

UDR, Inc.  
Form 10-Q  
May 02, 2012  
Table of Contents

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 March 31, 2012

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.)  
333-156002-01 (United Dominion Realty, L.P.)

UDR, Inc.  
United Dominion Realty, L.P.  
(Exact name of registrant as specified in its charter)  
Maryland (UDR, Inc.) 54-0857512  
Delaware (United Dominion Realty, L.P.) 54-1776887  
(State or other jurisdiction of  
incorporation of organization) (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.

UDR, Inc. Yes  No   
United Dominion Realty, L.P. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

UDR, Inc. Yes  No   
United Dominion Realty, L.P. Yes  No

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

UDR, Inc.:  
Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

United Dominion Realty, L.P.:  
Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

UDR, Inc.

Yes  No

United Dominion Realty, L.P.

Yes  No

The number of shares of UDR, Inc.'s common stock, \$0.01 par value, outstanding as of April 27, 2012, was 228,598,138.

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Table of Contents

UDR, INC.

UNITED DOMINION REALTY, L.P.

INDEX

PAGE

PART I — FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

UDR, INC.:

Consolidated Balance Sheets as of March 31, 2012 (unaudited) and December 31, 2011 (audited) 4

Consolidated Statements of Operations for the three months ended March 31, 2012 and 2011 (unaudited) 5

Consolidated Statements of Comprehensive Income/(Loss) for the three months ended March 31, 2012 and 2011 (unaudited) 6

Consolidated Statements of Changes in Equity for the three months ended March 31, 2012 (unaudited) 7

Consolidated Statements of Cash Flows for the three months ended March 31, 2012 and 2011 (unaudited) 8

Notes to Consolidated Financial Statements (unaudited) 9

UNITED DOMINION REALTY, L.P.:

Consolidated Balance Sheets as of March 31, 2012 (unaudited) and December 31, 2011 (audited) 31

Consolidated Statements of Operations for the three months ended March 31, 2012 and 2011 (unaudited) 32

Consolidated Statements of Comprehensive Income/(Loss) for the three months ended March 31, 2012 and 2011 (unaudited) 33

Consolidated Statements of Changes in Capital for the three months ended March 31, 2012 (unaudited) 34

Consolidated Statements of Cash Flows for the three months ended March 31, 2012 and 2011 (unaudited) 35

Notes to Consolidated Financial Statements (unaudited) 36

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations 51

Item 3. Quantitative and Qualitative Disclosures About Market Risk 69

Item 4. Controls and Procedures 70

PART II — OTHER INFORMATION

<u>Item 1. Legal Proceedings</u>	<u>71</u>
<u>Item 1A. Risk Factors</u>	<u>71</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>83</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>84</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>84</u>
<u>Item 5. Other Information</u>	<u>84</u>
<u>Item 6. Exhibits</u>	<u>84</u>
<u>Signatures</u>	<u>85</u>
Exhibit 10.2	
Exhibit 12.1	
Exhibit 12.2	
Exhibit 31.1	
Exhibit 31.2	
Exhibit 31.3	
Exhibit 31.4	
Exhibit 32.1	
Exhibit 32.2	
Exhibit 32.3	
Exhibit 32.4	

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Table of Contents

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended March 31, 2012 of UDR, Inc. a Maryland corporation, and United Dominion Realty, L.P., a Delaware limited partnership, of which UDR is the parent company and sole general partner. Unless the context otherwise requires, all references in this Report to “we,” “us,” “our,” the “Company,” “UDR” or “UDR, Inc.” refer collectively to UDR, Inc., together with its consolidated subsidiaries and joint ventures, including the Operating Partnership. Unless the context otherwise requires, the references in this Report to the “Operating Partnership” refer to United Dominion Realty, L.P. together with its consolidated subsidiaries. “Common stock” refers to the common stock of UDR and “stockholders” means the holders of shares of UDR’s common stock and preferred stock. The limited partnership interests of the Operating Partnership are referred to as “OP Units” and the holders of the OP Units are referred to as “unitholders”. This combined Form 10-Q is being filed separately by UDR and the Operating Partnership.

There are a number of differences between our company and our operating partnership, which are reflected in our disclosure in this report. UDR is a real estate investment trust (a “REIT”), whose most significant asset is its ownership interest in the Operating Partnership. UDR also conducts business through other subsidiaries, including its subsidiary RE<sup>3</sup>, whose activities include development of land. UDR acts as the sole general partner of the Operating Partnership, holds interests in subsidiaries and joint ventures, owns and operates properties, issues securities from time to time and guarantees debt of certain of our subsidiaries. The Operating Partnership conducts the operations of a substantial portion of the business and is structured as a partnership with no publicly traded equity securities. The Operating Partnership has guaranteed certain outstanding securities of UDR.

As of March 31, 2012, UDR owned 110,883 units of the general partnership interests of the Operating Partnership and 174,749,068 units (or approximately 94.9%) of the limited partnership interests of the Operating Partnership (the “OP Units”). UDR conducts a substantial amount of its business and holds a substantial amount of its assets through the Operating Partnership, and, by virtue of its ownership of the OP Units and being the Operating Partnership’s sole general partner, UDR has the ability to control all of the day-to-day operations of the Operating Partnership. Separate financial statements and accompanying notes, as well as separate discussions under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” are provided for each of UDR and the Operating Partnership.

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UDR, INC.

## CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

	March 31, 2012 (unaudited)	December 31, 2011 (audited)
<b>ASSETS</b>		
Real estate owned:		
Real estate held for investment	\$7,372,080	\$7,269,347
Less: accumulated depreciation	(1,687,908	) (1,605,090 )
Real estate held for investment, net	5,684,172	5,664,257
Real estate under development (net of accumulated depreciation of \$0 and \$570)	225,817	246,229
Real estate sold or held for sale (net of accumulated depreciation of \$175,964 and \$226,067)	279,385	332,258
Total real estate owned, net of accumulated depreciation	6,189,374	6,242,744
Cash and cash equivalents	3,558	12,503
Restricted cash	24,218	24,634
Deferred financing costs, net	31,641	30,068
Notes receivable	13,200	—
Investment in unconsolidated joint ventures	548,961	213,040
Other assets	131,563	198,365
Total assets	\$6,942,515	\$6,721,354
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Secured debt	\$1,813,942	\$1,891,553
Unsecured debt	2,099,462	2,026,817
Real estate taxes payable	16,019	13,397
Accrued interest payable	31,127	23,208
Security deposits and prepaid rent	33,482	35,516
Distributions payable	53,986	51,019
Deferred fees and gains on the sale of depreciable property	29,449	29,100
Accounts payable, accrued expenses, and other liabilities	75,440	95,485
Total liabilities	4,152,907	4,166,095
Redeemable non-controlling interests in operating partnership	251,643	236,475
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, 2011)	46,571	46,571
3,264,362 shares of 6.75% Series G Cumulative Redeemable issued and outstanding (3,264,362 shares at December 31, 2011)	81,609	81,609
Common stock, \$0.01 par value; 350,000,000 shares authorized		
227,967,573 shares issued and outstanding (219,650,225 shares at December 31, 2011)	2,280	2,197
Additional paid-in capital	3,543,219	3,340,470
Distributions in excess of net income	(1,126,561	) (1,142,895 )
Accumulated other comprehensive loss, net	(13,939	) (13,902 )

