

UDR, Inc.  
Form 10-Q  
November 07, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-Q**

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

**For the quarterly period ended September 30, 2008  
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 1-10524  
UDR, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland  
(State or other jurisdiction of  
incorporation of organization)**

**54-0857512  
(I.R.S. Employer  
Identification No.)**

**1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado 80129  
(Address of principal executive offices) (zip code)**

**(720) 283-6120**

**(Registrant's telephone number, including area code)**

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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

The number of shares of the issuer's common stock, \$0.01 par value, outstanding as of November 1, 2008, was 136,180,801.

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## Item 1. FINANCIAL STATEMENTS

**UDR, Inc.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except for share data)

	September 30, 2008 (Unaudited)	December 31, 2007
<b>ASSETS</b>		
Real estate owned:		
Real estate held for investment	\$ 5,555,281	\$ 4,129,460
Less: accumulated depreciation	(999,679)	(821,991)
	4,555,602	3,307,469
Real estate under development (net of accumulated depreciation of \$0 and \$963)	121,557	343,768
Real estate held for disposition (net of accumulated depreciation of \$9,056 and \$548,805)	39,000	929,545
Total real estate owned, net of accumulated depreciation	4,716,159	4,580,782
Cash and cash equivalents	2,861	3,219
Restricted cash	10,070	6,295
Deferred financing costs, net	30,575	34,136
Notes receivable	207,450	12,655
Investment in unconsolidated joint ventures	46,859	48,264
Escrow 1031 exchange funds		56,217
Other assets	84,339	54,636
Other assets real estate held for disposition	1,899	4,917
Total assets	\$ 5,100,212	\$ 4,801,121
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Secured debt	\$ 1,315,075	\$ 910,611
Secured debt real estate held for disposition		227,325
Unsecured debt	2,035,454	2,364,740
Real estate taxes payable	28,836	8,808
Accrued interest payable	24,724	27,999
Security deposits and prepaid rent	31,141	21,897
Distributions payable	47,154	49,152
Deferred gains on the sale of depreciable property	28,849	28,690
Accounts payable, accrued expenses, and other liabilities	37,136	51,989
Other liabilities real estate held for disposition	2,139	28,468
Total liabilities	3,550,508	3,719,679

Minority interests	100,327	62,049
Stockholders' equity		
Preferred stock, no par value; 50,000,000 shares authorized 2,803,812 shares of 8.00% Series E Cumulative Convertible issued and outstanding (2,803,812 shares at December 31, 2007)	46,571	46,571
4,430,700 shares of 6.75% Series G Cumulative Redeemable issued and outstanding (5,400,000 shares at December 31, 2007)	110,768	135,000
Common stock, \$0.01 par value; 250,000,000 shares authorized 128,091,103 shares issued and outstanding (133,317,706 shares at December 31, 2007)	1,281	1,333
Additional paid-in capital	1,489,071	1,620,541
Distributions in excess of net income	(198,951)	(783,238)
Accumulated other comprehensive income/(loss), net	637	(814)
Total stockholders' equity	1,449,377	1,019,393
Total liabilities and stockholders' equity	\$ 5,100,212	\$ 4,801,121

See accompanying notes to consolidated financial statements.

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**UDR, Inc.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
<b>REVENUES</b>				
Rental income	\$ 146,291	\$ 128,192	\$ 410,690	\$ 373,287
Non-property income:				
Other income	10,798	6,295	27,029	15,387
Total Revenues	157,089	134,487	437,719	388,674
<b>EXPENSES</b>				
Rental expenses:				
Real estate taxes and insurance	19,133	15,242	48,417	44,865
Personnel	12,542	10,767	36,074	32,325
Utilities	7,977	7,204	21,661	19,518
Repair and maintenance	8,219	7,264	22,278	20,388
Administrative and marketing	3,551	3,365	10,068	9,680
Property management	4,023	3,525	11,294	10,265
Other operating expenses	1,158	321	3,182	946
Real estate depreciation and amortization	65,551	48,228	180,493	140,428
Interest (net of gains on debt extinguishment of \$2.5 million, \$0, \$8.9 million and \$0, respectively)	37,361	42,170	109,858	120,126
General and administrative	9,835	8,788	29,535	28,350
Other depreciation and amortization	1,140	712	3,013	2,236
Other expenses	833		833	
Total Expenses	171,323	147,586	476,706	429,127
Operating loss	(14,234)	(13,099)	(38,987)	(40,453)
Loss from unconsolidated entities	(1,897)	(335)	(3,286)	(869)
Minority interests of outside partnerships	(39)	(45)	(136)	(112)
Minority interests of unitholders in operating partnerships	860	949	2,454	3,086
Loss before discontinued operations, net of minority interests	(15,310)	(12,530)	(39,955)	(38,348)
Income from discontinued operations, net of minority interests	6,937	91,359	757,706	155,706
Net (loss)/income	(8,373)	78,829	717,751	117,358
Distributions to preferred stockholders Series B				(4,819)

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Distributions to preferred stockholders Series E (Convertible)	(931)	(931)	(2,793)	(2,793)
Distributions to preferred stockholders Series G	(1,989)	(2,329)	(6,545)	(3,114)
Discount/(premium) on preferred stock repurchases, net	3,056		3,056	(2,261)
Net (loss)/income available to common stockholders	\$ (8,237)	\$ 75,569	\$ 711,469	\$ 104,371
(Loss)/Earnings per weighted average common share basic and diluted:				
Loss from continuing operations available to common stockholders, net of minority interests	\$ (0.11)	\$ (0.12)	\$ (0.36)	\$ (0.38)
Income from discontinued operations, net of minority interests	\$ 0.05	\$ 0.68	\$ 5.89	\$ 1.16
Net (loss)/income available to common stockholders	\$ (0.06)	\$ 0.56	\$ 5.53	\$ 0.78
Common distributions declared per share	\$ 0.3300	\$ 0.3300	\$ 0.9900	\$ 0.9900
Weighted average number of common shares outstanding basic	126,845	133,854	128,634	134,362
Weighted average number of common shares outstanding diluted	126,845	133,854	128,634	134,362

See accompanying notes to consolidated financial statements



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**UDR, Inc.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands, except for share data)  
(Unaudited)

<b>Nine Months Ended September 30,</b>	<b>2008</b>	<b>2007</b>
<b>Operating Activities</b>		
Net income	\$ 717,751	\$ 117,358
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	183,506	195,890
Net gains on the sale of depreciable property	(786,917)	(137,256)
Net gains on the sale of land	(183)	
Gains on debt extinguishment	(8,855)	
Minority interests	48,911	6,135
Amortization of deferred financing costs and other	7,108	5,593
Amortization of deferred compensation	5,346	4,699
(Refunds)/prepayments on income taxes	(4,047)	5,296
Changes in operating assets and liabilities:		
Decrease/(increase) in operating assets	(7,295)	459
Decrease in operating liabilities	(19,921)	(3,099)
Net cash provided by operating activities	135,404	195,075
<b>Investing Activities</b>		
Proceeds from sales of real estate investments, net	1,485,100	408,233
Proceeds from note receivable	44,774	4,000
Disbursements related to note receivable	(39,569)	
Acquisition of real estate assets (net of liabilities assumed) and initial capital expenditures	(909,764)	(197,791)
Development of real estate assets	(101,952)	(69,069)
Capital expenditures and other major improvements real estate assets, net of escrow reimbursement	(101,128)	(151,765)
Capital expenditures non-real estate assets	(21,347)	(3,438)
Investment in unconsolidated joint venture	1,405	(3,532)
Purchase deposits on pending real estate acquisitions	(928)	(14,817)
Change in funds held in escrow from IRC Section 1031 exchanges	56,217	
Net cash provided by/(used in) investing activities	412,808	(28,179)
<b>Financing Activities</b>		
Payments on secured debt	(75,473)	(100,228)
Proceeds from the issuance of unsecured debt	240,000	150,000
Proceeds from the issuance of secured debt	156,885	80,394
Payments on unsecured debt	(367,031)	(167,255)
Net (repayment)/proceeds of revolving bank debt	(193,400)	82,500
Payment of financing costs	(2,957)	(7,438)
Proceeds from the issuance of common stock	2,491	1,930

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Proceeds from the (redemption)/issuance of Series G preferred stock, net	(20,347)	135,000
Payment of preferred stock issuance costs		(4,252)
(Repayment)/proceeds from the investment of performance based programs, net	(766)	87
Distributions paid to minority interests	(8,923)	(9,295)
Distributions paid to preferred stockholders	(9,629)	(10,103)
Distributions paid to common stockholders	(128,887)	(131,463)
Repurchase of common stock	(140,533)	(51,163)
Redemption of Series B preferred stock		(135,400)
Net cash (used in) financing activities	(548,570)	(166,686)
Net (decrease)/increase in cash and cash equivalents	(358)	210
Cash and cash equivalents, beginning of period	3,219	2,143
Cash and cash equivalents, end of period	\$ 2,861	\$ 2,353
<b>Supplemental Information:</b>		
Interest paid during the period	\$ 93,627	\$ 147,291
Non-cash transactions:		
Conversion of operating partnership minority interests to common stock (150,061 shares in 2008 and 919,709 shares in 2007)	1,380	8,611
Issuance of restricted stock awards	4	2
Issuance of note receivable upon the disposition of real estate	200,000	
Secured debt assumed with the acquisition of properties, net of fair value adjustment	95,728	72,680
See accompanying notes to consolidated financial statements.		

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**UDR, Inc.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME**  
(In thousands, except share data)  
(Unaudited)

	Preferred Stock		Common Stock		Paid-in Capital	Accumulated Distributions in Excess of Net Comprehensive Income/(Loss)		Total
	Shares	Amount	Shares	Amount		Income	Other	
Balance, December 31, 2007	8,203,812	\$ 181,571	133,317,706	\$ 1,333	\$ 1,620,541	\$ (783,238)	\$ (814)	\$ 1,019,393
Comprehensive Income								
Net income						717,751		717,751
Other comprehensive income								
Unrealized gain on derivative financial instruments							1,451	1,451
Comprehensive income						717,751	1,451	719,202
Issuance of common and restricted shares			623,036	6	6,794			6,800
Purchase of common shares			(5,999,700)	(60)	(140,473)			(140,533)
Redemption of 969,300 shares of 6.75% Series G Cumulative Redeemable shares	(969,300)	(24,232)			829	3,056		(20,347)
Adjustment for conversion of minority interests of unitholders in operating partnerships			150,061	2	1,380			1,382
Common stock distributions						(127,182)		(127,182)

declared (\$0.9900 per share) Preferred stock distributions declared-Series E (\$0.9922 per share)						(2,793)		(2,793)
Preferred stock distributions declared-Series G (\$0.9900 per share)						(6,545)		(6,545)
Balance, September 30, 2008	7,234,512	\$ 157,339	128,091,103	\$ 1,281	\$ 1,489,071	\$ (198,951)	\$ 637	\$ 1,449,377

See accompanying notes to consolidated financial statements

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**UDR, Inc.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**  
**(UNAUDITED)**

**1. CONSOLIDATION, BASIS OF PRESENTATION AND ACCOUNTING POLICIES**

**Consolidation and Basis of Presentation**

UDR, Inc., collectively with our consolidated subsidiaries ( we , our , us , the Company or UDR ) is a self-administered real estate investment trust, or REIT, that owns, acquires, renovates, develops, and manages apartment communities nationwide. The accompanying consolidated financial statements include the accounts of UDR and its subsidiaries, including United Dominion Realty, L.P. (the Operating Partnership ), and Heritage Communities L.P. (the Heritage OP ). As of September 30, 2008, there were 166,146,042 units in the Operating Partnership outstanding, of which 157,639,390 units or 95% were owned by UDR and 8,506,652 units or 5% were owned by limited partners. As of September 30, 2008, there were 5,542,200 units in the Heritage OP outstanding, of which 5,232,349 units or 94% were owned by UDR and 309,851 units or 6% were owned by limited partners. The consolidated financial statements of UDR include the minority interests of the unitholders in the Operating Partnership and the Heritage OP.

The accompanying interim unaudited consolidated financial statements have been prepared according to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted according to such rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments and eliminations necessary for the fair presentation of our financial position as of September 30, 2008, and results of operations for the three and nine months ended September 30, 2008 and 2007 have been included. Such adjustments are normal and recurring in nature. The interim results presented are not necessarily indicative of results that can be expected for a full year. The accompanying interim unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes appearing in UDR 's Annual Report on Form 10-K for the year ended December 31, 2007, filed with the Securities and Exchange Commission on February 26, 2008.

The accompanying interim unaudited consolidated financial statements are presented in accordance with U.S. generally accepted accounting principles ( GAAP ). GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the dates of the interim unaudited consolidated financial statements and the amounts of revenues and expenses during the reporting periods. Actual amounts realized or paid could differ from those estimates. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain previously reported amounts have been reclassified to conform to the current financial statement presentation.

**Accounting Policies**

**Income Taxes**

Due to the structure of the Company as a REIT and the nature of the operations for the operating properties, no provision for federal income taxes has been provided for at UDR. Historically, the Company has generally incurred only state and local income, excise and franchise taxes. UDR elected for certain consolidated subsidiaries to be treated as Taxable REIT Subsidiaries ( TRS ) relating to the Company 's developer, RE3 and condominium conversion activities.

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**UDR, Inc.**  
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**SEPTEMBER 30, 2008**  
**(UNAUDITED)**

Income taxes for our TRS are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rate is recognized in earnings in the period of the enactment date. The Company's deferred tax assets are generally the result of differing depreciable lives on capitalized assets and timing of expense recognition for certain accrued liabilities. As of September 30, 2008, UDR has recorded a current and deferred tax asset of approximately \$14.0 million and recorded an income tax benefit, which is reflected in other income on the Company's interim unaudited Consolidated Statements of Operations of \$829,000 and \$5.7 million, respectively for the three and nine months ended September 30, 2008. UDR adopted the Financial Accounting Standards Board (FASB) Interpretation 48, Accounting for Uncertainty in Income Taxes—An Interpretation of FASB Statement No. 109 (FIN 48), on January 1, 2007. FIN 48 defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition.

The Company recognizes our tax positions and evaluates them using a two-step process. First, we determine whether a tax position is more likely than not (greater than 50 percent probability) to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Then the Company will determine the amount of benefit to recognize and record the amount of the benefit that is more likely than not to be realized upon ultimate settlement.

As a result of the implementation of FIN 48, UDR recognized no material adjustments to liabilities related to unrecognized income tax benefits. At the adoption date, UDR's TRS had \$538,000 of net unrecognized tax benefits, which would favorably impact our effective tax rate if recognized. During the nine months ended September 30, 2008, due to the Company no longer meeting the measurement criteria the liability was reversed. As such, UDR had no unrecognized tax benefits, accrued interest or penalties. UDR and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state jurisdictions. The tax years 2004–2007 remain open to examination by the major taxing jurisdictions to which we are subject. When applicable, UDR recognizes interest and/or penalties related to uncertain tax positions in income tax expense.

**Real Estate Sales**

The Company accounts for sales of real estate in accordance with FASB Statement of Financial Accounting Standards (SFAS) No. 66, Accounting for Sales of Real Estate (SFAS 66). For sales transactions meeting the requirements for full accrual profit recognition, such as the Company no longer having continuing involvement in the property, we remove the related assets and liabilities from our consolidated balance sheet and record the gain or loss in the period the transaction closes. For sales transactions that do not meet the full accrual sale criteria due to our continuing involvement, we evaluate the nature of the continuing involvement and account for the transaction under an alternate method of accounting.

Sales of real estate to entities in which we retain or otherwise own an interest are accounted for as partial sales. If all other requirements for recognizing profit under the full accrual method have been satisfied and no other forms of continuing involvement are present, we recognize profit proportionate to the outside interest in the buyer and will defer the gain on the interest we retain. The Company will recognize any deferred gain when the property is then sold to a third party. In transactions accounted for by us as partial sales, we determine if the buyer of the majority equity interest in the venture was provided a preference as to cash flows in either an operating or a capital waterfall. If a cash flow preference has been provided, we recognize profit only to the extent that proceeds from the sale of the majority equity interest exceed costs related to the entire property.



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**UDR, Inc.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**  
**(UNAUDITED)**

**Recent Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS 157 ), that became effective for our fiscal year beginning January 1, 2008. SFAS 157 defines fair value, establishes a framework for measuring fair value in accordance with GAAP and expands disclosures about fair value measurement. SFAS 157 applies to other accounting pronouncements that require or permit fair value measurements but does not require any new fair value measurements. In February 2008, the FASB issued FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157 ( FSP 157-2 ), that delays the effective date of SFAS 157's fair value measurement requirements for nonfinancial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis. The adoption of SFAS 157 for financial assets and liabilities, as of January 1, 2008, did not have a material impact on our financial position or operations. Fair value measurements identified in FSP 157-2 will be effective for our fiscal year beginning January 1, 2009. We are currently assessing the impact of FSP 157-2 for nonfinancial assets and liabilities on our consolidated financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ), that became effective for our fiscal year beginning January 1, 2008. SFAS 159 allows an entity to elect to measure certain financial instruments at fair value. If this irrevocable election is made, an entity may apply SFAS 159 on an instrument by instrument basis with a few exceptions and report any change in the fair value of the instrument in earnings. The Company opted to not adopt SFAS 159.

In December 2007, the FASB issued SFAS No. 141R, Business Combinations, ( SFAS 141R ). SFAS 141R establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. The statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination, recognizing assets acquired and liabilities assumed arising from contingencies, and determining what information to disclose to enable users of the financial statement to evaluate the nature and financial effects of the business combination. SFAS 141R is effective for fiscal years beginning after December 15, 2008. We believe that the adoption of SFAS 141R could materially impact our future consolidated financial position and results of operations depending on the Company's acquisition activity as certain acquisition costs that have historically been capitalized as part of the basis of the real estate and amortized over the real estate's useful life will now be expensed as incurred.

In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements ( SFAS 160 ). SFAS 160 amends Accounting Research Bulletin 51, Consolidated Financial Statements to establish accounting and reporting standards for the non-controlling (minority) interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary should be reported as equity in the consolidated financial statements. Consolidated net income should include the net income for both the parent and the non-controlling interest with disclosure of both amounts on the consolidated statement of operations. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS 160 is effective for fiscal years beginning after December 15, 2008. We are currently assessing what impact the adoption of SFAS 160 will have on our consolidated financial position and results of operations.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 ( SFAS 161 ). SFAS 161 requires enhanced disclosures related to derivatives and hedging activities. SFAS 161 will require disclosures relating to: (i) how and why an entity uses derivative instruments; (ii) how derivative instruments and related hedge items are accounted for under SFAS No. 133,

Accounting for Derivative Instruments and Hedging Activities ; and (iii) how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. SFAS 161 must be applied prospectively and will be effective for our fiscal year beginning January 1, 2009, although early adoption is allowed. We believe that the adoption of SFAS 161 will not have a material impact on our consolidated financial statements.





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**UDR, Inc.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**  
**(UNAUDITED)**

In May 2008, the FASB issued FASB Staff Position APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion ( APB 14-1 ). APB 14-1 requires entities that issued certain convertible debt instruments that may be settled or partially settled in cash on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the entity's nonconvertible debt borrowing rate. APB 14-1 requires that an entity determine the estimated fair value of a similar debt instrument as of the date of the issuance without the conversion feature but inclusive of any other embedded features such as puts and calls and assign that value to the debt component of the instrument, which would result in a discount being recorded. The debt would subsequently be accreted to its par value over its expected life using the market rate at the date of issuance. The residual value between the initial proceeds and the value allocated to the debt would be reflected in equity as additional paid in capital. APB 14-1 is effective for fiscal years beginning after December 15, 2008 and would be applied retrospectively to both new and existing convertible instruments. We are currently assessing what impact the adoption of APB 14-1 will have on our financial position and results of operations.

In May 2008, the FASB issued SFAS 162, The Hierarchy of Generally Accepted Accounting Principles ( SFAS 162 ). SFAS 162 provides the framework for selecting the principles to be used in the preparation of financial statement in conformity with generally accepted accounting principles. SFAS 162 will become effective 60 days following the Securities and Exchange Commission's approval. We believe that the adoption of SFAS 162 will not have a material impact on our consolidated financial statements.

**2. REAL ESTATE**

Real estate assets owned by the Company consist of income producing operating properties, properties under development, land held for future development and properties deemed as held for sale. As of September 30, 2008, the Company owned and consolidated 159 communities in 10 states plus the District of Columbia totaling 44,223 apartment homes. The following table summarizes the carrying amounts for our real estate owned (at cost) as of September 30, 2008 and December 31, 2007 (*dollar amounts in thousands*):

	<b>September 30, 2008</b>	<b>December 31, 2007</b>
Land	\$ 1,545,809	\$ 1,129,730
Depreciable property held for investment:		
Building and improvements	3,801,853	2,830,894
Furniture, fixtures and equipment	207,619	168,836
Under development:		
Land	31,618	227,357
Construction in progress	89,939	117,374
Held for disposition:		
Land	13,087	249,130
Building and improvements	32,958	1,094,908
Furniture, fixtures and equipment	2,011	134,312
Real estate owned	\$ 5,724,894	\$ 5,952,541
Accumulated depreciation	(1,008,735)	(1,371,759)
Real estate owned, net	\$ 4,716,159	\$ 4,580,782



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**UDR, Inc.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**  
**(UNAUDITED)**

The following table summarizes the Company's real estate community acquisitions for the nine months ended September 30, 2008 (*dollar amounts in thousands*):

Market	Acquisition Date	Units	Purchase Price (a)
Orlando, FL	January 2008	371	\$ 50,132
Baltimore, MD	March 2008	264	57,690
Metro D.C.	March 2008	241	85,000
San Francisco, CA	March 2008	193	115,000
Metro D.C.	March 2008	606	138,378(b)
Dallas, TX	March 2008	1,043	118,500
Orange County, CA	May 2008	296	87,320
Seattle, WA	May 2008	220	38,000
Seattle, WA	July 2008	235	112,202
San Francisco, CA	July 2008	250	47,270
Austin, TX	August 2008	390	59,500
Phoenix, AZ	August 2008	200	23,666
Tampa, FL	August 2008	249	43,672(c)
		4,558	\$ 976,330

(a) The purchase price is the contractual amount paid by UDR to the seller and does not include any costs that the Company incurred as a result of the acquisition of the property.

(b) The purchase price does not include the \$5.9 million allocated to the commercial space acquired

in the  
transaction.

- (c) This community was acquired by the Company while under development and is projected to be completed in the first quarter of 2009.

The purchase prices of certain recent acquisitions were allocated to land; building and improvements; furniture, fixtures and equipment; and intangible assets based on preliminary estimates and are subject to change as we obtain more complete information.

The purchase of three of the communities during the nine months ended September 30, 2008 relate to the pre-sale agreements previously entered into by UDR, which contain provisions that will require the Company and the builder to jointly agree upon the fair market value of each property at a later point in time (generally within 2 years of stabilization). A percentage of the increase in the fair market value over cost will then be paid to the developer, ranging from 50% to 70%, which is not included in the initial purchase price listed in the table above nor is the contingent obligation accrued for by the Company.

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**3. DISCONTINUED OPERATIONS**

Discontinued operations represent properties that UDR has either sold or which management believes meet the criteria to be classified as held for sale. In order to be classified as held for sale and reported as discontinued operations, a property's operations and cash flows have or will be divested to a third party by the Company whereby UDR will not have any significant continuing involvement in the ownership or operation of the property after the sale or disposition. The results of operations of the property are presented as discontinued operations for all periods presented and do not impact the net earnings reported by the Company. Once a property is deemed as held for sale, depreciation is no longer recorded. However, if the Company determines that the property no longer meets the criteria of held for sale the Company will recapture any unrecorded depreciation for the property. The assets and liabilities of properties deemed as held for sale are presented separately on the Consolidated Balance Sheets. Properties deemed as held for sale are reported at the lower of their carrying amount or their estimated fair value less the costs to sell the assets.

For the nine months ended September 30, 2008, UDR sold 86 communities, one commercial property, one parcel of land, and 53 condominiums from two communities with a total of 640 condominiums. UDR recognized after-tax gains for financial reporting purposes of \$787.1 million on these sales. At September 30, 2008, UDR had two communities with a total of 526 condominiums and a net book value of \$39.0 million included in real estate held for disposition. For the nine months ended September 30, 2007, UDR sold 12 communities and 50 condominiums from two communities with a total of 640 condominiums, and one parcel of land. We recognized after-tax gains for financial reporting purposes of \$124.5 million on these sales. The results of operations for these properties are classified on the Consolidated Statements of Operations in the line item titled "Income from discontinued operations, net of minority interests" for the three and nine months ended September 30, 2008 and 2007.

In conjunction with the sale of the 86 properties during 2008, UDR received a note in the amount of \$200 million. The note matures on March 31, 2014, may be pre-paid beginning on May 3, 2009, bears interest at a fixed rate of 7.5% per annum and is secured by a pledge and security agreement and a guarantee from the buyer's parent company.

UDR has elected TRS status for certain of its corporate subsidiaries, primarily those engaged in condominium conversion and development activities. For the three months ended September 30, 2008 and 2007, UDR recognized an income tax benefit of \$829,000 and a tax provision of \$673,000 respectively and a tax benefit of \$5.9 million and \$4.9 million for the nine months ended September 30, 2008 and 2007, respectively. Of the balance, UDR allocated an income tax benefit of zero and an income tax provision of \$5.2 million, respectively for the three months ended September 30, 2008 and 2007 and an income tax benefit of \$161,000 and an income tax provision of \$8.8 million for the nine months ended September 30, 2008 and 2007, respectively to discontinued operations.

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The income attributable to discontinued operations is summarized as follows (*dollars in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Rental income	\$ 1,149	\$ 61,352	\$ 42,862	\$ 185,233
Non-property income			183	
	1,149	61,352	43,045	185,233
Rental expenses	413	23,667	17,230	73,631
Property management fee	32	1,686	1,179	5,092
Real estate depreciation		16,562		52,839
Interest	(4)	3,960	2,612	12,956
Other expenses		125	6	390
	441	46,000	21,027	144,908
Income before net gain on the sale of depreciable property and minority interests	708	15,352	22,018	40,325
Net gain on the sale of depreciable property, excluding RE3	6,566	77,267	787,555	117,086
RE3 gain/(loss) on sale of real estate, net of tax	139	4,016	(638)	7,405
Income before minority interests	7,413	96,635	808,935	164,816
Minority interests on income from discontinued operations	(476)	(5,276)	(51,229)	(9,110)
Income from discontinued operations, net of minority interests	\$ 6,937	\$ 91,359	\$ 757,706	\$ 155,706

**4. JOINT VENTURES**

UDR has entered into joint ventures with unrelated third parties for real estate assets that are either consolidated and included in real estate owned on our Consolidated Balance Sheets or are accounted for under the equity method of accounting, which are not consolidated and included in investment in unconsolidated joint ventures on our Consolidated Balance Sheets. The Company will consolidate an entity in which we own less than 100% but control the joint venture as well as any variable interest entity where we are the primary beneficiary. In addition, the Company will consolidate any joint venture in which we are the general partner or managing member and the third party does not have the ability to substantively participate in the decision-making process nor do they have the ability to remove us as general partner or managing member, respectively without cause.

**Consolidated Joint Venture**

In June 2006, we completed the formation of a development joint venture that has invested approximately \$138 million to develop one apartment community with 298 apartment homes in Marina del Rey, California. UDR is the financial partner and is responsible for funding the costs of development, which will result in the Company

receiving a preferred return ranging from 7% to 8.5% depending on the operating results of the joint venture before our partner receives a 50% participation in the returns of the joint venture. Our initial investment was \$27 million. Our investment in the joint venture as of September 30, 2008 was \$25.9 million with the consolidated joint venture having incurred \$138.1 million of costs with the project completed in the third quarter of 2008 and is currently in lease up.



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**Unconsolidated Joint Ventures**

The Company recognizes earnings or losses from our investments in unconsolidated joint ventures consisting of our proportionate share of the net earnings or loss of the joint venture. In addition, we earn fees for providing management and development services to the unconsolidated joint ventures. As of September 30, 2008, UDR had investments in the following unconsolidated development joint ventures which are accounted for under the equity method of accounting:

UDR is a partner in a joint venture to develop a site in Bellevue, Washington. At closing, we owned 49% of the joint venture which the Company proposes to develop that involves building a 430 home high rise apartment building with ground floor retail. Our initial investment was \$5.7 million. The project is currently ongoing and will commence construction once favorable financing has been obtained. Our investment at September 30, 2008 and December 31, 2007 was \$10.3 million and \$8.1 million, respectively.

UDR is a partner in a joint venture which will develop 274 apartment homes in the central business district of Bellevue, Washington. Construction began in the fourth quarter of 2006 and is scheduled for completion in the third quarter of 2009. At closing, we owned 49% of the joint venture. Our initial investment was \$10.0 million. Our investment at September 30, 2008 and December 31, 2007 was \$9.2 million and \$8.9 million, respectively.

UDR is a partner with an unaffiliated third party in a joint venture which owns and operates a recently completed 23-story, 166 home high rise apartment community in the central business district of Bellevue, Washington. At closing, UDR owned 49% of the joint venture. Our initial investment was \$11.8 million. Our investment at September 30, 2008 and December 31, 2007 was \$10.6 million and \$11.2 million, respectively.

UDR and an unaffiliated third party in November 2007 formed a joint venture which owns and operates various properties located in Texas. On the closing date, UDR sold nine operating properties, consisting of 3,690 units, and contributed one property under development to the joint venture. The property under development has 302 units and was completed in the third quarter of 2008 and commenced lease up at that time. UDR contributed cash and property equal to 20% of the fair value of the properties. The unaffiliated member contributed cash equal to 80% of the fair value of the properties comprising the joint venture, which was then used to purchase the nine operating properties from UDR. Our initial investment was \$20.4 million. Our investment at September 30, 2008 and December 31, 2007 was \$16.8 million and \$20.1 million, respectively. In addition, during the three months ended September 30, 2008 UDR received payment in full for a note receivable of \$18.8 million from the joint venture.

The operating results of the properties sold to the Texas joint venture are included as a component of continuing operations on the Consolidated Statement of Operations as UDR will continue to recognize significant cash flows from the disposed properties via management fees over the term of the joint venture.

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Summarized financial information relating to 100% of all the unconsolidated joint ventures entity's operations and not just our proportionate share is presented below (*dollars in thousands*).

	2008	2007
For the three months ended September 30th:		
Revenues	\$ 10,412	\$ 1,047
Net loss	\$ (8,508)	\$ (486)
For the nine months ended September 30th:		
Revenues	\$ 31,107	\$ 2,830
Net loss	\$ (16,190)	\$ (1,056)
As of September 30, 2008 and December 31, 2007:		
Real estate	\$ 481,920	\$ 476,476
Total assets	\$ 495,024	\$ 484,217
Amount due to UDR	\$ 4,170	\$ 2,662
Third party debt	\$ 344,013	\$ 324,193
Total liabilities	\$ 360,777	\$ 329,053
Equity	\$ 134,247	\$ 155,164

As of September 30, 2008, the Company had deferred profit from the sale of properties of \$28.8 million, which the Company will not recognize until the underlying property is sold to a third party. For the three and nine months ended September 30, 2008, the Company reported a loss from unconsolidated entities of \$1.9 million and \$3.3 million, respectively due in large part to depreciation and a loss of \$900,000 related to losses incurred by a joint venture as a result of Hurricane Ike.

**5. SECURED DEBT**

Our secured debt instruments generally feature either monthly interest and principal or monthly interest-only payments with balloon payments due at maturity. For purposes of classification of the following table, variable rate debt with a derivative financial instrument designated as a cash flow hedge is deemed as fixed rate debt due to the Company having effectively established the interest rate for the underlying debt instrument. Secured debt on continuing and discontinued operations, which encumbers \$2.0 billion or 35% of UDR's real estate owned based upon book value (\$3.7 billion or 65% of UDR's real estate owned is unencumbered) consists of the following as of September 30, 2008 (*dollars in thousands*):

	<b>Principal Outstanding</b>		<b>Weighted</b>	<b>Weighted</b>	<b>Number of</b>
	<b>September</b>	<b>December</b>	<b>Average</b>	<b>Average</b>	<b>Communities</b>
	<b>30,</b>	<b>31,</b>	<b>Interest</b>	<b>Years to</b>	<b>Encumbered</b>
	<b>2008</b>	<b>2007</b>	<b>Rate</b>	<b>Maturity</b>	<b>2008</b>
			<b>2008</b>	<b>2008</b>	
<b>Fixed Rate Debt</b>					
Mortgage notes payable	\$ 457,250	\$ 324,059	5.05%	3.2	17
Tax-exempt secured notes payable	13,325	18,230	5.30%	22.4	1
Fannie Mae credit facilities	581,342	583,071	5.94%	4.7	26
Total fixed rate secured debt	<b>1,051,917</b>	<b>925,360</b>	5.54%	4.3	44

**Variable Rate Debt**

Mortgage notes payable	<b>91,655</b>	<b>124,023</b>	3.81%	2.9	6
Tax-exempt secured note payable	<b>27,000</b>	<b>7,770</b>	2.75%	21.5	1
Fannie Mae credit facilities	<b>144,503</b>	<b>80,783</b>	3.56%	5.8	6
Total variable rate secured debt	<b>263,158</b>	<b>212,576</b>	3.56%	6.4	13
Total secured debt	<b>\$ 1,315,075</b>	<b>\$ 1,137,936</b>	5.14%	4.7	57

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Approximate principal payments due during each of the next five calendar years and thereafter, as of September 30, 2008, are as follows (*dollars in thousands*):

<b>Year</b>	<b>Fixed Rate Maturities</b>	<b>Variable Rate Maturities</b>	<b>Total Secured Maturities</b>
2008	\$ 1,590	\$	\$ 1,590
2009	129,734	15,938	145,672
2010	223,079	33,679	256,758
2011	111,728	44,136	155,864
2012	234,833	39,990	274,823
Thereafter	350,953	129,415	480,368
	\$ 1,051,917	\$ 263,158	\$ 1,315,075

The Company will from time to time acquire properties subject to fixed rate debt instruments. In those situations, management will record the secured debt at its estimated fair value and amortize any difference between the fair value and par to interest expense over the life of the underlying debt instrument. The unamortized fair market adjustment was an asset of \$756,000 and a liability of \$1.6 million at September 30, 2008 and December 31, 2007, respectively.

**6. UNSECURED DEBT**

A summary of unsecured debt as of September 30, 2008 and December 31, 2007 is as follows (*dollars in thousands*):

	<b>September 30, 2008</b>	<b>December 31, 2007</b>
<b>Commercial Banks</b>		
Borrowings outstanding under an unsecured credit facility due July 2012 (a)	\$ 116,100	\$ 309,500
Borrowings outstanding under an unsecured term loan due February 2010 (b)	240,000	
<b>Senior Unsecured Notes Other</b>		
4.50% Medium-Term Notes due March 2008		200,000
8.50% Monthly Income Notes due November 2008	29,081	29,081
4.25% Medium-Term Notes due January 2009	50,000	50,000
6.50% Notes due June 2009	200,000	200,000
3.90% Medium-Term Notes due March 2010	50,000	50,000
3.625% Convertible Senior Notes due September 2011(c)	250,000	250,000
5.00% Medium-Term Notes due January 2012	100,000	100,000
6.05% Medium-Term Notes due June 2013	125,000	125,000
5.13% Medium-Term Notes due January 2014(d)	184,000	200,000
5.50% Medium-Term Notes due April 2014(d)	128,500	150,000
5.25% Medium-Term Notes due January 2015(d)	175,175	250,000
5.25% Medium-Term Notes due January 2016(d)	83,260	100,000
8.50% Debentures due September 2024	54,118	54,118
4.00% Convertible Senior Notes due December 2035(e)	250,000	250,000
Other	150	158
	<b>1,679,284</b>	<b>2,008,357</b>

**Unsecured Notes Other**

ABAG Tax-Exempt Bonds due August 2008		46,700
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**Unsecured Notes Premiums & Discount**

Premium on \$50 million Medium-Term Notes due March 2010	229	344
Premium on \$250 million Medium-Term Notes due January 2015(d)	221	343
Discount on \$150 million Medium-Term Notes due April 2014(d)	(380)	(504)
	<b>70</b>	<b>183</b>

<b>Total Unsecured Debt</b>	<b>\$ 2,035,454</b>	<b>\$ 2,364,740</b>
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(a) UDR has a \$600 million unsecured revolving credit facility that matures on July 26, 2012. The terms of the \$600 million credit facility provide that UDR has the right to increase the credit facility to \$750 million under certain circumstances. Based on UDR's current credit ratings, the \$600 million credit facility carries an interest rate equal to LIBOR plus a spread of 47.5 basis points. Under a competitive bid feature and for so long as UDR maintains an Investment Grade Rating,

UDR has the right to bid out 50% of the commitment amount under the \$600 million credit facility and can bid out 100% of the commitment amount once per quarter.

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- (b) During the nine months ended September 30, 2008, UDR borrowed \$240 million in the form of a two-year unsecured term loan from a consortium of banks. As of September 30, 2008, UDR had one interest rate swap agreement associated with borrowings under the term loan with an aggregate notional value of \$200 million under which UDR pays a fixed rate of interest and receives a variable rate of interest on the notional amount. The interest rate swap effectively changes UDR's interest rate exposure on \$200 million of these borrowings from a variable rate to a weighted average fixed rate of approximately 3.61%. The remaining

\$40 million has a variable interest rate, which was 3.34% at September 30, 2008 (*see Note 8 Financial Instruments*).

- (c) At any time on or after July 15, 2011, prior to the close of business on the second business day prior to September 15, 2011, and also following the occurrence of certain events, the notes become convertible at the option of the holder. Upon conversion of the notes, UDR will deliver cash and common stock, if any, based on a daily conversion value calculated on a proportionate basis for each trading day of the relevant 30 trading day observation period. The initial conversion rate for each \$1,000 principal amount of notes is 26.6326 shares of our common stock, subject to adjustment under certain circumstances. In connection with



the issuance of the 3.625% convertible senior notes, UDR entered into a capped call transaction with respect to its common stock. The convertible note and capped call transaction, both of which expire September 2011, must be net share settled. The maximum number of shares to be issued under the convertible notes is 6.7 million shares, subject to certain adjustment provisions. The capped call transaction combines a purchased call option with a strike price of \$37.548 with a written call option with a strike price of \$43.806. These transactions have no effect on the terms of the 3.625% convertible senior notes. However, through the entering of the capped call transaction, the Company effectively

increased the initial conversion price to \$43.806 per share, representing a 40% conversion premium. The net cost of \$12.6 million of the capped call transaction was included in stockholders equity.

- (d) During the three and nine months ended September 30, 2008, UDR redeemed medium term notes with a notional amount of \$26.7 million and \$129.1 million for \$24.2 million and \$120.2 million, respectively recognizing a gain of approximately \$2.5 million and \$8.9 million, respectively. This gain was recorded as a reduction to interest expense during the period.
- (e) Prior to December 15, 2030, upon the occurrence of specified events, the notes become convertible at the

option of the holder into cash and, in certain circumstances, shares of UDR's common stock at an initial conversion price of approximately 35.2988 shares per \$1,000 principal amount of notes. On or after December 15, 2030, the notes will be convertible at any time prior to the second business day prior to maturity at the option of the holder into cash, and, in certain circumstances, shares of UDR's common stock at the above initial conversion rate. The initial conversion rate is subject to adjustment in certain circumstances.

If we were to settle the convertible notes in shares at the conversion rates specified above, UDR would be required to issue approximately 15.5 million shares to settle the principal component of the convertible notes. The Company believes that the conversion spread (the amount in excess of the principal balance of the convertible notes) will be settled in cash or, at UDR's option in our common shares. If the conversion spread becomes dilutive to our earning per share, which occurs at \$37.55 and \$28.33, respectively for the convertible notes included in the above table, we will include the shares in our computation of diluted earnings per share.

Our debt instruments contain covenants that we were in compliance with at September 30, 2008.

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**7. (LOSS)/EARNINGS PER SHARE**

Basic earnings per common share is computed based upon the weighted average number of common shares outstanding during the period. Diluted earnings per common share is computed based upon common shares outstanding plus the effect of dilutive stock options and other potentially dilutive common stock equivalents such as the non-vested restricted stock awards.

The following table sets forth the computation of basic and diluted earnings per share for the periods presented (*dollars in thousands, except per share data*):

	Three months ended September 30, 2008		September 30, 2007	
Numerator for (loss)/earnings per share basic and diluted:				
Net (loss)/earnings attributable to common stockholders	\$ (8,237)	\$ 75,569	\$ 711,469	\$ 104,371
Denominator for (loss)/earnings per share basic and diluted:				
Weighted average common shares outstanding	128,028	134,733	129,775	135,235
Non-vested restricted stock awards	(1,183)	(879)	(1,141)	(873)
Denominator for basic and diluted (loss)/earnings per share	126,845	133,854	128,634	134,362
(Loss)/earnings per share basic and diluted	\$ (0.06)	\$ 0.56	\$ 5.53	\$ 0.78

The effect of the conversion of the operating partnership units, Out-Performance Partnership Shares, convertible preferred stock, and convertible debt, is not dilutive and is therefore not included in the above calculations as the Company reported a loss from continuing operations.

If the operating partnership units were converted to common stock, the additional weighted average common shares outstanding for the three and nine months ended September 30, 2008 and 2007, would be 8,840,390 and 8,896,860 and 7,456,153 and 7,805,328, respectively.

At September 30, 2008, if the measurement periods had ended on that date, no Series D or E Out-Performance Partnership Shares would have been issued had each Program terminated on that date. Accordingly, no additional operating partnership units would have been issued at that date nor are included in the diluted earnings per share calculation (*see Note 11 Commitments and Contingencies*). The Series C Out-Performance Program expired during the nine months ended September 30, 2008, and were forfeited.

If the Series A Out-Performance Partnership Shares were converted to common stock, the additional shares of common stock outstanding for the three and nine months ended September 30, 2007 would be 1,627,769 and 1,627,852 weighted average common shares, respectively.



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At September 30, 2007, if the measurement periods had ended on that date, no Series D or E Out-Performance Partnership Shares would have been issued if each Program terminated on that date. Accordingly, no additional operating partnership units, respectively, would have been issued had the measurement periods ended on that date. During the three and nine months ended September 30, 2008, the Company redeemed 969,300 shares of our 6.75% Series G Cumulative Redeemable Shares at less than their liquidation value of \$25 per share. As a result the Company recognized the \$3.1 million discount, net of issuance costs in our Consolidated Statement of Operations as a component of the net income available to common stockholders.

**8. FINANCIAL INSTRUMENTS**

UDR accounts for its derivative instruments in accordance with SFAS No 133 Accounting for Derivative Instruments and Hedging Activities and SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities." At September 30, 2008, UDR's derivative financial instruments include swap agreements on two of our unconsolidated development joint ventures in which UDR has a 49% interest as well as two interest rate swap agreements on consolidated subsidiaries or joint ventures that are designated as cash flow hedges with variable interest rate features on UDR's term loan and variable rate secured debt. These swaps are qualifying cash flow hedges for financial reporting purposes. For derivative instruments that qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings during the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in current earnings during the period of change. The Company also has a cap on a variable rate instrument acquired during the three months ended September 30, 2008 that we did not designate for hedge accounting.

The fair value of UDR's derivative instruments is reported on the Consolidated Balance Sheet at its current fair value. Estimated fair values for interest rate swaps rely on prevailing market interest rates. The fair value amount should not be viewed in isolation, but rather in relation to the value of the underlying hedged transaction and investment and to the overall reduction in exposure to adverse fluctuations in interest rates. The interest rate swap agreement is designated with a portion of the principal balance and term of a specific debt obligation. The interest rate swap involves the periodic exchange of payments over the life of the related agreement. Amounts received or paid on the interest rate swap are recorded on an accrual basis as an adjustment to the related interest expense of the outstanding debt based on the accrual method of accounting. The related amounts payable to and receivable from counterparties are included in other liabilities and other assets, respectively.

The following table presents the fair value of UDR's derivative financial instruments outstanding, based on external market quotations, as of September 30, 2008 (*dollars in thousands*):

<b>Notional Amount</b>	<b>Strike Rate</b>	<b>Type of Contract</b>	<b>Effective Date</b>	<b>Contract Maturity</b>	<b>Fair Value</b>
Unsecured Debt Term Loan \$200,000	2.76%	swap	3/03/08	2/01/10	\$ 983
Secured Debt \$94,000	2.59%	swap	2/15/08	11/15/08	\$ 98
Secured Debt \$25,379	6.78%	cap	4/01/05	4/15/10	\$ 24



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During the three and nine months ended September 30, 2008, UDR recognized a \$135,000 unrealized losses and \$1.5 million of unrealized gains, respectively on derivative financial instruments in other comprehensive income. Effective January 1, 2008, UDR adopted SFAS 157, which defines fair value based on the price that would be received to sell an asset or the exit price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS 157 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value. The fair value hierarchy consists of three broad levels, which are described below:

- Level 1 Quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.
  
- Level 2 Observable inputs other than prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities markets that are not active; or other inputs that are observable or can be corroborated with observable market data.
  
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company's derivative contracts are the only assets or liabilities that are measured and recognized at fair value using the SFAS 157 hierarchy. The derivative contracts use the Level 2 hierarchy and are recorded in Other Assets in the Consolidated Balance Sheet for \$1.1 million as of September 30, 2008.

**9. OTHER COMPREHENSIVE INCOME**

Other comprehensive income consists of unrealized gains from derivative financial instruments on our unconsolidated development joint ventures in which UDR has a 49% interest as well as interest rate swap agreements that the Company designated as a cash flow hedge. The difference between net income and other comprehensive income reported by the Company is due to the change in fair value for these interest rate swaps being reflected in other comprehensive income. Total other comprehensive (loss)/income for the three and nine months ended September 30, 2008, was (\$135,000) and \$1.5 million, respectively. UDR had no derivative instruments outstanding during the nine months ended September 30, 2007.

**10. STOCK BASED COMPENSATION**

UDR accounts for stock based compensation in accordance with SFAS 123R, "Share Based Payment", which the Company adopted on January 1, 2006, utilizing the modified prospective method. During the nine months ended September 30, 2008 and 2007, we recognized \$5.3 million and \$4.7 million, respectively as stock based compensation expense, which is inclusive of awards granted to our outside directors. The amounts reported are net of \$422,000 and \$544,000 in 2008 and 2007, respectively that we capitalized due to our development activities.



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**11. COMMITMENTS AND CONTINGENCIES****Commitments****Real Estate Under Development**

UDR is committed to completing our unfunded real estate projects under development and our development joint ventures. The following summarizes the Company's real estate commitments at September 30, 2008 (*dollars in thousands*)

	Number of Properties	Costs Incurred to Date	Expected Costs to Complete	Ownership Stake
Wholly owned under development Joint Ventures	6	\$ 121,557	\$ 171,643	100%
Unconsolidated joint venture (a)	1	36,528	12,472	49%
		\$ 158,085	\$ 184,115	

(a) Costs incurred to date and expected costs to complete are based on UDR's ownership percentage of the joint venture.

UDR has entered into two contracts with third parties to purchase apartment communities upon completion of their development, which will be recorded at that time. Provided that the developers of the respective properties meet certain conditions, UDR will purchase these communities for an aggregate of approximately \$93.0 million. These apartment communities are expected to be completed at various times between the fourth quarter of 2009 and the fourth quarter of 2010.

UDR in conjunction with our real estate under development will from time to time be required to post a standby letter of credit. The balance for these letters of credit, which are not reflected in our Consolidated Balance Sheets as of September 30, 2008 was \$9.5 million. The letters of credit mature at various points throughout 2009 and 2010.

**Contingencies****Series C Out-Performance Program**

In May 2005, the stockholders of UDR approved a new Out-Performance Program and the first series of new Out-Performance Partnership Shares under the program are the Series C Out-Performance Units (the Series C Program) pursuant to which certain executive officers and other key employees of UDR (the Series C Participants) were given the opportunity to invest indirectly in UDR by purchasing interests in UDR Out-Performance III, LLC, a Delaware limited liability company (the Series C LLC), the only asset of which is a special class of partnership units of the Operating Partnership (Series C Out-Performance Partnership Shares or Series C OPPSs). The purchase price

for the Series C OPPSs was determined by the Compensation Committee of UDR's board of directors to be \$750,000, assuming 100% participation, and was based upon the advice of an independent valuation expert. UDR's performance for the Series C Program was measured over the 36-month period from June 1, 2005 to May 31, 2008.

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The Series C Program was designed to provide participants with the possibility of substantial returns on their investment if the cumulative total return on UDR's common stock, as measured by the cumulative amount of dividends paid plus share price appreciation during the measurement period is at least the equivalent of a 36% total return, or 12% annualized ( Minimum Return ).

At the conclusion of the measurement period, if UDR's cumulative total return satisfied these criteria, the Series C LLC as holder of the Series C OPPSs would receive (for the indirect benefit of the Series C Participants as holders of interests in the Series C LLC) distributions and allocations of income and loss from the Operating Partnership equal to the distributions and allocations that would be received on the number of OP Units obtained by:

- i. determining the amount by which the cumulative total return of UDR's common stock over the measurement period exceeds the Minimum Return (such excess being the Excess Return );
- ii. multiplying 2% of the Excess Return by UDR's market capitalization (defined as the average number of shares outstanding over the 36-month period, including common stock, common stock equivalents and OP Units); and
- iii. dividing the number obtained in clause (ii) by the market value of one share of UDR's common stock on the valuation date, computed as the volume-weighted average price per day of common stock for the 20 trading days immediately preceding the valuation date.

For the Series C OPPSs, the number determined pursuant to (ii) above was capped at 1% of market capitalization.

If, on the valuation date, the cumulative total return of UDR's common stock does not meet the Minimum Return, then the Series C Participants will forfeit their entire initial investment.

At the conclusion of the measurement period, May 31, 2008, the total cumulative return on UDR's common stock did not meet the minimum return threshold. As a result, there were no payouts under the Series C OPPSs program and the investment made by the holders of the Series C OPPs was forfeited.

**Series D Out-Performance Program**

In February 2006, the board of directors of UDR approved the Series D Out-Performance Program (the Series D Program ) pursuant to which certain executive officers of UDR (the Series D Participants ) were given the opportunity to invest indirectly in UDR by purchasing interests in UDR Out-Performance IV, LLC, a Delaware limited liability company (the Series D LLC ), the only asset of which is a special class of partnership units of the Operating Partnership ( Series D Out-Performance Partnership Shares or Series D OPPSs ). The Series D Program is part of the New Out-Performance Program approved by UDR's stockholders in May 2005. The Series D LLC has agreed to sell 830,000 membership units to certain members of UDR's senior management at a price of \$1.00 per unit. The aggregate purchase price of \$830,000 for the Series D OPPSs, assuming 100% participation, is based upon the advice of an independent valuation expert. The Series D Program will measure the cumulative total return on our common stock over the 36-month period beginning January 1, 2006 and ending December 31, 2008.

The Series D Program is designed to provide participants with the possibility of substantial returns on their investment if the cumulative total return on UDR's common stock, as measured by the cumulative amount of dividends paid plus share price appreciation during the measurement period is at least the equivalent of a 36% total return, or 12% annualized ( Minimum Return ).

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At the conclusion of the measurement period, if UDR's cumulative total return satisfies these criteria, the Series D LLC as holder of the Series D OPPSs will receive (for the indirect benefit of the Series D Participants as holders of interests in the Series D LLC) distributions and allocations of income and loss from the Operating Partnership equal to the distributions and allocations that would be received on the number of OP Units obtained by:

- i. determining the amount by which the cumulative total return of UDR's common stock over the measurement period exceeds the Minimum Return (such excess being the Excess Return );
- ii. multiplying 2% of the Excess Return by UDR's market capitalization (defined as the average number of shares outstanding over the 36-month period, including common stock, OP Units, common stock equivalents and OP Units); and
- iii. dividing the number obtained in (ii) by the market value of one share of UDR's common stock on the valuation date, computed as the volume-weighted average price per day of the common stock for the 20 trading days immediately preceding the valuation date.

For the Series D OPPSs, the number determined pursuant to clause (ii) above is capped at 1% of market capitalization. If, on the valuation date, the cumulative total return of UDR's common stock does not meet the Minimum Return, then the Series D Participants will forfeit their entire initial investment.

Based on the results through September 30, 2008, no Series D OPPSs would have been issued had the Program terminated on that date. However, since the ultimate determination of Series D OPPSs to be issued will not occur until December 31, 2008, and the number of Series D OPPSs is determinable only upon future events, the financial statements do not reflect any impact for these events. Accordingly, the contingently issuable Series D OPPSs will only be included in basic earnings per share after the measurement period has ended and the applicable hurdle has been met. Furthermore, the Series D OPPSs will only be included in common stock and common stock equivalents in the calculation of diluted earnings per share after the hurdle has been met at the end of the reporting period (if any), assuming the measurement period ended at the end of the reporting period.

**Series E Out-Performance Program**

In February 2007, the board of directors of UDR approved the Series E Out-Performance Program (the Series E Program ) pursuant to which certain executive officers of UDR (the Series E Participants ) were given the opportunity to invest indirectly in UDR by purchasing interests in UDR Out-Performance V, LLC, a Delaware limited liability company (the Series E LLC ), the only asset of which is a special class of partnership units of the Operating Partnership ( Series E Out-Performance Partnership Shares or Series E OPPSs ). The Series E Program is part of the New Out-Performance Program approved by UDR's stockholders in May 2005. The Series E LLC has agreed to sell 805,000 membership units to certain members of UDR's senior management at a price of \$1.00 per unit. The aggregate purchase price of \$805,000 for the Series E OPPSs, assuming 100% participation, is based upon the advice of an independent valuation expert. The Series E Program will measure the cumulative total return on our common stock over the 36-month period beginning January 1, 2007 and ending December 31, 2009.

The Series E Program is designed to provide participants with the possibility of substantial returns on their investment if the cumulative total return on UDR's common stock, as measured by the cumulative amount of dividends paid plus share price appreciation during the measurement period is at least the equivalent of a 36% total return, or 12% annualized ( Minimum Return ).

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At the conclusion of the measurement period, if UDR's cumulative total return satisfies these criteria, the Series E LLC as holder of the Series E OPPSs will receive (for the indirect benefit of the Series E Participants as holders of interests in the Series E LLC) distributions and allocations of income and loss from the Operating Partnership equal to the distributions and allocations that would be received on the number of OP Units obtained by:

- i. determining the amount by which the cumulative total return of UDR's common stock over the measurement period exceeds the Minimum Return (such excess being the Excess Return );
- ii. multiplying 2% of the Excess Return by UDR's market capitalization (defined as the average number of shares outstanding over the 36-month period, including common stock, OP Units, common stock equivalents and OP Units); and
- iii. dividing the number obtained in (ii) by the market value of one share of UDR's common stock on the valuation date, computed as the volume-weighted average price per day of the common stock for the 20 trading days immediately preceding the valuation date.

For the Series E OPPSs, the number determined pursuant to clause (ii) above is capped at 0.5% of market capitalization.

If, on the valuation date, the cumulative total return of UDR's common stock does not meet the Minimum Return, then the Series E Participants will forfeit their entire initial investment.

Based on the results through September 30, 2008, no Series E OPPSs would have been issued had the Program terminated on that date. However, since the ultimate determination of Series E OPPSs to be issued will not occur until December 31, 2009, and the number of Series E OPPSs is determinable only upon future events, the financial statements do not reflect any impact for these events. Accordingly, the contingently issuable Series E OPPSs will only be included in basic earnings per share after the measurement period has ended and the applicable hurdle has been met. Furthermore, the Series E OPPSs will only be included in common stock and common stock equivalents in the calculation of diluted earnings per share after the hurdle has been met at the end of the reporting period (if any), assuming the measurement period ended at the end of the reporting period.

**Litigation and Legal Matters**

UDR is subject to various legal proceedings and claims arising in the ordinary course of business. UDR cannot determine the ultimate liability with respect to such legal proceedings and claims at this time. UDR believes that such liability, to the extent not provided for through insurance or otherwise, will not have a material adverse effect on our financial condition, results of operations or cash flow.

**12. REPORTABLE SEGMENTS**

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," ( SFAS 131 ), requires that segment disclosures present the measure(s) used by the chief operating decision maker to decide how to allocate resources and for purposes of assessing such segments' performance. UDR's chief operating decision maker is comprised of several members of its executive management team who use several generally accepted industry financial measures to assess the performance of the business for our reportable operating segments.

UDR owns and operates multifamily apartment communities throughout the United States that generate rental and other property related income through the leasing of apartment homes to a diverse base of tenants. The primary financial measures for UDR's apartment communities are rental income and net operating income ( NOI ). Rental income represents gross market rent less adjustments for concessions, vacancy loss and bad debt. NOI is defined as total revenues less direct property operating expenses. UDR's chief operating decision maker utilizes NOI as the key measure of segment profit or loss.



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UDR's two reportable segments are same communities and non-mature/other communities:

*Same communities* represent those communities acquired, developed, and stabilized prior to September 30, 2007, and held as of September 30, 2008. A comparison of operating results from the prior year is meaningful as these communities were owned and had stabilized occupancy and operating expenses as of the beginning of the prior year, there is no plan to conduct substantial redevelopment activities, and the community is not held for disposition within the current year. A community is considered to have stabilized occupancy once it achieves 90% occupancy for at least three consecutive months.

*Non-mature/other communities* represent those communities that were acquired or developed in 2007 and 2008, sold properties, redevelopment properties, properties classified as real estate held for disposition, condominium conversion properties, joint venture properties, properties managed by third parties, and the non-apartment components of mixed use properties.

Executive management evaluates the performance of each of our apartment communities on a same community and non-mature/other basis, as well as individually and geographically. This is consistent with the aggregation criteria of SFAS 131 as each of our apartment communities generally have similar economic characteristics, facilities, services, and tenants. Therefore, UDR's reportable segments have been aggregated by geography in a manner identical to that which is provided to the chief operating decision maker.

All revenues are from external customers and no single tenant or related group of tenants contributed 10% or more of UDR's total revenues during the three and nine months ended September 30, 2008 and 2007.

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Certain reclassifications have been made to prior year amounts to conform to current year presentation. These reclassifications primarily represent presentation changes related to discontinued operations as described in Note 3, Income from Discontinued Operations. The accounting policies applicable to the operating segments described above are the same as those described in Note 1, Summary of Significant Accounting Policies, in UDR's Annual Report on Form 10-K for the year ended December 31, 2007. The following table details rental income and NOI for UDR's reportable segments for the three and nine months ended September 30, 2008 and 2007, and reconciles NOI to net income per the Consolidated Statement of Operations (*dollars in thousands*):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Reportable apartment home segment rental income</b>				
Same Communities				
Western Region	\$ 54,975	\$ 52,123	\$ 162,395	\$ 152,104
Mid-Atlantic Region	26,861	25,979	79,690	75,527
Southeastern Region	26,466	26,570	79,739	79,373
Southwestern Region	4,577	4,461	13,722	13,051
Non-Mature communities/Other	34,561	80,411	118,006	238,465
Total segment and consolidated rental income	\$ 147,440	\$ 189,544	\$ 453,552	\$ 558,520
<b>Reportable apartment home segment NOI</b>				
Same Communities				
Western Region	\$ 38,393	\$ 36,418	\$ 114,622	\$ 105,239
Mid-Atlantic Region	18,168	18,137	55,052	52,308
Southeastern Region	16,151	16,779	50,520	50,137
Southwestern Region	2,864	2,811	8,910	8,240
Non-Mature communities/Other	20,029	47,890	68,720	142,189
Total segment and consolidated NOI	95,605	122,035	297,824	358,113
<b>Reconciling items:</b>				
Non-property income	10,798	6,295	27,029	15,387
Property management	(4,055)	(5,211)	(12,473)	(15,357)
Other operating expenses	(1,158)	(321)	(3,188)	(946)
Depreciation and amortization	(65,551)	(64,790)	(180,493)	(193,267)
Interest	(37,357)	(46,130)	(112,470)	(133,082)
General and administrative	(9,835)	(8,788)	(29,535)	(28,350)
Other depreciation and amortization	(1,140)	(837)	(3,013)	(2,626)



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Other expenses	(833)		(833)	
Loss from unconsolidated entities	(1,897)	(335)	(3,286)	(869)
Minority interests	345	(4,372)	(48,911)	(6,136)
Net gain on the sale of land and depreciable property	6,705	81,283	787,100	124,491
Consolidated net (loss)/income	\$ (8,373)	\$ 78,829	\$ 717,751	\$ 117,358

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The following table details the assets of UDR's reportable segments as of September 30, 2008 and as of December 31, 2007 (*dollars in thousands*):

	<b>September 30, 2008</b>	<b>December 31, 2007</b>
<b>Reportable apartment home segment assets:</b>		
Same communities:		
Western Region	\$ 1,943,583	\$ 1,888,802
Mid-Atlantic Region	709,436	619,307
Southeastern Region	757,703	743,680
Southwestern Region	150,942	148,358
Non-mature communities/Other	2,163,230	2,552,394
<b>Total segment assets</b>	<b>5,724,894</b>	5,952,541
Accumulated depreciation	(1,008,735)	(1,371,759)
<b>Total segment assets net book value</b>	<b>4,716,159</b>	4,580,782
Reconciling items:		
Cash and cash equivalents	2,861	3,219
Restricted cash	10,070	6,295
Deferred financing costs, net	30,575	34,136
Notes receivable	207,450	12,655
Investment in unconsolidated joint ventures	46,859	48,264
Escrow 1031 exchange funds		56,217
Other assets	84,339	54,636
Other assets real estate held for disposition	1,899	4,917
<b>Total consolidated assets</b>	<b>\$ 5,100,212</b>	\$ 4,801,121

Capital expenditures excluding redevelopment for the three months ended September 30, 2008 and 2007 related to our same communities totaled \$16.9 million and \$15.3 million, respectively and \$49.2 million and \$51.1 million for the nine months ended September 30, 2008 and 2007, respectively. Capital expenditures related to our non-mature/other communities for the three months ended September 30, 2008 and 2007 totaled \$3.3 million and \$9.1 million, respectively and \$11.2 million and \$50.6 million for the nine months ended September 30, 2008 and 2007, respectively.

Included within non-property income as other income for the three and nine months ended September 30, 2008 is net revenue of \$2.9 million that UDR earned pertaining to insurance reimbursements owed from one of the Company's joint ventures as a result of certain insurable events.

Markets included in the above geographic segments are as follows:

- i. Western Orange County, San Francisco, Monterey Peninsula, Los Angeles, San Diego, Seattle, Inland Empire, Sacramento and Portland.
- ii. Mid-Atlantic Metropolitan DC, Richmond, Baltimore, Norfolk, and Other Mid-Atlantic.

iii. Southeastern Tampa, Orlando, Nashville, Jacksonville, and Other Florida.

iv. Southwestern Phoenix, Austin and Dallas.

**13. SUBSEQUENT EVENT**

On October 7, 2008, UDR issued 8.0 million shares of the Company's common stock at \$24.25 per share resulting in gross proceeds of \$194.0 million (net proceeds were approximately \$185.3 million as a result of the underwriters discount and fees incurred in the offering).

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**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

***Forward-Looking Statements***

This report contains 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 include, without limitation, statements concerning property acquisitions and dispositions, development activity and capital expenditures, capital raising activities, rent growth, occupancy, and rental expense growth. Words such as expects, anticipates, intends, plans, believes, seeks, estimates, and variations of such words and similar expressions are intended to identify such forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from the results of operations or plans expressed or implied by such forward-looking statements. Such factors include, among other things, unanticipated adverse business developments affecting us, or our properties, adverse changes in the real estate markets and general and local economies and business conditions. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore such statements included in this report may not prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved.

The following factors, among others, could cause our future results to differ materially from those expressed in the forward-looking statements:

- unfavorable changes in apartment market and economic conditions that could adversely affect occupancy levels and rental rates,

- the failure of acquisitions to achieve anticipated results,

- possible difficulty in selling apartment communities,

- the timing and closing of planned dispositions under agreement,

- competitive factors that may limit our ability to lease apartment homes or increase or maintain rents,

- insufficient cash flow that could affect our debt financing and create refinancing risk,

- failure to generate sufficient revenue, which could impair our debt service payments and distributions to stockholders,

- development and construction risks that may impact our profitability,

- potential damage from natural disasters, including hurricanes and other weather-related events, which could result in substantial costs to us,

- risks from extraordinary losses for which we may not have insurance or adequate reserves,

- uninsured losses due to losses in excess of applicable coverage,

- delays in completing developments and lease-ups on schedule,

- our failure to succeed in new markets,

changing interest rates, which could increase interest costs and affect the market price of our securities,

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potential liability for environmental contamination, which could result in substantial costs to us,

the imposition of federal taxes if we fail to qualify as a REIT under the Internal Revenue Code in any taxable year,

our internal control over financial reporting may not be considered effective which could result in a loss of investor confidence in our financial reports, and in turn have an adverse effect on our stock price, and

changes in real estate laws, tax laws and other laws affecting our business.

A discussion of these and other factors affecting our business and prospects is set forth below in Part II, Item 1A. Risk Factors. We encourage investors to review these risks factors.

***Business Overview***

We are a real estate investment trust, or REIT, that owns, acquires, renovates, develops, and manages apartment communities nationwide. We were formed in 1972 as a Virginia corporation. In June 2003, we changed our state of incorporation from Virginia to Maryland. Our subsidiaries include two operating partnerships, Heritage Communities L.P., a Delaware limited partnership, and United Dominion Realty, L.P., a Delaware limited partnership. Unless the context otherwise requires, all references in this report to we, us, our, the company, or UDR refer collectively to Inc. and its subsidiaries.

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At September 30, 2008, our portfolio included 159 communities with 44,223 apartment homes nationwide. The following table summarizes our market information by major geographic markets:

	As of September 30, 2008			Three Months Ended September 30, 2008		Nine Months Ended September 30, 2008 (a)		
	Number of Apartment Communities	Number of Apartment Homes	Percentage of Total Carrying Value	Total Carrying Value (in thousands)	Average Physical Occupancy	Total Income per Occupied Home (b)	Average Physical Occupancy	Total Income per Occupied Home (b)
<b>SAME COMMUNITIES</b>								
<b>WESTERN REGION</b>								
Orange Co., CA	13	4,067	12.4%	\$ 704,205	95.2%	\$ 1,599	95.0%	\$ 1,587
San Francisco, CA	8	1,768	5.4%	307,750	96.5%	1,853	96.4%	1,823
Monterey Peninsula, CA	7	1,565	2.6%	147,850	96.7%	1,094	95.5%	1,054
Los Angeles, CA	5	1,052	3.2%	184,520	94.9%	1,529	95.2%	1,539
San Diego, CA	5	1,123	3.0%	169,997	95.5%	1,406	95.0%	1,382
Seattle, WA	7	1,270	2.6%	148,678	96.3%	1,206	95.5%	1,127
Inland Empire, CA	3	1,074	2.6%	148,523	93.8%	1,317	92.7%	1,164
Sacramento, CA	2	914	1.2%	66,596	93.9%	930	90.6%	924
Portland, OR	3	716	1.1%	65,465	95.3%	1,002	94.1%	987
<b>MID-ATLANTIC REGION</b>								
Metropolitan DC	7	2,050	4.4%	253,825	96.9%	1,417	96.6%	1,319
Richmond, VA	6	1,958	2.6%	151,065	96.3%	1,023	95.9%	1,005
Baltimore, MD	8	1,556	2.6%	150,462	96.8%	1,186	96.6%	1,175
Norfolk, VA	6	1,438	1.4%	79,922	94.5%	960	94.8%	968
Other Mid-Atlantic	5	1,132	1.3%	74,162	95.9%	1,033	94.4%	1,035
<b>SOUTHEASTERN REGION</b>								
Tampa, FL	9	3,081	3.9%	224,862	94.3%	952	94.5%	957
Orlando, FL	9	2,500	3.2%	183,929	92.1%	963	92.0%	973
Nashville, TN	7	1,874	2.4%	137,934	95.5%	891	95.6%	879
Jacksonville, FL	4	1,557	2.0%	116,870	94.7%	862	94.7%	869
Other Florida	3	976	1.6%	94,107	93.9%	1,063	93.7%	1,072
<b>SOUTHWESTERN REGION</b>								
Phoenix, AZ	3	914	1.2%	69,518	93.3%	946	94.2%	956

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Austin, TX	1	250	0.4%	20,181	98.0%	978	97.3%	969
Dallas, TX	1	305	1.1%	61,243	95.5%	1,647	93.2%	1,638
Total/Average Same Communities	122	33,140	62.2%	3,561,664	95.1%	\$ 1,193	94.8%	\$ 1,175
Non-Matures, Commercial Properties and Other	35	10,557	34.9%	1,993,617				
Total Real Estate Held for Investment	157	43,697	97.1%	5,555,281				
Held for Disposition Real Estate Under Development (c)	2	526	0.8%	48,056				
			2.1%	121,557				
Total	159	44,223	100.0%	\$ 5,724,894				

(a) The same community population for the nine months ended September 30, 2008 includes 32,124 homes.

(b) Total Income per Occupied Home represents total revenues per weighted average number of apartment homes occupied.

(c) The Company is currently developing six wholly-owned communities with 2,047



apartment  
homes that have  
not yet been  
completed.

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***Liquidity and Capital Resources***

Liquidity is the ability to meet present and future financial obligations either through operating cash flows, the sale or maturity of existing assets, or by the acquisition of additional funds through capital management. Both the coordination of asset and liability maturities and effective capital management are important to the maintenance of liquidity. Our primary source of liquidity is our cash flow from operations as determined by rental rates, occupancy levels, and operating expenses related to our portfolio of apartment homes. We routinely use our unsecured bank credit facility to temporarily fund certain investing and financing activities prior to arranging for longer-term financing or the issuance of equity securities. In early October 2008, the Company priced and issued 8.0 million shares of our common stock, which resulted in UDR receiving net proceeds of \$185.3 million. During the past several years, proceeds from the sale of real estate have been used for both investing and financing activities as we reposition our portfolio.

We expect to meet our short-term liquidity requirements generally through net cash provided by operations and borrowings under credit arrangements. We expect to meet certain long-term liquidity requirements such as scheduled debt maturities, the repayment of financing on development activities, and potential property acquisitions, through long-term secured and unsecured borrowings, the disposition of properties, and the issuance of additional debt or equity securities. We believe that our net cash provided by operations will continue to be adequate to meet both operating requirements and the payment of dividends by the Company in accordance with REIT requirements. Likewise, the budgeted expenditures for improvements and renovations of certain properties are expected to be funded from property operations.

We have a shelf registration statement filed with the Securities and Exchange Commission which provides for the issuance of an indeterminate amount of common stock, preferred stock, debt securities, warrants, purchase contracts and units to facilitate future financing activities in the public capital markets. Access to capital markets is dependent on market conditions at the time of issuance.

***Future Capital Needs***

Future development expenditures are expected to be funded with proceeds from construction loans, through joint ventures, the use of our unsecured revolving credit facility, the use of proceeds from the issuance of unsecured borrowings, the sale of property and to a lesser extent, with cash flows provided by operating activities. Acquisition activity in strategic markets is expected to be largely financed by the reinvestment of proceeds from the sale of properties and through the issuance of equity and debt securities, the issuance of operating partnership units, and the assumption or placement of secured and/or unsecured debt.

During the remainder of 2008, we have approximately \$1.6 million of secured debt and \$29.1 million of unsecured debt maturing and we anticipate repaying that debt with cash on hand or borrowings under our secured or unsecured credit facilities.

***Critical Accounting Policies and Estimates***

Our critical accounting policies are those having the most impact on the reporting of our financial condition and results and those requiring significant judgments and estimates. These policies include those related to (1) capital expenditures, (2) impairment of long-lived assets, and (3) real estate investment properties. Based on the Company's repositioning initiative, management deemed our policy surrounding real estate sales to be a critical accounting policy.

**Table of Contents*****Real Estate Sales***

The Company accounts for sales of real estate in accordance with SFAS 66. For sale transactions meeting the requirements for full accrual profit recognition, such as the Company no longer having continuing involvement in the property we remove the related assets and liabilities from our consolidated balance sheet and record the gain or loss in the period the transaction closes. For sales transactions that do not meet the full accrual sale criteria due to our continuing involvement, we evaluate the nature of the continuing involvement and account for the transaction under an alternate method of accounting.

Sales to entities in which we retain or otherwise own an interest are accounted for as partial sales. If all other requirements for recognizing profit under the full accrual method have been satisfied and no other forms of continuing involvement are present, we recognize profit proportionate to the outside interest in the buyer and will defer the gain on the interest we retain. The Company will recognize any deferred gain when the property is then sold to a third party. In transactions accounted for by us as partial sales, we determine if the buyer of the majority equity interest in the venture was provided a preference as to cash flows in either an operating or a capital waterfall. If a cash flow preference has been provided, we recognize profit only to the extent that proceeds from the sale of the majority equity interest exceed costs related to the entire property.

Our other critical accounting policies are described in more detail in the section entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2007. There have been no significant changes in our critical accounting policies from those reported in our 2007 Annual Report on Form 10-K. With respect to these critical accounting policies, we believe that the application of judgments and assessments is consistently applied and produces financial information that fairly depicts the results of operations for all periods presented.

***Statements of Cash Flows***

The following discussion explains the changes in net cash provided by operating activities and net cash used in investing and financing activities that are presented in our Consolidated Statements of Cash Flows.

***Operating Activities***

For the nine months ended September 30, 2008, our cash flow provided by operating activities was \$135.4 million compared to \$195.1 million for the comparable period in 2007. The decrease in cash flow from operating activities resulted primarily from the decrease in property net operating income from our apartment community portfolio for the nine months ended September 30, 2008. This decrease is primarily due to the decrease in the average number of homes for the nine months ended September 30, 2008 as compared to the comparable period of 2007 (see discussion under *Apartment Community Operations* ).

***Investing Activities***

For the nine months ended September 30, 2008, net cash provided by/(used in) investing activities was \$412.8 million as compared to (\$28.2) million for the comparable period in 2007. Changes in the level of investing activities from period to period reflects our strategy as it relates to our disposition, acquisition, capital expenditure, and development programs, as well as the impact of the capital markets environment on these activities, all of which are discussed in further detail below.

**Table of Contents****Acquisitions**

For the nine months ended September 30, 2008, we acquired 13 apartment communities with 4,558 apartment homes, which includes 249 homes in development, plus commercial space for certain multi-use properties and three parcels of land for an aggregate consideration of \$996.3 million. Our long-term strategic plan is to achieve greater operating efficiencies by investing in fewer, more concentrated markets. As a result, we have been expanding our interests in the Southern California, Northern California, Florida, Metropolitan Washington DC and the Washington State markets over the past several years. Prospectively, any additional acquisitions will be channeled into those markets that we believe will provide the best investment returns. Markets will be targeted based upon defined criteria including high barriers to entry, favorable job formation and low single-family home affordability.

**Capital Expenditures**

In conformity with accounting principles generally accepted in the United States, we capitalize those expenditures related to acquiring new assets, materially enhancing the value of an existing asset, or substantially extending the useful life of an existing asset. Expenditures necessary to maintain an existing property in ordinary operating condition are expensed as incurred.

During the nine months ended September 30, 2008, \$101.1 million or approximately \$2,150 per home was spent on capital expenditures for all of our communities, excluding development, condominium conversions and commercial properties. These capital improvements included turnover related expenditures for floor coverings and appliances, other recurring capital expenditures such as roofs, siding, parking lots, and asset preservation capital expenditures, which aggregated \$20.3 million or \$432 per home. In addition, revenue enhancing capital expenditures, kitchen and bath upgrades, upgrades to HVAC equipment, and other extensive exterior/interior upgrades totaled \$35.8 million or \$762 per home, and major renovations totaled \$45.0 million or \$956 per home for the nine months ended September 30, 2008.

The following table outlines capital expenditures and repair and maintenance costs for all of our communities, excluding real estate under development, condominium conversions and commercial properties, for the periods presented:

	Nine months ended September 30, (dollars in thousands)			Nine months ended September 30, (per home)		
	2008	2007	% Change	2008	2007	% Change
Turnover capital expenditures	\$ 7,074	\$ 8,239	-14.1%	\$ 150	\$ 147	2.0%
Asset preservation expenditures	13,247	16,233	-18.4%	282	289	-2.4%
Total recurring capital expenditures	20,321	24,472	-17.0%	432	436	-0.9%
Revenue enhancing improvements	35,830	56,346	-36.4%	762	1,002	-24.0%
Major renovations	44,977	49,094	-8.4%	956	873	9.5%
Total capital expenditures	\$ 101,128	\$ 129,912	-22.2%	\$ 2,150	\$ 2,311	-7.0%
Repair and maintenance expense	\$ 24,862	\$ 26,250	-5.3%	\$ 528	\$ 467	13.1%

Total capital expenditures for our communities decreased \$28.8 million for the nine months ended September 30, 2008, compared to the comparable period in 2007. This decrease was primarily attributable to the Company's ongoing

repositioning of our real estate portfolio evidenced by our disposition of 86 communities during the nine months ended September 30, 2008. We believe that through our current year acquisitions and development we will be able to reduce our capital expenditures on a per home basis while continuing to selectively add revenue enhancing improvements which we believe will provide a return on investment substantially in excess of our cost of capital. Recurring capital expenditures during 2008 are currently expected to be approximately \$650 per home.

**Table of Contents****Development**

Development activity is focused in core markets in which we have strong operations in place or see a strategic opportunity. During the nine months ended September 30, 2008, the Company completed development on three wholly-owned communities with 846 apartment homes that have a carrying value of \$62.6 million and acquired two completed pre-sale communities with 571 apartment homes that have a carrying value of \$75.0 million. For the nine months ended September 30, 2008, we invested approximately \$102.0 million on wholly-owned development projects inclusive of land held for future development, an increase of \$32.9 million from the \$69.1 million invested in the comparable period in 2007.

*Real Estate Under Development*

The following wholly-owned apartments were under development as of September 30, 2008:

	<b>Number of Apartment Homes</b>	<b>Completed Apartment Homes</b>	<b>Cost to Date (in thousands)</b>	<b>Budgeted Cost (in thousands)</b>	<b>Estimated Cost Per Home</b>	<b>Completion Date</b>
RIACHI at One21 - Phase II Plano, TX	200		\$ 9,627	\$ 17,900	\$ 89,500	1Q09
Vintage Lofts (a) Tampa, FL	249		49,223	52,000	208,835	1Q09
Belmont Dallas, TX	465		23,251	62,900	135,269	2Q10
Vitruvian Park Dallas, TX	392		11,634	66,500	169,643	3Q10
Residences at Stadium Village Surprise, AZ	382		16,618	47,400	124,084	1Q10
Tribute Raleigh, NC	359		11,204	46,500	129,526	1Q10
 Total wholly-owned apartments	 2,047		 \$ 121,557	 \$ 293,200	 \$ 143,234	

(a) The Vintage Lofts community was acquired by the Company under a pre-sale agreement during the three months ended September 30, 2008.

UDR has entered into two contracts with third parties to purchase apartment communities upon completion of their development, which will be recorded at that time. Provided that the developers of the respective properties meet certain conditions, UDR will purchase these communities for an aggregate of approximately \$93.0 million. These apartment communities are expected to be completed at various times between the fourth quarter of 2009 and the fourth quarter of 2010.

UDR has identified two wholly-owned communities that management believes would be developed if financing becomes available under favorable terms. The carrying value of these communities is \$63.9 million as of September 30, 2008, and they are classified as real estate held for investment.

UDR has five current operating properties that the Company believes may at some point be demolished and replaced by new, larger communities on each site. The Company will continue to monitor the economics of the sub-markets and determine the optimal time to commence the development activities. The carrying value of these communities is \$142.9 million and they are classified as real estate held for investment.

UDR has three parcels that the Company is currently seeking entitlements and preparing for development, although no development has occurred as of September 30, 2008. These parcels all are located in Southern California and have a carrying value of \$29.8 million.

**Table of Contents***Consolidated Joint Ventures*

In June 2006, we completed the formation of a development joint venture that invested approximately \$138 million to develop one apartment community with 298 apartment homes in Marina del Rey, California. UDR is the financial partner and is responsible for funding the costs of development, which will result in the Company receiving a preferred return ranging from 7% to 8.5% depending on the operating results of the joint venture before our partner receives a 50% participation in the returns of the joint venture. Our initial investment was \$27.0 million. Our investment in the joint venture as of September 30, 2008 was \$25.9 million. The project was completed in the third quarter of 2008 and is currently in lease up.

The following consolidated joint venture project had development completed during the nine months ended September 30, 2008:

	<b>Number of Apartment Homes</b>	<b>Completed Apartment Homes</b>	<b>Cost to Date (In thousands)</b>	<b>Budgeted Cost (In thousands)</b>	<b>Actual Cost Per Home</b>
Jefferson at Marina del Rey Marina del Rey, CA	298	298	\$ 138,097	\$ 138,000	\$ 463,413

*Unconsolidated Development Joint Ventures*

The Company will enter into joint venture arrangements when deemed prudent by management as a means to hedge our economic exposure to any single property or sub-market. In November 2007, UDR and an unaffiliated third party formed a joint venture which owns and operates various properties located in Texas. On the closing date, UDR sold nine operating properties, consisting of 3,690 units, and contributed one property under development to the joint venture. The property under development has 302 units and was completed in the third quarter of 2008 and commenced lease up at that time. UDR contributed cash and property equal to 20% of the fair value of the properties. The unaffiliated member contributed cash equal to 80% of the fair value of the properties comprising the joint venture, which was then used to purchase the nine operating properties from UDR. Our initial investment was \$20.4 million. Our investment at September 30, 2008, and December 31, 2007 was \$16.8 million and \$20.1 million, respectively. In addition, during the three months ended September 30, 2008 UDR received payment in full for a note receivable of \$18.8 million from the joint venture.

UDR is a partner in a joint venture which will develop 274 apartment homes in the central business district of Bellevue, Washington. Construction began in the fourth quarter of 2006 and is scheduled for completion in the third quarter of 2009. At closing, we owned 49% of the joint venture. Our initial investment was \$10.0 million. Our investment at September 30, 2008 and December 31, 2007 was \$9.2 million and \$8.9 million, respectively.

The following unconsolidated joint venture was under development at September 30, 2008 (based on UDR's 49% ownership interest):

	<b>Number of Apartment Homes</b>	<b>Completed Apartment Homes</b>	<b>Cost to Date (in thousands)</b>	<b>Budgeted Cost (in thousands)</b>	<b>Estimated Cost Per Home</b>	<b>Completion Date</b>
Ashwood Commons Bellevue, WA	274		\$ 36,528	\$ 49,000	\$ 178,832	3Q09





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In addition to Ashwood Commons, UDR is a partner in a joint venture to develop a site in Bellevue, Washington. At closing, we owned 49% of the joint venture which the Company proposes to develop that will include a 430 home high rise apartment building with ground floor retail. Our initial investment was \$5.7 million. The project is currently ongoing and will commence construction once favorable financing has been obtained. Our investment at September 30, 2008 and December 31, 2007, was \$10.3 million and \$8.1 million, respectively.

The following unconsolidated joint venture was to be developed subject to financing at September 30, 2008 (based on UDR's 49% ownership interest):

	Number of Apartment Homes	Completed Apartment Homes	Cost to Date (in thousands)	Budgeted Cost (in thousands)	Estimated Cost Per Home	Completion Date
Bellevue Plaza Bellevue, WA	430		\$ 20,366	\$ 66,150	\$ 153,837	TBD

**Disposition of Investments**

During the nine months ended September 30, 2008, UDR sold 86 communities with a total of 25,684 apartment homes, for a gross consideration of \$1.7 billion, 53 condominiums from two communities with a total of 640 condominiums for a gross consideration of \$6.9 million, one parcel of land for gross proceeds of \$1.6 million and one commercial property for gross proceeds of \$6.5 million. We recognized after-tax gains for financial reporting purposes of \$787.1 million on these sales. Proceeds from the sales were used primarily to reduce debt and to acquire new communities.

As a result of the Company's disposition activities, the Company believes it will declare a special dividend payable to holders of our common stock before the end of the year.

In conjunction with the sale of the 86 properties, UDR received a note in the amount of \$200 million. The note matures on March 31, 2014, may be pre-paid beginning on May 3, 2009, bears interest at a fixed rate of 7.5% per annum and is secured by a pledge and security agreement and a guarantee from the buyer's parent company.

We plan to continue to pursue our strategy of exiting markets where long-term growth prospects are limited and redeploying capital into markets we believe will provide the best investment returns.

**Financing Activities**

Net cash used in financing activities during the nine months ended September 30, 2008, was \$548.6 million as compared to \$166.7 million for the comparable period in 2007. As part of the plan to improve our balance sheet, we utilized proceeds from dispositions to pay down existing debt, retire our debt and purchase new properties.

The following is a summary of our significant financing activities for the nine months ended September 30, 2008:

Repaid \$75.5 million of secured debt and \$560.4 million of unsecured debt. The \$560.4 million of unsecured debt consisted of a \$193.4 million payment for the revolving credit facility, \$246.8 million for maturing debt instruments and \$120.2 million for the repurchase of medium-term notes.

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In January 2008, our Board of Directors authorized a new 15 million share repurchase program. This program is in addition to our already existing 10 million share repurchase program. Under the two share repurchase programs, UDR may repurchase shares of our common stock in open market purchases, block purchases, privately negotiated transactions or otherwise. During the nine months ended September 30, 2008, we repurchased 5,999,700 shares of UDR common stock at an average price per share of \$23.43 under our share repurchase programs.

Closed on a \$240 million, two-year unsecured term loan facility. Proceeds were used to redeem \$200 million of 4.5% medium term notes that were due in March 2008, and the remaining \$40 million was used for general corporate purposes.

Repurchased 969,300 shares for \$20.3 million of our Series G Cumulative Redeemable Shares for less than their liquidation value of \$24.2 million.

In October 2008, the Company executed a non-binding term sheet with Fannie Mae on an expanded credit facility with a maximum commitment of \$300 million. The new facility is expected to provide an initial loan advance of approximately \$225 million, which will be used to prepay an existing \$139 million facility that matures in April 2010. The Company believes that the new facility will fund in November.

**Credit Facilities**

We have four secured revolving credit facilities with Fannie Mae with an aggregate commitment of \$748.9 million. As of September 30, 2008, \$725.8 million was outstanding under the Fannie Mae credit facilities. The Fannie Mae credit facilities are for an initial term of ten years, bear interest at floating and fixed rates, and certain of the credit facilities can be extended for an additional five years at our option. We have \$581.3 million of the funded balance fixed at a weighted average interest rate of 5.9% and the remaining balance on these facilities is currently at a weighted average variable rate of 3.6%.

We have a \$600 million unsecured revolving credit facility that matures on July 26, 2012. Under certain circumstances, we may increase the \$600 million credit facility to \$750 million. Based on our current credit rating, the \$600 million credit facility carries an interest rate equal to LIBOR plus a spread of 47.5 basis points. Under a competitive bid feature and for so long as we maintain an Investment Grade Rating, we have the right under the \$600 million credit facility to bid out 50% of the commitment amount and we can bid out 100% of the commitment amount once per quarter. As of September 30, 2008, we had \$116.1 million of borrowings outstanding under the credit facility leaving \$483.9 million of unused capacity. Subsequent to September 30, 2008, a portion of the proceeds received by the Company from the sale of our common stock were utilized to reduce our obligation under the unsecured revolving credit facility to zero.

The Fannie Mae credit facility and the bank revolving credit facility are subject to customary financial covenants and limitations.

Information concerning short-term bank borrowings under our bank credit facility is summarized in the table that follows (*dollars in thousands*):

	<b>Nine Months Ended September 30, 2008</b>	<b>Twelve Months Ended December 31, 2007</b>
Total revolving credit facility	\$ 600,000	\$ 600,000
Borrowings outstanding at end of period	116,100	309,500
Weighted average daily borrowings during the period	110,371	222,216
Maximum daily borrowings during the period	587,400	408,400
Weighted average interest rate during the period	4.1%	5.6%
Weighted average interest rate at end of period	3.6%	5.4%



**Table of Contents*****Derivative Instruments***

As part of UDR's overall interest rate risk management strategy, we use derivatives as a means to fix the interest rates of variable rate debt obligations or to hedge anticipated financing transactions. UDR's derivative transactions used for interest rate risk management includes interest rate swaps with indexes that relate to the pricing of specific financial instrument of UDR. We believe that we have appropriately controlled our interest rate risk through the use of derivative instruments so that there will not be any material unintended effect on consolidated earnings. Derivative contracts did not have a material impact on the results of operations during the three and nine months ended September 30, 2008 (see Note 8 *Financial Instruments*).

***Funds from Operations***

Funds from operations, or FFO, is defined as net income (computed in accordance with generally accepted accounting principles), excluding gains (or losses) from sales of depreciable property, plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We compute FFO for all periods presented in accordance with the recommendations set forth by the National Association of Real Estate Investment Trusts (NAREIT) April 1, 2002 White Paper. We consider FFO in evaluating property acquisitions and our operating performance, and believe that FFO should be considered along with, but not as an alternative to, net income and cash flow as a measure of our activities in accordance with generally accepted accounting principles. FFO does not represent cash generated from operating activities in accordance with generally accepted accounting principles and is not necessarily indicative of cash available to fund cash needs.

Historical cost accounting for real estate assets in accordance with generally accepted accounting principles implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, many industry investors and analysts have considered the presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. Thus, NAREIT created FFO as a supplemental measure of REIT operating performance and defines FFO as net income (computed in accordance with accounting principles generally accepted in the United States), excluding gains (or losses) from sales of depreciable property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. The use of FFO, combined with the required presentations, has been fundamentally beneficial, improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. We generally consider FFO to be a useful measure for reviewing our comparative operating and financial performance (although FFO should be reviewed in conjunction with net income which remains the primary measure of performance) because by excluding gains or (losses) related to sales of previously depreciated operating real estate assets and excluding real estate asset depreciation and amortization, FFO can help one compare the operating performance of a company's real estate between periods or as compared to different companies. We believe that FFO is the best measure of economic profitability for real estate investment trusts.

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The following table outlines our FFO calculation and reconciliation to generally accepted accounting principles for the three and nine months ended September 30, 2008 and 2007 (*dollars and shares in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Net (loss)/income	\$ (8,373)	\$ 78,829	\$ 717,751	\$ 117,358
Adjustments:				
Distributions to preferred stockholders	(2,920)	(3,260)	(9,338)	(10,726)
Real estate depreciation and amortization, including discontinued operations	65,551	64,790	180,493	193,267
Minority interest, including discontinued operations	(384)	4,327	48,775	6,024
Real estate depreciation and amortization on unconsolidated joint ventures	1,302	338	3,364	1,173
Net gains on the sale of depreciable property, excluding RE3	(6,566)	(77,267)	(787,555)	(117,086)
<b>Funds from operations basic</b>	\$ 48,610	\$ 67,757	\$ 153,490	\$ 190,010
Distributions to preferred stockholders Series E (Convertible)	931	931	2,793	2,793
<b>Funds from operations diluted</b>	\$ 49,541	\$ 68,688	\$ 156,283	\$ 192,803
Weighted average number of common shares and OP Units outstanding basic	135,685	141,311	137,532	142,167
Weighted average number of common shares and OP Units outstanding diluted	139,098	146,502	140,914	147,592

In the computation of diluted FFO, when OP Units, out-performance partnership units, convertible debt, unvested restricted stock, stock options, and the shares of Series E Cumulative Convertible Preferred Stock are dilutive; they are included in the diluted share count.

RE<sup>3</sup> is our subsidiary that focuses on development, land entitlement and short-term hold investments. RE<sup>3</sup> tax benefits and gain on sales, net of taxes, is defined as net sales proceeds less a tax provision and the gross investment basis of the asset before accumulated depreciation. We consider FFO with RE<sup>3</sup> tax benefits and gain on sales, net of taxes, to be a meaningful supplemental measure of performance because the short-term use of funds produce a profit that differs from the traditional long-term investment in real estate for REITs.

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The following table is our reconciliation of FFO share information to weighted average common shares outstanding, basic and diluted, reflected on the Consolidated Statements of Operations for the three and nine months ended September 30, 2008 and 2007 (*shares in thousands*):

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Weighted average number of common shares and OP units outstanding basic	135,685	141,311	137,532	142,167
Weighted average number of OP units outstanding	(8,840)	(7,457)	(8,898)	(7,805)
Weighted average number of common shares outstanding basic per the Consolidated Statement of Operations	126,845	133,854	128,634	134,362
Weighted average number of common shares, OP units, and common stock equivalents outstanding diluted	139,098	146,502	140,914	147,592
Weighted average number of OP units outstanding	(8,840)	(7,457)	(8,898)	(7,805)
Weighted average incremental shares from assumed conversion of stock options	(463)	(667)	(454)	(729)
Weighted average incremental shares from unvested restricted stock	(146)	(92)	(124)	(175)
Weighted average incremental shares from assumed conversion of \$250 million convertible debt				(89)
Weighted average number of Series A OPPSs outstanding		(1,628)		(1,628)
Weighted average number of Series E preferred shares outstanding	(2,804)	(2,804)	(2,804)	(2,804)
Weighted average number of common shares outstanding diluted per the Consolidated Statements of Operations	126,845	133,854	128,634	134,362

FFO also does not represent cash generated from operating activities in accordance with generally accepted accounting principles, and therefore should not be considered an alternative to net cash flows from operating activities, as determined by generally accepted accounting principles, as a measure of liquidity. Additionally, it is not necessarily indicative of cash availability to fund cash needs.

A presentation of cash flow metrics based on generally accepted accounting principles is as follows for the nine months ended September 30, (*dollars in thousands*):

	<b>Nine Months Ended September 30,</b>	
	<b>2008</b>	<b>2007</b>
Net cash provided by operating activities	\$ 135,404	\$ 195,075

Net cash provided by/(used in) investing activities	412,808	(28,179)
Net cash used in financing activities	(548,570)	(166,686)



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***Results of Operations***

The following discussion includes the results of both continuing and discontinued operations for the periods presented.

*Net (Losses)/Income Available to Common Stockholders*

Net loss available to common stockholders was (\$8.2) million ((\$0.06) per diluted share) for the three months ended September 30, 2008, as compared to net income of \$75.6 million (\$0.56 per diluted share) for the comparable period in the prior year. The decrease for the three months ended September 30, 2008, when compared to the same period in 2007, resulted primarily from the following item, which is discussed in further detail elsewhere within this report:

- a reduction in net operating income, inclusive of discontinued operations in the current year due to the Company's significant disposition activities occurring during 2008. The Company completed the reinvesting the proceeds during the three months ended September 30, 2008, which should increase net operating income on a prospective basis, and

- a reduction in the Company's disposition activities and the associated gains during the three months ended September 30, 2008 relative to the prior year. The Company does not believe it will have significant disposition activity during the remainder of 2008.

The reduction in net operating income was offset by the following:

- a decrease in depreciation and amortization expense on our real estate owned due to 2008 dispositions,

- a decrease in interest expense due to a reduction in corporate debt and the Company recording a gain on extinguishment of debt on the repurchase of a portion of our outstanding senior unsecured notes, which is presented as a reduction to interest expense, and

- a benefit associated with the Company's redemption of 969,300 shares of our Series G Cumulative Redeemable Shares.

Net income available to common stockholders was \$711.5 million (\$5.53 per diluted share) for the nine months ended September 30, 2008, as compared to \$104.4 million (\$0.78 per diluted share) for the comparable period in the prior year. The increase for the nine months ended September 30, 2008, when compared to the same period in 2007, resulted primarily from the following items, all of which are discussed in further detail elsewhere within this report:

- a significant increase in gains recognized from the sale of depreciable property,

- a decrease in real estate depreciation and amortization expense, and

- a decrease in interest expense.

These increases in income were partially offset by the following:

- a reduction in net operating income, inclusive of discontinued operations due to the Company's dispositions, and

- an increase in minority interest expense.

**Table of Contents****Apartment Community Operations**

The following table summarizes the operating performance of our total apartment portfolio for each of the periods presented (*dollars in thousands*):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2008	2007	% Change	2008	2007	% Change
Property rental income	\$ 146,086	\$ 188,771	-22.6%	\$ 452,080	\$ 555,224	-18.6%
Property operating expense (a)	(51,612)	(67,317)	-23.3%	(155,148)	(199,822)	-22.4%
Property net operating income	\$ 94,474	\$ 121,454	-22.2%	\$ 296,932	\$ 355,402	-16.5%

(a) Excludes depreciation, amortization and property management expenses.

The following table is our reconciliation of property net operating income to net income as reflected on the Consolidated Statements of Operations for the periods presented (*dollars in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Property net operating income	\$ 94,474	\$ 121,454	\$ 296,932	\$ 355,402
Commercial net operating income	1,131	581	897	2,712
Non-property income	10,798	6,295	27,029	15,387
Depreciation and amortization	(66,691)	(65,627)	(183,506)	(195,628)
Interest	(37,357)	(46,130)	(112,470)	(133,082)
General and administrative and property management	(13,890)	(13,999)	(42,008)	(43,708)
Other expenses	(1,991)	(321)	(4,026)	(1,211)
Loss from unconsolidated entities	(1,897)	(335)	(3,286)	(869)
Net gain on sale of land and depreciable property	6,705	81,283	787,100	124,491
Minority interests	345	(4,372)	(48,911)	(6,136)
Net (loss)/income per the Consolidated Statement of Operations	\$ (8,373)	\$ 78,829	\$ 717,751	\$ 117,358

**Table of Contents***Same Communities*

Our same communities (those communities acquired, developed, and stabilized prior to September 30, 2007, and held on September 30, 2008, which consisted of 33,140 apartment homes) provided 80% of our property net operating income for the three months ended September 30, 2008.

For the third quarter of 2008, same community properties net operating income increased 1.9% or \$1.4 million compared to the same period in 2007. The increase in property net operating income was primarily attributable to a 3.4% or \$3.7 million increase in revenues from rental and other income as the Company continues to increase rents per home. The increase in revenues from rental and other income was primarily driven by a 1.2% or \$1.3 million increase in rental rates, a 74.0% or \$1.1 million decrease in rental concessions, a 9.7% or \$519,000 decrease in vacancy loss, and a 14.3% or \$541,000 increase in reimbursement income. Physical occupancy increased from 95.0% to 95.1% and total income per occupied home increased \$37 to \$1,193.

Property operating expenses increased by 6.6% or \$2.3 million during the third quarter of 2008 compared to the same period in 2007. The increase in property operating expenses was primarily driven by a 58.7% or \$1.0 million increase in insurance expense due to claims incurred by the Company, a 7.8% or \$665,000 increase in personnel costs including bonuses, a 3.4% or \$354,000 increase in real estate taxes and a 6.7% or \$362,000 increase in utility costs. As a result of the percentage changes in property rental income and property operating expenses, the operating margin (property net operating income divided by property rental income) decreased to 67.0% as compared to 67.9% in the comparable period in the prior year.

Our same communities (those communities acquired, developed, and stabilized prior to January 1, 2007, and held on September 30, 2008, which consisted of 32,124 apartment homes) provided 77% of our property net operating income for the nine months ended September 30, 2008.

For nine months ended September 30, 2008, our same community properties net operating income increased 5.3% or \$11.1 million compared to the same period in 2007. The increase in property net operating income was primarily attributable to a 4.1% or \$12.8 million increase in revenues from rental and other income offset by a 1.7% or \$1.7 million increase in operating expenses. The increase in revenues from rental and other income was primarily driven by a 1.7% or \$5.4 million increase in rental rates, an 80.0% or \$3.9 million decrease in rental concessions, an 8.5% or \$1.4 million decrease in vacancy loss and a 13.6% or \$1.5 million increase in reimbursement income. Physical occupancy increased from 94.6% to 94.8% and total income per occupied home increased \$44 to \$1,175. The increase in property operating expenses was primarily driven by a 4.1% or \$1.2 million increase in real estate taxes, a 5.3% or \$1.3 million increase in personnel costs including bonuses, a 4.3% or \$656,000 increase in utilities partially offset by a 26.5% or \$1.5 million decrease in insurance expense.

As a result of the percentage changes in property rental income and property operating expenses, the operating margin (property net operating income divided by property rental income) increased to 68.3% as compared to 67.3% in the comparable period in the prior year.

*Non-Mature Communities*

The remaining 20% or \$18.9 million and 23% or \$67.8 million of our property net operating income during the three and nine months ended September 30, 2008, was generated from communities that we classify as non-mature communities. UDR's non-mature communities consist primarily of sold properties, properties classified as real estate held for disposition, communities acquired or developed in 2007 and 2008, redevelopment properties, and condominium properties. The largest components of our non-mature portfolio for the three and nine months ended September 30, 2008 are our sold properties and communities acquired. For the three and nine months ended September 30, 2008, acquisitions represented \$12.7 million and \$26.7 million, respectively of property net operating income.

**Table of Contents*****Other Income***

For the three and nine months ended September 30, 2008, significant amounts reflected in other income include: interest income from a note for \$200 million that the Company received related to the disposition of 86 properties during 2008, interest from uninvested 1031 proceeds, income tax benefit from the Company's TRS, and fees earned for both recurring and non-recurring items related to the Company's joint ventures. At September 30, 2008, the Company had redeployed all 1031 proceeds.

***Real Estate Depreciation and Amortization***

For the three and nine months ended September 30, 2008, real estate depreciation and amortization on both continuing and discontinued operations increased 1.2% or \$761,000 and decreased 6.6% or \$12.8 million, respectively as compared to the comparable period in 2007. The increase in real estate depreciation and amortization for the three months ended September 30, 2008 is due to the Company's acquisition activity during the year, which includes a portion of the purchase price allocated to intangible assets upon acquisition of a community and the associated amortization of the majority of the acquired intangibles over a period of less than one year. The decrease in depreciation and amortization for the nine months ended September 30, 2008 is a result of the Company ceasing depreciation on properties deemed as held for sale, which is partially offset by amortization incurred for the portion of acquisitions acquired in 2008 allocated to intangible assets. Real estate depreciation and amortization for the three and nine months ended September 30, 2008 from continuing operations increased 35.9% or \$17.3 million and 28.5% or \$40.1 million, respectively as compared to the comparable period in 2007 primarily due to acquisitions and capital expenditures.

***Interest Expense***

For the three months ended September 30, 2008, interest expense on both continuing and discontinued operations decreased 19.0% or \$8.8 million as compared to the comparable period in 2007. This decrease is primarily due to the Company reducing its total debt outstanding and a \$2.5 million gain recognized on debt extinguishment upon the redemption of senior unsecured notes with a notional amount of \$26.7 million.

For the nine months ended September 30, 2008, interest expense on both continuing and discontinued operations decreased 15.5% or \$20.6 million as compared to the comparable period in 2007. This decrease is primarily due to the Company reducing its total debt outstanding and a \$8.9 million gain on debt extinguishment recognized upon the redemption of senior unsecured notes with a notional amount of \$129.1 million.

For the nine months ended September 30, 2008, the weighted average interest rate decreased from 5.4% in 2007 to 5.0% in 2008. The decrease in the weighted average interest rate during 2008 reflects short-term bank borrowings and variable rate debt that had lower interest rates in 2008 when compared to the same period in 2007.

***General and Administrative***

For the three months ended September 30, 2008, general and administrative expenses increased 11.9% or \$1.0 million as compared to the comparable period in 2007. For the nine months ended September 30, 2008, general and administrative expenses increased 4.2% or \$1.2 million as compared to the comparable period in 2007. The increase was due to a number of factors, none of which were significant.

***Gains on the Sales of Depreciable Property***

For the three months ended September 30, 2008, we recognized after-tax gains for financial reporting purposes of \$6.7 million as compared to \$81.3 million for the comparable period in 2007. Changes in the level of gains recognized from period to period reflect the changing level of our divestiture activity from period to period, as well as the extent of gains related to specific properties sold.

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For the nine months ended September 30, 2008, we recognized after-tax gains for financial reporting purposes of \$787.1 million as compared to \$124.5 million for the comparable period in 2007. The significant increase in gains on disposition for the nine months ended September 30, 2008 is a result of the sale of 86 communities generally located in non-core markets as the Company repositions our real estate portfolio.

***Inflation***

We believe that the direct effects of inflation on our operations have been immaterial. While the impact of inflation primarily impacts our results through wage pressures, utilities and material costs, substantially all of our leases are for a term of one year or less, which generally enables us to compensate for any inflationary effects by increasing rents on our apartment homes. Although an extreme escalation in energy and food costs could have a negative impact on our residents and their ability to absorb rent increases, we do not believe this has had a material impact on our results for the nine months ended September 30, 2008.

***Off-Balance Sheet Arrangements***

UDR has entered into two contracts to purchase apartment communities upon completion of their development, which will be recorded at that time. Provided that the developers of the respective properties meet certain conditions, UDR will purchase these communities for an aggregate of approximately \$93 million. These apartment communities are expected to be completed at various times between the fourth quarter of 2009 and the fourth quarter of 2010.

Other than the purchase contracts listed above, we do not have any other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources that are material.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to interest rate changes associated with our unsecured credit facility and other variable rate debt as well as refinancing risk on our fixed rate debt. UDR's involvement with derivative financial instruments is limited and we do not expect to use them for trading or other speculative purposes. UDR uses derivative instruments solely to manage its exposure to interest rates.

See our Annual Report on Form 10-K for the year ended December 31, 2007 Item 7A. Quantitative and Qualitative Disclosures About Market Risk for a more complete discussion of our interest rate sensitive assets and liabilities. As of September 30, 2008, our market risk has not changed materially from the amounts reported on our Annual Report on Form 10-K for the year ended December 31, 2007.

**Item 4. CONTROLS AND PROCEDURES**

As of September 30, 2008, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Our disclosure controls and procedures are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information required to be included in our periodic SEC reports. In addition, our Chief Executive Officer and our Chief Financial Officer concluded that during the quarter ended September 30, 2008, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Our internal control over financial reporting is designed with the objective of providing reasonable assurance regarding the reliability of our financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. However, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective under circumstances where our disclosure controls and procedures should reasonably be expected to operate effectively.



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**PART II OTHER INFORMATION**

**Item 1. LEGAL PROCEEDINGS**

The Company is a party to various claims and routine litigation arising in the ordinary course of business. We do not believe that the results of any such claims and litigation, individually or in the aggregate, will have a material adverse effect on our business, financial position or results of operations. (*see Note 11 Commitments and Contingencies*).

**Item 1A. RISK FACTORS**

There are many factors that affect our business and our results of operations, some of which are beyond our control. The following is a description of important factors that may cause our actual results of operations in future periods to differ materially from those currently expected or discussed in forward-looking statements set forth in this report relating to our financial results, operations and business prospects. Except as required by law, we undertake no obligation to update any such forward-looking statements to reflect events or circumstances after the date on which it is made.

*Unfavorable Changes in Apartment Market and Economic Conditions Could Adversely Affect Occupancy Levels and Rental Rates.* Market and economic conditions in the metropolitan areas in which we operate may significantly affect our occupancy levels and rental rates and, therefore, our profitability. Factors that may adversely affect these conditions include the following:

a reduction in jobs and other local economic downturns,

declines in mortgage interest rates, making alternative housing more affordable,

government or builder incentives which enable first time homebuyers to put little or no money down, making alternative housing decisions easier to make,

oversupply of, or reduced demand for, apartment homes,

declines in household formation, and

rent control or stabilization laws, or other laws regulating rental housing, which could prevent us from raising rents to offset increases in operating costs.

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The strength of the United States economy has become increasingly susceptible to global events and threats of terrorism. Continued weakness in job creation, or any worsening of current economic conditions, generally and in our principal market areas, could have a material adverse effect on our occupancy levels, our rental rates and our ability to strategically acquire and dispose of apartment communities. This may impair our ability to satisfy our financial obligations and pay distributions to our stockholders.

*New Acquisitions, Developments and Condominium Projects May Not Achieve Anticipated Results.* We intend to continue to selectively acquire apartment communities that meet our investment criteria and to develop apartment communities for rental operations as well as to convert properties into condominiums. Our acquisition, development and condominium activities and their success are subject to the following risks:

an acquired apartment community may fail to perform as we expected in analyzing our investment, or a significant exposure related to the acquired property may go undetected during our due diligence procedures,

when we acquire an apartment community, we often invest additional amounts in it with the intention of increasing profitability. These additional investments may not produce the anticipated improvements in profitability,

new developments may not achieve pro forma rents or occupancy levels, or problems with construction or local building codes may delay initial occupancy dates for all or a portion of a development community, and

an over supply of condominiums in a given market may cause a decrease in the prices at which we expect to sell condominium properties or cause us to be unable to sell condominium properties.

*Possible Difficulty of Selling Apartment Communities Could Limit Operational and Financial Flexibility.* We periodically dispose of apartment communities that no longer meet our strategic objectives, but market conditions could change and purchasers may not be willing to pay prices acceptable to us. A weak market may limit our ability to change our portfolio promptly in response to changing economic conditions. Furthermore, a significant portion of the proceeds from our overall property sales may be held by intermediaries in order for some sales to qualify as like-kind exchanges under Section 1031 of the Internal Revenue Code, so that any related capital gain can be deferred for federal income tax purposes. As a result, we may not have immediate access to all of the cash flow generated from our property sales. In addition, federal tax laws limit our ability to profit on the sale of communities that we have owned for fewer than four years, and this limitation may prevent us from selling communities when market conditions are favorable.

*Increased Competition Could Limit Our Ability to Lease Apartment Homes or Increase or Maintain Rents.* Our apartment communities compete with numerous housing alternatives in attracting residents, including other apartment communities and single-family rental homes, as well as owner occupied single- and multi-family homes. Competitive housing in a particular area could adversely affect our ability to lease apartment homes and increase or maintain rents.

*Insufficient Cash Flow Could Affect Our Debt Financing and Create Refinancing Risk.* We are subject to the risks normally associated with debt financing, including the risk that our operating income and cash flow will be insufficient to make required payments of principal and interest, or could restrict our borrowing capacity under our line of credit due to debt covenant restraints. Sufficient cash flow may not be available to make all required principal payments and still satisfy our distribution requirements to maintain our status as a REIT for federal income tax purposes, and the full limits of our line of credit may not be available to us if our operating performance falls outside the constraints of our debt covenants. Additionally, we are likely to need to refinance substantially all of our outstanding debt as it matures. We may not be able to refinance existing debt, or the terms of any refinancing may not be as favorable as the terms of the existing debt, which could create pressures to sell assets or to issue additional equity when we would otherwise not choose to do so. In addition, our failure to comply with our debt covenants could result in a requirement to repay our indebtedness prior to its maturity, which could have an adverse effect on our cash flow and increase our financing costs.





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*Failure to Generate Sufficient Revenue Could Impair Debt Service Payments and Distributions to Stockholders.* If our apartment communities do not generate sufficient net rental income to meet rental expenses, our ability to make required payments of interest and principal on our debt securities and to pay distributions to our stockholders will be adversely affected. The following factors, among others, may affect the net rental income generated by our apartment communities:

the national and local economies,

local real estate market conditions, such as an oversupply of apartment homes,

tenants' perceptions of the safety, convenience, and attractiveness of our communities and the neighborhoods where they are located,

our ability to provide adequate management, maintenance and insurance,

rental expenses, including real estate taxes and utilities,

changes in interest rates and the availability of financing, and

changes in tax and housing laws, including the enactment of rent control laws or other laws regulating multi-family housing.

Expenses associated with our investment in a community, such as debt service, real estate taxes, insurance and maintenance costs, are generally not reduced when circumstances cause a reduction in rental income from that community. If a community is mortgaged to secure payment of debt and we are unable to make the mortgage payments, we could sustain a loss as a result of foreclosure on the community or the exercise of other remedies by the mortgage holder.

*Debt Level May Be Increased.* Our current debt policy does not contain any limitations on the level of debt that we may incur, although our ability to incur debt is limited by covenants in our bank and other credit agreements. We manage our debt to be in compliance with these debt covenants, but subject to compliance with these covenants, we may increase the amount of our debt at any time without a concurrent improvement in our ability to service the additional debt.

*Financing May Not Be Available and Could Be Dilutive.* Our ability to execute our business strategy depends on our access to an appropriate blend of debt financing, including unsecured lines of credit and other forms of secured and unsecured debt, and equity financing, including common and preferred equity. We and other companies in the real estate industry have experienced limited availability of financing from time to time. If we issue additional equity securities to finance developments and acquisitions instead of incurring debt, the interests of our existing stockholders could be diluted.

*Financing Could be Impacted by Negative Capital Market Conditions.* Recently, domestic financial markets have experienced unusual volatility and uncertainty. While this condition has occurred most visibly within the subprime mortgage lending sector of the credit market, liquidity has tightened in overall domestic financial markets, including the investment grade debt and equity capital markets. Consequently, there is greater risk that the financial institutions UDR does business with could experience disruptions that would negatively affect our current financing program.

*Disruptions in financial markets may adversely impact availability and cost of credit and impact on our tenant base.* As noted in other risks identified above, our ability to make scheduled payments or to refinance debt obligations will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and to financial, business and other factors beyond our control. Despite the current mortgage crisis and disruptions in the financial markets, including the bankruptcy or restructuring of certain financial institutions, we believe the lenders participating in our revolving credit facility will be willing and able to provide financing in accordance with their contractual obligations. However, the current economic environment may adversely impact the availability and cost of credit in the future.



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Disruptions in the financial markets may have an adverse effect on the U.S. and world economy, which could negatively impact our business. Current tightening of credit in financial markets and increasing unemployment may also adversely affect the ability of tenants to meet their contractual obligations and for the Company to continue increasing rents on a prospective basis.

*The soundness of financial institutions could adversely affect us.* We have relationships with many financial institutions, including lenders under our credit facilities, and, from time to time, we execute transactions with counterparties in the financial services industry. As a result, defaults by, or even rumors or questions about, financial institutions or the financial services industry generally, could result in losses or defaults by these institutions. In the event that the volatility of the financial markets adversely affects these financial institutions or counterparties, we or other parties to the transactions with us may be unable to complete transactions as intended, which could adversely affect our business and results of operations.

*Development and Construction Risks Could Impact Our Profitability.* We intend to continue to develop and construct apartment communities. Development activities may be conducted through wholly owned affiliated companies or through joint ventures with unaffiliated parties. Our development and construction activities may be exposed to the following risks:

we may be unable to obtain construction financing for our development activities under favorable terms, including but not limited to interest rates, maturity dates and/or loan to value ratios, which could cause us to delay or even abandon potential developments,

we may be unable to obtain, or face delays in obtaining, necessary zoning, land-use, building, occupancy and other required governmental permits and authorizations, which could result in increased development costs and could require us to abandon our activities entirely with respect to a project for which we are unable to obtain permits or authorizations,

if we are unable to find joint venture partners to help fund the development of a community or otherwise obtain acceptable financing for the developments, our development capacity may be limited,

we may abandon development opportunities that we have already begun to explore, and we may fail to recover expenses already incurred in connection with exploring such opportunities,

we may be unable to complete construction and lease-up of a community on schedule, or incur development or construction costs that exceed our original estimates, and we may be unable to charge rents that would compensate for any increase in such costs,

occupancy rates and rents at a newly developed community may fluctuate depending on a number of factors, including market and economic conditions, preventing us from meeting our profitability goals for that community, and

when we sell to third parties homes or properties that we developed or renovated, we may be subject to warranty or construction defect claims that are uninsured or exceed the limits of our insurance.

Construction costs have been increasing in our existing markets, and the costs of upgrading acquired communities have, in some cases, exceeded our original estimates. We may experience similar cost increases in the future. Our inability to charge rents that will be sufficient to offset the effects of any increases in these costs may impair our profitability.

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*Some Potential Losses Are Not Covered by Insurance.* We have a comprehensive insurance program covering our property and operating activities. We believe the policy specifications and insured limits of these policies are adequate and appropriate. There are, however, certain types of extraordinary losses for which we self-insure or for which we may not have insurance. Accordingly, we may sustain uninsured losses due to insurance deductibles, self-insured retention, uninsured claims or casualties, or losses in excess of applicable coverage.

We may not be able to renew insurance coverage in an adequate amount or at reasonable prices. In addition, insurance companies may no longer offer coverage against certain types of losses, such as losses due to terrorist acts and mold, or, if offered, these types of insurance may be prohibitively expensive. If an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue from the property. In such an event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property. Material losses in excess of insurance proceeds may occur in the future. If one or more of our significant properties were to experience a catastrophic loss, it could seriously disrupt our operations, delay revenue and result in large expenses to repair or rebuild the property. Such events could adversely affect our cash flow and ability to make distributions to stockholders.

*Failure to Succeed in New Markets May Limit Our Growth.* We may from time to time make acquisitions outside of our existing market areas if appropriate opportunities arise. We may be exposed to a variety of risks if we choose to enter new markets, and we may not be able to operate successfully in new markets. These risks include, among others:

inability to accurately evaluate local apartment market conditions and local economies,

inability to obtain land for development or to identify appropriate acquisition opportunities,

inability to hire and retain key personnel, and

lack of familiarity with local governmental and permitting procedures.

*Changing Interest Rates Could Increase Interest Costs and Adversely Affect Our Cash Flow and the Market Price of Our Securities.* We currently have, and expect to incur in the future, interest-bearing debt at rates that vary with market interest rates. As of September 30, 2008, we had approximately \$419.3 million of variable rate indebtedness outstanding, which constitutes approximately 12.5% of our total outstanding indebtedness as of such date. An increase in interest rates would increase our interest expenses and increase the costs of refinancing existing indebtedness and of issuing new debt. Accordingly, higher interest rates could adversely affect cash flow and our ability to service our debt and to make distributions to security holders. In addition, an increase in market interest rates may lead our security holders to demand a higher annual yield, which could adversely affect the market price of our common and preferred stock and debt securities.

*Risk of Inflation/Deflation.* Substantial inflationary or deflationary pressures could have a negative effect on rental rates and property operating expenses.

*Limited Investment Opportunities Could Adversely Affect Our Growth.* We expect that other real estate investors will compete with us to acquire existing properties and to develop new properties. These competitors include insurance companies, pension and investment funds, developer partnerships, investment companies and other apartment REITs. This competition could increase prices for properties of the type that we would likely pursue, and our competitors may have greater resources than we do. As a result, we may not be able to make attractive investments on favorable terms, which could adversely affect our growth.

*Failure to Integrate Acquired Communities and New Personnel Could Create Inefficiencies.* To grow successfully, we must be able to apply our experience in managing our existing portfolio of apartment communities to a larger number of properties. In addition, we must be able to integrate new management and operations personnel as our organization grows in size and complexity. Failures in either area will result in inefficiencies that could adversely affect our expected return on our investments and our overall profitability.



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*We depend on our senior management.* Our success depends upon the retention of our senior management. There are no assurances that we would be able to find qualified replacements for the individuals who make up our senior management if their services were no longer available. The loss of services of one or more members of our senior management team could have a material adverse effect on our business, financial condition and results of operations.

*Interest Rate Hedging Contracts May Be Ineffective and May Result in Material Charges.* From time to time when we anticipate issuing debt securities, we may seek to limit our exposure to fluctuations in interest rates during the period prior to the pricing of the securities by entering into interest rate hedging contracts. We may do this to increase the predictability of our financing costs. Also, from time to time we may rely on interest rate hedging contracts to limit our exposure under variable rate debt to unfavorable changes in market interest rates. If the terms of new debt securities are not within the parameters of, or market interest rates fall below that which we incur under a particular interest rate hedging contract, the contract is ineffective. Furthermore, the settlement of interest rate hedging contracts has involved and may in the future involve material charges.

*Potential Liability for Environmental Contamination Could Result in Substantial Costs.* Under various federal, state and local environmental laws, as a current or former owner or operator of real estate, we could be required to investigate and remediate the effects of contamination of currently or formerly owned real estate by hazardous or toxic substances, often regardless of our knowledge of or responsibility for the contamination and solely by virtue of our current or former ownership or operation of the real estate. In addition, we could be held liable to a governmental authority or to third parties for property damage and for investigation and clean-up costs incurred in connection with the contamination. These costs could be substantial, and in many cases environmental laws create liens in favor of governmental authorities to secure their payment. The presence of such substances or a failure to properly remediate any resulting contamination could materially and adversely affect our ability to borrow against, sell or rent an affected property.

*We Would Incur Adverse Tax Consequences if We Fail to Qualify as a REIT.* We have elected to be taxed as a REIT under the Internal Revenue Code. Our qualification as a REIT requires us to satisfy numerous requirements, some on an annual and quarterly basis, established under highly technical and complex Internal Revenue Code provisions for which there are only limited judicial or administrative interpretations, and involves the determination of various factual matters and circumstances not entirely within our control. We intend that our current organization and method of operation enable us to continue to qualify as a REIT, but we may not so qualify or we may not be able to remain so qualified in the future. In addition, U.S. federal income tax laws governing REITs and other corporations and the administrative interpretations of those laws may be amended at any time, potentially with retroactive effect. Future legislation, new regulations, administrative interpretations or court decisions could adversely affect our ability to qualify as a REIT or adversely affect our stockholders.

If we fail to qualify as a REIT in any taxable year, we would be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates, and would not be allowed to deduct dividends paid to our stockholders in computing our taxable income. Also, unless the Internal Revenue Service granted us relief under certain statutory provisions, we would be disqualified from treatment as a REIT for the four taxable years following the year in which we first failed to qualify. The additional tax liability from the failure to qualify as a REIT would reduce or eliminate the amount of cash available for investment or distribution to our stockholders. This would likely have a significant adverse effect on the value of our securities and our ability to raise additional capital. In addition, we would no longer be required to make distributions to our stockholders. Even if we continue to qualify as a REIT, we will continue to be subject to certain federal, state and local taxes on our income and property.

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*We May Conduct a Portion of Our Business Through Taxable REIT Subsidiaries, Which are Subject to Certain Tax Risks.* We have established several taxable REIT subsidiaries. Despite our qualification as a REIT, our taxable REIT subsidiaries must pay income tax on their taxable income. In addition, we must comply with various tests to continue to qualify as a REIT for federal income tax purposes, and our income from and investments in our taxable REIT subsidiaries generally do not constitute permissible income and investments for these tests. While we will attempt to ensure that our dealings with our taxable REIT subsidiaries will not adversely affect our REIT qualification, we cannot provide assurance that we will successfully achieve that result. Furthermore, we may be subject to a 100% penalty tax, we may jeopardize our ability to retain future gains on real property sales, or our taxable REIT subsidiaries may be denied deductions, to the extent our dealings with our taxable REIT subsidiaries are not deemed to be arm's length in nature or are otherwise not respected.

*REIT distribution requirements limit our available cash.* As a REIT, we are subject to annual distribution requirements, which limit the amount of cash we retain for other business purposes, including amounts to fund our growth. We generally must distribute annually at least 90% of our net REIT taxable income, excluding any net capital gain, in order for our distributed earnings not to be subject to corporate income tax. We intend to make distributions to our stockholders to comply with the requirements of the Code. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the 90% distribution requirement of the Code.

*Certain Property Transfers May Generate Prohibited Transaction Income, Resulting in a Penalty Tax on Gain Attributable to the Transaction.* From time to time, we may transfer or otherwise dispose of some of our properties. Under the Internal Revenue Code, any gain resulting from transfers of properties that we hold as inventory or primarily for sale to customers in the ordinary course of business would be treated as income from a prohibited transaction and subject to a 100% penalty tax. Since we acquire properties for investment purposes, we do not believe that our occasional transfers or disposals of property are prohibited transactions. However, whether property is held for investment purposes is a question of fact that depends on all the facts and circumstances surrounding the particular transaction. The Internal Revenue Service may contend that certain transfers or disposals of properties by us are prohibited transactions. If the Internal Revenue Service were to argue successfully that a transfer or disposition of property constituted a prohibited transaction, then we would be required to pay a 100% penalty tax on any gain allocable to us from the prohibited transaction and we may jeopardize our ability to retain future gains on real property sales. In addition, income from a prohibited transaction might adversely affect our ability to satisfy the income tests for qualification as a REIT for federal income tax purposes.

*Changes in Market Conditions and Volatility of Stock Prices Could Adversely Affect the Market Price of Our Common Stock.* The stock markets, including the New York Stock Exchange, on which we list our common shares, have experienced significant price and volume fluctuations. As a result, the market price of our common stock could be similarly volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects.

*Property Ownership Through Joint Ventures May Limit Our Ability to Act Exclusively in Our Interest.* We have in the past and may in the future develop and acquire properties in joint ventures with other persons or entities when we believe circumstances warrant the use of such structures. If we use such a structure, we could become engaged in a dispute with one or more of our joint venture partners that might affect our ability to operate a jointly-owned property. Moreover, joint venture partners may have business, economic or other objectives that are inconsistent with our objectives, including objectives that relate to the appropriate timing and terms of any sale or refinancing of a property. In some instances, joint venture partners may have competing interests in our markets that could create conflicts of interest.

*Compliance or Failure to Comply with the Americans with Disabilities Act of 1990 or Other Safety Regulations and Requirements Could Result in Substantial Costs.* The Americans with Disabilities Act generally requires that public buildings, including our properties, be made accessible to disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. From time to time claims may be asserted against us with respect to some of our properties under this Act. If, under the Americans with Disabilities Act, we are required to make substantial alterations and capital expenditures in one or more of our



properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations.

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Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations.

*Real Estate Tax and Other Laws.* Generally we do not directly pass through costs resulting from compliance with or changes in real estate tax laws to residential property tenants. We also do not generally pass through increases in income, service or other taxes, to tenants under leases. These costs may adversely affect funds from operations and the ability to make distributions to stockholders. Similarly, compliance with or changes in (i) laws increasing the potential liability for environmental conditions existing on properties or the restrictions on discharges or other conditions or (ii) rent control or rent stabilization laws or other laws regulating housing, such as the Americans with Disabilities Act and the Fair Housing Amendments Act of 1988, may result in significant unanticipated expenditures, which would adversely affect funds from operations and the ability to make distributions to stockholders.

*Risk of Damage from Catastrophic Weather Events.* Certain of our communities are located in the general vicinity of active earthquake faults, mudslides and fires, and others where there are hurricanes, tornadoes or risks of other inclement weather. The adverse weather events could cause damage or losses greater than insured levels. In the event of a loss in excess of insured limits, we could lose our capital invested in the affected community, as well as anticipated future revenue from that community. We would also continue to be obligated to repay any mortgage indebtedness or other obligations related to the community. Any such loss could materially and adversely affect our business and our financial condition and results of operations.

Insurance coverage for such catastrophic events may become expensive due to limited industry capacity. As a result, we may experience shortages in desired coverage levels if market conditions are such that insurance is not available.

*Terrorist Attacks May Have an Adverse Effect on Our Business and Operating Results and Could Decrease the Value of Our Assets.* Terrorist attacks and other acts of violence or war could have a material adverse effect on our business and operating results. Attacks that directly impact one or more of our apartment communities could significantly affect our ability to operate those communities and thereby impair our ability to achieve our expected results. Further, our insurance coverage may not cover all losses caused by a terrorist attack. In addition, the adverse effects that such violent acts and threats of future attacks could have on the U.S. economy could similarly have a material adverse effect on our business and results of operations.

*Any Weaknesses Identified in Our Internal Control Over Financial Reporting Could Have an Adverse Effect on Our Stock Price.* Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal control over financial reporting. If we identify one or more material weaknesses in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which in turn could have an adverse effect on our stock price.

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*Maryland Law May Limit the Ability of a Third Party to Acquire Control of Us, Which May Not be in Our Stockholders' Best Interests.* Maryland business statutes may limit the ability of a third party to acquire control of us. As a Maryland corporation, we are subject to various Maryland laws which may have the effect of discouraging offers to acquire our company and of increasing the difficulty of consummating any such offers, even if our acquisition would be in our stockholders' best interests. The Maryland General Corporation Law restricts mergers and other business combination transactions between us and any person who acquires beneficial ownership of shares of our stock representing 10% or more of the voting power without our board of directors' prior approval. Any such business combination transaction could not be completed until five years after the person acquired such voting power, and generally only with the approval of stockholders representing 80% of all votes entitled to be cast and 66 2/3% of the votes entitled to be cast, excluding the interested stockholder, or upon payment of a fair price. Maryland law also provides generally that a person who acquires shares of our equity stock that represents 10% (and certain higher levels) of the voting power in electing directors will have no voting rights unless approved by a vote of two-thirds of the shares eligible to vote.

*Limitations on Share Ownership and Limitations on the Ability of Our Stockholders to Effect a Change in Control of Our Company May Prevent Takeovers That are Beneficial to Our Stockholders.* One of the requirements for maintenance of our qualification as a REIT for U.S. federal income tax purposes is that no more than 50% in value of our outstanding capital stock may be owned by five or fewer individuals, including entities specified in the Internal Revenue Code, during the last half of any taxable year. Our charter contains ownership and transfer restrictions relating to our stock primarily to assist us in complying with this and other REIT ownership requirements; however, the restrictions may have the effect of preventing a change of control, which does not threaten REIT status. These restrictions include a provision that generally limits ownership by any person of more than 9.9% of the value of our outstanding equity stock, unless our board of directors exempts the person from such ownership limitation, provided that any such exemption shall not allow the person to exceed 13% of the value of our outstanding equity stock. These provisions may have the effect of delaying, deferring or preventing someone from taking control of us, even though a change of control might involve a premium price for our stockholders or might otherwise be in our stockholders' best interests.

**Table of Contents****Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Repurchase of Equity Securities**

In February 2006, our Board of Directors authorized a 10 million share repurchase program. In January 2008, our Board of Directors authorized a new 15 million share repurchase program. Under the two share repurchase programs, UDR may repurchase shares of our common stock in open market purchases, block purchases, privately negotiated transactions or otherwise. As reflected in the table below, 400,000 shares of common stock were repurchased under these programs during the quarter ended September 30, 2008. For the nine months ended September 30, 2008, the Company repurchased 5,999,700 shares of our common stock under these programs.

Period	Total Number of Shares Purchased	Average Price Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased  Under the Plans or Programs (1)
Beginning Balance	8,714,200	\$ 24.03	8,714,200	16,285,800
July 1, 2008 through July 31, 2008	400,000	22.55	9,114,200	15,885,800
August 1, 2008 through August 31, 2008				15,885,800
September 1, 2008 through September 30, 2008				15,885,800
Balance as of September 30, 2008	9,114,200	\$ 23.97	9,114,200	15,885,800

(1) This number reflects the amount of shares that were available for purchase under our 10 million share repurchase program in effect on December 31, 2007 and our 15 million share repurchase program announced on January 31, 2008.

**Item 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**Item 5. OTHER INFORMATION**

No other information is required to be disclosed for the period ended September 30, 2008 that has not been disclosed in a report on Form 8-K.

**Item 6. EXHIBITS**

The exhibits filed or furnished with this report are set forth in the Exhibit Index.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UDR, Inc.  
(registrant)

Date: November 7, 2008

/s/ David L. Messenger  
David L. Messenger  
Senior Vice President and Chief Financial  
Officer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
2.1	Agreement of Purchase and Sale dated January 23, 2008, by and between the Company, DRA Fund VI LLC and the other signatories thereto (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K dated January 23, 2008 and filed with the SEC on January 29, 2008 (Commission File No. 001-10524)).
2.2	First Amendment to Agreement of Purchase and Sale by and between the Company, DRA Fund VI LLC and the other signatories thereto (incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K/A dated March 3, 2008 and filed with the SEC on May 2, 2008 (Commission File No. 001-10524)).
10.1*	Letter Agreement between the Company and Warren L. Troupe (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 22, 2008 and filed with the SEC on February 27, 2008 (Commission File No. 001-10524)).
10.2*	Indemnification Agreement between the Company and Warren L. Troupe (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated February 22, 2008 and filed with the SEC on February 27, 2008 (Commission File No. 001-10524)).
12	Computation of Ratio of Earnings to Fixed Charges.
31.1	Rule 13a-14(a) Certification of the Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of the Chief Financial Officer.
32.1	Section 1350 Certification of the Chief Executive Officer.
32.2	Section 1350 Certification of the Chief Financial Officer.

\* Management contracts and compensatory plans or arrangements.