

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2

(AMENDMENT NO. 11)

REGENCY REALTY CORPORATION

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE

(Title of Class of Securities)

758939 10 2

(CUSIP Number)

LAURA L. HAMILTON
SECURITY CAPITAL U.S. REALTY
25B, BOULEVARD ROYAL
L-2449 LUXEMBOURG
(352) 46 37 562

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

JANUARY 16, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [].

(Continued on following pages)
(Page 1 of 17 Pages)

SCHEDULE 13D/A

CUSIP NO. 758939 10 2

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1. NAMES OF REPORTING PERSONS
Security Capital Group Incorporated
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
36-3692698

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

Number of 7. SOLE VOTING POWER

Shares 34,273,236

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 34,273,236

Person With 10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,273,326

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
60.2%

14. TYPE OF REPORTING PERSON
CO

1. NAMES OF REPORTING PERSONS
SC Realty Incorporated
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS
BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Nevada

Number of	7. SOLE VOTING POWER
Shares	34,273,236
Beneficially	8. SHARED VOTING POWER
Owned By	-0-
Each	9. SOLE DISPOSITIVE POWER
Reporting	34,273,236
Person With	10. SHARED DISPOSITIVE POWER
	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,273,326

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
60.2%

14. TYPE OF REPORTING PERSON
CO

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1. NAMES OF REPORTING PERSONS
Security Capital Holdings S.A.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

Number of 7. SOLE VOTING POWER

Shares 34,273,236

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 34,273,236

Person With 10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,273,326

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
60.2%

14. TYPE OF REPORTING PERSON
CO

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1. NAMES OF REPORTING PERSONS
Arden Square Holdings Sarl (f/k/a Security Capital Shopping Center I Sarl)
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

Number of	7. SOLE VOTING POWER
Shares	2,037,600
Beneficially	8. SHARED VOTING POWER
Owned By	-0-
Each	9. SOLE DISPOSITIVE POWER
Reporting	2,037,600
Person With	10. SHARED DISPOSITIVE POWER
	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,037,600

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6%

14. TYPE OF REPORTING PERSON
CO

SCHEDULE 13D/A

CUSIP NO. 758939 10 2

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1. NAMES OF REPORTING PERSONS
Blossom Valley Holdings Sarl (f/k/a Security Capital Shopping
Center II Sarl)
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

Number of 7. SOLE VOTING POWER

Shares 2,037,600

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 2,037,600

Person With 10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,037,600

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6%

14. TYPE OF REPORTING PERSON
CO

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1. NAMES OF REPORTING PERSONS
Cooper Street Plaza Holdings Sarl (f/k/a Security Capital Shopping
Center III Sarl)
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

Number of 7. SOLE VOTING POWER

Shares 2,037,600

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 2,037,600

Person With 10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,037,600

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6%

14. TYPE OF REPORTING PERSON
CO



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1. NAMES OF REPORTING PERSONS

Dallas Holdings Sarl (f/k/a Security Capital Shopping Center IV Sarl)
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

Number of 7. SOLE VOTING POWER

Shares 2,037,600

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 2,037,600

Person With 10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,037,600

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6%

14. TYPE OF REPORTING PERSON
CO

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1. NAMES OF REPORTING PERSONS
El Camino Holdings Sarl (f/k/a Security Capital Shopping Center V Sarl)
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS
00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Luxembourg

Number of	7. SOLE VOTING POWER
Shares	2,037,600
Beneficially	8. SHARED VOTING POWER
Owned By	-0-
Each	9. SOLE DISPOSITIVE POWER
Reporting	2,037,600
Person With	10. SHARED DISPOSITIVE POWER
	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,037,600

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6%

14. TYPE OF REPORTING PERSON
CO

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1. NAMES OF REPORTING PERSONS
Friars Mission Holdings Sarl (f/k/a Security Capital Shopping
Center VI Sarl)
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

Number of 7. SOLE VOTING POWER

Shares 2,033,828

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 2,033,828

Person With 10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,033,828

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6%

14. TYPE OF REPORTING PERSON
CO



This Amendment No. 11 is filed by Security Capital Group Incorporated ("Security Capital Group Incorporated"), a Maryland corporation, SC Realty Incorporated, a Nevada corporation and an indirect wholly owned subsidiary of Security Capital Group ("SC-Realty"), Security Capital Holdings S.A. ("Holdings"), a corporation organized and existing under the laws of Luxembourg and a wholly owned subsidiary of SC-U.S. Realty, and Arden Square Holdings Sarl (f/k/a Security Capital Shopping Center I Sarl), Blossom Valley Holdings Sarl (f/k/a Security Capital Shopping Center II Sarl), Cooper Street Plaza Holdings Sarl (f/k/a Security Capital Shopping Center III Sarl), Dallas Holdings Sarl (f/k/a Security Capital Shopping Center IV Sarl), El Camino Holdings Sarl (f/k/a Security Capital Shopping Center V Sarl) and Friars Mission Holdings Sarl (f/k/a Security Capital Shopping Center VI Sarl), each a corporation organized and existing under the laws of Luxembourg and a wholly owned subsidiary of Holdings (collectively, the "Shopping Center Subsidiaries"), and amends the Schedule 13D originally filed on June 21, 1996 (as previously amended, the "Schedule 13D"). This Amendment No. 11 relates to shares of common stock, par value \$0.01 per share ("Common Stock"), of Regency Realty Corporation, a Florida corporation ("Regency"). Capitalized terms used herein without definition shall have the meanings ascribed thereto in the Schedule 13D.

As previously reported, on September 26, 2000, SC-U.S. Realty entered into a Transaction Agreement (the "Transaction Agreement") with Security Capital Group and SC-Realty. The Transaction Agreement provided, among other things, for the sale by SC-U.S. Realty of all the issued and outstanding shares of capital stock of Holdings owned by SC-U.S. Realty to SC-Realty, all upon the terms and subject to the conditions set forth in the Transaction Agreement (the "Sale Transaction"). On January 16, 2001, the parties consummated the Sale Transaction, as a result of which, Security Capital Group and SC-Realty through their ownership of capital stock of Holdings, beneficially own all of the shares of Common Stock owned by Holdings, and SC-U.S. Realty has ceased to beneficially own any shares of Common Stock.

The foregoing summary of the terms of the Transaction Agreement and the Sale Transaction is qualified in its entirety by reference to the text of the Transaction Agreement, filed as Exhibit 10.1 to the Schedule 13D and hereby incorporated herein by reference.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

The reporting persons (the "Reporting Persons") are (a) Security Capital Group, a Maryland corporation, whose principal office and business address is 125 Lincoln Avenue, Santa Fe, New Mexico 87501, (b) SC-Realty, a Nevada corporation, whose principal office and business address is 125 Lincoln Avenue, Santa Fe, New Mexico 87501, and (c) Holdings, a corporation organized and existing under the laws of Luxembourg, whose principal office and business address is 25b, Boulevard Royal, L-2449 Luxembourg.

The Reporting Persons are each principally engaged in the business of real estate investment and management.

Schedule 1 of Exhibit 11 to this Amendment ("Schedule 1") contains the follow-

ing information concerning each director, executive officer or controlling person of Security Capital Group: (i) name and residence or business address, (ii) principal occupation or employment, and (iii) the name, principal business and address of any corporation or other organization in which such employment is conducted. Schedule 1 is incorporated herein by reference.

To the knowledge of Security Capital Group, each of the persons named on Schedule 1 (the "Schedule 1 Persons") is a United States citizen, except as noted therein. During the last five years, neither Security Capital Group nor any of the Schedule 1 Persons (to the knowledge of Security Capital Group) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither Security Capital Group nor any of the Schedule 1 Persons (to the knowledge of Security Capital Group) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Schedule 2 of Exhibit 11 attached to this Amendment ("Schedule 2") contains the following information concerning each director, executive officer or controlling person of SC-Realty: (i) name and residence or business address, (ii) principal occupation or employment, and (iii) the name, principal business and address of any corporation or other organization in which such employment is conducted. Schedule 2 is incorporated herein by reference.

To the knowledge of SC-Realty, each of the persons named on Schedule 2 (the "Schedule 2 Persons") is a United States citizen, except as noted therein. During the last five years, neither SC-Realty nor any of the Schedule 2 Persons (to the knowledge of SC-Realty) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither SC-Realty nor any of the Schedule 2 Persons (to the knowledge of SC-Realty) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Schedule 3 of Exhibit 11 attached to this Amendment ("Schedule 3") contains the following information concerning each director, executive officer or controlling person of Holdings: (i) name and residence or business address, (ii) principal occupation or employment, and (iii) the name, principal business and address of any corporation or other organization in which such employment is conducted. Schedule 3 is incorporated herein by reference.

To the knowledge of Holdings, each of the persons named on Schedule 3 (the "Schedule 3 Persons") is a United States citizen, except as noted therein. During the last five years, neither Holdings nor any of the Schedule 3 Persons (to the knowledge of Holdings) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither Holdings nor any of the Schedule 3 Persons (to the knowledge of Holdings) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended as follows:

Except as set forth herein, to the best knowledge and belief of the Reporting Persons, no transactions involving Common Stock have been effected during the past 60 days by any of the Reporting Persons or by any of their respective directors, executive officers or controlling persons.

The following table sets forth the beneficial ownership of Shares, for each person named in Item 2. Unless otherwise indicated in the footnotes, each such person has sole power to vote or to direct the vote and sole power to dispose or direct the disposition of such Common Shares.

Name -----	Number of Shares Beneficially Owned (1) -----	Percent of All Shares -----
Security Capital Group Incorporated (2)	34,273,236	60.236%
C. Ronald Blankenship	0	*
Samuel W. Bodman	0	*
Hermann Buerger	0	*
John P. Frazee, Jr.	0	*
Cyrus F. Freidheim, Jr.	0	*
H. Laurance Fuller	0	*
Ray L. Hunt	480	*
John T. Kelley, III (3)	43,963	*
William D. Sanders	9,187	*
Peter S. Willmott	0	*
Thomas G. Wattles (4)	40	*
Jeffrey A. Klopff	0	*
Anthony R. Manno, Jr.	0	*
Caroline S. McBride	0	*
Constance B. Moore	0	*
A. Richard Moore, Jr.	0	*
Kenneth D. Statz	0	*
Jaems C. Swaim	0	*
Paul E. Szurek	1,644	*

* Less than 1%

(1) For each person who owns options that are exercisable within 60 days, the calculation of the percentage ownership assume that only that person has exercised all of his options and that no other person has exercised any outstanding options.

(2) These Common Shares are owned of record by SC Realty Incorporated, a wholly owned subsidiary of Security Capital.

(3) Includes options to acquire 3,793 shares.

(4) Shares are owned by Mr. Wattles' son.
Mr. Wattles' son received 12 shares of Common Stock as a Christmas gift in December 2001.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended as follows:

The following Exhibits are filed as part of this Schedule 13D:

Exhibit 11	Name, Business Address, and Present Principal Occupation of Each Executive Officer and Director of Security Capital Group, SC-Realty and of Holdings.
Exhibit 12	Joint Filing Agreement, dated as of January 18, 2001, between Security Capital Group, SC-Realty, Holdings and the Shopping Center Subsidiaries.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

SECURITY CAPITAL GROUP INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Senior Vice President and
Secretary

SC REALTY INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

SECURITY CAPITAL HOLDINGS S.A.

By: /s/ Laura L. Hamilton

Name: Laura L. Hamilton
Title: Vice President

January 18, 2001

EXHIBIT INDEX

Exhibit	Description
1*	Name, Business Address, and Present Principal Occupation of Each Executive Officer and Director of Security Capital U.S. Realty and of Security Capital Holdings S.A.
2*	Stock Purchase Agreement, dated as of June 11, 1996, by and among Regency Realty Corporation, Security Capital U.S. Realty and Security Capital Holdings S.A.
3*	Joint filing Agreement pursuant to 13d-1(f)(1).
4*	Facility Agreement, dated June 12, 1996, by and among Security Capital U.S. Realty, Security Capital Holdings S.A., Commerzbank Aktiengesellschaft, as arranger and collateral agent, Commerzbank International S.A., as administrative agent and the financial institutions listed in Schedule 1 thereto.
2.1*	Stockholders Agreement, dated July 10, 1996, by and among Regency Realty Corporation, Security Capital Holdings S.A., Security Capital U.S. Realty and The Regency Group, Inc.
2.2*	Registration Rights Agreement, dated July 10, 1996, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.
2.1A*	Amendment No. 1 to Stockholders Agreement, dated as of February 10, 1997, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.
3.1*	Subscription Agreement, dated as of July 10, 1997, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.
4.1*	Subscription Agreement, dated as of August 6, 1997, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.

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* Previously filed.

- 5.1* Subscription Agreement, dated as of August 28, 1997, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.
- 6.1* Subscription Agreement, dated as of December 4, 1997, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.
- 6.2* Amendment No. 2 to Stockholders Agreement, dated as of December 4, 1997, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.
- 7.1* Subscription Agreement, dated as of June 29, 1998, by and among Regency Realty Corporation, Security Capital Holdings S.A. and Security Capital U.S. Realty.
- 8.1* Agreement and Plan of Merger dated as of September 23, 1998 between Pacific Retail Trust and Regency Realty Corporation.
- 8.2* Amendment No. 3 to Stockholders Agreement dated as of September 23, 1998 between Regency Realty Corporation, Security Capital U.S. Realty and Security Capital Holdings S.A.
- 8.3* Shareholder Voting Agreement dated as of September 23, 1998 among Regency Realty Corporation, Pacific Retail Trust, Security Capital U.S. Realty and Security Capital Holdings S.A.
- 8.4* Transfer Restriction Agreement dated as of September 23, 1998 between Pacific Retail Trust and Security Capital Holdings S.A.
- 8.5* Transfer Restriction Agreement dated as of September 23, 1998 between Regency Realty Corporation and Security Capital Holdings S.A.
- 9.1* Amendment No. 2 to Registration Rights Agreement dated as of February 28, 1999 between Regency Realty Corporation, Security Capital U.S. Realty, Security Capital Holdings S.A. and the others specified in the definition of "Buyer" under the Regency Registration Rights Agreement.

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* Previously filed.

- 9.2* Waiver dated as of February 28, 1999 between Security Capital U.S. Realty, Security Capital Holdings S.A. and Regency Realty Corporation.
- 9.3* Information with respect to the Managers of the Shopping Center Subsidiaries.
- 9.4* Joint Filing Agreement with Respect to Schedule 13D.
- 10.1* Transaction Agreement, dated as of September 26, 2000, among Security Capital Group Incorporated, SC Realty Incorporated and Security Capital U.S. Realty (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Security Capital Group Incorporated on September 26, 2000).
- 10.2* Letter Agreement, dated June 14, 2000, between Security Capital Group Incorporated and Regency Realty Corporation.
- 11 Name, Business Address, and Present Principal Occupation of Each Executive Officer and Director of Security Capital Group Incorporated, SC Realty Incorporated and of Security Capital Holdings S.A.
- 12 Joint Filing Agreement, dated as of January 18, 2001, between Security Capital Group Incorporated, SC Realty Incorporated, Security Capital Holdings S.A., Arden Square Holdings Sarl, Blossom Valley Holdings Sarl, Cooper Street Plaza Holdings Sarl, Dallas Holdings Sarl, El Camino Holdings Sarl and Friars Mission Holdings Sarl.

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* Previously filed.

EXHIBIT 11

SCHEDULE 1

DIRECTORS AND EXECUTIVE OFFICERS OF SECURITY CAPITAL GROUP INCORPORATED. The following table sets forth the name and present principal occupation or employment, of each director and executive officer of Security Capital Group Incorporated. Unless otherwise indicated below, each occupation set forth opposite each individual refers to employment with Security Capital Group Incorporated. The business address of each such individual is c/o Security Capital Group Incorporated, 125 Lincoln Avenue, Santa Fe, NM 87501. Unless otherwise indicated below, each such individual is a citizen of the United States of America.

NAME	POSITION
C. RONALD BLANKENSHIP	Director, Vice Chairman and Chief Operating Officer.
SAMUEL W. BODMAN	Director. Chairman and Chief Executive Officer of Cabot Corporation, a specialty chemicals company, Two Seaport Lane, Boston, MA 02210.
HERMANN BUERGER	Director. Executive Vice President of Commerzbank AG, an international banking corporation, Two World Financial Center, New York, NY 10281. Mr. Buerger is a citizen of Germany.
JOHN P. FRAZEE, JR.	Director. Former Chairman and Chief Executive Officer of Paging Network Incorporated, a wireless messaging and information delivery company. Mr. Frazee's address is 9512 Bull Headley Road, Tallahassee, FL 32312.
CYRUS F. FREIDHEIM, JR.	Director. Vice Chairman of Booz Allen & Hamilton, Inc., an international managing consulting firm, 225 W. Wacker Drive, Chicago, IL 60606.
H. LAURANCE FULLER	Director. Former Co-Chairman of BPAmoco p.l.c. and the former Chairman and Chief Executive Officer of Amoco Corporation. Mr. Fuller's business address is 1111 E. Warrenville Rd., Naperville, IL 60563.
RAY L. HUNT	Director. Chairman and Chief Executive Officer of Hunt Oil Company, an international oil and gas exploration and production company, and Chairman, Chief Executive Officer and President of Hunt Consolidated Inc., 1445 Ross at Field, Dallas, TX 75202.
JOHN T. KELLEY, III	Director. Private Investor. Bridgestone Land Company Limited, 12331 Riata Trace Parkway, Austin, TX 78727.
WILLIAM D. SANDERS	Founder, Chairman and Chief Executive Officer.
PETER S. WILLMOTT	Director. Chairman and Chief Executive Officer of Willmott Services, Inc., 919 N. Michigan Avenue, Chicago, IL 60611.
THOMAS G. WATTLES	Managing Director.
JEFFREY A. KLOPF	Senior Vice President and Secretary.
JAMES C. SWAIM	Senior Vice President. Managing Director, SC Group Incorporated, 7777 Market Center, El Paso, TX 79912, a wholly-owned subsidiary of Security Capital Group Incorporated.

PAUL E. SZUREK Chief Financial Officer. Managing Director, SC Group Incorporated, 7777 Market Center, El Paso, TX 79912, a wholly-owned subsidiary of Security Capital Group Incorporated.

ANTHONY R. MANNO, JR. Managing Director of the Global Capital Management Group, 11 S. LaSalle Street, Chicago, IL 60603.

CAROLINE S. MCBRIDE Managing Director of the Capital Division, 399 Park Avenue, New York, NY 10022.

A. RICHARD MOORE Managing Director of Security Capital European Realty, 7 Clifford Street, London, UK W1X 2US UK.

CONSTANCE B. MOORE Managing Director of the Capital Division.

KENNETH D. STATZ Managing Director of the Global Capital Management Group, 11 S. LaSalle Street, Chicago, IL 60603.

SCHEDULE 2

DIRECTORS AND EXECUTIVE OFFICERS OF SC REALTY INCORPORATED. The following table sets forth the name and present principal occupation or employment of each director and executive officer of SC Realty Incorporated. Unless otherwise indicated below, each occupation set forth opposite each individual refers to employment with SC Realty Incorporated. The business address of each such individual is c/o SC Realty Incorporated, 125 Lincoln Avenue, Santa Fe, NM 87501. Unless otherwise indicated below, each such individual is a citizen of the United States of America.

NAME	POSITION
PETER N. JAMES	Director. 399 Park Avenue, New York, NY 10022.
CONSTANCE B. MOORE	Director. Managing Director of the Capital Division of Security Capital Group Incorporated.
JAMES R. WILCOX	Director. Private investor, 8668 Spring Mountain Road, Las Vegas, NV 89117.
LORI M. HILL	President. 3753 Howard Hughes Parkway, Las Vegas, NV.
PETER N. JAMES	Vice President. 399 Park Avenue, New York, NY 10022.
JEFFREY A. KLOPF	Secretary. Senior Vice President and Secretary of Security Capital Group Incorporated.
JAMES C. SWAIM	Treasurer. Managing Director of SC Group Incorporated, 7777 Market Center, El Paso, TX 79912, a wholly-owned subsidiary of Security Capital Group Incorporated.
LAURA L. HAMILTON	Assistant Treasurer & Assistant Secretary. Vice President, Security Capital U.S. Realty, 7 Clifford Street, London W1X2US UK.
CONSTANCE B. MOORE	Assistant Treasurer & Assistant Secretary. Managing Director of the Capital Division of Security Capital Group Incorporated.
BRENT SHAFFER	Assistant Secretary & Assistant Controller. Vice President & Assistant Secretary, SC Group Incorporated, 7777 Market Center, El Paso, TX 79912, a wholly-owned subsidiary of Security Capital Group Incorporated.
SARA S. SKILLEN	Assistant Secretary. Assistant Secretary, Security Capital Group Incorporated.
PAUL E. SZUREK	Assistant Treasurer & Assistant Secretary. Chief Financial Officer, Security Capital Group Incorporated, and Managing Director of SC Group Incorporated, 7777 Market Center, El Paso, TX 79912, a wholly-owned subsidiary of Security Capital Group Incorporated.

SCHEDULE 3

DIRECTORS AND EXECUTIVE OFFICERS OF SECURITY CAPITAL HOLDINGS S.A. The following table sets forth the name and present principal occupation or employment of each director and executive officer of Security Capital Holdings S.A. Unless otherwise indicated below, each occupation set forth opposite each individual refers to employment with Security Capital Holdings S.A. The business address of each such individual is c/o Security Capital Holdings S.A., 25b, Boulevard Royal, L-2449, Luxembourg. Unless otherwise indicated below, each such individual is a citizen of the United States of America.

NAME	POSITION
CLAUDE KREMER	Director. Partner with Arendt & Medernach, a law firm, 8-10 Rue Mathias Hardt, L-2010 Luxembourg. Mr. Kremer is a citizen of Luxembourg.
DR. JAY O. LIGHT	Director. Professor of Business Administration at the Harvard University, Soldiers Field Road, Boston, MA 02162.
JAMES T. MAUCK	Director. President of R.R. Donnelley Europe Ltd., Overschiestraat 59A, Amsterdam 1062 XD, The Netherlands.
FRANCOIS MOES	Director. Member of the Executive Board of Banque Internationale a Luxembourg, 69, route d'Esch, L-2953 Luxembourg. Mr. Moes is a citizen of Luxembourg.
CONSTANCE B. MOORE	Director. Managing Director of the Capital Division of Security Capital Group Incorporated, 125 Lincoln Avenue, Santa Fe, NM.
CONSTANCE B. MOORE	Managing Director. Managing Director of the Capital Division of Security Capital Group Incorporated, 125 Lincoln Avenue, Santa Fe, NM.
MARK DUKE	Vice President. 7 Clifford Street, London W1X 2 US UK. Mr. Duke is a citizen of the United Kingdom.
LAURA L. HAMILTON	Vice President. 7 Clifford Street, London W1X 2 US UK.
SUSAN LIOW	Vice President. 7 Clifford Street, London W1X 2 US UK. Ms. Liow is a citizen of Malaysia.
CHRISTOPHER FELL	Treasurer. 7 Clifford Street, London W1X 2 US UK. Mr. Fell is a citizen of the United Kingdom.

JOINT FILING AGREEMENT WITH RESPECT TO SCHEDULE 13D

In accordance with Rule 13d-1(k) of Regulation 13D-G under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that any statement on Schedule 13D to be filed with the Securities and Exchange Commission by any of the undersigned, including any amendment thereto, with respect to the Common Stock, par value \$.01 per share, of Regency Realty Corporation, a Florida corporation, may be filed by Security Capital Group Incorporated, a Maryland corporation, on behalf of each of the undersigned, and further agree that this Joint Filing Agreement may be filed as an exhibit to any such statement.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed as of the 18th day of January, 2001.

SECURITY CAPITAL GROUP INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Senior Vice President and Secretary

SECURITY CAPITAL HOLDINGS S.A.

By: /s/ Laura L. Hamilton

Name: Laura L. Hamilton
Title: Vice President

SC REALTY INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

ARDEN SQUARE HOLDINGS SARL
BLOSSOM VALLEY HOLDINGS SARL
COOPER STREET PLAZA HOLDINGS SARL
DALLAS HOLDINGS SARL
EL CAMINO HOLDINGS SARL
FRIARS MISSION HOLDINGS SARL

By: /s/ Peter James

Name: Peter James
Title: SARL MANAGER