

HOME PROPERTIES INC
Form 10-Q
August 08, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended JUNE 30, 2011

or

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

For the transition period from to

Commission File Number: 1-13136

HOME PROPERTIES, INC.

(exact name of registrant as specified in its charter)

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MARYLAND
(State or other jurisdiction of
incorporation or organization)

16-1455126
(I.R.S. Employer
Identification No.)

850 Clinton Square, Rochester, New York
(Address of principal executive offices)

14604
(Zip Code)

(585) 546-4900
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock	Outstanding at July 27, 2011
\$.01 par value	41,003,873

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HOME PROPERTIES, INC.

CONSOLIDATED BALANCE SHEETS

JUNE 30, 2011 AND DECEMBER 31, 2010

(Dollars in thousands, except share and per share data)

(Unaudited)

	June 30, 2011	December 31, 2010
ASSETS		
Real estate:		
Land	\$ 608,265	\$ 589,359
Construction in progress	94,906	119,992
Buildings, improvements and equipment	3,745,650	3,668,379
	4,448,821	4,377,730
Less: accumulated depreciation	(909,952)	(841,801)
Real estate, net	3,538,869	3,535,929
Cash and cash equivalents	32,463	10,782
Cash in escrows	37,475	34,070
Accounts receivable	12,862	12,540
Prepaid expenses	12,291	17,662
Deferred charges	13,541	15,079
Other assets	11,195	8,641
Total assets	\$ 3,658,696	\$ 3,634,703
LIABILITIES AND EQUITY		
Mortgage notes payable	\$ 2,395,783	\$ 2,424,214
Exchangeable senior notes	139,305	138,218
Line of credit		56,500
Accounts payable	18,280	20,935
Accrued interest payable	11,202	11,389
Accrued expenses and other liabilities	27,223	28,730
Security deposits	19,602	19,583
Total liabilities	2,611,395	2,699,569
Commitments and contingencies		
Equity:		
Common stock, \$.01 par value; 80,000,000 shares authorized; 40,927,363 and 37,949,229 shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively	409	379
Excess stock, \$.01 par value; 10,000,000 shares authorized; no shares issued or outstanding		
Additional paid-in capital	1,183,278	1,047,325

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Distributions in excess of accumulated earnings	(359,428)	(326,811)
Total common stockholders equity	824,259	720,893
Noncontrolling interest	223,042	214,241
Total equity	1,047,301	935,134
Total liabilities and equity	\$ 3,658,696	\$ 3,634,703

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

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HOME PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED JUNE 30, 2011 AND 2010

(Dollars in thousands, except share and per share data)

(Unaudited)

	2011	2010
Revenues:		
Rental income	\$ 129,764	\$ 115,570
Property other income	10,906	9,346
Other income	17	30
Total revenues	140,687	124,946
Expenses:		
Operating and maintenance	53,721	49,729
General and administrative	8,826	7,111
Interest	32,800	29,669
Depreciation and amortization	34,735	30,685
Other expenses	99	622
Total expenses	130,181	117,816
Income from continuing operations	10,506	7,130
Discontinued operations:		
Income (loss) from discontinued operations		(349)
Gain (loss) on disposition of property		(2)
Discontinued operations		(351)
Net income	10,506	6,779
Net income attributable to noncontrolling interest	(2,311)	(1,611)
Net income attributable to common stockholders	\$ 8,195	\$ 5,168
Basic earnings per share:		
Income from continuing operations	\$ 0.21	\$ 0.15
Discontinued operations		(0.01)
Net income attributable to common stockholders	\$ 0.21	\$ 0.14
Diluted earnings per share:		
Income from continuing operations	\$ 0.20	\$ 0.15
Discontinued operations		(0.01)

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Net income attributable to common stockholders	\$	0.20	\$	0.14
Weighted average number of shares outstanding:				
Basic		39,479,163		36,795,326
Diluted		40,230,430		37,247,152
Dividends declared per share	\$	0.62	\$	0.58

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

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HOME PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND 2010

(Dollars in thousands, except share and per share data)

(Unaudited)

	2011	2010
Revenues:		
Rental income	\$ 257,185	\$ 228,769
Property other income	24,830	21,956
Other income	70	88
Total revenues	282,085	250,813
Expenses:		
Operating and maintenance	112,000	105,756
General and administrative	15,062	12,668
Interest	65,831	59,854
Depreciation and amortization	69,214	60,798
Other expenses	109	623
Total expenses	262,216	239,699
Income from continuing operations	19,869	11,114
Discontinued operations:		
Income (loss) from discontinued operations		(811)
Gain (loss) on disposition of property		(13)
Discontinued operations		(824)
Net income	19,869	10,290
Net income attributable to noncontrolling interest	(4,450)	(2,485)
Net income attributable to common stockholders	\$ 15,419	\$ 7,805
Basic earnings per share:		
Income from continuing operations	\$ 0.40	\$ 0.24
Discontinued operations		(0.02)
Net income attributable to common stockholders	\$ 0.40	\$ 0.22
Diluted earnings per share:		
Income from continuing operations	\$ 0.39	\$ 0.23
Discontinued operations		(0.02)

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Net income attributable to common stockholders	\$	0.39	\$	0.21
Weighted average number of shares outstanding:				
Basic		38,742,875		35,894,052
Diluted		39,407,499		36,304,286
Dividends declared per share	\$	1.24	\$	1.16

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

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HOME PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF EQUITY

FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND THE YEAR ENDED DECEMBER 31, 2010

(Dollars in thousands, except share data)

(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Distributions in Excess of Accumulated Earnings	Noncontrolling Interest	Totals
Balance, January 1, 2010	34,655,428	\$ 347	\$ 922,078	\$ (261,313)	\$ 226,962	\$ 888,074
Comprehensive income:						
Net income				20,081	6,237	26,318
Issuance of common stock, net	2,827,856	28	123,728			123,756
Stock-based compensation	6,206		7,647			7,647
Repurchase of common stock	(68,265)	(1)	(3,273)			(3,274)
Conversion of UPREIT Units for common stock	528,004	5	10,229		(10,234)	0
Issuance of UPREIT Units associated with property acquisition					4,845	4,845
Adjustment of noncontrolling interest			(13,084)		13,084	0
Dividends and distributions paid				(85,579)	(26,653)	(112,232)
Balance, December 31, 2010	37,949,229	\$ 379	\$ 1,047,325	\$ (326,811)	\$ 214,241	\$ 935,134
Comprehensive income:						
Net income				15,419	4,450	19,869
Issuance of common stock, net	2,819,672	29	152,295			152,324
Stock-based compensation	21,457		6,233			6,233
Repurchase of common stock	(72,196)	(1)	(4,333)			(4,334)
Conversion of UPREIT Units for common stock	209,201	2	4,007		(4,009)	0
Adjustment of noncontrolling interest			(22,249)		22,249	0
Dividends and distributions paid				(48,036)	(13,889)	(61,925)
Balance, June 30, 2011	40,927,363	\$ 409	\$ 1,183,278	\$ (359,428)	\$ 223,042	\$ 1,047,301

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

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HOME PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND 2010

(Dollars in thousands)

(Unaudited)

	2011	2010
Cash flows from operating activities:		
Net income	\$ 19,869	\$ 10,290
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	71,201	64,121
Amortization of senior note debt discount	1,087	1,026
Loss on disposition of property		13
Stock-based compensation	6,233	4,347
Changes in assets and liabilities:		
Cash in escrows, net	(3,047)	(1,551)
Other assets	994	4,225
Accounts payable and accrued liabilities	(3,649)	(1,750)
Total adjustments	72,819	70,431
Net cash provided by operating activities	92,688	80,721
Cash flows from investing activities:		
Purchase of properties, net of mortgage notes assumed and UPREIT Units issued	(6,968)	(30,941)
Additions to properties	(48,729)	(38,083)
Additions to construction in progress	(16,444)	(23,645)
Additions to predevelopment	(291)	
Payments for sale of properties, net		(13)
Proceeds from note receivable	1,015	
Additions to cash in escrows, net	(356)	(2,632)
Net cash used in investing activities	(71,773)	(95,314)
Cash flows from financing activities:		
Proceeds from sale of common stock, net	152,324	113,893
Repurchase of common stock	(4,334)	(2,248)
Proceeds from mortgage notes payable		121,454
Payments of mortgage notes payable	(28,431)	(117,595)
Proceeds from line of credit	126,000	111,500
Payments on line of credit	(182,500)	(156,000)
Payments of deferred loan costs, net	(366)	(1,411)
Additions to cash in escrows, net	(2)	(2)
Dividends and distributions paid	(61,925)	(55,352)
Net cash provided by financing activities	766	14,239

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Net increase (decrease) in cash and cash equivalents	21,681	(354)
Cash and cash equivalents:		
Beginning of year	10,782	8,809
End of period	\$ 32,463	\$ 8,455

Supplemental disclosure of non-cash investing and financing activities:

Mortgage loans assumed with property acquisitions	\$	\$ 20,238
Issuance of UPREIT Units associated with property acquisition		4,845
Exchange of UPREIT Units for common stock	4,009	5,810
Transfers of construction in progress to land and buildings, improvements and equipment	41,228	
Additions to properties and construction in progress included in accounts payable	4,755	5,798

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

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

1. Organization and Basis of Presentation

Organization

Home Properties, Inc. (the Company) was formed in November 1993, as a Maryland corporation and is engaged primarily in the ownership, management, acquisition, rehabilitation and development of residential apartment communities in selected Northeast and Mid-Atlantic regions of the United States. The Company conducts its business through Home Properties, L.P. (the Operating Partnership), a New York limited partnership. As of June 30, 2011, the Company owned and operated 116 apartment communities with 39,191 apartments.

The Company has elected to be taxed as a real estate investment trust (REIT) under the Internal Revenue Code of 1986, as amended, commencing with the taxable year ended December 31, 1994. As a result, the Company generally is not subject to federal or state income taxation at the corporate level to the extent it distributes annually at least 90% of its REIT taxable income to its shareholders and satisfies certain other requirements. For the three and six months ended June 30, 2011 and 2010, the Company distributed in excess of 100% of its taxable income; accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its ownership of 78.7% of the limited partnership units in the Operating Partnership (UPREIT Units) at June 30, 2011 (77.1% at December 31, 2010). The remaining 21.3% is included as noncontrolling interest in these consolidated financial statements at June 30, 2011 (22.9% at December 31, 2010). The Company periodically adjusts the carrying value of noncontrolling interest to reflect its share of the book value of the Operating Partnership. Such adjustments are recorded to additional paid in capital as a reallocation of noncontrolling interest in the accompanying consolidated statements of equity. The Company owns a 1.0% general partner interest in the Operating Partnership and the remainder indirectly as a limited partner through its wholly owned subsidiary, Home Properties I, LLC, which owns 100% of Home Properties Trust, which is the limited partner. Home Properties Trust was formed in September 1997, as a Maryland real estate trust and as a qualified REIT subsidiary (QRS) and owns the Company's share of the limited partner interests in the Operating Partnership.

The accompanying consolidated financial statements include the accounts of Home Properties Resident Services, Inc. (HPRS). HPRS is a wholly owned subsidiary of the Company. All significant inter-company balances and transactions have been eliminated in these consolidated financial statements.

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and the applicable rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, certain disclosures that would accompany annual financial statements prepared in accordance with GAAP are omitted. The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. In the opinion of management, all adjustments, consisting solely of normal recurring adjustments, necessary for the fair statement of the consolidated financial statements for the interim periods have been included. The current period's results of operations are not necessarily indicative of results which ultimately may be achieved for the year. These interim consolidated financial statements and notes thereto should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2010.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

2. Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standard Board (FASB) issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 clarifies some existing concepts, eliminates wording differences between U.S. GAAP and International Financial Reporting Standards (IFRS), and in some limited cases, changes some principles to achieve convergence between U.S. GAAP and IFRS. ASU 2011-04 results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. ASU 2011-04 also expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. ASU 2011-04 will be effective for the Company beginning after December 15, 2011. The Company does not expect the adoption of ASU 2011-04 to have a material effect on its operating results or financial position.

In June 2011, the FASB issued ASU 2011-05, *Presentation of Comprehensive Income*, which requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present components of other comprehensive income as part of the statement of equity. ASU 2011-05 will be effective for the Company beginning after December 15, 2011. The Company does not expect the adoption of ASU 2011-05 to have a material effect on its operating results or financial position.

3. Earnings Per Common Share

Basic earnings per share (EPS) is computed as net income attributable to common stockholders divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock-based compensation including stock options (using the treasury stock method) and the conversion of any exchangeable senior notes. The exchange of an UPREIT Unit for common stock will have no effect on diluted EPS as unitholders and common stockholders effectively share equally in the net income of the Operating Partnership. Income from continuing operations and discontinued operations is the same for both the basic and diluted calculation.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

3. Earnings Per Common Share (continued)

The calculation of the basic and diluted earnings per share for the three and six months ended June 30, 2011 and 2010 follows:

	Three Months		Six Months	
	2011	2010	2011	2010
Numerator:				
Income from continuing operations	\$ 10,506	\$ 7,130	\$ 19,869	\$ 11,114
Less: Income from continuing operations attributable to noncontrolling interest	(2,311)	(1,694)	(4,450)	(2,686)
Income from continuing operations attributable to common stockholders	\$ 8,195	\$ 5,436	\$ 15,419	\$ 8,428
Discontinued operations	\$	\$ (351)	\$	\$ (824)
Less: Discontinued operations attributable to noncontrolling interest		83		201
Discontinued operations attributable to common stockholders	\$	\$ (268)	\$	\$ (623)
Denominator:				
Basic weighted average number of common shares outstanding	39,479,163	36,795,326	38,742,875	35,894,052
Effect of dilutive stock options	669,510	396,835	598,630	369,871
Effect of phantom and restricted shares	81,757	54,991	65,994	40,363
Diluted weighted average number of common shares outstanding	40,230,430	37,247,152	39,407,499	36,304,286
Earnings per common share:				
Basic earnings per share:				
Income from continuing operations	\$ 0.21	\$ 0.15	\$ 0.40	\$ 0.24
Discontinued operations		(0.01)		(0.02)
Net income attributable to common stockholders	\$ 0.21	\$ 0.14	\$ 0.40	\$ 0.22

Diluted earnings per share:

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Income from continuing operations	\$ 0.20	\$ 0.15	\$ 0.39	\$ 0.23
Discontinued operations		(0.01)		(0.02)
Net income attributable to common stockholders	\$ 0.20	\$ 0.14	\$ 0.39	\$ 0.21

Unexercised stock options to purchase 166,810 and 1,786,663 shares of the Company's common stock for the three months ended June 30, 2011 and 2010, respectively, and 172,810 and 1,795,301 shares of the Company's common stock for the six months ended June 30, 2011 and 2010, respectively, were not included in the computations of diluted EPS because the effects would be antidilutive. Also, in conjunction with the issuance of the exchangeable senior notes, there were 331,257 potential shares issuable under certain circumstances, of which all are considered antidilutive as of June 30, 2011 and 2010.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

4. Notes Receivable

On September 22, 2010, the Company purchased two non-performing mortgage notes from a community bank for \$1,433 in an arm's length transaction. Both notes were in default. They were purchased at face value plus accrued interest and late fees and were secured by real property. One of the notes, originally purchased by the Company for \$1,015, was repaid in its entirety on January 28, 2011. The remaining note, purchased for \$418 is secured by vacant land. In accordance with authoritative guidance, the Company will recognize impairment to the extent the fair value of the collateral is less than the carrying amount of the investment in the note receivable. Interest income, if any, will be recognized on the cost recovery method. As of June 30, 2011, there was no impairment recognized and no interest income recorded on the remaining note. The remaining note receivable of \$424 is included in other assets on the Consolidated Balance Sheet as of June 30, 2011.

5. Acquisitions

On April 19, 2011, the Company acquired a 108 unit apartment community located in Frederick, Maryland for a total purchase price of \$7,000. In connection with this acquisition, closing costs of approximately \$90 were incurred and are included in other expenses for the second quarter of 2011.

6. Development

During 2008, the Company started construction on a project located in Alexandria, Virginia, consisting of four, four-story buildings with 421 units (Courts at Huntington Station) being built in two phases. As of June 30, 2011, phase one, consisting of two buildings with 202 units was complete and there were 181 units rented and occupied, with another 12 units pre-leased. Construction on the second phase (two buildings with 219 units) is nearing completion with 27 units reaching substantial completion of which 26 are rented and occupied and another 44 units are pre-leased. The construction in progress for this development was \$51,875 as of June 30, 2011.

During the first quarter of 2011, the Company started construction on a project located in Fredericksburg, Virginia, consisting of eight, four-story buildings and a refurbished rail depot for a total of 314 apartment units (The Apartments at Cobblestone Square). Construction of the first apartment building, along with the rail depot renovation and amenities, is expected to be completed in late 2011 with initial occupancy anticipated to begin in the third quarter of 2011. The entire project is expected to be completed in the first half of 2012. The construction in progress for this development was \$19,518 as of June 30, 2011.

The Company has one project in pre-construction development. Ripley Street, located in Silver Spring, Maryland, is a 379 apartment unit development consisting of two buildings: a 21 story high-rise and a 5 story mid-rise. The project is on entitled land that the Company purchased from another developer and is in the final stages of the design process. The construction in progress for this development, consisting mostly of land value, was \$23,513 as of June 30, 2011.

The Company has one project in the pre-redevelopment phase. Falkland Chase, located in Silver Spring, Maryland, currently has 450 garden apartments constructed between 1936 and 1939. The Company is planning on redeveloping the North parcel consisting of 182 units, which will be renamed Falkland North. The Company is making progress on the design and obtaining the necessary approvals to redevelop this parcel into approximately 1,100 units. Construction is expected to start at the earliest during late 2012 or early 2013, with a total projected cost of \$315,000. The cost associated with this project was \$3,419 as of June 30, 2011 and is included in other assets.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

7. Exchangeable Senior Notes

In October 2006, the Company issued \$200,000 of exchangeable senior notes under an Indenture Agreement (the "Indenture"), with a coupon rate of 4.125% ("Senior Notes"). In the fourth quarter of 2008, the Company repurchased \$60,000 principal amount of the Senior Notes, leaving \$140,000 outstanding. The Senior Notes are exchangeable into cash equal to the principal amount of the notes and, at the Company's option, cash or common stock for the exchange value, to the extent that the market price of common stock exceeds the initial exchange price of \$73.34 per share, subject to adjustment. The exchange price is adjusted for payments of dividends in excess of the reference dividend per the Indenture of \$0.64 per share. The notes are not redeemable at the option of the Company until November 6, 2011, except to preserve the status of the Company as a REIT. Holders of the notes may require the Company to repurchase the notes upon the occurrence of certain designated events. In addition, prior to November 1, 2026, the holders may require the Company to repurchase the notes on November 1, 2011, 2016 and 2021 by providing notice within 2 to 20 business days prior to the repurchase dates. The notes will mature on November 1, 2026, unless previously redeemed, repurchased or exchanged in accordance with their terms prior to that date. The notes are structurally subordinated to the secured indebtedness of the Company. The Company is not subject to any financial covenants under the Indenture. In addition, the Indenture will not restrict the ability to pay distributions, incur debt or issue or repurchase securities.

The following table provides information about the Senior Notes as of June 30, 2011 and December 31, 2010:

	2011	2010
Principal amount of liability component	\$ 140,000	\$ 140,000
Unamortized discount	(695)	(1,782)
Carrying amount of liability component	\$ 139,305	\$ 138,218
Carrying amount of equity component	\$ 13,950	\$ 13,950

The following table provides information about the Senior Notes for the three and six months ended June 30, 2011 and 2010:

	Three Months		Six Months	
	2011	2010	2011	2010
Coupon interest	\$ 1,444	\$ 1,444	\$ 2,887	\$ 2,887
Issuance cost amortization	137	137	273	273
Discount amortization	548	518	1,087	1,026
Total interest expense	\$ 2,129	\$ 2,099	\$ 4,247	\$ 4,186

The effective interest rate was 5.75% and the conversion price per share, as adjusted, was \$72.87 for the three and six months ended June 30, 2011 and 2010.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

8. Line of Credit

On February 10, 2011, the Company amended and extended its \$175,000 unsecured line of credit agreement with M&T Bank, as administrative agent and lead bank, which was scheduled to expire August 31, 2011. The amended line of credit agreement removes the 1.50% LIBOR floor contained in the earlier agreement and expires August 31, 2012, not including a one-year extension at the Company's option. The Company had no outstanding balance under the credit facility on June 30, 2011. Borrowings under the line of credit bear interest at rates ranging from 1.90% to 2.63% over the one-month LIBOR, increasing at higher levels of indebtedness; and in all cases, without a LIBOR floor. The one-month LIBOR was 0.25% at June 30, 2011, resulting in an effective rate of 2.55% for the Company.

The credit agreement relating to this line of credit requires the Company to maintain certain financial ratios and measurements. The Company was in compliance with these financial covenants for the six months ended June 30, 2011.

The Company's line of credit agreement provides the ability to issue up to \$20,000 in letters of credit. While the issuance of letters of credit does not increase borrowings outstanding under the line of credit, it does reduce the amount available. At June 30, 2011, the Company had outstanding letters of credit of \$6,797 and the amount available on the credit facility was \$168,203.

9. Fair Value of Financial Instruments

The Company follows the authoritative guidance for fair value measurements (ASC 820-10), when valuing its financial instruments for disclosure purposes. The valuation of financial instruments requires the Company to make estimates and judgments that affect the fair value of the instruments. The Company determined the fair value of its mortgage notes payable and line of credit facility using a discounted future cash flow technique that incorporates a market interest yield curve with adjustments for duration, loan to value, and risk profile (level 2 inputs, as defined by ASC 820-10). In determining the market interest yield curve, the Company considered its BBB credit rating. The Company based the fair value of its Senior Notes using quoted prices (a level 1 input, as defined by ASC 820-10).

At June 30, 2011 and December 31, 2010, the fair value of the Company's total debt, including the Senior Notes and line of credit, amounted to a liability of \$2,599,126 and \$2,678,524, respectively, compared to its carrying amount of \$2,535,088 and \$2,618,932, respectively.

10. Interest Capitalized

Capitalized interest associated with communities under development or rehabilitation totaled \$1,426 and \$2,745 for the three months ended June 30, 2011 and 2010, respectively; and \$2,852 and \$5,561 for the six months ended June 30, 2011 and 2010, respectively.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

11. Stockholders Equity*At-the-Market Equity Offering Program*

On September 17, 2010, the Company initiated its second At-the-Market (ATM) equity offering program through which it is authorized to sell up to 3.6 million shares of common stock from time to time in ATM offerings or negotiated transactions. There were no shares issued from this program during 2010. The following summarizes issuances of common stock from this program since inception through June 30, 2011:

Period	Number of Shares Sold	Gross Proceeds	Net Proceeds	Average Sales Price
First quarter 2011	841,000	\$ 47,524	\$ 46,572	\$ 56.51
Second quarter 2011	1,485,707	90,102	88,299	60.65
Total	2,326,707	\$ 137,626	\$ 134,871	\$ 59.15

In addition, the Company issued an additional 35,000 shares of common stock at an average price per share of \$60.15, for aggregate gross proceeds of \$2,105 with a trade date in June 2011 and a settlement date in July 2011. Aggregate net proceeds from such issuances, after deducting commissions and other transaction costs of \$42 were \$2,063. The Company includes only share issuances that have settled in the calculation of shares outstanding at June 30, 2011.

Dividends and Distributions

On May 27, 2011, the Company paid a dividend in the amount of \$0.62 per share of common stock to stockholders and a distribution of \$0.62 per UPREIT Unit to unitholders of record as of the close of business on May 17, 2011.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

12. Segment Reporting

The Company is engaged in the ownership and management of market rate apartment communities. Each apartment community is considered a separate operating segment. Each segment on a standalone basis is less than 10% of the revenues, net operating income, and assets of the combined reported operating segment and meets all of the aggregation criteria under authoritative guidance. The operating segments are aggregated as Core and Non-core properties.

Non-segment revenue to reconcile to total revenue consists of other income. Non-segment assets to reconcile to total assets include cash and cash equivalents, cash in escrows, accounts receivable, prepaid expenses, deferred charges and other assets.

Core properties consist of all apartment communities which have been owned more than one full calendar year. Therefore, the Core properties represent communities owned as of January 1, 2010. Non-core properties consist of apartment communities acquired or developed during 2010 and 2011, such that full year comparable operating results are not available.

The Company assesses and measures segment operating results based on a performance measure referred to as net operating income. Net operating income is defined as total revenues less operating and maintenance expenses. The accounting policies of the segments are the same as those described in Notes 1, 2 and 3 to the consolidated financial statements contained in the Company's Form 10-K for the year ended December 31, 2010.

The revenues and net operating income for each of the operating segments are summarized for the three and six months ended June 30, 2011 and 2010 as follows:

	Three Months		Six Months	
	2011	2010	2011	2010
Revenues:				
Apartments owned				
Core properties	\$ 128,512	\$ 123,600	\$ 258,265	\$ 249,383
Non-core properties	12,158	1,316	23,750	1,342
Reconciling items	17	30	70	88
Total revenues	\$ 140,687	\$ 124,946	\$ 282,085	\$ 250,813
Net operating income:				
Apartments owned				
Core properties	\$ 79,430	\$ 74,754	\$ 155,422	\$ 144,604
Non-core properties	7,519	433	14,593	365
Reconciling items	17	30	70	88
Net operating income, including reconciling items	86,966	75,217	170,085	145,057
General and administrative expenses	(8,826)	(7,111)	(15,062)	(12,668)
Interest expense	(32,800)	(29,669)	(65,831)	(59,854)
Depreciation and amortization	(34,735)	(30,685)	(69,214)	(60,798)
Other expenses	(99)	(622)	(109)	(623)

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Income from continuing operations	\$ 10,506	\$ 7,130	\$ 19,869	\$ 11,114
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The assets for each of the reportable segments are summarized as follows as of June 30, 2011 and December 31, 2010:

Assets:	2011	2010
Apartments owned		
Core properties	\$ 2,931,725	\$ 2,950,884
Non-core properties	607,144	585,045
Reconciling items	119,827	98,774
Total assets	\$ 3,658,696	\$ 3,634,703

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

13. Disposition of Property and Discontinued Operations

The Company reports its property dispositions as discontinued operations as prescribed by the authoritative guidance. Pursuant to the definition of a component of an entity, assuming no significant continuing involvement by the former owner after the sale, the sale of an apartment community is considered a discontinued operation. In addition, apartment communities classified as held for sale are also considered discontinued operations. The Company generally considers assets to be held for sale when all significant contingencies surrounding the closing have been resolved, which often corresponds with the actual closing date.

Included in discontinued operations for the three and six months ended June 30, 2010 are the operating results of one variable interest entity for which the Company's general partnership interest was sold in 2010. For purposes of the discontinued operations presentation, the Company only includes interest expense and losses from early extinguishment of debt associated with specific mortgage indebtedness of the properties that are sold or held for sale.

The operating results of discontinued operations are summarized for the three and six months ended June 30, 2011 and 2010 as follows:

	Three Months		Six Months	
	2011	2010	2011	2010
Revenues:				
Rental income	\$	\$ 1,069	\$	\$ 2,184
Property other income		16		36
Total revenues		1,085		2,220
Expenses:				
Operating and maintenance		897		1,962
Interest expense, including prepayment penalties		258		508
Depreciation and amortization		279		561
Total expenses		1,434		3,031
Income (loss) from discontinued operations	\$	\$ (349)	\$	\$ (811)

14. Commitments and Contingencies*Letters of Credit*

As of June 30, 2011, the Company had issued \$6,797 in letters of credit, which were provided under the Company's \$175,000 unsecured line of credit agreement. The letters of credit were required to be issued under certain tax escrow agreements, workers compensation and health insurance policies, and construction projects.

Debt Covenants

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The line of credit agreement contains restrictions which, among other things, require maintenance of certain financial ratios.

Included in the Company's Consolidated Balance Sheets at June 30, 2011 and December 31, 2010 are assets of Home Properties Fair Oaks, LLC, owner of the Courts at Fair Oaks, Fairfax, VA, that are pledged as collateral for specific indebtedness and are not available to satisfy any other obligations of the Company.

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HOME PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except share and per share data)

(Unaudited)

14. Commitments and Contingencies (continued)

Tax Protection Obligations

In connection with certain UPREIT Unit transactions, the Company has agreed to maintain certain levels of nonrecourse debt for a period of 5 to 10 years associated with the contributed properties acquired. In addition, the Company is restricted in its ability to sell certain contributed properties (13% by number of apartment communities of the owned portfolio) for a period of 7 to 15 years except through a tax deferred like-kind exchange. The remaining terms on the sale restrictions range from 8 months to 6 years.

Limited Partnership

For periods before October 13, 2010, the Company, through its general partnership interest in an affordable property limited partnership, had guaranteed certain low income housing tax credits to limited partners in this partnership through 2015 totaling approximately \$3,000. In addition, through October 12, 2010, the Company, acting as general partner in this partnership, was obligated to advance funds to meet partnership operating deficits. As more fully described in Note 4 to the consolidated financial statements contained in the Company's Form 10-K for the year ended December 31, 2010, the Company's general partner interest in this entity was sold on October 13, 2010, relieving the Company of the operating deficit guarantee and reducing the tax credit guarantee to a \$3,000 secondary guarantee, with the new general partner assuming the operating guarantee and primary tax credit guarantee positions. As of June 30, 2011, there were no known conditions that would make such payments necessary relating to the tax credit guarantee; therefore, no liability has been recorded in the financial statements.

Contingencies

The Company is not a party to any legal proceedings which are expected to have a material adverse effect on the Company's liquidity, financial position or results of operations. The Company is subject to a variety of legal actions for personal injury or property damage arising in the ordinary course of its business, most of which are covered by liability insurance. Various claims of employment and resident discrimination are also periodically brought, most of which also are covered by insurance. While the resolution of these matters cannot be predicted with certainty, management believes that the final outcome of such legal proceedings and claims will not have a material adverse effect on the Company's liquidity, financial position or results of operations.

15. Subsequent Events

On July 14, 2011, the Company acquired a 203 unit apartment community located in West Chester, PA for a total purchase price of \$24,600. In connection with this acquisition, closing costs of approximately \$315 were incurred and will be included in other expenses for the third quarter of 2011.

On July 15, 2011, the Company acquired a 302 unit apartment community located in Shrewsbury, MA for a total purchase price of \$40,500. In connection with this acquisition, closing costs of approximately \$60 were incurred and will be included in other expenses for the third quarter of 2011.

On August 3, 2011, the Board of Directors declared a dividend of \$0.62 per share on the Company's common stock and approved a distribution of \$0.62 per UPREIT Unit for the quarter ended June 30, 2011. This is the equivalent of an annual dividend/distribution of \$2.48 per share/unit. The dividend and distribution is payable August 26, 2011, to stockholders and unitholders of record on August 16, 2011.

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HOME PROPERTIES, INC.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

(Unaudited)

The following discussion should be read in conjunction with the accompanying consolidated financial statements and notes thereto.

Forward-Looking Statements

This discussion contains forward-looking statements. Historical results and percentage relationships set forth in the consolidated financial statements, including trends which might appear, should not be taken as indicative of future operations. The Company considers portions of the information to be forward-looking statements within the meaning of Section 27A of the Securities Exchange Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended, with respect to the Company's expectations for future periods. Some examples of forward-looking statements include statements related to acquisitions (including any related pro forma financial information), future capital expenditures, potential development and redevelopment opportunities, projected costs and rental rates for development and redevelopment projects, financing sources and availability, and the effects of environmental and other regulations. Although the Company believes that the expectations reflected in those forward-looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be achieved. Factors that may cause actual results to differ include general economic and local real estate conditions, the weather and other conditions that might affect operating expenses, the timely completion of repositioning activities and development within anticipated budgets, the actual pace of future development, acquisitions and sales, and continued access to capital to fund growth. For this purpose, any statements contained in this Form 10-Q that are not statements of historical fact should be considered to be forward-looking statements. Some of the words used to identify forward-looking statements include believes, anticipates, plans, expects, seeks, estimates, and any other similar expressions. Readers should exercise caution in interpreting and relying on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Company's control and could materially affect the Company's actual results, performance or achievements.

Liquidity and Capital Resources

General

The Company's principal liquidity demands are expected to be distributions to the common stockholders and holders of UPREIT Units, capital improvements and repairs and maintenance for its properties, acquisition and development of additional properties and debt repayments, including any exchangeable senior notes that may be put to or called by the Company. The Company may also acquire equity ownership in other public or private companies that own and manage portfolios of apartment communities.

The Company intends to meet its short-term liquidity requirements through net cash flows provided by operating activities and its existing bank line of credit, described below. The Company considers its ability to generate cash to be adequate to meet all operating requirements, including availability to pay dividends to its stockholders and make distributions to its holders of UPREIT Units in accordance with the provisions of the Internal Revenue Code, as amended, applicable to REITs.

In 2000, the Company obtained an investment grade rating from Fitch, Inc. The rating in effect at June 30, 2011 (no change from initial rating) is a corporate credit rating of BBB (Triple B).

Cash Flow Summary

The Company's net cash flow from operating activities was \$93 million in the first six months of 2011 compared to \$81 million in the first six months of 2010. The \$12 million increase was primarily due to a \$10 million increase in cash provided from more profitable operations, as more fully described in the Results of Operations below.

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Liquidity and Capital Resources (continued)

Cash used in investing activities was \$72 million during 2011 compared to \$95 million in 2010. Cash outflows for capital improvements were \$49 million in 2011 compared to \$38 million in 2010. The increased investment in 2011 reflects management's strategy to continually reposition and perform selective rehabilitation in markets that are able to support rent increases. Cash outflows for additions to construction in progress were \$16 million in 2011 as compared to \$24 million in 2010. The lower spending on development in 2011 reflects the completion of one major project during 2011 compared to the active construction of two communities in 2010. Cash outflows for the purchase of properties were \$7 million in 2011 and \$31 million in 2010, reflective of the communities acquired which are further described in the acquisitions section below.

Net cash provided by financing activities totaled \$1 million in 2011. Cash flows from the sale of common stock under the ATM offering of \$135 million and proceeds from stock option exercises of \$13 million during the period were used for net paydown of mortgages of \$28 million, net paydown on the line of credit of \$57 million and distributions paid to stockholders and UPREIT unitholders of \$62 million. Net cash provided by financing activities totaled \$14 million in 2010. Cash flows from net proceeds of the ATM common stock offering of \$108 million, proceeds from stock option exercises of \$6 million and net proceeds from mortgage financing of \$4 million were partially offset by distributions paid to shareholders and UPREIT unitholders of \$55 million, and a net paydown of \$44 million on the line of credit.

Line of Credit

On February 10, 2011, the Company amended and extended its \$175 million unsecured line of credit agreement with M&T Bank, as administrative agent and lead bank, which was scheduled to expire August 31, 2011. The amended line of credit agreement removes the 1.50% LIBOR floor contained in the earlier agreement and expires one year later on August 31, 2012, not including a one-year extension at the Company's option. The Company had no borrowings outstanding under the credit facility on June 30, 2011.

Borrowings under the line of credit bear interest at rates ranging from 1.90% to 2.63% over the one-month LIBOR, increasing at higher levels of indebtedness; and in all cases, without a LIBOR floor. The one-month LIBOR was 0.25% at June 30, 2011 resulting in an effective rate of 2.55% for the Company. Accordingly, increases in the one-month LIBOR will increase the Company's interest expense and as a result will affect the Company's results of operations and financial condition.

The Company's line of credit agreement provides the ability to issue up to \$20 million in letters of credit. While the issuance of letters of credit does not increase borrowings outstanding under the line of credit, it does reduce the amount available. At June 30, 2011, the Company had outstanding letters of credit of \$6.8 million and the amount available on the credit facility was \$168.2 million.

Exchangeable Senior Notes

In October 2006, the Company issued \$200 million of exchangeable senior notes with a coupon rate of 4.125% (Senior Notes), which generated net proceeds of \$195.8 million. The net proceeds were used to repurchase 933,000 shares of common stock for a total of \$58 million, pay down \$70 million on the line of credit, with the balance used for redemption of the Series F Preferred Shares and property acquisitions. During the fourth quarter of 2008, the Company repurchased \$60 million of the Senior Notes for \$45.4 million. The exchange terms and conditions are more fully described under Contractual Obligations and Other Commitments, below.

The Indenture under which the Senior Notes were issued permits the holders of the Senior Notes to put them to the Company at 100% of the principal amount on November 1, 2011, and also permits the Company to call the Senior Notes for redemption at the same price beginning November 6, 2011. The Company is evaluating whether to exercise the call feature of the \$140 million Senior Notes in November 2011. If the decision were made to call the Senior Notes, the Company would finance the transaction with proceeds from the line of credit, additional unsecured financings and/or proceeds from the sale of stock.

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Liquidity and Capital Resources (continued)

Indebtedness

As of June 30, 2011, the weighted average interest rate on the Company's total indebtedness of \$2.5 billion was 5.18% with staggered maturities averaging approximately seven years. Approximately 92% of total indebtedness is at fixed rates. This limits the exposure to changes in interest rates, minimizing the effect of interest rate fluctuations on the Company's results of operations and cash flows.

Unencumbered Assets

The Company's percentage of unencumbered assets of the total property pool remained stable at 21.6% and 21.7% as of June 30, 2011 and December 31, 2010, respectively. These levels of unsecured assets add borrowing flexibility because more capacity is available for unsecured debt under the terms of the Company's unsecured line of credit agreement.

UPREIT Units

The Company believes that the issuance of UPREIT Units for property acquisitions will continue to be a potential source of capital for the Company. During 2010, the Company issued \$4.8 million in 98,728 UPREIT Units as consideration for one acquired property. During the first six months of 2011, no UPREIT Units were issued.

Universal Shelf Registration

On March 3, 2010, the Company filed a Form S-3 universal shelf registration statement with the SEC that registers the issuance, from time to time, of common stock, preferred stock or debt securities. The Company may offer and sell securities issued pursuant to the universal shelf registration statement after a prospectus supplement, describing the type of security and amount being offered, is filed with the SEC. Sales of common stock under the Company's ATM offering in the six months ended June 30, 2011, as described below, were made under this registration statement.

At-the-Market Equity Offering Program

On September 17, 2010, the Company initiated its second At-the-Market (ATM) equity offering program through which it is authorized to sell up to 3.6 million shares of common stock from time to time in ATM offerings or negotiated transactions. There were no shares issued from this program during 2010. During the first half 2011, the Company issued 2,326,707 shares of common stock at an average price per share of \$59.15, for aggregate gross proceeds of \$137.6 million and aggregate net proceeds of \$134.9 million after deducting commissions and other transaction costs of approximately \$2.7 million. In addition, the Company issued an additional 35,000 shares of common stock at an average price per share of \$60.15, for aggregate gross and net proceeds of \$2.1 million with a trade date in June 2011 and a settlement date in July 2011. The Company used the net proceeds from the offering primarily for acquisitions, development and redevelopment of apartment communities.

Dividend Reinvestment and Direct Stock Purchase Plan (DRIP)

The Company's DRIP provides the stockholders of the Company an opportunity to automatically invest their cash dividends in additional shares of common stock. In addition, eligible participants may make monthly payments or other voluntary cash investments in shares of common stock. The maximum monthly investment permitted without prior Company approval is currently \$10,000. The Company meets share demand under the DRIP through stock repurchases by the transfer agent in the open market on the Company's behalf or new stock issuances. Management monitors the relationship between the Company's stock price and its estimated net asset value (NAV). During times when the difference between these two values is small, resulting in little dilution of NAV by common stock issuances, the Company can choose to issue new shares. At times when the gap between NAV and stock price is greater, the Company has the flexibility to satisfy the demand for DRIP shares with stock repurchased by the transfer agent in the open market. In addition, the Company can issue waivers to DRIP participants to provide for investments in excess of the \$10,000 maximum monthly investment. No such waivers were granted during 2010 or 2011.

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Liquidity and Capital Resources (continued)

Stock Repurchase Program

In 1997, the Company's Board of Directors (the Board) approved a stock repurchase program under which the Company may repurchase shares of its common stock or UPREIT Units (Company Program). The shares and units may be repurchased through open market or privately negotiated transactions at the discretion of Company management. The Board's action did not establish a target stock price or a specific timetable for repurchase. There were no repurchases under the Company Program during 2010 and through June 30, 2011. The remaining authorization level as of June 30, 2011 is 2,291,160 shares and UPREIT Units, collectively. The Company will continue to monitor stock prices relative to the NAV to determine the current best use of capital among our major uses of capital: stock buybacks, debt paydown to increase the unencumbered pool, acquisitions, rehabilitation and/or redevelopment of owned properties and development of new properties. At the present time, the Company has no intention of buying back any stock or UPREIT Units during the remainder of 2011.

Acquisitions and Development

Acquisitions

On April 19, 2011, the Company acquired a 108 unit apartment community located in Frederick, Maryland, for a total purchase price of \$7.0 million. In connection with this acquisition, closing costs of approximately \$0.1 million were incurred and are included in other expenses for the second quarter of 2011. The property was built in 1984 and consists of six garden style buildings. The weighted average first year capitalization rate projected by the Company on this acquisition was 7.2%.

On July 14, 2011, the Company acquired a 203 unit apartment community located in West Chester, PA, for a total purchase price of \$24.6 million. In connection with this acquisition, closing costs of approximately \$0.3 million were incurred and will be included in other expenses for the third quarter of 2011. The property was built in 1968 and consists of nineteen garden style buildings. The weighted average first year capitalization rate projected by the Company on this acquisition was 5.7%.

On July 15, 2011, the Company acquired a 302 unit apartment community located in Shrewsbury, MA, for a total purchase price of \$40.5 million. In connection with this acquisition, closing costs of approximately \$0.1 million were incurred and will be included in other expenses for the third quarter of 2011. The property was built in 1991 and consists of ten garden style buildings. The weighted average first year capitalization rate projected by the Company on this acquisition was 5.9%.

Development

As of June 30, 2011, 90% of the Courts at Huntington Station Phase One units were occupied. Construction on Phase Two, consisting of 219 units, is nearly complete with 32% of the units either occupied or pre-leased, and the Company expects to reach stabilized occupancy in approximately one year.

During the first quarter of 2011, the Company started construction on a project located in Fredericksburg, Virginia, consisting of eight, four-story buildings and a refurbished rail depot for a total of 314 apartment units (The Apartments at Cobblestone Square). Construction of the first apartment building, along with the rail depot renovation and amenities, is slated for completion in late 2011 with initial occupancy anticipated to begin in the third quarter of 2011. The entire project is expected to be completed in the first half of 2012 for a total cost of \$49 million.

The Company has one project in pre-construction development. Ripley Street, located in Silver Spring, Maryland, is a 379 apartment unit development consisting of two buildings: a 21 story high-rise and a 5 story mid-rise. The project is on entitled land that the Company purchased from another developer and is in the final stages of the design process. Construction is expected to begin in the second half of 2011 with initial occupancy by the end of 2012 and project completion in the second half of 2013 for a total cost of \$111 million.

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Acquisitions and Development (continued)

The Company has one project in the pre-redevelopment phase. Falkland Chase, located in Silver Spring, Maryland, currently has 450 garden apartments constructed between 1936 and 1939. The Company is planning on redeveloping the North parcel consisting of 182 units, which will be renamed Falkland North. The Company is making progress on the design and obtaining the necessary approvals to redevelop this parcel into approximately 1,100 units. Construction is expected to start at the earliest during late 2012 or early 2013, with a total projected cost of \$315 million.

The Company has two land parcels under contract. Courts at Spring Mill Station is located in Conshohocken, Pennsylvania, a suburb of Philadelphia. The project is on land that the Company holds a purchase option on and is in the middle stages of the entitlement process for approximately 385 apartment units, with all approvals expected by the end of 2011. Construction is expected to begin in the first half of 2012 and total estimated costs are approximately \$79 million.

The Company also has land under contract in Fairfax County, VA. This project involves an entitled land parcel on which the Company is working with the seller to process a rezoning application to develop a podium style project with a total of approximately 600 wood-framed mid-rise and concrete high-rise units. Closing will occur after the seller obtains final zoning approval for the project, probably by the fourth quarter of 2012. Construction is expected to begin in the first quarter of 2014 with a total projected cost of \$205 million.

Contractual Obligations and Other Commitments

The primary obligations of the Company relate to its borrowings under the line of credit, Senior Notes and mortgage notes payable. The Company's line of credit matures in August 2012 (not including a one-year optional extension) and had no borrowings outstanding at June 30, 2011. The \$2.4 billion in mortgage notes payable have varying maturities ranging from 5 months to 23 years. The weighted average interest rate of the Company's secured debt was 5.15% at June 30, 2011. The weighted average rate of interest on the Company's total indebtedness of \$2.5 billion at June 30, 2011 was 5.18%.

In October 2006, the Company issued \$200 million of Senior Notes with a coupon rate of 4.125%. During 2008, the Company repurchased and retired \$60 million principal amount of its Senior Notes and \$140 million remain outstanding at June 30, 2011. The notes are exchangeable into cash equal to the principal amount of the notes and, at the Company's option, cash or common stock for the exchange value, to the extent that the market price of common stock exceeds the initial exchange price of \$73.34 per share, subject to adjustment. The exchange price is adjusted for payments of dividends in excess of the reference dividend set in the indenture of \$0.64 per share. The adjusted exchange price at June 30, 2011 was \$72.87 per share. Upon an exchange of the notes, the Company will settle any amounts up to the principal amount of the notes in cash and the remaining exchange value, if any, will be settled, at the Company's option, in cash, common stock or a combination of both. The notes are not redeemable at the option of the Company until November 6, 2011, except to preserve the status of the Company as a REIT. Holders of the notes may require the Company to repurchase the notes upon the occurrence of certain designated events. In addition, prior to November 1, 2026, the holders may require the Company to repurchase the notes on November 1, 2011, 2016 and 2021 by providing notice within 2 to 20 business days prior to the repurchase dates. The notes will mature on November 1, 2026, unless previously redeemed, repurchased or exchanged in accordance with their terms prior to that date.

The Company leases its corporate office space from an affiliate and the office space for its regional offices from non-affiliated third parties. The rent for the corporate office space is a gross rent that includes real estate taxes and common area maintenance. The regional office leases are net leases which require an annual base rent plus a pro-rata portion of real estate taxes.

The Company, through its former general partnership interest in an affordable property limited partnership, has a secondary guarantee through 2015 on certain low income housing tax credits to limited partners in this partnership totaling approximately \$3 million. With respect to the guarantee of the low income housing tax credits, the new unrelated general partner assumed operating deficit guarantee and primary tax credit guarantee positions. The Company believes the property's operations conform to the applicable requirements and does not anticipate any payment on the guarantee; therefore, no liability has been recorded in the financial statements.

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Capital Improvements (dollars in thousands, except unit and per unit data)

The Company's policy is to capitalize costs related to the acquisition, development, rehabilitation, construction and improvement of properties. Capital improvements are costs that increase the value and extend the useful life of an asset. Ordinary repair and maintenance costs that do not extend the useful life of the asset are expensed as incurred. Costs incurred on a lease turnover due to normal wear and tear by the resident are expensed on the turn. Recurring capital improvements typically include appliances, carpeting and flooring, HVAC equipment, kitchen and bath cabinets, new roofs, site improvements and various exterior building improvements. Non-recurring revenue generating upgrades include community centers, new windows, and kitchen and bath apartment upgrades. Revenue generating capital improvements are expected to directly result in increased rental earnings or expense savings. The Company capitalizes interest and certain internal personnel costs related to the communities under rehabilitation and construction.

The Company estimates, that on an annual basis, \$800 per unit is spent on recurring capital expenditures in 2011 and 2010. During the three and six months ended June 30, 2011 and 2010, approximately \$200 and \$400 per unit, respectively, was spent on recurring capital expenditures.

The table below summarizes the actual total capital improvements incurred by major categories for the three and six months ended June 30, 2011 and 2010 and an estimate of the breakdown of total capital improvements by major categories between recurring, and non-recurring revenue generating, capital improvements for the three and six months ended June 30, 2011 as follows:

	For the three months ended June 30, 2011				2010			
	Recurring Cap Ex	Per Unit ^(a)	Non- Recurring Cap Ex	Per Unit ^(a)	Total Capital Improvements	Per Unit ^(a)	Total Capital Improvements	Per Unit ^(a)
New buildings	\$	\$	\$ 300	\$ 8	\$ 300	\$ 8	\$ 36	\$ 1
Major building improvements	1,194	31	3,241	84	4,435	115	3,712	103
Roof replacements	435	11	1,131	29	1,566	40	774	21
Site improvements	433	11	4,417	115	4,850	126	2,251	62
Apartment upgrades	1,021	27	9,120	237	10,141	264	7,509	208
Appliances	1,605	42	1		1,606	42	1,307	36
Carpeting/flooring	2,127	55	691	18	2,818	73	2,500	69
HVAC/mechanicals	693	18	2,497	65	3,190	83	4,338	120
Miscellaneous	193	5	600	16	793	21	517	14
Totals	\$ 7,701	\$ 200	\$ 21,998	\$ 572	\$ 29,699	\$ 772	\$ 22,944	\$ 634

^(a) Calculated using the weighted average number of units owned, including 35,801 core units, 2010 acquisition units of 2,614, and 2011 acquisition units of 88 for the three months ended June 30, 2011; and 35,801 core units and 2010 acquisition units of 362 for the three months ended June 30, 2010.

Table of Contents**Capital Improvements (continued)**

	For the six months ended June 30, 2011				2010			
	Recurring Cap Ex	Per Unit ^(a)	Non- Recurring Cap Ex	Per Unit ^(a)	Total Capital Improvements	Per Unit ^(a)	Total Capital Improvements	Per Unit ^(a)
New buildings	\$	\$	\$ 412	\$ 11	\$ 412	\$ 11	\$ 84	\$ 2
Major building improvements	2,384	62	5,188	135	7,572	197	5,025	140
Roof replacements	635	17	1,131	29	1,766	46	969	27
Site improvements	865	22	5,027	131	5,892	153	3,474	97
Apartment upgrades	2,689	70	13,933	362	16,622	432	12,560	349
Appliances	2,792	73			2,792	73	2,319	64
Carpeting/flooring	4,250	110	987	26	5,237	136	4,486	125
HVAC/mechanicals	1,385	36	3,571	93	4,956	129	7,112	197
Miscellaneous	385	10	1,629	42	2,014	52	872	24
Totals	\$ 15,385	\$ 400	\$ 31,878	\$ 829	\$ 47,263	\$ 1,229	\$ 36,901	\$ 1,025

^(a) Calculated using the weighted average number of units owned, including 35,801 core units, 2010 acquisition units of 2,614, and 2011 acquisition units of 44 for the six months ended June 30, 2011; and 35,801 core units and 2010 acquisition units of 181 for the six months ended June 30, 2010.

The schedule below summarizes the breakdown of total capital improvements between core and non-core as follows:

	For the three months ended June 30, 2011				2010			
	Recurring Cap Ex	Per Unit ^(a)	Non- Recurring Cap Ex	Per Unit ^(a)	Total Capital Improvements	Per Unit ^(a)	Total Capital Improvements	Per Unit ^(a)
Core Communities	\$ 7,160	\$ 200	\$ 19,325	\$ 540	\$ 26,485	\$ 740	\$ 22,849	\$ 638
2011 Acquisition Communities	18	200						