

**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 March 31, 2017

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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**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.)

11455 El Camino Real, Suite 200,  
San Diego, California  
(Address of Principal Executive Offices)

92130  
(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 and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

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" and "smaller reporting 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

American Assets Trust, Inc. had 47,113,653 shares of common stock, par value \$0.01 per share, outstanding as of May 5, 2017.

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## EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended March 31, 2017 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 March 31, 2017, American Assets Trust, Inc. owned an approximate 72.1% partnership interest in the Operating Partnership. The remaining 27.9% 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 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 a few 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.
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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.

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**AMERICAN ASSETS TRUST, INC. AND AMERICAN ASSETS TRUST, L.P.**  
**QUARTERLY REPORT ON FORM 10-Q**  
**FOR THE QUARTER ENDED MARCH 31, 2017**

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	Consolidated Financial Statements of American Assets Trust, L.P.:
	<a href="#">Consolidated Balance Sheets as of March 31, 2017 (unaudited) and December 31, 2016</a>
	<a href="#">Consolidated Statements of Comprehensive Income (unaudited) for the three months ended March 31, 2017 and 2016</a>
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## PART 1 - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

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

	March 31, 2017 (unaudited)	December 31, 2016
<b>ASSETS</b>		
Real estate, at cost		
Operating real estate	\$ 2,244,865	\$ 2,241,061
Construction in progress	54,346	50,498
Held for development	9,447	9,447
	<u>2,308,658</u>	<u>2,301,006</u>
Accumulated depreciation	(485,335)	(469,460)
Net real estate	1,823,323	1,831,546
Cash and cash equivalents	190,110	44,801
Restricted cash	9,836	9,950
Accounts receivable, net	7,558	9,330
Deferred rent receivables, net	38,555	38,452
Other assets, net	45,959	52,854
<b>TOTAL ASSETS</b>	<u><u>\$ 2,115,341</u></u>	<u><u>\$ 1,986,933</u></u>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES:</b>		
Secured notes payable, net	\$ 315,743	\$ 445,180
Unsecured notes payable, net	844,752	596,350
Unsecured line of credit	—	20,000
Accounts payable and accrued expenses	39,149	32,401
Security deposits payable	6,195	6,114
Other liabilities and deferred credits, net	47,793	48,337
Total liabilities	<u>1,253,632</u>	<u>1,148,382</u>
Commitments and contingencies (Note 11)		
<b>EQUITY:</b>		
American Assets Trust, Inc. stockholders' equity		
Common stock, \$0.01 par value, 490,000,000 shares authorized, 46,431,341 and 45,732,109 shares issued and outstanding at March 31, 2017 and December 31, 2016, respectively	464	457
Additional paid-in capital	905,304	874,597
Accumulated dividends in excess of net income	(81,921)	(77,296)
Accumulated other comprehensive income	11,034	11,798
Total American Assets Trust, Inc. stockholders' equity	<u>834,881</u>	<u>809,556</u>
Noncontrolling interests	<u>26,828</u>	<u>28,995</u>
Total equity	<u>861,709</u>	<u>838,551</u>
<b>TOTAL LIABILITIES AND EQUITY</b>	<u><u>\$ 2,115,341</u></u>	<u><u>\$ 1,986,933</u></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 March 31,	
	2017	2016
<b>REVENUE:</b>		
Rental income	\$ 70,040	\$ 67,245
Other property income	3,752	3,486
Total revenue	73,792	70,731
<b>EXPENSES:</b>		
Rental expenses	19,859	18,453
Real estate taxes	7,536	6,633
General and administrative	5,082	4,549
Depreciation and amortization	17,986	17,453
Total operating expenses	50,463	47,088
<b>OPERATING INCOME</b>	<b>23,329</b>	<b>23,643</b>
Interest expense	(13,331)	(12,946)
Other income, net	310	24
<b>NET INCOME</b>	<b>10,308</b>	<b>10,721</b>
Net income attributable to restricted shares	(60)	(43)
Net income attributable to unitholders in the Operating Partnership	(2,861)	(3,027)
<b>NET INCOME ATTRIBUTABLE TO AMERICAN ASSETS TRUST, INC. STOCKHOLDERS</b>	<b>\$ 7,387</b>	<b>\$ 7,651</b>
<b>EARNINGS PER COMMON SHARE</b>		
Earnings per common share, basic	\$ 0.16	\$ 0.17
Weighted average shares of common stock outstanding - basic	46,173,788	45,233,873
Earnings per common share, diluted	\$ 0.16	\$ 0.17
Weighted average shares of common stock outstanding - diluted	64,062,610	63,133,389
<b>DIVIDENDS DECLARED PER COMMON SHARE</b>	<b>\$ 0.26</b>	<b>\$ 0.25</b>
<b>COMPREHENSIVE INCOME</b>		
Net income	\$ 10,308	\$ 10,721
Other comprehensive income (loss) - unrealized (loss) on swap derivative during the period	(996)	(3,969)
Reclassification of amortization of forward-starting swap included in interest expense	(145)	(57)
Comprehensive income	9,167	6,695
Comprehensive income attributable to non-controlling interest	(2,484)	(1,886)
Comprehensive income attributable to American Assets Trust, Inc.	\$ 6,683	\$ 4,809

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					Noncontrolling Interests - Unitholders in the Operating Partnership	Total
	Common Shares		Additional Paid-in Capital	Accumulated Dividends in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)		
	Shares	Amount					
Balance at December 31, 2016	45,732,109	\$ 457	\$ 874,597	\$ (77,296)	\$ 11,798	\$ 28,995	\$ 838,551
Net income	—	—	—	7,447	—	2,861	10,308
Common shares issued	700,000	7	30,068	—	—	—	30,075
Forfeiture of restricted stock	(768)	—	—	—	—	—	—
Dividends declared and paid	—	—	—	(12,072)	—	(4,651)	(16,723)
Stock-based compensation	—	—	639	—	—	—	639
Other comprehensive loss - change in value of interest rate swaps	—	—	—	—	(8,177)	(3,249)	(11,426)
Other comprehensive income - unrealized gain on forward- starting interest rate swaps	—	—	—	—	7,518	2,912	10,430
Reclassification of amortization of forward-starting swap included in interest expense	—	—	—	—	(105)	(40)	(145)
<b>Balance at March 31, 2017</b>	<b>46,431,341</b>	<b>\$ 464</b>	<b>\$ 905,304</b>	<b>\$ (81,921)</b>	<b>\$ 11,034</b>	<b>\$ 26,828</b>	<b>\$ 861,709</b>

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



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

	Three Months Ended March 31,	
	2017	2016
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 10,308	\$ 10,721
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred rent revenue and amortization of lease intangibles	(1,007)	(964)
Depreciation and amortization	17,986	17,453
Amortization of debt issuance costs and debt fair value adjustments	1,716	1,125
Stock-based compensation expense	639	618
Settlement of forward-starting interest rate swaps agreement	10,430	—
Other noncash interest expense	(145)	(57)
Other, net	796	(1,403)
Changes in operating assets and liabilities		
Change in restricted cash	231	2,471
Change in accounts receivable	1,726	12
Change in other assets	(1,038)	(698)
Change in accounts payable and accrued expenses	5,834	4,718
Change in security deposits payable	81	108
Change in other liabilities and deferred credits	279	156
<b>Net cash provided by operating activities</b>	<b>47,836</b>	<b>34,260</b>
<b>INVESTING ACTIVITIES</b>		
Capital expenditures	(7,253)	(17,135)
Change in restricted cash	(117)	(143)
Leasing commissions	(902)	(617)
Deposit on property acquisition	(5,000)	—
<b>Net cash used in investing activities</b>	<b>(13,272)</b>	<b>(17,895)</b>
<b>FINANCING ACTIVITIES</b>		
Repayment of secured notes payable	(130,795)	(84,941)
Proceeds from unsecured term loan	—	100,000
Proceeds from unsecured line of credit	—	10,000
Repayment of unsecured line of credit	(20,000)	(20,000)
Proceeds from unsecured notes payable	250,000	—
Debt issuance costs	(1,812)	(1,503)
Proceeds from issuance of common stock, net	30,075	—
Dividends paid to common stock and unitholders	(16,723)	(15,827)
Shares withheld for employee taxes	—	(12)
<b>Net cash provided by (used in) financing activities</b>	<b>110,745</b>	<b>(12,283)</b>
Net increase in cash and cash equivalents	145,309	4,082
Cash and cash equivalents, beginning of period	44,801	39,925
Cash and cash equivalents, end of period	<u>\$ 190,110</u>	<u>\$ 44,007</u>

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)

	March 31, 2017 (unaudited)	December 31, 2016
<b>ASSETS</b>		
Real estate, at cost		
Operating real estate	\$ 2,244,865	\$ 2,241,061
Construction in progress	54,346	50,498
Held for development	9,447	9,447
	<u>2,308,658</u>	<u>2,301,006</u>
Accumulated depreciation	(485,335)	(469,460)
Net real estate	1,823,323	1,831,546
Cash and cash equivalents	190,110	44,801
Restricted cash	9,836	9,950
Accounts receivable, net	7,558	9,330
Deferred rent receivables, net	38,555	38,452
Other assets, net	45,959	52,854
<b>TOTAL ASSETS</b>	<u>\$ 2,115,341</u>	<u>\$ 1,986,933</u>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES:</b>		
Secured notes payable, net	\$ 315,743	\$ 445,180
Unsecured notes payable, net	844,752	596,350
Unsecured line of credit	—	20,000
Accounts payable and accrued expenses	39,149	32,401
Security deposits payable	6,195	6,114
Other liabilities and deferred credits	47,793	48,337
Total liabilities	<u>1,253,632</u>	<u>1,148,382</u>
Commitments and contingencies (Note 11)		
<b>CAPITAL:</b>		
Limited partners' capital, 17,888,822 and 17,888,822 units issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	22,525	24,315
General partner's capital, 46,431,341 and 45,732,109 units issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	823,847	797,758
Accumulated other comprehensive income	15,337	16,478
Total capital	<u>861,709</u>	<u>838,551</u>
<b>TOTAL LIABILITIES AND CAPITAL</b>	<u>\$ 2,115,341</u>	<u>\$ 1,986,933</u>

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 March 31,	
	2017	2016
<b>REVENUE:</b>		
Rental income	\$ 70,040	\$ 67,245
Other property income	3,752	3,486
Total revenue	73,792	70,731
<b>EXPENSES:</b>		
Rental expenses	19,859	18,453
Real estate taxes	7,536	6,633
General and administrative	5,082	4,549
Depreciation and amortization	17,986	17,453
Total operating expenses	50,463	47,088
<b>OPERATING INCOME</b>		
	23,329	23,643
Interest expense	(13,331)	(12,946)
Other income, net	310	24
<b>NET INCOME</b>		
	10,308	10,721
Net income attributable to restricted shares	(60)	(43)
<b>NET INCOME ATTRIBUTABLE TO AMERICAN ASSETS TRUST, L.P.</b>	<b>\$ 10,248</b>	<b>\$ 10,678</b>
<b>EARNINGS PER UNIT - BASIC</b>		
Earnings per unit, basic	\$ 0.16	\$ 0.17
Weighted average units outstanding - basic	64,062,610	63,133,389
<b>EARNINGS PER UNIT - DILUTED</b>		
Earnings per unit, diluted	\$ 0.16	\$ 0.17
Weighted average units outstanding - diluted	64,062,610	63,133,389
<b>DISTRIBUTIONS PER UNIT</b>		
	\$ 0.26	\$ 0.25
<b>COMPREHENSIVE INCOME</b>		
Net income	\$ 10,308	\$ 10,721
Other comprehensive income (loss) - unrealized gain (loss) on swap derivative during the period	(996)	(3,969)
Reclassification of amortization of forward-starting swap included in interest expense	(145)	(57)
Comprehensive income	9,167	6,695
Comprehensive income attributable to Limited Partners	(2,484)	(1,886)
Comprehensive income attributable to General Partner	\$ 6,683	\$ 4,809

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 <sup>(1)</sup>		General Partner's Capital <sup>(2)</sup>		Accumulated Other Comprehensive Income (Loss)	Total Capital
	Units	Amount	Units	Amount		
Balance at December 31, 2016	17,888,822	\$ 24,315	45,732,109	\$ 797,758	\$ 16,478	\$ 838,551
Net income	—	2,861	—	7,447	—	10,308
Contributions from American Assets Trust, Inc.	—	—	700,000	30,075	—	30,075
Forfeiture of restricted units	—	—	(768)	—	—	—
Distributions	—	(4,651)	—	(12,072)	—	(16,723)
Stock-based compensation	—	—	—	639	—	639
Other comprehensive loss - change in value of interest rate swap	—	—	—	—	(11,426)	(11,426)
Other comprehensive income - unrealized gain on forward-starting interest rate swaps	—	—	—	—	10,430	10,430
Reclassification of amortization of forward-starting swap included in interest expense	—	—	—	—	(145)	(145)
<b>Balance at March 31, 2017</b>	<u>17,888,822</u>	<u>\$ 22,525</u>	<u>46,431,341</u>	<u>\$ 823,847</u>	<u>\$ 15,337</u>	<u>\$ 861,709</u>

(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)**

	Three Months Ended March 31,	
	2017	2016
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 10,308	\$ 10,721
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred rent revenue and amortization of lease intangibles	(1,007)	(964)
Depreciation and amortization	17,986	17,453
Amortization of debt issuance costs and debt fair value adjustments	1,716	1,125
Stock-based compensation expense	639	618
Settlement of forward-starting interest rate swaps agreement	10,430	—
Other noncash interest expense	(145)	(57)
Other, net	796	(1,403)
Changes in operating assets and liabilities		
Change in restricted cash	231	2,471
Change in accounts receivable	1,726	12
Change in other assets	(1,038)	(698)
Change in accounts payable and accrued expenses	5,834	4,718
Change in security deposits payable	81	108
Change in other liabilities and deferred credits	279	156
<b>Net cash provided by operating activities</b>	<b>47,836</b>	<b>34,260</b>
<b>INVESTING ACTIVITIES</b>		
Capital expenditures	(7,253)	(17,135)
Change in restricted cash	(117)	(143)
Leasing commissions	(902)	(617)
Deposit on property acquisition	(5,000)	—
<b>Net cash used in investing activities</b>	<b>(13,272)</b>	<b>(17,895)</b>
<b>FINANCING ACTIVITIES</b>		
Repayment of secured notes payable	(130,795)	(84,941)
Proceeds from unsecured term loan	—	100,000
Proceeds from unsecured line of credit	—	10,000
Repayment of unsecured line of credit	(20,000)	(20,000)
Proceeds from unsecured notes payable	250,000	—
Debt issuance costs	(1,812)	(1,503)
Contributions from American Assets Trust, Inc.	30,075	—
Distributions	(16,723)	(15,827)
Shares withheld for employee taxes	—	(12)
<b>Net cash provided by (used in) financing activities</b>	<b>110,745</b>	<b>(12,283)</b>
Net increase in cash and cash equivalents	145,309	4,082
Cash and cash equivalents, beginning of period	44,801	39,925
Cash and cash equivalents, end of period	<u>\$ 190,110</u>	<u>\$ 44,007</u>

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

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

**Notes to Consolidated Financial Statements**

**March 31, 2017**

**(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 159 employees providing substantial in-house expertise in asset management, property management, property development, leasing, tenant improvement construction, acquisitions, repositioning, redevelopment and financing.

As of March 31, 2017, we owned or had a controlling interest in 24 office, retail, multifamily and mixed-use operating properties, the operations of which we consolidate. Additionally, as of March 31, 2017, we owned land at four 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*

Camel Country Plaza	Del Monte Center	Hassalo on Eighth
Camel Mountain Plaza	Geary Marketplace	
South Bay Marketplace	The Shops at Kalakaua	
Lomas Santa Fe Plaza	Waikele Center	
Solana Beach Towne Centre	Alamo Quarry Market	

*Office*

Torrey Reserve Campus	Lloyd District Portfolio
Solana Beach Corporate Centre	City Center Bellevue
The Landmark at One Market	
One Beach Street	
First & Main	

*Multifamily*

Loma Palisades
Imperial Beach Gardens
Mariner's Point
Santa Fe Park RV Resort
Hassalo on Eighth

*Mixed-Use*

Waikiki Beach Walk Retail and Embassy Suites™ Hotel
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*Held for Development and/or Construction in Progress*

Solana Beach Corporate Centre – Land
Solana Beach – Highway 101 – Land
Torrey Point (formerly Sorrento Pointe) – Construction in Progress
Lloyd District Portfolio – Construction in Progress

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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**Basis of Presentation**

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

All significant intercompany transactions and balances are eliminated in consolidation.

The accompanying consolidated financial statements of the Company 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, 2016.

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, 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):

	Three Months Ended March 31,	
	2017	2016
<b>Supplemental cash flow information</b>		
Total interest costs incurred	\$ 13,702	\$ 13,489
Interest capitalized	\$ 371	\$ 543
Interest expense	\$ 13,331	\$ 12,946
Cash paid for interest, net of amounts capitalized	\$ 10,708	\$ 11,906
Cash paid for income taxes	\$ 46	\$ 75
<b>Supplemental schedule of noncash investing and financing activities</b>		
Accounts payable and accrued liabilities for construction in progress	\$ 577	\$ 171
Accrued leasing commissions	\$ 193	\$ 251

**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, 2016. Except for the adoption of the accounting standards during the first quarter of 2017 as discussed below, there have been no changes to our significant accounting policies during the three months ended March 31, 2017.

**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

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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.

***Recent Accounting Pronouncements***

In January 2017, the FASB issued Accounting Standards Update (“ASU”) No. 2017-1, *Business Combinations: Clarifying the Definition of a Business*. The pronouncement changes the definition of a business to assist entities with evaluating when a set of transferred assets and activities is a business. The pronouncement requires an entity to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets; if so, the set of transferred assets and activities is not a business. The pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. The Company adopted the provisions of ASU 2017-01 effective January 1, 2017 and given the change in the definition, we expect most of our future real estate acquisitions will be accounted for as asset acquisitions in accordance with Accounting Standards Codification (“ASC”) Topic 805, which provides for the capitalization of transaction costs.

In November 2016, the FASB issued ASU 2016-18, *Restricted Cash*. This pronouncement will require companies to include restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The pronouncement will require a disclosure of a reconciliation between the statement of financial position and the statement of cash flows when the balance sheet includes more than one line item for cash, cash equivalents, restricted cash, and restricted cash equivalents. Entities with material restricted cash and restricted cash equivalents balances will be required to disclose the nature of the restrictions. The ASU is effective for reporting periods beginning after December 15, 2017, with early adoption permitted, and will be applied retrospectively to all periods presented. As of March 31, 2017 and December 31, 2016, we had \$10 million of restricted cash for both periods on our consolidated balance sheets. Upon adoption of this ASU, restricted cash balances will be included along with cash and cash equivalents as of the end of period and beginning of period, respectively, on our consolidated statement of cash flows for all periods presented; separate line items showing changes in restricted cash balances will be eliminated from our consolidated statement of cash flows.

In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which amends ASC 718, *Compensation – Stock Compensation*. This pronouncement simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. The Company adopted ASU 2016-09 in the first quarter of 2017 and the adoption did not have a material impact on our consolidated financial statements.

In February 2016, the FASB issued an ASU that establishes a right-of-use model that requires a lessee to record a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than twelve months. The accounting applied by lessors under this ASU is largely unchanged. Leases will be either classified as sales-type, finance or operating, with classification affecting the pattern of expense recognition in the income statement. The ASU also requires significant additional disclosures about the amount, timing and uncertainty of cash flows from leases. The ASU is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2018. A modified retrospective transition approach is required for lessors for sales-type, direct financing, and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. We are in the process of evaluating the impact this pronouncement will have on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*. The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and International Financial Reporting Standards. The pronouncement is effective for fiscal years beginning after December 15, 2017. The Company will adopt ASU 2014-09 in the first quarter of 2018. We have begun our process for implementing this standard, including performing a preliminary review of all revenue streams to identify any differences in the timing, measurement or presentation of revenue recognition. We are continuing to evaluate this standard and the allowable methods of adoption; however, the majority of our revenue consists of rental income from leasing arrangements, which are excluded from this standard.



**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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**NOTE 2. ACQUIRED IN-PLACE LEASES AND ABOVE/BELOW MARKET LEASES**

The following summarizes our acquired lease intangibles and leasing costs, which are included in other assets and other liabilities and deferred credits, as of March 31, 2017 and December 31, 2016 (in thousands):

	March 31, 2017	December 31, 2016
In-place leases	\$ 48,699	\$ 48,741
Accumulated amortization	(39,736)	(38,906)
Above market leases	21,643	21,667
Accumulated amortization	(19,792)	(19,579)
Acquired lease intangible assets, net	<u>\$ 10,814</u>	<u>\$ 11,923</u>
Below market leases	\$ 66,521	\$ 66,521
Accumulated accretion	(34,162)	(33,073)
Acquired lease intangible liabilities, net	<u>\$ 32,359</u>	<u>\$ 33,448</u>

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

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

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

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

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

The fair value of the interest rate swap 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 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 (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 contract 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.

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 March 31, 2017 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.

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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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):

	March 31, 2017				December 31, 2016			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Deferred compensation liability	\$ —	\$ 1,065	\$ —	\$ 1,065	\$ —	\$ 1,006	\$ —	\$ 1,006
Interest rate swap asset	\$ —	\$ 4,585	\$ —	\$ 4,585	\$ —	\$ 16,428	\$ —	\$ 16,428
Interest rate swap liability	\$ —	\$ 649	\$ —	\$ 649	\$ —	\$ 1,067	\$ —	\$ 1,067

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 3.9% to 4.6%.

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):

	March 31, 2017		December 31, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Secured notes payable, net	\$ 315,743	\$ 324,165	\$ 445,180	\$ 457,621
Unsecured term loans, net	\$ 247,985	\$ 250,000	\$ 247,883	\$ 250,000
Unsecured senior guaranteed notes, net	\$ 596,767	\$ 599,021	\$ 348,467	\$ 351,357
Unsecured line of credit	\$ —	\$ —	\$ 20,000	\$ 20,000

**NOTE 4. DERIVATIVE AND HEDGING ACTIVITIES**

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

On March 29, 2016, we entered into a forward-starting interest rate swap contract (the "March 2016 Swap") with Wells Fargo Bank, National Association to reduce the interest rate variability exposure of the projected interest cash flows of our then prospective new ten-year private placement. The forward-starting ten-year swap contract had a notional amount of \$150 million, a termination date of March 31, 2027, a fixed pay rate of 1.8800%, and a receive rate equal to the three-month LIBOR, with fixed rate payments due semi-annually commencing September 29, 2017, floating payments due semi-annually commencing September 29, 2017, and floating reset dates the first day of each quarterly period. The forward-starting ten-year swap contract accrual period, March 31, 2017 to March 31, 2027, was designed to match the expected tenor of the then prospective new ten-year debt private placement.

On April 7, 2016, we entered into a forward-starting interest rate swap contract (the "April 2016 Swap") with Wells Fargo Bank, National Association to reduce the interest rate variability exposure of the projected interest cash flows of our then prospective new ten-year private placement. The forward-starting ten-year swap contract had a notional amount of \$100 million, a termination date of March 31, 2027, a fixed pay rate of 1.7480%, and a receive rate equal to the three-month LIBOR, with fixed rate payments due semi-annually commencing September 29, 2017, floating payments due semi-annually commencing September 29, 2017, and floating reset dates the first day of each quarterly period. The forward-starting ten-year swap contract accrual period, March 31, 2017 to March 31, 2027, was designed to match the expected tenor of our then prospective new ten-year debt private placement.

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On January 18, 2017, we settled the March 2016 Swap and April 2016 Swap, resulting in a gain of approximately \$10.4 million. This gain is included in accumulated other comprehensive income and will be amortized to interest expense over the life of the Series D Notes (as defined below). The forward-starting interest rate swap contracts have been deemed to be highly effective cash flow hedges and we elected to designate all the forward-starting swap contracts as accounting hedges.

The following is a summary of the terms of our outstanding interest rate swaps as of March 31, 2017 (dollars in thousands):

Swap Counterparty	Notional Amount	Effective Date	Maturity Date	Fair Value
Bank of America, N.A.	\$ 100,000	1/9/2014	1/9/2019	\$ (649)
U.S. Bank N.A.	\$ 100,000	3/1/2016	3/1/2023	\$ 3,029
Wells Fargo Bank, N.A.	\$ 50,000	5/2/2016	3/1/2023	\$ 1,556

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.

The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the derivative. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs, including interest rate curves, and implied volatilities. The fair value of the interest rate 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 5. OTHER ASSETS**

Other assets consist of the following (in thousands):

	March 31, 2017	December 31, 2016
Leasing commissions, net of accumulated amortization of \$26,141 and \$25,194, respectively	\$ 18,182	\$ 18,131
Interest rate swap asset	4,585	16,428
Acquired above market leases, net	1,851	2,088
Acquired in-place leases, net	8,963	9,835
Lease incentives, net of accumulated amortization of \$55 and \$41, respectively	300	313
Other intangible assets, net of accumulated amortization of \$1,140 and \$1,128, respectively	187	206
Purchase deposit	5,000	—
Prepaid expenses and other	6,891	5,853
Total other assets	\$ 45,959	\$ 52,854

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**NOTE 6. OTHER LIABILITIES AND DEFERRED CREDITS**

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

	March 31, 2017	December 31, 2016
Acquired below market leases, net	\$ 32,359	\$ 33,448
Prepaid rent and deferred revenue	8,587	7,720
Interest rate swap liability	649	1,067
Deferred rent expense and lease intangible	1,797	1,756
Deferred compensation	1,065	1,006
Deferred tax liability	265	265
Straight-line rent liability	3,014	3,028
Other liabilities	57	47
<b>Total other liabilities and deferred credits, net</b>	<b>\$ 47,793</b>	<b>\$ 48,337</b>

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

**NOTE 7. DEBT**

*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. and certain of its subsidiaries have guaranteed the Operating Partnership's obligations under the (i) amended and restated credit facility, (ii) term loan and (iii) senior guaranteed notes. Additionally, American Assets Trust, Inc. has provided carve-out guarantees on certain property-level debt.

*Debt of American Assets Trust, L.P.*

**Secured notes payable**

The following is a summary of our total secured notes payable outstanding as of March 31, 2017 and December 31, 2016 (in thousands):

Description of Debt	Principal Balance as of		Stated Interest Rate as of March 31, 2017	Stated Maturity Date
	March 31, 2017	December 31, 2016		
Waikiki Beach Walk—Retail <sup>(1)(2)</sup>	\$ —	\$ 130,310	5.39%	July 1, 2017
Solana Beach Corporate Centre III-IV <sup>(3)(4)</sup>	35,306	35,440	6.39%	August 1, 2017
Loma Palisades <sup>(1)</sup>	73,744	73,744	6.09%	July 1, 2018
One Beach Street <sup>(1)</sup>	21,900	21,900	3.94%	April 1, 2019
Torrey Reserve—North Court <sup>(3)</sup>	20,308	20,399	7.22%	June 1, 2019
Torrey Reserve—VCI, VCII, VCIII <sup>(3)</sup>	6,853	6,884	6.36%	June 1, 2020
Solana Beach Corporate Centre I-II <sup>(3)</sup>	10,875	10,927	5.91%	June 1, 2020
Solana Beach Towne Centre <sup>(3)</sup>	36,249	36,424	5.91%	June 1, 2020
City Center Bellevue <sup>(1)</sup>	111,000	111,000	3.98%	November 1, 2022
	316,235	447,028		
Unamortized fair value adjustment	(31)	(1,347)		
Debt issuance costs, net of accumulated amortization of \$1,069 and \$1,029, respectively	(461)	(501)		
<b>Total Secured Notes Payable Outstanding</b>	<b>\$ 315,743</b>	<b>\$ 445,180</b>		

(1) Interest only.

(2) Loan repaid in full, without premium or penalty, on March 1, 2017.

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- (3) Principal payments based on a 30-year amortization schedule.  
(4) Loan repaid in full, without premium or penalty, on April 3, 2017.

Certain loans require us to comply with various financial covenants. As of March 31, 2017, the Operating Partnership was in compliance with these financial covenants.

**Unsecured notes payable**

The following is a summary of the Operating Partnership's total unsecured notes payable outstanding as of March 31, 2017 and December 31, 2016 (in thousands):

Description of Debt	Principal Balance as of		Stated Interest Rate as of March 31, 2017	Stated Maturity Date
	March 31, 2017	December 31, 2016		
Term Loan A	\$ 100,000	\$ 100,000	Variable <sup>(1)</sup>	January 9, 2019 <sup>(2)</sup>
Senior Guaranteed Notes, Series A	150,000	150,000	4.04% <sup>(3)</sup>	October 31, 2021
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
Term Loan B	100,000	100,000	Variable <sup>(4)</sup>	March 1, 2023
Term Loan C	50,000	50,000	Variable <sup>(5)</sup>	March 1, 2023
Senior Guaranteed Notes, Series D	250,000	—	4.29% <sup>(6)</sup>	March 1, 2027
	850,000	600,000		
Debt issuance costs, net of accumulated amortization of \$4,675 and \$4,317, respectively	(5,248)	(3,650)		
<b>Total Unsecured Notes Payable</b>	<b>\$ 844,752</b>	<b>\$ 596,350</b>		

- (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 3.08% through its maturity date and extension options, subject to adjustments based on our consolidated leverage ratio.  
(2) The Operating Partnership has an option to extend the term loan up to one time, with such extension for a 12-month period. The foregoing extension option is exercisable by us subject to the satisfaction of certain conditions.  
(3) The Operating Partnership entered into a one-month forward-starting seven-year 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 in accordance with GAAP is approximately 3.88% per annum.  
(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.  
(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.  
(6) 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. The forward-starting interest rate swap contracts were deemed to be a highly effective cash flow hedge, accordingly, the effective interest rate in accordance with GAAP is approximately 3.87% per annum.

On March 1, 2017, the Operating Partnership entered into a Note Purchase Agreement for the private placement of \$250 million of 4.29% Senior Guaranteed Notes, Series D, due March 1, 2027 (the "Series D Notes"). The Series D Notes were issued on March 1, 2017 and will pay interest quarterly on the last day of January, April, July and October until their respective maturities.

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

The Note Purchase Agreement contains a number of customary financial covenants, including, without limitation, tangible net worth thresholds, secured and unsecured leverage ratios and fixed charge coverage ratios. Subject to the terms of the Note Purchase Agreement and the Series D Notes, upon certain events of default, including, but not limited to, (i) a default in the payment of any principal, Make-Whole Amount or interest under the Series D Notes, and (ii) a default in the payment of certain other indebtedness of the Operating Partnership, the Company or their subsidiaries, the principal and accrued and unpaid

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interest and the Make-Whole Amount on the outstanding Series D Notes will become due and payable at the option of the Purchasers.

The Operating Partnership's obligations under the Series D Notes are fully and unconditionally guaranteed by the Company and certain of their subsidiaries.

Certain loans require us to comply with various financial covenants. As of March 31, 2017, the Operating Partnership was in compliance with these financial covenants.

***Credit Facility***

On January 9, 2014, the Operating Partnership entered into an amended and restated credit agreement (the "Amended and Restated Credit Facility") which amended and restated the then in-place credit facility. The Amended and Restated Credit Facility provides for aggregate, unsecured borrowing of \$350 million, consisting of a revolving line of credit of \$250 million ("Revolver Loan") and a term loan of \$100 million ("Term Loan A"). The Amended and Restated Credit Facility has an accordion feature that may allow the Operating Partnership to increase the availability thereunder up to an additional \$250 million, subject to meeting specified requirements and obtaining additional commitments from lenders. At March 31, 2017, there was no outstanding balance under the Revolver Loan.

Borrowings under the Amended and Restated Credit Facility initially bear interest at floating rates equal to, at our option, either (1) LIBOR, plus a spread which ranges from (a) 1.35%-1.95% (with respect to the Revolver Loan) and (b) 1.30% to 1.90% (with respect to 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) the Eurodollar rate plus 100 bps, plus a spread which ranges from (i) 0.35%-0.95% (with respect to the Revolver Loan) and (ii) 0.30% to 0.90% (with respect to Term Loan A), in each case based on our consolidated leverage ratio.

The Revolver Loan initially matures on January 9, 2018, subject to the Operating Partnership's option to extend the Revolver Loan up to two times, with each such extension for a six-month period. Term Loan A initially matures on January 9, 2016, subject to the Operating Partnership's option to extend Term Loan A up to three times, with each such extension for a 12-month period. The foregoing extension options are exercisable by the Operating Partnership subject to the satisfaction of certain conditions. Effective as of January 9, 2017, the Operating Partnership exercised the second of three options to extend the maturity date of Term Loan A to January 9, 2018.

As of March 31, 2017, the Operating Partnership was in compliance with the Amended and Restated Credit Facility financial covenants.

**NOTE 8. 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 17,888,822 common units (the "noncontrolling common units"), and represented approximately 27.9% of the ownership interests in our Operating Partnership at March 31, 2017. 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 three months ended March 31, 2017, there were no conversions of common units into shares of our common stock.

***Earnings Per Unit of the Operating Partnership***

Basic earnings (loss) per unit ("EPU") of the Operating Partnership is computed by dividing income (loss) 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

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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Partnership unit awards based on distributions and the unvested Operating Partnership units' participation rights in undistributed earnings (losses).

The calculation of diluted earnings per unit for the three month periods ended March 31, 2017 and 2016 does not include the weighted average of 232,099 and 173,594 unvested 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.

**NOTE 9. 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. The sales of shares of our common stock made through the ATM equity program are made in "at-the-market" offerings as defined in Rule 415 of the Securities Act of 1933, as amended. During the three months ended March 31, 2017, the following shares of common stock were sold through the ATM equity programs (in thousands, except per share data and share amounts):

	<b>Three Months Ended March 31, 2017</b>
Number of shares of common stock issued through ATM programs	700,000
Weighted average price per share	\$43.46
Proceeds, gross	\$ 30,425
Sales agent compensation	(304)
Offering costs	(46)
Proceeds, net	<u>\$ 30,075</u>

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 March 31, 2017, we had the capacity to issue up to an additional \$176.2 million in shares of our common stock under our ATM equity program. Actual future sales will depend on a variety of factors including, but not limited to, market conditions, the trading price of our common stock and our capital needs. We have no obligation to sell the remaining shares available for sale under the ATM equity program.

***Dividends***

The following table lists the dividends declared and paid on our shares of common stock and noncontrolling common units during the three months ended March 31, 2017:

<b>Period</b>	<b>Amount per Share/Unit</b>	<b>Period Covered</b>	<b>Dividend Paid Date</b>
First Quarter 2017	\$ 0.26	January 1, 2017 to March 31, 2017	March 30, 2017

***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.

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
**Notes to Consolidated Financial Statements—(Continued)**  
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***Stock-Based Compensation***

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

The following table summarizes the activity of restricted stock awards during the three months ended March 31, 2017:

	Units	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2017	232,765	\$31.24
Forfeited	(768)	\$30.62
Nonvested at March 31, 2017	<u>231,997</u>	<u>\$31.24</u>

We recognize noncash compensation expense ratably over the vesting period, and accordingly, we recognized \$0.6 million in noncash compensation expense for both the three months ended March 31, 2017 and 2016, which is included in general and administrative expense on the consolidated statements of comprehensive income. Unrecognized compensation expense was \$3.1 million at March 31, 2017.

***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 232,099 and 173,594 for the three months ended March 31, 2017 and 2016, 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 months ended March 31, 2017 and 2016, 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.



**American Assets Trust, Inc. and American Assets Trust, L.P.**  
**Notes to Consolidated Financial Statements—(Continued)**  
**March 31, 2017**  
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The computation of basic and diluted EPS is presented below (dollars in thousands, except share and per share amounts):

	Three Months Ended March 31,	
	2017	2016
<b>NUMERATOR</b>		
Net income from operations	\$ 10,308	\$ 10,721
Less: Net income attributable to restricted shares	(60)	(43)
Less: Income from operations attributable to unitholders in the Operating Partnership	(2,861)	(3,027)
<b>Net income attributable to common stockholders—basic</b>	<b>\$ 7,387</b>	<b>\$ 7,651</b>
Income from operations attributable to American Assets Trust, Inc. common stockholders—basic	\$ 7,387	\$ 7,651
Plus: Income from operations attributable to unitholders in the Operating Partnership	2,861	3,027
<b>Net income attributable to common stockholders—diluted</b>	<b>\$ 10,248</b>	<b>\$ 10,678</b>
<b>DENOMINATOR</b>		
Weighted average common shares outstanding—basic	46,173,788	45,233,873
Effect of dilutive securities—conversion of Operating Partnership units	17,888,822	17,899,516
Weighted average common shares outstanding—diluted	64,062,610	63,133,389
<b>Earnings per common share, basic</b>	<b>\$ 0.16</b>	<b>\$ 0.17</b>
<b>Earnings per common share, diluted</b>	<b>\$ 0.16</b>	<b>\$ 0.17</b>

**NOTE 10. INCOME TAXES**

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

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

A deferred tax liability of \$0.3 million as of March 31, 2017 and December 31, 2016 is included on our consolidated balance sheets in relation to real estate asset basis differences of property subject to the Texas margin tax and certain prepaid expenses of our TRS.

Income tax expense is recorded in other income (expense), net on our consolidated statements of comprehensive income. For the three months ended March 31, 2017 and 2016, we recorded income tax benefit of \$0.2 million and income tax expense of \$0.1 million, respectively.

**NOTE 11. 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.

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

#### **Commitments**

At The Landmark at One Market, we lease (the "Annex Lease"), as lessee, a building adjacent to The Landmark under an operating lease effective through June 30, 2021, which we have the option to extend until 2031 by way of two five-year extension options.

At Waikiki Beach Walk, we sublease (the "FHB Sublease") a portion of the building of which Quiksilver is currently in possession, under an operating lease effective through December 31, 2021.

Current minimum annual payments under the leases are as follows, as of March 31, 2017 (in thousands):

Year Ending December 31,		
2017 (nine months ending December 31, 2017)	\$	2,411 <sup>(1)</sup>
2018		3,274
2019		3,347
2020		3,422
2021		3,460 <sup>(2)</sup>
Thereafter		24,823
Total	\$	<u>40,737</u>

(1) Lease payments on the FHB Sublease are based on the stated lease rate of \$70,578 through the end of the lease term, December 31, 2021.

(2) Lease payments on the Annex Lease will be equal to fair rental value from July 2021 through the end of the options lease term. In the table, we have shown the option lease payments for this period based on the stated rate for the month of June 2021 of \$217,744.

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

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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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 \$7.4 million based on operating performance through March 31, 2017.

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 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.

In connection with our initial public offering, we entered into tax protection agreements with certain limited partners of our Operating Partnership. These agreements provide that if we dispose of any interest with respect to Carmel Country Plaza, Carmel Mountain Plaza, Del Monte Center, Loma Palisades, Lomas Santa Fe Plaza, Waikele Center or the Torrey Plaza (formerly ICW Plaza) portion of Torrey Reserve Campus, in a taxable transaction during the period from the closing of our initial public offering through January 19, 2018, we will indemnify such limited partners for their tax liabilities attributable to their share of the built-in gain that existed with respect to such property interest as of the time of our initial public offering and tax liabilities incurred as a result of the reimbursement payment. Subject to certain exceptions and limitations, the indemnification rights will terminate for any such protected partner that sells, exchanges or otherwise disposes of more than 50% of his or her common units. We have no present intention to sell or otherwise dispose of the properties or interest therein in taxable transactions during the restriction period. If we were to trigger the tax protection provisions under these agreements, we would be required to pay damages in the amount of the taxes owed by these limited partners (plus additional damages in the amount of the taxes incurred as a result of such payment).

***Concentrations of Credit Risk***

Our properties are located in Southern California, Northern California, Hawaii, Oregon, Texas, and Washington. The ability of the tenants to honor the terms of their respective leases is dependent upon the economic, regulatory and social factors affecting the markets in which the tenants operate. Eleven 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 33.6% of total revenues for the three months ended March 31, 2017. This makes us susceptible to demand for retail rental space and subject to the risks associated with an investment in real estate with a concentration of tenants in the retail industry. Furthermore, tenants in the office industry accounted for 35.2% of total revenues for the three months ended March 31, 2017. 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 three months ended March 31, 2017 and 2016, no tenant accounted for more than 10% of our total rental revenue.

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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**NOTE 12. OPERATING LEASES**

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

As of March 31, 2017, 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,		
2017 (nine months ending December 31, 2017)	\$	128,417
2018		148,911
2019		116,181
2020		91,796
2021		70,333
Thereafter		184,190
Total	\$	<u>739,828</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.

**NOTE 13. COMPONENTS OF RENTAL INCOME AND EXPENSE**

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

	Three Months Ended March 31,	
	2017	2016
Minimum rents		
Retail	\$ 18,534	\$ 18,398
Office	23,122	22,468
Multifamily	7,235	5,839
Mixed-use	2,561	2,655
Cost reimbursement	7,888	7,642
Percentage rent	455	440
Hotel revenue	9,865	9,418
Other	380	385
Total rental income	<u>\$ 70,040</u>	<u>\$ 67,245</u>

Minimum rents include \$0.2 million and \$0.1 million for the three months ended March 31, 2017 and 2016, respectively, to recognize minimum rents on a straight-line basis. In addition, net amortization of above and below market leases included in minimum rents were \$0.9 million and \$0.8 million for the three months ended March 31, 2017 and 2016, respectively.

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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The principal components of rental expenses are as follows (in thousands):

	Three Months Ended March 31,	
	2017	2016
Rental operating	\$ 8,073	\$ 7,382
Hotel operating	6,551	5,776
Repairs and maintenance	2,531	2,566
Marketing	436	485
Rent	757	750
Hawaii excise tax	1,025	1,019
Management fees	486	475
Total rental expenses	<u>\$ 19,859</u>	<u>\$ 18,453</u>

**NOTE 14. OTHER INCOME, NET**

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

	Three Months Ended March 31,	
	2017	2016
Interest and investment income	\$ 147	\$ 15
Income tax benefit (expense)	163	(87)
Other non-operating income	—	96
Total other income, net	<u>\$ 310</u>	<u>\$ 24</u>

**NOTE 15. RELATED PARTY TRANSACTIONS**

At Torrey Plaza, we lease space to Insurance Company of the West, a California corporation ("ICW"), which is an insurance company majority owned and controlled by Ernest Rady, our Chief Executive Officer, President and Chairman of the Board. Our lease agreement with ICW expired on December 31, 2016. Rental revenue recognized on the leases of \$0.6 million for the three months ended March 31, 2016 is included in rental income. Additionally, we maintain a workers' compensation insurance policy with ICW, which was renewed on July 1, 2016 and the premium is approximately \$0.2 million for the period July 1, 2016 through July 1, 2017.

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 \$0.3 million and \$0.2 million for the three months ended March 31, 2017 and 2016, respectively, is included in rental expenses on the statements of comprehensive income.

**NOTE 16. 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,

**American Assets Trust, Inc. and American Assets Trust, L.P.**  
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interest expense, depreciation and amortization expense and other income and expense are not included in segment profit as our internal reporting addresses these items on a corporate level.

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

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

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b><i>Total Retail</i></b>		
Property revenue	\$ 24,791	\$ 24,371
Property expense	(6,691)	(6,080)
Segment profit	18,100	18,291
<b><i>Total Office</i></b>		
Property revenue	25,990	25,320
Property expense	(7,801)	(7,702)
Segment profit	18,189	17,618
<b><i>Total Multifamily</i></b>		
Property revenue	7,891	6,294
Property expense	(3,211)	(2,820)
Segment profit	4,680	3,474
<b><i>Total Mixed-Use</i></b>		
Property revenue	15,120	14,746
Property expense	(9,692)	(8,484)
Segment profit	5,428	6,262
<b>Total segments' profit</b>	<b>\$ 46,397</b>	<b>\$ 45,645</b>

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

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Total segments' profit	\$ 46,397	\$ 45,645
General and administrative	(5,082)	(4,549)
Depreciation and amortization	(17,986)	(17,453)
Interest expense	(13,331)	(12,946)
Other income, net	310	24
<b>Net income</b>	<b>10,308</b>	<b>10,721</b>
Net income attributable to restricted shares	(60)	(43)
Net income attributable to unitholders in the Operating Partnership	(2,861)	(3,027)
<b>Net income attributable to American Assets Trust, Inc. stockholders</b>	<b>\$ 7,387</b>	<b>\$ 7,651</b>

**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):

	March 31, 2017	December 31, 2016
<b>Net Real Estate</b>		
Retail	\$ 625,896	\$ 629,261
Office	810,913	813,414
Multifamily	201,955	203,014
Mixed-Use	184,559	185,857
	<u>\$ 1,823,323</u>	<u>\$ 1,831,546</u>
<b>Secured Notes Payable <sup>(1)</sup></b>		
Retail	\$ 36,249	\$ 36,424
Office	206,242	206,550
Multifamily	73,744	73,744
Mixed-Use	—	130,310
	<u>\$ 316,235</u>	<u>\$ 447,028</u>

(1) Excludes unamortized fair market value adjustments and debt issuance costs of \$0.5 million and \$1.8 million as of March 31, 2017 and December 31, 2016, respectively.

Capital expenditures for each segment for the three months ended March 31, 2017 and 2016 were as follows (in thousands):

	Three Months Ended March 31,	
	2017	2016
<b>Capital Expenditures <sup>(1)</sup></b>		
Retail	\$ 1,246	\$ 5,414
Office	6,360	10,929
Multifamily	459	1,344
Mixed-Use	90	65
	<u>\$ 8,155</u>	<u>\$ 17,752</u>

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

**NOTE 17. SUBSEQUENT EVENTS**

On April 28, 2017, we acquired the Pacific Ridge Apartments, a 533 unit, multifamily community, built in 2013 and located in San Diego, California. The purchase price was approximately \$232 million, excluding closing costs and prorations. The property was acquired with cash on hand and borrowings under our Amended and Restated Credit Agreement.

On April 25, 2017, we entered into a treasury lock contract with Bank of America, National Association to reduce the interest rate variability exposure of the projected interest cash flows of our prospective twelve-year debt offering (anticipated to close in May or June 2017). The treasury lock contract had a notional amount of \$100 million, a termination date of May 18, 2017, a fixed pay rate of 2.313%, and a receive rate equal to the ten-year treasury rate on the settlement date. There can be no assurances that the prospective debt offering described above will close on the term described herein, or at all.

The treasury lock contract was deemed to be highly effective cash flow hedge and we elected to designate the treasury lock contract as an accounting hedge.

## 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. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

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

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

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.



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*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, 2016.*

### **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 March 31, 2017, our portfolio was comprised of eleven retail shopping centers; seven office properties; a mixed-use property consisting of a 369-room all-suite hotel and a retail shopping center; and five multifamily properties. Additionally, as of March 31, 2017, we owned land at four of our properties that we classified as held for development and/or construction in progress. Our core markets include San Diego; the San Francisco Bay Area; Portland, Oregon; Bellevue, Washington; and Oahu, Hawaii. We are a Maryland corporation formed on July 16, 2010 to acquire the entities owning various controlling and noncontrolling interests in real estate assets owned and/or managed by Ernest S. Rady or his affiliates, including the Ernest Rady Trust U/D/T March 13, 1983, or the Rady Trust, and did not have any operating activity until the consummation of our initial public offering on January 19, 2011. Our Company, as the sole general partner of our Operating Partnership, has control of our Operating Partnership and owned 72.1% of our Operating Partnership as of March 31, 2017. Accordingly, we consolidate the assets, liabilities and results of operations of our Operating Partnership.

### **Critical Accounting Policies**

We identified certain critical accounting policies that affect certain of our more significant estimates and assumptions used in preparing our consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2016. We have not made any material changes to these policies during the periods covered by this report.

### **Same-store**

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

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In our determination of same-store and redevelopment same-store properties, Torrey Reserve Campus has been identified as a same-store redevelopment property due to significant construction activity. Office same-store net operating income increased approximately 5.3% for the three months ended March 31, 2017 compared to the same period in 2016. Office redevelopment same-store net operating income increased approximately 3.2% for the three months ended March 31, 2017 compared to the same period in 2016.

Below is a summary of our same-store composition for the three months ended March 31, 2017 and 2016. Lloyd District Portfolio was transferred into same-store properties due to the completion of development activity at Hassalo on Eighth. Hassalo on Eighth - Retail was included in non-same store properties when compared to the designations for the three months ended March 31, 2016. One development property, Torrey Reserve Land, was removed from development properties when compared to the designations for the three months ended March 31, 2016, due to completion of all Torrey Reserve Campus development during the second quarter of 2016.

	Three Months Ended March 31,	
	2017	2016
Same-Store	21	20
Non-Same Store	3	3
Total Properties	24	23
Redevelopment Same-Store	22	22
Total Development Properties	4	5

### Outlook

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

We continue our development efforts at Torrey Point (previously Sorrento Pointe) with planned construction to increase rentable office space by approximately 88,000 square feet. Construction of the project is expected to be completed during the second quarter of 2017, with an expected stabilization date in 2018. Projected costs of the development are approximately \$56 million, of which approximately \$34 million has been incurred to date. We expect the Torrey Point redevelopment to be stabilized in 2018 with an estimated stabilized yield of approximately 7% to 8%, based on initial estimates.

We intend to opportunistically pursue the development of future phases of Lloyd District Portfolio 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.

On April 28, 2017, we acquired the Pacific Ridge Apartments, a 533 unit, multifamily community, built in 2013 and located in San Diego, California. The purchase price was approximately \$232 million, excluding closing costs and prorations. The property was acquired with cash on hand and borrowings under our Amended and Restated Credit Agreement.

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.

## Leasing

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

During the three months ended March 31, 2017, we signed 15 retail leases for a total of 42,915 square feet of retail space including 33,114 square feet of comparable space leases (leases for which there was a prior tenant), at an average rental rate increase on a cash basis and GAAP basis of 2.2% and 10.2%, respectively. New retail leases for comparable spaces were signed for 10,381 square feet at an average rental rate decrease on a cash and GAAP basis of 7.2% and 1.0%, respectively. Renewals for comparable retail spaces were signed for 22,733 square feet at an average rental rate increase on a cash and GAAP basis of 8.0% and 17.0%, respectively. Tenant improvements and incentives were \$34.83 per square foot of retail space for comparable new leases for the three months ended March 31, 2017, mainly attributed to tenants at South Bay Marketplace.

During the three months ended March 31, 2017, we signed 16 office leases for a total of 123,929 square feet of office space including 92,029 square feet of comparable space leases, at an average rental rate increase on a cash and GAAP basis of 4.3% and 6.7%, respectively. New office leases for comparable spaces were signed for 69,802 square feet at an average rental rate increase on a cash and GAAP basis of 9.5% and 10.6%, respectively. Renewals for comparable office spaces were signed for 22,227 square feet at an average rental rate decrease on a cash and GAAP basis of 8.8% and 1.6%, respectively. Tenant improvements and incentives were \$36.49 per square foot of office space for comparable new leases for the three months ended March 31, 2017, mainly attributed to tenants at City Center Bellevue and Torrey Reserve Campus.

The rental increases associated with comparable spaces generally include all leases signed in arms-length transactions reflecting market leverage between landlords and tenants during the period. The comparison between average rent for expiring leases and new leases is determined by including minimum rent and percentage rent paid on the expiring lease and minimum 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 2017 generally become effective over the following year, though some may not become effective until 2018 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 2017, we believe our leasing volume will be in-line with our historical averages and result in overall positive increases in rental income. However, changes in rental income associated with individual signed leases on comparable spaces may be positive or negative, and we can provide no assurance that the rents on new leases will continue to increase at the above disclosed levels, if at all.

## Capitalized Costs

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

We capitalized external and internal costs related to both development and redevelopment activities combined of \$2.5 million and \$11.4 million for the three months ended March 31, 2017 and 2016, respectively.

We capitalized external and internal costs related to other property improvements combined of \$5.3 million and \$5.9 million for the three months ended March 31, 2017 and 2016, respectively.

We capitalized internal costs for salaries and related benefits for development and redevelopment activities and other property improvements, which are not significant for the three months ended March 31, 2017 and 2016, 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 \$0.4 million and \$0.5 million for the three months ended March 31, 2017 and 2016, 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 March 31, 2017 to the three months ended March 31, 2016*

The following summarizes our consolidated results of operations for the three months ended March 31, 2017 compared to our consolidated results of operations for the three months ended March 31, 2016. As of March 31, 2017, our operating portfolio was comprised of 24 retail, office, multifamily and mixed-use properties with an aggregate of approximately 5.9 million rentable square feet of retail and office space, including the retail portion of our mixed-use property, 1,579 residential units (including 122 RV spaces) and a 369-room hotel. Additionally, as of March 31, 2017, we owned land at four of our properties that we classified as held for development and/or construction in progress. As of March 31, 2016, our operating portfolio was comprised of 23 retail, office, multifamily and mixed-use properties with an aggregate of approximately 5.8 million rentable square feet of retail and office space, including the retail portion of our mixed-use property, 1,579 residential units (including 122 RV spaces) and a 369-room hotel. Additionally, as of March 31, 2016, we owned land at five of our properties that we classified as held for development and/or construction in progress.

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The following table sets forth selected data from our unaudited consolidated statements of comprehensive income for the three months ended March 31, 2017 and 2016 (dollars in thousands):

	Three Months Ended March 31,		Change	%
	2017	2016		
<b>Revenues</b>				
Rental income	\$ 70,040	\$ 67,245	\$ 2,795	4 %
Other property income	3,752	3,486	266	8
Total property revenues	73,792	70,731	3,061	4
<b>Expenses</b>				
Rental expenses	19,859	18,453	1,406	8
Real estate taxes	7,536	6,633	903	14
Total property expenses	27,395	25,086	2,309	9
Total property income	46,397	45,645	752	2
General and administrative	(5,082)	(4,549)	(533)	12
Depreciation and amortization	(17,986)	(17,453)	(533)	3
Interest expense	(13,331)	(12,946)	(385)	3
Other income, net	310	24	286	1,192
<b>Net income</b>	10,308	10,721	(413)	(4)
Net income attributable to restricted shares	(60)	(43)	(17)	40
Net income attributable to unitholders in the Operating Partnership	(2,861)	(3,027)	166	(5)
<b>Net income attributable to American Assets Trust, Inc. stockholders</b>	<b>\$ 7,387</b>	<b>\$ 7,651</b>	<b>\$ (264)</b>	<b>(3)%</b>

*Revenue*

*Total property revenues.* Total property revenue consists of rental revenue and other property income. Total property revenue increased \$3.1 million, or 4%, to \$73.8 million for the three months ended March 31, 2017 compared to \$70.7 million for the three months ended March 31, 2016. The percentage leased was as follows for each segment as of March 31, 2017 and 2016:

	Percentage Leased <sup>(1)</sup>	
	March 31,	
	2017	2016
Retail	96.9%	98.6%
Office	89.3%	91.3%
Multifamily	93.4%	79.4%
Mixed-Use <sup>(2)</sup>	94.1%	97.8%

(1) The percentage leased includes the square footage under lease, including leases which may not have commenced as of March 31, 2017 or March 31, 2016, as applicable.

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

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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 \$2.8 million, or 4%, to \$70.0 million for the three months ended March 31, 2017 compared to \$67.2 million for the three months ended March 31, 2016. Rental revenue by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio(1)			
	Three Months Ended March 31,		Change	%	Three Months Ended March 31,		Change	%
	2017	2016			2017	2016		
Retail	\$ 24,438	\$ 24,052	\$ 386	2%	\$ 24,107	\$ 24,045	\$ 62	—%
Office	24,686	24,084	602	2	20,561	19,962	599	3
Multifamily	7,245	5,845	1,400	24	4,562	4,408	154	3
Mixed-Use	13,671	13,264	407	3	13,671	13,264	407	3
	<u>\$ 70,040</u>	<u>\$ 67,245</u>	<u>\$ 2,795</u>	<u>4%</u>	<u>\$ 62,901</u>	<u>\$ 61,679</u>	<u>\$ 1,222</u>	<u>2%</u>

(1) For this table and tables following, the same-store portfolio excludes: (i) Torrey Reserve Campus due to significant redevelopment activity during the period; (ii) Hassalo on Eighth - Multifamily, which became available for occupancy in July and October of 2015; (iii) Hassalo on Eighth - Retail, which was placed in operation in April and July of 2016; and (iv) land held for development.

Retail rental revenue increased \$0.4 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 due to completion of the Hassalo on Eighth retail buildings, which became available for occupancy during 2016, and had incremental rental revenue of approximately \$0.3 million for the three months ended March 31, 2017.

Office rental revenue increased \$0.6 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 due to higher annualized base rents and additional cost reimbursements during the three months ended March 31, 2017, primarily at the Lloyd District Portfolio and City Center Bellevue.

Multifamily rental revenue increased \$1.4 million for the three months ended March 31, 2017 primarily due to an increase in occupancy at the Hassalo on Eighth multifamily buildings for the three months ended March 31, 2017 compared to the three months ended March 31, 2016.

Mixed-use rental revenue increased \$0.4 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to higher revenue per available room of \$297 for the three months ended March 31, 2017 compared to \$280 for the three months ended March 31, 2016 and an increase in occupancy to 92% for the three months ended March 31, 2017 compared to 87% for the three months ended March 31, 2016.

*Other property income.* Other property income increased \$0.3 million, or 8%, to \$3.8 million for the three months ended March 31, 2017 compared to \$3.5 million for the three months ended March 31, 2016. Other property income by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended March 31,		Change	%	Three Months Ended March 31,		Change	%
	2017	2016			2017	2016		
Retail	\$ 353	\$ 319	\$ 34	11 %	\$ 303	\$ 319	\$ (16)	(5)%
Office	1,304	1,236	68	6	1,309	1,245	64	5
Multifamily	646	449	197	44	321	298	23	8
Mixed-Use	1,449	1,482	(33)	(2)	1,449	1,482	(33)	(2)
	<u>\$ 3,752</u>	<u>\$ 3,486</u>	<u>\$ 266</u>	<u>8 %</u>	<u>\$ 3,382</u>	<u>\$ 3,344</u>	<u>\$ 38</u>	<u>1 %</u>

Multifamily other property income increased \$0.2 million for the three months ended March 31, 2017 primarily due to increase in occupancy at the Hassalo on Eighth multifamily buildings for the three months ended March 31, 2017.

*Property Expenses*

*Total Property Expenses.* Total property expenses consist of rental expenses and real estate taxes. Total property expenses increased \$2.3 million, or 9%, to \$27.4 million, for the three months ended March 31, 2017 compared to \$25.1 million for the three months ended March 31, 2016.

*Rental Expenses.* Rental expenses increased \$1.4 million, or 8%, to \$19.9 million for the three months ended March 31, 2017 compared to \$18.5 million for the three months ended March 31, 2016. Rental expense by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended March 31,				Three Months Ended March 31,			
	2017	2016	Change	%	2017	2016	Change	%
Retail	\$ 3,418	\$ 3,198	\$ 220	7%	\$ 3,368	\$ 3,160	\$ 208	7%
Office	5,052	5,025	27	1	4,183	4,335	(152)	(4)
Multifamily	2,365	2,358	7	—	1,256	1,163	93	8
Mixed-Use	9,024	7,872	1,152	15	9,024	7,872	1,152	15
	<u>\$ 19,859</u>	<u>\$ 18,453</u>	<u>\$ 1,406</u>	<u>8%</u>	<u>\$ 17,831</u>	<u>\$ 16,530</u>	<u>\$ 1,301</u>	<u>8%</u>

Retail rental expenses increased \$0.2 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due an increase in bad debt expense at Lomas Santa Fe Plaza and an increase in repair and maintenance expense at Alamo Quarry Market and Carmel Mountain Plaza.

Same-store office rental expenses decreased \$0.2 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to a decrease in repair and maintenance expenses among our same-store office properties during the period.

Mixed-use rental expenses increased \$1.2 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to an increase in bad debt expense at the hotel portion of our mixed-use property attributable to a bankruptcy filed by one of the hotel's travel agents. The increase in rental expenses is also attributed to an increase in room expenses at the hotel portion of our mixed-use property attributable to the increase in occupancy during the period.

*Real Estate Taxes.* Real estate taxes increased \$0.9 million, or 14%, to \$7.5 million for the three months ended March 31, 2017 compared to \$6.6 million for the three months ended March 31, 2016. Real estate tax expense by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended March 31,				Three Months Ended March 31,			
	2017	2016	Change	%	2017	2016	Change	%
Retail	\$ 3,273	\$ 2,882	\$ 391	14%	\$ 3,218	\$ 2,860	\$ 358	13%
Office	2,749	2,677	72	3	2,198	2,161	37	2
Multifamily	846	462	384	83	430	424	6	1
Mixed-Use	668	612	56	9	668	612	56	9
	<u>\$ 7,536</u>	<u>\$ 6,633</u>	<u>\$ 903</u>	<u>14%</u>	<u>\$ 6,514</u>	<u>\$ 6,057</u>	<u>\$ 457</u>	<u>8%</u>

Retail real estate taxes increased \$0.4 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to an increase in the assessed value of Alamo Quarry Market and Waikele Center.

Multifamily real estate taxes increased \$0.4 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to receipt of assessed taxes at the Hassalo on Eighth multifamily buildings, which were estimated for by the Company during the three months ended March 31, 2016.

*Property Operating Income*

Property operating income increased \$0.8 million, or 2%, to \$46.4 million for the three months ended March 31, 2017, compared to \$45.6 million for the three months ended March 31, 2016. Property operating income by segment was as follows (dollars in thousands):

	Total Portfolio				Same-Store Portfolio			
	Three Months Ended March 31,		Change	%	Three Months Ended March 31,		Change	%
	2017	2016			2017	2016		
Retail	\$ 18,100	\$ 18,291	\$ (191)	(1)%	\$ 17,824	\$ 18,344	\$ (520)	(3)%
Office	18,189	17,618	571	3	15,489	14,711	778	5
Multifamily	4,680	3,474	1,206	35	3,197	3,119	78	3
Mixed-Use	5,428	6,262	(834)	(13)	5,428	6,262	(834)	(13)
	<u>\$ 46,397</u>	<u>\$ 45,645</u>	<u>\$ 752</u>	<u>2 %</u>	<u>\$ 41,938</u>	<u>\$ 42,436</u>	<u>\$ (498)</u>	<u>(1)%</u>

Retail property operating income decreased \$0.2 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to an increase real estate taxes at Alamo Quarry Market, which were not fully recoverable due to tenant recovery limits, and at Waikēle Center, which were also not fully recoverable due to a decrease in the percentage leased during the period. These increases were offset by completion of the Hassalo on Eighth retail buildings, which became available for occupancy during 2016, and had incremental rental revenue of approximately \$0.3 million for the three months ended March 31, 2017.

Office property operating income increased \$0.6 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to an increase in annualized base rents during the three months ended March 31, 2017, primarily at the Lloyd District Portfolio and City Center Bellevue.

Multifamily property operating income increased \$1.2 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 primarily due to an increase in occupancy at the Hassalo on Eighth multifamily buildings during the period.

Mixed-use property operating income decreased \$0.8 million for the three months ended March 31, 2017 compared to the three months ended March 31, 2016. The decrease was primarily due to an increase in bad debt expense during the period at the hotel portion of our mixed-use property attributable to a bankruptcy filed by one of the hotel's travel agents. The increase in rental expenses is also attributed to an increase in room expenses at the hotel portion of our mixed-use property attributable to the increase in occupancy during the period.

*Other*

*General and Administrative.* General and administrative expenses increased \$0.5 million, or 12%, to \$5.1 million for the three months ended March 31, 2017, compared to \$4.5 million for the three months ended March 31, 2016. This increase was primarily due to an increase in employee-related costs.

*Depreciation and Amortization.* Depreciation and amortization expense increased \$0.5 million, or 3%, to \$18.0 million for the three months ended March 31, 2017, compared to \$17.5 million for the three months ended March 31, 2016. This increase was primarily due to depreciation and amortization attributable to the completion of the Hassalo on Eighth retail buildings during 2016.

*Interest Expense.* Interest expense increased \$0.4 million, or 3%, to \$13.3 million for the three months ended March 31, 2017, compared to \$12.9 million for the three months ended March 31, 2016. This increase was primarily due to the closing of our Series D Notes offering on March 1, 2017.

*Other Income, Net.* Other income, net increased \$0.3 million, or 1,192%, to \$0.3 million for the three months ended March 31, 2017, compared to \$0.02 million for the three months ended March 31, 2016, primarily due to an increase in interest and investment income attributed to higher cash balances during the period. The increase is also attributed to income tax benefit during the period attributed to losses associated with our TRS lease.

**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.



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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 March 31, 2017, the company owned an approximate 72.1% partnership interest in the Operating Partnership. The remaining 27.9% 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 7 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 March 31, 2017, 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.

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

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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 February 2015, the company filed a universal shelf registration statement on Form S-3 with the SEC, which was deemed automatically effective and which provides for the registration of unspecified amounts of securities. 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. The sales of shares of the company's common stock made through the ATM equity program are made in "at-the-market" offerings as defined in Rule 415 of the Securities Act. As of March 31, 2017, we had the capacity to issue up to an additional \$176.2 million in shares of common stock under the ATM equity program. 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 our net taxable income. As of March 31, 2017, we held \$190.1 million in cash and cash equivalents.

Our short-term liquidity requirements consist primarily of operating expenses and other expenditures associated with our properties, regular debt service requirements, dividend payments to 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.

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Our overall capital requirements for the remainder of 2017 will depend upon acquisition opportunities, the level of improvements and redevelopments on existing properties and the timing and cost of development of Torrey Point. Construction at Torrey Point is in process and is expected to be complete in 2017, which will result in approximately 88,000 additional square feet of office space. We expect to invest approximately \$56 million related to Torrey Point, of which approximately \$34 million has been incurred as of March 31, 2017. Our capital investments will be funded on a short-term basis with 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. Our ability to incur additional debt will be dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our capital investments may also be funded by additional equity including shares issued by American Assets Trust, Inc. under its ATM equity program. Although there is no intent at this time, if market conditions deteriorate, we may also delay the timing of future development and redevelopment projects as well as limit future acquisitions, reduce our operating expenditures, or re-evaluate our dividend policy.

In February 2015, the Operating Partnership filed a universal shelf registration on Form S-3 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 three months ended March 31, 2017 to the three months ended March 31, 2016***

Cash and cash equivalents were \$190.1 million and \$44.0 million at March 31, 2017 and 2016, respectively.

Net cash provided by operating activities increased \$13.6 million to \$47.8 million for the three months ended March 31, 2017 compared to \$34.3 million for the three months ended March 31, 2016. The increase in cash from operations was primarily due to the settlement of the forward-starting interest rate swaps during the three months ended March 31, 2017 in connection with the Series D Notes issued on March 1, 2017.

Net cash used in investing activities decreased \$4.6 million to \$13.3 million for the three months ended March 31, 2017 compared to \$17.9 million for the three months ended March 31, 2016. The decrease was primarily due to completion of development activity at the Hassalo on Eighth retail buildings during 2016.

Net cash provided by financing activities increased \$123.0 million to cash provided of \$110.7 million for the three months ended March 31, 2017 compared to cash used of \$12.3 million for the three months ended March 31, 2016. The increase in cash provided by financing activities was primarily due to the Series D Notes issued on March 1, 2017. The increase is offset by repayment of the mortgage at Waikiki Beach Walk Retail.

### **Net Operating Income**

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

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

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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 months ended March 31, 2017 and 2016 computed in accordance with GAAP (in thousands):

	Three Months Ended March 31,	
	2017	2016
Net operating income	\$ 46,397	\$ 45,645
General and administrative	(5,082)	(4,549)
Depreciation and amortization	(17,986)	(17,453)
Interest expense	(13,331)	(12,946)
Other income (expense), net	310	24
<b>Net income</b>	<b>\$ 10,308</b>	<b>\$ 10,721</b>

#### 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 (loss) (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, impairment losses, real-estate related depreciation and amortization (excluding amortization of deferred financing costs) and after adjustments for unconsolidated partnerships and joint ventures.

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

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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 months ended March 31, 2017 and 2016 to net income, the nearest GAAP equivalent (in thousands, except per share and share data):

	Three Months Ended March 31,	
	2017	2016
<b>Funds from Operations (FFO)</b>		
Net income	\$ 10,308	\$ 10,721
Plus: Real estate depreciation and amortization	17,986	17,453
Funds from operations	28,294	28,174
Less: Nonforfeitable dividends on incentive restricted stock awards	(59)	(42)
FFO attributable to common stock and units	\$ 28,235	\$ 28,132
FFO per diluted share/unit	\$ 0.44	\$ 0.45
Weighted average number of common shares and units, diluted <sup>(1)</sup>	64,066,561	63,136,341

(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 March 2027) 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 March 31, 2017, we had \$916.2 million of fixed rate debt outstanding with an estimated fair value of \$923.2 million. 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. Additionally, we consider our \$250.0 million term loan outstanding as of March 31, 2017 to be fixed rate debt as the rate is effectively fixed by an interest rate swap agreement. If interest rates at March 31, 2017 had been 1.0% higher, the fair value of those debt instruments on that date would have decreased by approximately \$44.7 million. If interest rates at March 31, 2017 had been 1.0% lower, the fair value of those debt instruments on that date would have increased by approximately \$48.3 million.

##### *Variable Interest Rate Debt*

At March 31, 2017, we had \$250.0 million of variable rate debt outstanding. We have 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.

#### **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 March 31, 2017, 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 March 31, 2017, 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 March 31, 2017, 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 March 31, 2017, 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, 2016.

**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**

<b>Exhibit No.</b>	<b>Description</b>
10.1 (1)	Note Purchase Agreement, dated as of March 1, 2017 by and among American Assets Trust, Inc., American Assets Trust, L.P. and the purchasers named therein.
10.1 (2)	Purchase Agreement and Escrow Instructions between CP III Pacific Ridge RF, LLC, CP III Pacific Ridge Solar, LLC, collectively as Seller, and American Assets Trust, Inc., as Purchaser, dated March 24, 2017
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 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*	The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statement of Equity, (iv) Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements that have been detail tagged.

\* Filed herewith.

(1) Incorporated herein by reference to American Assets Trust, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2017.

(2) Incorporated herein by reference to American Assets Trust, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 27, 2017.

**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, President and Chief Executive Officer  
(Principal Executive Officer)

/s/ ERNEST RADY

Ernest Rady  
Chairman, President 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)

/s/ ROBERT F. BARTON

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

Date: May 5, 2017

Date: May 5, 2017

**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: May 5, 2017

/s/ ERNEST RADY

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Ernest Rady  
Chairman, President 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: May 5, 2017

/s/ ERNEST RADY

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Ernest Rady  
Chairman, President 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: May 5, 2017

/s/ ROBERT F. BARTON

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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: May 5, 2017

/s/ ROBERT F. BARTON

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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 March 31, 2017 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, President and Chief Executive Officer

/s/ ROBERT F. BARTON

Robert F. Barton

EVP and Chief Financial Officer

Date: May 5, 2017

**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 March 31, 2017 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

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Ernest Rady

Chairman, President and Chief Executive Officer

/s/ ROBERT F. BARTON

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Robert F. Barton

EVP and Chief Financial Officer

Date: May 5, 2017



