



*Procedures for the Submission of Complaints or Concerns
Regarding Financial Statement Disclosures, Accounting,
Internal Accounting Controls, Auditing Matters or Violations
of the Trust's Code of Ethics or Code of Conduct*

Section 301 of the Sarbanes-Oxley Act requires the Audit Committee of the Board of Trustees of Federal Realty Investment Trust (the "Trust") to establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Trust regarding accounting, internal accounting controls, or auditing matters; and (b) the submission by employees of the Trust and others, on a confidential and anonymous basis, of concerns regarding questionable accounting or auditing matters.

In accordance with Section 301, the Audit Committee has adopted the following procedures:

1. The Trust shall promptly forward to the Audit Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
2. Any employee of the Trust may submit, on a confidential, anonymous basis if the employee so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Trust's Code of Ethics for Senior Financial Officers or Code of Business Conduct. All such concerns shall be set forth in writing and forwarded in a sealed envelope to the chairman of the Audit Committee, in care of the Trust's General Counsel in an envelope labeled with a legend such as: "To be opened by the Audit Committee only. Being submitted pursuant to the "whistleblower policy" adopted by the Audit Committee." If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. Any such envelopes received by the Trust's General Counsel shall be forwarded promptly and unopened to the chairman of the Audit Committee.

The Trust has also established a hotline for any employee to submit, on a confidential, anonymous basis if the employee so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Trust's Code of Ethics for Senior Financial Officers or Code of Business Conduct either by telephone or through the internet. Information on accessing and submitting concerns via the hotline will be posted on the Trust's intranet and available at all times to employees of the Trust.

3. Following the receipt of any complaints submitted hereunder, the Audit Committee will investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.
4. The Audit Committee may enlist employees of the Trust and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Trust's Code of Ethics for Senior Financial Officers or Code of Business Conduct. In conducting any investigation,



the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.

5. The Trust does not permit retaliation of any kind against employees for complaints submitted hereunder that are made in good faith.
6. The Audit Committee shall retain as a part of the records of the Audit Committee any such complaints or concerns for a period of no less than seven (7) years.