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IRT PROPERTY CO  
Form DEFA14A  
December 02, 2002

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant  [X]  
Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

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|---|---|
| <input type="checkbox"/> [ ] Preliminary Proxy Statement                            | <input type="checkbox"/> [ ] Confidential, for Use of t |
| <input type="checkbox"/> [ ] Definitive Proxy Statement                             | (as permitted by Rule 14a-                              |
| <input type="checkbox"/> [ ] Definitive Additional Materials                        |   |
| <input checked="" type="checkbox"/> [X] Soliciting Material Pursuant to Rule 14a-12 |   |

IRT PROPERTY COMPANY

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was

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paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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IRT PROPERTY COMPANY

200 GALLERIA PARKWAY, SUITE 1400  
ATLANTA, GEORGIA 30339

IRT SELLS TWO SHOPPING CENTERS FOR \$3.9 MILLION

ATLANTA (December 2, 2002) -- IRT Property Company (NYSE:IRT) today announced the sale of Asheville Plaza, a 49,800-square-foot shopping center in Asheville, North Carolina, and Lexington Shopping Center, a 36,535-square-foot shopping center in Lexington, Virginia, for a combined \$3.865 million. The Company will report a gain of approximately \$1.9 million on the sales during the fourth quarter of 2002.

James G. Levy, IRT Property Company's executive vice president and chief financial officer, stated, "We have completed the sale of three shopping centers so far this year and have another center under contract. These sales are consistent with our strategy of focusing on higher growth properties in larger markets. These dispositions of smaller, limited growth properties will also better position the combined portfolio as we move forward with the previously announced merger with Equity One."

A self-administered equity real estate investment trust, IRT specializes in Southeastern United States shopping centers. Anchor tenants include Publix, Kroger, Harris Teeter, Wal-Mart and other popular national and regional chain stores. The portfolio of 90 shopping center investments includes approximately 9.7 million square feet of retail space. For additional information, please visit the company's Web site at [www.irtproperty.com](http://www.irtproperty.com).

Equity One will be filing a registration statement on Form S-4, containing a joint proxy statement/prospectus and other relevant documents, with the SEC concerning the proposed merger between Equity One and IRT. You are urged to read the registration statement containing the joint proxy statement/prospectus and any other relevant documents filed or that will be filed with the SEC when they become available because they will contain important information about Equity One, IRT and the merger. You may obtain the registration statement containing the joint proxy statement/prospectus and other documents free of charge at the SEC's web site, [www.sec.gov](http://www.sec.gov). The joint proxy statement/prospectus and these other documents may also be obtained for free from Equity One by directing a request to Equity One, 1696 N.E. Miami Gardens Drive, North Miami Beach, Florida 33179, Attention: Investor Relations, telephone: (305) 947-1664 and from IRT by

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directing a request to IRT Property Company, 200 Galleria Parkway, Suite 1400, Atlanta, Georgia 30339, Attention: Investor Relations, telephone: (770) 955-4406.

Equity One and IRT, and their respective directors and executive officers and other members of their management and employees, may be deemed to be participants in the solicitation of proxies from the stockholders of Equity One and IRT in connection with the merger. Information about the directors and executive officers of Equity One and their ownership of Equity One shares is set forth in the proxy statement for Equity One's 2002 annual meeting of stockholders. Information about the directors and executive officers of IRT and their ownership of IRT stock is set forth in the proxy statement for IRT's 2002 annual meeting of shareholders. Investors may obtain additional information regarding the interests of such participants by reading the joint proxy statement/prospectus when it becomes available.

In addition to historical information, this press release may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are based on information presently available to management and are subject to various risks and uncertainties, including, without limitation, those described in the Company's annual report on Form 10-K for the year ended December 31, 2001, under "Special Cautionary Notice Regarding Forward Looking Statements" and "Risk Factors," and otherwise in the Company's SEC reports and filings.