

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

FORM 10-Q

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

For the quarterly period ended September 30, 2021

or

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

For the transition period from _____ to _____



AMERICAN ASSETS TRUST, INC.

(Exact Name of Registrant as Specified in its Charter)
Commission file number: 001-35030

AMERICAN ASSETS TRUST, L.P.

(Exact Name of Registrant as Specified in its Charter)
Commission file number: 333-202342-01

Maryland (American Assets Trust, Inc.)
Maryland (American Assets Trust, L.P.)
(State or other jurisdiction of incorporation or organization)

27-3338708 (American Assets Trust, Inc.)
27-3338894 (American Assets Trust, L.P.)
(IRS Employer Identification No.)

3420 Carmel Mountain Road, Suite 100
San Diego, California 92121
(Address of Principal Executive Offices and Zip Code)

(858) 350-2600

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

American Assets Trust, Inc. Yes No

American Assets Trust, L.P. Yes No

(American Assets Trust, L.P. became subject to filing requirements under Section 13 of the Securities Exchange Act of 1934, as amended, upon effectiveness of its Registration Statement on Form S-3 on February 6, 2015 and has filed all required reports subsequent to that date.)

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

American Assets Trust, Inc. Yes No

American Assets Trust, L.P. Yes No

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

American Assets Trust, Inc.

Large Accelerated Filer Accelerated Filer

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

Emerging growth company

American Assets Trust, L.P.

Large Accelerated Filer Accelerated Filer

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

American Assets Trust, Inc. Yes No

American Assets Trust, L.P. Yes No

Securities registered pursuant to Section 12(b) of the Act:

<u>Name of Registrant</u>	<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
American Assets Trust, Inc.	Common Stock, par value \$0.01 per share	AAT	New York Stock Exchange
American Assets Trust, L.P.	None	None	None

American Assets Trust, Inc. had 60,472,065 shares of common stock, par value \$0.01 per share, outstanding as of October 29, 2021.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended September 30, 2021 of American Assets Trust, Inc., a Maryland corporation, and American Assets Trust, L.P., a Maryland limited partnership, of which American Assets Trust, Inc. is the parent company and sole general partner. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “we,” “us,” “our” or “the company” refer to American Assets Trust, Inc. together with its consolidated subsidiaries, including American Assets Trust, L.P. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “our Operating Partnership” or “the Operating Partnership” refer to American Assets Trust, L.P. together with its consolidated subsidiaries.

American Assets Trust, Inc. operates as a real estate investment trust, or REIT, and is the sole general partner of the Operating Partnership. As of September 30, 2021, American Assets Trust, Inc. owned an approximate 78.8% partnership interest in the Operating Partnership. The remaining approximately 21.2% partnership interests are owned by non-affiliated investors and certain of our directors and executive officers. As the sole general partner of the Operating Partnership, American Assets Trust, Inc. has full, exclusive and complete authority and control over the Operating Partnership’s day-to-day management and business, can cause it to enter into certain major transactions, including acquisitions, dispositions and debt refinancings, and can cause changes in its line of business, capital structure and distribution policies.

The company believes that combining the quarterly reports on Form 10-Q of American Assets Trust, Inc. and the Operating Partnership into a single report will result in the following benefits:

- better reflects how management and the analyst community view the business as a single operating unit;
- enhance investors’ understanding of American Assets Trust, Inc. and the Operating Partnership by enabling them to view the business as a whole and in the same manner as management;
- greater efficiency for American Assets Trust, Inc. and the Operating Partnership and resulting savings in time, effort and expense; and
- greater efficiency for investors by reducing duplicative disclosure by providing a single document for their review.

Management operates American Assets Trust, Inc. and the Operating Partnership as one enterprise. The management of American Assets Trust, Inc. and the Operating Partnership are the same.

There are certain differences between American Assets Trust, Inc. and the Operating Partnership, which are reflected in the disclosures in this report. We believe it is important to understand the differences between American Assets Trust, Inc. and the Operating Partnership in the context of how American Assets Trust, Inc. and the Operating Partnership operate as an interrelated consolidated company. American Assets Trust, Inc. is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership. As a result, American Assets Trust, Inc. does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing certain debt of the Operating Partnership. American Assets Trust, Inc. itself does not hold any indebtedness. The Operating Partnership holds substantially all the assets of the company, directly or indirectly holds the ownership interests in the company’s real estate ventures, conducts the operations of the business and is structured as a partnership with no publicly-traded equity. Except for net proceeds from public equity issuances by American Assets Trust, Inc., which are generally contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required by the company’s business through the Operating Partnership’s operations, by the Operating Partnership’s direct or indirect incurrence of indebtedness or through the issuance of operating partnership units.

Noncontrolling interests and stockholders’ equity and partners’ capital are the main areas of difference between the consolidated financial statements of American Assets Trust, Inc. and those of American Assets Trust, L.P. The partnership interests in the Operating Partnership that are not owned by American Assets Trust, Inc. are accounted for as partners’ capital in the Operating Partnership’s financial statements and as noncontrolling interests in American Assets Trust, Inc.’s financial statements. To help investors understand the significant differences between the company and the Operating Partnership, this report presents the following separate sections for each of American Assets Trust, Inc. and the Operating Partnership:

- consolidated financial statements;
 - the following notes to the consolidated financial statements:
 - Debt;
 - Equity/Partners’ Capital; and
 - Earnings Per Share/Unit; and
 - Liquidity and Capital Resources in Management’s Discussion and Analysis of Financial Condition and Results of Operations.
-

This report also includes separate Item 4. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of American Assets Trust, Inc. and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of American Assets Trust, Inc. have made the requisite certifications and American Assets Trust, Inc. and the Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

AMERICAN ASSETS TRUST, INC. AND AMERICAN ASSETS TRUST, L.P.

QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 30, 2021

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PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

American Assets Trust, Inc.
Consolidated Balance Sheets
(In Thousands, Except Share Data)

	September 30, 2021 (unaudited)	December 31, 2020
ASSETS		
Real estate, at cost		
Operating real estate	\$ 3,386,539	\$ 3,155,280
Construction in progress	117,069	91,047
Held for development	547	547
	<u>3,504,155</u>	<u>3,246,874</u>
Accumulated depreciation	(823,198)	(754,140)
Real estate, net	2,680,957	2,492,734
Cash and cash equivalents	171,923	137,333
Restricted cash	1,716	1,716
Accounts receivable, net	7,421	6,938
Deferred rent receivables, net	80,369	72,476
Other assets, net	108,684	106,112
TOTAL ASSETS	<u>\$ 3,051,070</u>	<u>\$ 2,817,309</u>
LIABILITIES AND EQUITY		
LIABILITIES:		
Secured notes payable, net	\$ 110,955	\$ 110,923
Unsecured notes payable, net	1,537,772	1,196,677
Unsecured line of credit, net	—	99,151
Accounts payable and accrued expenses	88,851	59,262
Security deposits payable	7,996	6,590
Other liabilities and deferred credits, net	86,805	91,300
Total liabilities	<u>1,832,379</u>	<u>1,563,903</u>
Commitments and contingencies (Note 11)		
EQUITY:		
American Assets Trust, Inc. stockholders' equity		
Common stock, \$0.01 par value, 490,000,000 shares authorized, 60,472,065 and 60,476,292 shares issued and outstanding at September 30, 2021 and December 31, 2020, respectively	605	605
Additional paid-in capital	1,450,096	1,445,644
Accumulated dividends in excess of net income	(207,910)	(176,560)
Accumulated other comprehensive income	2,248	1,753
Total American Assets Trust, Inc. stockholders' equity	<u>1,245,039</u>	<u>1,271,442</u>
Noncontrolling interests	(26,348)	(18,036)
Total equity	<u>1,218,691</u>	<u>1,253,406</u>
TOTAL LIABILITIES AND EQUITY	<u>\$ 3,051,070</u>	<u>\$ 2,817,309</u>

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
REVENUE:				
Rental income	\$ 93,804	\$ 80,759	\$ 262,573	\$ 252,059
Other property income	4,482	3,615	11,508	11,167
Total revenue	98,286	84,374	274,081	263,226
EXPENSES:				
Rental expenses	23,466	19,208	61,916	58,757
Real estate taxes	9,644	11,491	31,610	31,497
General and administrative	6,827	6,438	20,574	19,937
Depreciation and amortization	30,680	26,914	85,827	80,869
Total operating expenses	70,617	64,051	199,927	191,060
OPERATING INCOME	27,669	20,323	74,154	72,166
Interest expense	(14,722)	(13,302)	(43,589)	(40,105)
Early extinguishment of debt	—	—	(4,271)	—
Other (expense) income, net	(52)	(531)	(179)	(261)
NET INCOME	12,895	6,490	26,115	31,800
Net income attributable to restricted shares	(145)	(87)	(417)	(260)
Net income attributable to unitholders in the Operating Partnership	(2,709)	(1,365)	(5,459)	(6,778)
NET INCOME ATTRIBUTABLE TO AMERICAN ASSETS TRUST, INC. STOCKHOLDERS	\$ 10,041	\$ 5,038	\$ 20,239	\$ 24,762
EARNINGS PER COMMON SHARE				
Earnings per common share, basic	\$ 0.17	\$ 0.08	\$ 0.34	\$ 0.41
Weighted average shares of common stock outstanding - basic	59,990,343	59,825,174	59,986,844	59,757,709
Earnings per common share, diluted	\$ 0.17	\$ 0.08	\$ 0.34	\$ 0.41
Weighted average shares of common stock outstanding - diluted	76,171,880	76,118,032	76,168,381	76,115,456
DIVIDENDS DECLARED PER COMMON SHARE	\$ 0.30	\$ 0.25	\$ 0.86	\$ 0.75
COMPREHENSIVE INCOME				
Net income	\$ 12,895	\$ 6,490	\$ 26,115	\$ 31,800
Other comprehensive income (loss) - unrealized income (loss) on swap derivatives during the period	435	1,201	1,657	(4,900)
Reclassification of amortization of forward-starting swap realized gains included in interest expense	(274)	(332)	(824)	(997)
Reclassification of amortization of forward-starting swap realized gain included in early extinguishment of debt	—	—	(193)	—
Comprehensive income	13,056	7,359	26,755	25,903
Comprehensive income attributable to non-controlling interests	(2,744)	(1,555)	(5,604)	(5,530)
Comprehensive income attributable to American Assets Trust, Inc.	\$ 10,312	\$ 5,804	\$ 21,151	\$ 20,373

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

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

American Assets Trust, Inc. Stockholders' Equity							
	Common Shares		Additional Paid-in Capital	Accumulated Dividends in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests - Unitholders in the Operating Partnership	Total
	Shares	Amount					
Balance at December 31, 2020	60,476,292	\$ 605	\$ 1,445,644	\$ (176,560)	\$ 1,753	\$ (18,036)	\$ 1,253,406
Net income	—	—	—	1,394	—	339	1,733
Forfeiture of restricted stock	(4,006)	—	—	—	—	—	—
Dividends declared and paid	—	—	—	(16,932)	—	(4,531)	(21,463)
Stock-based compensation	—	—	1,484	—	—	—	1,484
Other comprehensive gain - change in value of interest rate swaps	—	—	—	—	579	168	747
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(216)	(59)	(275)
Reclassification of amortization of forward-starting swap realized gain included in early extinguishment of debt	—	\$ —	\$ —	\$ —	\$ (152)	\$ (41)	\$ (193)
Balance at March 31, 2021	60,472,286	\$ 605	\$ 1,447,128	\$ (192,098)	\$ 1,964	\$ (22,160)	\$ 1,235,439
Net income	—	—	—	9,076	—	2,411	11,487
Issuance of restricted stock	5,184	—	—	—	—	—	—
Forfeiture of restricted stock	(2,604)	—	—	—	—	—	—
Dividends declared and paid	—	—	—	(16,933)	—	(4,531)	(21,464)
Stock-based compensation	—	—	1,484	—	—	—	1,484
Other comprehensive income - change in value of interest rate swaps	—	—	—	—	374	101	475
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(216)	(59)	(275)
Balance at June 30, 2021	60,474,866	\$ 605	\$ 1,448,612	\$ (199,955)	\$ 2,122	\$ (24,238)	\$ 1,227,146
Net income	—	—	—	10,186	—	2,709	12,895
Forfeiture of restricted stock	(2,801)	—	—	—	—	—	—
Dividends declared and paid	—	—	—	(18,141)	—	(4,854)	(22,995)
Stock-based compensation	—	—	1,484	—	—	—	1,484
Other comprehensive income - change in value of interest rate swaps	—	—	—	—	342	93	435
Reclassification of amortization of forward-starting swap included in interest expense	—	—	—	—	(216)	(58)	(274)
Balance at September 30, 2021	60,472,065	\$ 605	\$ 1,450,096	\$ (207,910)	\$ 2,248	\$ (26,348)	\$ 1,218,691

	Common Shares		Additional Paid-in Capital	Accumulated Dividends in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests - Unitholders in the Operating Partnership	Total
	Shares	Amount					
Balance at December 31, 2019	60,068,228	\$ 601	\$ 1,452,014	\$ (144,378)	\$ 5,680	\$ (20,245)	\$ 1,293,672
Net income	—	—	—	12,172	—	3,312	15,484
Dividends declared and paid	—	—	—	(18,020)	—	(4,917)	(22,937)
Stock-based compensation	—	—	1,250	—	—	—	1,250
Other comprehensive loss - change in value of interest rate swaps	—	—	—	—	(4,816)	(1,299)	(6,115)
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(261)	(72)	(333)
Balance at March 31, 2020	60,068,228	\$ 601	\$ 1,453,264	\$ (150,226)	\$ 603	\$ (23,221)	\$ 1,281,021
Net income	—	—	—	7,725	—	2,101	9,826
Issuance of restricted stock	6,008	—	—	—	—	—	—
Forfeiture of restricted stock	(318)	—	—	—	—	—	—
Dividends declared and paid	—	—	—	(12,015)	—	(3,278)	(15,293)
Stock-based compensation	—	—	1,252	—	—	—	1,252
Other comprehensive loss - change in value of interest rate swaps	—	—	—	—	10	4	14
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(261)	(71)	(332)
Balance at June 30, 2020	60,073,918	\$ 601	\$ 1,454,516	\$ (154,516)	\$ 352	\$ (24,465)	\$ 1,276,488
Net income	—	—	—	5,125	—	1,365	6,490
Conversion of operating partnership units	209,011	2	(12,003)	—	3	11,998	—
Dividends declared and paid	—	—	—	(15,071)	—	(4,045)	(19,116)
Stock-based compensation	—	—	1,251	—	—	—	1,251
Other comprehensive income - change in value of interest rate swaps	—	—	—	—	940	261	1,201
Reclassification of amortization of forward-starting swap included in interest expense	—	—	—	—	(261)	(71)	(332)
Balance at September 30, 2020	60,282,929	\$ 603	\$ 1,443,764	\$ (164,462)	\$ 1,034	\$ (14,957)	\$ 1,265,982

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

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

	Nine Months Ended September 30,	
	2021	2020
OPERATING ACTIVITIES		
Net income	\$ 26,115	\$ 31,800
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred rent revenue and amortization of lease intangibles	(13,536)	(20,025)
Depreciation and amortization	85,827	80,869
Amortization of debt issuance costs and debt discounts	1,734	1,109
Early extinguishment of debt	4,271	—
Provision for uncollectable rental income	(934)	10,803
Stock-based compensation expense	4,452	3,753
Unrealized loss on hedging activities	—	551
Other noncash interest expense	(824)	(997)
Other, net	(927)	(3,208)
Changes in operating assets and liabilities		
Change in accounts receivable	941	(7,502)
Change in other assets	225	1,453
Change in accounts payable and accrued expenses	20,589	13,787
Change in security deposits payable	584	(1,787)
Change in other liabilities and deferred credits	1,115	(1,457)
Net cash provided by operating activities	129,632	109,149
INVESTING ACTIVITIES		
Acquisition of real estate	(204,511)	—
Capital expenditures	(56,772)	(48,690)
Leasing commissions	(2,025)	(4,884)
Purchases of marketable securities	(47,760)	—
Proceeds from the sale of marketable securities	47,723	—
Net cash used in investing activities	(263,345)	(53,574)
FINANCING ACTIVITIES		
Repayment of secured notes payable	—	(51,003)
Proceeds from unsecured line of credit	—	100,000
Repayment of unsecured line of credit	(100,000)	—
Proceeds from unsecured notes payable	494,675	—
Repayment of unsecured notes payable	(155,375)	—
Debt issuance costs	(5,075)	—
Proceeds from issuance of common stock, net	—	(119)
Dividends paid to common stock and unitholders	(65,922)	(57,346)
Net cash provided by (used in) financing activities	168,303	(8,468)
Net increase in cash and cash equivalents	34,590	47,107
Cash, cash equivalents and restricted cash, beginning of period	139,049	109,451
Cash, cash equivalents and restricted cash, end of period	\$ 173,639	\$ 156,558

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same amounts shown in the consolidated statement of cash flows:

	Nine Months Ended September 30,	
	2021	2020
Cash and cash equivalents	171,923	155,327
Restricted cash	1,716	1,231
Total cash, cash equivalents and restricted cash shown in the consolidated statement of cash flows	\$ 173,639	\$ 156,558

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

American Assets Trust, L.P.
Consolidated Balance Sheets
(In Thousands, Except Unit Data)

	September 30, 2021 (unaudited)	December 31, 2020
ASSETS		
Real estate, at cost		
Operating real estate	\$ 3,386,539	\$ 3,155,280
Construction in progress	117,069	91,047
Held for development	547	547
	3,504,155	3,246,874
Accumulated depreciation	(823,198)	(754,140)
Real estate, net	2,680,957	2,492,734
Cash and cash equivalents	171,923	137,333
Restricted cash	1,716	1,716
Accounts receivable, net	7,421	6,938
Deferred rent receivables, net	80,369	72,476
Other assets, net	108,684	106,112
TOTAL ASSETS	\$ 3,051,070	\$ 2,817,309
LIABILITIES AND CAPITAL		
LIABILITIES:		
Secured notes payable, net	\$ 110,955	\$ 110,923
Unsecured notes payable, net	1,537,772	1,196,677
Unsecured line of credit, net	—	99,151
Accounts payable and accrued expenses	88,851	59,262
Security deposits payable	7,996	6,590
Other liabilities and deferred credits, net	86,805	91,300
Total liabilities	1,832,379	1,563,903
Commitments and contingencies (Note 11)		
CAPITAL:		
Limited partners' capital, 16,181,537 and 16,181,537 units issued and outstanding as of September 30, 2021 and December 31, 2020, respectively	(27,477)	(19,020)
General partner's capital, 60,472,065 and 60,476,292 units issued and outstanding as of September 30, 2021 and December 31, 2020, respectively	1,242,791	1,269,689
Accumulated other comprehensive income	3,377	2,737
Total capital	1,218,691	1,253,406
TOTAL LIABILITIES AND CAPITAL	\$ 3,051,070	\$ 2,817,309

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
REVENUE:				
Rental income	\$ 93,804	\$ 80,759	\$ 262,573	\$ 252,059
Other property income	4,482	3,615	11,508	11,167
Total revenue	98,286	84,374	274,081	263,226
EXPENSES:				
Rental expenses	23,466	19,208	61,916	58,757
Real estate taxes	9,644	11,491	31,610	31,497
General and administrative	6,827	6,438	20,574	19,937
Depreciation and amortization	30,680	26,914	85,827	80,869
Total operating expenses	70,617	64,051	199,927	191,060
OPERATING INCOME	27,669	20,323	74,154	72,166
Interest expense	(14,722)	(13,302)	(43,589)	(40,105)
Early extinguishment of debt	—	—	(4,271)	—
Other (expense) income, net	(52)	(531)	(179)	(261)
NET INCOME	12,895	6,490	26,115	31,800
Net income attributable to restricted shares	(145)	(87)	(417)	(260)
NET INCOME ATTRIBUTABLE TO AMERICAN ASSETS TRUST, L.P.	\$ 12,750	\$ 6,403	\$ 25,698	\$ 31,540
EARNINGS PER UNIT - BASIC				
Earnings per unit, basic	\$ 0.17	\$ 0.08	\$ 0.34	\$ 0.41
Weighted average units outstanding - basic	76,171,880	76,118,032	76,168,381	76,115,456
EARNINGS PER UNIT - DILUTED				
Earnings per unit, diluted	\$ 0.17	\$ 0.08	\$ 0.34	\$ 0.41
Weighted average units outstanding - diluted	76,171,880	76,118,032	76,168,381	76,115,456
DISTRIBUTIONS PER UNIT	\$ 0.30	\$ 0.25	\$ 0.86	\$ 0.75
COMPREHENSIVE INCOME				
Net income	\$ 12,895	\$ 6,490	\$ 26,115	\$ 31,800
Other comprehensive income (loss) - unrealized income (loss) on swap derivatives during the period	435	1,201	1,657	(4,900)
Reclassification of amortization of forward-starting swap realized gains included in interest expense	(274)	(332)	(824)	(997)
Reclassification of amortization of forward-starting swap realized gain included in early extinguishment of debt	—	—	(193)	—
Comprehensive income	13,056	7,359	26,755	25,903
Comprehensive income attributable to Limited Partners	(2,744)	(1,555)	(5,604)	(5,530)
Comprehensive income attributable to General Partner	\$ 10,312	\$ 5,804	\$ 21,151	\$ 20,373

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

American Assets Trust, L.P.
Consolidated Statement of Partners' Capital
(Unaudited)
(In Thousands, Except Unit Data)

	Limited Partners' Capital ⁽¹⁾		General Partner's Capital ⁽²⁾		Accumulated Other Comprehensive Income (Loss)	Total Capital
	Units	Amount	Units	Amount		
Balance at December 31, 2020	16,181,537	\$ (19,020)	60,476,292	\$ 1,269,689	\$ 2,737	\$ 1,253,406
Net income	—	339	—	1,394	—	1,733
Forfeiture of restricted units	—	—	(4,006)	—	—	—
Distributions	—	(4,531)	—	(16,932)	—	(21,463)
Stock-based compensation	—	—	—	1,484	—	1,484
Other comprehensive gain - change in value of interest rate swap	—	—	—	—	747	747
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(275)	(275)
Reclassification of amortization of forward-starting swap included in early extinguishment of debt	—	—	—	—	(193)	(193)
Balance at March 31, 2021	16,181,537	\$ (23,212)	60,472,286	\$ 1,255,635	\$ 3,016	\$ 1,235,439
Net income	—	2,411	—	9,076	—	11,487
Issuance of restricted units	—	—	5,184	—	—	—
Forfeiture of restricted units	—	—	(2,604)	—	—	—
Distributions	—	(4,531)	—	(16,933)	—	(21,464)
Stock-based compensation	—	—	—	1,484	—	1,484
Other comprehensive income - change in value of interest rate swap	—	—	—	—	475	475
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(275)	(275)
Balance at June 30, 2021	16,181,537	\$ (25,332)	60,474,866	\$ 1,249,262	\$ 3,216	\$ 1,227,146
Net income	—	2,709	—	10,186	—	12,895
Forfeiture of restricted units	—	—	(2,801)	—	—	—
Distributions	—	(4,854)	—	(18,141)	—	(22,995)
Stock-based compensation	—	—	—	1,484	—	1,484
Other comprehensive income - change in value of interest rate swap	—	—	—	—	435	435
Reclassification of amortization of forward-starting swap included in interest expense	—	—	—	—	(274)	(274)
Balance at September 30, 2021	16,181,537	\$ (27,477)	60,472,065	\$ 1,242,791	\$ 3,377	\$ 1,218,691

	Limited Partners' Capital ⁽¹⁾		General Partner's Capital ⁽²⁾		Accumulated Other Comprehensive Income (Loss)	Total Capital
	Units	Amount	Units	Amount		
Balance at December 31, 2019	16,390,548	\$ (22,281)	60,068,228	\$ 1,308,237	\$ 7,716	\$ 1,293,672
Net income	—	3,312	—	12,172	—	15,484
Distributions	—	(4,917)	—	(18,020)	—	(22,937)
Stock-based compensation	—	—	—	1,250	—	1,250
Other comprehensive loss - change in value of interest rate swap	—	—	—	—	(6,115)	(6,115)
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(333)	(333)
Balance at March 31, 2020	16,390,548	\$ (23,886)	60,068,228	\$ 1,303,639	\$ 1,268	\$ 1,281,021
Net income	—	2,101	—	7,725	—	9,826
Issuance of restricted units	—	—	6,008	—	—	—
Forfeiture of restricted units	—	—	(318)	—	—	—
Distributions	—	(3,278)	—	(12,015)	—	(15,293)
Stock-based compensation	—	—	—	1,252	—	1,252
Other comprehensive loss - change in value of interest rate swap	—	—	—	—	14	14
Reclassification of amortization of forward-starting swap realized gains included in interest expense	—	—	—	—	(332)	(332)
Balance at June 30, 2020	16,390,548	\$ (25,063)	60,073,918	\$ 1,300,601	\$ 950	\$ 1,276,488
Net income	—	1,365	—	5,125	—	6,490
Conversion of operating partnership units	(209,011)	12,001	209,011	(12,001)	—	—
Distributions	—	(4,045)	—	(15,071)	—	(19,116)
Stock-based compensation	—	—	—	1,251	—	1,251
Other comprehensive income - change in value of interest rate swap	—	—	—	—	1,201	1,201
Reclassification of amortization of forward-starting swap included in interest expense	—	—	—	—	(332)	(332)
Balance at September 30, 2020	16,181,537	\$ (15,742)	60,282,929	\$ 1,279,905	\$ 1,819	\$ 1,265,982

(1) Consists of limited partnership interests held by third parties.

(2) Consists of general partnership interests held by American Assets Trust, Inc.

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

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

	Nine Months Ended September 30,	
	2021	2020
OPERATING ACTIVITIES		
Net income	\$ 26,115	\$ 31,800
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred rent revenue and amortization of lease intangibles	(13,536)	(20,025)
Depreciation and amortization	85,827	80,869
Amortization of debt issuance costs and debt discounts	1,734	1,109
Early extinguishment of debt	4,271	—
Provision for uncollectable rental income	(934)	10,803
Stock-based compensation expense	4,452	3,753
Unrealized loss on hedging activities	—	551
Other noncash interest expense	(824)	(997)
Other, net	(927)	(3,208)
Changes in operating assets and liabilities		
Change in accounts receivable	941	(7,502)
Change in other assets	225	1,453
Change in accounts payable and accrued expenses	20,589	13,787
Change in security deposits payable	584	(1,787)
Change in other liabilities and deferred credits	1,115	(1,457)
Net cash provided by operating activities	129,632	109,149
INVESTING ACTIVITIES		
Acquisition of real estate	(204,511)	—
Capital expenditures	(56,772)	(48,690)
Leasing commissions	(2,025)	(4,884)
Purchases of marketable securities	(47,760)	—
Proceeds from the sale of marketable securities	47,723	—
Net cash used in investing activities	(263,345)	(53,574)
FINANCING ACTIVITIES		
Repayment of secured notes payable	—	(51,003)
Proceeds from unsecured line of credit	—	100,000
Repayment of unsecured line of credit	(100,000)	—
Proceeds from unsecured notes payable	494,675	—
Repayment of unsecured notes payable	(155,375)	—
Debt issuance costs	(5,075)	—
Contributions from American Assets Trust, Inc.	—	(119)
Distributions	(65,922)	(57,346)
Net cash provided by (used in) financing activities	168,303	(8,468)
Net increase in cash and cash equivalents	34,590	47,107
Cash, cash equivalents and restricted cash, beginning of period	139,049	109,451
Cash, cash equivalents and restricted cash, end of period	\$ 173,639	\$ 156,558

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same amounts shown in the consolidated statement of cash flows:

	Nine Months Ended September 30,	
	2021	2020
Cash and cash equivalents	\$ 171,923	\$ 155,327
Restricted cash	1,716	1,231
Total cash, cash equivalents and restricted cash shown in the consolidated statement of cash flows	\$ 173,639	\$ 156,558

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

Notes to Consolidated Financial Statements
September 30, 2021
(Unaudited)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***Business and Organization***

American Assets Trust, Inc. (which may be referred to in these financial statements as the “Company,” “we,” “us,” or “our”) is a Maryland corporation formed on July 16, 2010 that did not have any operating activity until the consummation of our initial public offering on January 19, 2011. The Company is the sole general partner of American Assets Trust, L.P., a Maryland limited partnership formed on July 16, 2010 (the “Operating Partnership”). The Company’s operations are carried on through our Operating Partnership and its subsidiaries, including our taxable real estate investment trust (“REIT”) subsidiary (“TRS”). Since the formation of our Operating Partnership, the Company has controlled our Operating Partnership as its general partner and has consolidated its assets, liabilities and results of operations.

We are a full service, vertically integrated, and self-administered REIT with approximately 203 employees providing substantial in-house expertise in asset management, property management, property development, leasing, tenant improvement construction, acquisitions, repositioning, redevelopment and financing.

As of September 30, 2021, we owned or had a controlling interest in 30 office, retail, multifamily and mixed-use operating properties, the operations of which we consolidate. Additionally, as of September 30, 2021, we owned land at three of our properties that we classify as held for development and/or construction in progress. A summary of the properties owned by us is as follows:

Retail

Carmel Country Plaza	Gateway Marketplace	Alamo Quarry Market
Carmel Mountain Plaza	Del Monte Center	Hassalo on Eighth - Retail
South Bay Marketplace	Geary Marketplace	
Lomas Santa Fe Plaza	The Shops at Kalakaua	
Solana Beach Towne Centre	Waialele Center	

Office

La Jolla Commons	One Beach Street	Corporate Campus East III
Torrey Reserve Campus	First & Main	
Torrey Point	Lloyd Portfolio	
Solana Crossing	City Center Bellevue	
The Landmark at One Market	Eastgate Office Park	

Multifamily

Loma Palisades	Hassalo on Eighth - Residential
Imperial Beach Gardens	
Mariner's Point	
Santa Fe Park RV Resort	
Pacific Ridge Apartments	

Mixed-Use

Waikiki Beach Walk Retail and Embassy Suites™ Hotel

Held for Development and/or Construction in Progress

La Jolla Commons – Land
Solana Crossing – Land
Lloyd Portfolio – Construction in Progress

American Assets Trust, Inc. and American Assets Trust, L.P.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2021

(Unaudited)

Basis of Presentation

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

The Company follows the Financial Accounting Standards Board (the "FASB") guidance for determining whether an entity is a variable interest entity ("VIE") and requires the performance of a qualitative rather than a quantitative analysis to determine the primary beneficiary of a VIE. Under this guidance, an entity would be required to consolidate a VIE if it has (i) the power to direct the activities that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE. American Assets Trust, Inc. has concluded that the Operating Partnership is a VIE, and because American Assets Trust, Inc. has both the power and the rights to control the Operating Partnership, American Assets Trust, Inc. is the primary beneficiary and is required to continue to consolidate the Operating Partnership. Substantially all of the assets and liabilities of the Company are related to the operating partnership VIE.

All intercompany transactions and balances are eliminated in consolidation.

The accompanying consolidated financial statements of the Company and the Operating Partnership have been prepared in accordance with the rules applicable to Form 10-Q and include all information and footnotes required for interim financial statement presentation, but do not include all disclosures required under accounting principles generally accepted in the United States ("GAAP") for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments, except as otherwise noted) considered necessary for a fair presentation have been included. These financial statements should be read in conjunction with the audited consolidated financial statements and notes therein included in the Company's and Operating Partnership's annual report on Form 10-K for the year ended December 31, 2020.

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

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

Consolidated Statements of Cash Flows—Supplemental Disclosures

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

	Nine Months Ended September 30,	
	2021	2020
Supplemental cash flow information		
Total interest costs incurred	\$ 45,618	\$ 40,892
Interest capitalized	\$ 2,029	\$ 787
Interest expense	\$ 43,589	\$ 40,105
Cash paid for interest, net of amounts capitalized	\$ 42,311	\$ 41,547
Cash paid for income taxes	\$ 289	\$ 684
Supplemental schedule of noncash investing and financing activities		
Accounts payable and accrued liabilities for construction in progress	\$ 10,119	\$ 14,421
Accrued leasing commissions	\$ 1,072	\$ 989

Significant Accounting Policies

We describe our significant accounting policies in Note 1 to the consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2020. There have been no changes to our significant accounting policies during the nine months ended September 30, 2021.

Segment Information

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

Revenue Recognition and Accounts Receivable

Our leases with tenants are classified as operating leases. Substantially all such leases contain fixed rent escalations which occur at specified times during the term of the lease. Base rents are recognized on a straight-line basis from when the tenant controls the space through the term of the related lease, net of valuation adjustments, based on management's assessment of credit, collection and other business risks.

We make estimates of the collectability of our current accounts receivable and straight-line rents receivable which require significant judgment by management. The collectability of receivables is affected by numerous different factors including current economic conditions, including the impact of tenant bankruptcies, the status of collectability of current cash rents receivable, tenants' recent and historical financial and operating results, changes in our tenants' credit ratings, communications between our operating personnel and tenants, the extent of security deposits and letters of credit held with respect to tenants, and the ability of the tenant to perform under the terms of their lease agreement. The provision for doubtful accounts at September 30, 2021 and December 31, 2020 was approximately \$6.2 million and \$10.0 million, respectively.

Rent Concessions – COVID-19

During the third quarter of 2021, we provided lease concessions to certain tenants, primarily within the retail segment, as a result of the COVID-19 pandemic, in the form of rent deferrals and abatements. These lease concessions generally included an increase in our rights as a lessor. We assess each lease concession and determine whether it represents a lease modifications under Accounting Standards Codification Topic 842, Leases ("ASC 842"). For the third quarter of 2021, we collected approximately \$0.8 million or 96% of the deferred rent repayments due during the period.

Recent Accounting Pronouncements

In March 2020, the FASB issued ASU No. 2020-04, Reference Rate Reform (Topic 848), which provides companies with optional practical expedients to ease the accounting burden for contract modifications associated with transitioning away from LIBOR and other interbank offered rates that are expected to be discontinued as part of reference rate reform. For hedges, the guidance generally allows changes to the reference rate and other critical terms without having to de-designate the hedging relationship, as well as allows the shortcut method to continue to be applied. For contract modifications, changes in the reference rate or other critical terms will be treated as a continuation of the prior contract. This guidance can be applied immediately, however, is generally only available through December 31, 2022. We are still evaluating the impact of reference rate reform and whether we will apply any of these practical expedients.

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
September 30, 2021
(Unaudited)

NOTE 2. REAL ESTATE**Property Asset Acquisitions**

On July 7, 2021, we acquired Eastgate Office Park, consisting of an approximately 280,000 square feet, multi-tenant office campus in Bellevue, Washington. The purchase price was approximately \$125 million, excluding closing costs of approximately \$0.2 million.

On September 10, 2021, we acquired Corporate Campus East III in Bellevue, Washington, consisting of an approximately 161,000 square feet, multi-tenant office campus. The purchase price was approximately \$84 million, less seller credits of (i) approximately \$1.1 million of future rent abatement (ii) approximately \$2.1 million of contractual tenant improvements and closing costs of approximately \$0.1 million.

The properties were acquired with cash on hand.

The financial information set forth below summarizes the Company's purchase price allocation for Eastgate Office Park and Corporate Campus East III during the nine months ended September 30, 2021 (in thousands):

	Eastgate Office Park	Corporate Campus East III
Land	\$ 35,822	\$ 23,203
Building	76,692	52,234
Land improvements	1,740	667
Furniture, fixtures, and equipment	4,305	3,091
Total real estate	118,559	79,195
Lease intangibles	7,023	5,341
Prepaid expenses and other assets	8	13
Assets acquired	\$ 125,590	\$ 84,549
Accounts payable and accrued expenses	\$ (31)	(9)
Security deposits payable	(513)	(310)
Other liabilities and deferred credits	(535)	(3,844)
Liabilities assumed	\$ (1,079)	\$ (4,163)

The value allocated to lease intangibles is amortized over the related lease term as depreciation and amortization expense in the statement of income. The remaining weighted average amortization period as of September 30, 2021, is 3.5 years and 5.5 years for Eastgate Office Park and Corporate Campus East III, respectively.

The following table summarizes the operating results for Eastgate Office Park and Corporate Campus East III included in the Company's historical consolidated statement of operations for the period of acquisition through September 30, 2021 (in thousands):

	Eastgate Office Park	Corporate Campus East III	Total
Revenues	\$ 2,432	\$ 364	\$ 2,796
Operating expenses	\$ (2,572)	\$ (483)	\$ (3,055)
Operating loss	\$ (140)	\$ (119)	\$ (259)
Net loss attributable to American Assets Trust, Inc.	\$ (139)	\$ (119)	\$ (258)

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
September 30, 2021
(Unaudited)

NOTE 3. ACQUIRED IN-PLACE LEASES AND ABOVE/BELOW MARKET LEASES

The following summarizes our acquired lease intangibles and leasing costs, which are included in other assets and other liabilities and deferred credits, as of September 30, 2021 and December 31, 2020 (in thousands):

	September 30, 2021	December 31, 2020
In-place leases	\$ 67,215	\$ 60,965
Accumulated amortization	(35,711)	(34,758)
Above market leases	2,532	5,389
Accumulated amortization	(2,373)	(5,268)
Acquired lease intangible assets, net	<u>\$ 31,663</u>	<u>\$ 26,328</u>
Below market leases	\$ 58,655	\$ 56,677
Accumulated accretion	(35,357)	(35,219)
Acquired lease intangible liabilities, net	<u>\$ 23,298</u>	<u>\$ 21,458</u>

NOTE 4. FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued liabilities are reasonable estimates of fair value, using Level 1 inputs, because of the short-term nature of these instruments. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

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

The fair value of the interest rate swap agreements are based on the estimated amounts we would receive or pay to terminate the contract at the reporting date and are determined using interest rate pricing models and interest rate related observable inputs. The changes in the fair value of the derivatives that are designated as cash flow hedges are being recorded in accumulated other comprehensive income (loss) and will be subsequently reclassified into earnings during the period in which the hedged forecasted transaction affects earnings.

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

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
September 30, 2021
(Unaudited)

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of September 30, 2021 we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative position and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivative. As a result, we have determined that our derivative valuation in its entirety is classified in Level 2 of the fair value hierarchy.

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

	September 30, 2021				December 31, 2020			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Deferred compensation liability	\$ —	\$ 2,350	\$ —	\$ 2,350	\$ —	\$ 2,059	\$ —	\$ 2,059
Interest rate swap liability	\$ —	\$ 2,874	\$ —	\$ 2,874	\$ —	\$ 4,531	\$ —	\$ 4,531

The fair value of our secured notes payable and unsecured senior guaranteed notes are sensitive to fluctuations in interest rates. Discounted cash flow analysis using observable market interest rates (Level 2) is generally used to estimate the fair value of our secured notes payable, using rates ranging from 1.9% to 3.7%.

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

	September 30, 2021		December 31, 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Secured notes payable, net	\$ 110,955	\$ 113,955	\$ 110,923	\$ 114,074
Unsecured term loans, net	\$ 249,549	\$ 250,000	\$ 249,233	\$ 250,000
Unsecured senior guaranteed notes, net	\$ 797,850	\$ 832,820	\$ 947,444	\$ 1,017,378
Senior unsecured notes, net	\$ 490,373	\$ 514,500	\$ —	\$ —
Unsecured line of credit, net	\$ —	\$ —	\$ 99,151	\$ 100,000

NOTE 5. DERIVATIVE AND HEDGING ACTIVITIES

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

The following is a summary of the terms of our outstanding interest rate swaps as of September 30, 2021 (dollars in thousands):

Swap Counterparty	Notional Amount	Effective Date	Maturity Date	Fair Value
U.S. Bank N.A.	\$ 100,000	3/1/2016	3/1/2023	\$ (1,925)
Wells Fargo Bank, N.A.	\$ 50,000	5/2/2016	3/1/2023	\$ (949)

The effective portion of changes in the fair value of the derivatives that are designated as cash flow hedges are being recorded in accumulated other comprehensive income and will be subsequently reclassified into earnings during the period in which the hedged forecasted transaction affects earnings for as long as hedged cash flows remain probable. During the next twelve months, we estimate the cash flow hedges in place will reduce interest expense by approximately \$1.1 million.

American Assets Trust, Inc. and American Assets Trust, L.P.

Notes to Consolidated Financial Statements—(Continued)

September 30, 2021

(Unaudited)

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

NOTE 6. OTHER ASSETS

Other assets consist of the following (in thousands):

	September 30, 2021	December 31, 2020
Leasing commissions, net of accumulated amortization of \$38,887 and \$35,167, respectively	\$ 37,709	\$ 38,173
Acquired above market leases, net	159	121
Acquired in-place leases, net	31,504	26,207
Lease incentives, net of accumulated amortization of \$914 and \$802, respectively	611	994
Other intangible assets, net of accumulated amortization of \$1,288 and \$1,213, respectively	2,539	2,565
Debt issuance costs, net of accumulated amortization of \$1,527 and \$0, respectively	543	—
Right-of-use lease asset, net	26,824	29,350
Prepaid expenses and other	8,795	8,702
Total other assets	\$ 108,684	\$ 106,112

NOTE 7. OTHER LIABILITIES AND DEFERRED CREDITS

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

	September 30, 2021	December 31, 2020
Acquired below market leases, net	\$ 23,298	\$ 21,458
Prepaid rent and deferred revenue	14,075	14,518
Interest rate swap liability	2,874	4,531
Deferred rent expense and lease intangible	6	16
Deferred compensation	2,350	2,059
Deferred tax liability	573	570
Straight-line rent liability	15,142	18,049
Lease liability	28,455	30,060
Other liabilities	32	39
Total other liabilities and deferred credits, net	\$ 86,805	\$ 91,300

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

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
September 30, 2021
(Unaudited)

NOTE 8. DEBT*Debt of American Assets Trust, Inc.*

American Assets Trust, Inc. does not hold any indebtedness. All debt is held directly or indirectly by the Operating Partnership; however, American Assets Trust, Inc. has guaranteed the Operating Partnership's obligations under the (i) amended and restated credit facility, (ii) term loans, (iii) senior guaranteed notes, and (iv) senior unsecured notes. Additionally, American Assets Trust, Inc. has provided a carve-out guarantee on the property-level mortgage debt at City Center Bellevue.

*Debt of American Assets Trust, L.P.***Secured notes payable**

The following table is a summary of our total secured notes payable outstanding as of September 30, 2021 and December 31, 2020 (in thousands):

Description of Debt	Principal Balance as of		Stated Interest Rate as of September 30, 2021	Stated Maturity Date
	September 30, 2021	December 31, 2020		
City Center Bellevue ⁽¹⁾	111,000	111,000	3.98 %	November 1, 2022
	111,000	111,000		
Debt issuance costs, net of accumulated amortization of \$376 and \$345, respectively	(45)	(77)		
Total Secured Notes Payable Outstanding	\$ 110,955	\$ 110,923		

(1) Interest only.

Certain loans require us to comply with various financial covenants. As of September 30, 2021, the Operating Partnership was in compliance with these financial covenants.

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Unsecured notes payable

The following table is a summary of the Operating Partnership's total unsecured notes payable outstanding as of September 30, 2021 and December 31, 2020 (in thousands):

Description of Debt	Principal Balance as of		Stated Interest Rate		Stated Maturity Date
	September 30, 2021	December 31, 2020	as of September 30, 2021		
Term Loan A	\$ 100,000	\$ 100,000	Variable ⁽¹⁾		January 9, 2022
Senior Guaranteed Notes, Series A ⁽²⁾	—	150,000	4.04 % ⁽³⁾		October 31, 2021
Term Loan B	100,000	100,000	Variable ⁽⁴⁾		March 1, 2023
Term Loan C	50,000	50,000	Variable ⁽⁵⁾		March 1, 2023
Senior Guaranteed Notes, Series F	100,000	100,000	3.78 % ⁽⁶⁾		July 19, 2024
Senior Guaranteed Notes, Series B	100,000	100,000	4.45 %		February 2, 2025
Senior Guaranteed Notes, Series C	100,000	100,000	4.50 %		April 1, 2025
Senior Guaranteed Notes, Series D	250,000	250,000	4.29 % ⁽⁷⁾		March 1, 2027
Senior Guaranteed Notes, Series E	100,000	100,000	4.24 % ⁽⁸⁾		May 23, 2029
Senior Guaranteed Notes, Series G	150,000	150,000	3.91 % ⁽⁹⁾		July 30, 2030
3.375% Senior Unsecured Notes	500,000	—	3.38 %		February 1, 2031
	<u>1,550,000</u>	<u>1,200,000</u>			
Debt discount and issuance costs, net of accumulated amortization of \$9,128 and \$8,856, respectively	<u>(12,228)</u>	<u>(3,323)</u>			
Total Unsecured Notes Payable	<u>\$ 1,537,772</u>	<u>\$ 1,196,677</u>			

- (1) The Operating Partnership has entered into an interest rate swap agreement that is intended to fix the interest rate associated with Term Loan A at approximately 4.13% through the interest rate swap maturity date of January 9, 2021, subject to adjustments based on our consolidated leverage ratio. Subsequent to January 9, 2021, the interest rate associated with Term Loan A will be variable as described below.
- (2) Notes prepaid in full, with make-whole penalty thereon of approximately \$3.9 million, on January 26, 2021.
- (3) The Operating Partnership entered into a one-month forward-starting seven years swap contract on August 19, 2014, which was settled on September 19, 2014 at a gain of approximately \$1.6 million. The forward-starting seven-year swap contract was deemed to be a highly effective cash flow hedge, accordingly, the effective interest rate is approximately 3.88% per annum. On January 26, 2021, we prepaid the entirety of the Senior Guaranteed Notes, Series A with make-whole premium thereon.
- (4) The Operating Partnership has entered into an interest rate swap agreement that is intended to fix the interest rate associated with Term Loan B at approximately 3.15% through its maturity date, subject to adjustments based on our consolidated leverage ratio. Effective March 1, 2018, the effective interest rate associated with Term Loan B is approximately 2.65%, subject to adjustments based on our consolidated leverage ratio.
- (5) The Operating Partnership has entered into an interest rate swap agreement that is intended to fix the interest rate associated with Term Loan C at approximately 3.14% through its maturity date, subject to adjustments based on our consolidated leverage ratio. Effective March 1, 2018, the effective interest rate associated with Term Loan C is approximately 2.64%, subject to adjustments based on our consolidated leverage ratio.
- (6) The Operating Partnership entered into a treasury lock contract on May 31, 2017, which was settled on June 23, 2017 at a loss of approximately \$0.5 million. The treasury lock contract was deemed to be a highly effective cash flow hedge, accordingly, the effective interest rate is approximately 3.85% per annum.
- (7) The Operating Partnership entered into forward-starting interest rate swap contracts on March 29, 2016 and April 7, 2016, which were settled on January 18, 2017 at a gain of approximately \$10.4 million. Each of the forward-starting interest swap rate contracts were deemed to be a highly effective cash flow hedge, accordingly, the effective interest rate is approximately 3.87% per annum.
- (8) The Operating Partnership entered into a treasury lock contract on April 25, 2017, which was settled on May 11, 2017 at a gain of approximately \$0.7 million. The treasury lock contract was deemed to be a highly effective cash flow hedge, accordingly, the effective interest rate is approximately 4.18% per annum.
- (9) The Operating Partnership entered into a treasury lock contract on June 20, 2019, which was settled on July 17, 2019 at a gain of approximately \$0.5 million. The treasury lock contract was deemed to be a highly effective cash flow hedge, accordingly, the effective interest rate is approximately 3.88% per annum.

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On January 26, 2021, the Operating Partnership issued \$500 million of senior unsecured notes (the "3.375% Senior Notes") that mature February 1, 2031 and bear interest at 3.375% per annum. The 3.375% Senior Notes were priced at 98.935% of the principal amount with a yield to maturity of 3.502%. The net proceeds of the 3.375% Senior Notes, after the issuance discount, underwriting fees, and other costs were approximately \$489.7 million, which were primarily used to (i) prepay our \$150 million Senior Guaranteed Notes, Series A, with a make-whole payment (as defined in the Note Purchase Agreement for the Series A Notes) thereon of approximately \$3.9 million, on January 26, 2021, (ii) repay our \$100 million then outstanding balance under our Revolver Loan on January 26, 2021, (iii) fund the development of the La Jolla Commons III office building and (iv) for general corporate purposes.

Certain unsecured loans and notes require us to comply with various financial covenants. As of September 30, 2021, the Operating Partnership was in compliance with these financial covenants.

Amended Term Loan Agreement

On January 9, 2018, we entered into the Third Amendment to the Term Loan Agreement (as so amended, the "Term Loan Agreement"), which maintains the seven years \$150 million unsecured term loan (referred to herein as Term Loan B and Term Loan C) to the Operating Partnership that matures on March 1, 2023 (the "\$150mm Term Loan"). Effective as of March 1, 2018, borrowings under the Term Loan Agreement with respect to the \$150mm Term Loan bear interest at floating rates equal to, at the Operating Partnership's option, either (1) LIBOR, plus a spread which ranges from 1.20% to 1.70% based on the Operating Partnership's consolidated leverage ratio, or (2) a base rate equal to the highest of (a) 0%, (b) the prime rate, (c) the federal funds rate plus 50 bps or (d) the Eurodollar rate plus 100 bps, in each case plus a spread which ranges from 0.70% to 1.35% based on the Operating Partnership's consolidated leverage ratio. Additionally, the Operating Partnership may elect for borrowings to bear interest based on a ratings-based pricing grid as per the Operating Partnership's then-applicable investment grade debt ratings under the terms set forth in the Term Loan Agreement.

Second Amended and Restated Credit Facility

On January 9, 2018, we entered into a second amended and restated credit agreement (the "Second Amended and Restated Credit Facility"). The Second Amended and Restated Credit Facility provides for aggregate, unsecured borrowing of \$450 million, consisting of a revolving line of credit of \$350 million (the "Revolver Loan") and a term loan of \$100 million (the "Term Loan A"). The Second Amended and Restated Credit Facility has an accordion feature that may allow us to increase the availability thereunder up to an additional \$250 million, subject to meeting specified requirements and obtaining additional commitments from lenders. At September 30, 2021, there were no amounts outstanding under the Revolver Loan and we had incurred approximately \$0.5 million of debt issuance costs, net, which are recorded in other assets, net on the consolidated balance sheets.

Borrowings under the Second Amended and Restated Credit Agreement initially bear interest at floating rates equal to, at our option, either (1) LIBOR, plus a spread which ranges from (a) 1.05% to 1.50% (with respect to the Revolver Loan) and (b) 1.30% to 1.90% (with respect to Term Loan A), in each case based on our consolidated leverage ratio, or (2) a base rate equal to the highest of (a) the prime rate, (b) the federal funds rate plus 50 bps or (c) LIBOR plus 100 bps, plus a spread which ranges from (i) 0.10% to 0.50% (with respect to the Revolver Loan) and (ii) 0.30% to 0.90% (with respect to Term Loan A), in each case based on our consolidated leverage ratio. For the nine months ended September 30, 2021, the weighted average interest rate on the Revolver Loan was 1.19%.

The Revolver Loan initially matures on January 9, 2022, subject to our option to extend the Revolver Loan up to two times, with each such extension for a six month period. The extension options are exercisable by us subject to the satisfaction of certain conditions.

On January 9, 2019, we entered into the first amendment ("First Amendment") to the Second Amended and Restated Credit Facility, which extended the maturity date of Term Loan A to January 9, 2021, subject to three, one year extension options. In October 2020, we exercised an option to extend the maturity date of Term Loan A to January 9, 2022, subject to certain conditions. Additionally, in connection with the First Amendment, borrowings under the Second Amended and Restated Credit Facility with respect to Term Loan A bear interest at floating rates equal to, at our option, either (1) LIBOR, plus a spread which ranges from 1.20% to 1.70% based on our consolidated total leverage ratio, or (2) a base rate equal to the highest of (a) the prime rate, (b) the federal funds rate plus 50 bps or (c) the Eurodollar rate plus 100 bps, in each case plus a spread which ranges from 0.20% to 0.70% based on our consolidated total leverage ratio. The foregoing rates are intended to be more

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favorable than previously contained in the Second Amended and Restated Credit Facility (prior to entry into the First Amendment) with respect to Term Loan A.

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

- A maximum leverage ratio (defined as total indebtedness net of certain cash and cash equivalents to total asset value) of 60%,
- A maximum secured leverage ratio (defined as total secured debt to secured total asset value) of 40%,
- A minimum fixed charge coverage ratio (defined as consolidated earnings before interest, taxes, depreciation and amortization to consolidated fixed charges) of 1.50x,
- A minimum unsecured interest coverage ratio of 1.75x,
- A maximum unsecured leverage ratio of 60%, and
- Recourse indebtedness at any time cannot exceed 15% of total asset value.

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

As of September 30, 2021, the Operating Partnership was in compliance with the financial covenants in the Second Amended and Restated Credit Facility.

NOTE 9. PARTNERS' CAPITAL OF AMERICAN ASSETS TRUST, L.P.

Noncontrolling interests in our Operating Partnership are interests in the Operating Partnership that are not owned by us. Noncontrolling interests consisted of 16,181,537 common units (the "noncontrolling common units"), and represented approximately 21.2% of the ownership interests in our Operating Partnership at September 30, 2021. Common units and shares of our common stock have essentially the same economic characteristics in that common units and shares of our common stock share equally in the total net income or loss distributions of our Operating Partnership. Investors who own common units have the right to cause our Operating Partnership to redeem any or all of their common units for cash equal to the then-current market value of one share of our common stock, or, at our election, shares of our common stock on a one-for-one basis.

During the nine months ended September 30, 2021, no common units were converted into shares of our common stock.

Earnings Per Unit of the Operating Partnership

Basic earnings per unit ("EPU") of the Operating Partnership is computed by dividing income applicable to unitholders by the weighted average Operating Partnership units outstanding, as adjusted for the effect of participating securities. Operating Partnership units granted in equity-based payment transactions that have non-forfeitable dividend equivalent rights are considered participating securities prior to vesting. The impact of unvested Operating Partnership unit awards on EPU has been calculated using the two-class method whereby earnings are allocated to the unvested Operating Partnership unit awards based on distributions and the unvested Operating Partnership units' participation rights in undistributed earnings.

The calculation of diluted EPU for the three months ended September 30, 2021 and 2020 does not include the weighted average of 481,966 and 346,434 unvested outstanding Operating Partnership units, respectively, as these equity securities are either considered contingently issuable or the effect of including these equity securities was anti-dilutive to income from continuing operations and net income attributable to the unitholders. The calculation of diluted EPU for the nine months ended September 30, 2021 and 2020 does not include the weighted average of 485,897 and 345,613 unvested Operating Partnership units, respectively.

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NOTE 10. EQUITY OF AMERICAN ASSETS TRUST, INC.**Stockholders' Equity**

On May 27, 2015, we entered into an at-the-market ("ATM") equity program with five sales agents in which we may, from time to time, offer and sell shares of our common stock having an aggregate offering price of up to \$250.0 million. On March 2, 2018, we amended certain of these equity programs, terminated one such program and entered into a new equity program with one new sales agent. The sales of shares of our common stock made through the ATM equity program, as amended, are made in "at-the-market" offerings as defined in Rule 415 of the Securities Act of 1933, as amended. During the nine months ended September 30, 2021, no shares of common stock were sold through the ATM equity program.

We intend to use the net proceeds from the ATM equity program to fund our development or redevelopment activities, repay amounts outstanding from time to time under our revolving line of credit or other debt financing obligations, fund potential acquisition opportunities and/or for general corporate purposes. As of September 30, 2021, we had the capacity to issue up to an additional \$132.6 million in shares of our common stock under our ATM equity program upon filing an updated prospectus supplement with the SEC. Actual future sales will depend on a variety of factors including, but not limited to, market conditions, the trading price of our common stock and our capital needs. We have no obligation to sell the remaining shares available for sale under the ATM equity program.

Dividends

The following table lists the dividends declared and paid on our shares of common stock and noncontrolling common units during the nine months ended September 30, 2021:

Period	Amount per Share/Unit	Period Covered	Dividend Paid Date
First Quarter 2021	\$ 0.28	January 1, 2021 to March 31, 2021	March 25, 2021
Second Quarter 2021	\$ 0.28	April 1, 2021 to June 30, 2021	June 24, 2021
Third Quarter 2021	\$ 0.30	July 1, 2021 to September 30, 2021	September 23, 2021

Taxability of Dividends

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

Stock-Based Compensation

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

The following table summarizes the activity of restricted stock awards during the nine months ended September 30, 2021:

	Units	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2021	491,957	\$23.53
Granted	5,184	38.59
Vested	(6,008)	33.29
Forfeited	(9,411)	23.27
Nonvested at September 30, 2021	<u>481,722</u>	<u>\$23.58</u>

We recognize noncash compensation expense ratably over the vesting period, and accordingly, we recognized \$1.5 million and \$1.3 million in noncash compensation expense for the three months ended September 30, 2021 and 2020, respectively, which is included in general and administrative expense on the consolidated statements of comprehensive income.

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We recognized \$4.5 million and \$3.8 million in noncash compensation expense for the nine months ended September 30, 2021 and 2020, respectively. Unrecognized compensation expense was \$4.2 million at September 30, 2021.

Earnings Per Share

We have calculated earnings per share (“EPS”) under the two-class method. The two-class method is an earnings allocation methodology whereby EPS for each class of common stock and participating security is calculated according to dividends declared and participation rights in undistributed earnings. The weighted average unvested shares outstanding, which are considered participating securities, were 481,966 and 346,434 for the three months ended September 30, 2021 and 2020, respectively and 485,897 and 345,613 for the nine months ended September 30, 2021 and 2020, respectively. Therefore, we have allocated our earnings for basic and diluted EPS between common shares and unvested shares as these unvested shares have nonforfeitable dividend equivalent rights.

Diluted EPS is calculated by dividing the net income applicable to common stockholders for the period by the weighted average number of common and dilutive instruments outstanding during the period using the treasury stock method. For the three and nine months ended September 30, 2021 and 2020, diluted shares exclude incentive restricted stock as these awards are considered contingently issuable. Additionally, the unvested restricted stock awards subject to time vesting are anti-dilutive for all periods presented, and accordingly, have been excluded from the weighted average common shares used to compute diluted EPS.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
NUMERATOR				
Net income	\$ 12,895	\$ 6,490	\$ 26,115	\$ 31,800
Less: Net income attributable to restricted shares	(145)	(87)	(417)	(260)
Less: Income from operations attributable to unitholders in the Operating Partnership	(2,709)	(1,365)	(5,459)	(6,778)
Net income attributable to common stockholders—basic	\$ 10,041	\$ 5,038	\$ 20,239	\$ 24,762
Income from operations attributable to American Assets Trust, Inc. common stockholders—basic	\$ 10,041	\$ 5,038	\$ 20,239	\$ 24,762
Plus: Income from operations attributable to unitholders in the Operating Partnership	2,709	1,365	5,459	6,778
Net income attributable to common stockholders—diluted	\$ 12,750	\$ 6,403	\$ 25,698	\$ 31,540
DENOMINATOR				
Weighted average common shares outstanding—basic	59,990,343	59,825,174	59,986,844	59,757,709
Effect of dilutive securities—conversion of Operating Partnership units	16,181,537	16,292,858	16,181,537	16,357,747
Weighted average common shares outstanding—diluted	76,171,880	76,118,032	76,168,381	76,115,456
Earnings per common share, basic	\$ 0.17	\$ 0.08	\$ 0.34	\$ 0.41
Earnings per common share, diluted	\$ 0.17	\$ 0.08	\$ 0.34	\$ 0.41

NOTE 11. INCOME TAXES

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

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We lease our hotel property to a wholly owned TRS that is subject to federal and state income taxes. We account for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between GAAP carrying amounts and their respective tax bases. Additionally, we classify certain state taxes as income taxes for financial reporting purposes in accordance with ASC Topic 740, *Income Taxes*.

A deferred tax liability is included in the other liabilities and deferred credits, net on our consolidated balance sheets of \$0.6 million and \$0.6 million as of September 30, 2021 and December 31, 2020, respectively, in relation to real estate asset basis differences of property subject to state taxes based on income and certain prepaid expenses of our TRS.

Income tax expense is recorded in other (expense) income, net on our consolidated statements of comprehensive income. For the three and nine months ended September 30, 2021, we recorded income tax expense of \$0.2 million and \$0.5 million. For the three and nine months ended September 30, 2020, we recorded income tax expense of \$0.0 million and \$0.1 million.

NOTE 12. COMMITMENTS AND CONTINGENCIES***Legal***

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

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

Commitments

See Footnote 13 for description of our leases, as a lessee.

We have management agreements with Outrigger Hotels & Resorts or an affiliate thereof (“Outrigger”) pursuant to which Outrigger manages each of the retail and hotel portions of the Waikiki Beach Walk property. Under the management agreement with Outrigger relating to the retail portion of Waikiki Beach Walk (the “retail management agreement”), we pay Outrigger a monthly management fee of 3.0% of net revenues from the retail portion of Waikiki Beach Walk. Pursuant to the terms of the retail management agreement, if the agreement is terminated in certain instances, including our election not to repair damage or destruction at the property, a condemnation or our failure to make required working capital infusions, we would be obligated to pay Outrigger a termination fee equal to the sum of the management fees paid for the two months immediately preceding the termination date. The retail management agreement may not be terminated by us or by Outrigger without cause. Under our management agreement with Outrigger relating to the hotel portion of Waikiki Beach Walk (the “hotel management agreement”), we pay Outrigger a monthly management fee of 6.0% of the hotel's gross operating profit, as well as 3.0% of the hotel's gross revenues; provided that the aggregate management fee payable to Outrigger for any year shall not exceed 3.5% of the hotel's gross revenues for such fiscal year. Pursuant to the terms of the hotel management agreement, if the agreement is terminated in certain instances, including upon a transfer by us of the hotel or upon a default by us under the hotel management agreement, we would be required to pay a cancellation fee calculated by multiplying (1) the management fees for the previous 12 months by (2) (a) eight, if the agreement is terminated in the first 11 years of its term, or (b) four, three, two or one, if the agreement is terminated in the twelfth, thirteenth, fourteenth or fifteenth year, respectively, of its term. The hotel management agreement may not be terminated by us or by Outrigger without cause.

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A wholly owned subsidiary of our Operating Partnership, WBW Hotel Lessee LLC, entered into a franchise license agreement with Embassy Suites Franchise LLC, the franchisor of the brand “Embassy Suites™,” to obtain the non-exclusive right to operate the hotel under the Embassy Suites™ brand for 20 years. The franchise license agreement provides that WBW Hotel Lessee LLC must comply with certain management, operational, record keeping, accounting, reporting and marketing standards and procedures. In connection with this agreement, we are also subject to the terms of a product improvement plan pursuant to which we expect to undertake certain actions to ensure that our hotel's infrastructure is maintained in compliance with the franchisor's brand standards. In addition, we must pay to Embassy Suites Franchise LLC a monthly franchise royalty fee equal to 4.0% of the hotel's gross room revenue through December 2021 and 5.0% of the hotel's gross room revenue thereafter, as well as a monthly program fee equal to 4.0% of the hotel's gross room revenue. If the franchise license is terminated due to our failure to make required improvements or to otherwise comply with its terms, we may be liable to the franchisor for a termination payment, which could be as high as \$4.3 million based on operating performance through September 30, 2021.

Our Del Monte Center property has ongoing environmental remediation related to ground water contamination. The environmental issue existed at purchase and remains in remediation. The final stages of the remediation will include routine, long term ground monitoring by the appropriate regulatory agency over the next five years to seven years. The work performed is financed through an escrow account funded by the seller upon purchase of the Del Monte Center. We believe the funds in the escrow account are sufficient for the remaining work to be performed. However, if further work is required costing more than the remaining escrow funds, we could be required to pay such overage, although we may have a contractual claim for such costs against the prior owner or our environmental remediation consultant.

Concentrations of Credit Risk

Our properties are located in Southern California, Northern California, Hawaii, Oregon, Texas, and Washington. The ability of the tenants to honor the terms of their respective leases is dependent upon the economic, regulatory, social, and health factors affecting the markets in which the tenants operate including, without limitation, the impact the COVID-19 pandemic has had on our tenants. Fifteen of our consolidated properties are located in Southern California, which exposes us to greater economic risks than if we owned a more geographically diverse portfolio. Tenants in the retail industry accounted for 25.3% of total revenues for the nine months ended September 30, 2021. This makes us susceptible to demand for retail rental space and subject to the risks associated with an investment in real estate with a concentration of tenants in the retail industry. Furthermore, tenants in the office industry accounted for 49.8% of total revenues for the nine months ended September 30, 2021. This makes us susceptible to demand for office rental space and subject to the risks associated with an investment in real estate with a concentration of tenants in the office industry. For the nine months ended September 30, 2021 and 2020, no tenant accounted for more than 10% of our total rental revenue.

NOTE 13. LEASES***Lesser Operating Leases***

We determine if an arrangement is a lease at inception. Our lease agreements are generally for real estate, and the determination of whether such agreements contain leases generally does not require significant estimates or judgments. We lease real estate under operating leases.

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

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Leases at our office and retail properties and the retail portion of our mixed-use property may contain lease extension options, at our lessee's discretion. The extension options are generally for 3 to 10 years and contain primarily rent at fixed rates or the prevailing market rent. The extension options are generally exercisable 6 to 12 months prior to the expiration of the lease and require the lessee to not be in default of the lease terms.

We attempt to maximize the amount we expect to derive from the underlying real estate property following the end of a lease, to the extent it is not extended. We maintain a proactive leasing and capital improvement program that, combined with the quality and locations of our properties, has made our properties attractive to tenants. However, the residual value of a real estate property is still subject to various market-specific, asset-specific, and tenant-specific risks and characteristics.

As of September 30, 2021, minimum future rentals from noncancelable operating leases, before any reserve for uncollectible amounts and assuming no early lease terminations, at our office and retail properties and the retail portion of our mixed-use property are as follows (in thousands):

Year Ending December 31,		
2021 (three months ending December 31, 2021)	\$	55,108
2022		231,285
2023		215,130
2024		183,250
2025		161,934
Thereafter		489,326
Total	\$	<u>1,336,033</u>

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

Lessee Operating Leases

We determine if an arrangement is a lease at inception. Our lease agreements are generally for real estate, and the determination of whether such agreements contain leases generally does not require significant estimates or judgments. We lease real estate under operating leases.

At the Landmark at One Market, we lease, as lessee, a building adjacent to the Landmark at One Market under an operating lease effective through June 30, 2026, which we have the option to extend until 2031 by way of the remaining five years extension option (the "Annex Lease"). The lease payments under the extension option provided for under the Annex Lease will be equal to the fair rental value at the time the extension option is exercised. The extension option is included in the calculation of the right-of-use asset and lease liability as we are reasonably certain of exercising the extension option.

Our lease agreements do not contain any residual value guarantees or material restrictive covenants. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement in determining the present value of lease payments.

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Current annual payments under the operating leases are as follows, as of September 30, 2021 (in thousands):

Year Ending December 31,		
2021 (three months ending December 31, 2021)	\$	796
2022		3,232
2023		3,328
2024		3,428
2025		3,531
Thereafter		19,710
Total lease payments	\$	34,025
Imputed interest		(5,570)
Present value of lease liability	\$	<u>28,455</u>

Lease costs under the operating leases are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Operating lease cost	\$ 831	\$ 999	\$ 3,095	\$ 2,788
Variable lease cost	—	—	—	—
Sublease income	(745)	(1,182)	(2,877)	(3,123)
Total lease (income) cost	<u>\$ 86</u>	<u>\$ (183)</u>	<u>\$ 218</u>	<u>\$ (335)</u>

Weighted-average remaining lease term - operating leases (in years)	9.8
Weighted-average discount rate - operating leases	3.19 %

Supplemental cash flow information and non-cash activity related to our operating leases are as follow (in thousands):

	Nine Months Ended September 30,	
	2021	2020
Operating cash flow information:		
Cash paid for amounts included in the measurement of lease liabilities	\$ 1,996	\$ 2,557
Non-cash activity:		
Right-of-use assets obtained in exchange for operating lease obligations	\$ —	\$ 27,321

Subleases

At the Landmark at One Market, we (as sublandlord) sublease the Annex Lease building under operating leases effective through December 31, 2029. The subleases contain extension options, subject to our ability to extend the Annex Lease, that can extend the subleases through December 31, 2039 at the fair rental value at the time the extension option is exercised.

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
September 30, 2021
(Unaudited)

NOTE 14. COMPONENTS OF RENTAL INCOME AND EXPENSE

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Lease rental income				
Office	\$ 45,855	\$ 43,193	\$ 132,229	\$ 127,890
Retail	23,438	18,334	65,866	64,198
Multifamily	12,169	11,770	35,684	35,380
Mixed-use	2,618	902	6,851	7,338
Percentage rent	969	1,353	2,593	1,677
Hotel revenue	8,164	4,680	17,626	13,948
Other	591	527	1,724	1,628
Total rental income	\$ 93,804	\$ 80,759	\$ 262,573	\$ 252,059

Lease rental income includes \$3.8 million and \$4.2 million for the three months ended September 30, 2021 and 2020, respectively, and \$10.8 million and \$14.0 million for the nine months ended September 30, 2021 and 2020, respectively, to recognize lease rental income on a straight-line basis. In addition, net amortization of above and below market leases included in lease rental income was \$0.8 million and \$0.9 million for the three months ended September 30, 2021 and 2020, respectively, and \$2.4 million and \$2.8 million for the nine months ended September 30, 2021 and 2020, respectively.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Rental operating	\$ 11,014	\$ 9,501	\$ 30,165	\$ 28,078
Hotel operating	5,429	3,153	12,287	10,893
Repairs and maintenance	4,492	4,199	12,263	12,816
Marketing	470	498	1,174	1,384
Rent	856	1,029	3,166	2,834
Hawaii excise tax	794	556	1,960	1,928
Management fees	411	272	901	824
Total rental expenses	\$ 23,466	\$ 19,208	\$ 61,916	\$ 58,757

NOTE 15. OTHER (EXPENSE) INCOME, NET

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Interest and investment income	\$ 98	\$ 32	\$ 272	\$ 415
Income tax expense	(150)	(12)	(451)	(127)
Other non-operating expense	—	(551)	—	(549)
Total other (expense) income, net	\$ (52)	\$ (531)	\$ (179)	\$ (261)

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
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NOTE 16. RELATED PARTY TRANSACTIONS

During the first quarter of 2019, we terminated a lease agreement with American Assets, Inc. ("AAI"), an entity owned and controlled by Ernest Rady, our CEO, President, and Chairman of Board, and entered into a new lease agreement with AAI for office space at Torrey Reserve Campus. Rents commenced on March 1, 2019 for an initial lease term of three years at an average annual rental rate of \$0.2 million. During the third quarter of 2020, we entered into a new lease with AAI for office space at Torrey Point to replace its existing lease at Torrey Reserve Campus. Rents commenced on March 1, 2021 for an initial lease term of ten years at an average annual rental rate of \$0.2 million. Rental revenue recognized on the AAI leases of \$0.2 million and \$0.1 million for the nine months ended September 30, 2021 and 2020, respectively, is included in rental income on the statements of comprehensive income.

On occasion, the company utilizes aircraft services provided by AAI Aviation, Inc. ("AAIA"), an entity owned and controlled by Mr. Rady. For the nine months ended September 30, 2021 and 2020, we incurred approximately \$0.2 million and \$0.0 million of expenses, respectively, related to aircraft services of AAIA or reimbursement to Mr. Rady or the Ernest Rady Trust U/D/T March 13, 1983) for use of the aircraft owned by AAIA. These expenses are recorded as general and administrative expenses in our consolidated statements of comprehensive income.

The Waikiki Beach Walk entities have a 47.7% investment in WBW CHP LLC, an entity that was formed to, among other things, construct a chilled water plant to provide air conditioning to the property and other adjacent facilities. The operating expenses of WBW CHP LLC are recovered through reimbursements from its members, and reimbursements to WBW CHP LLC of \$0.8 million and \$0.8 million for the nine months ended September 30, 2021 and 2020, respectively, are included in rental expenses on the consolidated statements of comprehensive income.

NOTE 17. SEGMENT REPORTING

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

We evaluate the performance of our segments based on segment profit, which is defined as property revenue less property expenses. We do not use asset information as a measure to assess performance and make decisions to allocate resources. Therefore, depreciation and amortization expense is not allocated among segments. General and administrative expenses, interest expense, depreciation and amortization expense and other income and expense are not included in segment profit as our internal reporting addresses these items on a corporate level.

Segment profit is not a measure of operating income or cash flows from operating activities as measured by GAAP, and it is not indicative of cash available to fund cash needs and should not be considered an alternative to cash flows as a measure of liquidity. Not all companies calculate segment profit in the same manner. We consider segment profit to be an appropriate supplemental measure to net income because it assists both investors and management in understanding the core operations of our properties.

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
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The following table represents operating activity within our reportable segments (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Total Office				
Property revenue	\$ 47,433	\$ 44,821	\$ 136,467	\$ 133,210
Property expense	(13,016)	(11,595)	(36,029)	(34,989)
Segment profit	34,417	33,226	100,438	98,221
Total Retail				
Property revenue	24,541	20,621	69,296	67,939
Property expense	(5,745)	(7,795)	(19,922)	(20,033)
Segment profit	18,796	12,826	49,374	47,906
Total Multifamily				
Property revenue	13,085	12,564	38,376	37,852
Property expense	(6,213)	(5,603)	(17,197)	(16,426)
Segment profit	6,872	6,961	21,179	21,426
Total Mixed-Use				
Property revenue	13,227	6,368	29,942	24,225
Property expense	(8,136)	(5,706)	(20,378)	(18,806)
Segment profit	5,091	662	9,564	5,419
Total segments' profit	\$ 65,176	\$ 53,675	\$ 180,555	\$ 172,972

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Total segments' profit	\$ 65,176	\$ 53,675	\$ 180,555	\$ 172,972
General and administrative	(6,827)	(6,438)	(20,574)	(19,937)
Depreciation and amortization	(30,680)	(26,914)	(85,827)	(80,869)
Interest expense	(14,722)	(13,302)	(43,589)	(40,105)
Early extinguishment of debt	—	—	(4,271)	—
Other income (expense), net	(52)	(531)	(179)	(261)
Net income	12,895	6,490	26,115	31,800
Net income attributable to restricted shares	(145)	(87)	(417)	(260)
Net income attributable to unitholders in the Operating Partnership	(2,709)	(1,365)	(5,459)	(6,778)
Net income attributable to American Assets Trust, Inc. stockholders	\$ 10,041	\$ 5,038	\$ 20,239	\$ 24,762

American Assets Trust, Inc. and American Assets Trust, L.P.
Notes to Consolidated Financial Statements—(Continued)
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The following table shows net real estate and secured note payable balances for each of the segments (in thousands):

	September 30, 2021	December 31, 2020
Net Real Estate		
Office	\$ 1,528,715	\$ 1,317,107
Retail	594,491	607,918
Multifamily	383,095	389,804
Mixed-Use	174,656	177,905
	<u>\$ 2,680,957</u>	<u>\$ 2,492,734</u>
Secured Notes Payable ⁽¹⁾		
Office	\$ 111,000	\$ 111,000
	<u>\$ 111,000</u>	<u>\$ 111,000</u>

(1) Excludes debt issuance costs of \$0.0 million and \$0.1 million for each of the periods ended September 30, 2021 and December 31, 2020, respectively.

Capital expenditures for each segment for the three and nine months ended September 30, 2021 and 2020 were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Capital Expenditures ⁽¹⁾				
Office	\$ 17,601	\$ 12,572	\$ 48,471	\$ 40,053
Retail	1,317	747	4,817	7,110
Multifamily	2,121	800	4,117	2,944
Mixed-Use	704	322	1,392	3,467
	<u>\$ 21,743</u>	<u>\$ 14,441</u>	<u>\$ 58,797</u>	<u>\$ 53,574</u>

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

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

Forward-Looking Statements

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this report. We make statements in this report that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act). In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, all of our statements regarding anticipated growth in our funds from operations and anticipated market conditions, demographics and results of operations are forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "pro forma," "estimates" or "anticipates" or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. Currently, one of the most significant risk factors, is the potential adverse effect of the current COVID-19 pandemic on our financial condition, results of operations, cash flows and performance or that of, our tenants and guests, the real estate market and the global economy and financial markets. The extent to which the COVID-19 pandemic impacts us, our tenants and guests will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the pandemic, the actions taken to contain the pandemic or mitigate its impact, and the direct and indirect economic effects of the pandemic and containment measures, among others. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

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

- the impact of epidemics, pandemics, or other outbreaks of illness, disease or virus (such as the COVID-19 pandemic) and the actions taken by government authorities and others related thereto, including the ability of our company, our properties and our tenants to operate;
- adverse economic or real estate developments in our markets;
- our failure to generate sufficient cash flows to service our outstanding indebtedness;
- defaults on, early terminations of or non-renewal of leases by tenants, including significant tenants;
- difficulties in identifying properties to acquire and completing acquisitions;
- difficulties in completing dispositions;
- our failure to successfully operate acquired properties and operations;
- our inability to develop or redevelop our properties due to market conditions;
- fluctuations in interest rates and increased operating costs;
- risks related to joint venture arrangements;
- our failure to obtain necessary outside financing;
- on-going litigation;
- general economic conditions;
- financial market fluctuations;
- risks that affect the general retail, office, multifamily and mixed-use environment;
- the competitive environment in which we operate;
- decreased rental rates or increased vacancy rates;
- conflicts of interests with our officers or directors;
- lack or insufficient amounts of insurance;
- environmental uncertainties and risks related to adverse weather conditions and natural disasters;

- other factors affecting the real estate industry generally;
- limitations imposed on our business and our ability to satisfy complex rules in order for us to continue to qualify as a real estate investment trust, or REIT, for U.S. federal income tax purposes; and
- changes in governmental regulations or interpretations thereof, such as real estate and zoning laws and increases in real property tax rates and taxation of REITs.

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes. For a further discussion of these and other factors, see the section entitled “Item 1A. Risk Factors” contained herein and in our annual report on Form 10-K for the year ended December 31, 2020.

Overview

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

We are a full service, vertically integrated and self-administered REIT that owns, operates, acquires and develops high quality retail, office, multifamily and mixed-use properties in attractive, high-barrier-to-entry markets in Southern California, Northern California, Oregon, Washington, Texas and Hawaii. As of September 30, 2021, our portfolio was comprised of twelve retail shopping centers; eleven office properties; a mixed-use property consisting of a 369-room all-suite hotel and a retail shopping center; and six multifamily properties. Additionally, as of September 30, 2021, we owned land at three of our properties that we classified as held for development and/or construction in progress. Our core markets include San Diego, California; the San Francisco Bay Area, California; Portland, Oregon; Bellevue, Washington; and Oahu, Hawaii. We are a Maryland corporation formed on July 16, 2010 to acquire the entities owning various controlling and noncontrolling interests in real estate assets owned and/or managed by Ernest S. Rady or his affiliates, including the Ernest Rady Trust U/D/T March 13, 1983, or the Rady Trust, and did not have any operating activity until the consummation of our initial public offering on January 19, 2011. Our Company, as the sole general partner of our Operating Partnership, has control of our Operating Partnership and owned 78.8% of our Operating Partnership as of September 30, 2021. Accordingly, we consolidate the assets, liabilities and results of operations of our Operating Partnership.

Acquisitions

On July 7, 2021, we acquired Eastgate Office Park, consisting of an approximately 280,000 square foot, multi-tenant office campus in the premier I-90 corridor submarket of Bellevue, Washington. The purchase price was approximately \$125 million, excluding closing costs and prorations.

On September 10, 2021, we acquired Corporate Campus East III, consisting of approximately 161,000 square foot, multi-tenant office campus, less than five minutes away from downtown Bellevue, Washington. The purchase price was approximately \$84 million, excluding closing costs and prorations.

We acquired Eastgate Office Park and Corporate Campus East III with cash on hand.

Critical Accounting Policies

We identified certain critical accounting policies that affect certain of our more significant estimates and assumptions used in preparing our consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2020. We have not made any material changes to these policies during the periods covered by this report, other than those described in Footnote 1.

Same-store

We have provided certain information on a total portfolio, same-store and redevelopment same-store basis. Information provided on a same-store basis includes the results of properties that we owned and operated for the entirety of both periods being compared except for properties for which significant redevelopment or expansion occurred during either of the periods being compared, properties under development, properties classified as held for development and properties classified as discontinued operations. Information provided on a redevelopment same-store basis includes the results of properties undergoing significant redevelopment for the entirety or portion of both periods being compared. Same-store and redevelopment same-store are considered by management to be important measures because they assist in eliminating disparities due to the development, acquisition or disposition of properties during the particular period presented, and thus provides a more consistent performance measure for the comparison of the Company's stabilized and redevelopment properties, as applicable. Additionally, redevelopment same-store is considered by management to be an important measure because it assists in evaluating the timing of the start and stabilization of our redevelopment opportunities and the impact that these redevelopments have in enhancing our operating performance.

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

Below is a summary of our same-store composition for the three and nine months ended September 30, 2021 and 2020. For the three months ended September 30, 2021, Waikele Center was reclassified to same-store properties when compared to the designation for the three months ended September 30, 2020 as redevelopment activity at the property is on hold for the near future and is comparable for the three months ended September 30, 2021. One Beach Street is classified as a non-same-store property due to redevelopment activity to renovate the property. Waikiki Beach Walk Retail and Embassy Suites™ Hotel is classified as a non-same-store property due to spalling repair activity previously disrupting the hotel portion of the property's operations. Eastgate Office Park is classified as a non-same-store property, as it was acquired on July 7, 2021. Corporate Campus East III is also classified as a non-same-store property, as it was acquired on September 10, 2021.

For the nine months ended September 30, 2021, One Beach Street was reclassified to non-same-store properties when compared to the designation for the nine months ended September 30, 2020 due to redevelopment activity to renovate the property. Waikele Center was reclassified to same-store properties as redevelopment activity is on hold for the near future. Waikiki Beach Walk Retail and Embassy Suites™ Hotel is classified as a non-same-store property due to spalling repair activity disrupting the hotel portion of the properties operations. Eastgate Office Park is classified as a non-same-store property, as it was acquired on July 7, 2021. Corporate Campus East III is also classified as a non-same-store property, as it was acquired on September 10, 2021.

In our determination of same-store and redevelopment same-store properties for the nine months ended September 30, 2021, One Beach Street have been identified as same-store redevelopment properties due to significant redevelopment activity. Retail same-store net operating income increased approximately 3.1% for the nine months ended September 30, 2021 compared to the same period in 2020. Office same-store net operating income increased 0.7% for the nine months ended September 30, 2021 compared to the same period in 2020. Office redevelopment same-store net operating income increased 0.1% for the nine months ended September 30, 2021 compared to the same period in 2020.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Same-Store	26	25	26	24
Non-Same-Store	4	3	4	4
Total Properties	30	28	30	28
Redevelopment Same-Store	27	27	27	26
Total Development Properties	3	3	3	3

Outlook

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

We intend to opportunistically pursue the development of future phases of Lloyd Portfolio and La Jolla Commons and the redevelopment of One Beach Street based on, among other things, market conditions and our evaluation of whether such opportunities would generate appropriate risk-adjusted financial returns. Our redevelopment and development opportunities are subject to various factors, including market conditions and may not ultimately come to fruition.

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

COVID-19

We continue to closely monitor the impact of the COVID-19 pandemic on all aspects of our business and geographies, including how it has and will impact our tenants and business partners. We are unable to predict the future impact that the COVID-19 pandemic will have on our financial condition, results of operations and cash flows due to numerous uncertainties. These uncertainties include the scope, severity and duration of the pandemic (including future mutations of the COVID-19 virus), the ongoing actions taken to contain the pandemic or mitigate its impact, the availability and adoption of COVID-19 vaccines and the direct and indirect economic effects of the pandemic and containment measures, among others. The outbreak of COVID-19 in many countries, including the United States, has significantly adversely impacted global economic activity and has contributed to significant volatility and negative pressure in financial markets. The global impact of the pandemic continues to rapidly evolve. Certain states and cities, including where we own properties, have development sites and where our principal place of business is located, have at various points in time, reacted by instituting quarantines, restrictions on travel, "stay-at-home" orders or "shelter in place" rules, social distancing measures, restrictions on types of business that may continue to operate, and/or restrictions on the types of construction projects that may continue. Though certain restrictions have expired in our markets, the Company cannot predict when remaining restrictions or social distancing measures currently in place will expire. Even after certain of such restrictions are lifted or reduced, it is unclear how lingering concerns of COVID-19 transmission and sensitivities to the transmission of other diseases will impact the willingness of customers to visit certain of our tenants' businesses. As a result, the COVID-19 pandemic has and continues to negatively impact almost every industry directly or indirectly, including industries in which the Company and our tenants operate. Further, the impacts of a potential worsening of global economic conditions and the continued disruptions to, and volatility in, the credit and financial markets, consumer spending as well as other unanticipated consequences remain unknown.

In addition, we cannot predict the impact that COVID-19 will ultimately have on our tenants and other business partners; however, any material effect on these parties could adversely impact us. For the third quarter of 2021, we have collected to date approximately 99% of office rents, 94% of retail rents (including retail component of Waikiki Beach Walk) and 93% of multifamily rents that were due during the third quarter of 2021. Additionally, for the third quarter of 2021, we collected approximately \$0.8 million or 96% of the deferred rent repayments due during the period.

We believe the company's financial condition and liquidity are currently strong. Although there is uncertainty related to the anticipated impact of the COVID-19 outbreak on the Company's future results, we believe our efficient business model and ongoing steps we have taken to strengthen our balance sheet continues to position us to manage our business through this crisis as it continues to unfold. We continue to manage all aspects of our business including, but not limited to, monitoring the financial health of our tenants, vendors, and other third-party relationships, and developing new opportunities for growth. Due to the COVID-19 pandemic, we cannot reasonably estimate with any degree of certainty the future impact COVID-19 may have on the Company's results of operations, financial position, and liquidity.

We remain encouraged by our portfolio's increasing rent collection percentages as well as the broader macroeconomic conditions related to the ongoing transition back to a fully opened economy. While we continue to monitor the COVID-19 vaccination response and economic initiatives undertaken by the Biden administration, we are hopeful that a continued reopening of the economy in the fourth quarter of 2021 and through 2022 will result in both job growth and an increase in gross domestic product as compared to 2020.

Leasing

Our same-store growth is primarily driven by increases in rental rates on new leases and lease renewals and changes in portfolio occupancy. Over the long-term, we believe that the infill nature and strong demographics of our properties provide us with a strategic advantage, allowing us to maintain relatively high occupancy and increase rental rates. Furthermore, we believe the locations of our properties and diversified portfolio will mitigate some of the potentially negative impact of the current economic environment. However, in the short-term due to the COVID-19 pandemic, we have seen a meaningful negative impact on certain of our tenants operations and ability to pay rent, primarily in the retail sector; any reduction in our tenants' abilities to pay base rent, percentage rent or other charges, including as a result of the COVID-19 pandemic, will adversely affect our financial condition and results of operations.

During the three months ended September 30, 2021, we signed 6 office leases for a total of 13,064 square feet of office space including 9,269 square feet of comparable renewal office space leases (leases for which there was a prior tenant), at an average rental rate increase on a cash and GAAP basis of 8.4% and 13.5%, respectively. New office leases for comparable spaces were signed for 6,451 square feet at an average rental rate increase on a cash and GAAP basis of 12.0% and 16.5%, respectively. Renewals for comparable office spaces were signed for 2,818 square feet at an average rental rate increase on a cash and GAAP basis of 2.7% and 8.1%, respectively. Tenant improvements and incentives were \$39.17 per square foot of office space for comparable new leases for the three months ended September 30, 2021, mainly due to tenants at Lloyd Portfolio.

During the three months ended September 30, 2021, we signed 30 retail leases for a total of 129,325 square feet of retail space including 116,877 square feet of comparable renewal retail space leases (leases for which there was a prior tenant), at an average rental rate decrease on a cash basis of (2.2)% and increase on a GAAP basis of 6.7%, respectively. New retail leases for comparable spaces were signed for 7,000 square feet at an average rental rate increase on a cash and GAAP basis of 34.6% and 74.6%, respectively. Renewals for comparable retail spaces were signed for 109,877 square feet at an average rental rate decrease on a cash basis of (3.6)% and increase on a GAAP basis of 3.4%, respectively. Tenant improvements and incentives were \$215.00 per square foot of retail space for comparable new leases for the three months ended September 30, 2021, mainly due to tenants at Alamo Quarry Market.

The rental increases associated with comparable spaces generally include all leases signed in arms-length transactions reflecting market leverage between landlords and tenants during the period. The comparison between average rent for expiring leases and new leases is determined by including minimum rent and percentage rent paid on the expiring lease and minimum rent and, in some instances, projections of first lease year percentage rent, to be paid on the new lease. In some instances, management exercises judgment as to how to most effectively reflect the comparability of spaces reported in this calculation. The change in rental income on comparable space leases is impacted by numerous factors including current market rates, location, individual tenant creditworthiness, use of space, market conditions when the expiring lease was signed, capital investment made in the space and the specific lease structure. Tenant improvements and incentives include the total dollars

committed for the improvement of a space as it relates to a specific lease, but may also include base-building costs (i.e. expansion, escalators or new entrances) which are required to make the space leasable. Incentives include amounts paid to tenants as an inducement to sign a lease that do not represent building improvements.

The leases signed in 2021 generally become effective over the following year, though some may not become effective until 2022 and beyond. Further, there is risk that some new tenants will not ultimately take possession of their space and that tenants for both new and renewal leases may not pay all of their contractual rent due to operating, financing or other matters. However, we believe that these increases do provide information about the tenant/landlord relationship and the potential fluctuations we may achieve in rental income over time.

Through the remainder of 2021, we believe our leasing volume will be below our historical averages and result in overall decreases in rental income due to the COVID-19 pandemic. However, changes in rental income associated with individual signed leases on comparable spaces may be positive or negative.

Capitalized Costs

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

We capitalized external and internal costs related to both development and redevelopment activities combined of \$14.8 million and \$1.4 million for the three months ended September 30, 2021 and 2020, respectively. We capitalized external and internal costs related to both development and redevelopment activities combined of \$34.6 million and \$4.2 million for the nine months ended September 30, 2021 and 2020, respectively.

We capitalized external and internal costs related to other property improvements combined of \$8.8 million and \$9.0 million for the three months ended September 30, 2021 and 2020, respectively. We capitalized external and internal costs related to other property improvements totaling \$31.7 million and \$42.3 million for the nine months ended September 30, 2021 and 2020, respectively.

Interest costs on developments and major redevelopments are capitalized as part of developments and redevelopments not yet placed in service. Capitalization of interest commences when development activities and expenditures begin and end upon completion, which is when the asset is ready for its intended use as noted above. We make judgments as to the time period over which to capitalize such costs and these assumptions have a direct impact on net income because capitalized costs are not subtracted in calculating net income. If the time period for capitalizing interest is extended, however, more interest is capitalized, thereby decreasing interest expense and increasing net income during that period. We capitalized interest costs related to development activities of \$0.8 million and \$0.3 million for the three months ended September 30, 2021 and 2020, respectively. We capitalized interest costs related to development activities of \$2.0 million and \$0.8 million for the nine months ended September 30, 2021 and 2020, respectively.

Results of Operations

For our discussion of results of operations, we have provided information on a total portfolio and same-store basis.

Comparison of the three months ended September 30, 2021 to the three months ended September 30, 2020

The following summarizes our consolidated results of operations for the three months ended September 30, 2021 compared to our consolidated results of operations for the three months ended September 30, 2020. As of September 30, 2021, our operating portfolio was comprised of 30 retail, office, multifamily and mixed-use properties with an aggregate of approximately 7.1 million rentable square feet of retail and office space, including the retail portion of our mixed-use property, 2,112 residential units (including 122 RV spaces) and a 369-room hotel. Additionally, as of September 30, 2021, we owned land at three of our properties that we classified as held for development and/or construction in progress. As of September 30, 2020, our operating portfolio was comprised of 28 retail, office, multifamily and mixed-use properties with an aggregate of approximately 6.6 million rentable square feet of retail and office space, including the retail portion of our mixed-use property,

2,112 residential units (including 122 RV spaces) and a 369-room hotel. Additionally, as of September 30, 2020, we owned land at three of our properties that we classified as held for development and/or construction in progress.

The following table sets forth selected data from our unaudited consolidated statements of comprehensive income for the three months ended September 30, 2021 and 2020 (dollars in thousands):

	Three Months Ended September 30,		Change	%
	2021	2020		
Revenues				
Rental income	\$ 93,804	\$ 80,759	\$ 13,045	16 %
Other property income	4,482	3,615	867	24
Total property revenues	98,286	84,374	13,912	16
Expenses				
Rental expenses	23,466	19,208	4,258	22
Real estate taxes	9,644	11,491	(1,847)	(16)
Total property expenses	33,110	30,699	2,411	8
Total property income	65,176	53,675	11,501	21
General and administrative	(6,827)	(6,438)	(389)	6
Depreciation and amortization	(30,680)	(26,914)	(3,766)	14
Interest expense	(14,722)	(13,302)	(1,420)	11
Other (expense) income, net	(52)	(531)	479	(90)
Net income	12,895	6,490	6,405	99
Net income attributable to restricted shares	(145)	(87)	(58)	67
Net income attributable to unitholders in the Operating Partnership	(2,709)	(1,365)	(1,344)	98
Net income attributable to American Assets Trust, Inc. stockholders	\$ 10,041	\$ 5,038	\$ 5,003	99 %

Revenue

Total property revenues. Total property revenue consists of rental revenue and other property income. Total property revenue increased \$13.9 million, or 16%, to \$98.3 million for the three months ended September 30, 2021 compared to \$84.4 million for the three months ended September 30, 2020. The percentage leased was as follows for each segment as of September 30, 2021 and 2020:

	Percentage Leased ⁽¹⁾ September 30,	
	2021	2020
Office	90.2 %	93.8 %
Retail	91.7 %	95.0 %
Multifamily	97.1 %	87.5 %
Mixed-Use ⁽²⁾	86.6 %	87.8 %

(1) The percentage leased includes the square footage under lease, including leases which may not have commenced as of September 30, 2021 or 2020, as applicable.

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

The increase in total property revenue was attributable primarily to the increase in collections, increase in occupancy at Waikiki Beach Walk Embassy Suites™ Hotel and factors discussed below.

Rental revenues. Rental revenue includes minimum base rent, cost reimbursements, percentage rents and other rents. Rental revenue increased \$13.0 million, or 16%, to \$93.8 million for the three months ended September 30, 2021 compared to \$80.8 million for the three months ended September 30, 2020. Rental revenue by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio ⁽¹⁾			
	Three Months Ended September 30,		Change	%	Three Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 46,174	\$ 43,453	\$ 2,721	6	\$ 43,767	\$ 43,165	\$ 602	1
Retail	24,174	19,850	4,324	22	24,174	19,850	4,324	22
Multifamily	12,224	11,821	403	3	12,224	11,821	403	3
Mixed-Use	11,232	5,635	5,597	99	—	—	—	—
	\$ 93,804	\$ 80,759	\$ 13,045	16 %	\$ 80,165	\$ 74,836	\$ 5,329	7 %

(1) For this table and tables following, the same-store portfolio excludes: (i) One Beach Street, due to significant redevelopment activity; (ii) Waikiki Beach Walk - Embassy Suites™ and Waikiki Beach Walk - Retail, due to significant spalling repair activity; (iii) Eastgate Office Park which was acquired on July 7, 2021; (iv) Corporate Campus East III which was acquired on September 10, 2021 and (v) land held for development.

Total office rental revenue increased \$2.7 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to the new acquisitions of Eastgate Office Park and Corporate Campus East III, which accounted for \$2.8 million of the increase. The increase in total office rental revenue is partially offset by the decrease in rental revenue at One Beach Street due to expiration of leases to allow for the modernization of the property. Same store office rental revenue increased by \$0.6 million due to higher annualized base rents at La Jolla Commons, City Center Bellevue and Torrey Point.

Total retail rental revenue increased \$4.3 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to approximately \$4.6 million for tenants who were changed to alternate rent or to cash basis of revenue recognition during 2020 as the collectability was determined to be no longer probable for certain tenants at Alamo Quarry Market, Carmel Mountain Plaza, Del Monte Center and The Shops at Kalakaua. This increase was offset by a decrease in cost recoveries of \$0.2 million as these same tenants changed to alternate rent or had lease modifications.

Multifamily revenue increased \$0.4 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to an overall increase in occupancy of 94.7% for the three months ended September 30, 2021 compared to 87.2% for the three months ended September 30, 2020. This increase in rental revenue due to higher occupancy is offset by a decrease in average monthly base rent of \$2,090 for the three months ended September 30, 2021 compared to \$2,193 for the three months ended September 30, 2020, primarily due to decreases at Hassalo on Eighth - Residential.

Total mixed-use rental revenue increased \$5.6 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to the lifting of COVID-19 travel restrictions late during the first quarter of 2021, which led to an increase in average occupancy and revenue per available room to 78% and \$240 for the three months ended September 30, 2021, respectively, compared to 66% and \$138 for three months ended September 30, 2020, respectively. We expect to see a steady increase in tourism and hotel occupancy in Oahu once the COVID-19 vaccine is available more globally and travel restrictions are lifted. The increase in total mixed-use rental revenue is also attributed to approximately \$2.1 million for tenants who were changed to alternate rent or to cash basis of revenue recognition during 2020 as the collectability was determined to be no longer probable for certain tenants at the retail portion of our mixed-use property.

Other property income. Other property income increased \$0.9 million, or 24%, to \$4.5 million for the three months ended September 30, 2021 compared to \$3.6 million for the three months ended September 30, 2020. Other property income by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended September 30,		Change	%	Three Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 1,259	\$ 1,368	\$ (109)	(8)	\$ 1,086	\$ 1,361	\$ (275)	(20)
Retail	367	771	(404)	(52)	367	771	(404)	(52)
Multifamily	861	743	118	16	861	743	118	16
Mixed-Use	1,995	733	1,262	172	—	—	—	—
	\$ 4,482	\$ 3,615	\$ 867	24 %	\$ 2,314	\$ 2,875	\$ (561)	(20) %

Office other property income decreased \$0.1 million for the three months ended September 30, 2021 primarily due to a decrease in lease termination fees received at City Center Bellevue. This decrease was offset by an increase in parking garage income at First & Main and Lloyd Portfolio.

Retail other property income decreased \$0.4 million for the three months ended September 30, 2021 primarily due to a decrease in lease termination fees received at Carmel Country Plaza and Del Monte Center during 2020.

Multifamily other property income increased by \$0.1 million for the three months ended September 30, 2021 primarily due to an increase in parking garage income at Hassalo on Eighth - Residential, meter and laundry income at Loma Palisades and credit check fees at Pacific Ridge Apartments and Hassalo on Eighth - Residential.

Mixed-use other property income increased \$1.3 million for the three months ended September 30, 2021 primarily due an increase in room rental income and excise tax at the hotel portion and an increase in parking garage income at the retail portion of our mixed-use property. These increase are due to tourism and an increase in hotel occupancy as the COVID-19 vaccine has become more widely available and travel restrictions to Hawaii have been relaxed.

Property Expenses

Total Property Expenses. Total property expenses consist of rental expenses and real estate taxes. Total property expenses increased \$2.4 million, or 8%, to \$33.1 million, for the three months ended September 30, 2021 compared to \$30.7 million for the three months ended September 30, 2020.

Rental Expenses. Rental expenses increased \$4.3 million, or 22%, to \$23.5 million for the three months ended September 30, 2021 compared to \$19.2 million for the three months ended September 30, 2020. Rental expense by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended September 30,		Change	%	Three Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 7,959	\$ 6,744	\$ 1,215	18	\$ 7,330	\$ 6,527	\$ 803	12
Retail	3,765	3,913	(148)	(4)	3,765	3,913	(148)	(4)
Multifamily	4,469	3,897	572	15	4,470	3,897	573	15
Mixed-Use	7,273	4,654	2,619	56	—	—	—	—
	\$ 23,466	\$ 19,208	\$ 4,258	22 %	\$ 15,565	\$ 14,337	\$ 1,228	9 %

Office rental expense increased \$1.2 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to \$0.4 million related to the acquisition of Eastgate Office Park and Corporate Campus East III. Same-store office rental expenses increased \$0.8 million due to an increase in utilities, facility services, repairs and maintenance and insurance expenses as the "stay-at home" orders issued by state and local governments related to the COVID-19 pandemic were relaxed in early 2021 and our tenants' employees have started returning to the office in-person.

Retail rental expense decreased \$0.1 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to a decrease in repairs and maintenance and marketing expenses in the period, partially offset by an increase in insurance expense, and facilities services as restrictions on business operations from orders issued by state and local governments related to the COVID-19 pandemic were eased earlier in 2021.

Multifamily rental expense increased \$0.6 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to an increase in repairs and maintenance, day porter and facilities services, utilities expenses and insurance expense.

Mixed-use rental expense increased \$2.6 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to an increase in hotel room expenses, personnel expenses, and general excise tax expenses at the hotel portion of our mixed-use property during the period. These increases are due to tourism and an increase in hotel occupancy as the COVID-19 vaccine has become more widely available and travel restrictions to Hawaii have been relaxed.

Real Estate Taxes. Real estate taxes increased \$1.8 million, or 16%, to \$9.6 million for the three months ended September 30, 2021 compared to \$11.5 million for the three months ended September 30, 2020. Real estate tax expense by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended September 30,		Change	%	Three Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 5,057	\$ 4,851	\$ 206	4	\$ 4,797	\$ 4,672	\$ 125	3
Retail	1,980	3,882	(1,902)	(49)	1,980	3,882	(1,902)	(49)
Multifamily	1,744	1,706	38	2	1,743	1,706	37	2
Mixed-Use	863	1,052	(189)	(18)	—	—	—	—
	<u>\$ 9,644</u>	<u>\$ 11,491</u>	<u>\$ (1,847)</u>	<u>(16)</u> %	<u>\$ 8,520</u>	<u>\$ 10,260</u>	<u>\$ (1,740)</u>	<u>(17)</u> %

Office real estate taxes increased \$0.2 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to the acquisition of Eastgate Office Park and Corporate Campus East III during the third quarter of 2021. Same-store office real estate taxes increased \$0.1 million primarily due to higher tax assessments at City Center Bellevue, Landmark and First & Main during the period.

Retail real estate taxes decreased \$1.9 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to a real estate tax refund received during the third quarter of 2021 for approximately \$1.6 million at Alamo Quarry Market for the tax assessments for 2019 through 2020. Additionally, there was a decrease in the overall tax bill of \$0.4 million at Alamo Quarry Market for the year 2021. These decreases were offset by \$0.2 million in 2021 real estate tax consultant fees.

Mixed-use real estate taxes decreased \$0.2 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to the COVID-19 pandemic and its financial burden on the hospitality industry, as a result of which the Honolulu County reduced the tax burden for hotels for 2021 through 2022.

Property Operating Income

Property operating income increased \$11.5 million, or 21%, to \$65.2 million for the three months ended September 30, 2021, compared to \$53.7 million for the three months ended September 30, 2020. Property operating income by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended September 30,		Change	%	Three Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 34,417	\$ 33,226	\$ 1,191	4	\$ 32,726	\$ 33,327	\$ (601)	(2)
Retail	18,796	12,826	5,970	47	18,796	12,826	5,970	47
Multifamily	6,872	6,961	(89)	(1)	6,872	6,961	(89)	(1)
Mixed-Use	5,091	662	4,429	669	—	—	—	—
	<u>\$ 65,176</u>	<u>\$ 53,675</u>	<u>\$ 11,501</u>	<u>21</u> %	<u>\$ 58,394</u>	<u>\$ 53,114</u>	<u>\$ 5,280</u>	<u>10</u> %

Total office property operating income increased \$1.2 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to the new acquisitions of Eastgate Office Park and Corporate Campus East III, offset by the decrease in rental revenue at One Beach Street due to expiration of leases to allow for the modernization of the property. Same-store office property operating income decreased by \$0.6 million due to a decrease in lease termination fees, higher rental expenses as the stay-at-home orders issued by state and local governments related to the COVID-19 pandemic were relaxed in early 2021 and an increase in real estate taxes due to higher tax assessments.

Total retail property operating income increased \$6.0 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to an increase of \$4.6 million for tenants who were changed to alternate rent or to cash basis of revenue recognition during 2020 as the collectability was determined to be no longer probable for certain tenants, and a decrease in real estate taxes of \$1.9 million primarily due to a real estate tax refund received during the third quarter of 2021 at Alamo Quarry Market for the tax assessments for 2019 through 2020.

Total mixed-use property operating income increased \$4.4 million for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 primarily due to the lifting of COVID-19 travel restrictions late during the first quarter of 2021, which led to an increase in average occupancy and revenue per available room to 78% and \$240 for the three months ended September 30, 2021, respectively, compared to 66% and \$138 for three months ended September 30, 2020, respectively. The increase in total mixed-use rental revenue is also attributed to approximately \$2.1 million for tenants who were changed to alternate rent or to cash basis of revenue recognition during 2020 as the collectability was determined to be no longer probable for certain tenants at the retail portion of our mixed-use property. These increases in mixed-use property operating income were partially offset by an increase in hotel room expenses, personnel expenses, and general excise tax expenses at the hotel portion of our mixed-use property during the period. These increases are due to tourism and an increase in hotel occupancy as the COVID-19 vaccine has become more widely available and travel restrictions to Hawaii have been relaxed.

Other

General and Administrative. General and administrative expenses increased to \$6.8 million for the three months ended September 30, 2021, compared to \$6.4 million for the three months ended September 30, 2020. This increase was primarily due to an increase in employee-related costs and corporate legal expenses.

Depreciation and Amortization. Depreciation and amortization expense increased to \$30.7 million for the three months ended September 30, 2021, compared to \$26.9 million for the three months ended September 30, 2020. This increase was primarily due to \$2.3 million related to the new acquisitions of Eastgate Office Park and Corporate Campus East III during the third quarter of 2021. Additionally, there was higher depreciation and amortization at Carmel Mountain Plaza, due to acceleration of depreciation on assets related to tenant vacating space, and The Landmark at One Market due new tenant improvements that were put into service in 2020 and 2021

Interest Expense. Interest expense increased \$1.4 million, or 11%, to \$14.7 million for the three months ended September 30, 2021, compared to \$13.3 million for the three months ended September 30, 2020. This increase was primarily due to the closing of our 3.375% Senior Notes offering on January 26, 2021 partially offset by a decrease in interest expense related to our repayment of the Series A Notes on January 26, 2021, decrease in weighted average interest rate for our Term Loan A, which became an unhedged variable rate loan when the interest rate swap expired on January 9, 2021, decrease in the Revolver Loan interest expense and an increase in capitalized interest related to our development projects.

Other (Expense) Income, Net. Other (expense) income, net decreased \$0.5 million, or 90%, to other expense, net of \$0.1 million for the three months ended September 30, 2021, compared to other expense, net of \$0.5 million for the three months ended September 30, 2020 primarily due to the decrease in income tax benefit for our taxable REIT subsidiary.

Comparison of the Nine Months Ended September 30, 2021 to the Nine Months Ended September 30, 2020

The following summarizes our consolidated results of operations for the nine months ended September 30, 2021 compared to our consolidated results of operations for the nine months ended September 30, 2020.

The following table sets forth selected data from our unaudited consolidated statements of income for the nine months ended September 30, 2021 and 2020 (dollars in thousands):

	Nine Months Ended September 30,		Change	%
	2021	2020		
Revenues				
Rental income	\$ 262,573	\$ 252,059	\$ 10,514	4 %
Other property income	11,508	11,167	341	3
Total property revenues	<u>274,081</u>	<u>263,226</u>	<u>10,855</u>	<u>4</u>
Expenses				
Rental expenses	61,916	58,757	3,159	5
Real estate taxes	31,610	31,497	113	—
Total property expenses	<u>93,526</u>	<u>90,254</u>	<u>3,272</u>	<u>4</u>
Total property income	<u>180,555</u>	<u>172,972</u>	<u>7,583</u>	<u>4</u>
General and administrative	(20,574)	(19,937)	(637)	3
Depreciation and amortization	(85,827)	(80,869)	(4,958)	6
Interest expense	(43,589)	(40,105)	(3,484)	9
Early extinguishment of debt	(4,271)	—	(4,271)	100
Other (expense) income, net	(179)	(261)	82	(31)
Net income	<u>26,115</u>	<u>31,800</u>	<u>(5,685)</u>	<u>(18)</u>
Net income attributable to restricted shares	(417)	(260)	(157)	60
Net income attributable to unitholders in the Operating Partnership	<u>(5,459)</u>	<u>(6,778)</u>	<u>1,319</u>	<u>(19)</u>
Net income attributable to American Assets Trust, Inc. stockholders	<u>\$ 20,239</u>	<u>\$ 24,762</u>	<u>\$ (4,523)</u>	<u>(18)%</u>

Revenue

Total property revenues. Total property revenue consists of rental revenue and other property income. Total property revenue increased \$10.9 million, or 4%, to \$274.1 million for the nine months ended September 30, 2021 compared to \$263.2 million for the nine months ended September 30, 2020. The percentage leased was as follows for each segment as of September 30, 2021 and 2020:

	Percentage Leased⁽¹⁾	
	September 30, 2021	September 30, 2020
Office	90.2 %	93.8 %
Retail	91.7 %	95.0 %
Multifamily	97.1 %	87.5 %
Mixed-Use ⁽²⁾	86.6 %	87.8 %

(1) The percentage leased includes the square footage under lease, including leases which may not have commenced as of September 30, 2021 or September 30, 2020, as applicable.

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

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

Rental revenues. Rental revenue includes minimum base rent, cost reimbursements, percentage rents and other rents. Rental revenue increased \$10.5 million, or 4%, to \$262.6 million for the nine months ended September 30, 2021 compared to \$252.1 million for the nine months ended September 30, 2020. Rental revenue by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio ⁽¹⁾			
	Nine Months Ended September 30,		Change	%	Nine Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 133,092	\$ 128,714	\$ 4,378	3	\$ 130,681	\$ 127,696	\$ 2,985	2
Retail	68,183	66,226	1,957	3	68,183	66,226	1,957	3
Multifamily	35,864	35,525	339	1	35,864	35,525	339	1
Mixed-Use	25,434	21,594	3,840	18	—	—	—	—
	<u>\$ 262,573</u>	<u>\$ 252,059</u>	<u>\$ 10,514</u>	<u>4</u> %	<u>\$ 234,728</u>	<u>\$ 229,447</u>	<u>\$ 5,281</u>	<u>2</u> %

(1) The same-store portfolio excludes: (i) One Beach Street, due to significant redevelopment activity; (ii) Waikiki Beach Walk - Embassy Suites™ and Waikiki Beach Walk - Retail, due to significant spalling repair activity; (iii) Eastgate Office Park which was acquired on July 7, 2021; (iv) Corporate Campus East III which was acquired on September 10, 2021 and (v) land held for development.

Total office rental revenue increased \$4.4 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 due to the new acquisitions of Eastgate Office Park and Corporate Campus East III, which accounted for \$2.8 million of the increase. This was offset by a decrease in rental revenue at One Beach Street due to expiration of leases to allow for modernization of the property. Same store office rental revenue increased by \$3.0 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to higher annualized base rents at La Jolla Commons, City Center Bellevue, and Torrey Point, offset by a decrease at First & Main due to delay in timing of tenant possession of leased space.

Retail rental revenue increased \$2.0 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to approximately \$2.4 million for tenants who were changed to alternate rent or to cash basis of revenue recognition during 2020 as the collectability was determined to be no longer probable for certain tenants at Carmel Mountain Plaza, Hassalo on Eighth - Retail, Solana Beach Towne Centre, Del Monte Center and Geary Marketplace, as the temporary store closures or restrictions on business operations from orders issued by state and local governments related to the COVID-19 pandemic caused the financial condition of certain tenants to deteriorate. This increase was offset by a decrease in cost recoveries of \$0.4 million as these same tenants changed to alternate rent or had lease modifications.

Multifamily revenue increased \$0.3 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an overall increase in occupancy of 90.6% for the nine months ended September 30, 2021 compared to 89.4% for the nine months ended September 30, 2020. Additionally, average monthly base rent increased to \$2,149 for the nine months ended September 30, 2021 compared to \$2,140 for the nine months ended September 30, 2020, primarily due to increases at San Diego multifamily properties.

Mixed-use rental revenue increased \$3.8 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase of \$3.7 million related to the Waikiki Beach Walk hotel portion of our mixed use property. This increase was due to the lifting of COVID-19 travel restrictions late during the first quarter of 2021, which led to an increase in average occupancy and revenue per available room to 64.3% and \$175 for the nine months ended September 30, 2021, respectively, compared to 52.8% and \$138 for the nine months ended September 30, 2020, respectively. Waikiki Beach Walk retail portion increased \$0.2 million as tenants were changed to alternate rent or to cash basis of revenue recognition during 2020 as the collectability was determined to be no longer probable for certain tenants.

Other property income. Other property income increased \$0.3 million, or 3%, to \$11.5 million for the nine months ended September 30, 2021 compared to \$11.2 million for the nine months ended September 30, 2020. Other property income by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Nine Months Ended September 30,		Change	%	Nine Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 3,375	\$ 4,496	\$ (1,121)	(25)	\$ 3,030	\$ 4,476	\$ (1,446)	(32)
Retail	1,113	1,713	(600)	(35)	1,113	1,713	(600)	(35)
Multifamily	2,512	2,327	185	8	2,512	2,327	185	8
Mixed-Use	4,508	2,631	1,877	71	—	—	—	—
	\$ 11,508	\$ 11,167	\$ 341	3 %	\$ 6,655	\$ 8,516	\$ (1,861)	(22) %

Office other property income decreased \$1.1 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to decrease in parking garage income at Lloyd Portfolio and City Center Bellevue and a decrease in tenant improvement management fees received at La Jolla Commons and Lloyd Portfolio in 2020.

Retail other property income decreased \$0.6 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to the lease termination fees received at Alamo Quarry Market and Carmel Country Plaza during 2020.

Multifamily other property income increased \$0.2 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily to an increase in security deposits earned at Pacific Ridge Apartments and Loma Palisades, parking garage income at Hassalo on Eighth - Residential and credit check fees at Pacific Ridge Apartments and Hassalo on Eighth - Residential.

Total mixed-use other property income increased \$1.9 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase in other room rental income and rent excise tax at the hotel portion and an increase in parking garage income at the retail portion of our mixed-use property. We expect to see a steady increase in tourism and hotel occupancy in Oahu once the COVID-19 vaccine is available more globally and travel restrictions are lifted.

Property Expenses

Total Property Expenses. Total property expenses consist of rental expenses and real estate taxes. Total property expenses increased by \$3.3 million, or 4%, to \$93.5 million for the nine months ended September 30, 2021, compared to \$90.3 million for the nine months ended September 30, 2020. This increase in total property expenses was attributable primarily to the factors discussed below.

Rental Expenses. Rental expenses increased \$3.2 million, or 5%, to \$61.9 million for the nine months ended September 30, 2021, compared to \$58.8 million for the nine months ended September 30, 2020. Rental expense by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Nine Months Ended September 30,		Change	%	Nine Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 21,457	\$ 20,560	\$ 897	4	\$ 20,427	\$ 19,896	\$ 531	3
Retail	11,005	11,026	(21)	—	11,005	11,026	(21)	—
Multifamily	12,043	11,386	657	6	12,044	11,386	658	6
Mixed-Use	17,411	15,785	1,626	10	—	—	—	—
	\$ 61,916	\$ 58,757	\$ 3,159	5 %	\$ 43,476	\$ 42,308	\$ 1,168	3 %

Office rental expenses increased \$0.9 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase in sublease expense related to the Annex Lease extension option exercised in March 2020, property insurance expense, and utilities expenses as the "stay-at-home" orders issued by the state and local governments related to the COVID-19 pandemic were relaxed in early 2021 and our tenants' employees have started returning to the office in-person.

Multifamily rental expenses increased \$0.7 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase in day porter and facilities services, utilities expenses and insurance expense, as restrictions on business operations from orders issued by state and local governments related to the COVID-19 pandemic were eased during this period.

Total mixed-use rental expenses increased \$1.6 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase in hotel room expenses and personnel expenses at the hotel portion of our mixed-use property during the period. These increases are due to tourism and an increase in hotel occupancy as the COVID-19 vaccine has become more widely available and travel restrictions to Hawaii have been relaxed.

Real Estate Taxes. Real estate tax expense increased \$0.1 million, or 0%, to \$31.6 million for the nine months ended September 30, 2021 compared to \$31.5 million for the nine months ended September 30, 2020. Real estate tax expense by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Nine Months Ended September 30,		Change	%	Nine Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 14,572	\$ 14,429	\$ 143	1	\$ 14,197	\$ 13,899	\$ 298	2
Retail	8,917	9,007	(90)	(1)	8,917	9,007	(90)	(1)
Multifamily	5,154	5,040	114	2	5,153	5,040	113	2
Mixed-Use	2,967	3,021	(54)	(2)	—	—	—	—
	\$ 31,610	\$ 31,497	\$ 113	— %	\$ 28,267	\$ 27,946	\$ 321	1 %

Same-store office real estate taxes increased \$0.3 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase in tax assessments at City Center Bellevue, Landmark and First & Main during the period.

Multifamily real estate taxes increased \$0.1 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase in tax assessments for Loma Palisades, Pacific Ridge Apartments, and Hassalo on Eighth - Residential.

Property Operating Income

Property operating income increased \$7.6 million, or 4%, to \$180.6 million for the nine months ended September 30, 2021, compared to \$173.0 million for the nine months ended September 30, 2020. Property operating income by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Nine Months Ended September 30,		Change	%	Nine Months Ended September 30,		Change	%
	2021	2020			2021	2020		
Office	\$ 100,438	\$ 98,221	\$ 2,217	2	\$ 99,087	\$ 98,377	\$ 710	1
Retail	49,374	47,906	1,468	3	49,374	47,906	1,468	3
Multifamily	21,179	21,426	(247)	(1)	21,179	21,426	(247)	(1)
Mixed-Use	9,564	5,419	4,145	76	—	—	—	—
	\$ 180,555	\$ 172,972	\$ 7,583	4 %	\$ 169,640	\$ 167,709	\$ 1,931	1 %

Total office property operating income increased \$2.2 million during the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to the new acquisitions of Eastgate Office Park and Corporate Campus East III, offset by the decrease in rental revenue at One Beach Street due to expiration of leases to allow for the modernization of the property. Same-store property operating income increased by \$0.7 million due to higher annualized base rents at La Jolla Commons, City Center Bellevue and Torrey Point. These increases were offset by a decrease in parking garage income and higher rental expenses as the stay-at-home orders issued by state and local governments related to the COVID-19 pandemic were relaxed in early 2021 and an increase in real estate taxes due to higher tax assessments.

Total retail property operating income increased \$1.5 million during the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to an increase of \$2.4 million for tenants who were changed to alternate rent or to cash basis of revenue recognition during 2020 as the collectability was determined to be no longer probable for certain tenants, partially offset by a \$0.7 million decrease in lease termination fees received in 2021 compared to 2020 and a \$0.4 million decrease in expense recoveries.

Total mixed-use property operating income increased \$4.1 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to the lifting of COVID-19 travel restrictions late during the first quarter of 2021, which led to an increase in average occupancy and revenue per available room to 64% and \$175 for the nine months ended September 30, 2021, respectively, compared to 53% and \$138 for the nine months ended September 30, 2020, respectively. Additionally, there was an increase of \$1.9 million in other property income as related to other room rental income and rent excise tax at the hotel portion and an increase in parking garage income at the retail portion of our mixed-use property. These increases were offset by \$1.6 million in higher rental expenses due to an increase in hotel room expenses and personnel expenses at the hotel portion of our mixed-use property during the period

Other

General and Administrative. General and administrative expenses increased \$0.6 million, or 3%, to \$20.6 million for the nine months ended September 30, 2021, compared to \$19.9 million for the nine months ended September 30, 2020. This increase was primarily due to employee related costs.

Depreciation and Amortization. Depreciation and amortization expense increased \$5.0 million, or 6%, to \$85.8 million for the nine months ended September 30, 2021, compared to \$80.9 million for the nine months ended September 30, 2020. This increase was primarily due to a \$2.3 million increase related to the new acquisitions of Eastgate Office Park and Corporate Campus East III during the third quarter of 2021. Additionally, there was an increase in depreciation and amortization at Embassy Suites™ Hotel and The Landmark at One Market due to building and tenant improvements that were put into service in 2020 and 2021. Additionally, higher depreciation and amortization at Carmel Mountain Plaza, due to acceleration of depreciation on assets related to tenant vacating space. These increases were offset by lower depreciation and amortization at First & Main due to decreased capital expenditures in 2020.

Interest Expense. Interest expense increased \$3.5 million, or 9%, to \$43.6 million for the nine months ended September 30, 2021 compared to \$40.1 million for the nine months ended September 30, 2020. This increase was primarily due to the closing of our 3.375% Senior Notes offering on January 26, 2021, partially offset by a decrease in interest expense related to our repayment of the Series A Notes on January 26, 2021, decrease in weighted average interest rate for our Term Loan A, which became an unhedged variable rate loan when the interest rate swap expired on January 9, 2021, decrease in the Revolver Loan interest expense and an increase in capitalized interest related to our development projects.

Early Extinguishment of Debt. Early extinguishment of debt expense increased \$4.3 million for the nine months ended September 30, 2021 due to the repayment of the Senior Guaranteed Notes, Series A, with make-whole payments thereon, on January 26, 2021.

Other (Expense) Income, Net. Other (expense) income, net decreased \$0.1 million, or 31%, to other expense, net of \$0.2 million for the nine months ended September 30, 2021, compared to other expense, net of \$0.3 million for the nine months ended September 30, 2020 primarily due to the decrease in interest and investment income attributed to the lower yield on our average cash balance during the period and a decrease in income tax benefit related for our taxable REIT subsidiary.

Liquidity and Capital Resources of American Assets Trust, Inc.

In this “Liquidity and Capital Resources of American Assets Trust, Inc.” section, the term the “company” refers only to American Assets Trust, Inc. on an unconsolidated basis, and excludes the Operating Partnership and all other subsidiaries.

The company’s business is operated primarily through the Operating Partnership, of which the company is the parent company and sole general partner, and which it consolidates for financial reporting purposes. Because the company operates on a consolidated basis with the Operating Partnership, the section entitled “Liquidity and Capital Resources of American Assets Trust, L.P.” should be read in conjunction with this section to understand the liquidity and capital resources of the company on a consolidated basis and how the company is operated as a whole.

The company issues public equity from time to time, but does not otherwise generate any capital itself or conduct any business itself, other than incurring certain expenses in operating as a public company which are fully reimbursed by the Operating Partnership. The company itself does not have any indebtedness, and its only material asset is its ownership of partnership interests of the Operating Partnership. Therefore, the consolidated assets and liabilities and the consolidated revenues and expenses of the company and the Operating Partnership are the same on their respective financial statements. However, all debt is held directly or indirectly by the Operating Partnership. The company’s principal funding requirement is the payment of dividends on its common stock. The company’s principal source of funding for its dividend payments is distributions it receives from the Operating Partnership.

As of September 30, 2021, the company owned an approximate 78.8% partnership interest in the Operating Partnership. The remaining approximately 21.2% are owned by non-affiliated investors and certain of the company's directors and executive officers. As the sole general partner of the Operating Partnership, American Assets Trust, Inc. has the full, exclusive and complete authority and control over the Operating Partnership's day-to-day management and business, can cause it to enter into certain major transactions, including acquisitions, dispositions and refinancings, and can cause changes in its line of business, capital structure and distribution policies. The company causes the Operating Partnership to distribute such portion of its available cash as the company may in its discretion determine, in the manner provided in the Operating Partnership's partnership agreement.

The liquidity of the company is dependent on the Operating Partnership's ability to make sufficient distributions to the company. The primary cash requirement of the company is its payment of dividends to its stockholders. The company also guarantees some of the Operating Partnership's debt, as discussed further in Note 8 of the Notes to Consolidated Financial Statements included elsewhere herein. If the Operating Partnership fails to fulfill certain of its debt requirements, which trigger the company's guarantee obligations, then the company will be required to fulfill its cash payment commitments under such guarantees. However, the company's only significant asset is its investment in the Operating Partnership.

We believe the Operating Partnership's sources of working capital, specifically its cash flow from operations, and borrowings available under its unsecured line of credit, are adequate for it to make its distribution payments to the company and, in turn, for the company to make its dividend payments to its stockholders. As of September 30, 2021, the company has determined that it has adequate working capital to meet its dividend funding obligations for the next 12 months. However, we cannot assure you that the Operating Partnership's sources of capital will continue to be available at all or in amounts sufficient to meet its needs, including its ability to make distribution payments to the company. The unavailability of capital could adversely affect the Operating Partnership's ability to pay its distributions to the company, which would in turn, adversely affect the company's ability to pay cash dividends to its stockholders. The COVID-19 pandemic has temporarily impacted, and is expected to continue to temporarily impact some of our tenants' ability or willingness to remit rent payments due to the tenants' operations being affected by state and local stay-at-home orders. During the nine months of 2021, we continued to receive rent deferral and other rent concession requests from some tenants and have been negotiating and executing lease modifications for the deferral of rent and other rent concessions. These rent deferrals and other rent concessions will continue to adversely affect the Operating Partnership's cash flow from operations until the scheduled repayment period.

Our short-term liquidity requirements consist primarily of funds to pay for future dividends expected to be paid to the company's stockholders, operating expenses and other expenditures directly associated with our properties, interest expense and scheduled principal payments on outstanding indebtedness, general and administrative expenses, funding construction projects, capital expenditures, tenant improvements and leasing commissions.

The company may from time to time seek to repurchase or redeem the Operating Partnership's outstanding debt, the company's shares of common stock or other securities in open market purchases, privately negotiated transactions or otherwise. Such repurchases or redemptions, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

For the company to maintain its qualification as a REIT, it must pay dividends to its stockholders aggregating annually at least 90% of its REIT taxable income, excluding net capital gains. While historically the company has satisfied this distribution requirement by making cash distributions to American Assets Trust, Inc.'s stockholders or American Assets Trust, L.P.'s unitholders, it may choose to satisfy this requirement by making distributions of cash or other property, including, in limited circumstances, the company's own stock. As a result of this distribution requirement, the Operating Partnership cannot rely on retained earnings to fund its ongoing operations to the same extent that other companies whose parent companies are not REITs can. The company may need to continue to raise capital in the equity markets to fund the operating partnership's working capital needs, acquisitions and developments. Although there is no intent at this time, if market conditions deteriorate, the company may also delay the timing of future development and redevelopment projects as well as limit future acquisitions, reduce the Operating Partnership's operating expenditures, or re-evaluate its dividend policy.

The company is a well-known seasoned issuer. As circumstances warrant, the company may issue equity from time to time on an opportunistic basis, dependent upon market conditions and available pricing. When the company receives proceeds from preferred or common equity issuances, it is required by the Operating Partnership's partnership agreement to contribute the proceeds from its equity issuances to the Operating Partnership in exchange for partnership units of the Operating Partnership. The Operating Partnership may use the proceeds to repay debt, to develop new or existing properties, to acquire properties or for general corporate purposes.

In January 2021, the company filed a universal shelf registration statement on Form S-3ASR with the SEC, which became effective upon filing and which replaced the prior Form S-3ASR that was filed with the SEC in February 2018. The universal shelf registration statement permits the company from time to time to offer and sell equity securities of the company. However, there can be no assurance that the company will be able to complete any such offerings of securities. Factors influencing the availability of additional financing include investor perception of our prospects and the general condition of the financial markets, among others.

In May 2015, we entered into an ATM equity program with five sales agents in which we may, from time to time, offer and sell shares of our common stock having an aggregate offering price of up to \$250.0 million. On March 2, 2018, we amended certain of these equity programs, terminated one such program and entered into a new equity program with one new sales agent. The sales of shares of the company's common stock made through the ATM equity program, as amended, are made in "at-the-market" offerings as defined in Rule 415 of the Securities Act. As of September 30, 2021, we had the capacity to issue up to an additional \$132.6 million in shares of common stock under the ATM equity program upon filing an updated prospectus supplement with the SEC. We intend to use the net proceeds to fund development or redevelopment activities, repay amounts outstanding from time to time under our amended and restated credit facility or other debt financing obligations, fund potential acquisition opportunities and/or for general corporate purposes. Actual future sales will depend on a variety of factors including, but not limited to, market conditions, the trading price of the company's common stock and the company's capital needs. We have no obligation to sell the remaining shares available for sale under the ATM equity program.

Liquidity and Capital Resources of American Assets Trust, L.P.

In this "Liquidity and Capital Resources of American Assets Trust, L.P." section, the terms "we," "our" and "us" refer to the Operating Partnership together with its consolidated subsidiaries, or the Operating Partnership and American Assets Trust, Inc. together with their consolidated subsidiaries, as the context requires. American Assets Trust, Inc. is our sole general partner and consolidates our results of operations for financial reporting purposes. Because we operate on a consolidated basis with American Assets Trust, Inc., the section entitled "Liquidity and Capital Resources of American Assets Trust, Inc." should be read in conjunction with this section to understand our liquidity and capital resources on a consolidated basis.

Due to the nature of our business, we typically generate significant amounts of cash from operations. The cash generated from operations is used for the payment of operating expenses, capital expenditures, debt service and dividends to American Assets Trust, Inc.'s stockholders and our unitholders. As a REIT, American Assets Trust, Inc. must generally make annual distributions to its stockholders of at least 90% of its net taxable income. As of September 30, 2021, we held \$171.9 million in cash and cash equivalents.

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

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

Our overall capital requirements for the remainder of 2021 and first quarter 2022 will depend upon acquisition opportunities and the level of improvements and redevelopments on existing properties. Our capital investments will be funded on a short-term basis with, among other sources of capital, cash on hand, cash flow from operations and/or our revolving line of credit. On a long-term basis, our capital investments may be funded with additional long-term debt, including, without limitation, mortgage debt and unsecured notes. Our ability to incur additional debt will be dependent on a number of factors, including, without limitation, our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our capital investments may also be funded by issuing additional equity including, without limitation, shares issued by American Assets Trust, Inc. under its ATM equity program or through an underwritten public offering. Although there is no intent at this time, if market conditions deteriorate or fail to improve, including as a result of the COVID-19 pandemic, we may also delay the timing of future development and redevelopment projects as well as limit future acquisitions, reduce our operating expenditures, or re-evaluate our dividend policy. The COVID-19 pandemic has impacted, and is expected to continue to impact, the timing of future development and redevelopment projects due to, among other things, capital requirements and permitting delays caused by local government shutdowns or reduced operations.

In January 2021, the Operating Partnership filed a universal shelf registration on Form S-3 ASR with the SEC which provided for the registration of an unspecified amount of debt securities by the Operating Partnership. However, there can be no assurance that the Operating Partnership will be able to complete any such offerings of debt securities. Factors influencing the availability of additional financing include investor perception of our prospects and the general condition of the financial markets, among others.

Off-Balance Sheet Arrangements

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

Cash Flows

Comparison of the nine months ended September 30, 2021 to the nine months ended September 30, 2020

Cash, cash equivalents, and restricted cash were \$173.6 million and \$156.6 million at September 30, 2021 and 2020, respectively.

Net cash provided by operating activities increased \$20.5 million to \$129.6 million for the nine months ended September 30, 2021 compared to \$109.1 million for the nine months ended September 30, 2020. The increase in cash from operations was related to a change in accounts payable due to the timing of accruals and payables, primarily real estate taxes, an increase in depreciation and amortization from the acquisitions made in the quarter, and the early extinguishment of debt in January 2021. These increases were partially offset by a decrease in tenant receivable reserves during the year.

Net cash used in investing activities increased \$209.8 million to \$263.3 million for the nine months ended September 30, 2021 compared to \$53.6 million for the nine months ended September 30, 2020. The increase was primarily due to the acquisition of Eastgate Office Park on July 7, 2021 and Corporate Campus East III on September 10, 2021, and capital expenditures at La Jolla Commons III and One Beach Street.

Net cash provided by financing activities increased \$176.8 million to \$168.3 million for the nine months ended September 30, 2021 compared to cash used in financing activities of \$8.5 million for the nine months ended September 30, 2020. The increase in cash provided by financing activities was primarily due to the closing of our issuance of 3.375% Senior Notes on January 26, 2021, partially offset by the repayment of the outstanding balance on the revolving line of credit and the Senior Guaranteed Notes, Series A on January 26, 2021.

Net Operating Income

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

NOI is used by investors and our management to evaluate and compare the performance of our properties and to determine trends in earnings and to compute the fair value of our properties as it is not affected by (1) the cost of funds of the property owner, (2) the impact of depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets that are included in net income computed in accordance with GAAP or (3) general and administrative expenses and other gains and losses that are specific to the property owner. The cost of funds is eliminated from net income because it is specific to the particular financing capabilities and constraints of the owner. The cost of funds is also eliminated because it is dependent on historical interest rates and other costs of capital as well as past decisions made by us regarding the appropriate mix of capital, which may have changed or may change in the future. Depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets are eliminated because they may not accurately represent the actual change in value in our retail, office, multifamily or mixed-use properties that result from use of the properties or changes in market conditions. While certain aspects of real property do decline in value over time in a manner that is intended to be captured by depreciation and amortization, the value of the properties as a whole have historically increased or decreased as a result of changes in overall economic conditions instead of from actual use of the property or the passage of time. Gains and losses from the sale of real property vary from property to property and are affected by market conditions at the time of sale, which will usually change from period to period. These gains and losses can create distortions when comparing one period to another or when comparing our operating results to the operating results of other real estate companies that have not made similarly timed purchases or sales. We believe that eliminating these costs from net income is useful because the resulting measure captures the actual revenue generated and actual expenses incurred in operating our properties as well as trends in occupancy rates, rental rates and operating costs.

However, the usefulness of NOI is limited because it excludes general and administrative costs, interest expense, interest income and other expense, depreciation and amortization expense and gains or losses from the sale of properties, and other gains and losses as stipulated by GAAP, the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, all of which are significant economic costs. NOI may fail to capture significant trends in these components of net income, which further limits its usefulness.

NOI is a measure of the operating performance of our properties but does not measure our performance as a whole. NOI is therefore not a substitute for net income as computed in accordance with GAAP. This measure should be analyzed in conjunction with net income computed in accordance with GAAP and discussions elsewhere in "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding the components of net income that are eliminated in the calculation of NOI. Other companies may use different methods for calculating NOI or similarly entitled measures and, accordingly, our NOI may not be comparable to similarly entitled measures reported by other companies that do not define the measure exactly as we do.

The following is a reconciliation of our NOI to net income for the three and nine months ended September 30, 2021 and 2020 computed in accordance with GAAP (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net operating income	\$ 65,176	\$ 53,675	\$ 180,555	\$ 172,972
General and administrative	(6,827)	(6,438)	(20,574)	(19,937)
Depreciation and amortization	(30,680)	(26,914)	(85,827)	(80,869)
Interest expense	(14,722)	(13,302)	(43,589)	(40,105)
Early extinguishment of debt	—	—	(4,271)	—
Other (expense) income, net	(52)	(531)	(179)	(261)
Net income	\$ 12,895	\$ 6,490	\$ 26,115	\$ 31,800

Funds from Operations

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

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

The following table sets forth a reconciliation of our FFO for the three and nine months ended September 30, 2021 to net income, the nearest GAAP equivalent (in thousands, except per share and share data):

	Three Months Ended September 30,	Nine Months Ended September 30,
	2021	2021
Funds from Operations (FFO)		
Net income	\$ 12,895	\$ 26,115
Plus: Real estate depreciation and amortization	30,680	85,827
Funds from operations	43,575	111,942
Less: Nonforfeitable dividends on incentive restricted stock awards	(143)	(412)
FFO attributable to common stock and units	\$ 43,432	\$ 111,530
FFO per diluted share/unit	\$ 0.57	\$ 1.46
Weighted average number of common shares and units, diluted ⁽¹⁾	76,173,444	76,169,626

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

Interest Rate Risk

Outstanding Debt

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

Fixed Interest Rate Debt

Our outstanding notes payable obligations (maturing at various times through February 2031) have fixed interest rates which limit the risk of fluctuating interest rates. However, interest rate fluctuations may affect the fair value of our fixed rate debt instruments. At September 30, 2021, we had \$1.411 billion of fixed rate debt outstanding with an estimated fair value of \$1.461 billion. The carrying values of our revolving line of credit and term loan are deemed to be at fair value since the outstanding debt is directly tied to monthly LIBOR contracts. If interest rates at September 30, 2021 had been 1.0% higher, the fair value of those debt instruments on that date would have decreased by approximately \$73.9 million. If interest rates at September 30, 2021 had been 1.0% lower, the fair value of those debt instruments on that date would have increased by approximately \$88.1 million. Additionally, we consider our \$150.0 million, related to Term Loan B and Term Loan C, outstanding as of September 30, 2021 to be fixed rate debt as the rate is effectively fixed by an interest rate swap agreement.

Variable Interest Rate Debt

At September 30, 2021, we had \$250.0 million of variable rate debt outstanding. We have historically entered into forward starting interest rate swaps in order to economically hedge against the risk of rising interest rates that would affect our interest expense related to our future anticipated debt issuances as part of its overall borrowing program. See the discussion under Note 4 to the accompanying consolidated financial statements for certain quantitative details related to the interest rate swaps and for a discussion on how we value derivative financial instruments. Based upon this amount of variable rate debt and the specific terms, if market interest rates increased 1.0%, our annual interest expense would increase by approximately \$1.0 million with a corresponding decrease in our net income and cash flows for the year. Conversely, if market rates decreased 1.0%, our annual interest expense would decrease by approximately \$1.0 million with a corresponding increase in our net income and cash flows for the year.

ITEM 4. CONTROLS AND PROCEDURES

Controls and Procedures (American Assets Trust, Inc.)

American Assets Trust, Inc. maintains disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in American Assets Trust, Inc.'s reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the rules and regulations of the SEC and that such information is accumulated and communicated to management, including American Assets Trust, Inc.'s Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

American Assets Trust, Inc. has carried out an evaluation, under the supervision and with the participation of management, including American Assets Trust, Inc.'s Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of its disclosure controls and procedures as of September 30, 2021, the end of the period covered by this report. Based on the foregoing, its Chief Executive Officer and Chief Financial Officer have concluded, as of September 30, 2021, that American Assets Trust, Inc.'s disclosure controls and procedures were effective in ensuring that information required to be disclosed by it in reports filed or submitted under the Exchange Act (1) is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and (2) is accumulated and communicated to its management, including American Assets Trust, Inc.'s Chief Executive Officer and its Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

No changes to American Assets Trust, Inc.'s internal control over financial reporting were identified in connection with the evaluation referenced above that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, American Assets Trust, Inc.'s internal control over financial reporting.

Controls and Procedures (American Assets Trust, L.P.)

The Operating Partnership maintains disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in its reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the rules and regulations of the SEC and that such information is accumulated and communicated to management, including the Operating Partnership's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Operating Partnership has carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of its disclosure controls and procedures as of September 30, 2021, the end of the period covered by this report. Based on the foregoing, its Chief Executive Officer and Chief Financial Officer have concluded, as of September 30, 2021, that the Operating Partnership's disclosure controls and procedures were effective in ensuring that information required to be disclosed by it in reports filed or submitted under the Exchange Act (1) is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and (2) is accumulated and communicated to its management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

No changes to the Operating Partnership's internal control over financial reporting were identified in connection with the evaluation referenced above that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors included in Item 1A. "Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2020.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
10.1(1)	Agreement of Purchase and Sale and Joint Escrow Instructions between KW Fund V - Eastgate, LLC, as Seller, and AAT Eastgate, LLC, as Buyer, dated May 24, 2021
10.2(1)	First Amendment to Agreement of Purchase and Sale and Joint Escrow Instructions between KW Fund V - Eastgate, LLC, as Seller, and AAT Eastgate, LLC, as Buyer, dated June 28, 2021
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of American Assets Trust, Inc.
31.2*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of American Assets Trust, L.P.
31.3*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of American Assets Trust, Inc.
31.4*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of American Assets Trust, L.P.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer of American Assets Trust, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Executive Officer and Chief Financial Officer of American Assets Trust, L.P. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

(1) Incorporated herein by reference to American Assets Trust, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 30, 2021.

SIGNATURES

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

American Assets Trust, L.P.
By: American Assets Trust, Inc.
Its: General Partner

/s/ ERNEST RADY

Ernest Rady
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ ROBERT F. BARTON

Robert F. Barton
Executive Vice President, Chief Financial
Officer
(Principal Financial and Accounting
Officer)

Date: October 29, 2021

/s/ ERNEST RADY

Ernest Rady
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ ROBERT F. BARTON

Robert F. Barton
Executive Vice President, Chief Financial
Officer
(Principal Financial and Accounting
Officer)

Date: October 29, 2021

**CERTIFICATION PURSUANT
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ernest Rady, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Assets Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2021

/s/ ERNEST RADY

Ernest Rady

Chairman and Chief Executive Officer

**CERTIFICATION PURSUANT
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ernest Rady, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Assets Trust, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2021

/s/ ERNEST RADY

Ernest Rady
Chairman and Chief Executive Officer

**CERTIFICATION PURSUANT
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert F. Barton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Assets Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2021

/s/ ROBERT F. BARTON

Robert F. Barton
EVP and Chief Financial Officer

**CERTIFICATION PURSUANT
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert F. Barton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Assets Trust, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2021

/s/ ROBERT F. BARTON

Robert F. Barton
EVP and Chief Financial Officer

CERTIFICATION

The undersigned, Ernest Rady and Robert F. Barton, the Chief Executive Officer and Chief Financial Officer, respectively, of American Assets Trust, Inc. (the "Company"), pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each hereby certifies that, to the best of his knowledge:

(i) the Quarterly Report for the period ended September 30, 2021 of the Company (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ERNEST RADY

Ernest Rady
Chairman and Chief Executive Officer

/s/ ROBERT F. BARTON

Robert F. Barton
EVP and Chief Financial Officer

Date: October 29, 2021

CERTIFICATION

The undersigned, Ernest Rady and Robert F. Barton, the Chief Executive Officer and Chief Financial Officer, respectively, of American Assets Trust, L.P. (the "Operating Partnership"), pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each hereby certifies that, to the best of his knowledge:

(i) the Quarterly Report for the period ended September 30, 2021 of the Operating Partnership (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

/s/ ERNEST RADY

Ernest Rady
Chairman and Chief Executive Officer

/s/ ROBERT F. BARTON

Robert F. Barton
EVP and Chief Financial Officer

Date: October 29, 2021