

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>DDR CORP. 401(K) PLAN & TRUST</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>07/01/1994</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DDR CORP.</u> <u>3300 ENTERPRISE PARKWAY</u> <u>BEACHWOOD, OH 44122-7249</u>	2b Employer Identification Number (EIN) <u>34-1723097</u> 2c Sponsor's telephone number <u>877-225-5337</u> 2d Business code (see instructions) <u>531390</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/09/2013</u>	<u>LORI PARSONS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/09/2013</u>	<u>LORI PARSONS</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address DDR CORP. 3300 ENTERPRISE PARKWAY BEACHWOOD, OH 44122-7249	3b Administrator's EIN 34-1723097 3c Administrator's telephone number 877-225-5337
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 765
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 577
b Retired or separated participants receiving benefits.....	6b 2
c Other retired or separated participants entitled to future benefits.....	6c 138
d Subtotal. Add lines 6a , 6b , and 6c	6d 717
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 2
f Total. Add lines 6d and 6e	6f 719
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 663
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 40
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DDR CORP. 401(K) PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DDR CORP.</u>	D Employer Identification Number (EIN) <u>34-1723097</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

M HOLDING SECURITIES

34-1964633

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 17	CONSULTANT	25100	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	18084	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER NEW PERSPECT R4 - AMERICAN FUN 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP INV - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COHEN & STEERS RLTY - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.40%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX STOCK - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE LOW PR STK SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan DDR CORP. 401(K) PLAN & TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 DDR CORP.	D Employer Identification Number (EIN) 34-1723097	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1763816	2017950
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	581147	482058
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24894119	28342123
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	27239082	30842131

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	27239082	30842131
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1003038	
(B) Participants	2a(1)(B)	2764026	
(C) Others (including rollovers)	2a(1)(C)	52701	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3819765
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	427	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	21674	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		22101
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	828396	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		828396
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3066476
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7736738

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4089192	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		4089192
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	44497	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		44497
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4133689

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3603049
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: LIBMAN, GOLDSTINE, KOPPERMAN & WOLF

(2) EIN: 34-1085938

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DDR CORP. 401(K) PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DDR CORP.</u>	D Employer Identification Number (EIN) <u>34-1723097</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



DDR Corp. 401(k) Plan and Trust

Financial Statements

For the Years Ended December 31, 2012 and 2011

Together With Independent Auditors' Report



INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
DDR Corp. 401(k) Plan and Trust:

Report on the Financial Statements

Suite 925
Fifth Third Center
600 Superior Avenue East
Cleveland OH 44114
Tel 216.373.2500
Fax 216.373.2501
www.lgkw.com

We were engaged to audit the accompanying financial statements of DDR Corp. 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Libman, Goldstone, Lepperman & Wolf

Cleveland, Ohio
October 8, 2013

**DDR Corp. 401(k) Plan and Trust
December 31, 2012**

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Note: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974 have been omitted because the conditions under which they are required are not present.

DDR Corp. 401(k) Plan and Trust

Statements of Net Assets Available for Plan Benefits
At December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments at fair value	\$ 30,360,073	\$ 26,657,935
Participants' notes receivable	<u>482,058</u>	<u>581,147</u>
Net assets available for plan benefits	<u>\$ 30,842,131</u>	<u>\$ 27,239,082</u>

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

DDR Corp. 401(k) Plan and TrustStatement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2012

	<u>2012</u>
Additions to net assets attributed to:	
Investment income:	
Dividends and interest - mutual fund investments	\$ 828,705
Interest - participants' notes receivable	21,674
Net appreciation in fair value of investments	<u>3,066,594</u>
Net investment income	3,916,973
 Contributions:	
Employer	1,003,038
Participants	2,764,026
Participants' rollovers	<u>52,701</u>
Total contributions	<u>3,819,765</u>
	7,736,738
 Deductions from net assets attributed to:	
Participants' benefits	4,089,192
Administrative expenses	<u>44,497</u>
	<u>4,133,689</u>
 Net increase	3,603,049
 Net assets available for benefits	
Beginning of year	<u>27,239,082</u>
 End of year	<u><u>\$ 30,842,131</u></u>

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

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements
December 31, 2012 and 2011

1. FORMATION OF PLAN AND SUMMARY OF ACCOUNTING POLICIES:

Formation of Plan

Effective July 1, 1994, Developers Diversified Realty Corporation formed the Developers Diversified Realty Corporation Profit Sharing Plan and Trust. Effective September 14, 2011, Developers Diversified Realty Corporation officially changed its name to DDR Corp. (the "Company") and the Developers Diversified Realty 401(k) Plan and Trust was renamed the DDR Corp. 401(k) Plan and Trust (the "Plan").

Basis of Accounting

The accompanying financial statements have been prepared on an accrual basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

Participants' Notes Receivable

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Securities which are traded on a national securities exchange are valued at the last reported sales price on the last business day of the year; securities traded on the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices. Shares of mutual funds are valued at the net asset value of the shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded as of the dividend payable date.

The Plan presents in the Statement of Changes in Net Assets Available for Plan Benefits the net appreciation or depreciation in the fair value of its investments which is comprised of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Payment of Benefits

Benefits are recorded when paid.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Administrative Expenses

The Company may, at its discretion, pay the administrative expenses of the Plan. Any expenses not paid by the Company will be paid out of Plan assets. In 2012 and 2011, Plan expenses were primarily paid out of Plan assets.

Risks and Uncertainties

The Plan invests in various investment securities (including investments in domestic and international mutual funds and bonds). Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

2. DESCRIPTION OF PLAN:

The following description of the Plan provides only general information with respect to the Plan. The Plan was adopted so that all employees of the Company could participate in the Plan, if certain Plan requirements were met. Participants should refer to the Plan Adoption Agreement for a complete description of the Plan.

General

The Plan is a defined contribution plan that covers all eligible employees, as defined, of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants have the right to direct the trustee to invest their contributions, in one or more permitted investment funds, as defined by the Plan. The Plan covers substantially all of the officers and employees of the Company and permits participants to defer a portion of their compensation, not to exceed limits imposed by the Internal Revenue Code ("IRC"). The Plan permits catch up contributions of up to \$5,500 for those participants who are age 50 or older by the end of the calendar year and making deferral contributions to the Plan.

The Plan provides that the Company will match 50% of the participant's elective deferral for the plan year up to a maximum of 6% of a participant's eligible earnings.

The Plan requires the Company's matching contribution to be allocated based on participants' elections.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) Plan earnings. Allocations are based upon participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants elect to maintain their accounts in a combination of investment funds. Separate accounting for each of the participants' funds is maintained pursuant to the participant's designated election.

Forfeitures

Non-vested employer contributions are forfeited by an individual upon termination. Forfeitures are applied to reduce future contributions or administrative expenses by the Company.

Forfeiture activity for the year ended December 31, 2012 was as follows:

Beginning balance	\$ 84,507
Forfeitures	80,148
Utilized to reduce company match or pay administrative expenses	(36,004)
Ending balance	<u>\$ 128,651</u>

Vesting

Participants are immediately vested in their rollover or distributions from other defined contribution plans and their eligible earnings deferral contributions plus actual earnings thereon, with the exception of the Company contributions, which vest at the rate of 20% per service year until fully vested. Participants were credited with years of service prior to the formation of the Plan for vesting purposes.

Participants' Notes Receivable

Under the terms of the Plan, participants may borrow from their accounts up to a maximum of \$50,000 or 50% of their vested account balance. Loan terms shall not exceed five years, unless the loan is used to acquire a principal residence. The loans are secured by the balance in the participants' accounts and bear interest at rates ranging from 4.25% to 8.50% at December 31, 2012.

Payment of Benefits

The liability of the Plan for benefits to participants is limited to the fair value of the Plan assets. A participant is entitled to receive the full value of his or her vested account at age 59½, death or disability, prior to retirement, or upon termination of employment. If the vested balance is \$1,000 or less, the form of distribution is a single lump-sum payment. If the vested balance is greater than \$1,000 and less than \$5,000, and the participant does not make an election to either receive or to roll over the distribution, the distribution must be rolled over to an IRA. If the vested balance

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

exceeds \$5,000, the participant will receive the benefits through a single lump-sum cash payment, all or a portion of which may be rolled over into an IRA or into another employer's qualified Plan. If a participant's employment terminates as a result of a permanent physical or mental disability, the participant will be fully vested as of the date of the disability.

Additionally, in-service withdrawals are permitted for active participants in the event of financial hardship or upon attainment of certain age and service requirements, as defined. Rollover contributions may be withdrawn by active participants at any time.

There were no benefits payable at December 31, 2012 and 2011, for any processed and approved, but unpaid claims.

3. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE:

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, and as instructed by the Plan administrator, no audit procedures have been performed on certain information certified by Fidelity Management Trust Company, the trustee of the Plan for the period January 1, 2012 to December 31, 2012, except to compare such information to the information included in the accompanying financial statements and schedule. Information certified by the trustee includes investments and participant loans included in the Statement of Net Assets Available for Plan Benefits at December 31, 2012 and investment income included in the Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2012, as follows:

Investments, at fair value:

Mutual funds	\$30,360,073
Participant loans	482,058
Net investment income	3,916,973

4. INVESTMENTS:

The trustee of the Plan maintains the following separate investment accounts under the Plan in which participants may direct contributions. Fidelity Investments has provided the descriptions of the investment accounts, as follows:

Fidelity Investments:

Spartan 500 Index Fund – This fund seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States.

Balanced Fund – This fund pursues capital growth and income by investing in a combination of stocks and other equity securities as well as bonds and other debt securities.

Capital Appreciation Fund – This fund seeks capital appreciation and invests mainly in stocks of both domestic and foreign issuers.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Diversified International Fund – This fund seeks capital growth by primarily investing in non-U.S. securities, primarily common stocks.

Retirement Money Market Portfolio – This fund seeks to obtain as high a level of current income as is consistent with the preservation of capital and liquidity. It invests in U.S. dollar-denominated money market securities of domestic and foreign issuers and repurchase agreements.

U.S. Bond Index Fund – This fund seeks to provide investment results that correspond to the total return of the bonds in the Barclays Capital U.S. Aggregate Bond Index.

Government Income Fund – This fund seeks to provide a high level of current income in order to preserve capital. It invests in U.S. Government and U.S. Government agencies' securities.

Freedom Income Fund – This fund focuses primarily on high current income and, as a secondary objective, some capital appreciation for those already in retirement. It invests in a combination of investment grade and high yield fixed income, money market funds and domestic equity.

Freedom 2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050 and 2055 – These funds focus primarily on high total return, investing in a mix of Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy. Ultimately, these funds will merge with Fidelity Freedom Income Fund.

Other Investments:

American Funds New Perspective Fund – This fund seeks capital appreciation and income by primarily investing in established companies globally, including the United States.

Artisan Mid Cap Investment – This fund pursues long-term capital growth through a diversified portfolio of stocks of mid-sized companies.

Cohen & Steers Realty Shares Fund – This fund seeks to provide maximum total return through a combination of capital growth and current income. The fund primarily invests in stocks of real estate companies, including real estate investment trusts.

Dodge & Cox Stock Fund – This fund pursues long-term growth of principal and income. This fund invests primarily in a broadly diversified portfolio of common stocks that it believes to be temporarily undervalued by the market but could have a favorable outlook for long-term growth.

PIMCO Total Return Fund - This fund seeks maximum total return, consistent with preservation of capital and prudent investment management. The fund primarily invests in a diversified portfolio of investment grade fixed income instruments of varying maturities.

Royce Low-Priced Stock Fund – This fund pursues long-term capital growth. This fund invests primarily in small and micro-cap companies whose average cost per share in the Fund's portfolio is less than \$25 per share.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Vanguard Selected Value Fund – This fund pursues long-term capital growth. This fund invests in medium-sized U.S. companies with an emphasis in companies with relatively low price/earnings ratios and book value.

The following presents individual investments that represent 5 percent or more of the Plan's net assets:

Investments at Fair Value

	December 31,	
	2012	2011
Fidelity Investments, Balanced Fund, 73,051 and 76,787 shares, respectively	\$1,474,162*	\$1,396,764
Fidelity Investments, Capital Appreciation Fund, 99,607 and 103,123 shares, respectively	2,926,440	2,538,891
Fidelity Investments, Diversified International Fund, 59,226 and 64,246 shares, respectively	1,773,223	1,639,547
Fidelity Investments, Retirement Money Market Portfolio, 2,017,950 and 1,763,816 shares, respectively	2,017,950	1,763,816
Fidelity Investments, U.S. Bond Index Fund, 140,050 and 140,744 shares, respectively	1,665,192	1,657,963
Artisan Mid Cap Investment, 70,783 and 77,024 shares, respectively	2,657,187	2,536,392
Dodge & Cox Stock Fund, 29,795 and 32,480 shares, respectively	3,632,063	3,301,243
Royce Low-Priced Fund, 95,841 and 99,054 shares, respectively	1,326,444*	1,417,463

* Less than 5% at December 31, 2012; presented for comparison purposes

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,066,594.

5. FAIR VALUE OF FINANCIAL INSTRUMENTS:

Fair Value Hierarchy

The standard *Fair Value Measurements* specifies a hierarchy of valuation techniques based upon whether the inputs to those valuation techniques reflect assumptions other market participants would use based upon market data obtained from independent sources (observable inputs). The following summarizes the fair value hierarchy:

- Level 1 — Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

- **Level 2** — Quoted prices for identical assets and liabilities in markets that are inactive, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly, such as interest rates and yield curves that are observable at commonly quoted intervals;
- **Level 3** — Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Plan's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Items Measured at Fair Value on a Recurring Basis

The following tables present information about the Plan's financial assets and liabilities, which consist of mutual fund investments that are included in assets at December 31, 2012 and 2011, measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation techniques utilized by the Plan to determine such fair value.

	Fair Value Measurements			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2012</u>				
Mutual Funds:				
Money Market Funds	\$ 2,017,950	\$ —	\$ —	\$ 2,017,950
Stock Funds	16,505,381	—	—	16,505,381
Balanced Funds	9,491,324	—	—	9,491,324
Bond Funds	2,345,418	—	—	2,345,418
Total assets at fair value	<u>\$ 30,360,073</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 30,360,073</u>

	Fair Value Measurements			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2011</u>				
Mutual Funds:				
Money Market Funds	\$ 1,763,815	\$ —	\$ —	\$ 1,763,815
Stock Funds	14,820,062	—	—	14,820,062
Balanced Funds	8,312,860	—	—	8,312,860
Bond Funds	1,761,198	—	—	1,761,198
Total assets at fair value	<u>\$ 26,657,935</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 26,657,935</u>

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

6. PLAN TERMINATION:

Under the Plan, the Company has the right to discontinue contributions and terminate the Plan at any time, although the Company has not expressed any interest to do so. In the event of termination, participants' accounts become fully vested if the participant has not (1) incurred a five-year break in service, or (2) received payment of their vested account balance. The participants' accounts are to be distributed to the participants according to the directions of the Plan Advisory Committee administering the Plan.

7. INCOME TAX STATUS:

The Internal Revenue Service has determined and informed the Company by a letter dated June 26, 2008, that the Plan qualifies under Section 401(a) of the IRC and therefore is exempt from federal income taxes. In management's opinion, the Plan is operating in compliance with the applicable provisions of the IRC and other post-1986 legislation. The Plan administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status. The application for tax exempt status of the Plan does not apply to the taxability of distributions to participants under the Plan.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. SUBSEQUENT EVENTS:

Management has evaluated subsequent events through October 8, 2013, the date on which the financial statements were available to be issued.

DDR Corp. 401(k) Plan and Trust

Item 4i – Schedule of Assets (Held at End of Year)
December 31, 2012
Schedule I

Employer Identification Number: 34-1723097
Plan Number: 001

(a)	(b)	(c)	(e)
	Identity of Issuer or Borrower	Investment Description	Current Value
*	Fidelity Investments:	Spartan 500 Index Fund	\$ 1,523,650
		Balanced Fund	1,474,162
		Capital Appreciation Fund	2,926,440
		Diversified International Fund	1,773,223
		Retirement Money Market Portfolio	2,017,950
		U.S. Bond Index Fund	1,665,192
		Government Income Fund	63,519
		Freedom Income Fund	137,860
		Freedom 2000	80,432
		Freedom 2005	42,156
		Freedom 2010	127,614
		Freedom 2015	534,591
		Freedom 2020	856,920
		Freedom 2025	1,340,419
		Freedom 2030	1,364,022
		Freedom 2035	876,675
		Freedom 2040	916,446
		Freedom 2045	1,077,133
		Freedom 2050	636,298
		Freedom 2055	26,596
	American Funds New		
	Perspective Fund		871,483
	Artisan Mid Cap Investment		2,657,187
	Cohen & Steers Realty Shares		
	Fund		1,442,151
	Dodge & Cox Stock Fund		3,632,063
	PIMCO Total Return Fund		616,707
	Royce Low-Priced Fund		1,326,444
	Vanguard Selected Value Fund		352,740
			<u>\$ 30,360,073</u>
	Participants' Notes Receivable		
	(The outstanding notes'		
	interest range from 4.25% to		
	8.50%)		\$ 482,058

The accompanying notes are an integral part of this schedule.



DDR Corp. 401(k) Plan and Trust

Financial Statements

For the Years Ended December 31, 2012 and 2011

Together With Independent Auditors' Report



INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
DDR Corp. 401(k) Plan and Trust:

Report on the Financial Statements

Suite 925
Fifth Third Center
600 Superior Avenue East
Cleveland OH 44114
Tel 216.373.2500
Fax 216.373.2501
www.lgkw.com

We were engaged to audit the accompanying financial statements of DDR Corp. 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Libman, Goldstone, Lepperman & Wolf

Cleveland, Ohio
October 8, 2013

**DDR Corp. 401(k) Plan and Trust
December 31, 2012**

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Note: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974 have been omitted because the conditions under which they are required are not present.

DDR Corp. 401(k) Plan and Trust

Statements of Net Assets Available for Plan Benefits
At December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments at fair value	\$ 30,360,073	\$ 26,657,935
Participants' notes receivable	<u>482,058</u>	<u>581,147</u>
Net assets available for plan benefits	<u>\$ 30,842,131</u>	<u>\$ 27,239,082</u>

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

DDR Corp. 401(k) Plan and TrustStatement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2012

	<u>2012</u>
Additions to net assets attributed to:	
Investment income:	
Dividends and interest - mutual fund investments	\$ 828,705
Interest - participants' notes receivable	21,674
Net appreciation in fair value of investments	<u>3,066,594</u>
Net investment income	3,916,973
 Contributions:	
Employer	1,003,038
Participants	2,764,026
Participants' rollovers	<u>52,701</u>
Total contributions	<u>3,819,765</u>
	7,736,738
 Deductions from net assets attributed to:	
Participants' benefits	4,089,192
Administrative expenses	<u>44,497</u>
	<u>4,133,689</u>
 Net increase	3,603,049
 Net assets available for benefits	
Beginning of year	<u>27,239,082</u>
 End of year	<u><u>\$ 30,842,131</u></u>

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

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements
December 31, 2012 and 2011

1. FORMATION OF PLAN AND SUMMARY OF ACCOUNTING POLICIES:

Formation of Plan

Effective July 1, 1994, Developers Diversified Realty Corporation formed the Developers Diversified Realty Corporation Profit Sharing Plan and Trust. Effective September 14, 2011, Developers Diversified Realty Corporation officially changed its name to DDR Corp. (the "Company") and the Developers Diversified Realty 401(k) Plan and Trust was renamed the DDR Corp. 401(k) Plan and Trust (the "Plan").

Basis of Accounting

The accompanying financial statements have been prepared on an accrual basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

Participants' Notes Receivable

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Securities which are traded on a national securities exchange are valued at the last reported sales price on the last business day of the year; securities traded on the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices. Shares of mutual funds are valued at the net asset value of the shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded as of the dividend payable date.

The Plan presents in the Statement of Changes in Net Assets Available for Plan Benefits the net appreciation or depreciation in the fair value of its investments which is comprised of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Payment of Benefits

Benefits are recorded when paid.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Administrative Expenses

The Company may, at its discretion, pay the administrative expenses of the Plan. Any expenses not paid by the Company will be paid out of Plan assets. In 2012 and 2011, Plan expenses were primarily paid out of Plan assets.

Risks and Uncertainties

The Plan invests in various investment securities (including investments in domestic and international mutual funds and bonds). Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

2. DESCRIPTION OF PLAN:

The following description of the Plan provides only general information with respect to the Plan. The Plan was adopted so that all employees of the Company could participate in the Plan, if certain Plan requirements were met. Participants should refer to the Plan Adoption Agreement for a complete description of the Plan.

General

The Plan is a defined contribution plan that covers all eligible employees, as defined, of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants have the right to direct the trustee to invest their contributions, in one or more permitted investment funds, as defined by the Plan. The Plan covers substantially all of the officers and employees of the Company and permits participants to defer a portion of their compensation, not to exceed limits imposed by the Internal Revenue Code ("IRC"). The Plan permits catch up contributions of up to \$5,500 for those participants who are age 50 or older by the end of the calendar year and making deferral contributions to the Plan.

The Plan provides that the Company will match 50% of the participant's elective deferral for the plan year up to a maximum of 6% of a participant's eligible earnings.

The Plan requires the Company's matching contribution to be allocated based on participants' elections.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) Plan earnings. Allocations are based upon participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants elect to maintain their accounts in a combination of investment funds. Separate accounting for each of the participants' funds is maintained pursuant to the participant's designated election.

Forfeitures

Non-vested employer contributions are forfeited by an individual upon termination. Forfeitures are applied to reduce future contributions or administrative expenses by the Company.

Forfeiture activity for the year ended December 31, 2012 was as follows:

Beginning balance	\$ 84,507
Forfeitures	80,148
Utilized to reduce company match or pay administrative expenses	(36,004)
Ending balance	<u>\$ 128,651</u>

Vesting

Participants are immediately vested in their rollover or distributions from other defined contribution plans and their eligible earnings deferral contributions plus actual earnings thereon, with the exception of the Company contributions, which vest at the rate of 20% per service year until fully vested. Participants were credited with years of service prior to the formation of the Plan for vesting purposes.

Participants' Notes Receivable

Under the terms of the Plan, participants may borrow from their accounts up to a maximum of \$50,000 or 50% of their vested account balance. Loan terms shall not exceed five years, unless the loan is used to acquire a principal residence. The loans are secured by the balance in the participants' accounts and bear interest at rates ranging from 4.25% to 8.50% at December 31, 2012.

Payment of Benefits

The liability of the Plan for benefits to participants is limited to the fair value of the Plan assets. A participant is entitled to receive the full value of his or her vested account at age 59½, death or disability, prior to retirement, or upon termination of employment. If the vested balance is \$1,000 or less, the form of distribution is a single lump-sum payment. If the vested balance is greater than \$1,000 and less than \$5,000, and the participant does not make an election to either receive or to roll over the distribution, the distribution must be rolled over to an IRA. If the vested balance

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

exceeds \$5,000, the participant will receive the benefits through a single lump-sum cash payment, all or a portion of which may be rolled over into an IRA or into another employer's qualified Plan. If a participant's employment terminates as a result of a permanent physical or mental disability, the participant will be fully vested as of the date of the disability.

Additionally, in-service withdrawals are permitted for active participants in the event of financial hardship or upon attainment of certain age and service requirements, as defined. Rollover contributions may be withdrawn by active participants at any time.

There were no benefits payable at December 31, 2012 and 2011, for any processed and approved, but unpaid claims.

3. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE:

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, and as instructed by the Plan administrator, no audit procedures have been performed on certain information certified by Fidelity Management Trust Company, the trustee of the Plan for the period January 1, 2012 to December 31, 2012, except to compare such information to the information included in the accompanying financial statements and schedule. Information certified by the trustee includes investments and participant loans included in the Statement of Net Assets Available for Plan Benefits at December 31, 2012 and investment income included in the Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2012, as follows:

Investments, at fair value:

Mutual funds	\$30,360,073
Participant loans	482,058
Net investment income	3,916,973

4. INVESTMENTS:

The trustee of the Plan maintains the following separate investment accounts under the Plan in which participants may direct contributions. Fidelity Investments has provided the descriptions of the investment accounts, as follows:

Fidelity Investments:

Spartan 500 Index Fund – This fund seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States.

Balanced Fund – This fund pursues capital growth and income by investing in a combination of stocks and other equity securities as well as bonds and other debt securities.

Capital Appreciation Fund – This fund seeks capital appreciation and invests mainly in stocks of both domestic and foreign issuers.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Diversified International Fund – This fund seeks capital growth by primarily investing in non-U.S. securities, primarily common stocks.

Retirement Money Market Portfolio – This fund seeks to obtain as high a level of current income as is consistent with the preservation of capital and liquidity. It invests in U.S. dollar-denominated money market securities of domestic and foreign issuers and repurchase agreements.

U.S. Bond Index Fund – This fund seeks to provide investment results that correspond to the total return of the bonds in the Barclays Capital U.S. Aggregate Bond Index.

Government Income Fund – This fund seeks to provide a high level of current income in order to preserve capital. It invests in U.S. Government and U.S. Government agencies' securities.

Freedom Income Fund – This fund focuses primarily on high current income and, as a secondary objective, some capital appreciation for those already in retirement. It invests in a combination of investment grade and high yield fixed income, money market funds and domestic equity.

Freedom 2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050 and 2055 – These funds focus primarily on high total return, investing in a mix of Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy. Ultimately, these funds will merge with Fidelity Freedom Income Fund.

Other Investments:

American Funds New Perspective Fund – This fund seeks capital appreciation and income by primarily investing in established companies globally, including the United States.

Artisan Mid Cap Investment – This fund pursues long-term capital growth through a diversified portfolio of stocks of mid-sized companies.

Cohen & Steers Realty Shares Fund – This fund seeks to provide maximum total return through a combination of capital growth and current income. The fund primarily invests in stocks of real estate companies, including real estate investment trusts.

Dodge & Cox Stock Fund – This fund pursues long-term growth of principal and income. This fund invests primarily in a broadly diversified portfolio of common stocks that it believes to be temporarily undervalued by the market but could have a favorable outlook for long-term growth.

PIMCO Total Return Fund - This fund seeks maximum total return, consistent with preservation of capital and prudent investment management. The fund primarily invests in a diversified portfolio of investment grade fixed income instruments of varying maturities.

Royce Low-Priced Stock Fund – This fund pursues long-term capital growth. This fund invests primarily in small and micro-cap companies whose average cost per share in the Fund's portfolio is less than \$25 per share.

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

Vanguard Selected Value Fund – This fund pursues long-term capital growth. This fund invests in medium-sized U.S. companies with an emphasis in companies with relatively low price/earnings ratios and book value.

The following presents individual investments that represent 5 percent or more of the Plan's net assets:

Investments at Fair Value

	December 31,	
	2012	2011
Fidelity Investments, Balanced Fund, 73,051 and 76,787 shares, respectively	\$1,474,162*	\$1,396,764
Fidelity Investments, Capital Appreciation Fund, 99,607 and 103,123 shares, respectively	2,926,440	2,538,891
Fidelity Investments, Diversified International Fund, 59,226 and 64,246 shares, respectively	1,773,223	1,639,547
Fidelity Investments, Retirement Money Market Portfolio, 2,017,950 and 1,763,816 shares, respectively	2,017,950	1,763,816
Fidelity Investments, U.S. Bond Index Fund, 140,050 and 140,744 shares, respectively	1,665,192	1,657,963
Artisan Mid Cap Investment, 70,783 and 77,024 shares, respectively	2,657,187	2,536,392
Dodge & Cox Stock Fund, 29,795 and 32,480 shares, respectively	3,632,063	3,301,243
Royce Low-Priced Fund, 95,841 and 99,054 shares, respectively	1,326,444*	1,417,463

* Less than 5% at December 31, 2012; presented for comparison purposes

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,066,594.

5. FAIR VALUE OF FINANCIAL INSTRUMENTS:

Fair Value Hierarchy

The standard *Fair Value Measurements* specifies a hierarchy of valuation techniques based upon whether the inputs to those valuation techniques reflect assumptions other market participants would use based upon market data obtained from independent sources (observable inputs). The following summarizes the fair value hierarchy:

- Level 1 — Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

- **Level 2** — Quoted prices for identical assets and liabilities in markets that are inactive, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly, such as interest rates and yield curves that are observable at commonly quoted intervals;
- **Level 3** — Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Plan's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Items Measured at Fair Value on a Recurring Basis

The following tables present information about the Plan's financial assets and liabilities, which consist of mutual fund investments that are included in assets at December 31, 2012 and 2011, measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation techniques utilized by the Plan to determine such fair value.

	Fair Value Measurements			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2012</u>				
Mutual Funds:				
Money Market Funds	\$ 2,017,950	\$ —	\$ —	\$ 2,017,950
Stock Funds	16,505,381	—	—	16,505,381
Balanced Funds	9,491,324	—	—	9,491,324
Bond Funds	2,345,418	—	—	2,345,418
Total assets at fair value	<u>\$ 30,360,073</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 30,360,073</u>

	Fair Value Measurements			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2011</u>				
Mutual Funds:				
Money Market Funds	\$ 1,763,815	\$ —	\$ —	\$ 1,763,815
Stock Funds	14,820,062	—	—	14,820,062
Balanced Funds	8,312,860	—	—	8,312,860
Bond Funds	1,761,198	—	—	1,761,198
Total assets at fair value	<u>\$ 26,657,935</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 26,657,935</u>

DDR Corp. 401(k) Plan and Trust

Notes to Financial Statements (continued)
December 31, 2012 and 2011

6. PLAN TERMINATION:

Under the Plan, the Company has the right to discontinue contributions and terminate the Plan at any time, although the Company has not expressed any interest to do so. In the event of termination, participants' accounts become fully vested if the participant has not (1) incurred a five-year break in service, or (2) received payment of their vested account balance. The participants' accounts are to be distributed to the participants according to the directions of the Plan Advisory Committee administering the Plan.

7. INCOME TAX STATUS:

The Internal Revenue Service has determined and informed the Company by a letter dated June 26, 2008, that the Plan qualifies under Section 401(a) of the IRC and therefore is exempt from federal income taxes. In management's opinion, the Plan is operating in compliance with the applicable provisions of the IRC and other post-1986 legislation. The Plan administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status. The application for tax exempt status of the Plan does not apply to the taxability of distributions to participants under the Plan.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. SUBSEQUENT EVENTS:

Management has evaluated subsequent events through October 8, 2013, the date on which the financial statements were available to be issued.

DDR Corp. 401(k) Plan and Trust

Item 4i – Schedule of Assets (Held at End of Year)
December 31, 2012
Schedule I

Employer Identification Number: 34-1723097
Plan Number: 001

(a)	(b)	(c)	(e)
	Identity of Issuer or Borrower	Investment Description	Current Value
*	Fidelity Investments:	Spartan 500 Index Fund	\$ 1,523,650
		Balanced Fund	1,474,162
		Capital Appreciation Fund	2,926,440
		Diversified International Fund	1,773,223
		Retirement Money Market Portfolio	2,017,950
		U.S. Bond Index Fund	1,665,192
		Government Income Fund	63,519
		Freedom Income Fund	137,860
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		Freedom 2055	26,596
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	Cohen & Steers Realty Shares		
	Fund		1,442,151
	Dodge & Cox Stock Fund		3,632,063
	PIMCO Total Return Fund		616,707
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	Vanguard Selected Value Fund		352,740
			<u>\$ 30,360,073</u>
	Participants' Notes Receivable		
	(The outstanding notes'		
	interest range from 4.25% to		
	8.50%)		\$ 482,058

The accompanying notes are an integral part of this schedule.