expertise to the team. Cumulatively the principals have over 50 years of corporate and entrepreneurial real estate development and leasing experience.



Chuck Fancher is the principal directing Fancher Partners LLC, a retail and mixed-use real estate development and acquisition firm based in Newport Beach, California. FP specializes in the development of quality retail and mixed-use properties. Such projects require the creation of retail environments compelling to the user and guest in addition to being functional for tenants and residents. Ground-up new development or repositioning of existing properties are the company's focus. Building on Fancher's development experience at Homart Development, the Mall of Georgia, King of Prussia Mall, Manhattan Village mall in Manhattan Beach, ownership of a South Carolina enclosed mall, Starwood Capital and its regional mall centric Starwood Retail Partners fund and other regional mall venues. Coupled with long term relationships in the mall business, FP brings a unique expertise to the repositioning or redevelopment of regional malls. Fancher serves also as chief executive officer of Mall Business, LLC, a consortium of established mall development, support services and key tenant/department store professionals assisting mall owners and investors.

FP seeks development opportunities as a principal or as a fee developer, and provides selective consulting services related to the entitlement and development process. Lennar Corporation, BRE Properties, Madison Marquette Retail Services, RREEF Fund, and JMI Realty Inc. (San Diego Petco Ballpark master developer) and Starwood Capital's Starwood Retail Partners are representative partners/clients. Fancher has joined with Nate Fishkin, formerly of Federal Realty Investment Trust, developer of Santana Row in San Jose, to create F+F Development, specializing in mixed-use urban in-fill projects.

Current FP projects underway include the 485,000 square-foot mixed-use Millbrae BART transit station development in the San Francisco Bay area with Phoenix Property Co. of Dallas, TX. Fancher Partners has served as the fee developer for RREEF for the 200,000 square-foot expansion of the Macy's anchored 572,927 square-foot Manhattan Village Shopping Center in Manhattan Beach, CA, and for the Lennar Corporation in its 44-acre Platinum Triangle MXD project adjacent to the LA Angels Stadium in Anaheim, CA. Fancher is presently directing the redevelopment of four 1 mm SF plus regional malls, on both coasts, for Starwood Retail Partners of Chicago, IL.

Prior to founding his firm in 2000 in California, Mr. Fancher developed more than 10 million square feet of retail properties including regional malls, power centers, lifestyle centers and mixed-use projects in his positions as (a) President of Centertainment, Inc., the real estate development subsidiary of AMC Theaters; (b) President of Ben Carter Properties of Atlanta (1.8 million square-foot Mall of Georgia in a joint venture with Simon Property Group); (c) Senior Vice President, community centers division of Homart Development Co., the development subsidiary of Sears which was sold to General Growth in 1995; and (d) from 1983 to 1989 as a partner in FMP Development in Knoxville, TN developing power centers close to regional malls in southeastern markets.

A native of Louisville, Kentucky, Mr. Fancher received a five-year Master's level degree in City Planning from the School of Architecture at the University of Virginia. Following graduation, he spent 7 years with public/private urban redevelopment entities on the East coast. Fancher is active in the Urban Land Institute, the International Council of Shopping Centers, and lectures in real estate at the University of Virginia Law School.



Charles E. Fancher, Jr.
Partner



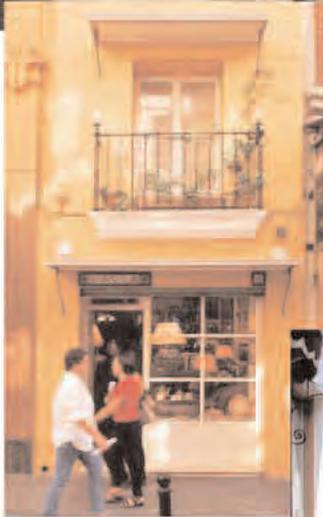
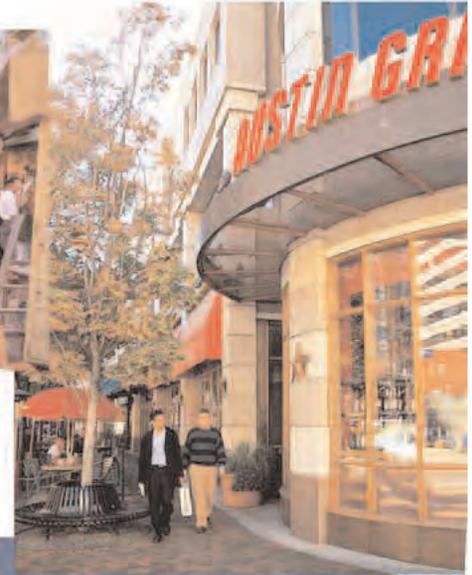


Nate Fishkin is an independent real estate consultant and investor, principal of Avenue A Realty Advisors, and member of High Street Properties, LLC, an investment firm with substantial capital resources for several years. From February 1985 through March 2003, Nate was a principal of Federal Realty Investment Trust (NYSE: FRT), in the business of development and redevelopment of retail and mixed-use properties from coast-to-coast. Generally recognized as owning the highest quality retail portfolio among its public peers, FRT is considered the originator of highly merchandised, life style retail venues. When Nate joined FRT, it employed fewer than 10 people with a portfolio of 30 properties and an asset value of \$200 million. Today, the company employees 200 people, owns more than 120 properties and its assets exceed \$2 billion. In 1994, FRT embarked on a business plan designed to identify, acquire and redevelop retail and mixed-use properties in downtown locations. As Managing Director of Street Retail, Inc., Nate became deeply involved in the acquisition, planning, design, development, leasing and management of FRT's "Main Street" portfolio, considered one of its visionaries, and chiefly responsible for the retail income side of this business. This program is widely considered to be the catalyst of and model for town center and selective urban infill redevelopment throughout the country. Much of FRT 's strategy in Southern California was accomplished by backing and partnering with the CIM Group, now an accomplished, independent "main street" developer.

From 1998 until its opening in November 2002, Nate spent much of his time on the development of Santana Row in San Jose, California, a mixed-use, ground up development built on a village grid design. In 1996, Nate was part of the team that acquired this 42-acre shopping center and was intimately involved in its planning, zoning, marketing, development execution and operation. SR totals 700,000 sf of retail, 1200 residential units (most above the retail), and two hotels. On the heels of a deep national recession, the bust of technology in Northern CA, the events of 9/11, and a devastating fire that wiped out 250 residential units above a retail building which delayed the project opening by 3 months, SR opened with nearly 90% of the first phase retail leased and at an ROI exceeding expectations. There is a wide selection of national, regional and local merchants purposely selected to create an eclectic and unique tenant offering. Winner of many national and international design awards, today SR is considered a model for smart growth and infill redevelopment.

Nate is a frequent speaker on the subjects of smart growth and new urbanism at events for ULI, ICSC, CNU and others. A practicing trial attorney prior to his career at FRT, Nate's law degree is from Georgetown University Law Center and his undergraduate degree is from the Pennsylvania State University.

Nate Fishkin
Partner





DEVELOPMENT

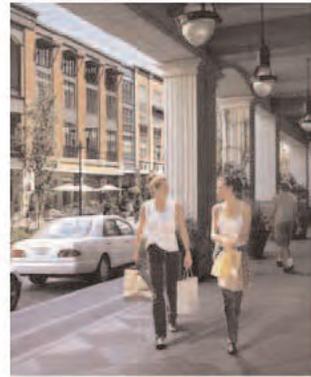
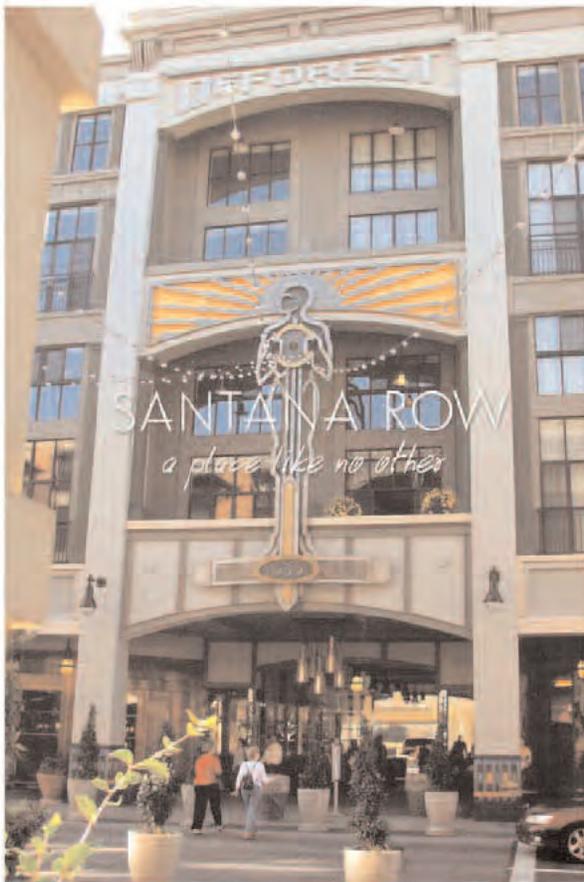
Santana Row

San Jose, California

Featuring 528,000 sf of luxury, lifestyle, and “new concept” boutique retail, 14 full service restaurants, and a 213-room world class hotel in a setting of outdoor cafés, public parks, gardens and plazas.

Tenants include:

Anthropologie
Burke-Williams Spa
Crate and Barrel
Left Bank Bistro
Urban Outfitters...





DEVELOPMENT

Mall of Georgia Northeast Atlanta, Georgia

1,793,413 square foot regional enclosed mall. Three level core, two level wings, open-air single level village with 8,384 parking spaces, a portion of which is decked. The plan was conceived as an enclosed multi-level mall in its primary “horseshoe” shape providing for five major department stores, 225 shops and restaurants and a “village” open-air lifestyle center component. The Mall of Georgia opened in 1999.



Nordstrom
Dillard's
Macy's
Lord & Taylor
JC Penney
Regal Cinemas (20 screens + Imax)
Barnes & Noble
Bed Bath & Beyond
Dick's Sporting Goods

Fancher was President of Ben Carter Properties, developer of the Mall of Georgia in a joint venture with Simon Property Group.



DEVELOPMENT

Third Street Promenade

Santa Monica, California

As a partner in a major property ownership entity, over 200,000 sf of new lifestyle retail was added making the 3-block area one of the most successful retail districts in the United States.

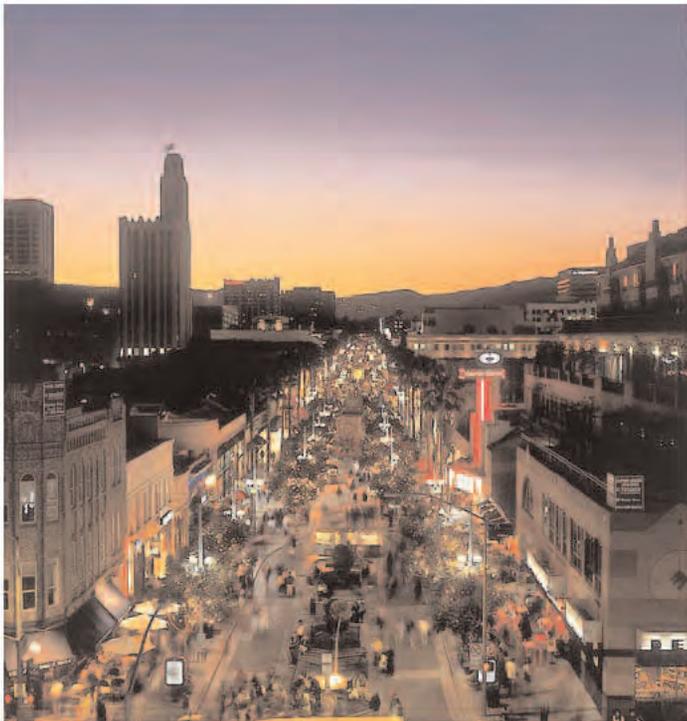
Tenants include:

Banana Republic

J.Crew

Sephora

Steve Madden Shoes...



Bbert andau



Bbert andau



Bbert andau



The Village Shops Expansion



Manhattan Village Shopping Center
Manhattan Beach, California

Manhattan Village Shopping Center is the primary enclosed regional mall and community center serving Manhattan Beach and adjoining beach communities in the South Bay region of Los Angeles. The property has evolved over the years into an upscale, enclosed Mall anchored by two Macy's stores and upscale lifestyle retailers. Ralph's grocery and CVS Pharmacy anchor an open-air community center component and free-standing restaurants, banks, and office buildings.

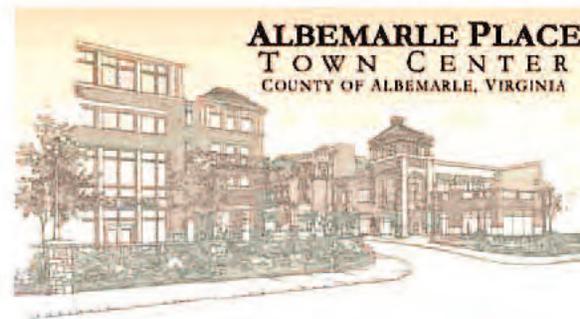
Fancher Partners, LLC is retained by MVSC owner RREEF Fund and Deutsche Bank AG as fee developer of the net 139,800 square foot expansion (200K sf gross), which includes guiding the EIR and entitlement process. The three-phase expansion will add an open-air 60,000 square foot Village Shops "wing" to the enclosed Mall, expand Macy's by 60,000 square feet and redevelop an existing 46,200 square foot component into an 80,000 square foot free standing center. New and displaced parking will be provided in parking decks.



Albemarle Place Charlottesville, Virginia

1.7 million square feet, mixed-use, presently being developed by Edens & Avant of Columbia, SC. The project is composed of vertical “main street residential/office over retail, with a hotel component and adjacent hybrid “big box ” center.

- 625 Residential units
- 729,000 SF retail
- 258,765 SF office
- 77,782 SF Hotel



Fancher directed the concept design, site planning, economic modeling and entitlements for the Chicago-property owner, prior to the sale of the project to Edens & Avant.

SHOPPES @ SEAPORT VILLAGE



DOWNTOWN
LONG BEACH
5 MILES

- BELMONT SHORE
SECOND STREET:
- GAP
- BANANA REPUBLIC
- CHICO'S
- LUCKY BRAND
- WHITE HOUSE/
BLACK MARKET

ALAMITOS BAY
MARINA
1,975 SLIPS

- RESIDENTIAL
- BOAT LAUNCH

PARKING/
FARMER'S MARKET

- MARINA RETAIL
- RALPH'S, LOEHMAN'S,
GOOD GUYS, THEATRE,
RESTAURANT,
SPECIALTY RETAIL

JOE'S CRAB SHACK

WILD OATS, BOATER'S
WORLD, PETCO,
MIMI'S CAFE,
SPECIALTY RETAIL

- ALBERTSON'S
- THEATRE, TRADER
JOE'S, CLAIM JUMPER,
EL TORITO,
SPECIALTY RETAIL

MARINA DRIVE

SITE

PACIFIC COAST HIGHWAY

SECOND STREET

FUTURE RETAIL

WHOLE FOODS,
BEST BUY

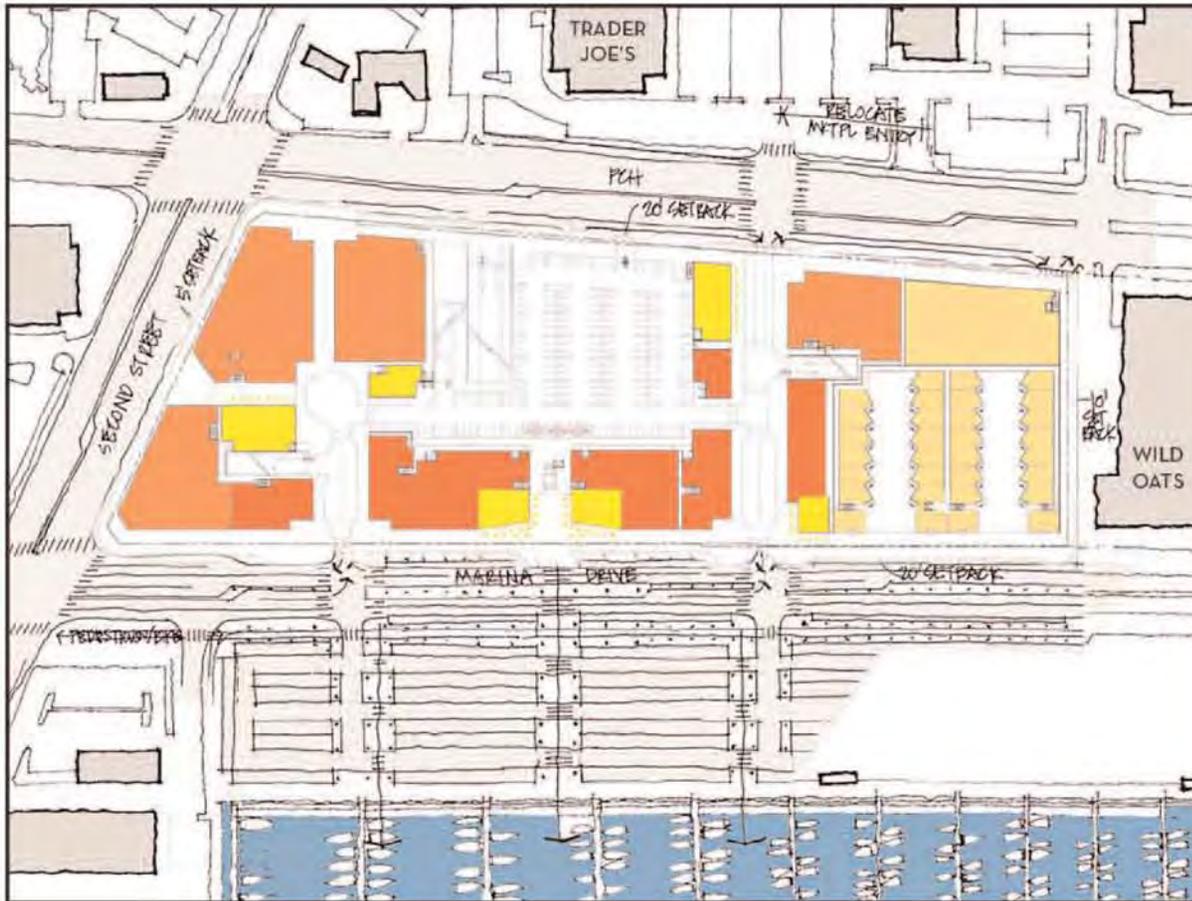


Shoppes@Seaport Village Long Beach, California

- 170,000 square feet of retail/restaurant space
- 425 luxury condominium units
- 4.5/1000 on site parking spaces



A fully integrated mixed-use development by Lennar Communities. FF+H provided consulting services on the Seaport retail component.





DEVELOPMENT

Inlet Square Mall Myrtle Beach, South Carolina

In the Fall of 2005 F+F purchased the 434,535 square foot enclosed mall located in the South Strand area of Myrtle Beach, South Carolina known as Murrell's Inlet. The southern-most of three regional malls in the Myrtle Beach market, the Mall is anchored by JC Penney, Kmart, Belk's Department Store, Steinmart, Books-A-Million and a 12 screen Regal Cinemas. In 2008, the Mall was partially renovated and anchor Steve & Barry's was added for a brief period until it filed bankruptcy. F+F disposed of the property in 2009.

Inlet Square was managed & leased by Jones Lang LaSalle. Construction by Vratsinas Construction Co. Project architect was Cupkovic Architecture.



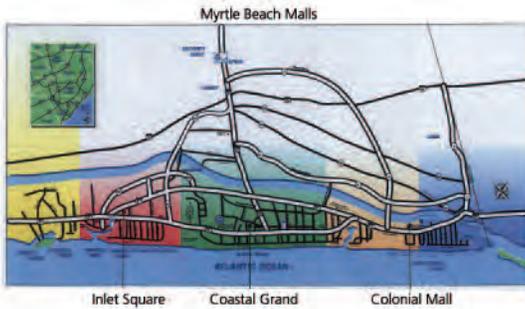
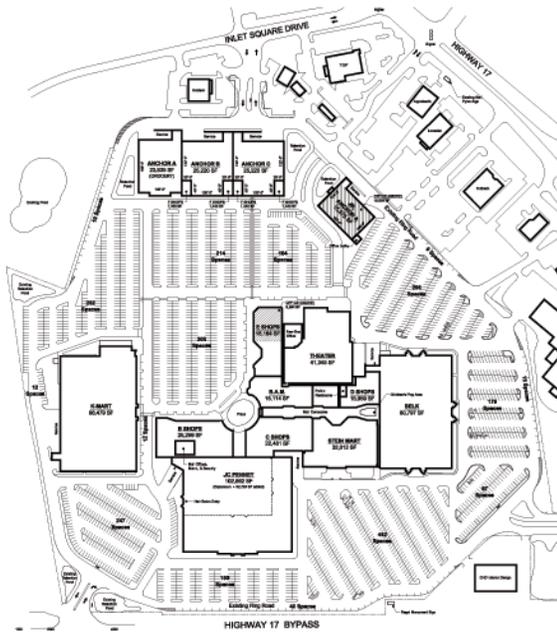
Myrtle Beach, South Carolina

SITE DATA Scheme B

Use	Area	Parking Required
JCP	182,382 SF	453 spaces
Kmart	84,479 SF	205 spaces
Belk	80,797 SF	204 spaces
Stein Mart	22,812 SF	143 spaces
Anchor A (Steinmart)	22,825 SF	143 spaces
Anchor B	22,825 SF	143 spaces
Anchor C	22,825 SF	143 spaces
Anchor A (Books-A-Million)	15,919 SF	71 spaces
Books-A-Million	15,914 SF	68 spaces
Shops D-C	19,883 SF	205 spaces
Shops E	4,790 SF	28 spaces
Theater (12 screen)	45,249 SF	107 spaces
Total Retail/Anchor	524,152 SF	2,413 spaces
Other	22,382 SF	8 spaces
Total Development	546,534 SF	2,421 spaces

Parking Provided	Amount
Public/Shared	2,428 spaces
Parking Ratio	1:80,000 SF
Other	8 spaces
Total Parking Provided	2,436 spaces

NOTES:
Other amounts of retail parking with Theater and Public at mall entrance.
Parking for Retail Use is calculated at 4.5 spaces/1,000 SF



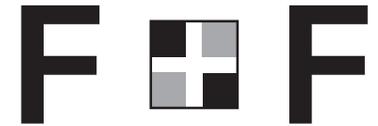


San Ramon City Center San Ramon, California

Located east of San Francisco, the city of San Ramon is an upscale suburb containing 20,000 homes and a 9 million square foot Class A office park, home to many Fortune 2000 companies. Until now, San Ramon has had no central civic core.

The recently proposed San Ramon City Center will include a new City Hall and 682,000 square feet of new Class A office space, adjacent to a vertically mixed-use "Plaza District," consisting of 635,000 square feet of retail, a 169 room hotel, and 488 residences, integrated with public parks and amenities. The Plaza District will provide a place for the community to shop, dine, gather, live, work, visit, celebrate, entertain, and recreate. F+F Development is an advisor to Sunset Development, the developer of San Ramon City Center and Bishop Ranch, on the mixed-use component.



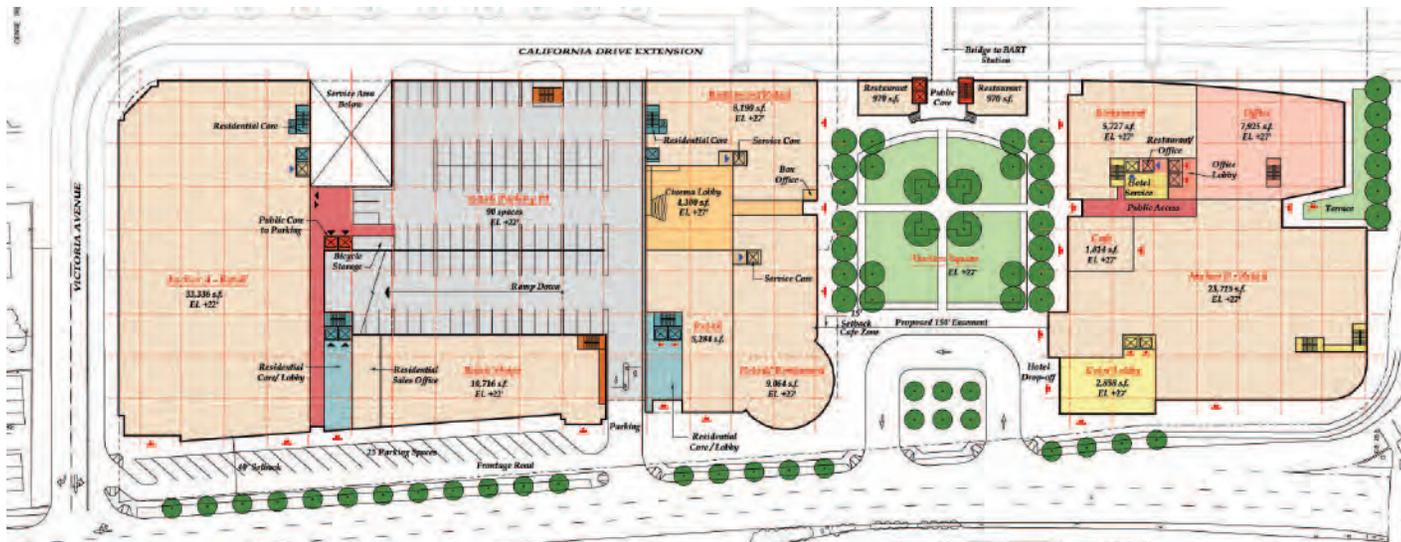


DEVELOPMENT

Millbrae Station Pavilion Millbrae, California



Millbrae Station Pavilion is a 485,000 square foot mixed-use development, incorporating office, retail, restaurant and cinema components. The project is comprised of two six-story buildings, built over two levels of subterranean parking of 1,135 parking spaces. A major public space, Station Square, links the two Pavilion buildings and the adjacent BART/ Caltrain train station (with connection to the SF Airport) with the downtown area of Millbrae. Fancher Partners with Rogers Realty, Phoenix Property Co. and a local major property owner control the majority of the 8 acre site. In connection with the adjacent BART site developer, Republic Urban, the parties are currently pursuing entitlements.



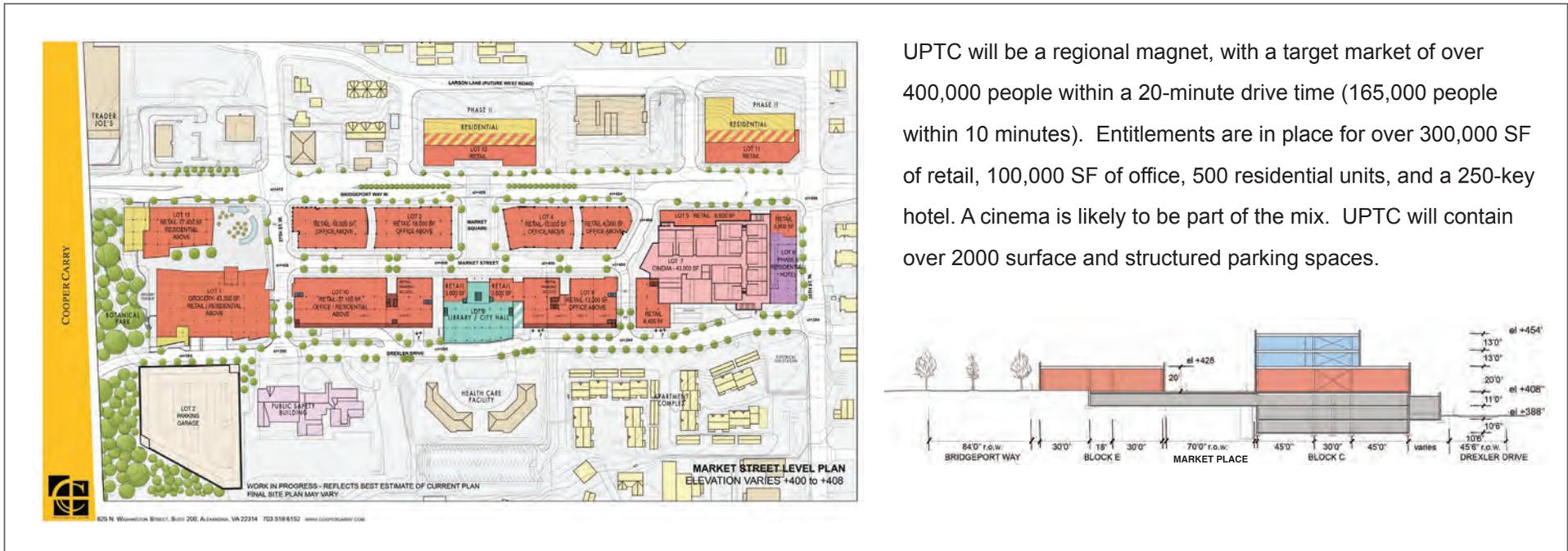
- 93,750 sf office & 225 resi. units
- 47,000 sf Cinema
- 93,000 sf retail & restaurant

University Place Town Center (“UPTC”) will be the civic and commercial center of University Place, an affluent and highly-educated close-in suburb of Tacoma. Located along the ridgeline above Puget Sound, UP enjoys scenic views of the Sound and the Cascade Mountains to the west and north, and Mount Rainer and the Olympic Mountains to east.



University Place Town Center
University Place, Washington

F + F, under ENDA through July, 09 programmed the 13 acre site owned by the City. The parties have suspended as the City explores options.



UPTC will be a regional magnet, with a target market of over 400,000 people within a 20-minute drive time (165,000 people within 10 minutes). Entitlements are in place for over 300,000 SF of retail, 100,000 SF of office, 500 residential units, and a 250-key hotel. A cinema is likely to be part of the mix. UPTC will contain over 2000 surface and structured parking spaces.

The central retail street, Market Place, civil infrastructure, UP City Hall and the Pierce County Public Library, two of the destination anchors on Market Place, are currently under construction. Market Square, a comfortable public space for gathering and festivals is centered on Market Street. A more intimate public space, leading to the Homestead Park and Botanical Gardens, will be positioned at the south end of the street.

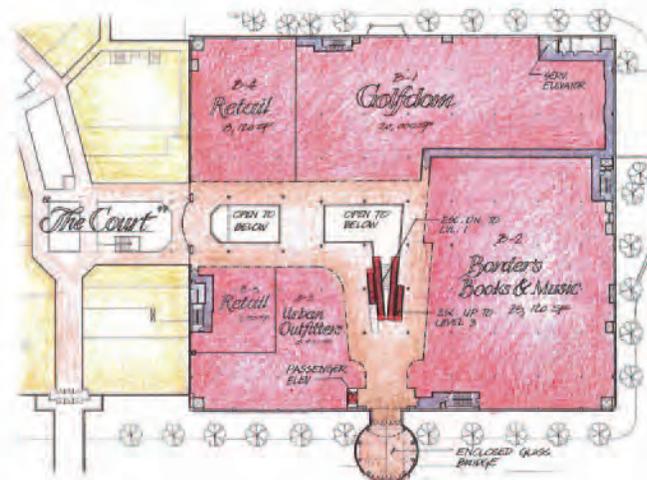
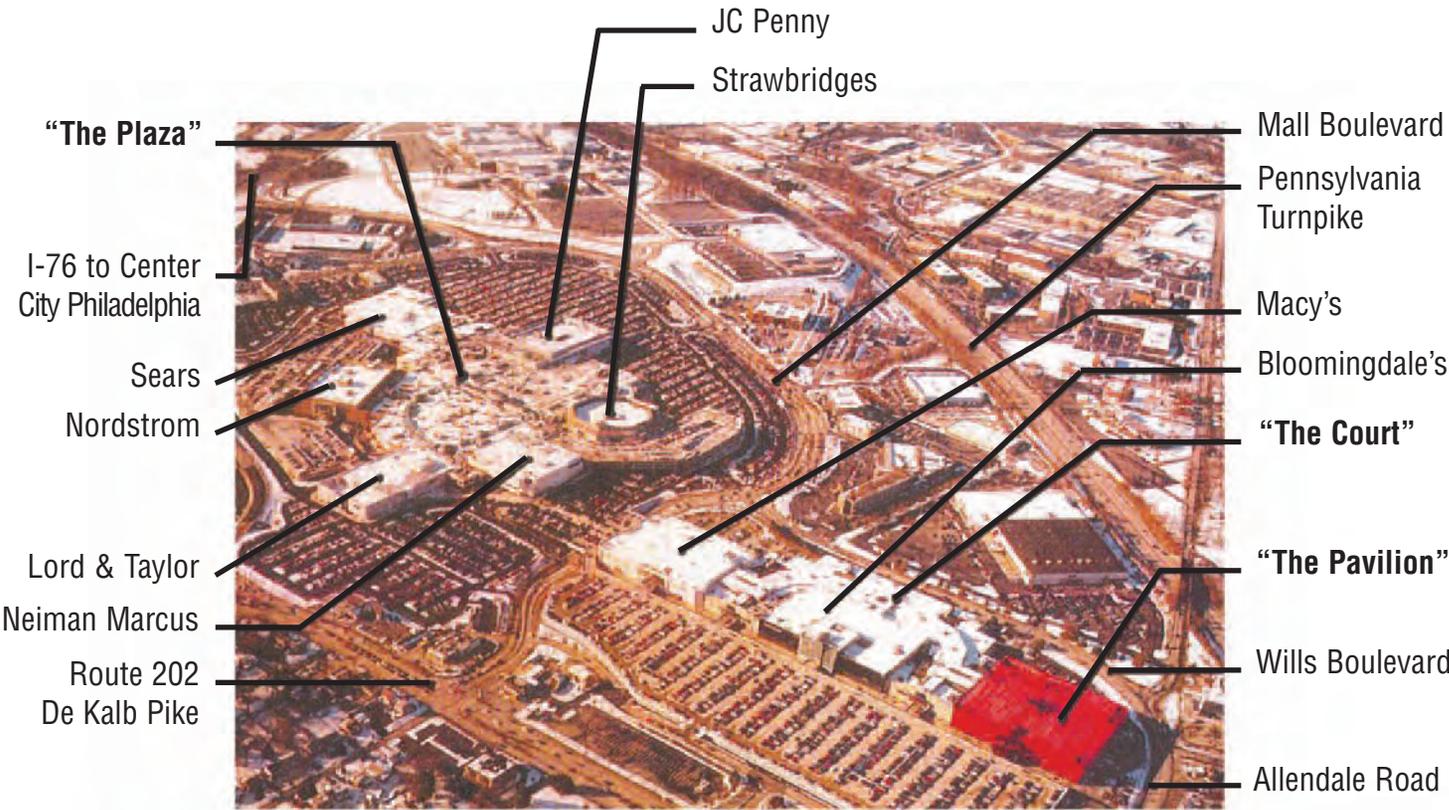


DEVELOPMENT

“Pavilion at the Court”

King of Prussia Mall, Philadelphia

During his tenure with Centertainment, Inc. (AMC Theaters), Fancher acquired the former three level Strawbridge’s Department Store, procured entitlements, executed design/development and retained Kravco (Mall owner) to lease the conversion of the 191,719 net square foot store to a lifestyle center. Border’s Books, Urban Outfitters, H & M, Organized Living, Cheesecake Factory and Morton’s Steakhouse anchor the building. Opting not to locate a theatre in the project, AMC sold the building to Kravco.







Lifestyle Centers/Retail:

Bethesda Row, Bethesda, MD

Houston Street Buildings, San Antonio, TX

Santana Row, San Jose, CA

Pentagon Row, Arlington, VA

Fair fax Town Center, Fair fax, VA

Friendship Centre, Washington, DC

Third Street Promenade retail, Santa Monica, CA

Old Pasadena retail, Pasadena, CA

Gaslamp Quarter retail, Fifth Avenue, San Diego, CA

Old Town Center, Los Gatos, CA

Albemarle Place, Charlottesville, VA

Ballpark Village, San Diego, CA

AMC/Mixed-use, Burbank, CA

Manhattan Village, Manhattan Beach, CA

**Project & Development
Experience**
A Partial Listing

Regional Centers:

Mall of Georgia, Gwinnett County, Atlanta, GA

Martin Square Mall, Stuart, FL

Inlet Square Mall, Myrtle Beach, SC

Carillon Place, Naples, FL

Perimeter Pointe, Atlanta, GA

Town Center Prado, Atlanta, GA

Durham Commons, Durham/Chapel Hill, NC

The Marketplace, Knoxville, TN

Pavilion at King of Prussia Mall, Philadelphia, PA



Restaurants

Cheesecake Factory
Peet's Coffee
BUCA
Le Pain Quotidien
Rock Bottom Restaurant
Starbucks
McCormick and Schmick
Blowfish Sushi
PF Changs
Yankee Pier
Palamino
Left Bank Bistro
Border Grill
Mangianno's
Sushi Roku

Retail

Abercrombie&Fitch
AMC Theatres
Anne Fontaine
Ann Taylor
Ann Taylor Loft
Anthropologie
Apple Computer Store
Art of Hands
Banana Republic
Bang & Olufson
Barnes&Noble
BCBG
Black Sea Gallery
Bristol Farms
Brooks Bros.
Burberry
Burke-Williams Spa
California Culinary Ac.
Coach
Container Store
Crate&Barrel
Diesel
Ferragamo
Galyan's Sporting Goods
Gucci
Illuminations
The Improv
Indigo Palms
Laemmle Art Cinema
Lather
Limited Express
Kenneth Cole
Nordstrom Dept. Store
Oilili
Polo
Pottery Barn
Pottery Barn Kids
Regal Theatres
Restoration Hardware
Saks Main Street
St. John
Talbot's
Tiffany
Ted Baker
Tommy Bahama
Trader Joes
Urban Outfitters
Whole Foods
Wms-Sonoma
Wolford
Z Gallerie

Tenant Relationships Partial Listing

Note: Principals of F+F Development have participated in over 15 million square feet of retail transactions.