

MACK CALI REALTY CORP

Form 10-Q

July 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2011

or

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

For the transition period from _____ to _____

Commission File 1-13274
Number:

Mack-Cali Realty Corporation
(Exact name of registrant as specified in its charter)

Maryland 22-3305147
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

343 Thornall Street, Edison, New Jersey 08837-2206
(Address of principal executive offices) (Zip Code)

(732) 590-1000
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such

files). Yes No

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

Large accelerated
filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting
company) Smaller
reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

As of July 25, 2011, there were 87,067,309 shares of the registrant's Common Stock, par value \$0.01 per share, outstanding.

MACK-CALI REALTY CORPORATION

FORM 10-Q

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MACK-CALI REALTY CORPORATION

Part I – Financial Information

Item 1. Financial Statements

The accompanying unaudited consolidated balance sheets, statements of operations, of changes in equity, and of cash flows and related notes thereto, have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. The financial statements reflect all adjustments consisting only of normal, recurring adjustments, which are, in the opinion of management, necessary for a fair presentation for the interim periods.

The aforementioned financial statements should be read in conjunction with the notes to the aforementioned financial statements and Management’s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto included in Mack-Cali Realty Corporation’s Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

The results of operations for the three and six month periods ended June 30, 2011 are not necessarily indicative of the results to be expected for the entire fiscal year or any other period.

MACK-CALI REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (in thousands, except per share amounts) (unaudited)

	June 30, 2011	December 31, 2010
ASSETS		
Rental property		
Land and leasehold interests	\$771,980	\$771,960
Buildings and improvements	3,982,156	3,970,177
Tenant improvements	472,907	470,098
Furniture, fixtures and equipment	4,260	4,485
	5,231,303	5,216,720
Less – accumulated depreciation and amortization	(1,329,421)	(1,278,985)
Net investment in rental property	3,901,882	3,937,735
Cash and cash equivalents	18,094	21,851
Investments in unconsolidated joint ventures	32,673	34,220
Unbilled rents receivable, net	130,999	126,917
Deferred charges and other assets, net	213,606	212,038
Restricted cash	20,387	17,310
Accounts receivable, net of allowance for doubtful accounts of \$2,219 and \$2,790	8,842	12,395
Total assets	\$4,326,483	\$4,362,466
LIABILITIES AND EQUITY		
Senior unsecured notes	\$1,118,859	\$1,118,451
Revolving credit facility	9,000	228,000
Mortgages, loans payable and other obligations	741,393	743,043
Dividends and distributions payable	45,436	42,176
Accounts payable, accrued expenses and other liabilities	106,026	101,944
Rents received in advance and security deposits	55,550	57,877
Accrued interest payable	27,744	27,038
Total liabilities	2,104,008	2,318,529
Commitments and contingencies		
Equity:		
Mack-Cali Realty Corporation stockholders' equity:		
Preferred stock, \$0.01 par value, 5,000,000 shares authorized, 10,000 and 10,000 shares outstanding, at liquidation preference	25,000	25,000
Common stock, \$0.01 par value, 190,000,000 shares authorized, 87,050,423 and 79,605,474 shares outstanding	871	796
Additional paid-in capital	2,518,237	2,292,641
Dividends in excess of net earnings	(605,396)	(560,165)
Total Mack-Cali Realty Corporation stockholders' equity	1,938,712	1,758,272
Noncontrolling interests in subsidiaries:		
Operating Partnership	281,529	283,219
Consolidated joint ventures	2,234	2,446
Total noncontrolling interests in subsidiaries	283,763	285,665

Total equity	2,222,475	2,043,937
Total liabilities and equity	\$4,326,483	\$4,362,466

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

MACK-CALI REALTY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except per share amounts) (unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
REVENUES				
Base rents	\$149,652	\$149,692	\$299,075	\$302,385
Escalations and recoveries from tenants	24,026	25,837	51,610	51,956
Construction services	2,826	22,357	6,625	33,219
Real estate services	1,151	1,669	2,383	3,646
Other income	3,452	3,230	7,744	6,162
Total revenues	181,107	202,785	367,437	397,368
EXPENSES				
Real estate taxes	24,386	25,912	49,431	48,073
Utilities	16,887	16,409	36,992	36,235
Operating services	28,648	28,073	59,464	56,754
Direct construction costs	2,784	21,411	6,366	31,704
General and administrative	9,226	8,658	17,855	17,072
Depreciation and amortization	48,268	47,474	96,416	95,964
Total expenses	130,199	147,937	266,524	285,802
Operating income	50,908	54,848	100,913	111,566
OTHER (EXPENSE) INCOME				
Interest expense	(31,363)	(37,335)	(62,702)	(76,406)
Interest and other investment income	10	18	20	39
Equity in earnings (loss) of unconsolidated joint ventures	736	260	635	(262)
Total other (expense) income	(30,617)	(37,057)	(62,047)	(76,629)
Income from continuing operations	20,291	17,791	38,866	34,937
Discontinued operations:				
Income (loss) from discontinued operations	--	11	--	242
Realized gains (losses) and unrealized losses on disposition of rental property, net	--	4,447	--	4,447
Total discontinued operations, net	--	4,458	--	4,689
Net income	20,291	22,249	38,866	39,626
Noncontrolling interest in consolidated joint ventures	102	86	212	173
Noncontrolling interest in Operating Partnership	(2,560)	(2,475)	(5,016)	(4,897)
Noncontrolling interest in discontinued operations	--	(635)	--	(668)
Preferred stock dividends	(500)	(500)	(1,000)	(1,000)
Net income available to common shareholders	\$17,333	\$18,725	\$33,062	\$33,234
Basic earnings per common share:				
Income from continuing operations	\$0.20	\$0.19	\$0.39	\$0.37
Discontinued operations	--	0.05	--	0.05
Net income available to common shareholders	\$0.20	\$0.24	\$0.39	\$0.42
Diluted earnings per common share:				
Income from continuing operations	\$0.20	\$0.19	\$0.39	\$0.37
Discontinued operations	--	0.05	--	0.05

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Net income available to common shareholders	\$0.20	\$0.24	\$0.39	\$0.42
Basic weighted average shares outstanding	86,936	79,203	84,953	79,089
Diluted weighted average shares outstanding	99,887	92,489	97,963	92,482

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

MACK-CALI REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (in thousands) (unaudited)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Dividends in Excess of Net Earnings	Noncontrolling Interests in Subsidiaries	Total Equity
	Shares	Amount	Shares	Par Value				
Balance at January 1, 2011	10	\$25,000	79,605	\$796	\$2,292,641	\$(560,165)	\$285,665	\$2,043,937
Net income	--	--	--	--	--	34,062	4,804	38,866
Preferred stock dividends	--	--	--	--	--	(1,000)	--	(1,000)
Common stock dividends	--	--	--	--	--	(78,293)	--	(78,293)
Common unit distributions	--	--	--	--	--	--	(11,558)	(11,558)
Common stock offering	--	--	7,188	72	227,302	--	--	227,374
Redemption of common units for common stock	--	--	202	2	4,419	--	(4,421)	--
Shares issued under Dividend Reinvestment and Stock Purchase Plan	--	--	3	--	92	--	--	92
Stock options exercised	--	--	53	1	1,462	--	--	1,463
Stock compensation	--	--	--	--	1,594	--	--	1,594
Rebalancing of ownership percent between parent and subsidiaries	--	--	--	--	(9,273)	--	9,273	--
Balance at June 30, 2011	10	\$25,000	87,051	\$871	\$2,518,237	\$(605,396)	\$283,763	\$2,222,475

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

MACK-CALI REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited)

	Six Months Ended June 30,	
	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$38,866	\$39,626
Adjustments to reconcile net income to net cash provided by Operating activities:		
Depreciation and amortization, including related intangible assets	96,152	95,283
Depreciation and amortization on discontinued operations	--	409
Amortization of stock compensation	1,594	1,444
Amortization of deferred financing costs and debt discount	1,168	1,376
Equity in (earnings) loss of unconsolidated joint venture, net	(635)	262
Realized gains on disposition of rental property	--	(4,447)
Distributions of cumulative earnings from unconsolidated joint ventures	1,471	102
Changes in operating assets and liabilities:		
Increase in unbilled rents receivable, net	(4,066)	(3,077)
Increase in deferred charges and other assets, net	(18,468)	(18,815)
Decrease (increase) in accounts receivable, net	3,554	(3,534)
Increase in accounts payable, accrued expenses and other liabilities	5,749	17,434
Decrease in rents received in advance and security deposits	(2,327)	(3,906)
Increase (decrease) in accrued interest payable	706	(1,595)
 Net cash provided by operating activities	 \$123,764	 \$120,562
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to rental property and related intangibles	\$(43,252)	\$(30,267)
Investment in unconsolidated joint ventures	(201)	(667)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	929	--
(Increase) decrease in restricted cash	(3,077)	8
 Net cash used in investing activities	 \$(45,601)	 \$(30,926)
CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings from revolving credit facility	\$139,000	--
Repayment of revolving credit facility	(358,000)	--
Repayment of senior unsecured notes	--	\$(150,000)
Proceeds from offering of common stock	227,374	--
Repayment of mortgages, loans payable and other obligations	(4,160)	(3,978)
Payment of financing costs	(6)	(2,010)
Proceeds from stock options exercised	1,463	513
Payment of dividends and distributions	(87,591)	(84,230)
 Net cash used in financing activities	 \$(81,920)	 \$(239,705)

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Net decrease in cash and cash equivalents	\$ (3,757)	\$ (150,069)
Cash and cash equivalents, beginning of period	21,851		291,059	
Cash and cash equivalents, end of period	\$ 18,094		\$ 140,990	

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

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MACK-CALI REALTY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

ORGANIZATION

Mack-Cali Realty Corporation, a Maryland corporation, together with its subsidiaries (collectively, the “Company”), is a fully-integrated, self-administered, self-managed real estate investment trust (“REIT”) providing leasing, management, acquisition, development, construction and tenant-related services for its properties and third parties. As of June 30, 2011, the Company owned or had interests in 278 properties plus developable land (collectively, the “Properties”). The Properties aggregate approximately 32.4 million square feet, which are comprised of 266 buildings, primarily office and office/flex buildings totaling approximately 32.0 million square feet (which include eight buildings, primarily office buildings aggregating approximately 1.2 million square feet owned by unconsolidated joint ventures in which the Company has investment interests), six industrial/warehouse buildings totaling approximately 387,400 square feet, two retail properties totaling approximately 17,300 square feet, one hotel (which is owned by an unconsolidated joint venture in which the Company has an investment interest) and three parcels of land leased to others. The Properties are located in five states, primarily in the Northeast, plus the District of Columbia.

BASIS OF PRESENTATION

The accompanying consolidated financial statements include all accounts of the Company, its majority-owned and/or controlled subsidiaries, which consist principally of Mack-Cali Realty, L.P. (the “Operating Partnership”), and variable interest entities for which the Company has determined itself to be the primary beneficiary, if any. See Note 2: Significant Accounting Policies – Investments in Unconsolidated Joint Ventures for the Company’s treatment of unconsolidated joint venture interests. Intercompany accounts and transactions have been eliminated.

The preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain reclassifications have been made to prior period amounts in order to conform with current period presentation.

2. SIGNIFICANT ACCOUNTING POLICIES

Rental

Property Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the acquisition, development and construction of rental properties are capitalized. Pursuant to the Company’s adoption of ASC 805, Business Combinations, effective January 1, 2009, acquisition-related costs are expensed as incurred. Capitalized development and construction costs include pre-construction costs essential to the development of the property, development and construction costs, interest, property taxes, insurance, salaries and other project costs incurred during the period of development. Included in total rental property is construction, tenant improvement and development in-progress of \$36,444,000 and \$65,990,000 as of June 30, 2011 and December 31, 2010, respectively. Ordinary repairs and maintenance are expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives. Fully-depreciated assets are removed from the accounts.

The Company considers a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction activity (as distinguished from activities such as routine maintenance and cleanup). If portions of a rental project are substantially

completed and occupied by tenants, or held available for occupancy, and other portions have not yet reached that stage, the substantially completed portions are accounted for as a separate project. The Company allocates costs incurred between the portions under construction and the portions substantially completed and held available for occupancy, and capitalizes only those costs associated with the portion under construction.

Properties are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Leasehold interests	Remaining lease term
Buildings and improvements	5 to 40 years
Tenant improvements	The shorter of the term of the related lease or useful life
Furniture, fixtures and equipment	5 to 10 years

Upon acquisition of rental property, the Company estimates the fair value of acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities assumed, generally consisting of the fair value of (i) above and below market leases, (ii) in-place leases and (iii) tenant relationships. The Company allocates the purchase price to the assets acquired and liabilities assumed based on their fair values. The Company records goodwill or a gain on bargain purchase (if any) if the net assets acquired/liabilities assumed exceed the purchase consideration of a transaction. In estimating the fair value of the tangible and intangible assets acquired, the Company considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Above-market and below-market lease values for acquired properties are initially recorded based on the present value, (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases. The capitalized above-market lease values are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed rate renewal options of the respective leases.

Other intangible assets acquired include amounts for in-place lease values and tenant relationship values, which are based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's rental properties held for use may be impaired. In addition to identifying any specific circumstances which may affect a property or properties, management considers other criteria for determining which properties may require assessment for potential impairment. The criteria considered by management include reviewing low leased percentages, significant near-term lease expirations, recently acquired properties, current and historical operating and/or cash flow losses, near-term mortgage debt maturities or other factors that might impact the Company's intent and ability to hold the property. A property's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the property over the fair value of the property. The Company's estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions. These assumptions are generally based on management's experience in its local real estate markets and the effects of current market conditions. The assumptions are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved, and actual losses or impairment may be realized in the future.

Rental Property
Held for Sale and
Discontinued

Operations When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the estimated net sales price of the assets which have been identified as held for sale is less than the net book value of the assets, a valuation allowance is established. Properties identified as held for sale and/or disposed of are presented in discontinued operations for all periods presented. See Note 6: Discontinued Operations.

If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a property previously classified as held for sale, the property is reclassified as held and used. A property that is reclassified is measured and recorded individually at the lower of (a) its carrying amount before the property was classified as held for sale, adjusted for any depreciation (amortization) expense that would have been recognized had the property been continuously classified as held and used, or (b) the fair value at the date of the subsequent decision not to sell.

Investments in
Unconsolidated

Joint Ventures The Company accounts for its investments in unconsolidated joint ventures under the equity method of accounting. The Company applies the equity method by initially recording these investments at cost, as Investments in Unconsolidated Joint Ventures, subsequently adjusted for equity in earnings and cash contributions and distributions.

ASC 810, Consolidation, provides guidance on the identification of entities for which control is achieved through means other than voting rights ("variable interest entities" or "VIEs") and the determination of which business enterprise, if any, should consolidate the VIE (the "primary beneficiary"). Generally, the consideration of whether an entity is a VIE applies when either (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest, (2) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest.

On January 1, 2010, the Company adopted the updated provisions of ASC 810, which amends FIN 46(R) to require ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. Additionally, ASC 810 amends FIN 46(R) to eliminate the quantitative approach previously required for determining the primary beneficiary of a variable interest entity, which was based on determining which enterprise absorbs the majority of the entity's expected losses, receives a majority of the entity's expected residual returns, or both. ASC 810 amends certain guidance in Interpretation 46(R) for determining whether an entity is a variable interest entity. Also, ASC 810 amends FIN 46(R) to require enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. The enhanced disclosures are required for any enterprise that holds a variable interest in a variable interest entity. The adoption of this guidance did not have a material impact to these financial statements. See Note 4: Investments in Unconsolidated Joint Ventures for disclosures regarding the Company's unconsolidated joint ventures.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's investments in unconsolidated joint ventures may be impaired. An investment is impaired only if management's estimate of the value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the value of the investment. The Company's estimates of value for each investment (particularly in commercial real estate joint ventures) are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and operating costs. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the values estimated by management in its impairment analyses may not be realized, and actual losses or impairment may be realized in the future. See Note 4: Investments in Unconsolidated Joint Ventures.

Cash and Cash

Equivalents All highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents.

Marketable

Securities The Company classifies its marketable securities among three categories: held-to-maturity, trading and available-for-sale. Unrealized holding gains and losses relating to available-for-sale securities are excluded from earnings and reported as other comprehensive income (loss) in equity until realized. A decline in the market value of any held-to-maturity marketable security below cost that is deemed to be other than temporary results in a reduction in the carrying amount to fair value. Any impairment would be charged to earnings and a new cost basis for the security established.

The fair value of the marketable securities is determined using level I inputs under ASC 820, Fair Value Measurements and Disclosures. Level I inputs represent quoted prices available in an active market for identical investments as of the reporting date.

Deferred

Financing Costs incurred in obtaining financing are capitalized and amortized over the term of the related indebtedness. Amortization of such costs is included in interest expense and was \$584,000 and \$660,000 for the three months ended June 30, 2011 and 2010, respectively, and \$1,168,000 and \$1,376,000 for the six months ended June 30, 2011 and 2010, respectively.

Deferred

Leasing Costs incurred in connection with leases are capitalized and amortized on a straight-line basis over the terms of the related leases and included in depreciation and amortization. Unamortized deferred leasing costs are charged to amortization expense upon early termination of the lease. Certain employees of the Company are compensated for providing leasing services to the Properties. The portion of such compensation, which is capitalized and amortized, approximated \$982,000 and \$901,000 for the three months ended June 30, 2011 and 2010, respectively, and \$2,036,000 and \$1,856,000 for the six months ended June 30, 2011 and 2010, respectively.

Derivative

Instruments The Company measures derivative instruments, including certain derivative instruments embedded in other contracts, at fair value and records them as an asset or liability, depending on the Company's rights or obligations under the applicable derivative contract. For derivatives designated and qualifying as fair value hedges, the changes in the fair value of both the derivative instrument and the hedged item are recorded in earnings. For derivatives designated as cash flow hedges, the effective portions of the derivative are reported in other comprehensive income ("OCI") and are subsequently reclassified into earnings when the hedged item affects earnings. Changes in fair value of derivative instruments not designated as hedging and ineffective portions of hedges are recognized in earnings in the affected period.

Revenue

Recognition Base rental revenue is recognized on a straight-line basis over the terms of the respective leases. Unbilled rents receivable represents the amount by which straight-line rental revenue exceeds rents currently billed in accordance with the lease agreements. Above-market and below-market lease values for acquired properties are initially recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining terms of the lease for above-market leases and the remaining initial terms plus the terms of any below-market fixed-rate renewal options for below-market leases. The capitalized above-market lease values for acquired properties are amortized as a reduction of base rental revenue over the remaining terms of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed-rate renewal options of the respective leases. Escalations and recoveries from tenants are received from tenants for certain costs as provided in the lease agreements. These costs generally include real estate taxes, utilities, insurance, common area maintenance and other recoverable costs. See Note 13: Tenant Leases. Construction services revenue includes fees earned and reimbursements received by the Company for providing construction management and general contractor services to clients. Construction services revenue is recognized on the percentage of completion method. Using this method, profits are recorded on the basis of estimates of the overall profit and percentage of completion of individual contracts. A portion of the estimated profits is accrued based upon estimates of the percentage of completion of the construction contract. This revenue recognition method involves inherent risks relating to profit and cost estimates. Real estate services revenue includes property management, facilities management, leasing commission fees and other services, and payroll and related costs reimbursed from clients. Other income includes income from parking spaces leased to tenants, income from tenants for additional services arranged for by the Company and income from tenants for early lease terminations.

Allowance for

Doubtful Accounts Management periodically performs a detailed review of amounts due from tenants to determine if accounts receivable balances are impaired based on factors affecting the collectability of those balances. Management's estimate of the allowance for doubtful accounts requires management to exercise significant judgment about the timing, frequency and severity of collection losses, which affects the allowance and net income.

Income and

Other Taxes The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"). As a REIT, the Company generally will not be subject to corporate federal income tax (including alternative minimum tax) on net income that it currently distributes to its shareholders,

provided that the Company satisfies certain organizational and operational requirements including the requirement to distribute at least 90 percent of its REIT taxable income to its shareholders. The Company has elected to treat certain of its corporate subsidiaries as taxable REIT subsidiaries (each a “TRS”). In general, a TRS of the Company may perform additional services for tenants of the Company and generally may engage in any real estate or non-real estate related business (except for the operation or management of health care facilities or lodging facilities or the providing to any person, under a franchise, license or otherwise, rights to any brand name under which any lodging facility or health care facility is operated). A TRS is subject to corporate federal income tax. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) on its taxable income at regular corporate tax rates. The Company is subject to certain state and local taxes.

Pursuant to the amended provisions related to uncertain tax provisions of ASC 740, Income Taxes, the Company recognized no material adjustments regarding its tax accounting treatment. The Company expects to recognize interest and penalties related to uncertain tax positions, if any, as income tax expense, which is included in general and administrative expense.

In the normal course of business, the Company or one of its subsidiaries is subject to examination by federal, state and local jurisdictions in which it operates, where applicable. As of June 30, 2011, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are generally from the year 2006 forward.

Earnings

Per Share The Company presents both basic and diluted earnings per share ("EPS"). Basic EPS excludes dilution and is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, where such exercise or conversion would result in a lower EPS amount.

Dividends and Distributions

Payable The dividends and distributions payable at June 30, 2011 represents dividends payable to preferred shareholders (10,000 shares) and common shareholders (87,050,625 shares), and distributions payable to noncontrolling interest common unitholders of the Operating Partnership (12,806,126 common units) for all such holders of record as of July 6, 2011 with respect to the second quarter 2011. The second quarter 2011 preferred stock dividends of \$50.00 per share, common stock dividends and common unit distributions of \$0.45 per common share and unit were approved by the Board of Directors on May 24, 2011. The common stock dividends, common unit distributions and preferred stock dividends payable were paid on July 15, 2011.

The dividends and distributions payable at December 31, 2010 represents dividends payable to preferred shareholders (10,000 shares) and common shareholders (79,605,542 shares), and distributions payable to noncontrolling interest common unitholders of the Operating Partnership (13,007,668 common units) for all such holders of record as of January 5, 2011 with respect to the fourth quarter 2010. The fourth quarter 2010 preferred stock dividends of \$50.00 per share, common stock dividends and common unit distributions of \$0.45 per common share and unit were approved by the Board of Directors on December 7, 2010. The common stock dividends, common unit distributions and preferred stock dividends payable were paid on January 14, 2011.

Costs Incurred
For Stock

Issuances Costs incurred in connection with the Company's stock issuances are reflected as a reduction of additional paid-in capital.

Stock

Compensation The Company accounts for stock options and restricted stock awards granted prior to 2002 using the intrinsic value method prescribed in the previously existing accounting guidance on accounting for stock issued to employees. Under this guidance, compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Company's stock at the date of grant over the exercise price of the option granted. Compensation cost for stock options is recognized ratably over the vesting period. The Company's policy is to grant options with an exercise price equal to the quoted closing market price of the Company's stock on the business day preceding the grant date. Accordingly, no compensation cost has been recognized under the Company's stock option plans for the granting of stock options made prior to 2002. Restricted stock awards granted prior to 2002 are valued at the vesting dates of such awards with compensation cost for such awards recognized ratably over the vesting period.

In 2002, the Company adopted the provisions of ASC 718, Compensation-Stock Compensation. In 2006, the Company adopted the amended guidance, which did not have a material effect on the Company's financial position and results of operations. These provisions require that the estimated fair value of restricted stock ("Restricted Stock Awards") and stock options at the grant date be amortized ratably into expense over the appropriate vesting period. The Company recorded restricted stock expense of \$690,000 and \$626,000 for the three months ended June 30, 2011 and 2010, respectively, and \$1,380,000 and \$1,243,000 for the six months ended June 30, 2011 and 2010, respectively.

Other

Comprehensive

Income Other comprehensive income (loss) includes items that are recorded in equity, such as unrealized holding gains or losses on marketable securities available for sale.

3. REAL ESTATE TRANSACTION

The following office property commenced initial operations during the six months ended June 30, 2011: (dollars in thousands)

Date	Property/Address	Location	# of Bldgs.	Rentable Square Feet	Investment by Company (a)
05/01/11	55 Corporate Drive	Bridgewater, New Jersey	1	204,057	\$45,913
Total Properties Commencing Initial Operations:			1	204,057	\$45,913

(a) Amount is as of June 30, 2011.

4. INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES

The debt of the Company's unconsolidated joint ventures generally is non-recourse to the Company, except for customary exceptions pertaining to such matters as intentional misuse of funds, environmental conditions and material misrepresentations, and except as otherwise indicated below.

PLAZA VIII AND IX ASSOCIATES, L.L.C.

Plaza VIII and IX Associates, L.L.C. is a joint venture between the Company and Columbia Development Company, L.L.C. ("Columbia"), which owns land for future development, located on the Hudson River waterfront in Jersey City, New Jersey, adjacent to the Company's Harborside Financial Center office complex. The Company and Columbia each hold a 50 percent interest in the venture. The venture owns undeveloped land currently used as a parking facility.

SOUTH PIER AT HARBORSIDE – HOTEL

The Company has a joint venture with Hyatt Corporation ("Hyatt") which owns a 350-room hotel on the South Pier at Harborside Financial Center, Jersey City, New Jersey. The Company owns a 50 percent interest in the venture.

The venture has a mortgage loan with a balance as of June 30, 2011 of \$65.7 million collateralized by the hotel property. The loan carries an interest rate of 6.15 percent and matures in November 2016. The venture has a loan with a balance as of June 30, 2011 of \$5.9 million with the City of Jersey City, provided by the U.S. Department of Housing and Urban Development. The loan currently bears interest at fixed rates ranging from 6.09 percent to 6.62 percent and matures in August 2020. The Company has posted a \$5.9 million letter of credit in support of this loan, half of which is indemnified by Hyatt.

RED BANK CORPORATE PLAZA

The Company has a joint venture with The PRC Group, which owns Red Bank Corporate Plaza, a 92,878 square foot office building located in Red Bank, New Jersey. The property is fully leased to Hovnanian Enterprises, Inc. through September 30, 2017. The Company holds a 50 percent interest in the venture.

The venture had a loan with a commercial bank collateralized by the office property, which carried a balance as of March 31, 2011 of \$20.3 million, bore interest at a rate of the London Interbank Offered Rate ("LIBOR") plus 125 basis points and was scheduled to mature in May 2011. In May 2011, the venture paid the lender \$1.7 million and refinanced the remainder of the loan with a new balance of \$18.6 million. The new loan, with a balance of \$18.5 million at June 30, 2011, bears interest at a rate of LIBOR plus 300 basis points and matures on May 17, 2016. LIBOR was 0.19 percent at June 30, 2011.

The Company performs management, leasing and other services for the property owned by the joint venture and recognized \$24,000 and \$24,000 in fees for such services in the three months ended June 30, 2011 and 2010, respectively, and \$48,000 and \$48,000 for the six months ended June 30, 2011 and 2010, respectively.

MACK-GREEN-GALE LLC/GRAMERCY AGREEMENT

On May 9, 2006, the Company entered into a joint venture, Mack-Green-Gale LLC and subsidiaries ("Mack-Green"), with SL Green, pursuant to which Mack-Green held an approximate 96 percent interest in and acted as general partner of Gale SLG NJ Operating Partnership, L.P. (the "OPLP"). The Company's acquisition cost for its interest in Mack-Green was approximately \$125 million, which was funded primarily through borrowing under the Company's revolving credit facility. At the time, the OPLP owned 100 percent of entities ("Property Entities") which owned 25 office properties (the "OPLP Properties") which aggregated 3.5 million square feet (consisting of 17 office properties aggregating 2.3 million square feet located in New Jersey and eight properties aggregating 1.2 million square feet located in Troy, Michigan). In December 2007, the OPLP sold its eight properties located in Troy, Michigan for

\$83.5 million. The venture recognized a loss of approximately \$22.3 million from the sale.

As defined in the Mack-Green operating agreement, the Company shared decision-making equally with SL Green regarding: (i) all major decisions involving the operations of Mack-Green; and (ii) overall general partner responsibilities in operating the OPLP.

The Mack-Green operating agreement generally provided for profits and losses to be allocated as follows:

- (i) 99 percent of Mack-Green's share of the profits and losses from 10 specific OPLP Properties allocable to the Company and one percent allocable to SL Green;
- (ii) one percent of Mack-Green's share of the profits and losses from eight specific OPLP Properties and its minor interest in four office properties allocable to the Company and 99 percent allocable to SL Green; and
- (iii) 50 percent of all other profits and losses allocable to the Company and 50 percent allocable to SL Green.

Substantially all of the OPLP Properties were encumbered by mortgage loans with an aggregate outstanding principal balance of \$276.3 million at March 31, 2009. \$185.0 million of the mortgage loans bore interest at a weighted average fixed interest rate of 6.26 percent per annum and matured at various times through May 2016.

Six of the OPLP Properties (the "Portfolio Properties") were encumbered by \$90.3 million of mortgage loans which bore interest at a floating rate of LIBOR plus 275 basis points per annum and were scheduled to mature in May 2009. The floating rate mortgage loans were provided to the six entities which owned the Portfolio Properties (collectively, the "Portfolio Entities") by Gramercy, which was a related party of SL Green. Based on the venture's anticipated holding period pertaining to the Portfolio Properties, the venture believed that the carrying amounts of these properties may not have been recoverable at December 31, 2008. Accordingly, as the venture determined that its carrying value of these properties exceeded the estimated fair value, it recorded an impairment charge of approximately \$32.3 million as of December 31, 2008.

On April 29, 2009, the Company acquired the remaining interests in Mack-Green from SL Green. As a result, the Company owns 100 percent of Mack-Green. Additionally, on April 29, 2009, the mortgage loans with Gramercy on the Portfolio Properties (the "Gramercy Agreement") were modified to provide for, among other things, interest to accrue at the current rate of LIBOR plus 275 basis points per annum, with the interest pay rate capped at 3.15 percent per annum. Under the Gramercy Agreement, the payment of debt service is subordinate to the payment of operating expenses. Interest at the pay rate is payable only out of funds generated by the Portfolio Properties and only to the extent that the Portfolio Properties' operating expenses have been paid, with any accrued unpaid interest above the pay rate serving to increase the balance of the amounts due at the termination of the agreement. Any excess funds after payment of debt service generally will be escrowed and available for future capital and leasing costs, as well as to cover future cash flow shortfalls, as appropriate. The Gramercy Agreement was scheduled to terminate on May 9, 2011. Approximately six months in advance of the end of the term of the Gramercy Agreement, the Portfolio Entities are to provide estimates of each property's fair market value ("FMV"). Gramercy has the right to accept or reject the FMV. If Gramercy rejects the FMV, Gramercy must market the property for sale in cooperation with the Portfolio Entities and must approve the ultimate sale. However, Gramercy has no obligation to market a Portfolio Property if the FMV is less than the allocated amount due, including accrued, unpaid interest. If any Portfolio Property is not sold, the Portfolio Entities have agreed to give a deed in lieu of foreclosure, unless the FMV was equal to or greater than the allocated amount due for such Portfolio Property, in which case they can elect to have that Portfolio Property released by paying the FMV. If Gramercy accepts the FMV, the Portfolio Property will be released from the Gramercy Agreement upon payment of the FMV. Under the direction of Gramercy, the Company continues to perform management, leasing, and construction services for the Portfolio Properties at market terms. The Portfolio Entities have a participation interest which provides for sharing 50 percent of any amount realized in excess of the allocated amounts due for each Portfolio Property. On November 5, 2010, the Portfolio Entities that owned the remaining four unconsolidated Portfolio Properties provided estimates of the properties' fair market values to Gramercy, pursuant to the Gramercy Agreement. On May 5, 2011, the Gramercy Agreement was extended to December 31, 2011.

As the Company acquired SL Green's interests in Mack-Green, the Company owns 100 percent of Mack-Green and is consolidating Mack-Green as of the closing date. Mack-Green, in turn, has been and will continue consolidating the OPLP as Mack-Green's approximate 96 percent, general partner ownership interest in the OPLP remained unchanged as of the closing date. Additionally, as of the closing date, the OPLP continues to consolidate its Property Entities not subject to the Gramercy Agreement, as its 100-percent ownership and rights regarding these entities were unchanged in the transaction. The OPLP does not consolidate the Portfolio Entities subject to the Gramercy Agreement, as the Gramercy Agreement is considered a reconsideration event under the provisions of ASC 810, Consolidation, and accordingly, the Portfolio Entities were deemed to be variable interest entities for which the OPLP was not considered the primary beneficiary based on the Gramercy Agreement as described above. As a result of the SLG Transactions, the Company has an unconsolidated joint venture interest in the Portfolio Properties.

On March 31, 2010, the venture sold one of its unconsolidated Portfolio Properties subject to the Gramercy Agreement, 1280 Wall Street West, a 121,314 square foot office property, located in Lyndhurst, New Jersey, for approximately \$13.9 million, which was primarily used to pay down mortgage loans pursuant to the Gramercy Agreement.

On December 17, 2010, the venture repaid the \$26.8 million allocated loan amount of one of the unconsolidated Portfolio Properties which was subject to the Gramercy Agreement, One Grande Commons, a 198,376 square foot office property, located in Bridgewater, New Jersey. Concurrent with the repayment, the venture placed \$11 million mortgage financing on the property obtained from a bank. As a result of the repayment of the existing mortgage loan, the venture, which is consolidated by the Company, obtained a controlling interest and is consolidating the office property.

The Company performs management, leasing, and construction services for properties owned by the unconsolidated joint ventures and recognized \$113,000 and \$234,000 in income for such services in the three months ended June 30, 2011 and 2010, respectively, and \$274,000 and \$467,000 in income for the six months ended June 30, 2011 and 2010, respectively.

GE/GALE FUNDING LLC (Princeton Forrestal Village)

On May 9, 2006, the Company acquired a 10 percent indirect interest in the entity (“GE Gale”) which owned Princeton Forrestal Village, a mixed-use, office/retail complex aggregating 527,015 square feet and located in Plainsboro, New Jersey (“Princeton Forrestal Village” or “PFV”) for \$1.8 million.

On December 16, 2010, GE Gale sold PFV for \$55 million, realizing a gain on the sale of \$207,000 (of which the Company’s share of \$41,000 is included in equity in earnings for the year ended December 31, 2010).

The Company had performed management services for PFV and recognized \$87,000 for such services in the three and six months ended June 30, 2011 and management, leasing, and other services for PFV prior to its sale and recognized \$213,000 and \$621,000 in income for such services in the three and six months ended June 30, 2010, respectively.

GALE KIMBALL, L.L.C.

On June 15, 2006, the Company acquired an 8.33 percent indirect interest in 100 Kimball Drive LLC (“100 Kimball”), which developed and placed in service a 175,000 square foot office property that is leased to a single tenant, located at 100 Kimball Drive, Parsippany, New Jersey (the “Kimball Property”).

On December 10, 2010, 100 Kimball sold its office property for approximately \$60 million, realizing a gain on the sale of \$19.8 million (of which the Company’s share of \$1.6 million is included in equity in earnings for the year ended December 31, 2010). As a result of the sale the Company received a distribution of approximately \$5.4 million, of which \$2.4 million was paid out pursuant to the Participation Rights (see Note 15: Noncontrolling Interests in Subsidiaries – Participation Rights).

The Company had performed management, leasing, and other services for the property prior to its sale and recognized \$71,800 and \$142,300 in income for such services in the three and six months ended June 30, 2010, respectively.

12 VREELAND ASSOCIATES, L.L.C.

On September 8, 2006, the Company entered into a joint venture to form M-C Vreeland, LLC (“M-C Vreeland”), for the sole purpose of acquiring 50 percent membership interest in 12 Vreeland Associates, L.L.C., an entity owning an office property located at 12 Vreeland Road, Florham Park, New Jersey.

The operating agreement of M-C Vreeland provides, among other things, for the Participation Rights (see Note 15: Noncontrolling Interests in Subsidiaries – Participation Rights).

The office property at 12 Vreeland is a 139,750 square foot office building. The property is subject to a fully-amortizing mortgage loan, which matures on July 1, 2012, and bears interest at 6.9 percent per annum. As of June 30, 2011, the outstanding balance on the mortgage note was \$2.3 million.

Under the operating agreement of 12 Vreeland Associates, L.L.C., M-C Vreeland has a 50 percent interest, with S/K Florham Park Associates, L.L.C. (the managing member) and its affiliate holding the other 50 percent.

BOSTON-DOWNTOWN CROSSING

In October 2006, the Company entered into a joint venture with affiliates of Vornado Realty LP and JP Morgan Chase Bank to acquire and redevelop the Filenes property located in the Downtown Crossing district of Boston, Massachusetts (the "Filenes Property"). The development was to include approximately 1.2 million square feet consisting of office, retail, condominium apartments, hotel and parking garage. The project is subject to governmental approvals.

The venture acquired the Filenes Property on January 29, 2007, for approximately \$100 million.

The venture was organized in contemplation of developing and converting the Filene's Property into a condominium consisting of a retail unit, an office unit, a parking unit, a hotel unit and a residential unit. The Company, through subsidiaries, separately holds approximately a 15 percent indirect ownership interest in each of the units.

Distributions will generally be in proportion to its members' respective ownership interests and, depending upon the development unit, promotes will be available to specified partners after the achievement of certain internal rates of return ranging from 10 to 15 percent.

The joint venture has suspended its plans for the development of the Filenes Property. The venture recorded an impairment charge of approximately \$69.5 million on its development project in 2008.

GALE JEFFERSON, L.L.C.

On August 22, 2007, the Company entered into a joint venture with a Gale Affiliate to form M-C Jefferson, L.L.C. ("M-C Jefferson") for the sole purpose of acquiring an 8.33 percent indirect interest in One Jefferson Road LLC ("One Jefferson"), which developed and placed in service a 100,010 square foot office property at One Jefferson Road, Parsippany, New Jersey, ("the Jefferson Property"). The property has been fully leased to a single tenant through August 2025.

The operating agreement of M-C Jefferson provides, among other things, for the Participation Rights (see Note 15: Noncontrolling Interests in Subsidiaries – Participation Rights). The operating agreements of Gale Jefferson, L.L.C. ("Gale Jefferson"), which is owned 33.33 percent by M-C Jefferson and 66.67 percent by the Hampshire Generational Fund, L.L.C. ("Hampshire") provides, among other things, for the distribution of net cash flow, first, in accordance with its member's respective interests until each member is provided, as a result of such distributions, with an annual 12 percent compound return on the Member's Capital Contributions, as defined in the operating agreement and secondly, 50 percent to each of the Company and Hampshire.

One Jefferson has a loan in the amount of \$21 million at June 30, 2011 bearing interest at a rate of LIBOR plus 160 basis points and maturing on October 24, 2011.

The Company performs management, leasing and other services for Gale Jefferson and recognized \$40,000 and \$94,500 in income (net of \$0 and \$3.0 million in direct costs) for such services for the three months ended June 30, 2011 and 2010, respectively, and \$79,000 and \$131,500 in income (net of \$0 and \$4.0 million in direct costs) for the

six months ended June 30, 2011 and 2010, respectively.

SUMMARIES OF UNCONSOLIDATED JOINT VENTURES

The following is a summary of the financial position of the unconsolidated joint ventures in which the Company had investment interests as of June 30, 2011 and December 31, 2010. (dollars in thousands)

	June 30, 2011									
	Plaza VIII & IX Associates	Red Bank Harborside South Pier	Red Bank Corporate Plaza	Princeton Gramercy Agreement	Princeton Forrestal Village	Gale Kimball	Gale Vreeland	Boston- 12 Downtown Crossing	Gale Jefferson	Combined Total
Assets:										
Rental property, net	\$ 8,641	\$ 62,179	\$ 23,214	\$ 39,732	--	--	\$ 14,307	--	--	\$ 148,073
Other assets	1,253	13,428	2,621	5,983	\$ 196	\$ 46	497	\$ 46,111	\$ 2,588	72,723
Total assets	\$ 9,894	\$ 75,607	\$ 25,835	\$ 45,715	\$ 196	\$ 46	\$ 14,804	\$ 46,111	\$ 2,588	\$ 220,796
Liabilities and partners'/members' capital (deficit):										
Mortgages, loans payable and other obligations	--	\$ 71,639	\$ 18,520	\$ 50,978	--	--	\$ 2,288	--	--	\$ 143,425
Other liabilities	\$ 529	5,044	50	1,105	\$ 76	--	--	--	--	6,804
Partners'/members' capital (deficit)	9,365	(1,076)	7,265	(6,368)	120	\$ 46	12,516	\$ 46,111	\$ 2,588	70,567
Total liabilities and partners'/members' capital (deficit)	\$ 9,894	\$ 75,607	\$ 25,835	\$ 45,715	\$ 196	\$ 46	\$ 14,804	\$ 46,111	\$ 2,588	\$ 220,796
Company's investment in unconsolidated joint ventures, net	\$ 4,605	\$ 568	\$ 3,495	--	--	--	\$ 9,969	\$ 12,998	\$ 1,038	\$ 32,673

	December 31, 2010									
	Plaza VIII & IX Associates	Red Bank Harborside South Pier	Red Bank Corporate Plaza	Princeton Gramercy Agreement	Princeton Forrestal Village	Gale Kimball	Gale Vreeland	Boston- 12 Downtown Crossing	Gale Jefferson	Combined Total
Assets:										
Rental property, net	\$ 8,947	\$ 64,964	\$ 23,594	\$ 40,786	--	--	\$ 14,081	--	--	\$ 152,372
Other assets	906	11,681	6,422	6,261	\$ 1,435	\$ 51	734	\$ 46,062	\$ 2,440	75,992
Total assets	\$ 9,853	\$ 76,645	\$ 30,016	\$ 47,047	\$ 1,435	\$ 51	\$ 14,815	\$ 46,062	\$ 2,440	\$ 228,364
Liabilities and partners'/members' capital (deficit):										
Mortgages, loans payable and other obligations	--	\$ 72,168	\$ 20,424	\$ 50,978	--	--	\$ 3,161	--	--	\$ 146,731
Other liabilities	\$ 529	4,356	89	1,719	\$ 612	--	--	--	--	7,305
Partners'/members' capital (deficit)	9,324	121	9,503	(5,650)	823	\$ 51	11,654	\$ 46,062	\$ 2,440	74,328

Total liabilities											
and											
partners'/members'											
capital (deficit)	\$ 9,853	\$ 76,645	\$ 30,016	\$ 47,047	\$ 1,435	\$ 51	\$ 14,815	\$ 46,062	\$ 2,440	\$ 228,364	
Company's											
investment											
in unconsolidated											
joint ventures, net	\$ 4,584	\$ 1,161	\$ 4,598	--	--	--	\$ 9,860	\$ 13,022	\$ 995	\$ 34,220	

SUMMARIES OF UNCONSOLIDATED JOINT VENTURES

The following is a summary of the results of operations of the unconsolidated joint ventures for the period in which the Company had investment interests during the three months ended June 30, 2011 and 2010. (dollars in thousands)

	Three Months Ended June 30, 2011									Combined Total
	Plaza VIII & IX Associates	Harborside South Pier	Red Bank Corporate Plaza	Gramercy Agreement	Princeton Forrestal Village	Gale Kimball	12 Vreeland	Boston- Downtown Crossing	Gale Jefferson	
Total revenues	\$ 255	\$ 10,815	\$ 865	\$ 1,525	--	--	\$ 594	--	\$ 76	\$ 14,130
Operating and other	(51)	(6,830)	(243)	(975)	--	--	(34)	\$ (377)	--	(8,510)
Depreciation and amortization	(153)	(1,415)	(226)	(539)	--	--	(315)	--	--	(2,648)
Interest expense	--	(1,120)	(129)	(381)	--	--	(52)	--	--	(1,682)
Net income Company's equity in earnings (loss) of unconsolidated joint ventures	\$ 51	\$ 1,450	\$ 267	\$ (370)	--	--	\$ 193	\$ (377)	\$ 76	\$ 1,290
	\$ 25	\$ 568	\$ 134	--	--	--	\$ 96	\$ (113)	\$ 26	\$ 736

	Three Months Ended June 30, 2010									Combined Total
	Plaza VIII & IX Associates	Harborside South Pier	Red Bank Corporate Plaza	Gramercy Agreement	Princeton Forrestal Village	Gale Kimball	12 Vreeland	Boston- Downtown Crossing	Gale Jefferson	
Total revenues	\$ 191	\$ 9,277	\$ 823	\$ 2,790	\$ 3,117	\$ 78	\$ 396	--	--	\$ 16,672
Operating and other	(47)	(6,423)	(219)	(1,290)	(1,702)	--	(76)	\$ (318)	\$ (95)	(10,170)
Depreciation and amortization	(153)	(1,325)	(231)	(949)	(877)	--	(315)	--	--	(3,850)
Interest expense	--	(1,106)	(86)	(608)	(422)	--	(53)	--	--	(2,275)
Net income Company's equity in earnings (loss) of unconsolidated joint ventures	\$ (9)	\$ 423	\$ 287	\$ (57)	\$ 116	\$ 78	\$ (48)	\$ (318)	\$ (95)	\$ 377
	\$ (5)	\$ 140	\$ 231	--	\$ 19	\$ 26	\$ (24)	\$ (96)	\$ (31)	\$ 260

SUMMARIES OF UNCONSOLIDATED JOINT VENTURES

The following is a summary of the results of operations of the unconsolidated joint ventures for the period in which the Company had investment interests during the six months ended June 30, 2011 and 2010. (dollars in thousands)

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	Six Months Ended June 30, 2011									
	Plaza VIII & IX Associates	Plaza Harborside South Pier	Red Bank Corporate Plaza	Gramercy Agreement	Princeton Forrestal Village	Gale Kimball	12 Vreeland	Boston- Downtown Crossing	Gale Jefferson	Combined Total
Total revenues	\$ 449	\$ 18,450	\$ 1,592	\$ 3,334	--	--	\$ 990	--	\$ 142	\$ 24,957
Operating and other	(102)	(12,564)	(370)	(1,892)	--	--	(52)	\$ (751)	--	(15,731)
Depreciation and amortization	(306)	(2,839)	(451)	(1,332)	--	--	(631)	--	--	(5,559)
Interest expense	--	(2,245)	(209)	(783)	--	--	(88)	--	--	(3,325)
Net income Company's equity in earnings (loss) of unconsolidated joint ventures	\$ 41	\$ 802	\$ 562	\$ (673)	--	--	\$ 219	\$ (751)	\$ 142	\$ 342
	\$ 20	\$ 407	\$ 281	--	--	--	\$ 109	\$ (225)	\$ 43	\$ 635

	Six Months Ended June 30, 2010									
	Plaza VIII & IX Associates	Plaza Harborside South Pier	Red Bank Corporate Plaza	Gramercy Agreement	Princeton Forrestal Village	Gale Kimball	12 Vreeland	Boston- Downtown Crossing	Gale Jefferson	Combined Total
Total revenues	\$ 452	\$ 14,384	\$ 2,580	\$ 14,508	\$ 6,428	\$ 122	\$ 990	--	--	\$ 39,464
Operating and other	(96)	(10,876)	(431)	(2,989)	(3,561)	--	(90)	\$ (509)	\$ (152)	(18,704)
Depreciation and amortization	(306)	(2,435)	(451)	(1,952)	(1,719)	--	(631)	--	--	(7,494)
Interest expense	--	(2,186)	(169)	(1,281)	(852)	--	(139)	--	--	(4,627)
Net income Company's equity in earnings (loss) of unconsolidated joint ventures	\$ 50	\$ (1,113)	\$ 1,529	\$ 8,286	\$ 296	\$ 122	\$ 130	\$ (509)	\$ (152)	\$ 8,639
	\$ 25	\$ (628)	\$ 383	--	\$ 47	\$ 42	\$ 65	\$ (153)	\$ (43)	\$ (262)

5. DEFERRED CHARGES AND OTHER ASSETS

(dollars in thousands)		June 30, 2011	December 31, 2010
Deferred leasing costs	\$248,160	\$241,281	
Deferred financing costs		20,155	20,149
		268,315	261,430
Accumulated amortization		(118,437)	(120,580)
Deferred charges, net		149,878	140,850
In-place lease values, related intangible and other assets, net		34,425	41,155
Prepaid expenses and other assets, net		29,303	30,033
Total deferred charges and other assets, net	\$213,606	\$212,038	

6. DISCONTINUED OPERATIONS

The Company did not dispose of any properties during the six months ended June 30, 2011.

On June 1, 2010, the Company disposed of its 150,050 square foot office property located at 105 Challenger Road in Ridgefield Park, New Jersey and recorded a gain on the disposal of the office property of approximately \$4.4 million. The Company has presented this property as discontinued operations in its statement of operations for all periods presented.

The following table summarizes income from discontinued operations and the related realized gains (losses) and unrealized losses on disposition of rental property, net, for the three and six month periods ended June 30, 2010 (no operations in 2011). (dollars in thousands)

	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Total revenues	\$ 945	\$ 2,255
Operating and other expenses	(498)	(1,173)
Depreciation and amortization	(302)	(409)
Interest expense (net of interest income)	(134)	(431)
Income from discontinued operations before gains (losses) and unrealized losses on disposition of rental property	11	242
Realized gains (losses) and unrealized losses on disposition of rental property, net	4,447	4,447
Total discontinued operations, net	\$ 4,458	\$ 4,689

7. SENIOR UNSECURED NOTES

A summary of the Company's senior unsecured notes as of June 30, 2011 and December 31, 2010 is as follows: (dollars in thousands)

	June 30, 2011	December 31, 2010	Effective Rate (1)
5.250% Senior Unsecured Notes, due January 15, 2012	\$ 99,890	\$ 99,793	5.457%
6.150% Senior Unsecured Notes, due December 15, 2012	94,192	93,946	6.894%
5.820% Senior Unsecured Notes, due March 15, 2013	25,917	25,861	6.448%
4.600% Senior Unsecured Notes, due June 15, 2013	99,944	99,930	4.742%
5.125% Senior Unsecured Notes, due February 15, 2014	200,629	200,749	5.110%
5.125% Senior Unsecured Notes, due January 15, 2015	149,671	149,625	5.297%
5.800% Senior Unsecured Notes, due January 15, 2016	200,351	200,389	5.806%
7.750% Senior Unsecured Notes, due August 15, 2019	248,265	248,158	8.017%
Total Senior Unsecured Notes	\$1,118,859	\$1,118,451	

(1) Includes the cost of terminated treasury lock agreements (if any), offering and other transaction costs and the discount/premium on the notes, as applicable.

8. UNSECURED REVOLVING CREDIT FACILITY

The Company has a \$775 million unsecured credit facility with a group of 23 Lenders. The interest rate on outstanding borrowings (not electing the Company's competitive bid feature) is LIBOR plus 55 basis points at the BBB/Baa2 pricing level. The facility matures in June 2012.

The facility has a competitive bid feature, which allows the Company to solicit bids from lenders under the facility to borrow up to \$300 million at interest rates less than the current LIBOR plus 55 basis point spread. The Company may also elect an interest rate representing the higher of the lender's prime rate or the Federal Funds rate plus 50 basis points. The unsecured facility also requires a 15 basis point facility fee on the current borrowing capacity payable quarterly in arrears.

The interest rate and the facility fee are subject to adjustment, on a sliding scale, based upon the Operating Partnership's unsecured debt ratings. In the event of a change in the Operating Partnership's unsecured debt rating, the interest and facility fee rates will be adjusted in accordance with the following table:

Operating Partnership's Unsecured Debt Ratings:	Interest Rate – Applicable Basis Points	Facility Fee
--	--	--------------

S&P/Moody's/Fitch (a)	Above LIBOR	Basis Points
No ratings or less than BBB-/Baa3/BBB-	100.0	25.0
BBB-/Baa3/BBB-	75.0	20.0
BBB/Baa2/BBB (current)	55.0	15.0
BBB+/Baa1/BBB+	42.5	15.0
A-/A3/A- or higher	37.5	12.5

(a) If the Operating Partnership has debt ratings from two rating agencies, one of which is Standard & Poor's Rating Services ("S&P") or Moody's Investors Service ("Moody's"), the rates per the above table shall be based on the lower of such ratings. If the Operating Partnership has debt ratings from three rating agencies, one of which is S&P or Moody's, the rates per the above table shall be based on the lower of the two highest ratings. If the Operating Partnership has debt ratings from only one agency, it will be considered to have no rating or less than BBB-/Baa3/BBB- per the above table.

The terms of the unsecured facility include certain restrictions and covenants which limit, among other things, the payment of dividends (as discussed below), the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the facility described below, or (ii) the property dispositions are completed while the Company is under an event of default under the facility, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio, the maximum amount of secured indebtedness, the minimum amount of tangible net worth, the minimum amount of fixed charge coverage, the maximum amount of unsecured indebtedness, the minimum amount of unencumbered property interest coverage and certain investment limitations. The dividend restriction referred to above provides that, if an event of default has occurred and is continuing, the Company will not make any excess distributions with respect to common stock or other common equity interests except to enable the Company to continue to qualify as a REIT under the Code.

The lending group for the credit facility consists of: JPMorgan Chase Bank, N.A., as administrative agent (the “Agent”); Bank of America, N.A., as syndication agent; Scotiabanc, Inc., Wachovia Bank, National Association; and Wells Fargo Bank, National Association, as documentation agents; SunTrust Bank, as senior managing agent; US Bank National Association, Citicorp North America, Inc.; and PNC Bank National Association, as managing agents; and Bank of China, New York Branch; The Bank of New York; Chevy Chase Bank, F.S.B.; The Royal Bank of Scotland PLC; Mizuho Corporate Bank, Ltd.; The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Successor by merger to UFJ Bank Limited); North Fork Bank; Bank Hapoalim B.M.; Comerica Bank; Chang Hwa Commercial Bank, Ltd., New York Branch; First Commercial Bank, New York Agency; Mega International Commercial Bank Co. Ltd., New York Branch; Deutsche Bank Trust Company Americas and Hua Nan Commercial Bank, New York Agency, as participants.

As of June 30, 2011 and December 31, 2010, the Company had outstanding borrowings of \$9 million and \$228 million, respectively, under its unsecured revolving credit facility.

MONEY MARKET LOAN

The Company has an agreement with JPMorgan Chase Bank to participate in a noncommitted money market loan program (“Money Market Loan”). The Money Market Loan is an unsecured borrowing of up to \$75 million arranged by JPMorgan Chase Bank with maturities of 30 days or less. The rate of interest on the Money Market Loan borrowing is set at the time of each borrowing. As of June 30, 2011 and December 31, 2010, the Company had no outstanding borrowings under the Money Market Loan.

9. MORTGAGES, LOANS PAYABLE AND OTHER OBLIGATIONS

The Company has mortgages, loans payable and other obligations which primarily consist of various loans collateralized by certain of the Company’s rental properties. As of June 30, 2011, 32 of the Company’s properties, with a total book value of approximately \$964,384,000 are encumbered by the Company’s mortgages and loans payable. Payments on mortgages, loans payable and other obligations are generally due in monthly installments of principal and interest, or interest only.

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A summary of the Company's mortgages, loans payable and other obligations as of June 30, 2011 and December 31, 2010 is as follows: (dollars in thousands)

Property Name	Lender	Effective Interest Rate (a)	June 30, December 31,		Maturity
			2011	2010	
One Grande Commons (b)	Capital One Bank	LIBOR +2.00%	\$ 11,000	\$ 11,000	12/31/11
2200 Renaissance Boulevard (c)	Wachovia CMBS	5.888%	16,171	16,171	12/01/12
Soundview Plaza	Morgan Stanley Mortgage Capital	6.015%	15,814	16,089	01/01/13
9200 Edmonston Road	Principal Commercial Funding L.L.C.	5.534%	4,564	4,646	05/01/13
6305 Ivy Lane	John Hancock Life Insurance Co.	5.525%	6,361	6,475	01/01/14
395 West Passaic	State Farm Life Insurance Co.	6.004%	11,029	11,270	05/01/14
6301 Ivy Lane	John Hancock Life Insurance Co.	5.520%	6,002	6,103	07/01/14
35 Waterview Boulevard	Wachovia CMBS	6.348%	19,197	19,341	08/11/14
6 Becker, 85 Livingston, 75 Livingston & 20 Waterview	Wachovia CMBS	10.220%	61,664	61,224	08/11/14
4 Sylvan	Wachovia CMBS	10.190%	14,416	14,395	08/11/14
10 Independence	Wachovia CMBS	12.440%	15,753	15,606	08/11/14
4 Becker	Wachovia CMBS	9.550%	37,534	37,096	05/11/16
5 Becker	Wachovia CMBS	12.830%	11,851	11,599	05/11/16
210 Clay	Wachovia CMBS	13.420%	11,650	11,467	05/11/16
51 Imclone	Wachovia CMBS	8.390%	3,889	3,893	05/11/16
Various (d)	Prudential Insurance	6.332%	150,000	150,000	01/15/17
23 Main Street	JPMorgan CMBS	5.587%	31,270	31,537	09/01/18
Harborside Plaza 5	The Northwestern Mutual Life Insurance Co. & New York Life Insurance Co.	6.842%	233,087	234,521	11/01/18
100 Walnut Avenue	Guardian Life Insurance Co.	7.311%	19,344	19,443	02/01/19
One River Center (e)	Guardian Life Insurance Co.	7.311%	44,314	44,540	02/01/19
581 Main Street	Valley National Bank	6.935% (f)	16,483	16,627	07/01/34
Total mortgages, loans payable and other obligations			\$741,393	\$743,043	

(a) Reflects effective rate of debt, including deferred financing costs, comprised of the cost of terminated treasury lock agreements (if any), debt initiation costs, mark-to-market adjustment of acquired debt and other transaction costs, as applicable.

(b) The mortgage loan has three one-year extension options subject to certain conditions and the payment of a fee.

(c) The property does not generate sufficient cash flow to meet debt service requirements. As a result, beginning January 2011, debt service has not been made and a modification of the loan terms has been requested from the lender.

(d) Mortgage is collateralized by seven properties.

(e) Mortgage is collateralized by the three properties comprising One River Center.

(f) The coupon interest rate will be reset at the end of year 10 (2019) and year 20 (2029) at 225 basis points over the 10-year treasury yield 45 days prior to the reset dates with a minimum rate

of 6.875 percent.

CASH PAID FOR INTEREST AND INTEREST CAPITALIZED

Cash paid for interest for the six months ended June 30, 2011 and 2010 was \$58,664,000 and \$74,973,000, respectively. Interest capitalized by the Company for the six months ended June 30, 2011 and 2010 was \$753,000 and \$775,000, respectively.

SUMMARY OF INDEBTEDNESS

As of June 30, 2011, the Company's total indebtedness of \$1,869,252,000 (weighted average interest rate of 6.57 percent) was comprised of \$20,000,000 of revolving credit facility borrowings and other variable rate mortgage debt (weighted average rate of 1.89 percent) and fixed rate debt and other obligations of \$1,849,252,000 (weighted average rate of 6.62 percent).

As of December 31, 2010, the Company's total indebtedness of \$2,089,494,000 (weighted average interest rate of 5.97 percent) was comprised of \$239,000,000 of revolving credit facility borrowings and other variable rate mortgage debt (weighted average rate of 0.90 percent) and fixed rate debt and other obligations of \$1,850,494,000 (weighted average rate of 6.62 percent).

10. EMPLOYEE BENEFIT 401(k) PLANS

Employees of the Company, who meet certain minimum age and service requirements, are eligible to participate in the Mack-Cali Realty Corporation 401(k) Savings/Retirement Plan (the "401(k) Plan"). Eligible employees may elect to defer from one percent up to 60 percent of their annual compensation on a pre-tax basis to the 401(k) Plan, subject to certain limitations imposed by federal law. The amounts contributed by employees are immediately vested and non-forfeitable. The Company may make discretionary matching or profit sharing contributions to the 401(k) Plan on behalf of eligible participants in any plan year. Participants are always 100 percent vested in their pre-tax contributions and will begin vesting in any matching or profit sharing contributions made on their behalf after two years of service with the Company at a rate of 20 percent per year, becoming 100 percent vested after a total of six years of service with the Company. All contributions are allocated as a percentage of compensation of the eligible participants for the Plan year. The assets of the 401(k) Plan are held in trust and a separate account is established for each participant. A participant may receive a distribution of his or her vested account balance in the 401(k) Plan in a single sum or in installment payments upon his or her termination of service with the Company. The Company did not recognize any expense for the 401(k) Plan for each of the six months ended June 30, 2011 and 2010, respectively. The Company did not make any contributions to the 401(k) Plan for each of the six months ended June 30, 2011 and 2010, respectively.

11. DISCLOSURE OF FAIR VALUE OF FINANCIAL INSTRUMENTS

The following disclosure of estimated fair value was determined by management using available market information and appropriate valuation methodologies. However, considerable judgment is necessary to interpret market data and develop estimated fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on disposition of the financial instruments at June 30, 2011 and December 31, 2010. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Cash equivalents, marketable securities, receivables, accounts payable, and accrued expenses and other liabilities are carried at amounts which reasonably approximate their fair values as of June 30, 2011 and December 31, 2010.

The fair value of the Company's long-term debt, consisting of senior unsecured notes, an unsecured revolving credit facility and mortgages, loans payable and other obligations aggregate approximately \$2.0 billion and \$2.2 billion as compared to the book value of approximately \$1.9 billion and \$2.1 billion as of June 30, 2011 and December 31, 2010, respectively. The fair value of the Company's long-term debt is estimated on a level 2 basis (as provided by ASC 820, Fair Value Measurements and Disclosures), using a discounted cash flow analysis based on the borrowing rates currently available to the Company for loans with similar terms and maturities. The fair value of the mortgage debt and the unsecured notes was determined by discounting the future contractual interest and principal payments by a market rate.

Disclosure about fair value of financial instruments is based on pertinent information available to management as of June 30, 2011 and December 31, 2010. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since June 30, 2011 and current estimates of fair value may differ significantly from the amounts presented herein.

12. COMMITMENTS AND CONTINGENCIES

TAX ABATEMENT AGREEMENTS

Pursuant to agreements with the City of Jersey City, New Jersey, the Company is required to make payments in lieu of property taxes (“PILOT”) on certain of its properties located in Jersey City, as follows:

The Harborside Plaza 4-A agreement, which commenced in 2002, is for a term of 20 years. The PILOT is equal to two percent of Total Project costs, as defined. Total Project costs, as defined, are \$49.5 million. The PILOT totaled \$247,000 and \$275,000 for the three months ended June 30, 2011 and 2010, respectively, and \$495,000 and \$550,000 for the six months ended June 30, 2011 and 2010, respectively.

The Harborside Plaza 5 agreement, as amended, which commenced in 2002 upon substantial completion of the property, as defined, is for a term of 20 years. The PILOT is equal to two percent of Total Project Costs. Total Project Costs, as defined, are \$170.9 million. The PILOT totaled \$854,000 and \$798,000 for the three months ended June 30, 2011 and 2010, respectively, and \$1.7 million and \$1.6 million for the six months ended June 30, 2011 and 2010, respectively.

At the conclusion of the above-referenced PILOT agreements, it is expected that the properties will be assessed by the municipality and be subject to real estate taxes at the then prevailing rates.

LITIGATION

The Company is a defendant in litigation arising in the normal course of its business activities. Management does not believe that the ultimate resolution of these matters will have a materially adverse effect upon the Company's financial condition taken as whole.

GROUND LEASE AGREEMENTS

Future minimum rental payments under the terms of all non-cancelable ground leases under which the Company is the lessee, as of June 30, 2011, are as follows: (dollars in thousands)

Year	Amount
July 1 through December 31, 2011	\$ 187
2012	367
2013	351
2014	367
2015	371
2016 through 2084	16,688
Total	\$18,331

Ground lease expense incurred by the Company during the three months ended June 30, 2011 and 2010 amounted to \$102,000 and \$127,000, respectively, and \$203,000 and \$286,000 for the six months ended June 30, 2011 and 2010, respectively.

OTHER

The Company may not dispose of or distribute certain of its properties, currently comprising seven properties with an aggregate net book value of approximately \$132.8 million, which were originally contributed by certain unrelated common unitholders, without the express written consent of such common unitholders, as applicable, except in a manner which does not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimburses the appropriate specific common unitholders for the tax consequences of the recognition of such built-in-gains (collectively, the "Property Lock-Ups"). The aforementioned restrictions do not apply in the event that the Company sells all of its properties or in connection with a sale transaction which the Company's Board of Directors determines is reasonably necessary to satisfy a material monetary default on any unsecured debt, judgment or liability of the Company or to cure any material monetary default on any mortgage secured by a property. The Property Lock-Ups expire periodically through 2016. Upon the expiration of the Property Lock-Ups, the Company is generally required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the specific common unitholders, which include members of the Mack Group (which includes William L. Mack, Chairman of the Company's Board of Directors; David S. Mack, director; Earle I. Mack, a former director; and Mitchell E. Hersh, president, chief executive officer and director), the Robert Martin Group (which includes Martin S. Berger, director; Robert F. Weinberg, a former

director; and Timothy M. Jones, former president), the Cali Group (which includes John R. Cali, director, and John J. Cali, a former director). 129 of the Company's properties, with an aggregate net book value of approximately \$1.8 billion, have lapsed restrictions and are subject to these conditions.

13. TENANT LEASES

The Properties are leased to tenants under operating leases with various expiration dates through 2033. Substantially all of the leases provide for annual base rents plus recoveries and escalation charges based upon the tenant's proportionate share of and/or increases in real estate taxes and certain operating costs, as defined, and the pass-through of charges for electrical usage.

Future minimum rentals to be received under non-cancelable operating leases at June 30, 2011 are as follows (dollars in thousands):

Year	Amount
July 1 through December 31, 2011	\$296,893
2012	565,575
2013	493,813
2014	428,475
2015	358,208
2016 and thereafter	1,372,781
Total	\$3,515,745

14. MACK-CALI REALTY CORPORATION STOCKHOLDERS' EQUITY

To maintain its qualification as a REIT, not more than 50 percent in value of the outstanding shares of the Company may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of any taxable year of the Company, other than its initial taxable year (defined to include certain entities), applying certain constructive ownership rules. To help ensure that the Company will not fail this test, the Company's Charter provides for, among other things, certain restrictions on the transfer of common stock to prevent further concentration of stock ownership. Moreover, to evidence compliance with these requirements, the Company must maintain records that disclose the actual ownership of its outstanding common stock and demands written statements each year from the holders of record of designated percentages of its common stock requesting the disclosure of the beneficial owners of such common stock.

PREFERRED STOCK

The Company has 10,000 shares of eight-percent Series C cumulative redeemable perpetual preferred stock issued and outstanding ("Series C Preferred Stock") in the form of 1,000,000 depositary shares (\$25 stated value per depositary share). Each depositary share represents 1/100th of a share of Series C Preferred Stock.

The Series C Preferred Stock has preference rights with respect to liquidation and distributions over the common stock. Holders of the Series C Preferred Stock, except under certain limited conditions, will not be entitled to vote on any matters. In the event of a cumulative arrearage equal to six quarterly dividends, holders of the Series C Preferred Stock will have the right to elect two additional members to serve on the Company's Board of Directors until dividends have been paid in full. As of June 30, 2011, there were no dividends in arrears. The Company may issue unlimited additional preferred stock ranking on a parity with the Series C Preferred Stock but may not issue any preferred stock senior to the Series C Preferred Stock without the consent of two-thirds of its holders. The Series C Preferred Stock is essentially on an equivalent basis in priority with the preferred units of the Operating Partnership (see Note 15: Noncontrolling interests in subsidiaries).

The Series C Preferred Stock is redeemable at the option of the Company, in whole or in part, at \$25 per depositary share, plus accrued and unpaid dividends.

COMMON STOCK

On February 18, 2011, the Company completed a public offering of 7,187,500 shares of common stock and used the net proceeds, which totaled approximately \$227.4 million (after offering costs) primarily to repay borrowings under its unsecured revolving credit facility.

SHARE REPURCHASE PROGRAM

On September 12, 2007, the Board of Directors authorized an increase to the Company's repurchase program under which the Company was permitted to purchase up to \$150 million of the Company's outstanding common stock ("Repurchase Program"). The Company has purchased and retired 2,893,630 shares of its outstanding common stock for an aggregate cost of approximately \$104 million through June 30, 2011 under the Repurchase Program (none of which has occurred in 2010 and the six months ended June 30, 2011). The Company has a remaining authorization to repurchase up to an additional \$46 million of its outstanding common stock, which it may repurchase from time to time in open market transactions at prevailing prices or through privately negotiated transactions.

STOCK OPTION PLANS

In May 2004, the Company established the 2004 Incentive Stock Plan under which a total of 2,500,000 shares have been reserved for issuance. No options have been granted through June 30, 2011 under this plan. In September 2000, the Company established the 2000 Employee Stock Option Plan ("2000 Employee Plan") and the Amended and Restated 2000 Director Stock Option Plan ("2000 Director Plan"). In May 2002, shareholders of the Company approved amendments to both plans to increase the total shares reserved for issuance under both of the 2000 plans from 2,700,000 to 4,350,000 shares of the Company's common stock (from 2,500,000 to 4,000,000 shares under the 2000 Employee Plan and from 200,000 to 350,000 shares under the 2000 Director Plan). In 1994, and as subsequently amended, the Company established the Mack-Cali Employee Stock Option Plan ("Employee Plan") and the Mack-Cali Director Stock Option Plan ("Director Plan") under which a total of 5,380,188 shares (subject to adjustment) of the Company's common stock had been reserved for issuance (4,980,188 shares under the Employee Plan and 400,000 shares under the Director Plan). As the Employee Plan and Director Plan expired in 2004, and the 2000 Employee Plan and 2000 Director Plan expired in 2010, stock options may no longer be issued under those plans. Stock options granted under the Employee Plan in 1994 and 1995 became exercisable over a three-year period. Stock options granted under the 2000 Employee Plan and those options granted subsequent to 1995 under the Employee Plan became exercisable over a five-year period. All stock options granted under both the 2000 Director Plan and Director Plan became exercisable in one year. All options were granted at the fair market value at the dates of grant and have terms of ten years. As of June 30, 2011 and December 31, 2010, the stock options outstanding, which were all exercisable, had a weighted average remaining contractual life of approximately 1.4 and 1.7 years, respectively.

Information regarding the Company's stock option plans is summarized below:

	Shares Under Options	Weighted Average Exercise Price	Aggregate Intrinsic Value \$(000's)
Outstanding as January 1, 2011	295,676	\$29.05	\$1,186
Exercised	(53,010)	\$27.60	
Outstanding at June 30, 2011 (\$28.47 – \$45.47)	242,666	\$29.37	\$ 867
Options exercisable at June 30, 2011	242,666		
Available for grant at June 30, 2011	2,425,073		

Cash received from options exercised under all stock option plans was \$1,193,000 and \$202,000 for the three months ended June 30, 2011 and 2010, respectively, and \$1,463,000 and \$513,000 for the six months ended June 30, 2011 and 2010, respectively. The total intrinsic value of options exercised during the three months ended June 30, 2011 and 2010 was \$312,000 and \$61,000, respectively, and \$356,000 and \$141,000 for the six months ended June 30, 2011 and 2010, respectively. The Company has a policy of issuing new shares to satisfy stock option exercises.

STOCK COMPENSATION

The Company has issued stock awards (“Restricted Stock Awards”) to officers, certain other employees, and nonemployee members of the Board of Directors of the Company, which allow the holders to each receive a certain amount of shares of the Company’s common stock generally over a one to seven-year vesting period, of which 157,681 unvested shares were outstanding at June 30, 2011. Of the outstanding Restricted Stock Awards issued to executive officers and senior management, 98,524 are contingent upon the Company meeting certain performance goals to be set by the Executive Compensation and Option Committee of the Board of Directors of the Company each year, with the remaining based on time and service. All Restricted Stock Awards provided to the officers and certain other employees were issued under the 2004 Incentive Stock Plan, 2000 Employee Plan and the Employee Plan. Restricted Stock Awards provided to directors were issued under the 2004 Incentive Stock Plan and the 2000 Director Plan.

Information regarding the Restricted Stock Awards is summarized below:

	Shares	Weighted-Average Grant – Date Fair Value
Outstanding at January 1, 2011	239,759	\$35.90
Vested	(82,078)	37.01
Outstanding at June 30, 2011	157,681	\$35.32

DEFERRED STOCK COMPENSATION PLAN FOR DIRECTORS

The Amended and Restated Deferred Compensation Plan for Directors, which commenced January 1, 1999, allows non-employee directors of the Company to elect to defer up to 100 percent of their annual retainer fee into deferred stock units. The deferred stock units are convertible into an equal number of shares of common stock upon the directors’ termination of service from the Board of Directors or a change in control of the Company, as defined in the plan. Deferred stock units are credited to each director quarterly using the closing price of the Company’s common stock on the applicable dividend record date for the respective quarter. Each participating director’s account is also credited for an equivalent amount of deferred stock units based on the dividend rate for each quarter.

During the six months ended June 30, 2011 and 2010, 6,385 and 6,311 deferred stock units were earned, respectively. As of June 30, 2011 and December 31, 2010, there were 90,585 and 84,236 director stock units outstanding, respectively.

EARNINGS PER SHARE

Basic EPS excludes dilution and is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The following information presents the Company's results for the six months ended June 30, 2011 and 2010 in accordance with ASC 260, Earnings Per Share: (dollars in thousands)

	Six Months Ended June 30,	
	2011	2010
Computation of Basic EPS		
Income from continuing operations	\$ 38,866	\$ 34,937
Add: Noncontrolling interest in consolidated joint ventures	212	173
Deduct: Noncontrolling interest in operating partnership	(5,016)	(4,897)
Deduct: Preferred stock dividends	(1,000)	(1,000)
Income from continuing operations available to common shareholders	33,062	29,213
Income (loss) from discontinued operations available to common shareholders	--	4,021
Net income available to common shareholders	\$ 33,062	\$ 33,234
Weighted average common shares	84,953	79,089
Basic EPS:		
Income from continuing operations available to common shareholders	\$ 0.39	\$ 0.37
Income (loss) from discontinued operations available to common shareholders	--	0.05
Net income available to common shareholders	\$ 0.39	\$ 0.42
	Six Months Ended June 30,	
	2011	2010
Computation of Diluted EPS		
Income from continuing operations available to common shareholders	\$ 33,062	\$ 29,213
Add: Noncontrolling interest in operating partnership	5,016	4,897
Income from continuing operations for diluted earnings per share	38,078	34,110
Income (loss) from discontinued operations for diluted earnings per share	--	4,689
Net income available to common shareholders	\$ 38,078	\$ 38,799
Weighted average common shares	97,963	92,482
Diluted EPS:		
Income from continuing operations available to common shareholders	\$ 0.39	\$ 0.37
Income (loss) from discontinued operations available to common shareholders	--	0.05
Net income available to common shareholders	\$ 0.39	\$ 0.42

The following schedule reconciles the shares used in the basic EPS calculation to the shares used in the diluted EPS calculation:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
Basic EPS shares	86,936	79,203	84,953	79,089
Add: Operating Partnership – common units	12,840	13,155	12,896	13,259
Stock options	37	52	40	54
Restricted Stock Awards	74	79	74	80
Diluted EPS Shares	99,887	92,489	97,963	92,482

Unvested restricted stock outstanding as of June 30, 2011 and 2010 were 157,681 and 216,802, respectively.

Dividends declared per common share for each of the three month periods ended June 30, 2011 and 2010 was \$0.45 per share. Dividends declared per common share for each of the six month periods ended June 30, 2011 and 2010 was \$0.90 per share.

15. NONCONTROLLING INTERESTS IN SUBSIDIARIES

Noncontrolling interests in subsidiaries in the accompanying consolidated financial statements relate to (i) preferred units (“Preferred Units”) and common units in the Operating Partnership, held by parties other than the Company, and (ii) interests in consolidated joint ventures for the portion of such properties not owned by the Company.

OPERATING PARTNERSHIP

Preferred Units

In connection with the Company’s issuance of \$25 million of Series C cumulative redeemable perpetual preferred stock, the Company acquired from the Operating Partnership \$25 million of Series C Preferred Units (the “Series C Preferred Units”), which have terms essentially identical to the Series C preferred stock. See Note 14: Mack-Cali Realty Corporation Stockholders’ Equity – Preferred Stock.

Common Units

Certain individuals and entities own common units in the Operating Partnership. A common unit and a share of Common Stock of the Company have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Operating Partnership. Common unitholders have the right to redeem their common units, subject to certain restrictions. The redemption is required to be satisfied in shares of Common Stock, cash, or a combination thereof, calculated as follows: one share of the Company’s Common Stock, or cash equal to the fair market value of a share of the Company’s Common Stock at the time of redemption, for each common unit. The Company, in its sole discretion, determines the form of redemption of common units (i.e., whether a common unitholder receives Common Stock, cash, or any combination thereof). If the Company elects to satisfy the redemption with shares of Common Stock as opposed to cash, it is obligated to issue shares of its Common Stock to the redeeming unitholder. Regardless of the rights described above, the common unitholders may not put their units for cash to the Company or the Operating Partnership under any circumstances. When a unitholder redeems a common unit, noncontrolling interest in the Operating Partnership is reduced and Mack-Cali Realty Corporation Stockholders’ equity is increased.

Unit Transactions

The following table sets forth the changes in noncontrolling interests in subsidiaries which relate to the common units in the Operating Partnership for the six months ended June 30, 2011: (dollars in thousands)

	Common Units
Balance at January 1, 2011	13,007,668
Redemption of common units for shares of common stock	(201,542)
Balance at June 30, 2011	12,806,126

Pursuant to ASC 810, Consolidation, on the accounting and reporting for noncontrolling interests and changes in ownership interests of a subsidiary, changes in a parent's ownership interest (and transactions with noncontrolling interest unitholders in the subsidiary) while the parent retains its controlling interest in its subsidiary should be accounted for as equity transactions. The carrying amount of the noncontrolling interest shall be adjusted to reflect the change in its ownership interest in the subsidiary, with the offset to equity attributable to the parent. Accordingly, as a result of equity transactions which caused changes in ownership percentages between Mack-Cali Realty Corporation stockholders' equity and noncontrolling interests in the Operating Partnership that occurred during the six months ended June 30, 2011, the Company has increased noncontrolling interests in the Operating Partnership and decreased additional paid-in capital in Mack-Cali Realty Corporation stockholders' equity by approximately \$9.3 million as of June 30, 2011.

NONCONTROLLING INTEREST OWNERSHIP

As of June 30, 2011 and December 31, 2010, the noncontrolling interest common unitholders owned 12.8 percent and 14.0 percent of the Operating Partnership, respectively.

CONSOLIDATED JOINT VENTURES

The Company has ownership interests in certain joint ventures which it consolidates. Various entities and/or individuals hold noncontrolling interests in these ventures.

PARTICIPATION RIGHTS

The Company's interests in certain real estate projects (four office buildings aggregating 860,246 square feet and two future developments) acquired in 2006 each provide for the initial distributions of net cash flow solely to the Company, and thereafter, other parties, including Mark Yeager, a former executive officer of the Company, have participation rights ("Participation Rights") in 50 percent of the excess net cash flow remaining after the distribution to the Company of the aggregate amount equal to the sum of: (a) the Company's capital contributions, plus (b) an internal rate of return ("IRR") of 10 percent per annum, accruing on the date or dates of the Company's investments.

16. SEGMENT REPORTING

The Company operates in two business segments: (i) real estate and (ii) construction services. The Company provides leasing, property and facilities management, acquisition, development, construction and tenant-related services for its portfolio. In May 2006, in conjunction with the Company's acquisition of the Gale Company and related businesses, the Company acquired a business specializing solely in construction and related services whose operations comprise the Company's construction services segment. The Company had no revenues from foreign countries recorded for the three and six months ended June 30, 2011 and 2010. The Company had no long lived assets in foreign locations as of June 30, 2011 and December 31, 2010. The accounting policies of the segments are the same as those described in Note 2: Significant Accounting Policies, excluding depreciation and amortization.

The Company evaluates performance based upon net operating income from the combined properties in the real estate segment and net operating income from its construction services segment.

Selected results of operations for the three and six months ended June 30, 2011 and 2010 and selected asset information as of June 30, 2011 and December 31, 2010 regarding the Company's operating segments are as follows (dollars in thousands):

	Real Estate	Construction Services	Corporate & Other (d)	Total Company
Total revenues:				
Three months ended:				
June 30, 2011	\$177,454	\$2,905	\$ 748	\$181,107
June 30, 2010	179,848	22,518	419	202,785
Six months ended:				
June 30, 2011	\$359,296	\$6,819	\$ 1,322	\$367,437
June 30, 2010	370,808	33,440	(6,880)	