

RECKSON ASSOCIATES REALTY CORP
Form 10-Q
August 09, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2006

Commission file number: 1-13762

RECKSON ASSOCIATES REALTY CORP.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of
incorporation or organization)

11-3233650

(IRS Employer Identification Number)

225 Broadhollow Road, Melville, NY

(Address of principal executive office)

11747

(zip code)

(631) 694-6900

(Registrant's telephone number including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check One):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

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

The Company has one class of common stock, par value \$.01 per share, with 83,251,419 shares outstanding as of August 7, 2006.

RECKSON ASSOCIATES REALTY CORP.

QUARTERLY REPORT

FOR THE THREE MONTHS ENDED JUNE 30, 2006

TABLE OF CONTENTS

		PAGE
<hr/>		
PART I.	FINANCIAL INFORMATION	
<hr/>		
Item 1.	Financial Statements	
	<u>Consolidated Balance Sheets as of June 30, 2006 (unaudited) and December 31, 2005</u>	1
	<u>Consolidated Statements of Income for the three and six months ended June 30, 2006 and 2005 (unaudited)</u>	2
	<u>Consolidated Statements of Cash Flows for the six months ended June 30, 2006 and 2005 (unaudited)</u>	3
	<u>Notes to the Consolidated Financial Statements (unaudited)</u>	4
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	25
Item 3.	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	45
Item 4.	<u>Controls and Procedures</u>	47
<hr/>		
PART II.	OTHER INFORMATION	
<hr/>		
Item 1.	<u>Legal Proceedings</u>	53
Item 1A.	<u>Risk Factors</u>	53
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	54
Item 3.	<u>Defaults Upon Senior Securities</u>	54
Item 4.	<u>Submission of Matters to a Vote of Securities Holders</u>	54
Item 5.	<u>Other Information</u>	54
Item 6.	<u>Exhibits</u>	55
<hr/>		
SIGNATURES & CERTIFICATIONS		
<hr/>		
<hr/>		

[Back to Contents](#)**PART I - FINANCIAL INFORMATION****ITEM 1 - FINANCIAL STATEMENTS****RECKSON ASSOCIATES REALTY CORP.****CONSOLIDATED BALANCE SHEETS**

(in thousands, except share amounts)

	June 30, 2006	December 31, 2005
	<u>(unaudited)</u>	
ASSETS		
Commercial real estate properties, at cost:		
Land	\$428,357	\$430,064
Buildings and improvements	2,886,834	2,823,020
Developments in progress:		
Land	127,309	123,761
Development costs	137,138	99,570
Furniture, fixtures and equipment	13,208	12,738
	<u>3,592,846</u>	<u>3,489,153</u>
Less accumulated depreciation	(587,317)	(532,152)
	<u>3,005,529</u>	<u>2,957,001</u>
Investments in real estate, net of accumulated depreciation	68,795	194,297
Properties and related assets held for sale, net of accumulated depreciation	46,816	61,526
Investments in real estate joint ventures	169,784	174,612
Investments in mortgage notes and notes receivable	32,103	17,468
Cash and cash equivalents	12,804	20,196
Tenant receivables	59,435	59,324
Investments in affiliate loans and joint ventures	147,000	138,990
Deferred rents receivable	88,982	109,381
Prepaid expenses and other assets	81,308	78,411
Deferred leasing and loan costs, net of accumulated amortization	<u>\$3,712,556</u>	<u>\$3,811,206</u>
Total Assets		
LIABILITIES		
Mortgage notes payable	\$464,110	\$541,382
Mortgage notes payable and other liabilities associated with properties held for sale	63,839	84,572
Unsecured credit facility	92,000	419,000
Senior unsecured notes	1,254,932	980,085
Accrued expenses and other liabilities	118,888	120,994
Deferred revenues and tenant security deposits	70,349	75,903
Dividends and distributions payable	36,582	36,398
	<u>2,100,700</u>	<u>2,258,334</u>
Total Liabilities		
Minority partners' interests in consolidated partnerships	263,475	217,705
Preferred unit interest in the operating partnership	1,200	1,200

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Limited partners minority interest in the operating partnership	34,800	33,498
	<u>299,475</u>	<u>252,403</u>
Commitments and contingencies		
STOCKHOLDERS EQUITY		
Preferred Stock, \$.01 par value, 25,000,000 shares authorized		
Common Stock, \$.01 par value, 200,000,000 shares authorized 83,217,550 and 82,995,931 shares issued and outstanding, respectively	832	830
Accumulated other comprehensive income	2,186	1,819
Treasury Stock, 3,318,600 shares	(68,492)	(68,492)
Retained earnings	63,002	56,868
Additional paid in capital	1,314,853	1,309,444
	<u>1,312,381</u>	<u>1,300,469</u>
Total Stockholders Equity		
	<u>\$3,712,556</u>	<u>\$3,811,206</u>

(see accompanying notes to financial statements)

[Back to Contents](#)

RECKSON ASSOCIATES REALTY CORP.

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited and in thousands, except per share and share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
PROPERTY OPERATING REVENUES:				
Base rents	\$ 128,575	\$ 118,048	\$ 244,660	\$ 230,458
Tenant escalations and reimbursements	19,235	17,324	38,303	35,102
Total property operating revenues	147,810	135,372	282,963	265,560
OPERATING EXPENSES:				
Property operating expenses	56,974	51,216	117,209	103,956
Marketing, general and administrative	9,475	8,241	18,957	16,236
Depreciation and amortization	36,047	31,219	68,883	59,638
Total operating expenses	102,496	90,676	205,049	179,830
Operating income	45,314	44,696	77,914	85,730
NON-OPERATING INCOME AND EXPENSES:				
Gains on sales of real estate			35,393	
Interest income on mortgage notes and notes receivable (including \$1,126, \$418, \$2,248 and \$1,269, respectively from related parties)	5,502	3,333	11,001	5,780
Investment income and other	2,329	454	14,406	1,134
Interest:				
Expense	(27,216)	(27,259)	(55,205)	(50,825)
Amortization of deferred financing costs	(1,017)	(1,068)	(2,139)	(2,059)
Long-term incentive compensation expense	(2,232)		(5,855)	
Total non-operating income and expenses	(22,634)	(24,540)	(2,399)	(45,970)
Income before minority interests, equity in earnings of real estate joint ventures and discontinued operations	22,680	20,156	75,515	39,760
Minority partners' interests in consolidated partnerships	(3,850)	(3,848)	(7,946)	(7,628)
Limited partners' minority interest in the operating partnership	(693)	(626)	(2,242)	(1,317)
Equity in earnings of real estate joint ventures	1,815	83	2,211	234
Income before discontinued operations	19,952	15,765	67,538	31,049
Discontinued operations (net of minority interests):				
Income (loss) from discontinued operations	(51)	1,826	819	3,896
Gains on sales of real estate		175	9,286	175
Net income	\$ 19,901	\$ 17,766	\$ 77,643	\$ 35,120

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Basic net income per weighted average common share:				
Common	\$.24	\$.20	\$.40	\$.38
Gains on sales of real estate			.41	
Discontinued operations		.02	.12	.05
Basic net income per common share	\$.24	\$.22	\$.93	\$.43
Diluted net income per weighted average common share	\$.24	\$.22	\$.93	\$.43
Basic weighted average common shares outstanding	83,211,760	81,882,157	83,140,318	81,493,293
Diluted weighted average common shares outstanding (see accompanying notes to financial statements)	83,708,996	82,290,396	83,646,938	81,907,844

[Back to Contents](#)**RECKSON ASSOCIATES REALTY CORP.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited and in thousands)**

	Six Months Ended	
	June 30,	
	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
NET INCOME	\$77,643	\$35,120
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization (including discontinued operations)	72,089	65,579
Minority partners' interests in consolidated partnerships	7,946	7,628
Limited partners' minority interest in the operating partnership	2,572	1,494
Gains on sales of real estate	(44,982)	(181)
Sale of option to acquire joint venture interest	(9,016)	
Undistributed earnings from real estate joint ventures	(1,870)	(205)
Changes in operating assets and liabilities:		
Deferred rents receivable	(7,957)	(17,444)
Prepaid expenses and other assets	12,811	11,455
Tenant receivables	7,419	(1,013)
Accrued expenses and other liabilities	(13,724)	(4,399)
Tenant security deposits	(4,016)	6,749
Net cash provided by operating activities	<u>98,915</u>	<u>104,783</u>
CASH FLOWS FROM INVESTMENT ACTIVITIES:		
Purchases of commercial real estate properties		(547,823)
Additions to Note Receivable Investments	(14,687)	(50,219)
Repayments of Notes Receivable Investments	16,990	2,952
Additions to developments in progress	(30,780)	(22,590)
Additions to commercial real estate properties	(29,540)	(30,491)
Payment of deferred leasing costs	(10,538)	(9,108)
Investments in real estate joint ventures		(6,223)
Distributions from unconsolidated real estate joint ventures	3,270	
Additions to furniture, fixtures and equipment	(241)	(606)
Proceeds from sale of option to acquire joint venture interest	9,016	
Proceeds from sales of real estate	182,978	1,285
Increase in contract and land deposits and pre-acquisition costs	(326)	(5,221)
Net cash provided by (used in) investing activities	<u>126,142</u>	<u>(668,044)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on secured borrowings	(77,437)	(5,742)
Proceeds from issuance of senior unsecured notes, net of issuance costs	272,819	281,750
Payment of loan and equity issuance costs	(512)	(1,683)
Proceeds from unsecured credit facility	44,000	182,000
Principal payments on unsecured credit facility	(371,000)	(289,500)
Proceeds from unsecured bridge facility		470,000
Proceeds from unsecured term loan	250,000	

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Principal payments on unsecured term loan	(250,000)	
Proceeds from issuance of common stock, net of issuance costs, and exercise of stock options	2,279	3,369
Contributions by minority partners in consolidated partnerships	1,798	
Distributions to minority partners in consolidated partnerships	(8,474)	(5,629)
Distributions to limited partners in the operating partnership	(2,481)	(3,173)
Dividends to common shareholders	(71,414)	(69,596)
	<u> </u>	<u> </u>
Net cash (used in) provided by financing activities	(210,422)	561,796
	<u> </u>	<u> </u>
Net increase (decrease) in cash and cash equivalents	14,635	(1,465)
Cash and cash equivalents at beginning of period	17,468	25,137
	<u> </u>	<u> </u>
Cash and cash equivalents at end of period	\$32,103	\$23,672
	<u> </u>	<u> </u>

(see accompanying notes to financial statements)

[Back to Contents](#)

RECKSON ASSOCIATES REALTY CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2006

(Unaudited)

1. ORGANIZATION AND FORMATION OF THE COMPANY

Reckson Associates Realty Corp. (the Company) is a self-administered and self managed real estate investment trust (REIT) engaged in the ownership, management, operation, acquisition, leasing, financing and development of commercial real estate properties, principally office and to a lesser extent flex properties and also owns land for future development (collectively, the Properties) located in New York City and the surrounding tri-state area markets (the New York Tri-State Markets).

The Company was incorporated in Maryland in September 1994. In June 1995, the Company completed an initial public offering (the IPO) and commenced operations. On August 3, 2006, we entered into an Agreement and Plan of Merger with SL Green Realty Corp. (See Note 13).

The Company became the sole general partner of Reckson Operating Partnership, L.P. (the Operating Partnership) by contributing substantially all of the net proceeds of the IPO in exchange for an approximate 73% interest in the Operating Partnership. The remaining 27% interest in the Operating Partnership was owned primarily by investors who contributed properties or interests in properties to the Operating Partnership in exchange for common units of limited partnership interest in the Operating Partnership (OP Units). Since the IPO the Company has completed numerous equity transactions and contributed any net proceeds received to the Operating Partnership, thereby increasing its general partnership interest. The Company s ownership percentage in the Operating Partnership was approximately 96.6% and 96.8% at June 30, 2006 and 2005, respectively. All properties acquired by the Company are held by or through the Operating Partnership.

2. BASIS OF PRESENTATION

The accompanying interim unaudited financial statements have been prepared by the Company s management pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosure normally included in the financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) may have been condensed or omitted pursuant to such rules and regulations, although management believes that the disclosures are adequate so as not to make the information presented misleading. The unaudited financial statements at June 30, 2006 and for the three and six month periods ended June 30, 2006 and 2005 include, in the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial information set forth herein. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the year ending December 31, 2006. These financial statements should be read in conjunction with the Company s audited financial statements and the notes thereto included in the Company s Form 10-K for the year ended December 31, 2005.

The accompanying consolidated financial statements include the consolidated financial position of the Company, the Operating Partnership and the Service Companies (as defined below) at June 30, 2006 and December 31, 2005 and the consolidated results of their operations for the three and six month periods ended June 30, 2006 and 2005, respectively, and their cash flows for the six months ended June 30, 2006 and 2005, respectively. The Operating Partnership s investments in majority owned and controlled real estate joint ventures are reflected in the accompanying financial statements on a consolidated basis with a reduction for the minority partners interest. The Operating Partnership s investments in real estate joint ventures, where it owns less than a controlling interest, are reflected in the accompanying financial statements on the equity method of accounting. The Service Companies, which provide management, development and construction services to the Company, the Operating Partnership and to third parties include Reckson Management Group, Inc., RANY Management Group, Inc., Reckson Construction & Development LLC and Reckson Construction Group New York, Inc. (collectively, the Service Companies). All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

Minority partners interests in consolidated partnerships represent a 49% non-affiliated interest in RT Tri-State LLC, owner of a six property suburban office portfolio located within the New York Tri-State Markets, a 40% non-affiliated interest in Omni Partners, L.P., owner of a 579,000 square foot suburban office property (the Omni Property), and a 49% non-affiliated interest in Metropolitan

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

919 3rd Avenue, LLC, owner of the property located at 919 Third Avenue, New York, NY. Limited partners' minority interests in the Operating Partnership was approximately 3.4% and 3.2% at June 30, 2006 and 2005, respectively.

At June 30, 2006, the Operating Partnership's investments in unconsolidated real estate joint ventures consisted of a 30% interest in the 1.4 million square foot Class A office tower located at One Court Square, Long Island City, NY (the Court Square JV), a 25% interest in Reckson Australia Operating Company LLC, owner of a 20 suburban office property portfolio, located within the New York Tri-State Markets, containing approximately 2.8 million square feet (the Australian JV) and an approximate 5% indirect ownership interest in a 550,000 square foot office condominium in a Class A office tower located at 1166 Avenue of the Americas in New York, NY.

[Back to Contents](#)

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes thereto. Actual results could differ from those estimates.

Real Estate

Land, buildings and improvements, furniture, fixtures and equipment are recorded at cost. Tenant improvements, which are included in buildings and improvements, are also stated at cost. Expenditures for ordinary maintenance and repairs are expensed to operations as they are incurred. Renovations and / or replacements, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives.

Depreciation is computed utilizing the straight-line method over the estimated useful lives of ten to thirty years for buildings and improvements and five to ten years for furniture, fixtures and equipment. Tenant improvements, which are included in buildings and improvements, are amortized on a straight-line basis over the term of the related leases. Depreciation expense for each of the three and six month periods ended June 30, 2006 and 2005 amounted to approximately \$23.7 million, \$47.1 million, \$22.5 million and \$43.3 million, respectively.

We are required to make subjective assessments as to the useful lives of our properties for purposes of determining the amount of depreciation to reflect on an annual basis with respect to those properties. These assessments have a direct impact on our net income. Should we lengthen the expected useful life of a particular asset, it would be depreciated over more years, and result in less depreciation expense and higher annual net income.

Assessment by us of certain other lease related costs must be made when we have a reason to believe that the tenant will not be able to execute under the term of the lease as originally expected.

On July 1, 2001 and January 1, 2002, we adopted Financial Accounting Standards Board (FASB) Statement No.141, Business Combinations and FASB Statement No. 142, Goodwill and Other Intangibles, respectively (Statement No. s 141 and 142). As part of the acquisition of real estate assets, the fair value of the real estate acquired is allocated to the acquired tangible assets, consisting of land, building and building improvements, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases, and value of tenant relationships, based in each case on their fair values.

We allocate a portion of a property's purchase price to tangible assets including the fair value of the building and building improvements on an as-if-vacant basis and to land determined either by real estate tax assessments, independent appraisals or other relevant data. Additionally, we assess fair value of identified intangible assets and liabilities based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information.

Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions that may affect the property. If we incorrectly estimate the values at acquisition or the undiscounted cash flows, initial allocation of purchase price and future impairment charges may be different.

Long Lived Assets

We are required to make subjective assessments as to whether there are impairments in the value of our real estate properties and other investments. An investment'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 investment is less than the carrying value of the investment. Such assessments consider factors such as cash flows, expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred it will be measured as the excess of the carrying amount of the property over the fair value of the property. These assessments have a direct impact on our net income, as a recognition of an impairment results in an immediate negative adjustment to net income. In determining impairment, if any, we have followed FASB Statement No. 144, Accounting for the Impairment or Disposal of Long Lived Assets (Statement No. 144). Statement No. 144 did not have an impact on net income. Statement No. 144 only impacts the presentation of the results of operations and gains on sales of real estate assets for those properties sold during the period within the consolidated statements of income.

[Back to Contents](#)

Cash Equivalents

We consider highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Tenants' lease security deposits aggregating approximately \$8.5 million and \$5.5 million at June 30, 2006 and December 31, 2005, respectively, have been included in cash and cash equivalents on the accompanying balance sheets.

Deferred Costs

Tenant leasing commissions, lease incentives and related costs incurred in connection with leasing tenant space are capitalized and amortized over the life of the related lease. Tenancing costs recorded as tenant improvements are amortized and included in depreciation and amortization expense on our consolidated statements of income. In contrast, tenancing costs recorded as lease incentives are amortized against base rents on our consolidated statements of income.

Loan costs incurred in obtaining financing are capitalized and amortized over the term of the related loan.

Costs incurred in connection with equity offerings are charged to stockholders' equity when incurred.

Income Taxes

Commencing with its taxable year ended December 31, 1995, the Company elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"). To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its adjusted taxable income to its stockholders. It is management's current intention to adhere to these requirements and maintain the Company's REIT status. As a REIT, the Company generally will not be subject to corporate level income tax on taxable income it distributes currently to its stockholders. If the Company fails to qualify as a REIT in any taxable year, it will be subject to income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for the subsequent four taxable years. Even if the Company qualifies as a REIT, the Company may be subject to certain state and local taxes, including tax on its income and property, and to federal income and excise taxes on its undistributed taxable income. In addition, taxable income from non-REIT activities managed through the Company's taxable REIT subsidiaries are subject to federal, state and local income taxes.

Revenue Recognition & Accounts Receivable

Minimum rental revenue is recognized on a straight-line basis, which averages minimum rents over the terms of the leases. The excess of rents recognized over amounts contractually due are included in deferred rents receivable on the accompanying balance sheets. Contractually due but unpaid rents are included in tenant receivables on the accompanying balance sheets. Certain lease agreements also provide for reimbursement of real estate taxes, insurance, common area maintenance costs and indexed rental increases, which are recorded on an accrual basis. Ancillary and other property related income is recognized in the period earned.

We make estimates of the collectibility of our accounts receivables related to base rents, tenant escalations and reimbursements and other revenue or income. We specifically analyze tenant receivables and historical bad debts, customer credit worthiness, current economic trends and changes in customer payment terms when evaluating the adequacy of our allowance for doubtful accounts. In addition, when tenants are in bankruptcy, we make estimates of the expected recovery of pre-petition administrative and damage claims. In some cases, the ultimate resolution of those claims can exceed a year. These estimates have a direct impact on our net income because a higher bad debt reserve results in less net income.

We incurred approximately \$175,000 and \$445,000 and \$253,000 and \$645,000 of bad debt expense and related costs related to tenant receivables during the three and six month periods ended June 30, 2006 and 2005, respectively, which accordingly reduced our total revenues and reported net income during those periods.

We record interest income on our investments in notes receivable on the accrual basis of accounting. We do not accrue interest on impaired loans where, in the judgment of management, collection of interest according to the contractual terms is considered doubtful. Among the factors we consider in making an evaluation of the collectibility of interest are: (i) the status of the loan, (ii) the value of the underlying collateral, (iii) the financial condition of the borrower and (iv) anticipated future events.

Reckson Construction & Development LLC and Reckson Construction Group New York, Inc. use the percentage-of-completion method for recording amounts earned on their contracts. This method records amounts earned as revenue in the proportion that

actual costs incurred to date bear to the estimate of total costs at contract completion.

[Back to Contents](#)

Gain on the sale of real estate is recorded when title is conveyed to the buyer, subject to the buyer's financial commitment being sufficient to provide economic substance to the sale and us having no substantial continuing involvement with the buyer. Additionally, in connection with a sale of real estate, if we retain certain risks in the form of guarantees, the profit recognized on that sale shall be reduced and deferred by the maximum exposure to loss, until such exposure is relieved.

Earnings Per Share

We follow the guidance provided for under FASB Statement No. 128, Earnings per Share (Statement No. 128) which replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Unlike primary earnings per share, basic earnings per share excludes any dilutive effects of options, warrants and convertible securities. Diluted earnings per share are very similar to the previously reported fully diluted earnings per share. The conversion of OP Units into common stock would not have a significant effect on per share amounts as the OP Units share proportionately with the common stock in the results of the Operating Partnership's operations.

Stock Options

In December 2002, the FASB issued Statement No. 148, Accounting for Stock-Based Compensation Transition and Disclosure (Statement No. 148). Statement No. 148 amends FASB Statement No. 123, Accounting for Stock-Based Compensation (Statement No. 123), to provide alternative methods of transition for an entity that voluntarily adopts the fair value recognition method of recording stock option expense.

On December 16, 2004, the FASB issued Statement No. 123 (revised 2004), Share-Based Payment (Statement No. 123R), which is a revision of Statement No. 123. Statement No. 123R supersedes Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and amends FASB Statement No. 95, Statement of Cash Flows. Generally, the approach in Statement No. 123R is similar to the approach described in Statement No. 123. However, Statement No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. We adopted Statement No. 123R on January 1, 2006. The adoption of Statement No. 123R did not have a material impact on our consolidated financial statements.

Effective January 1, 2002, we elected to follow Statement No. 123 and use the Black-Scholes option pricing model to estimate the value of stock options granted to employees and continue to use this acceptable option valuation model upon our required adoption of Statement No. 123R on January 1, 2006. Because Statement No. 123R must be applied not only to new awards but to previously granted awards that are not fully vested on the effective date, and because we adopted Statement No. 123 using the prospective transition method (which applied only to awards granted, modified or settled after the adoption date), compensation cost for previously granted awards that were not recognized under Statement No. 123 would be recognized under Statement No. 123R. However, on January 1, 2006, the date we adopted Statement No. 123R, all of the unexercised options outstanding under our stock option plans were fully vested. As a result, no additional expense will be recognized. In addition, had we adopted Statement No. 123R in the prior period, there would be no impact on our consolidated financial statements.

Accumulated Other Comprehensive Income (Loss)

We report comprehensive income or loss in accordance with the provisions of FASB Statement No. 130, Reporting Comprehensive Income, which establishes standards for reporting comprehensive income and its components in the financial statements. The components of other comprehensive income (loss) (OCI) consist of unrealized gains and losses on derivative instruments. OCI is presented in the accompanying consolidated statements of stockholders' equity.

Derivative Instruments

FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities (Statement No. 133), as amended, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities.

The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

As required by Statement No. 133, we record all derivatives on our balance sheet at fair value. For effective hedges, depending on the nature of the hedge, changes in the fair value of the derivative will be offset against the corresponding change in fair value of the hedged asset, liability, or firm commitment through earnings or recognized in OCI until the hedged item is recognized in earnings.

[Back to Contents](#)

For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in OCI and subsequently reclassified to earnings when the hedged transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. We assess the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows of the derivative hedging instrument with the changes in fair value or cash flows of the designated hedged item or transaction. For derivatives not designated as hedges, changes in fair value are recognized in earnings.

We do not enter into derivative financial instruments for trading or speculative purposes. However, in the normal course of our business and to help us manage our debt issuances and maturities, we do use derivative financial instruments in the form of cash flow hedges to protect ourselves against potentially rising interest rates.

Variable Interest Entities

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities (FIN 46), which explains how to identify variable interest entities (VIEs) and how to assess whether to consolidate such entities. VIEs are primarily entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders lack adequate decision making ability. All VIEs which we are involved with must be evaluated to determine the primary beneficiary of the risks and rewards of the VIE. The primary beneficiary is required to consolidate the VIE for financial reporting purposes. The initial determination of whether an entity qualifies as a VIE shall be made as of the date at which a primary beneficiary becomes involved with the entity and reconsidered as of the date of a triggering event, as defined. The provisions of this interpretation are immediately effective for VIEs formed after January 31, 2003. In December 2003, the FASB issued FIN 46R, deferring the effective date until the period ended March 31, 2004 for interests held by public companies in VIEs created before February 1, 2003, which were non-special purpose entities. We adopted FIN 46R during the period ended March 31, 2004 and have determined that our unconsolidated subsidiaries do not represent VIEs pursuant to such interpretation. We will continue to monitor any changes in circumstances relating to certain of our consolidated and unconsolidated joint ventures which could result in a change in our consolidation policy.

Current pronouncements

In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). This interpretation, among other things, creates a two step approach for evaluating uncertain tax positions. Recognition (step one) occurs when an enterprise concludes that a tax position, based solely on its technical merits, is more-likely-than-not to be sustained upon examination. Measurement (step two) determines the amount of benefit that more-likely-than-not will be realized upon settlement. De-recognition of a tax position that was previously recognized would occur when a company subsequently determines that a tax position no longer meets the more-likely-than-not threshold of being sustained. FIN 48 specifically prohibits the use of a valuation allowance as a substitute for de-recognition of tax positions, and it has expanded disclosure requirements. FIN 48 is effective for fiscal years beginning after December 15, 2006, in which the impact of adoption should be accounted for as a cumulative-effect adjustment to the beginning balance of retained earnings. We are currently evaluating FIN 48 and have not yet determined the impact the adoption will have on our consolidated financial statements.

In June 2005, the FASB ratified the consensus in EITF Issue No. 04-5, Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights (Issue 04-5), which provides guidance in determining whether a general partner controls a limited partnership. Issue 04-5 states that the general partner in a limited partnership is presumed to control that limited partnership. The presumption may be overcome if the limited partners have either (1) the substantive ability to dissolve the limited partnership or otherwise remove the general partner without cause or (2) substantive participating rights, which provide the limited partners with the ability to effectively participate in significant decisions that would be expected to be made in the ordinary course of the limited partnership's business and thereby preclude the general partner from exercising unilateral control over the partnership. The adoption of Issue 04-5 by us for new or modified limited partnership arrangements is effective June 30, 2005 and for existing limited partnership arrangements effective January 1, 2006. We have evaluated the guidance provided for under Issue 04-5 and have concluded that we are not required to consolidate our current unconsolidated joint venture investments nor do we expect Issue 04-5 to have a material effect on our consolidated financial statements.

In May 2005, the FASB issued Statement No. 154, Accounting Changes and Error Corrections (Statement No. 154). Statement No. 154, which replaces APB Opinion No. 20, Accounting Changes and FASB Statement No. 3, Reporting Accounting Changes in Interim Financial Statements, changes the requirements for the accounting for and reporting of a change in accounting principle. The statement requires retrospective application of changes in accounting principle to prior periods' financial statements unless it is impracticable to determine the period-specific effects or the cumulative effect of the change. Statement No. 154 is effective for

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. We adopted Statement No. 154 on January 1, 2006. The adoption of Statement No. 154 did not have a material impact on our consolidated financial position, results of operations or cash flows.

In March 2005, FASB issued Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations (FIN 47), which became effective December 31, 2005. Under FIN 47, a conditional asset retirement obligation (CARO) must be recorded if the liability can be reasonably estimated. A CARO is an obligation that is settled at the time an asset is retired or disposed of and for which the timing and/or method of settlement are conditional on future events. We own certain properties that currently have asbestos which under certain conditions must be remediated. As a result of adopting FIN 47, we will increase the value of our recorded tangible assets at the time we recognize the associated conditional retirement obligation.

[Back to Contents](#)

As a result, during 2005, we recorded approximately \$2.0 million which represents the fair value of the CARO related to asbestos removal in tenant spaces. In addition, for certain limited areas of our properties, management is unable to reasonably determine the fair value of potential remediation costs as there is an indeterminate settlement date for the asset retirement obligation because the range of time over which way we may choose to remediate this condition may not be estimated with any level of precision which would lend itself to a meaningful estimate.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

3. MORTGAGE NOTES PAYABLE

On January 6, 2006, we sold two of our suburban office properties: 6800 and 6900 Jericho Turnpike, Jericho, NY to the Australian JV, subject to their mortgage debt of approximately \$20.1 million. The Australian JV subsequently pre-paid the mortgage notes with proceeds from a new mortgage financing transaction.

Pursuant to the terms of the mortgage note encumbering the property located at 1350 Avenue of the Americas in New York, NY, the note was prepayable, without penalty, subsequent to March 31, 2006. On March 31, 2006, we satisfied the note and unencumbered the property by repaying the outstanding balance of approximately \$71.9 million with proceeds received from property sales and cash-on-hand.

At June 30, 2006, we had 12 fixed rate mortgage notes payable with an aggregate outstanding principal amount of approximately \$527.5 million. These mortgage notes are secured by properties with an aggregate cost basis at June 30, 2006 of approximately \$1.1 billion and which are pledged as collateral against the mortgage notes payable. In addition, approximately \$41.0 million of the \$527.5 million is recourse to the Company. The mortgage notes bear interest at rates ranging from 5.20% to 8.50%, and mature between 2006 and 2015. The weighted average interest rate on the outstanding mortgage notes payable at June 30, 2006 was approximately 7.1%.

Certain of the mortgage notes payable are guaranteed by the Company and/or certain limited partners in the Operating Partnership. In addition, consistent with customary practices in non-recourse lending, certain non-recourse mortgages may be recourse to the Company under certain limited circumstances including environmental issues and breaches of material representations.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

The following table sets forth our mortgage notes payable at June 30, 2006, by scheduled maturity date (dollars in thousands):

Property		Principal Amount Outstanding	Interest Rate	Maturity Date	Amortization Term (Years)
Landmark Square, Stamford, CT	(a)	\$ 40,973	8.02	% October, 2006	25
100 Summit Lake Drive, Valhalla, NY		13,699	8.50	% April, 2007	15
333 Earle Ovington Blvd., Mitchel Field, NY	(b)	50,011	7.72	% August, 2007	25
810 Seventh Avenue, NY, NY	(c)	76,902	7.73	% August, 2009	25
275 Broadhollow Road, Melville, NY	(c)	14,966	7.73	% August, 2009	25
90 Merrick Avenue, East Meadow, NY	(c)	18,359	7.73	% August, 2009	25
580 White Plains Road, Tarrytown, NY	(d)	11,876	7.86	% September, 2010	25
520 Broadhollow Road, Melville, NY	(e)	11,869	5.20	% October, 2010	Interest Only
50 Marcus Avenue, Melville, NY	(e)	28,277	5.20	% October, 2010	Interest Only
1660 Walt Whitman Road, Melville, NY	(e)	11,386	5.20	% October, 2010	Interest Only
919 Third Avenue, NY, NY	(f)	236,675	6.87	% July, 2011	30
711 Westchester Avenue, White Plains, NY		12,525	5.36	% January, 2015	30 (g)
Total / Weighted average		\$ 527,518	7.09	%	

- (a) Encompasses six Class A office properties.
- (b) At June 30, 2006, we had a 60% general partnership interest in this property and our proportionate share of the aggregate principal amount of the mortgage was approximately \$30.0 million.
- (c) These mortgages are cross-collateralized.
- (d) The property subject to this mortgage is contracted to be sold to the Australian JV in October 2006.
- (e) These mortgages are cross-collateralized by properties that are contracted to be sold, subject to the mortgages, to the Australian JV in October 2006.
- (f) We have a 51% membership interest in this property and our proportionate share of the aggregate principal amount of the mortgage is approximately \$120.7 million.
- (g) This mortgage note is interest only through January 2007 and then amortizes over a 30-year period.
- Scheduled principal repayments to be made during the next five years and thereafter, for mortgage notes payable outstanding at June 30, 2006, are as follows (in thousands):

	Principal Amortization	Due at Maturity	Total
2006	\$ 5,229	\$40,402	\$45,631
2007	8,406	60,642	69,048
2008	7,370		7,370
2009	6,774	100,254	107,028
2010	4,665	62,105	66,770
Thereafter	3,236	228,435	231,671
	\$ 35,680	\$491,838	\$527,518

At June 30, 2006, our unconsolidated joint ventures had total indebtedness of approximately \$838.3 million, which was comprised of \$30.5 million of floating rate unsecured debt and approximately \$807.8 million of fixed rate mortgage indebtedness with a weighted average interest rate of approximately 5.4% and a weighted average maturity of approximately 9.2 years. Our aggregate pro-rata share of the unconsolidated joint venture debt was approximately \$180.8 million.

4. SENIOR UNSECURED NOTES

During March 2006, the Operating Partnership issued \$275.0 million aggregate principal amount of ten-year 6.00% senior unsecured notes. Interest on the notes will be payable semi-annually on May 15 and November 15, commencing May 15, 2006. Prior to the issuance of these notes, we entered into an anticipatory interest rate hedge instrument to protect ourselves against potentially rising interest rates. At the time the notes were issued, this instrument was settled and we received a net benefit of approximately \$490,000. Such benefit has been recorded to OCI and is being amortized as a yield adjustment to the fixed rate notes. The net proceeds from the offering, after the underwriter's discounts and expenses, were approximately \$272.5 million and were used for the repayment of amounts outstanding under our term loan. (See Note 5)

[Back to Contents](#)

At June 30, 2006, the Operating Partnership had outstanding approximately \$1.25 billion (net of unamortized issuance discounts) of senior unsecured notes (the Senior Unsecured Notes). The following table sets forth the Operating Partnership's Senior Unsecured Notes and other related disclosures by scheduled maturity date (dollars in thousands):

Issuance	Face Amount	Coupon Rate	Term (in Years)	Maturity
June 17, 2002	\$50,000	6.00%	5	June 15, 2007
August 27, 1997	150,000	7.20%	10	August 28, 2007
March 26, 1999	200,000	7.75%	10	March 15, 2009
January 22, 2004	150,000	5.15%	7	January 15, 2011
August 13, 2004	150,000	5.875%	10	August 15, 2014
March 31, 2006	275,000	6.00%	10	March 31, 2016
June 27, 2005	287,500	4.00%	20	June 15, 2025 (a)
	<u>\$1,262,500</u>			

- (a) Exchangable senior debentures which are callable after June 17, 2010 at 100% of par. In addition, the debentures can be put to us, at the option of the holder at par, on June 15, 2010, 2015 and 2020 and upon the occurrence of certain change of control transactions (including the Merger as discussed in Note 13).

Interest on the Senior Unsecured Notes is payable semiannually with principal and unpaid interest due on the scheduled maturity dates. In addition, certain of the Senior Unsecured Notes were issued at discounts aggregating approximately \$8.6 million. Such discounts are being amortized to interest expense over the term of the Senior Unsecured Notes to which they relate. Through June 30, 2006, approximately \$1.1 million of the aggregate discounts have been amortized.

5. UNSECURED CREDIT FACILITY AND TERM LOAN

We currently maintain our \$500 million Credit Facility with JPMorgan Chase Bank, as administrative agent, Wells Fargo Bank, National Association as syndication agent and Citicorp, North America, Inc. and Wachovia Bank, National Association as co-documentation agents. The Credit Facility matures in August 2008, provides for a one-year extension subject to a fee of 25 basis points and, upon receiving additional lender commitments, for an increase to the maximum revolving credit amount to \$750 million. The Credit Facility has a competitive bid feature, which allows us to solicit bids from lenders under the Credit Facility to borrow up to 50% of the maximum revolving credit amount at interest rates less than the current LIBOR plus 80 basis point spread. In addition, the Credit Facility carries a facility fee of 20 basis points per annum. In the event of a change in the Operating Partnership's senior unsecured credit ratings, the interest rates and facility fee are subject to change. At June 30, 2006, the outstanding borrowings under the Credit Facility aggregated \$92.0 million and carried a weighted average interest rate of 5.86% per annum.

We utilize the Credit Facility primarily to finance real estate investments, fund our real estate development activities and for working capital purposes. At June 30, 2006, we had availability under the Credit Facility to borrow approximately an additional \$407.9 million, subject to compliance with certain financial covenants. Such amount is net of approximately \$100,000 in an outstanding undrawn standby letter of credit, which is issued under the Credit Facility.

In connection with the acquisition of certain properties, contributing partners of such properties have provided guarantees on certain of our indebtedness. As a result, we maintain certain minimum outstanding balances on our Credit Facility.

On January 13, 2006, we obtained a \$250.0 million term loan (the Term Loan) from Goldman Sachs Mortgage Company. The Term Loan was for an initial period of three months and had terms, including interest rates and financial covenants, substantially similar to our Credit Facility. Proceeds from the Term Loan were used to repay outstanding borrowings under our Credit Facility. On March 31, 2006, in conjunction with net proceeds received from the issuance of Senior Unsecured Notes, we repaid the entire amount outstanding under the Term Loan. As a result, the Term Loan has been retired and is no longer available for borrowings thereunder.

6. COMMERCIAL REAL ESTATE INVESTMENTS

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

In May 2005, we acquired a 1.4 million square foot, 50-story, Class A office tower located at One Court Square, Long Island City, NY. On November 30, 2005, we sold a 70% joint venture interest in One Court Square to certain institutional funds advised by JPMorgan Investment Management (the JPM Investor). The operating agreement of the Court Square JV requires approvals from members on certain decisions including annual budgets, sale of the property, refinancing of the property's mortgage debt and material renovations to the property. In addition, after September 20, 2009 the members each have the right to recommend the sale of the property, subject to the terms of the mortgage debt, and to dissolve the Court Square JV. We have evaluated the impact of FIN 46R on our accounting for the Court Square JV and have concluded that the Court Square JV is not a VIE. We account for the Court Square JV under the equity method of accounting. We have also evaluated and determined that under Issue 04-5 the JPM Investor has substantive participating rights in the ordinary course of the Court Square JV's business. In accordance with the equity method of accounting, our proportionate share of the Court Square JV income was approximately \$67,400 and \$110,000 for the three and six months ended June 30, 2006, respectively.

[Back to Contents](#)

On May 26, 2005, we entered into a contract to sell approximately 60 acres of land located in Chatham Township, NJ. The sale was contingent upon due diligence, environmental assessment, final re-zoning and other customary approvals. During July 2006, the contract was terminated.

On August 18, 2005, we entered into (i) an underwriting agreement relating to the public offering in Australia of approximately A\$263.0 million (approximately US\$202.0 million) of units (LPT Units) in a newly-formed Reckson-sponsored Australian listed property trust, Reckson New York Property Trust (Reckson LPT), a newly-formed listed property trust which is traded on the Australian Stock Exchange and (ii) contribution and sale agreements pursuant to which, among other things, we agreed to transfer 25 of our properties for an aggregate purchase price of approximately \$563.0 million and containing an aggregate of 3.4 million square feet, in three separate tranches, to the Australian JV in exchange for a 25% interest in the Australian JV and approximately \$502.0 million in cash (inclusive of proceeds from mortgage debt to be assumed by the Australian JV). On September 21, 2005, Reckson LPT completed its public offering and the closing of the first of three tranches (Tranche I) of this transaction.

In connection with the Tranche I closing, the Australian JV acquired from us 17 of our suburban office properties containing approximately 2.0 million square feet for approximately \$367.0 million (including the assumption of approximately \$196.1 million in mortgage debt which had been incurred by us in August 2005 see Note 2). In return, we received a 25% interest in the Australian JV and approximately \$128.1 million in cash resulting in an aggregate gain of approximately \$103.6 million. As discussed below relating to certain guarantees we have made, approximately \$18 million of the aggregate gain has been deferred to future periods pursuant to Statement No. 66 to coincide with the release of the guarantees. As a result, gains on sales of real estate reported in 2005, related to the Tranche I closing was approximately \$82.7 million, net of limited partners minority interest. Approximately \$22.0 million of the cash received was used to repay certain of our secured mortgage indebtedness on September 30, 2005 and approximately \$105.7 million of the cash received was used to establish an escrow account with a qualified intermediary for a future exchange of real property pursuant to Section 1031 of the Code (a Section 1031 Exchange). A Section 1031 Exchange allows for the deferral of taxes related to the gain attributable to the sale of property if a qualified replacement property is identified within 45 days and such qualified replacement property is acquired within 180 days from the initial sale. On October 7, 2005 we acquired a qualified replacement property for purposes of this Section 1031 Exchange and thereby deferred a portion of the tax gain from the Tranche I sale.

In connection with the foregoing, on September 21, 2005, Reckson Australia Holdings LLC (Reckson Holdings), a wholly-owned subsidiary of the Operating Partnership, and Reckson Australia LPT Corporation (LPT REIT), a U.S. real estate investment trust which is wholly-owned by Reckson LPT, entered into the Amended and Restated Limited Liability Company Agreement governing the Australian JV (the Operating Agreement). Pursuant to the Operating Agreement, LPT REIT holds a 75% interest in, and acts as the managing member for, the Australian JV, and Reckson Holdings holds a 25% non-managing member interest therein. The Operating Agreement provides that, if at any time additional capital contributions are made to the Australian JV, Reckson Holdings will have a right to make additional capital contributions up to an amount necessary to maintain its 25% interest therein on the same terms and conditions as such other capital contributions.

As the managing member of the Australian JV, LPT REIT has the sole responsibility for managing its business and affairs on a day-to-day basis, other than with respect to certain identified major decisions, including but not limited to a merger or consolidation involving the Australian JV, a disposition of all or substantially all of its assets, or the liquidation or dissolution of the Australian JV. Such major decisions require the prior written consent of a majority of the non-managing members. As a result of the foregoing, we are accounting for our 25% non-managing member interest in the Australian JV under the equity method of accounting. In accordance with the equity method of accounting, our proportionate share of the Australian JV s income was approximately \$1.6 million and \$1.9 million for the three and six months ended June 30, 2006, respectively.

On January 6, 2006, Reckson LPT completed the second Tranche of this transaction (Tranche II) whereby the Australian JV acquired three of our suburban office properties: 6800 and 6900 Jericho Turnpike, Syosset, NY and 710 Bridgeport Avenue, Shelton, CT, (the Tranche II Properties) aggregating approximately 761,000 square feet for approximately \$84.6 million, including the assignment of approximately \$20.1 million of mortgage debt. As a result, gains on sales of real estate related to Tranche II is approximately \$34.3 million, net of limited partners minority interest. Approximately \$25.1 million of sales proceeds was used to establish an escrow account for the purpose of a future Section 1031 Exchange. During May 2006, we terminated the Section 1031 Exchange and received the sales proceeds previously held by the qualified intermediary, including accrued interest. Such proceeds were used to repay outstanding borrowings under our Credit Facility. The balance of the cash proceeds, received at the time of the sale was used to fund our development activities and for general corporate purposes. For federal income tax purposes, we recognized a tax gain of approximately \$26.7 million. We do not anticipate that such tax gain will require us to distribute more than our regular quarterly distribution in order to satisfy the distribution requirements necessary to qualify as a REIT.

[Back to Contents](#)

The Tranche III closing (Tranche III), consisting of five of our suburban office properties valued at approximately \$111.8 million, is scheduled to close in October 2006 and will include the assumption by the Australian JV of approximately \$51.5 million of existing mortgage debt. It is anticipated that the Australian JV will pre-pay such mortgage debt in connection with the Tranche III closing. The Tranche III closing is subject to customary closing conditions and the Tranche III Properties consist of: 520 Broadhollow Road, 50 Marcus Avenue, 1660 Walt Whitman Road, all of which are located in Melville, NY, 580 White Plains Road, Tarrytown, NY and 300 Executive Park Drive, West Orange, NJ.

Our Service Companies provide asset management, property management, leasing, construction and other services to the Australian JV. Affiliates of ours are entitled to transaction fees and ongoing fees for providing services to the Australian JV. During January 2006, in connection with the Tranche II closing we earned and received approximately \$819,000 in transaction related fees. Also, during the three and six months ended June 30, 2006 we earned and received approximately \$1.5 million and \$2.4 million, respectively of ongoing service related fees. Such amounts are included in investment income and other on our consolidated statements of income. In addition, we also formed Reckson Australia Management Limited (RAML), a wholly owned subsidiary, that will manage Reckson LPT and serve as its Responsible Entity . The Responsible Entity will be managed by a six member board that includes three independent directors domiciled in Australia and three of the Company s executive officers. To address and mitigate any potential conflicts of interest with Reckson LPT or its affiliates the Company has adopted the following policies: (i) all transactions between the Company and Reckson LPT or its affiliates shall require the approval of a majority of the independent directors of both the Company and Reckson LPT, (ii) executive officers and directors of the Company are prohibited from owning equity in Reckson LPT, and (iii) the adoption of an express policy which mandates that property services and leasing decisions shall be made without regard to the Company s percentage ownership of any property.

Under the Operating Agreement, Reckson Holdings will have the right, beginning September 21, 2007, to require LPT REIT to redeem all or a portion of Reckson Holdings membership interest in the Australian JV for cash or, at LPT REIT s option, shares of LPT REIT s common stock (which may be exchanged for LPT Units) on a one-for-one basis. Reckson Holdings also has the right to cause the liquidation of the Australian JV in the event that RAML is replaced as Reckson LPT s Responsible Entity. In addition, the Operating Agreement contains a right of first refusal granting Reckson Holdings the right to acquire any asset of the Australian JV, at fair market value, in the event of an attempted sale of such asset or the exercise of Reckson Holdings right to liquidate the Australian JV.

In connection with the Tranche I closing, on September 21, 2005, the Company, the Australian JV and LPT REIT entered into an Option Agreement (the Option Agreement) pursuant to which we granted the Australian JV options to acquire ten additional properties from the Operating Partnership over a two year period, beginning January 1, 2006. The properties contain an aggregate of approximately 1.2 million square feet and will be priced based on the fair market value. The Option Agreement contains a right of first refusal granting the Australian JV the right to acquire any option property from Reckson in the event we receive, and are amenable to, an offer from a third party to purchase such option property. The Option Agreement will terminate under certain circumstances, including if (i) the Australian JV sends notice of its intent to exercise its option but fails to close as obligated, (ii) the Australian JV is in default under the Option Agreement, the contribution agreement or the sale agreement or (iii) RAML or an affiliate of ours is no longer the Responsible Entity of Reckson LPT.

In connection with the mortgage indebtedness securing nine of the Tranche I properties, which were transferred to the Australian JV on September 21, 2005, and three of the Tranche III properties scheduled to be transferred to the Australian JV during October 2006, we have guaranteed to the lender certain customary non-recourse carve-outs, as well as certain obligations relating to the potential termination of a number of leases at four of these properties. We have also guaranteed to the lender certain capital requirements related to these properties. We will be relieved of the customary non-recourse carve-outs and capital requirements upon transfer of the respective properties to the Australian JV and the Australian JV meeting a net worth test of at least \$100.0 million. We will be relieved of all but two of the lease related obligations upon transfer of the respective properties to the Australian JV and the Australian JV meeting a net worth test of at least \$200.0 million. The Australian JV has agreed to indemnify us for any loss, cost or damage it may incur pursuant to our guaranty of these obligations. The Australian JV has met the \$100.0 million net worth threshold and there remain approximately \$18 million of aggregate guarantees outstanding.

In accordance with FASB Statement No. 144, the assets and liabilities of the properties transferred and to be transferred, excluding the option properties, to the Australian JV are classified as held for sale on our consolidated balance sheets, for all periods presented.

During September 2005, we entered into a letter of intent with an entity owned by the owner of the New York Islanders professional hockey team to enter into a 50 / 50 joint venture to potentially develop over five million square feet of office, residential, retail and hotel space located on 77 acres in the Mitchel Field, Long Island sub-market in and around Nassau County s Veterans Memorial Coliseum where we are currently the largest owner of office properties. In March 2006, the joint venture was selected by the County Executive for the development of the 77 acre site. In May 2006, the County Executive and the joint venture entered into a

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

memorandum of understanding for the development of the site. The development remains subject to certain conditions and governmental approvals, including legislative, zoning and other customary approvals. In addition, there can be no assurances that we will enter into the aforementioned joint venture, that all applicable conditions will be satisfied or that all required approvals can be obtained.

[Back to Contents](#)

On March 7, 2006, we sold our 354,000 square foot office building in Orlando, Florida for aggregate consideration of approximately \$70.0 million which resulted in a gain of approximately \$9.3 million, net of limited partners' minority interest. Such gain is reflected as a component of discontinued operations on our consolidated statements of income. This non-core real estate holding was acquired in May 1999 in connection with our initial New York City portfolio acquisition. Net proceeds from the sale were used to establish an escrow account with a qualified intermediary for a future Section 1031 Exchange. During May 2006 we terminated the Section 1031 Exchange and received the sales proceeds previously held by the qualified intermediary, including accrued interest. Such proceeds were used to repay outstanding borrowings under our Credit Facility. For federal income tax purposes, we recognized a tax gain of approximately \$5.2 million. We do not anticipate that such tax gain will require us to distribute more than our regular quarterly distribution in order to satisfy the distribution requirements necessary to qualify as a REIT.

On March 31, 2006, we sold a 161,000 square foot office building located in Westchester County for \$35.3 million. Sales proceeds received were used for the repayment of the mortgage note encumbering the property located at 1350 Avenue of the Americas in New York, NY. This non-core real estate holding was acquired in December 2005 as part of a 14 office property portfolio acquisition.

On March 31, 2006, a group of institutional investors led by JPMorgan Investment Management, our joint venture partner in the Court Square JV and the property located at 919 Third Avenue, NY, purchased our option to acquire the existing minority partners' 40% partnership interest in the Omni Property for net proceeds of approximately \$9.0 million. Such proceeds have been included in investment income and other on our consolidated statements of income. In connection with this transaction, the original minority partner repaid to us approximately \$22.1 million representing amounts due under a note receivable which was secured by their interest in the Omni Property. Such aggregate proceeds to us of approximately \$31.2 million were used for the repayment of the mortgage note encumbering the property located at 1350 Avenue of the Americas in New York, NY.

As of June 30, 2006, we owned and operated 93 office properties (inclusive of twenty-six office properties owned through joint ventures) comprising approximately 19.3 million square feet and eight flex properties (inclusive of two flex properties owned through joint ventures) comprising approximately 863,000 square feet located in the New York Tri-State Markets.

We also own certain land parcels throughout our markets in the New York Tri-State Markets (the Development Parcels). During July 2005, we commenced the ground-up development on one of the Development Parcels of a 37,000 square foot Class A retail property located within our existing six building Landmark Square office park in Stamford, Connecticut. In August 2005, we recommenced the ground-up development of one of the Development Parcels of a 313,000 square foot Class A office building located within our existing three building office park located in Princeton, NJ. Further, one of the Development Parcels, aggregating approximately 4.1 acres, is classified as held for sale on our balance sheets and is expected to close during September 2006 for aggregate consideration of \$2.0 million. Excluding the foregoing, at June 30, 2006 our inventory of Development Parcels aggregated approximately 305 acres of land in 9 separate parcels in which we had invested approximately \$124.3 million.

Management has made subjective assessments as to the value and recoverability of our investments in the Development Parcels based on current and proposed development plans, market comparable land values and alternative use values. Based on these assessments, we believe there is no impairment to the carrying value of the Development Parcels.

Discontinued Operations

At June 30, 2006, we had identified five of our operating properties and one parcel of land as held for sale in accordance with Statement No. 144. We have classified the assets and liabilities for these properties and parcel of land at June 30, 2006 and December 31, 2005 on our consolidated balance sheets as held for sale. In addition, where we will not have a continuing interest in their operations, we have classified their results of operations, for all periods presented, as discontinued operations on our consolidated statements of income.

In addition, during 2006 we sold two of our operating properties. We have classified the assets and liabilities for these properties at December 31, 2005 on our consolidated balance sheet as held for sale. In addition, we have classified their results of operations, for all periods presented, and gains from their sales, as discontinued operations on our consolidated statements of income.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

The following table sets forth those assets and liabilities classified on our balances sheets as held for sale (in thousands):

	June 30, 2006		December 31, 2005	
	Assets	Liabilities	Assets	Liabilities
<u>Properties held for sale at June 30, 2006:</u>				
The Australian JV Tranche III Properties	\$67,646	\$63,839	\$66,558	\$64,015
Land parcel located in Long Island, New York	1,149		1,123	
<u>Properties sold during 2006:</u>				
The Australian JV Tranche II Properties			35,182	20,311
One operating property located in Westchester County, New York			31,977	190
One Orlando Centre located in Orlando, Florida			59,457	56
Totals	\$68,795	\$63,839	\$194,297	\$84,572

The following table sets forth the income (loss) from discontinued operations and the related net gains on sales of real estate for those properties sold during the respective periods presented (in thousands and net of minority and limited partners interests):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
<u>Income (loss) from discontinued operations:</u>				
310 / 333 East Shore Road, Great Neck, New York	\$	\$171	\$	\$267
48 Harbor Park Drive, Port Washington, New York		71		134
100 Wall Street, New York, New York		1,270		2,834
One Orlando Centre located in Orlando, Florida	(30)	314	375	661
One operating property located in Westchester County, New York	(21)		444	
Total income (loss) from discontinued operations	(51)	1,826	819	3,896
<u>Gains on sales of real estate:</u>				
One Orlando Centre located in Orlando, Florida			9,286	
Land parcel located in Long Island, New York		175		175
Total discontinued operations	\$(51)	\$2,001	\$10,105	\$4,071

Note Receivable Investments

At June 30, 2006, we had invested approximately \$93.4 million in mezzanine loans and approximately \$70.9 million in other loan investments (collectively, the Note Receivable Investments). In general these investments are secured by a pledge of either a direct or indirect ownership interest in the underlying real estate or leasehold, a first mortgage, other guaranties, pledges and assurances.

The following table sets forth the terms of the mezzanine loans at June 30, 2006 (in thousands):

Property	Amount	Interest Rate	Funding	Maturity
----------	--------	---------------	---------	----------

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Long Island office portfolio	\$ 8,031	9.00	% Mar., 2005	Apr., 2010	(a)
Long Island office portfolio	20,356	9.00	% Mar., 2005	Apr., 2012	(a)
72 Madison Avenue, NY, NY (b)	10,000	20.00	% Oct., 2005	Oct., 2007	
1166 Avenue of the Americas, NY, NY (c)	25,000	17.50	% Nov., 2005	Nov., 2009	
100 Wall Street, NY, NY	30,000	15.00	% Dec., 2005	Dec., 2007	
	<u>\$ 93,387</u>				

- (a) Prepayable without penalty after 18 months from initial funding.
- (b) In addition to this mortgage loan, Reckson Construction and Development, LLC (RCD) entered into a development agreement with the owner of the property to perform certain predevelopment, development and / or other services with respect to the property. In exchange for its services, RCD will receive a development fee of \$2.0 million which is payable in equal monthly installments over a two-year period which commenced during October 2005.
- (c) Junior mezzanine loan secured by interests in a 550,000 square foot condominium interest.

[Back to Contents](#)

In May 2005 we funded \$55.3 million under an \$85.0 million participating loan investment which is secured by an indirect interest in a 550,000 square foot condominium in a Class A office tower located at 1166 Avenue of the Americas, New York, NY. The loan accrues interest compounded at 9.0% and pays interest at an annual rate of 6.0% through March 2010, 8.5% thereafter through March 2015 and 11.0% thereafter through maturity in 2020. The loan is pre-payable only under certain circumstances and, in any case, not before 2009. Upon a capital event related to the indirect interest in the property which secures the loan, we are entitled to participate in 30% of the net proceeds derived from such capital event.

On March 30, 2006, we advanced approximately \$14.2 million under three separate loan agreements which are secured by certain flex properties, aggregating approximately 450,000 square feet, located in Nassau County, Long Island and in part by a personal guarantee of an affiliate of the borrower. These loans have an initial weighted average interest rate of 15.3% and mature on April 1, 2008. In addition, the loans are not prepayable, without penalty, prior to October 1, 2007.

At June 30, 2006, we held one other note receivable, which aggregated \$1.0 million and carried an interest rate of 10.50% per annum. This note receivable matures on January 31, 2010 and is secured in part by a minority partner's preferred unit interest in the Operating Partnership.

The following table sets forth the terms of our other loan investments at June 30, 2006 (in thousands):

<u>Property</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Funding</u>	<u>Maturity</u>
NYC Class A office condominium interest	\$55,250	9.00 %	May, 2005	Dec., 2020
Flex property located in Nassau County, Long Island	14,188	15.29 %	Mar., 2006	Apr., 2008
Other	1,000	10.50 %	Oct., 2004	Jan., 2010
Other	500	5.35 %	Dec., 2004	Dec., 2009
	<u>\$70,938</u>			

As of June 30, 2006, management has made subjective assessments as to the underlying security value on the Note Receivable Investments. Based on these assessments, we believe there is no impairment to their carrying value.

On July 27, 2006, we advanced \$20.0 million under a loan agreement which is secured by certain pledges of project income and ownership interests and a personal guarantee of an affiliate of the borrower. This loan matures in August 2009, bears interest at 15% per annum (10% annual pay rate and 5% monthly compounded deferred rate). The loan is pre-payable at any time and with yield maintenance through August 1, 2007 if pre-paid prior to August 2007. This investment was funded through a borrowing under our Credit Facility.

7. STOCKHOLDERS' EQUITY

Basic net income per share on the Company's common stock was calculated using the weighted average number of shares outstanding of 83,211,760 and 81,882,157 for the three months ended June 30, 2006 and 2005, respectively, and 83,140,318 and 81,493,293 for the six months ended June 30, 2006 and 2005, respectively.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

The following table sets forth our reconciliation of numerators and denominators of the basic and diluted net income per weighted average common share and the computation of basic and diluted net income per weighted average share for the Company's common stock (in thousands except for earnings per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Numerator:				
Income before discontinued operations	\$ 19,952	\$ 15,765	\$ 67,538	\$ 31,049
Discontinued operations (net of share applicable to limited partners and minority interests)	(51)	2,001	10,105	4,071
Numerator for basic and diluted earnings per common share	<u>\$ 19,901</u>	<u>\$ 17,766</u>	<u>\$ 77,643</u>	<u>\$ 35,120</u>
Denominator:				
Denominator for basic earnings per share weighted average common shares	83,212	81,882	83,140	81,493
Effect of dilutive securities: Common stock equivalents	497	408	507	415
Denominator for diluted earnings per common share adjusted weighted average shares and assumed conversions	<u>83,709</u>	<u>82,290</u>	<u>83,647</u>	<u>81,908</u>
Basic earnings per weighted average common share:				
Income from continuing operations	\$.24	\$.20	\$.40	\$.38
Gains on sales of real estate			.41	
Discontinued operations		.02	.12	.05
Net income per common share	<u>\$.24</u>	<u>\$.22</u>	<u>\$.93</u>	<u>\$.43</u>
Diluted earnings per weighted average common share:				
Income from continuing operations	\$.24	\$.20	\$.40	\$.38
Gains on sales of real estate			.41	
Discontinued operations		.02	.12	.05
Net income per common share	<u>\$.24</u>	<u>\$.22</u>	<u>\$.93</u>	<u>\$.43</u>

In calculating diluted net income per weighted average common share, the Company takes into consideration any security that may be potentially dilutive with respect to its common stock. For all periods presented, securities considered to be potentially dilutive include, to the extent outstanding, stock option grants and convertible debentures. OP Units have a distribution rate equivalent to a share of common stock and are convertible into common stock on a one for one basis. As such, OP Units are not dilutive with respect to the common stock.

A Class A OP Unit and a share of common stock have similar economic characteristics as they effectively share equally in the net income or loss and distributions of the Operating Partnership. As of June 30, 2006, the Operating Partnership had issued and outstanding 1,546,133 Class A OP Units and 456,621 Class C OP Units. The Class A OP Units and the Company's common stock currently receive a quarterly distribution of \$0.4246 per unit/share. The Class C OP Units were issued in August 2003 in connection with the contribution of real property to the Operating Partnership and currently receive a quarterly distribution of \$0.4664 per unit. Subject to certain holding periods, OP Units may either be redeemed for cash or, at the election of the Company, exchanged for shares of common stock on a one-for-one basis.

During June 2005, the Operating Partnership issued \$287.5 million aggregate principal amount of 4.00% exchangeable senior debentures due June 15, 2025. The debentures were issued at 98% of par and are exchangeable for shares of common stock of the Company on or after June 15, 2024 at an initial exchange rate of 24.6124 common shares per \$1,000 of principal amount of debentures. The debentures are also exchangeable:

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

(i) if the market price of our common stock over a specified period of time is more than 125% of the exchange price per share then in effect; (ii) if the trading price of the debentures over a specified period of time is less than 98% of the product of the closing price of our shares multiplied by the applicable exchange rate; (iii) during a specified period of time, for any debentures that have been called for redemption; (iv) under certain circumstances, upon the occurrence of a distribution to holders of our shares of (a) rights to purchase our common stock at a price below the market price of our shares or (b) assets, debt securities or rights to purchase our securities or securities of the Operating Partnership that have a per share value exceeding 10% of the market price of our shares; (v) if our common stock is not listed on a national or regional securities exchange or quoted on NASDAQ for 30 consecutive trading days; or (vi) if the Operating Partnership or the Company is party to a consolidation, merger or binding share exchange pursuant to which all of the Company's common stock would be exchanged for cash, securities or other property.

[Back to Contents](#)

The initial exchange price of \$40.63 represents a premium of approximately 25% to the closing price of the Company's common stock on the issuance date of \$32.50 per share. If exchanged in accordance with their terms, the debentures will be settled in cash up to their principal amount and any remaining exchange value will be settled, at our option, in cash, the Company's common stock or a combination thereof. In accordance with the exchange rate terms of the debentures the Company has reserved approximately 8.8 million shares of its authorized common stock, \$.01 par value, for potential future issuance upon the exchange of the debentures. Such amount is based on an exchange rate of 30.7692 common shares per \$1,000 of principal amount of debentures. Although we have reserved these shares pursuant to the exchange rate terms, we believe the issuance of our shares, if any, would be significantly less than 8.8 million shares. The debentures are guaranteed by the Company. We have the option to redeem the debentures beginning June 18, 2010 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures at 100% of the principal amount thereof plus accrued and unpaid interest on June 15, 2010, June 15, 2015 and June 15, 2020 or, in the event of certain change in control transactions (including the Merger as discussed in Note 13), prior to June 15, 2010.

The limited partners' minority interest in the Operating Partnership (Limited Partner Equity), which is reflected on the accompanying balance sheets, is reported at an amount equal to the limited partners' ownership percentage of the net equity of the Operating Partnership at the end of the reporting period. The Limited Partner Equity is adjusted at the end of the period to reflect the ownership percentages at that time. The Limited Partner Equity was approximately 3.4% and 3.2% at June 30, 2006 and 2005, respectively.

During the three month period ended June 30, 2006, certain limited partners in the Operating Partnership exchanged 12,224 OP Units for an equal number of shares of the Company's common stock.

The Board of Directors of the Company initially authorized the purchase of up to 5.0 million shares of the Company's common stock. Transactions conducted on the New York Stock Exchange have been, and will continue to be, effectuated in accordance with the safe harbor provisions of the Securities Exchange Act of 1934 and may be terminated by the Company at any time. Since the Board's initial authorization, the Company has purchased 3,318,600 shares of its common stock for an aggregate purchase price of approximately \$71.3 million. In June 2006, the Board of Directors authorized the re-institution of the Company's common stock repurchase program, which had been inactive since March 2003. Subject to the restrictive covenants contained in the Merger Agreement (see Note 13), the Company may repurchase up to an aggregate of 5.0 million shares of its common stock under the re-instituted plan.

The Operating Partnership has issued and outstanding 1,200 preferred units of limited partnership interest with a liquidation preference value of \$1,000 per unit and a stated distribution rate of 7.0%, which is subject to reduction based upon terms of their initial issuance (the Preferred Units). The terms of the Preferred Units provide for this reduction in distribution rate in order to address the effect of certain mortgages with above market interest rates which were assumed by the Operating Partnership in connection with properties contributed to the Operating Partnership in 1998. As a result of the aforementioned reduction, there are currently no distributions being made on the Preferred Units.

In July 2002, as a result of certain provisions of the Sarbanes-Oxley Act of 2002, we discontinued the use of stock loans in our Long Term Incentive Programs (LTIP). In connection with LTIP grants made prior to the enactment of the Sarbanes-Oxley Act of 2002, we currently have stock loans outstanding to certain executive officers which were used to purchase 385,000 shares of our common stock. The stock loans were priced at the market prices of our common stock at the time of issuance, bear interest at the mid-term Applicable Federal Rate and are secured by the shares purchased. Such stock loans (including accrued interest) are scheduled to vest and be ratably forgiven each year on the anniversary of the grant date based upon initial vesting periods ranging from seven to ten years. Such forgiveness is based on continued service and in part on the Company attaining certain annual performance measures. These stock loans had an initial aggregate weighted average vesting period of approximately nine years. As of June 30, 2006, there remains 139,000 shares of common stock subject to the original stock loans which are anticipated to vest between 2007 and 2011. Approximately \$627,000 and \$1.4 million and \$573,000 and \$1.1 million of compensation expense (inclusive of cash payments in respect of taxes payable by the borrower resulting from such forgiveness) was recorded for the three and six month periods ended June 30, 2006 and 2005, respectively, related to these loans. Such amounts have been included in marketing, general and administrative expenses on the accompanying consolidated statements of income.

The outstanding stock loan balances due from executive officers aggregated approximately \$2.9 million and \$3.8 million at June 30, 2006 and December 31, 2005, respectively, and have been included as a reduction of additional paid in capital on the accompanying consolidated balance sheets. Other outstanding loans to executive and senior officers at June 30, 2006 and December 31, 2005 amounted to approximately \$1.6 million and \$2.5 million, respectively, and are included in investments in affiliate loans and joint ventures on the accompanying consolidated balance sheets and are primarily related to tax payment advances on stock compensation awards and life insurance contracts made to certain executive and non-executive officers.

[Back to Contents](#)

In November 2002 and March 2003, an award of rights was granted to certain executive officers of the Company (the 2002 Rights and 2003 Rights, respectively, and collectively, the Rights). Each Right represents the right to receive, upon vesting, one share of common stock if shares are then available for grant under one of the Company's stock option plans or, if shares are not so available, an amount of cash equivalent to the value of such stock on the vesting date. The 2002 Rights vest in four equal annual installments beginning on November 14, 2003 (and shall be fully vested on November 14, 2006). The 2003 Rights were earned on March 13, 2005 and vest in three equal annual installments beginning on March 13, 2005 (and shall be fully vested on March 13, 2007). Dividends on the shares will be held by the Company until such shares become vested, and will be distributed thereafter to the applicable officer. The 2002 Rights also entitle the holder thereof to cash payments in respect of taxes payable by the holder resulting from the 2002 Rights. The 2002 Rights aggregate 62,835 shares of the Company's common stock and the 2003 Rights aggregate 26,040 shares of common stock. As of June 30, 2006, there remains 15,709 shares of common stock reserved related to the 2002 Rights and 8,682 shares of common stock reserved related to the 2003 Rights. Approximately \$120,000 and \$240,000 and \$120,000 and \$224,000 of compensation expense was recorded for the three and six month periods ended June 30, 2006 and 2005, respectively, related to the Rights. Such amounts have been included in marketing, general and administrative expenses on the accompanying consolidated statements of income.

In March 2003, the Company established a new LTIP for its executive and senior officers (the 2003 LTIP). The four-year plan has a core award, which provides for annual stock based compensation based upon continued service and in part based on the Company attaining certain annual performance measures. The plan also has a special outperformance component in the form of a bonus pool equal to 10% of the total return in excess of a 9% cumulative and compounded annual total return on the Company's common equity for the period through the four-year anniversary after the date of grant (the Special Outperformance Pool). The aggregate amount payable to such officers from the Special Outperformance Pool is capped at an amount calculated based upon a total cumulative and compounded annual return on the common equity of 15%. An officer's special outperformance award represents an allocation of the Special Outperformance Pool and will become vested on the fourth anniversary of the date of grant, provided that the officer remains in continuous employment with the Company or any of its affiliates until such date, and the Company has achieved on a cumulative and compounded basis, during the four fiscal years completed on the applicable anniversary date, a total return to holders of the common equity that (i) is at or above the 60th percentile of the total return to stockholders achieved by members of the peer group during the same period and (ii) equals at least 9% per annum. Special outperformance awards will be paid in cash; however, the Compensation Committee, in its sole discretion, may elect to pay such an award in shares of common stock, valued at the date of vesting, if shares are available at such time under any of the Company's existing stock option plans. The LTIP provides that no dividends or dividend equivalent payments will accrue with respect to the special outperformance awards. On March 13, 2003, the Company made available 827,776 shares of its common stock under its existing stock option plans in connection with the core award of the 2003 LTIP for certain of its executive and senior officers. During May 2003, the special outperformance awards of the 2003 LTIP were amended to increase the per share base price above which the four year cumulative return is measured from \$18.00 to \$22.40.

The Board of Directors approved an amendment to the 2003 LTIP to revise the peer group used to measure relative performance. The amendment eliminated the mixed office and industrial companies and added certain other pure office companies in order to revise the peer group to office sector companies. The Board has also approved the revision of the performance measurement dates for future vesting under the core component of the 2003 LTIP from the anniversary of the date of grant to December 31 of each year. This was done in order to have the performance measurement coincide with the performance period that the Company believes many investors use to judge the performance of the Company.

On December 27, 2004, the Operating Partnership entered into definitive agreements with certain executive and senior officers of the Company to revise their incentive awards under the 2003 LTIP. The revised agreements provide for (i) the rescission of the unvested portion of their core awards and (ii) an award in exchange for the rescinded core awards of an equal number of units of a new class of limited partnership interests (LTIP Units) of the Operating Partnership.

Each executive and senior officer participating in the 2003 LTIP was offered the option to retain all or a portion of his core awards or to rescind them in exchange for new awards of LTIP Units. On December 27, 2004, certain executive and senior officers accepted such offer and thereby amended their Amended and Restated Long-Term Incentive Award Agreement to cancel, in the aggregate, 362,500 shares of restricted stock of the Company representing all or a portion of their unvested core award, and received an equal number of LTIP Units.

The revised awards under the 2003 LTIP were designed to provide the potential for executives to retain a greater equity interest in the Company by eliminating the need for executives to sell a portion of the core awards immediately upon vesting in order to satisfy personal income taxes which are due upon vesting under the original core awards.

With respect to the 2003 LTIP, the Company met its annual performance measure with respect to the 2005, 2004 and 2003 annual measurement periods, respectively. As a result, the Company issued to the participants of the 2003 LTIP 86,111, 102,779 and 206,944 shares of its common stock, respectively, related to the core component of the 2003 LTIP.

[Back to Contents](#)

The terms of each award of LTIP Units are substantially similar to those of the core awards under the 2003 LTIP. The vesting, performance hurdles and timing for vesting remain unchanged. However, an LTIP Unit represents an equity interest in the Operating Partnership, rather than the Company. At issuance, the LTIP Unit has no value but may over time accrete to a value equal to (but never greater than) the value of one share of common stock of the Company (a REIT Share). Initially, LTIP Units will not have full parity with OP Units with respect to liquidating distributions. Upon the occurrence of certain triggering events (such as the issuance of additional OP Units by the Operating Partnership), the Operating Partnership will revalue its assets for the purpose of the capital accounts of its partners and any increase in valuation of the Operating Partnership's assets from the date of the issuance of the LTIP Units through the triggering event will be allocated to the capital accounts of holders of LTIP Units until their capital accounts are equivalent to the capital accounts of holders of OP Units. If such equivalence is reached, LTIP Units would achieve full parity with OP Units for all purposes, and therefore accrete to an economic value equivalent to REIT Shares on a one-for-one basis. In addition, if such parity is reached, vested LTIP Units may only be converted into an equal number of OP Units after two years from the date of grant. However, in the absence of an increase in the value of the assets of the Operating Partnership and the occurrence of triggering events, such economic equivalence would not be reached. Until and unless such economic equivalence is reached, the value that the officers will realize for vested LTIP Units will be less than the value of an equal number of REIT Shares. In addition, LTIP Units are subject to specific performance related vesting requirements. In addition, unlike core awards under the 2003 LTIP (wherein dividends that accumulate are paid upon vesting), LTIP Units will receive the same quarterly distributions as OP Units on a current basis, thus providing full dividend equivalence with REIT Shares. Each LTIP Unit awarded is deemed equivalent to an award of one share of common stock reserved under one of the Company's stock option plans, reducing availability for other equity awards on a one-for-one basis. At the scheduled March 2005 vesting date, the specified performance hurdles were met, and officers that received LTIP Units received a one-time cash payment that represented payment of the full vested amount of the accrued unpaid dividends under the core award of the 2003 LTIP through December 27, 2004, the issuance date of the LTIP Units. In addition, the officers, in the aggregate, vested in 104,167 LTIP Units. At the scheduled March 2006 vesting date, the specified performance hurdles were met and officers that received LTIP Units, in the aggregate, vested in 120,833 LTIP Units. On April 4, 2006 (the Measurement Date), as a result of the Company issuing 207,000 LTIP Units (discussed below) a triggering event occurred and the Company completed an analysis to determine the increase in the valuation, if any of the Operating Partnership's assets from the issuance of 362,500 LTIP Units on December 27, 2004 through the Measurement Date and with respect to the issuance of 272,100 LTIP Units issued on March 11, 2005 through the Measurement Date. The results of the analysis indicated that a sufficient increase in value to the Operating Partnership's assets was achieved. As a result of the aforementioned LTIP Units achieved full parity with an OP Unit. In order to more closely replicate the terms of the core awards being rescinded, the Company also entered into agreements with three executive officers, which provide that in the event of a change of control the executive shall receive the equivalent value of one REIT Share for each LTIP Unit.

For each of the calendar years ended December 31, 2004 and 2005, following the recommendations of the Compensation Committee, eight senior and executive officers of the Company were awarded, in the aggregate, 272,100 LTIP Units and 207,000 LTIP Units, respectively, for outperformance and to continue to incentivize them for the long-term (the Restricted Equity Awards). Initially, the terms of the Restricted Equity Awards were generally consistent with the terms of the 2003 LTIP, including with respect to the impact upon vesting in the event of a change of control. On June 12, 2006, with respect to the 2005 Restricted Equity Awards, the vesting periods were extended so that they will vest over a four-year period in lieu of a two-year period, provided that the officer remains in continuous employment with the Company until such dates and the Company has achieved certain specified performance requirements during the year ending December 31, 2006. If the performance requirements are not met in 2006, the awards will become vested on any subsequent annual vesting date on which the performance requirements are met on a cumulative and compounded basis. In addition, with respect to the 2004 Restricted Equity Award to Scott Rechler, the Company's Chief Executive Officer, was similarly extended provided that Mr. Rechler remains in continuous employment with the Company.

As a result of the foregoing, there remains 69,443 shares of common stock reserved for future issuance under the core award of the 2003 LTIP and 616,600 shares of common stock reserved for issuance with respect to the issuance of LTIP Units. With respect to the core award of the 2003 LTIP, the Company recorded approximately \$305,000 and \$610,000 of compensation expense for each of the three and six month periods ended June 30, 2006 and 2005, respectively. In addition, with respect to the LTIP Units and the Restricted Equity Awards, the Company recorded compensation expense of approximately \$941,000 and \$1.8 million and \$822,000 and \$1.3 million, respectively, for the three and six month periods ended June 30, 2006 and 2005. Such amounts have been included in marketing, general and administrative expenses on the accompanying consolidated statements of income. Based on the terms of the 2003 LTIP, potential outcomes of the Special Outperformance Pool are estimated to range from \$0, assuming the requisite four year cumulative performance measures are not met, to a maximum of approximately \$35.7 million, assuming relative peer group performance measures are met and a cap of 15% cumulative and compounded return on common equity. As of June 30, 2006, we have accrued approximately \$29.4 million of compensation expense with respect to the Special Outperformance Pool of which \$2.2 million and \$5.9 million was accrued during the three and six months ended June 30, 2006. This amount is calculated on the closing stock price of our common stock on June 30, 2006 and is based on management's determination of the probability of requisite performance measures being met. The accrual represents approximately 82% of the total estimated Special Outperformance Pool reflecting the service period through June 30, 2006.

Compensation expense with respect to the core component of the 2003 LTIP, which relates to the Company attaining certain annual performance measures, is recognized as a target stock price plan. Under this type of plan, compensation expense is recognized for the target stock price awards whether or not the targeted stock price condition is achieved as long as the underlying service conditions are achieved. Accordingly, we obtained an independent third party valuation of the 2003 LTIP awards and recognize compensation expense on a straight-line basis through the

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

performance and vesting period for awards to employees who remain in service over the requisite period regardless of whether the target stock price has been reached.

Compensation expense with respect to the core component of the 2003 LTIP, which relates to the continued service of the grantee, is recognized as compensation expense on a straight-line basis through the vesting period based on the fair market value of the stock on the date of grant.

As a result of the election of certain executive and senior officers to exchange all or a portion of their unvested core awards under the 2003 LTIP into an equal number of LTIP Units we again obtained an independent third party valuation of the newly granted LTIP Units and determined that the fair value of the LTIP Units was not greater than the exchanged 2003 LTIP awards on the date of the exchange. As such, compensation expense to be recognized, on a straight-lined basis, over the vesting period of the LTIP Units equals the amount of unamortized compensation expense cost for the 2003 LTIP awards as of the exchange date.

On January 1, 2006, we adopted Statement No. 123R and have determined that the adoption of Statement No. 123R did not have a material impact on our consolidated financial statements.

[Back to Contents](#)**8. SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION (IN THOUSANDS)**

	Six Months Ended	
	June 30,	
	2006	2005
Cash paid during the period for interest	\$59,908	\$51,561
Interest capitalized during the period	\$6,283	\$4,611

9. SEGMENT DISCLOSURE

We own all of the interests in our real estate properties directly or indirectly through the Operating Partnership. Our portfolio consists of Class A office properties located within the New York City metropolitan area and Class A suburban office and flex properties located and operated within the New York Tri-State Markets (the Core Portfolio). We have formed an Operating Committee that reports directly to our Chief Executive Officer and Chief Financial Officer who have been identified as the Chief Operating Decision Makers due to their final authority over resource allocation, decisions and performance assessment.

We do not consider (i) interest incurred on our Credit Facility, Term Loan and Senior Unsecured Notes, (ii) the operating performance of those properties reflected as discontinued operations on our consolidated statements of income and (iii) the operating results of the Service Companies as part of our Core Portfolio's property operating performance for purposes of our component disclosure set forth below.

The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies. In addition, historical amounts have been adjusted to give effect to our discontinued operations in accordance with FASB Statement No. 144.

The following table sets forth the components of our revenues and expenses and other related disclosures (in thousands):

	Three months ended					
	June 30, 2006			June 30, 2005		
	Core Portfolio	Other	Consolidated Totals	Core Portfolio	Other	Consolidated Totals
PROPERTY OPERATING REVENUES:						
Base rents, tenant escalations and reimbursements	\$147,810	\$	\$147,810	\$135,372	\$	\$135,372
EXPENSES:						
Property operating expenses	56,974		56,974	51,216		51,216
Marketing, general and administrative	4,667	4,808	9,475	4,180	4,061	8,241
Depreciation and amortization	35,457	590	36,047	30,860	359	31,219
Total operating expenses	97,098	5,398	102,496	86,256	4,420	90,676
Operating income (loss)	50,712	(5,398)	45,314	49,116	(4,420)	44,696

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

NON-OPERATING INCOME AND EXPENSES

Interest income, investment income and other	1,096	6,735	7,831	569	3,218	3,787
Interest:						
Expense incurred	(6,226)	(20,990)	(27,216)	(14,167)	(13,092)	(27,259)
Amortization of deferred financing costs	(320)	(697)	(1,017)	(327)	(741)	(1,068)
Long-term incentive compensation expense		(2,232)	(2,232)			
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total non-operating income and expenses	(5,450)	(17,184)	(22,634)	(13,925)	(10,615)	(24,540)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Income (loss) before minority interests, equity in earnings of real estate joint ventures and discontinued operations	\$45,262	\$ (22,582)	\$ 22,680	\$35,191	\$ (15,035)	\$ 20,156
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

[Back to Contents](#)

Six Months Ended

	June 30, 2006			June 30, 2005		
	Core Portfolio	Other	Consolidated Totals	Core Portfolio	Other	Consolidated Totals
PROPERTY OPERATING REVENUES:						
Base rents, tenant escalations and reimbursements	\$ 282,963	\$	\$ 282,963	\$ 265,560	\$	\$ 265,560
EXPENSES:						
Property operating expenses	117,209		117,209	103,956		103,956
Marketing, general and administrative	9,671	9,286	18,957	8,343	7,893	16,236
Depreciation and amortization	68,151	732	68,883	58,916	722	59,638
Total Operating Expenses	195,031	10,018	205,049	171,215	8,615	179,830
Operating Income (Loss)	87,932	(10,018)	77,914	94,345	(8,615)	85,730
NON-OPERATING INCOME AND EXPENSES						
Gains on sales of real estate	35,393		35,393			
Interest and investment income and other	2,069	23,338	25,407	1,033	5,881	6,914
Interest:						
Expense incurred	(13,883)	(41,322)	(55,205)	(25,267)	(25,558)	(50,825)
Amortization of deferred financing costs	(772)	(1,367)	(2,139)	(588)	(1,471)	(2,059)
Long-term incentive compensation expense		(5,855)	(5,855)			
Total Non-Operating Income and Expenses	22,807	(25,206)	(2,399)	(24,822)	(21,148)	(45,970)
Income (loss) before minority interests, equity in	\$ 110,739	\$(35,224)	\$ 75,515	\$ 69,523	\$(29,763)	\$ 39,760

earnings of real
estate joint
ventures and
discontinued
operations

Total Assets	\$3,332,263	\$380,293	\$ 3,712,556	\$2,653,463	\$1,159,701	\$3,813,164
--------------	-------------	-----------	--------------	-------------	-------------	-------------

10. NON-CASH INVESTING AND FINANCING ACTIVITIES

During the three months ended June 30, 2006, certain limited partners in the Operating Partnership exchanged 12,224 OP Units for an equal number of shares of the Company's common stock for total non cash consideration of approximately \$493,000.

On March 31, 2006, a group of institutional investors purchased our option to acquire the existing minority partner's 40% partnership interest in the Omni Property for net proceeds of approximately \$9.0 million. Simultaneously, these institutional investors exercised the option and acquired the minority partner's interest from the minority partner for approximately \$50.8 million including the assumption of an allocation of approximately \$20.1 million of mortgage debt on the Omni Property for a total investment of \$59.9 million. As a result of the foregoing and in accordance with Statement No. s 141 and 142, we recorded approximately \$44.4 million of fair value adjustments to the real estate and other intangible assets acquired by the institutional investors.

11. RELATED PARTY TRANSACTIONS

In connection with our IPO, we were granted an option to acquire the property located at 225 Broadhollow Road which is owned by certain Rechler family members including Scott H. Rechler, our CEO at a price based upon an agreed upon formula. Reckson Management Group, Inc. (RMG) currently leases approximately 26,000 square feet of office space at this property for its corporate offices at an annual base rent of approximately \$809,000. During 2005, RMG exercised a termination option to terminate this lease on November 30, 2006 without penalty and in August 2006 will relocate its corporate headquarters to Reckson Plaza, a wholly owned property located in Uniondale, Long Island. During June 2006, we incurred approximately \$211,000 of expense related to the repair of certain HVAC equipment at the 225 Broadhollow Road property. Such expenditure was approved by the independent members of the Company's Board of Directors. RMG also leases 10,722 square feet of warehouse space used for equipment, materials and inventory storage at a property owned by certain members of the Rechler family at an annual base rent of approximately \$81,000. In addition, commencing April 1, 2004, RCD has been leasing approximately 17,000 square feet of space at 225 Broadhollow Road, Melville, NY at an annual base rent of approximately \$507,000, which is scheduled to terminate on September 30, 2006. RCD has sub-let the entire 17,000 square feet to a third party for approximately \$35,000 per month through RCD's September 2006 lease termination date. RCD will also relocate to Reckson Plaza.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

During the three and six month periods ended June 30, 2006 and 2005, RCD billed approximately \$29,000 and \$30,000 and \$17,000 and \$26,000, respectively, of market rate services and RMG billed approximately \$80,000 and \$153,000 and \$71,000 and \$142,000, respectively, of market rate management fees to certain properties owned by members of the Rechler family including Scott H. Rechler, our CEO.

On March 28, 2005, an entity (REP) owned by members of the Rechler family (excluding Scott H. Rechler, but including his father, Roger, and brother, Gregg) exercised a Right of First Refusal (which was granted in connection with the 2003 sale of the industrial portfolio by us) to acquire a vacant parcel of land for a purchase price of \$2.0 million. We have agreed to provide REP with the option to defer the closing on the purchase until September 2006, for a non-refundable deposit of \$400,000 and a fee of \$10,666 per month for each month that the closing is deferred. In connection therewith, REP agreed to settle a dispute concerning an easement on a separate parcel of land owned by us adjacent to one of the properties transferred to REP in November 2003.

A company affiliated with an independent director of the Company leases 15,566 square feet in a property owned by us at an annual base rent of approximately \$430,000. Such lease expired on October 31, 2005. We are currently in the process of renewing the lease for approximately 8,000 square feet upon market terms through 2011. Such renewal is subject to approval by the other independent directors of the Company's Board of Directors. In addition, since the lease's expiration, the lessee has been operating consistent with terms of the expired lease.

The Company has a net investment of approximately \$55.2 million in loans and REIT-qualified joint ventures with FrontLine Capital Group (FrontLine) and Reckson Strategic Venture Partners, LLC (RSVP), a real estate venture capital fund whose common equity is held indirectly by FrontLine (collectively, the RSVP / FLCG Investments). Frontline was formed by the Company in 1997. The net carrying value of the RSVP / FLCG Investments was reassessed with no change by management at June 30, 2006 and is included in investments in affiliate loans and joint ventures on our consolidated balance sheets.

FrontLine is in default under the loans from the Operating Partnership and on June 12, 2002, filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.

The RSVP REIT-qualified joint ventures are managed subject to a management agreement with the former managing directors of RSVP, which expires in September 2006. The management agreement provides for an annual base management fee and disposition fees equal to 2% of the net proceeds received by RSVP on asset sales which are subject to a maximum of \$7.5 million. In addition, the former managing directors of RSVP retained a one-third residual interest in RSVP's assets which is subordinated to the distribution of an aggregate amount of \$75.0 million to RSVP and/or us in respect of RSVP-controlled joint ventures.

Scott H. Rechler, our CEO and Chairman of the Board of Directors, serves as CEO and is FrontLine's sole board member. Mr. Rechler also serves as a member of the management committee of RSVP.

In November 2004, a joint venture in which RSVP owns approximately 47% executed a binding agreement to contribute its Catskills, NY resort properties (excluding residentially zoned land) to Empire Resorts Inc. (NASDAQ: NYNY) (Empire) for consideration of 18.0 million shares of Empire's common stock and the right to appoint five members of their Board of Directors. On December 29, 2005, the agreement was terminated and the joint venture received options to purchase approximately 5.2 million shares of common stock of Empire at a price of \$7.50 per share. The options will be exercisable until December 29, 2006. On June 30, 2006, the closing price of a share of Empire's common stock was \$6.95 per share.

We have discontinued the accrual of interest income with respect to the loans from the Operating Partnership and our share of GAAP equity in earnings, if any, from the RSVP-controlled REIT-qualified joint ventures until such income is realized through cash distributions.

12. COMMITMENTS AND CONTINGENCIES

We had undrawn letters of credit outstanding against our Credit Facility of approximately \$100,000 at June 30, 2006.

In connection with the mortgage indebtedness securing nine of the Tranche I properties, which were transferred to the Australian JV on September 21, 2005, and three of the Tranche III properties scheduled to be transferred to the Australian JV during October 2006, we have guaranteed to the lender certain customary non-recourse carve-outs, as well as certain obligations relating to the potential termination of a number of leases at four of these properties. We have also guaranteed to the lender certain capital requirements related to these properties. We will be relieved of the customary non-recourse carve-outs and capital requirements upon transfer of the respective properties to the Australian JV and the Australian JV meeting a net worth test of at least \$100.0

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

million. We will be relieved of all but two of the lease related obligations upon transfer of the respective properties to the Australian JV and the Australian JV meeting a net worth test of at least \$200.0 million. The Australian JV has agreed to indemnify us for any loss, cost or damage it may incur pursuant to our guaranty of these obligations. As of June 30, 2006, the Australian JV met the \$100.0 million net worth threshold and there remain approximately \$18 million of aggregate guarantees outstanding.

[Back to Contents](#)

13. SUBSEQUENT EVENTS

On August 3, 2006, the Company, the Operating Partnership, SL Green Realty Corp. (Parent), Wyoming Acquisition Corp. (Purchaser), Wyoming Acquisition GP LLC and Wyoming Acquisition Partnership LP entered into an Agreement and Plan of Merger (the Merger Agreement). Under the terms of the Merger Agreement, the Company will merge with and into Purchaser (the Merger), with Purchaser continuing after the Merger as the surviving entity. At the effective time of the Merger, each of the issued and outstanding shares of common stock of the Company will be converted into the right to receive (i) \$31.68 in cash, and (ii) 0.10387 of a share of the common stock, par value \$0.01 per share, of Parent (the Merger Consideration).

In addition, under the terms of the Merger Agreement, Wyoming Acquisition LP will merge with and into the Operating Partnership (the Partnership Merger), with the Operating Partnership continuing after the Partnership Merger as the surviving entity. At the effective time of the Partnership Merger, each common unit in the Operating Partnership will be converted into the right to receive the applicable amount of Merger Consideration, in respect of the number of shares of Reckson common stock issuable upon exchange of each such common unit in accordance with the Amended and Restated Agreement of Limited Partnership of the Operating Partnership as if such common units were converted or exchanged for an equal number of Reckson common shares immediately prior to the effective time of the Merger.

At the effective time of the Merger, any options which have not been exercised will be cancelled and holders will be paid the Merger Consideration in respect of such options; the exercise price of the options will first be deducted from the cash consideration and then second from the stock consideration, if necessary. All outstanding options are currently vested. Restricted stock whether or not vested, will be converted into the right to receive the Merger Consideration as if such restricted stock had vested immediately prior to the effective time of the Merger. Restricted stock units whether or not vested, and LTIP Units whether or not vested (other than certain LTIP Units held by Messrs. Rechler, Maturo and Barnett, the vesting and payment rights to which they are waiving pursuant to the Amendments described below) will be converted into the right to receive the Merger Consideration (on a one-for-one basis).

The Company has agreed to certain covenants, including, among others, subject to certain exceptions described in the Merger Agreement, an obligation not to initiate, solicit, encourage or facilitate (including by way of furnishing nonpublic information or assistance) any inquiries or the making of any proposal or other action that constitutes or may reasonably be expected to lead to any competing transaction (as defined in the Merger Agreement) or enter into discussions or negotiate with any person in furtherance of such inquiries or to obtain a competing transaction. Prior to the closing, the Company has agreed to operate its business in the ordinary course consistent with past practice and not to take certain actions specified in the Merger Agreement. The Company will be permitted to pay its regular quarterly dividends through the consummation of the Merger.

Consummation of the Merger is subject to customary conditions, including the approval of the Merger by the holders of the Company s common stock, the registration of SL Green s shares of common stock to be issued in the Merger, the listing of such shares on the New York Stock Exchange and the absence of any order, injunction or legal restraint or prohibition preventing the consummation of the Merger. In addition, each party s obligation to consummate the Merger is subject to certain other conditions, including (i) the accuracy of the representations and warranties of the other party (subject to the materiality standards contained in the Merger Agreement), (ii) compliance in all material respects of the other party with its covenants, (iii) the absence of a material adverse effect (as defined in the Merger Agreement) on the other party and (iv) the delivery of opinions with respect to each other s status as a real estate investment trust.

The Merger Agreement contains certain termination rights for both the Company and SL Green and provides that, upon termination of the Merger Agreement under specified circumstances described in the Merger Agreement, the Company would be required to pay SL Green a termination fee of \$99.8 million, and/or that the Company would be required to reimburse SL Green for its out-of-pocket costs and expenses up to \$13.0 million.

The Merger Agreement contains representations and warranties that the parties have made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contract between the parties, and may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating its terms. Moreover, the representations and warranties are subject to a contractual standard of materiality that may be different from what may be viewed as material to shareholders, and the representations and warranties may have been intended not as statements of fact, but rather as a way of allocating risk among the parties.

In connection with the Merger, Scott Rechler, Michael Maturo, and Jason Barnett each entered into an Agreement to Amend their existing Employment and Noncompetition Agreement and Severance Agreement (the Amendments). Pursuant to the Amendments, each executive agreed to: (1) reduce the period of time he will be entitled to receive severance following a termination of

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

employment in connection with a change in control from five years to three years, and to cap the cash severance he is entitled to receive under his existing severance agreement, (2) waive all rights to vesting and payment of certain outstanding long-term incentive awards, (3) further reduce the payments and benefits he is otherwise entitled to receive in connection with a change in control if the total amount of payments and benefits exceed his safe harbor amount under the Internal Revenue Code's so-called golden parachute rules by 5% or less so that the total change in control-related payments and benefits paid or provided to him will not exceed his safe harbor amount, and (4) not compete with the Company in the acquisition, operation or management of any office real estate property in any of the submarkets in the borough of Manhattan, New York for the period commencing on August 3, 2006 through the earlier of August 3, 2007 or the six-month anniversary of the Closing. The parties also agreed to extend the terms of their existing Employment and Noncompetition Agreements and Severance Agreements through April 30, 2007. In addition, the Company agreed to assign certain existing split-dollar life insurance policies to the executives at their request in connection with a change in control of the Company.

[Back to Contents](#)

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

The following discussion should be read in conjunction with the historical financial statements of Reckson Associates Realty Corp. (the Company) and related notes thereto.

The Company considers certain statements set forth herein to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to the Company's expectations for future periods. Certain forward-looking statements, including, without limitation, statements relating to the timing and success of acquisitions and the completion of development or redevelopment of properties, the financing of the Company's operations, the ability to lease vacant space and the ability to renew or relet space under expiring leases, the Company's announced transaction with SL Green Realty Corp., involve risks and uncertainties. Many of the forward-looking statements can be identified by the use of words such as believes, may, expects, anticipates, intends or similar expressions. Although the Company believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, the actual results may differ materially from those set forth in the forward-looking statements and the Company can give no assurance that its expectation will be achieved. Among those risks, trends and uncertainties are: the general economic climate, including the conditions affecting industries in which our principal tenants compete; changes in the supply of and demand for office in and around New York City and the surrounding tri-state markets (the New York Tri-State Markets); changes in interest rate levels; changes in the Company's credit ratings; changes in the Company's cost and access to capital; downturns in rental rate levels in our markets and our ability to lease or re-lease space in a timely manner at current or anticipated rental rate levels; the availability of financing to us or our tenants; the financial condition of our tenants; changes in operating costs, including utility, security, real estate tax and insurance costs; repayment of debt owed to the Company by third parties; risks associated with joint ventures; liability for uninsured losses or environmental matters; approval of the Company's announced transaction with SL Green Realty Corp. by shareholders of the Company, and other risks associated with the development and acquisition of properties, including risks that development may not be completed on schedule, that the tenants will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated. Consequently, such forward-looking statements should be regarded solely as reflections of the Company's current operating and development plans and estimates. These plans and estimates are subject to revisions from time to time as additional information becomes available, and actual results may differ from those indicated in the referenced statements.

Critical Accounting Policies

The consolidated financial statements of the Company include accounts of the Company and all majority-owned and controlled subsidiaries. The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions in certain circumstances that affect amounts reported in the Company's consolidated financial statements and related notes. In preparing these financial statements, management has utilized information available including its past history, industry standards and the current economic environment, among other factors, in forming its estimates and judgments of certain amounts included in the consolidated financial statements, giving due consideration to materiality. It is possible that the ultimate outcome as anticipated by management in formulating its estimates inherent in these financial statements may not materialize. However, application of the critical accounting policies below involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. In addition, other companies may utilize different estimates, which may impact comparability of the Company's results of operations to those of companies in similar businesses.

Revenue Recognition and Accounts Receivable

Minimum rental revenue is recognized on a straight-line basis, which averages minimum rents over the terms of the leases. The excess of rents recognized over amounts contractually due are included in deferred rents receivable on our balance sheets. Contractually due but unpaid rents are included in tenant receivables on our balance sheets. Certain lease agreements also provide for reimbursement of real estate taxes, insurance, common area maintenance costs and indexed rental increases, which are recorded on an accrual basis. Ancillary and other property related income is recognized in the period earned.

We make estimates of the collectibility of our accounts receivables related to base rents, tenant escalations and reimbursements and other revenue or income. We specifically analyze tenant receivables and historical bad debts, customer credit worthiness, current economic trends and changes in customer payment terms when evaluating the adequacy of our allowance for doubtful accounts. In addition, when tenants are in bankruptcy, we make estimates of the expected recovery of pre-petition administrative and damage claims. In some cases, the ultimate resolution of those claims can exceed a year. These estimates have a direct impact on our net income because a higher bad debt reserve results in less net income.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

We incurred approximately \$175,000 and \$445,000 and \$253,000 and \$645,000 of bad debt expense and related costs related to tenant receivables during the three and six month periods ended June 30, 2006 and 2005, respectively, which accordingly reduced our total revenues and reported net income during the period.

We record interest income on our investments in notes receivable on the accrual basis of accounting. We do not accrue interest on impaired loans where, in the judgment of management, collection of interest according to the contractual terms is considered doubtful.

[Back to Contents](#)

Among the factors we consider in making an evaluation of the collectibility of interest are: (i) the status of the loan, (ii) the value of the underlying collateral, (iii) the financial condition of the borrower and (iv) anticipated future events.

Reckson Construction & Development LLC and Reckson Construction Group New York, Inc. use the percentage-of-completion method for recording amounts earned on their contracts. This method records amounts earned as revenue in the proportion that actual costs incurred to date bear to the estimate of total costs at contract completion.

Gain on the sale of real estate is recorded when title is conveyed to the buyer, subject to the buyer's financial commitment being sufficient to provide economic substance to the sale and us having no substantial continuing involvement with the buyer. Additionally, in connection with a sale of real estate, if we retain certain risks in the form of guarantees, the profit recognized on that sale shall be reduced and deferred by the maximum exposure to loss, until such exposure is relieved.

Real Estate

Land, buildings and improvements, furniture, fixtures and equipment are recorded at cost. Tenant improvements, which are included in buildings and improvements, are also stated at cost. Expenditures for ordinary maintenance and repairs are expensed to operations as they are incurred. Renovations and / or replacements, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives.

Depreciation is computed utilizing the straight-line method over the estimated useful lives of ten to thirty years for buildings and improvements and five to ten years for furniture, fixtures and equipment. Tenant improvements, which are included in buildings and improvements, are amortized on a straight-line basis over the term of the related leases.

We are required to make subjective assessments as to the useful lives of our properties for purposes of determining the amount of depreciation to reflect on an annual basis with respect to those properties. These assessments have a direct impact on our net income. Should we lengthen the expected useful life of a particular asset, it would be depreciated over more years, and result in less depreciation expense and higher annual net income.

Assessment by us of certain other lease related costs must be made when we have a reason to believe that the tenant will not be able to execute under the term of the lease as originally expected.

On July 1, 2001 and January 1, 2002, we adopted FASB Statement No.141, *Business Combinations* and FASB Statement No. 142, *Goodwill and Other Intangibles*, respectively (*Statement No. s 141 and 142*). As part of the acquisition of real estate assets, the fair value of the real estate acquired is allocated to the acquired tangible assets, consisting of land, building and building improvements, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases, and value of tenant relationships, based in each case on their fair values.

We allocate a portion of a property's purchase price to tangible assets including the fair value of the building and building improvements on an as-if-vacant basis and to land determined either by real estate tax assessments, independent appraisals or other relevant data. Additionally, we assess fair value of identified intangible assets and liabilities based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information.

Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions that may affect the property. If we incorrectly estimate the values at acquisition or the undiscounted cash flows, initial allocation of purchase price and future impairment charges may be different.

Long Lived Assets

We are required to make subjective assessments as to whether there are impairments in the value of our real estate properties and other investments. An investment'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 investment is less than the carrying value of the investment. Such assessments consider factors such as cash flows, expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred it will be measured as the excess of the carrying amount of the property over the fair value of the property. These assessments have a direct impact on our net income, as the recognition of an impairment results in an immediate negative adjustment to net income. In determining impairment, if any, we have followed FASB Statement No. 144, *Accounting for the Impairment or Disposal of Long Lived Assets* (*Statement No. 144*). Statement No. 144 did not have an impact on net income. Statement No. 144 only impacts the presentation of the results of

operations and gains on sales of real estate assets for those properties sold during the period within the consolidated statements of income.

[Back to Contents](#)

Stock-Based Compensation

In December 2002, the FASB issued Statement No. 148, Accounting for Stock-Based Compensation Transition and Disclosure (Statement No. 148). Statement No. 148 amends FASB Statement No. 123, Accounting for Stock-Based Compensation (Statement No. 123) to provide alternative methods of transition for an entity that voluntarily adopts the fair value recognition method of recording stock option expense.

On December 16, 2004, the FASB issued Statement No. 123 (revised 2004), Share-Based Payment (Statement No. 123R), which is a revision of Statement No. 123. Statement No. 123R supersedes Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees , and amends FASB Statement No. 95, Statement of Cash Flows. Generally, the approach in Statement No. 123R is similar to the approach described in Statement No. 123. However, Statement No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. We adopted Statement No. 123R on January 1, 2006. The adoption of Statement No. 123R did not have a material impact on our consolidated financial statements.

Effective January 1, 2002, we elected to follow Statement No. 123 and use the Black-Scholes option pricing model to estimate the value of stock options granted to employees and continue to use this acceptable option valuation model upon our required adoption of Statement No. 123R on January 1, 2006. Because Statement No. 123R must be applied not only to new awards but to previously granted awards that are not fully vested on the effective date, and because we adopted Statement No. 123 using the prospective transition method (which applied only to awards granted, modified or settled after the adoption date), compensation cost for previously granted awards that were not recognized under Statement No. 123 would be recognized under Statement No. 123R. However, on January 1, 2006, the date we adopted Statement No. 123R, all of the unexercised options outstanding under our stock option plans were fully vested. As a result, no additional expense will be recognized. In addition, had we adopted Statement No. 123R in the prior period, there would be no impact on our consolidated financial statements.

Accumulated Other Comprehensive Income (Loss)

We report comprehensive income or loss in accordance with the provisions of FASB Statement No. 130, Reporting Comprehensive Income , which establishes standards for reporting comprehensive income and its components in the financial statements. The components of other comprehensive income (loss) (OCI) consist of unrealized gains and losses on derivative instruments. OCI is presented in the accompanying consolidated statements of stockholders' equity.

Variable Interest Entities

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities (FIN 46), which explains how to identify variable interest entities (VIEs) and how to assess whether to consolidate such entities. VIEs are primarily entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders lack adequate decision making ability. All VIEs which we are involved with must be evaluated to determine the primary beneficiary of the risks and rewards of the VIE. The primary beneficiary is required to consolidate the VIE for financial reporting purposes. The initial determination of whether an entity qualifies as a VIE shall be made as of the date at which a primary beneficiary becomes involved with the entity and reconsidered as of the date of a triggering event, as defined. The provisions of this interpretation are immediately effective for VIEs formed after January 31, 2003. In December 2003 the FASB issued FIN 46R, deferring the effective date until the period ended March 31, 2004 for interests held by public companies in VIEs created before February 1, 2003, which were non-special purpose entities. We adopted FIN 46R during the period ended March 31, 2004 and have determined that our unconsolidated subsidiaries do not represent VIEs pursuant to such interpretation. We will continue to monitor any changes in circumstances relating to certain of our consolidated and unconsolidated joint ventures which could result in a change in our consolidation policy.

Current pronouncements

In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). This interpretation, among other things, creates a two step approach for evaluating uncertain tax positions. Recognition (step one) occurs when an enterprise concludes that a tax position, based solely on its technical merits, is more-likely-than-not to be sustained upon examination. Measurement (step two) determines the amount of benefit that more-likely-than-not will be realized upon settlement. De-recognition of a tax position that was previously recognized would occur when a company subsequently determines that a tax position no longer meets the more-likely-than-not threshold of being sustained. FIN 48 specifically prohibits the use of a valuation allowance as a substitute for de-recognition of tax positions, and it has expanded disclosure requirements. FIN 48 is effective for fiscal years beginning after December 15, 2006, in which the impact of adoption should be accounted for as a cumulative-effect

adjustment to the beginning balance of retained earnings. We are currently evaluating FIN 48 and have not yet determined the impact the adoption will have on our consolidated financial statements.

[Back to Contents](#)

In June 2005, the FASB ratified the consensus in EITF Issue No. 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* (Issue 04-5), which provides guidance in determining whether a general partner controls a limited partnership. Issue 04-5 states that the general partner in a limited partnership is presumed to control that limited partnership. The presumption may be overcome if the limited partners have either (1) the substantive ability to dissolve the limited partnership or otherwise remove the general partner without cause or (2) substantive participating rights, which provide the limited partners with the ability to effectively participate in significant decisions that would be expected to be made in the ordinary course of the limited partnership's business and thereby preclude the general partner from exercising unilateral control over the partnership. The adoption of Issue 04-5 by us for new or modified limited partnership arrangements is effective June 30, 2005 and for existing limited partnership arrangements effective January 1, 2006. We have evaluated the guidance provided for under Issue 04-5 and have concluded that we are not required to consolidate our current unconsolidated joint venture investments nor do we expect Issue 04-5 to have a material effect on our consolidated financial statements.

In May 2005, the FASB issued Statement No. 154, *Accounting Changes and Error Corrections* (Statement No. 154). Statement No. 154, which replaces APB Opinion No. 20, *Accounting Changes* and FASB Statement No. 3, *Reporting Accounting Changes in Interim Financial Statements*, changes the requirements for the accounting for and reporting of a change in accounting principle. The statement requires retrospective application of changes in accounting principle to prior periods' financial statements unless it is impracticable to determine the period-specific effects or the cumulative effect of the change. Statement No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. We adopted Statement No. 154 on January 1, 2006. The adoption of Statement No. 154 did not have a material impact on our consolidated financial position, results of operations or cash flows.

In March 2005, FASB issued Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations* (FIN 47), which became effective December 31, 2005. Under FIN 47, a conditional asset retirement obligation (CARO) must be recorded if the liability can be reasonably estimated. A CARO is an obligation that is settled at the time an asset is retired or disposed of and for which the timing and/or method of settlement are conditional on future events. We own certain properties that currently have asbestos which under certain conditions must be remediated. As a result of adopting FIN 47, we will increase the value of our recorded tangible assets at the time we recognize the associated conditional retirement obligation.

As a result, during 2005, we recorded approximately \$2.0 million which represents the fair value of the CARO related to asbestos removal in tenant spaces. In addition, for certain limited areas of our properties, management is unable to reasonably determine the fair value of potential remediation costs as there is an indeterminate settlement date for the asset retirement obligation because the range of time over which way we may choose to remediate this condition may not be estimated with any level of precision which would lend itself to a meaningful estimate.

Overview and Background

The Company was incorporated in Maryland in September 1994. In June 1995, the Company completed an initial public offering (the IPO) and commenced operations. On August 3, 2006, we entered into an Agreement and Plan of Merger with SL Green Realty Corp., which agreement is further discussed below.

The Company is a self-administered and self managed real estate investment trust (REIT) engaged in the ownership, operation, acquisition, leasing, financing, management and development of commercial real estate properties, principally office and to a lesser extent flex properties and also owns land for future development. The Company's growth strategy is focused on the commercial real estate markets in the New York Tri-State Markets. All of the Company's interests in its real properties, land held for development and investments in notes receivable are held directly or indirectly by, and all of its operations are conducted through, Reckson Operating Partnership, L.P. (the Operating Partnership).

In connection with our IPO, we were granted an option to acquire the property located at 225 Broadhollow Road which is owned by certain Rechler family members including Scott H. Rechler, our CEO at a price based upon an agreed upon formula. Reckson Management Group, Inc. (RMG) currently leases approximately 26,000 square feet of office space at this property for its corporate offices at an annual base rent of approximately \$809,000. During 2005, RMG exercised a termination option to terminate this lease on November 30, 2006 without penalty and in August 2006 will relocate its corporate headquarters to Reckson Plaza, a wholly owned property located in Uniondale, Long Island. During June 2006, we incurred approximately \$211,000 of expense related to the repair of certain HVAC equipment at the 225 Broadhollow Road property. Such expenditure was approved by the independent members of the Board of Directors. RMG also leases 10,722 square feet of warehouse space used for equipment, materials and inventory storage at a property owned by certain members of the Rechler family at an annual base rent of approximately \$81,000. In addition, commencing April 1, 2004, RCD has been leasing approximately 17,000 square feet of space at 225 Broadhollow

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Road, Melville, NY at an annual base rent of approximately \$507,000, which is scheduled to terminate on September 30, 2006. RCD has sub-let the entire 17,000 square feet to a third party for approximately \$35,000 per month through RCD's September 2006 lease termination date. RCD will also relocate to Reckson Plaza.

During the three and six month periods ended June 30, 2006 and 2005, RCD billed approximately \$29,000 and \$30,000 and \$17,000 and \$26,000, respectively, of market rate services and RMG billed approximately \$80,000 and \$153,000 and \$71,000 and \$142,000, respectively, of market rate management fees to certain properties owned by members of the Rechler family including Scott H. Rechler, our CEO.

[Back to Contents](#)

On March 28, 2005, an entity (REP) owned by members of the Rechler family (excluding Scott H. Rechler, but including his father, Roger, and brother, Gregg) exercised a Right of First Refusal (which was granted in connection with the 2003 sale of the industrial portfolio by us) to acquire a vacant parcel of land for a purchase price of \$2.0 million. We have agreed to provide REP with the option to defer the closing on the purchase until September 2006, for a non-refundable deposit of \$400,000 and a fee of \$10,666 per month for each month that the closing is deferred. In connection therewith, REP agreed to settle a dispute concerning an easement on a separate parcel of land owned by us adjacent to one of the properties transferred to REP in November 2003.

A company affiliated with an independent director of the Company leases 15,566 square feet in a property owned by us at an annual base rent of approximately \$430,000. Such lease expired on October 31, 2005. We are currently in the process of renewing the lease for approximately 8,000 square feet upon market terms through 2011. Such renewal is subject to approval by the other independent directors of the Company's Board of Directors. In addition, since the lease's expiration, the lessee has been operating consistent with terms of the expired lease.

In May 2005, we acquired a 1.4 million square foot, 50-story, Class A office tower located at One Court Square, Long Island City, NY. On November 30, 2005, we sold a 70% joint venture interest in One Court Square to certain institutional funds advised by JPMorgan Investment Management (the JPM Investor). The operating agreement of the Court Square JV requires approvals from members on certain decisions including annual budgets, sale of the property, refinancing of the property's mortgage debt and material renovations to the property. In addition, after September 20, 2009 the members each have the right to recommend the sale of the property, subject to the terms of the mortgage debt, and to dissolve the Court Square JV. We have evaluated the impact of FIN 46R on our accounting for the Court Square JV and have concluded that the Court Square JV is not a VIE. We account for the Court Square JV under the equity method of accounting. We have also evaluated and determined that under Issue 04-5 the JPM Investor has substantive participating rights in the ordinary course of the Court Square JV's business. In accordance with the equity method of accounting, our proportionate share of the Court Square JV income was approximately \$67,400 and \$110,000 for the three and six months ended June 30, 2006, respectively.

On May 26, 2005, we entered into a contract to sell approximately 60 acres of land located in Chatham Township, NJ. The sale was contingent upon due diligence, environmental assessment, final re-zoning and other customary approvals. During July 2006, the contract was terminated.

On August 18, 2005, we entered into (i) an underwriting agreement relating to the public offering in Australia of approximately A\$263.0 million (approximately US\$202.0 million) of units (LPT Units) in a newly-formed Reckson-sponsored Australian listed property trust, Reckson New York Property Trust (Reckson LPT), a newly-formed listed property trust which is traded on the Australian Stock Exchange and (ii) contribution and sale agreements pursuant to which, among other things, we agreed to transfer 25 of our properties for an aggregate purchase price of approximately \$563.0 million and containing an aggregate of 3.4 million square feet, in three separate tranches, to the Australian JV in exchange for a 25% interest in the Australian JV and approximately \$502.0 million in cash (inclusive of proceeds from mortgage debt to be assumed by the Australian JV). On September 21, 2005, Reckson LPT completed its public offering and the closing of the first of three tranches (Tranche I) of this transaction.

In connection with the Tranche I closing, the Australian JV acquired from us 17 of our suburban office properties containing approximately 2.0 million square feet for approximately \$367.0 million (including the assumption of approximately \$196.1 million in mortgage debt which had been incurred by us in August 2005 see Note 2). In return, we received a 25% interest in the Australian JV and approximately \$128.1 million in cash resulting in an aggregate gain of approximately \$103.6 million. As discussed below relating to certain guarantees we have made, approximately \$18 million of the aggregate gain has been deferred to future periods pursuant to Statement No. 66 to coincide with the release of the guarantees. As a result, gains on sales of real estate reported in 2005, related to the Tranche I closing was approximately \$82.7 million, net of limited partners' minority interest. Approximately \$22.0 million of the cash received was used to repay certain of our secured mortgage indebtedness on September 30, 2005 and approximately \$105.7 million of the cash received was used to establish an escrow account with a qualified intermediary for a future exchange of real property pursuant to Section 1031 of the Code (a Section 1031 Exchange). A Section 1031 Exchange allows for the deferral of taxes related to the gain attributable to the sale of property if a qualified replacement property is identified within 45 days and such qualified replacement property is acquired within 180 days from the initial sale. On October 7, 2005 we acquired a qualified replacement property for purposes of this Section 1031 Exchange and thereby deferred a portion of the tax gain from the Tranche I sale.

In connection with the foregoing, on September 21, 2005, Reckson Australia Holdings LLC (Reckson Holdings), a wholly-owned subsidiary of the Operating Partnership, and Reckson Australia LPT Corporation (LPT REIT), a U.S. real estate investment trust which is wholly-owned by Reckson LPT, entered into the Amended and Restated Limited Liability Company Agreement governing the Australian JV (the Operating Agreement). Pursuant to the Operating Agreement, LPT REIT holds a 75% interest in, and acts as the managing member for, the Australian JV, and Reckson Holdings holds a 25% non-managing member interest therein. The Operating Agreement provides that, if at any time additional capital contributions are made to the Australian JV, Reckson Holdings

will have a right to make additional capital contributions up to an amount necessary to maintain its 25% interest therein on the same terms and conditions as such other capital contributions.

[Back to Contents](#)

As the managing member of the Australian JV, LPT REIT has the sole responsibility for managing its business and affairs on a day-to-day basis, other than with respect to certain identified major decisions, including but not limited to a merger or consolidation involving the Australian JV, a disposition of all or substantially all of its assets, or the liquidation or dissolution of the Australian JV. Such major decisions require the prior written consent of a majority of the non-managing members. As a result of the foregoing, we are accounting for our 25% non-managing member interest in the Australian JV under the equity method of accounting. In accordance with the equity method of accounting, our proportionate share of the Australian JV's income was approximately \$1.6 million and \$1.9 million for the three and six months ended June 30, 2006, respectively.

On January 6, 2006, Reckson LPT completed the second Tranche of this transaction (Tranche II) whereby the Australian JV acquired three of our suburban office properties: 6800 and 6900 Jericho Turnpike, Syosset, NY and 710 Bridgeport Avenue, Shelton, CT, (the Tranche II Properties) aggregating approximately 761,000 square feet for approximately \$84.6 million, including the assignment of approximately \$20.1 million of mortgage debt. As a result, gains on sales of real estate related to Tranche II is approximately \$34.3 million, net of limited partners' minority interest. Approximately \$25.1 million of sales proceeds was used to establish an escrow account for the purpose of a future Section 1031 Exchange. During May 2006 we terminated the Section 1031 Exchange and received the sales proceeds previously held by the qualified intermediary, including accrued interest. Such proceeds were used to repay outstanding borrowings under our Credit Facility. The balance of the cash proceeds, received at the time of the sale was used to fund our development activities and for general corporate purposes. For federal income tax purposes we recognized a tax gain of approximately \$26.7 million. We do not anticipate that such tax gain will require us to distribute more than our regular quarterly distribution in order to satisfy the distribution requirements necessary to qualify as a REIT.

The Tranche III closing (Tranche III), consisting of five of our suburban office properties valued at approximately \$111.8 million, is scheduled to close in October 2006 and will include the assumption by the Australian JV of approximately \$51.5 million of existing mortgage debt. It is anticipated that the Australian JV will pre-pay such mortgage debt in connection with the Tranche III closing. The Tranche III closing is subject to customary closing conditions and the Tranche III Properties consist of: 520 Broadhollow Road, 50 Marcus Avenue, 1660 Walt Whitman Road, all of which are located in Melville, NY, 580 White Plains Road, Tarrytown, NY and 300 Executive Park Drive, West Orange, NJ.

Our Service Companies provide asset management, property management, leasing, construction and other services to the Australian JV. Affiliates of ours are entitled to transaction fees and ongoing fees for providing services to the Australian JV. During January 2006, in connection with the Tranche II closing we earned and received approximately \$819,000 in transaction related fees. Also, during the three and six months ended June 30, 2006 we earned and received approximately \$1.5 million and \$2.4 million, respectively of ongoing service related fees. Such amounts are included in investment income and other on our consolidated statements of income. In addition, we also formed Reckson Australia Management Limited (RAML), a wholly owned subsidiary, that will manage Reckson LPT and serve as its Responsible Entity . The Responsible Entity will be managed by a six member board that includes three independent directors domiciled in Australia and three of the Company's executive officers. To address and mitigate any potential conflicts of interest with Reckson LPT or its affiliates the Company has adopted the following policies: (i) all transactions between the Company and Reckson LPT or its affiliates shall require the approval of a majority of the independent directors of both the Company and Reckson LPT, (ii) executive officers and directors of the Company are prohibited from owning equity in Reckson LPT, and (iii) the adoption of an express policy which mandates that property services and leasing decisions shall be made without regard to the Company's percentage ownership of any property.

Under the Operating Agreement, Reckson Holdings will have the right, beginning September 21, 2007, to require LPT REIT to redeem all or a portion of Reckson Holdings' membership interest in the Australian JV for cash or, at LPT REIT's option, shares of LPT REIT's common stock (which may be exchanged for LPT Units) on a one-for-one basis. Reckson Holdings also has the right to cause the liquidation of the Australian JV in the event that RAML is replaced as Reckson LPT's Responsible Entity. In addition, the Operating Agreement contains a right of first refusal granting Reckson Holdings the right to acquire any asset of the Australian JV, at fair market value, in the event of an attempted sale of such asset or the exercise of Reckson Holdings' right to liquidate the Australian JV.

In connection with the Tranche I closing, on September 21, 2005, the Company, the Australian JV and LPT REIT entered into an Option Agreement (the Option Agreement) pursuant to which we granted the Australian JV options to acquire ten additional properties from the Operating Partnership over a two year period, beginning January 1, 2006. The properties contain an aggregate of approximately 1.2 million square feet and will be priced based on the fair market value. The Option Agreement contains a right of first refusal granting the Australian JV the right to acquire any option property from Reckson in the event we receive, and are amenable to, an offer from a third party to purchase such option property. The Option Agreement will terminate under certain circumstances, including if (i) the Australian JV sends notice of its intent to exercise its option but fails to close as obligated, (ii) the Australian JV is in default under the Option Agreement, the contribution agreement or the sale agreement or (iii) RAML or an affiliate of ours is no longer the Responsible Entity of Reckson LPT.

[Back to Contents](#)

In connection with the mortgage indebtedness securing nine of the Tranche I properties, which were transferred to the Australian JV on September 21, 2005, and three of the Tranche III properties scheduled to be transferred to the Australian JV during October 2006, we have guaranteed to the lender certain customary non-recourse carve-outs, as well as certain obligations relating to the potential termination of a number of leases at four of these properties. We have also guaranteed to the lender certain capital requirements related to these properties. We will be relieved of the customary non-recourse carve-outs and capital requirements upon transfer of the respective properties to the Australian JV and the Australian JV meeting a net worth test of at least \$100.0 million. We will be relieved of all but two of the lease related obligations upon transfer of the respective properties to the Australian JV and the Australian JV meeting a net worth test of at least \$200.0 million. The Australian JV has agreed to indemnify us for any loss, cost or damage it may incur pursuant to our guaranty of these obligations. The Australian JV has met the \$100.0 million net worth threshold and there remain approximately \$18 million of aggregate guarantees outstanding.

In accordance with FASB Statement No. 144, the assets and liabilities of the properties transferred and to be transferred, excluding the option properties, to the Australian JV are classified as held for sale on our consolidated balance sheets, for all periods presented.

During September 2005, we entered into a letter of intent with an entity owned by the owner of the New York Islanders professional hockey team to enter into a 50 / 50 joint venture to potentially develop over five million square feet of office, residential, retail and hotel space located on 77 acres in the Mitchel Field, Long Island sub-market in and around Nassau County's Veterans Memorial Coliseum where we are currently the largest owner of office properties. In March 2006, the joint venture was selected by the County Executive for the development of the 77 acre site. In May 2006, the County Executive and the joint venture entered into a memorandum of understanding for the development of the site. The development remains subject to certain conditions and governmental approvals, including legislative, zoning and other customary approvals. In addition, there can be no assurances that we will enter into the aforementioned joint venture, that all applicable conditions will be satisfied or that all required approvals can be obtained.

On March 7, 2006, we sold our 354,000 square foot office building in Orlando, Florida for aggregate consideration of approximately \$70.0 million which resulted in a gain of approximately \$9.3 million, net of limited partners' minority interest. Such gain is reflected as a component of discontinued operations on our consolidated statements of income. This non-core real estate holding was acquired in May 1999 in connection with our initial New York City portfolio acquisition. Net proceeds from the sale were used to establish an escrow account with a qualified intermediary for a future Section 1031 Exchange. During May 2006 we terminated the Section 1031 Exchange and received the sales proceeds previously held by the qualified intermediary, including accrued interest. Such proceeds were used to repay outstanding borrowings under our Credit Facility. For federal income tax purposes we recognized a tax gain of approximately \$5.2 million. We do not anticipate that such tax gain will require us to distribute more than our regular quarterly distribution in order to satisfy the distribution requirements necessary to qualify as a REIT.

On March 31, 2006, we sold a 161,000 square foot office building located in Westchester County for \$35.3 million. Sales proceeds received were used for the repayment of the mortgage note encumbering the property located at 1350 Avenue of the Americas in New York, NY. This non-core real estate holding was acquired in December 2005 as part of a 14 office property portfolio acquisition.

On March 31, 2006, a group of institutional investors led by JPMorgan Investment Management, our joint venture partner in the Court Square JV and the property located at 919 Third Avenue, NY, purchased our option to acquire the existing minority partners' 40% partnership interest in the Omni Property for net proceeds of approximately \$9.0 million. Such proceeds have been included in investment income and other on our consolidated statements of income. In connection with this transaction, the original minority partner repaid to us approximately \$22.1 million representing amounts due under a note receivable which was secured by their interest in the Omni Property. Such aggregate proceeds to us of approximately \$31.2 million were used for the repayment of the mortgage note encumbering the property located at 1350 Avenue of the Americas in New York, NY.

As of June 30, 2006, we owned and operated 93 office properties (inclusive of twenty-six office properties owned through joint ventures) comprising approximately 19.3 million square feet and eight flex properties (inclusive of two flex properties owned through joint ventures) comprising approximately 863,000 square feet located in the New York Tri-State Markets.

We also own certain land parcels throughout our markets in the New York Tri-State Markets (the Development Parcels). During July 2005, we commenced the ground-up development on one of the Development Parcels of a 37,000 square foot Class A retail property located within our existing six building Landmark Square office park in Stamford, Connecticut. In August 2005, we recommenced the ground-up development of one of the Development Parcels of a 313,000 square foot Class A office building located within our existing three building office park located in Princeton, NJ. Further, one of the Development Parcels, aggregating approximately 4.1 acres, is classified as held for sale on our balance sheets and is expected to close during September 2006 for

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

aggregate consideration of \$2.0 million. Excluding the foregoing, at June 30, 2006 our inventory of Development Parcels aggregated approximately 305 acres of land in 9 separate parcels in which we had invested approximately \$124.3 million.

Management has made subjective assessments as to the value and recoverability of our investments in the Development Parcels based on current and proposed development plans, market comparable land values and alternative use values. Based on these assessments, we believe there is no impairment to the carrying value of the Development Parcels.

[Back to Contents](#)

Proposed Merger with SL Green Realty Corp.

On August 3, 2006, the Company, the Operating Partnership, SL Green Realty Corp. (Parent), Wyoming Acquisition Corp. (Purchaser), Wyoming Acquisition GP LLC and Wyoming Acquisition Partnership LP entered into an Agreement and Plan of Merger (the Merger Agreement). Under the terms of the Merger Agreement, the Company will merge with and into Purchaser (the Merger), with Purchaser continuing after the Merger as the surviving entity. At the effective time of the Merger, each of the issued and outstanding shares of common stock of the Company will be converted into the right to receive (i) \$31.68 in cash, and (ii) 0.10387 of a share of the common stock, par value \$0.01 per share, of Parent (the Merger Consideration).

In addition, under the terms of the Merger Agreement, Wyoming Acquisition LP will merge with and into the Operating Partnership (the Partnership Merger), with the Operating Partnership continuing after the Partnership Merger as the surviving entity. At the effective time of the Partnership Merger, each common unit in the Operating Partnership will be converted into the right to receive the applicable amount of Merger Consideration, in respect of the number of shares of Reckson common stock issuable upon exchange of each such common unit in accordance with the Amended and Restated Agreement of Limited Partnership of the Operating Partnership as if such common units were converted or exchanged for an equal number of Reckson Common Shares immediately prior to the effective time of the Merger.

At the effective time of the Merger, any options which have not been exercised will be cancelled and holders will be paid the Merger Consideration in respect of such options; the exercise price of the options will first be deducted from the cash consideration and then second from the stock consideration, if necessary. All outstanding options are currently vested. Restricted stock whether or not vested will be converted into the right to receive the Merger Consideration as if such restricted stock had vested immediately prior to the effective time of the Merger. Restricted stock units whether or not vested, and LTIP Units whether or not vested, (other than certain LTIP Units held by Messrs. Rechler, Maturo and Barnett, the vesting and payment rights to which they are waiving pursuant to the Amendments described below) will be converted into the right to receive the Merger Consideration (on a one-for-one basis).

The Company has agreed to certain covenants, including, among others, subject to certain exceptions described in the Merger Agreement, an obligation not to initiate, solicit, encourage or facilitate (including by way of furnishing nonpublic information or assistance) any inquiries or the making of any proposal or other action that constitutes or may reasonably be expected to lead to any competing transaction (as defined in the Merger Agreement) or enter into discussions or negotiate with any person in furtherance of such inquiries or to obtain a competing transaction. Prior to the closing, the Company has agreed to operate its business in the ordinary course consistent with past practice and not to take certain actions specified in the Merger Agreement. The Company will be permitted to pay its regular quarterly dividends through the consummation of the Merger.

Consummation of the Merger is subject to customary conditions, including the approval of the Merger by the holders of the Company s common stock, the registration of SL Green s shares of common stock to be issued in the Merger, the listing of such shares on the New York Stock Exchange and the absence of any order, injunction or legal restraint or prohibition preventing the consummation of the Merger. In addition, each party s obligation to consummate the Merger is subject to certain other conditions, including (i) the accuracy of the representations and warranties of the other party (subject to the materiality standards contained in the Merger Agreement), (ii) compliance in all material respects of the other party with its covenants, (iii) the absence of a material adverse effect (as defined in the Merger Agreement) on the other party and (iv) the delivery of opinions with respect to each other s status as a real estate investment trust.

The Merger Agreement contains certain termination rights for both the Company and SL Green and provides that, upon termination of the Merger Agreement under specified circumstances described in the Merger Agreement, the Company would be required to pay SL Green a termination fee of \$99.8 million, and/or that the Company would be required to reimburse SL Green for its out-of-pocket costs and expenses up to \$13.0 million.

The Merger Agreement contains representations and warranties that the parties have made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contract between the parties, and may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating its terms. Moreover, the representations and warranties are subject to a contractual standard of materiality that may be different from what may be viewed as material to shareholders, and the representations and warranties may have been intended not as statements of fact, but rather as a way of allocating risk among the parties.

This description of certain terms of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is filed as an exhibit to this report.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Note Receivable Investments

At June 30, 2006, we had invested approximately \$93.4 million in mezzanine loans and approximately \$70.9 million in other loan investments (collectively, the Note Receivable Investments). In general these investments are secured by a pledge of either a direct or indirect ownership interest in the underlying real estate or leasehold, a first mortgage, other guaranties, pledges and assurances.

The following table sets forth the terms of the mezzanine loans at June 30, 2006 (in thousands):

Property	Amount	Interest Rate	Funding	Maturity
Long Island office portfolio	\$8,031	9.00	% Mar., 2005	Apr., 2010 (a)
Long Island office portfolio	20,356	9.00	% Mar., 2005	Apr., 2012 (a)
72 Madison Avenue, NY, NY (b)	10,000	20.00	% Oct., 2005	Oct., 2007
1166 Avenue of the Americas, NY, NY (c)	25,000	17.50	% Nov., 2005	Nov., 2009
100 Wall Street, NY, NY	30,000	15.00	% Dec., 2005	Dec., 2007
	\$93,387			

(a) Prepayable without penalty after 18 months from initial funding.

(b) In addition to this mortgage loan, Reckson Construction and Development, LLC (RCD) entered into a development agreement with the owner of the property to perform certain predevelopment, development and / or other services with respect to the property. In exchange for its services, RCD will receive a development fee of \$2.0 million which is payable in equal monthly installments over a two-year period which commenced during October 2005.

(c) Junior mezzanine loan secured by interests in a 550,000 square foot condominium interest.

In May 2005 we funded \$55.3 million under an \$85.0 million participating loan investment which is secured by an indirect interest in a 550,000 square foot condominium in a Class A office tower located at 1166 Avenue of the Americas, New York, NY. The loan accrues interest compounded at 9.0% and pays interest at an annual rate of 6.0% through March 2010, 8.5% thereafter through March 2015 and 11.0% thereafter through maturity in 2020. The loan is pre-payable only under certain circumstances and, in any case, not before 2009. Upon a capital event related to the indirect interest in the property which secures the loan, we are entitled to participate in 30% of the net proceeds derived from such capital event.

[Back to Contents](#)

On March 30, 2006, we advanced approximately \$14.2 million under three separate loan agreements which are secured by certain flex properties, aggregating approximately 450,000 square feet, located in Nassau County, Long Island and in part by a personal guarantee of an affiliate of the borrower. These loans have an initial weighted average interest rate of 15.3% and mature on April 1, 2008. In addition, the loans are not prepayable, without penalty, prior to October 1, 2007.

At June 30, 2006, we held one other note receivable, which aggregated \$1.0 million and carried an interest rate of 10.50% per annum. This note receivable matures on January 31, 2010 and is secured in part by a minority partner's preferred unit interest in the Operating Partnership.

The following table sets forth the terms of our other loan investments at June 30, 2006 (in thousands):

<u>Property</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Funding</u>	<u>Maturity</u>
NYC Class A office condominium interest	\$55,250	9.00	% May, 2005	Apr., 2008
Flex property located in Nassau County, Long Island	14,188	15.29	% Mar., 2006	Dec., 2020
Other	1,000	10.50	% Oct., 2004	Jan., 2010
Other	500	5.35	% Dec., 2004	Dec., 2009
	<u>\$70,938</u>			

As of June 30, 2006, management has made subjective assessments as to the underlying security value on the Note Receivable Investments. Based on these assessments, we believe there is no impairment to their carrying value.

On July 27, 2006, we advanced \$20.0 million under a loan agreement which is secured by certain pledges of project income and ownership interests and a personal guarantee of an affiliate of the borrower. This loan matures in August 2009, bears interest at 15% per annum (10% annual pay rate and 5% monthly compounded deferred rate). The loan is pre-payable at any time and with yield maintenance through August 1, 2007 if pre-paid prior to August 2007. This investment was funded through a borrowing under our Credit Facility.

Our market capitalization at June 30, 2006 was approximately \$5.4 billion. Our market capitalization is based on the sum of (i) the market value of the Company's common stock and OP Units (assuming conversion) of \$41.38 per share / unit (based on the closing price of the Company's common stock on June 30, 2006), (ii) the liquidation preference value of the Operating Partnership's preferred units of \$1,000 per unit and (iii) approximately \$1.9 billion (net of minority partners' interests' share of consolidated joint venture debt and including our share of consolidated and unconsolidated joint venture debt) of debt outstanding at June 30, 2006. As a result, our total debt to total market capitalization ratio at June 30, 2006 equaled approximately 35.2%.

[Back to Contents](#)**Results of Operations**

The following table is a comparison of the results of operations for the three month period ended June 30, 2006 to the three month period ended June 30, 2005 (dollars in thousands):

	Three months ended June 30,				
	2006	2005	Change		
			Dollars	Percent	
Property Operating Revenues:					
Base rents	\$128,575	\$118,048	\$10,527	8.9	%
Tenant escalations and reimbursements	19,235	17,324	1,911	11.0	%
Total property operating revenues	\$147,810	\$135,372	\$12,438	9.2	%
Property Operating Expenses:					
Operating expenses	\$32,821	\$29,710	\$3,111	10.5	%
Real estate taxes	24,153	21,506	2,647	12.3	%
Total property operating expenses	\$56,974	\$51,216	\$5,758	11.2	%
Interest and Investment Income and other	\$7,831	\$3,787	\$4,044	>100	%
Other Expenses:					
Interest expense incurred	\$27,216	\$27,259	\$(43)	(.2)	%
Amortization of deferred financing costs	1,017	1,068	(51)	(4.8)	%
Marketing, general and administrative	9,475	8,241	1,234	15.0	%
Total other expenses	\$37,708	\$36,568	\$1,140	3.1	%

Our property operating revenues, which include base rents and tenant escalations and reimbursements (Property Operating Revenues), increased by \$12.4 million or 9.2% for the three months ended June 30, 2006 as compared to the 2005 period. The increase is a result of an \$18.0 million increase in Property Operating Revenues from the acquisition of thirteen suburban office properties, containing approximately 2.4 million square feet which were acquired in the fourth quarter of 2005, \$2.9 million attributable to straight line rental revenue increases in our same-store properties. In addition, during the 2006 period we earned approximately \$11.8 million in lease termination fee revenue as opposed to approximately \$800,000 earned during the 2005 period. These aggregate increases of approximately \$31.9 million were offset by a \$19.5 million decrease in Property Operating Revenues from the sale of the Tranche I Properties in September 2005, 100 Wall Street in December 2005, the Tranche II Properties in January 2006 and One Orlando Center in March 2006.

Our property operating expenses, real estate taxes and ground rents (Property Expenses) increased by \$5.8 million or 11.2% for the three months ended June 30, 2006 as compared to the 2005 period. The increase is a result of an \$8.9 million increase in operating expenses and real estate taxes from the acquisition of the aforementioned suburban office properties which were acquired in the fourth quarter of 2005 and \$4.2 million increase in operating expenses and real estate taxes in our same-store properties. These aggregate increases of approximately \$13.1 million were offset by a \$7.3 million decrease in Property Expenses from the aforementioned property sales. The increase in real estate taxes is attributable to higher taxes being levied by the municipalities in which the properties are located. The increase in property expenses is primarily driven by the recent increases in energy costs.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Gross operating margins (defined as Property Operating Revenues less Property Expenses, taken as a percentage of Property Operating Revenues) for the three month periods ended June 30, 2006 and 2005 were 61.5% and 62.2%, respectively. Our 2006 gross operating margin, before lease termination fee revenue was 58.1%. The decrease in our gross margins reflects the performance of thirteen suburban office properties, containing approximately 2.4 million square feet which were purchased in the fourth quarter of 2005 with below market occupancy levels. The addition of these properties resulted in a decrease in occupancy for our portfolio.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

Interest and Investment income and other increased by \$4.0 million for the three months ended June 30, 2006 as compared to the 2005 period. This increase is primarily a result of an increase in interest income earned on our Note Receivable Investments of \$2.2 million due to a weighted average increase in our Note Receivable Investments of approximately \$43.4 million from the 2005 period and \$1.8 million in management fees earned during the 2006 period related to the Australian and Court Square JV s.

Interest expense incurred decreased by approximately \$43,000 for the three months ended June 30, 2006 as compared to the 2005 period. The net decrease in interest expense is a result of decreases in interest expense of \$4.3 million incurred under our Credit Facility which resulted from a weighted average decrease in outstanding balances under our Credit Facility of approximately \$229.7 million from the 2005 period, a decrease of \$242,000 incurred under our same-store mortgage portfolio, a decrease in mortgage interest expense of \$1.9 million incurred during the 2005 period from three mortgage notes which were subsequently satisfied, \$411,000 of mortgage interest expense related to two properties which were contributed to the Australian JV on January 6, 2006, subject to their debt, an increase of approximately \$669,000 in capitalized interest due to increased development activities and a decrease of 269,000 in other interest expense. These aggregate decreases of \$7.8 million were off-set by a \$2.8 million increase incurred from the Operating Partnership s issuance of \$287.5 million of senior unsecured debentures in June 2005, \$4.1 million related to the Operating Partnership s issuance of \$275.0 million of senior unsecured debentures in March 2006, an increase of \$680,000 incurred from our financing of three properties during September 2005 which are scheduled to be contributed to the Australian JV in the latter part of 2006 and \$168,000 of mortgage interest expense incurred on a property which we acquired, subject to the debt in October 2005.

Marketing, general and administrative expenses increased by \$1.2 million for the three months ended June 30, 2006 as compared to the 2005 period. This overall net increase is attributable to increased costs of maintaining offices and infrastructure in each of our five divisional markets, operating as a public company and higher compensation costs including amortization expense related to restricted stock awards to executive and non-executive officers. Marketing, general and administrative costs represented 6.0% of total revenues from continuing operations in the 2006 period as compared to 5.9% in the 2005 period.

During the June 2006 quarterly period, we incurred a \$2.2 million charge related to our long-term incentive compensation plan with no comparable charge during the June 2005 quarterly period. For a further discussion of this charge, see Other Matters of this Item 2.

Discontinued operations, net of minority interests decreased by approximately \$2.1 million for the three months ended June 30, 2006 as compared to the 2005 period. This increase is attributable to a decrease in the results of operations for those properties held for sale during the 2006 period as compared to the 2005 period.

The following table is a comparison of the results of operations for the six month period ended June 30, 2006 to the six month period ended June 30, 2005 (dollars in thousands):

	Six months ended June 30,				
	2006	2005	Change		
			Dollars	Percent	
Property Operating Revenues:					
Base rents	\$244,660	\$230,458	\$14,202	6.2	%
Tenant escalations and reimbursements	38,303	35,102	3,201	9.1	%
Total property operating revenues	\$282,963	\$265,560	\$17,403	6.6	%
Property Operating Expenses:					
Operating expenses	\$68,805	\$61,116	\$7,689	12.6	%
Real estate taxes	48,404	42,840	5,564	13.0	%
Total property operating expenses	\$117,209	\$103,956	\$13,253	12.7	%

Interest and Investment Income and other	\$25,407	\$6,914	\$18,493	>100	%
Other Expenses:					
Interest expense incurred	\$55,205	\$50,825	\$4,380	8.6	%
Amortization of deferred financing costs	2,139	2,059	80	3.9	%
Marketing, general and administrative	18,957	16,236	2,721	16.8	%
Total other expenses	\$76,301	\$69,120	\$7,181	10.4	%

[Back to Contents](#)

Property Operating Revenues increased by \$17.4 million or 6.6% for the six months ended June 30, 2006 as compared to the 2005 period. The increase is a result of a \$37.2 million increase in Property Operating Revenues from the acquisition of thirteen suburban office properties, containing approximately 2.4 million square feet which were acquired in the fourth quarter of 2005, \$8.2 million attributable to straight line rental revenue increases in our same-store properties. In addition, during the 2006 period we earned approximately \$12.0 million in lease termination fee revenue as opposed to \$1.3 million earned during the 2005 period. These aggregate increases of approximately \$56.1 million were offset by a \$38.7 million decrease in Property Operating Revenues from the sale of the Tranche I Properties in September 2005, 100 Wall Street in December 2005, the Tranche II Properties in January 2006 and One Orlando Center in March 2006.

Property Expenses increased by \$13.3 million or 12.7% for the six months ended June 30, 2006 as compared to the 2005 period. The increase is a result of a \$20.3 million increase in operating expenses and real estate taxes from the acquisition of the aforementioned suburban office properties which were acquired in the fourth quarter of 2005 and a \$9.6 million increase in operating expenses and real estate taxes in our same-store properties. These aggregate increases of approximately \$29.9 million were offset by a \$16.6 million decrease in Property Expenses from the aforementioned property sales. The increase in real estate taxes is attributable to higher taxes being levied by the municipalities in which the properties are located. The increase in property expenses is primarily driven by the recent increases in energy costs.

Gross operating margins for the six month periods ended June 30, 2006 and 2005 were 58.6% and 60.9%, respectively. Our 2006 gross operating margin, before lease termination fee revenue was 56.8%. The decrease in our gross margins reflects the performance of thirteen suburban office properties, containing approximately 2.4 million square feet which were purchased in the fourth quarter of 2005 with below market occupancy levels. The addition of these properties resulted in a decrease in occupancy for our portfolio. In addition, we have experienced increases in real estate taxes and operating costs in our core portfolio, particularly energy costs, which were not entirely billable to our tenants.

Interest and Investment income and other increased by \$18.5 million for the six months ended June 30, 2006 as compared to the 2005 period. This increase is primarily a result of the sale of our option in March 2006 to acquire the minority partner's 40% partnership interest in the Omni Property for net consideration of approximately \$9.0 million. In addition, this increase is attributable to an increase in interest income earned on our Note Receivable Investments of \$5.2 million which resulted from a weighted average increase in our Note Receivable Investments of approximately \$61.7 million from the 2005 period, \$3.7 million in transaction and management fees earned during the 2006 period related to the Australian and Court Square JVs, and an increase in interest income of \$1.1 million related to property sales proceeds held pursuant to Section 1031 Exchanges.

Interest expense incurred increased by \$4.4 million or 8.6% for the six months ended June 30, 2006 as compared to the 2005 period. Approximately \$5.8 million of the increase is attributable to the Operating Partnership's issuance of \$287.5 million of senior unsecured debentures in June 2005 and \$4.1 million related to the Operating Partnership's issuance of \$275.0 million of senior unsecured debentures in March 2006. Interest expense also increased by \$2.9 million incurred under an unsecured term loan, which was funded in January 2006, used to purchase the Eastridge portfolio and repaid later in the first quarter of 2006, \$1.3 million incurred from our financing of three properties during September 2005 which are scheduled to be contributed to the Australian JV in the latter part of 2006 and \$336,000 of mortgage interest expense incurred on a property which we acquired, subject to the debt in October 2005. These aggregate increases of \$14.4 million were off-set by decreases in interest expense of \$4.5 million incurred under our Credit Facility which resulted from a weighted average decrease in outstanding balances under our Credit Facility of approximately \$173.5 million from the 2005 period, \$339,000 incurred under our same-store mortgage portfolio, a decrease in mortgage interest expense of \$2.7 million incurred during the 2005 period from three mortgage notes which were subsequently satisfied, \$802,000 of mortgage interest expense related to two properties which were contributed to the Australian JV on January 6, 2006, subject to their debt, an increase of approximately \$1.5 million in capitalized interest expense due to increased development activities and a decrease of \$215,000 in other interest expense.

Marketing, general and administrative expenses increased by \$2.7 million for the six months ended June 30, 2006 as compared to the 2005 period. This overall net increase is attributable to increased costs of maintaining offices and infrastructure in each of our five divisional markets, operating as a public company and higher compensation costs including amortization expense related to restricted stock awards to executive and non-executive officers. Marketing, general and administrative costs represented 6.1% of total revenues from continuing operations (excluding gains on sales of depreciable real estate assets) in the 2006 period as compared to 6.0% in the 2005 period.

Liquidity and Capital Resources

Historically, rental revenue has been the principal source of funds to pay operating expenses, debt service and non-incremental capital expenditures, excluding incremental capital expenditures. We expect to meet our short-term liquidity requirements generally

through our net cash provided by operating activities along with our \$500 million unsecured credit facility (the Credit Facility) described below. The Credit Facility contains several financial covenants with which we must be in compliance in order to borrow funds thereunder. During the prior two years, we have incurred significant leasing costs in the form of tenant improvement costs, leasing commissions and free rent. This trend is a result of market demands from tenants and high levels of leasing transactions to re-tenant scheduled expirations or space vacated due to early terminations of leases. We are also expending costs on tenants that are renewing or extending their leases earlier than scheduled. For the years ended December 31, 2005 and 2004, we paid or accrued approximately \$67.7 million and \$52.2 million, respectively, for tenancing costs including tenant improvement costs and leasing commissions. Primarily, as a result of these factors, our cash available for distribution from operating activities was not sufficient to cover 100% of the dividends paid on our common equity. However, we are beginning to experience a moderation in the cost of re-tenanting our properties, primarily in terms of free rent concessions and costs to renew existing tenants. We are not yet experiencing significant reductions in the cost of re-leasing vacant or vacated space. Recently we have experienced an economic recovery in our markets, including an accelerated recovery in our New York City and Long Island markets. We are beginning to also see this trend in certain of our Stamford, Connecticut properties. This is resulting in rental rate increases which is positively impacting our cash flow. To meet the short-term funding requirements relating to the higher leasing costs, we have used proceeds from non-core property sales or borrowings under our Credit Facility. Based on our forecasted leasing, we anticipate that we will continue to incur shortfalls during 2006. Subject to the restrictive covenants contained in the Merger Agreement, we currently intend to fund any shortfalls with proceeds from sales of non-income producing assets or borrowings under our Credit Facility. We periodically review our dividend policy to determine the appropriateness of our dividend rate relative to our cash flows. We adjust our distribution rate based on such factors as leasing activity, market conditions and forecasted increases and decreases in our cash flow as well as required distributions of taxable income to maintain REIT status. The Merger Agreement contains limitations on our ability to make dividends and distributions. There can be no assurance that we will maintain the current quarterly distribution level on our common equity.

[Back to Contents](#)

Subject to the restrictive covenants contained in the Merger Agreement, we expect to meet most of our financing requirements through long-term unsecured borrowings and the issuance of debt and equity securities of the Company. In certain situations, primarily in joint venture transactions, we use secured debt in connection with the acquisition of properties. During March 2006, the Operating Partnership issued \$275 million of senior unsecured debt securities and during June 2005 issued \$287.5 million of exchangeable senior debentures. There can be no assurance that there will be adequate demand for the Company's equity at the time or at the price in which the Company desires to raise capital through the sale of additional equity. Similarly, there can be no assurance that the Operating Partnership will be able to access the unsecured debt markets at the time when the Operating Partnership desires to sell its unsecured notes. In addition, when valuations for commercial real estate properties are high, we will seek to sell non-core operating properties or certain land inventory to realize value and profit created, subject to the restrictive covenants contained in the Merger Agreement. We will then seek opportunities to reinvest the capital realized from these dispositions back into value-added assets in our core New York Tri-State Markets. However, there can be no assurances that we will be able to identify such opportunities that meet our underwriting criteria. Additionally, we have been actively seeking joint venture relationships to access new sources of equity capital. In September 2005, we completed a series of transactions whereby we sponsored the IPO of Reckson LPT, a newly-formed Australian listed property trust which is traded on the Australian Stock Exchange. Proceeds received from the IPO were used by Reckson LPT to form a joint venture with us, the Australian JV, and to purchase 17 of our properties. In addition, during January 2006, we sold three additional properties to the Australian JV and are under contract to sell an additional five of our properties to the Australian JV during October 2006. Subject to the restrictive covenants contained in the Merger Agreement, it is our intention to purchase additional assets, within our New York Tri-State Markets, with Reckson LPT through the Australian JV. Joint ventures often involve relinquishing sole decision making authority relating to material events such as sale and financing. Loss of control of these decisions may adversely affect our financial flexibility, particularly relating to liquidating joint venture assets. There can be no assurances that we will be able to successfully execute this strategy.

Subject to the restrictive covenants contained in the Merger Agreement, we expect to refinance existing mortgage indebtedness, senior unsecured notes or indebtedness under our Credit Facility at maturity through the issuance of unsecured debt securities or additional equity securities. We anticipate that the current balance of cash and cash equivalents and cash flows from operating activities, together with cash available from borrowings, equity offerings and proceeds from sales of land and non-income producing assets, will be adequate to meet our capital and liquidity requirements in both the short and long-term. Our senior unsecured debt is currently investment grade rated BBB- by Fitch Ratings, BBB- by Standard & Poor's and Baa3 by Moody's Investors Service. The rating agencies review the ratings assigned to an issuer such as us on an ongoing basis. Negative changes in our ratings may result in increases in our borrowing costs, including borrowings under our Credit Facility.

Our markets are currently in the recovery stage in the economic cycle. As a result of current economic conditions, we have generally experienced higher renewal rates and a lower number of lease terminations. Vacancy rates in our markets are generally stable or decreasing and asking rents in our markets have stabilized and in some instances, particularly in New York City and Long Island, are trending higher. Landlords are still required to grant concessions such as free rent and tenant improvements but generally at a more moderate rate than had been experienced in the prior year, particularly on renewal space. Our markets continue to experience higher real estate taxes and utility rates. The recent volatility in the energy markets has had a substantial impact on cost of utilities in the northeast where we own our properties. In certain of our markets, the increase in real estate taxes and utility costs will be included as part of expenses subject to escalation above a base year and billed to tenants consistent with the terms of their underlying leases. We are also experiencing a similar increase in cost of building materials to fit out tenant space, maintain our buildings and in new development costs. We believe that trends are moving positively from a landlord's perspective particularly in terms of increased demand and limited new supply and that the above average tenant costs relating to leasing are moderating. This trend is supported by increased occupancy and reduced vacancy rates in most of our markets, the general economic recovery in the market resulting in job growth, and the scarcity of available land in which to develop a new supply of office space.

[Back to Contents](#)

We carry comprehensive liability, fire, extended coverage and rental loss insurance on all of our properties. Six of our properties are located in New York City. As a result of the events of September 11, 2001, insurance companies were limiting coverage for acts of terrorism in all risk policies. In November 2002, the Terrorism Risk Insurance Act (TRIA) of 2002 was signed into law, which, among other things, requires insurance companies to offer coverage for losses resulting from defined acts of terrorism through 2005. The TRIA was subsequently extended, with certain modifications, through 2007 with the enactment of the Terrorism Insurance Extension Act of 2005. Our current property insurance coverage, which was recently renewed, provides for full replacement cost of our properties, including for acts of terrorism up to \$600.0 million on a per occurrence basis. One of our New York City properties, One Court Square, is operated under a net lease to Citibank, N.A. whereby they are required to maintain adequate property and liability insurance including coverage for acts of terrorism.

The potential impact of terrorist attacks in the New York City and New York Tri-State Markets may adversely affect the value of our properties and our ability to generate cash flow. As a result, there may be a decrease in demand for office space in metropolitan areas that are considered at risk for future terrorist attacks, and this decrease may reduce our revenues from property rentals.

In order to qualify as a REIT for federal income tax purposes, the Company is required to make distributions to its stockholders of at least 90% of REIT taxable income. We expect to use our cash flow from operating activities for distributions to stockholders and for payment of recurring, non-incremental revenue-generating expenditures. We intend to invest amounts accumulated for distribution in short-term investments.

We currently maintain our \$500 million Credit Facility with JPMorgan Chase Bank, as administrative agent, Wells Fargo Bank, National Association as syndication agent and Citicorp, North America, Inc. and Wachovia Bank, National Association as co-documentation agents. The Credit Facility matures in August 2008, provides for a one-year extension subject to a fee of 25 basis points and, upon receiving additional lender commitments, for an increase to the maximum revolving credit amount to \$750 million. The Credit Facility has a competitive bid feature, which allows us to solicit bids from lenders under the Credit Facility to borrow up to 50% of the maximum revolving credit amount at interest rates less than the current LIBOR plus 80 basis point spread. In addition, the Credit Facility carries a facility fee of 20 basis points per annum. In the event of a change in the Operating Partnership's senior unsecured credit ratings the interest rates and facility fee are subject to change. At June 30, 2006, the outstanding borrowings under the Credit Facility aggregated \$92.0 million and carried a weighted average interest rate of 5.86% per annum.

We utilize the Credit Facility primarily to finance real estate investments, fund our real estate development activities and for working capital purposes. At June 30, 2006, we had availability under the Credit Facility to borrow approximately an additional \$407.9 million, subject to compliance with certain financial covenants. Such amount is net of approximately \$100,000 in an outstanding undrawn standby letter of credit, which is issued under the Credit Facility.

In connection with the acquisition of certain properties, contributing partners of such properties have provided guarantees on certain of our indebtedness. As a result, we maintain certain minimum outstanding balances on our Credit Facility.

On January 13, 2006, we obtained a \$250.0 million term loan (the Term Loan) from Goldman Sachs Mortgage Company. The Term Loan was for an initial period of three months and had terms, including interest rates and financial covenants, substantially similar to our Credit Facility. Proceeds from the Term Loan were used to repay outstanding borrowings under our Credit Facility. On March 31, 2006, in conjunction with net proceeds received from the issuance of Senior Unsecured Notes, we repaid the entire amount outstanding under the Term Loan. As a result, the Term Loan has been retired and is no longer available for borrowings thereunder.

As a result of increased market values for our commercial real estate assets, we have sold certain non-core assets or interests in assets where significant value has been created. During 2004, we sold assets or interests in assets with aggregate sales prices of approximately \$51.4 million, net of minority partners' joint venture interests. During 2005 we sold approximately \$909.8 million of our real estate assets including disposition of interests to joint ventures and during the first quarter of 2006, we sold two of our non-core assets, the Tranche II LPT Properties and an option to acquire our minority partner's 40% partnership interest in the Omni Property for aggregate sales proceeds of approximately \$178.9 million. We used the proceeds from these sales primarily to pay down borrowings under the Credit Facility, for general corporate purposes and to invest in short-term liquid investments until such time as alternative real estate investments could be made.

A Class A OP Unit and a share of common stock have similar economic characteristics as they effectively share equally in the net income or loss and distributions of the Operating Partnership. As of June 30, 2006, the Operating Partnership had issued and outstanding 1,546,133 Class A OP Units and 456,621 Class C OP Units. The Class A OP Units and the Company's common stock currently receive a quarterly distribution of \$.4246 per unit/share. The Class C OP Units were issued in August 2003 in connection

with the contribution of real property to the Operating Partnership and currently receive a quarterly distribution of \$.4664 per unit. Subject to certain holding periods, OP Units may either be redeemed for cash or, at the election of the Company, exchanged for shares of common stock on a one-for-one basis.

[Back to Contents](#)

During June 2005, the Operating Partnership issued \$287.5 million aggregate principal amount of 4.00% exchangeable senior debentures due June 15, 2025. The debentures were issued at 98% of par and are exchangeable for shares of common stock of the Company on or after June 15, 2024 at an initial exchange rate of 24.6124 common shares per \$1,000 of principal amount of debentures. The debentures are also exchangeable: (i) if the market price of our common stock over a specified period of time is more than 125% of the exchange price per share then in effect; (ii) if the trading price of the debentures over a specified period of time is less than 98% of the product of the closing price of our shares multiplied by the applicable exchange rate; (iii) during a specified period of time, for any debentures that have been called for redemption; (iv) under certain circumstances, upon the occurrence of a distribution to holders of our shares of (a) rights to purchase our common stock at a price below the market price of our shares or (b) assets, debt securities or rights to purchase our securities or securities of the Operating Partnership that have a per share value exceeding 10% of the market price of our shares; (v) if our common stock is not listed on a national or regional securities exchange or quoted on NASDAQ for 30 consecutive trading days; or (vi) if the Operating Partnership or the Company is party to a consolidation, merger or binding share exchange pursuant to which all of the Company's common stock would be exchanged for cash, securities or other property.

The initial exchange price of \$40.63 represents a premium of approximately 25% to the closing price of the Company's common stock on the issuance date of \$32.50 per share. If exchanged in accordance with their terms, the debentures will be settled in cash up to their principal amount and any remaining exchange value will be settled, at our option, in cash, the Company's common stock or a combination thereof. In accordance with the exchange rate terms of the debentures the Company has reserved approximately 8.8 million shares of its authorized common stock, \$.01 par value, for potential future issuance upon the exchange of the debentures. Such amount is based on an exchange rate of 30.7692 common shares per \$1,000 of principal amount of debentures. Although we have reserved these shares pursuant to the exchange rate terms, we believe the issuance of our shares, if any, would be significantly less than 8.8 million shares. The debentures are guaranteed by the Company. We have the option to redeem the debentures beginning June 18, 2010 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures at 100% of the principal amount thereof plus accrued and unpaid interest on June 15, 2010, June 15, 2015 and June 15, 2020 or, in the event of certain change in control transactions (including the Merger), prior to June 15, 2010.

During the three month period ended June 30, 2006, certain limited partners in the Operating Partnership exchanged 12,224 OP Units for an equal number of shares of the Company's common stock.

The Board of Directors of the Company initially authorized the purchase of up to 5.0 million shares of the Company's common stock. Transactions conducted on the New York Stock Exchange have been, and will continue to be, effectuated in accordance with the safe harbor provisions of the Securities Exchange Act of 1934 and may be terminated by the Company at any time. Since the Board's initial authorization, the Company has purchased 3,318,600 shares of its common stock for an aggregate purchase price of approximately \$71.3 million. In June 2006, the Board of Directors authorized the re-institution of the Company's common stock repurchase program, which had been inactive since March 2003. Subject to the restrictive covenants contained in the Merger Agreement, the Company may repurchase up to an aggregate of 5.0 million shares of its common stock under the re-instituted plan.

The Operating Partnership has issued and outstanding 1,200 preferred units of limited partnership interest with a liquidation preference value of \$1,000 per unit and a stated distribution rate of 7.0%, which is subject to reduction based upon terms of their initial issuance (the Preferred Units). The terms of the Preferred Units provide for this reduction in distribution rate in order to address the effect of certain mortgages with above market interest rates, which were assumed by the Operating Partnership in connection with properties contributed to the Operating Partnership in 1998. As a result of the aforementioned reduction, there are currently no distributions being made on the Preferred Units.

Capitalization

Our indebtedness at June 30, 2006 totaled approximately \$1.9 billion (net of minority partners' interests' share of consolidated joint venture debt and including our share of consolidated and unconsolidated joint venture debt) and was comprised of approximately \$99.6 million of floating rate unsecured debt, approximately \$1.25 billion of senior unsecured notes and approximately \$564.7 million of fixed rate mortgage indebtedness with a weighted average interest rate of approximately 6.0% and a weighted average maturity of approximately 4.9 years. Based on our total market capitalization of approximately \$5.4 billion at June 30, 2006 (calculated based on the sum of (i) the market value of the Company's common stock and OP Units, assuming conversion, (ii) the liquidation preference value of the Preferred Units and (iii) the \$1.9 billion of debt), our debt represented approximately 35.2% of our total market capitalization.

[Back to Contents](#)**CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS**

The following table sets forth our significant consolidated debt obligations by scheduled principal cash flow payments and maturity date and our commercial commitments by scheduled maturity at June 30, 2006 (in thousands):

	MATURITY DATE						Total
	2006	2007	2008	2009	2010	Thereafter	
Mortgage notes payable (1)	\$ 5,229	\$ 8,406	\$ 7,370	\$ 6,774	\$ 4,665	\$ 3,236	\$ 35,680
Mortgage notes payable (2)	40,402	60,642		100,254	62,105	228,435	491,838
Senior unsecured notes		200,000		200,000	287,500	575,000	1,262,500
Credit Facility			92,000				92,000
Land lease obligations (3)	6,227	12,471	12,498	12,644	12,566	342,849	399,255
Air rights lease obligations	181	362	362	362	362	3,257	4,886
Capital leases	335	671	671	671	671	3,188	6,207
Operating leases	660	194	196	14			1,064
	<u>\$ 53,034</u>	<u>\$ 282,746</u>	<u>\$ 113,097</u>	<u>\$ 320,719</u>	<u>\$ 367,869</u>	<u>\$ 1,155,965</u>	<u>\$ 2,293,430</u>

- (1) Scheduled principal amortization payments.
(2) Principal payments due at maturity.
(3) We lease, pursuant to noncancellable operating leases, the land on which ten of our buildings were constructed. The leases, certain of which contain renewal options at our direction, expire between 2043 and 2090. The leases either contain provisions for scheduled increases in the minimum rent at specified intervals or for adjustments to rent based upon the fair market value of the underlying land or other indices at specified intervals. Minimum ground rent is recognized on a straight-line basis over the terms of the leases and includes lease renewals if reasonably assured that we will exercise that option.

At June 30, 2006, approximately \$41.0 million, or 7.8%, of our mortgage debt was recourse to the Company.

The following table sets forth our significant consolidated interest expense obligations on our fixed rate debt by scheduled cash flow payments at June 30, 2006, excluding interest expense obligations related to those properties classified as held for sale on our consolidated balance sheet (in thousands):

	YEAR ENDED DECEMBER 31,						Total
	2006	2007	2008	2009	2010	Thereafter	
Mortgage notes payable	\$ 16,711	\$ 28,422	\$ 24,782	\$ 21,633	\$ 16,105	\$ 10,041	\$ 117,694
Senior unsecured notes	33,231	57,113	48,538	36,267	33,038	118,892	327,079
Exchangeable debentures(a)	5,750	11,500	11,500	11,500	11,500	166,271	218,021
	<u>\$ 55,692</u>	<u>\$ 97,035</u>	<u>\$ 84,820</u>	<u>\$ 69,400</u>	<u>\$ 60,643</u>	<u>\$ 295,204</u>	<u>\$ 662,794</u>

- (a) Callable after June 17, 2010 at par.
Interest expense obligations related to those properties classified as held for sale on our consolidated balance sheet at June 30, 2006 over the next five years aggregated approximately \$15.3 million.

Interest expense incurred under our variable rate Credit Facility amounted to approximately \$2.4 million for the three months ended June 30, 2006 and was based on a weighted average balance and interest rate of \$151.8 million and 6.37%, respectively. Our rental revenues are our principal source of funds along with our net cash provided by operating activities to meet these and future interest obligations.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

We had undrawn letters of credit outstanding of approximately \$100,000 at June 30, 2006.

Certain of the mortgage notes payable are guaranteed by the Company and/or certain limited partners in the Operating Partnership. In addition, consistent with customary practices in non-recourse lending, certain non-recourse mortgages may be recourse to the Company under certain limited circumstances including environmental issues and breaches of material representations.

Corporate Governance

In February 2006 the Company amended its Bylaws to implement certain corporate governance policies, including (i) a requirement that at least two-thirds of the members of the Board of Directors consist of independent directors and (ii) the establishment of an Affiliate Transaction Committee, which consists of all of the independent directors.

The corporate governance policies implemented by the amendments to the Bylaws supplement the Company's previously-enacted corporate governance enhancements, which include: (i) the de-staggering of the Board of Directors so that shareholders can vote on the entire slate of directors each year; (ii) the establishment of an independent lead director position; (iii) the mandatory rotation of at least one independent director every three years; (iv) a requirement that independent directors own a minimum equity stake in the Company of \$100,000 of common stock; (v) a requirement that a substantial portion of directors' compensation be in the Company's equity, which equity must be held during each director's tenure on the Board; (vi) opting out of the Maryland Business Combination Statute; and (vii) modifying the Company's five or fewer limitation on the ownership of its common stock so that such limitation may only be used to protect the Company's REIT status and not for anti-takeover purposes.

On July 10, 2006, Dr. Edward R. Casas was appointed as an independent director of the Company's Board of Directors. At such time, Dr. Casas also was appointed as a member of the Executive Committee, Nominating and Corporate Governance Committee, the Compensation Committee and Affiliate Transaction Committee of the Board of Directors. There are no arrangements or understandings between Dr. Casas and any other person pursuant to which Dr. Casas was appointed as a director, and neither Dr. Casas nor any member of his immediate family has or had, since the beginning of the Company's last fiscal year, a material interest in any transaction or proposed transaction with the Company.

[Back to Contents](#)

Affiliate Transaction Committee of the Board of Directors

The Affiliate Transaction Committee of the Board has reviewed and approved the Merger Agreement after considering, among other things, management's participation in the proposed transaction and the opinions of its financial and legal advisors. The committee determined that the proposed transaction is fair to and in the best interests of the Company and of its shareholders. Additional information concerning the proposed transaction and the Affiliate Transaction Committee's determination can be found in the Overview of the Reckson - SL Green Transaction filed by the Company on Schedule 14A on August 8, 2006, and in the joint proxy statement/prospectus when it becomes available.

Other Matters

In July 2002, as a result of certain provisions of the Sarbanes-Oxley Act of 2002, we discontinued the use of stock loans in our Long Term Incentive Programs (LTIP). In connection with LTIP grants made prior to the enactment of the Sarbanes-Oxley Act of 2002, we currently have stock loans outstanding to certain executive officers which were used to purchase 385,000 shares of our common stock. The stock loans were priced at the market prices of our common stock at the time of issuance, bear interest at the mid-term Applicable Federal Rate and are secured by the shares purchased. Such stock loans (including accrued interest) are scheduled to vest and be ratably forgiven each year on the anniversary of the grant date based upon initial vesting periods ranging from seven to ten years. Such forgiveness is based on continued service and in part on the Company attaining certain annual performance measures. These stock loans had an initial aggregate weighted average vesting period of approximately nine years. As of June 30, 2006, there remains 139,000 shares of common stock subject to the original stock loans which are anticipated to vest between 2007 and 2011. Approximately \$627,000 and \$1.4 million and \$573,000 and \$1.1 million of compensation expense (inclusive of cash payments in respect of taxes payable by the borrower resulting from such forgiveness) was recorded for the three and six month periods ended June 30, 2006 and 2005, respectively, related to these loans. Such amounts have been included in marketing, general and administrative expenses on the accompanying consolidated statements of income.

The outstanding stock loan balances due from executive officers aggregated approximately \$2.9 million and \$3.8 million at June 30, 2006 and December 31, 2005, respectively, and have been included as a reduction of additional paid in capital on the accompanying consolidated balance sheets. Other outstanding loans to executive and senior officers at June 30, 2006 and December 31, 2005 amounted to approximately \$1.6 million and \$2.5 million, respectively, and are included in investments in affiliate loans and joint ventures on the accompanying consolidated balance sheets and are primarily related to tax payment advances on stock compensation awards and life insurance contracts made to certain executive and non-executive officers.

In November 2002 and March 2003, an award of rights was granted to certain executive officers of the Company (the 2002 Rights and 2003 Rights, respectively, and collectively, the Rights). Each Right represents the right to receive, upon vesting, one share of common stock if shares are then available for grant under one of the Company's stock option plans or, if shares are not so available, an amount of cash equivalent to the value of such stock on the vesting date. The 2002 Rights vest in four equal annual installments beginning on November 14, 2003 (and shall be fully vested on November 14, 2006). The 2003 Rights were earned on March 13, 2005 and vest in three equal annual installments beginning on March 13, 2005 (and shall be fully vested on March 13, 2007). Dividends on the shares will be held by the Company until such shares become vested, and will be distributed thereafter to the applicable officer. The 2002 Rights also entitle the holder thereof to cash payments in respect of taxes payable by the holder resulting from the 2002 Rights. The 2002 Rights aggregate 62,835 shares of the Company's common stock and the 2003 Rights aggregate 26,040 shares of common stock. As of June 30, 2006, there remains 15,709 shares of common stock reserved related to the 2002 Rights and 8,682 shares of common stock reserved related to the 2003 Rights. Approximately \$120,000 and \$240,000 and \$120,000 and \$224,000 of compensation expense was recorded for the three and six month periods ended June 30, 2006 and 2005, respectively, related to the Rights. Such amounts have been included in marketing, general and administrative expenses on the accompanying consolidated statements of income.

In March 2003, the Company established a new LTIP for its executive and senior officers (the 2003 LTIP). The four-year plan has a core award, which provides for annual stock based compensation based upon continued service and in part based on the Company attaining certain annual performance measures. The plan also has a special outperformance component in the form of a bonus pool equal to 10% of the total return in excess of a 9% cumulative and compounded annual total return on the Company's common equity for the period through the four-year anniversary after the date of grant (the Special Outperformance Pool). The aggregate amount payable to such officers from the Special Outperformance Pool is capped at an amount calculated based upon a total cumulative and compounded annual return on the common equity of 15%. An officer's special outperformance award represents an allocation of the Special Outperformance Pool and will become vested on the fourth anniversary of the date of grant, provided that the officer remains in continuous employment with the Company or any of its affiliates until such date, and the Company has achieved on a cumulative and compounded basis, during the four fiscal years completed on the applicable anniversary date, a total return to holders of the common equity that (i) is at or above the 60th percentile of the total return to stockholders achieved by members of the peer group during the same period and (ii) equals at least 9% per annum. Special

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

outperformance awards will be paid in cash; however, the Compensation Committee, in its sole discretion, may elect to pay such an award in shares of common stock, valued at the date of vesting, if shares are available at such time under any of the Company's existing stock option plans. The LTIP provides that no dividends or dividend equivalent payments will accrue with respect to the special outperformance awards. On March 13, 2003, the Company made available 827,776 shares of its common stock under its existing stock option plans in connection with the core award of the 2003 LTIP for certain of its executive and senior officers. During May 2003, the special outperformance awards of the 2003 LTIP were amended to increase the per share base price above which the four year cumulative return is measured from \$18.00 to \$22.40.

[Back to Contents](#)

The Board of Directors approved an amendment to the 2003 LTIP to revise the peer group used to measure relative performance. The amendment eliminated the mixed office and industrial companies and added certain other pure office companies in order to revise the peer group to office sector companies. The Board has also approved the revision of the performance measurement dates for future vesting under the core component of the 2003 LTIP from the anniversary of the date of grant to December 31 of each year. This was done in order to have the performance measurement coincide with the performance period that the Company believes many investors use to judge the performance of the Company.

On December 27, 2004, the Operating Partnership entered into definitive agreements with certain executive and senior officers of the Company to revise their incentive awards under the 2003 LTIP. The revised agreements provide for (i) the rescission of the unvested portion of their core awards and (ii) an award in exchange for the rescinded core awards of an equal number of units of a new class of limited partnership interests (LTIP Units) of the Operating Partnership.

Each executive and senior officer participating in the 2003 LTIP was offered the option to retain all or a portion of his core awards or to rescind them in exchange for new awards of LTIP Units. On December 27, 2004, certain executive and senior officers accepted such offer and thereby amended their Amended and Restated Long-Term Incentive Award Agreement to cancel, in the aggregate, 362,500 shares of restricted stock of the Company representing all or a portion of their unvested core award, and received an equal number of LTIP Units.

The revised awards under the 2003 LTIP were designed to provide the potential for executives to retain a greater equity interest in the Company by eliminating the need for executives to sell a portion of the core awards immediately upon vesting in order to satisfy personal income taxes which are due upon vesting under the original core awards.

With respect to the 2003 LTIP, the Company met its annual performance measure with respect to the 2005, 2004 and 2003 annual measurement periods, respectively. As a result, the Company issued to the participants of the 2003 LTIP 86,111, 102,779 and 206,944 shares of its common stock, respectively, related to the core component of the 2003 LTIP.

The terms of each award of LTIP Units are substantially similar to those of the core awards under the 2003 LTIP. The vesting, performance hurdles and timing for vesting remain unchanged. However, an LTIP Unit represents an equity interest in the Operating Partnership, rather than the Company. At issuance, the LTIP Unit has no value but may over time accrete to a value equal to (but never greater than) the value of one share of common stock of the Company (a REIT Share). Initially, LTIP Units will not have full parity with OP Units with respect to liquidating distributions. Upon the occurrence of certain triggering events (such as the issuance of additional OP Units by the Operating Partnership), the Operating Partnership will revalue its assets for the purpose of the capital accounts of its partners and any increase in valuation of the Operating Partnership's assets from the date of the issuance of the LTIP Units through the triggering event will be allocated to the capital accounts of holders of LTIP Units until their capital accounts are equivalent to the capital accounts of holders of OP Units. If such equivalence is reached, LTIP Units would achieve full parity with OP Units for all purposes, and therefore accrete to an economic value equivalent to REIT Shares on a one-for-one basis. In addition, if such parity is reached, vested LTIP Units may only be converted into an equal number of OP Units after two years from the date of grant. However, in the absence of an increase in the value of the assets of the Operating Partnership and the occurrence of triggering events, such economic equivalence would not be reached. Until and unless such economic equivalence is reached, the value that the officers will realize for vested LTIP Units will be less than the value of an equal number of REIT Shares. In addition, LTIP Units are subject to specific performance related vesting requirements. In addition, unlike core awards under the 2003 LTIP (wherein dividends that accumulate are paid upon vesting), LTIP Units will receive the same quarterly distributions as OP Units on a current basis, thus providing full dividend equivalence with REIT Shares. Each LTIP Unit awarded is deemed equivalent to an award of one share of common stock reserved under one of the Company's stock option plans, reducing availability for other equity awards on a one-for-one basis. At the scheduled March 2005 vesting date, the specified performance hurdles were met, and officers that received LTIP Units received a one-time cash payment that represented payment of the full vested amount of the accrued unpaid dividends under the core award of the 2003 LTIP through December 27, 2004, the issuance date of the LTIP Units. In addition, the officers, in the aggregate, vested in 104,167 LTIP Units. At the scheduled March 2006 vesting date, the specified performance hurdles were met and officers that received LTIP Units, in the aggregate, vested in 120,833 LTIP Units. On April 4, 2006 (the Measurement Date), as a result of the Company issuing 207,000 LTIP Units (discussed below) a triggering event occurred and the Company completed an analysis to determine the increase in the valuation, if any of the Operating Partnership's assets from the issuance of 362,500 LTIP Units on December 27, 2004 through the Measurement Date and with respect to the issuance of 272,100 LTIP Units issued on March 11, 2005 through the Measurement Date. The results of the analysis indicated that a sufficient increase in value to the Operating Partnership's assets was achieved. As a result the aforementioned LTIP Units achieved full parity with an OP Unit. In order to more closely replicate the terms of the core awards being rescinded, the Company also entered into agreements with three executive officers, which provide that in the event of a change of control the executive shall receive the equivalent value of one REIT Share for each LTIP Unit.

[Back to Contents](#)

For each of the calendar years ended December 31, 2004 and 2005, following the recommendations of the Compensation Committee, eight senior and executive officers of the Company were awarded, in the aggregate, 272,100 LTIP Units and 207,000 LTIP Units, respectively, for outperformance and to continue to incentivize them for the long-term (the Restricted Equity Awards). Initially, the terms of the Restricted Equity Awards were generally consistent with the terms of the 2003 LTIP, including with respect to the impact upon vesting in the event of a change of control. On June 12, 2006, with respect to the 2005 Restricted Equity Awards, the vesting periods were extended so that they will vest over a four-year period in lieu of a two-year period, provided that the officer remains in continuous employment with the Company until such dates and the Company has achieved certain specified performance requirements during the year ending December 31, 2006. If the performance requirements are not met in 2006, the awards will become vested on any subsequent annual vesting date on which the performance requirements are met on a cumulative and compounded basis. In addition, with respect to the 2004 Restricted Equity Award to Scott Rechler, the Company's Chief Executive Officer, was similarly extended provided that Mr. Rechler remains in continuous employment with the Company.

As a result of the foregoing, there remains 69,443 shares of common stock reserved for future issuance under the core award of the 2003 LTIP and 616,600 shares of common stock reserved for issuance with respect to the issuance of LTIP Units. With respect to the core award of the 2003 LTIP, the Company recorded approximately \$305,000 and \$610,000 of compensation expense for each of the three and six month periods ended June 30, 2006 and 2005, respectively. In addition, with respect to the LTIP Units and the Restricted Equity Awards, the Company recorded compensation expense of approximately \$941,000 and \$1.8 million and \$822,000 and \$1.3 million, respectively, for the three and six month periods ended June 30, 2006 and 2005. Such amounts have been included in marketing, general and administrative expenses on the accompanying consolidated statements of income. Based on the terms of the 2003 LTIP, potential outcomes of the Special Outperformance Pool are estimated to range from \$0, assuming the requisite four year cumulative performance measures are not met, to a maximum of approximately \$35.7 million, assuming relative peer group performance measures are met and a cap of 15% cumulative and compounded return on common equity. As of June 30, 2006, we have accrued approximately \$29.4 million of compensation expense with respect to the Special Outperformance Pool of which \$2.2 million and \$5.9 million was accrued during the three months ended June 30, 2006. This amount is calculated on the closing stock price of our common stock on June 30, 2006 and is based on management's determination of the probability of requisite performance measures being met. The accrual represents approximately 82% of the total estimated Special Outperformance Pool reflecting the service period through June 30, 2006.

Compensation expense with respect to the core component of the 2003 LTIP, which relates to the Company attaining certain annual performance measures, is recognized as a target stock price plan. Under this type of plan, compensation expense is recognized for the target stock price awards whether or not the targeted stock price condition is achieved as long as the underlying service conditions are achieved. Accordingly, we obtained an independent third party valuation of the 2003 LTIP awards and recognize compensation expense on a straight-line basis through the performance and vesting period for awards to employees who remain in service over the requisite period regardless of whether the target stock price has been reached.

Compensation expense with respect to the core component of the 2003 LTIP, which relates to the continued service of the grantee, is recognized as compensation expense on a straight-line basis through the vesting period based on the fair market value of the stock on the date of grant.

As a result of the election of certain executive and senior officers to exchange all or a portion of their unvested core awards under the 2003 LTIP into an equal number of LTIP Units we again obtained an independent third party valuation of the newly granted LTIP Units and determined that the fair value of the LTIP Units was not greater than the exchanged 2003 LTIP awards on the date of the exchange. As such, compensation expense to be recognized, on a straight-lined basis, over the vesting period of the LTIP Units equals the amount of unamortized compensation expense cost for the 2003 LTIP awards as of the exchange date.

On January 1, 2006, we adopted Statement No. 123R and have determined that the adoption of Statement No. 123R did not have a material impact on our consolidated financial statements.

Nine of our office properties, which were acquired by the issuance of OP Units, are subject to agreements limiting our ability to transfer them prior to agreed upon dates without the consent of the limited partner who transferred the respective property to us. In the event we transfer any of these properties prior to the expiration of these limitations, we may be required to make a payment relating to taxes incurred by the limited partner. These limitations expire between 2011 and 2015.

Two of our office properties that are held in joint ventures contain certain limitations on transfer. These limitations include requiring the consent of the joint venture partner to transfer a property prior to various specified dates, rights of first offer, and buy / sell provisions.

Under various Federal, state and local laws, ordinances and regulations, an owner of real estate is liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. These laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property is generally not limited under such enactments and could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate such substances, may adversely affect the owner's ability to sell or rent such property or to borrow using such property as collateral. Persons who arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of such substances at a disposal or treatment facility, whether or not such facility is owned or operated by such person. Certain environmental laws govern the removal, encapsulation or disturbance of asbestos-containing materials (ACMs) when such materials are in poor condition, or in the event of renovation or demolition. Such laws impose liability for release of ACMs into the air and third parties may seek recovery from owners or operators of real properties for personal injury associated with ACMs. In connection with the ownership (direct or indirect), operation, management and development of real properties, we may be considered an owner or operator of such properties or as having arranged for the disposal or treatment of hazardous or toxic substances and, therefore, potentially liable for removal or remediation costs, as well as certain other related costs, including governmental fines and injuries to persons and property.

[Back to Contents](#)

All of our properties have been subjected to a Phase I or similar environmental audit (which involved general inspections without soil sampling, ground water analysis or radon testing) completed by independent environmental consultant companies. These environmental audits have not revealed any environmental liability that would have a material adverse effect on our business.

Off Balance Sheet Arrangements

The Company has a net investment of approximately \$55.2 million in loans and REIT-qualified joint ventures with FrontLine Capital Group (FrontLine) and Reckson Strategic Venture Partners, LLC (RSVP), a real estate venture capital fund whose common equity is held indirectly by FrontLine (collectively, the RSVP / FLCG Investments). Frontline was formed by the Company in 1997. The net carrying value of the RSVP / FLCG Investments was reassessed with no change by management at June 30, 2006 and is included in investments in affiliate loans and joint ventures on our consolidated balance sheets.

FrontLine is in default under the loans from the Operating Partnership and on June 12, 2002, filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.

The RSVP REIT-qualified joint ventures are managed subject to a management agreement with the former managing directors of RSVP, which expires in September 2006. The management agreement provides for an annual base management fee and disposition fees equal to 2% of the net proceeds received by RSVP on asset sales which are subject to a maximum of \$7.5 million. In addition, the former managing directors of RSVP retained a one-third residual interest in RSVP s assets which is subordinated to the distribution of an aggregate amount of \$75.0 million to RSVP and/or us in respect of RSVP-controlled joint ventures.

Scott H. Rechler, our CEO and Chairman of the Board of Directors, serves as CEO and is FrontLine s sole board member. Mr. Rechler also serves as a member of the management committee of RSVP.

In November 2004, a joint venture in which RSVP owns approximately 47% executed a binding agreement to contribute its Catskills, NY resort properties (excluding residentially zoned land) to Empire Resorts Inc. (NASDAQ: NYNY) (Empire) for consideration of 18.0 million shares of Empire s common stock and the right to appoint five members of their Board of Directors. On December 29, 2005, the agreement was terminated and the joint venture received options to purchase approximately 5.2 million shares of common stock of Empire at a price of \$7.50 per share. The options will be exercisable until December 29, 2006. On June 30, 2006, the closing price of a share of Empire s common stock was \$6.95 per share.

We have discontinued the accrual of interest income with respect to the loans from the Operating Partnership and our share of GAAP equity in earnings, if any, from the RSVP-controlled REIT-qualified joint ventures until such income is realized through cash distributions.

In addition to the foregoing, our off-balance sheet arrangements consist of our approximate 5% indirect ownership interest in a joint venture that owns an investment in a New York City Class A office tower where our share of unconsolidated joint venture debt is approximately \$11.7 million with an interest rate of 6.35% per annum and a remaining term of approximately 15 years, our 25% joint venture interest in the Australian JV where our share of unconsolidated joint venture debt is approximately \$74.6 million with a weighted average interest rate of 5.3% per annum and a weighted average term of 5.3 years and our 30% joint venture interest in the property located at One Court Square, Long Island City, NY where our share of unconsolidated joint venture debt is \$94.5 million with an interest rate of 4.91% per annum and a remaining term of approximately 9.1 years.

Funds from Operations

Funds from Operations (FFO) is defined by the National Association of Real Estate Investment Trusts (NAREIT) as net income or loss, excluding gains or losses from sales of depreciable properties plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. As a result, FFO provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities, interest costs and other matters without the inclusion of depreciation and amortization, providing perspective that may not necessarily be apparent from net income.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

We compute FFO in accordance with the standards established by NAREIT. FFO does not represent cash generated from operating activities in accordance with GAAP and is not indicative of cash available to fund cash needs. FFO should not be considered as an alternative to net income as an indicator of our operating performance or as an alternative to cash flow as a measure of liquidity. Since all companies and analysts do not calculate FFO in a similar fashion, our calculation of FFO presented herein may not be comparable to similarly titled measures as reported by other companies.

[Back to Contents](#)

The following table presents our FFO calculations (in thousands):

	Three months ended		Six months ended	
	June 30,		June 30,	
	2006	2005	2006	2005
Net income	\$ 19,901	\$ 17,766	\$ 77,643	\$ 35,120
Adjustments for basic Funds From Operations				
Add:				
Limited partners' minority interest in the Operating Partnership	491	570	1,931	1,267
Real estate depreciation and amortization	33,505	30,175	65,656	57,488
Minority partners' interests in consolidated partnerships	7,382	6,791	14,616	13,503
Deduct:				
Gains on sales of depreciable real estate			44,669	
Amounts distributable to minority partners in consolidated partnerships	6,860	5,478	13,205	11,202
Basic and Diluted Funds From Operations	\$ 54,419	\$ 49,824	\$ 101,972	\$ 96,176
Diluted Weighted Average Shares/OP Units outstanding (1)	85,758	84,913	85,705	84,845

(1) Assumes conversion of limited partnership units of the Operating Partnership.

Inflation

The office leases generally provide for fixed base rent increases or indexed escalations. In addition, the office leases provide for separate escalations of real estate taxes, operating expenses and electric costs over a base amount. The flex leases generally provide for fixed base rent increases, direct pass through of certain operating expenses and separate real estate tax escalations over a base amount. We believe that inflationary increases in expenses will be mitigated by contractual rent increases and expense escalations described above. As a result of the impact of the events of September 11, 2001, we have realized increased insurance costs, particularly relating to property and terrorism insurance, and security costs. We have included these costs as part of our escalatable expenses and have billed them to our tenants consistent with the terms of the underlying leases and believe they are collectible. To the extent our properties contain vacant space, we will bear such inflationary increases in expenses.

The Credit Facility and one of our Note Receivable Investments bear interest at variable rates, which will be influenced by changes in short-term interest rates, and are sensitive to inflation.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The primary market risk facing us is interest rate risk on our long-term debt and notes receivable. We do not enter into derivative financial instruments for trading or speculative purposes. However, in the normal course of our business and to help us manage our debt issuances and maturities, we do use derivative financial instruments in the form of cash flow hedges to protect ourselves against potentially rising interest rates. We are not subject to foreign currency risk.

The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

As required by Statement No. 133, we record all derivatives on our balance sheet at fair value. For effective hedges, depending on the nature of the hedge, changes in the fair value of the derivative will be offset against the corresponding change in fair value of

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

the hedged asset, liability, or firm commitment through earnings or recognized in OCI on our balance sheet until the hedged item is recognized in earnings.

For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in OCI and subsequently reclassified to earnings when the hedged transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. We assess the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows of the derivative hedging instrument with the changes in fair value or cash flows of the designated hedged item or transaction. For derivatives not designated as hedges, changes in fair value are recognized in earnings.

[Back to Contents](#)

The fair market value (FMV) of our long term debt and Note Receivable Investments is estimated based on discounting future cash flows at interest rates that we believe reflects the risks associated with long term debt and notes receivable of similar risk and duration.

The following table sets forth our long-term debt obligations by scheduled principal cash flow payments and maturity date, weighted average interest rates and estimated FMV at June 30, 2006 (dollars in thousands):

	For the Year Ending December 31,							FMV
	2006	2007	2008	2009	2010	Thereafter	Total (1)	
Long term debt:								
Fixed rate	\$45,631	\$269,048	\$7,370	\$307,028	\$354,270	\$806,671	\$1,790,018	\$1,830,908
Weighted average interest rate	7.97	% 7.13	% 7.22	% 7.71	% 4.33	% 4.00	% 5.29	%
Variable rate	\$	\$	\$92,000	\$	\$	\$	\$92,000	\$92,000
Weighted average interest rate			5.86	%			5.86	%

(1) Includes aggregate unamortized issuance discounts of approximately \$7.6 million on the senior unsecured notes which are due at maturity.

In addition, we have assessed the market risk for our variable rate debt, which is based upon LIBOR, and believe that a one percent increase in the LIBOR rate would have a \$920,000 annual increase in interest expense based on \$92.0 million of variable rate debt outstanding at June 30, 2006.

[Back to Contents](#)

The following table sets forth our Note Receivable Investments by scheduled maturity date, weighted average interest rates and estimated FMV at June 30, 2006 (dollars in thousands):

		For the Year Ending December 31,							
		2006	2007	2008	2009	2010	Thereafter	Total (1)	FMV
Note									
Receivable									
Investments:									
Fixed rate	\$	\$40,000	\$14,188	\$25,000	\$9,031	\$96,760	(2)	\$184,979	\$184,912 (2)
Weighted average interest rate		16.25	% 15.29	% 17.50	% 9.17	% 9.00	%	12.21	%
Variable rate	\$	\$	\$	\$500	\$	\$		\$500	\$500
Weighted average interest rate				5.35	%	%		5.35	%

(1) Excludes interest receivables and unamortized acquisition costs aggregating approximately \$5.5 million.

(2) Our investment balance, with respect to a participating loan investment, includes approximately \$21.2 million of accretive interest which is due at maturity. The FMV calculation considers only accretive interest recorded through June 30, 2006.

In addition, we have assessed the market risk for our variable rate receivables, which are based upon LIBOR, and believe that a one percent increase in the LIBOR rate would have an approximate \$5,000 annual increase in interest income based on a \$500,000 variable rate note receivable outstanding at June 30, 2006.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our filings under the Securities Exchange Act of 1934 is reported within the time periods specified in the SEC's rules and forms. In this regard, we have formed a Disclosure Committee currently comprised of all of our executive officers as well as certain other members of our senior management with knowledge of information that may be considered in the SEC reporting process. The Committee has responsibility for the development and assessment of the financial and non-financial information to be included in the reports filed by us with the SEC and supports our Chief Executive Officer and Chief Financial Officer in connection with their certifications contained in our SEC reports. The Committee meets regularly and reports to the Audit Committee on a quarterly or more frequent basis. Our Chief Executive Officer and Chief Financial Officer have evaluated, with the participation of our senior management, our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that such disclosure controls and procedures are effective.

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

[Back to Contents](#)**SELECTED PORTFOLIO INFORMATION**

The following table sets forth our schedule of top 25 tenants based on base rental revenue as of July 1, 2006:

Tenant Name (1) (2)	Wtd. Avg. Term Remaining (years)	Total Square Feet	Percent of Pro Rata Share of Annualized Base Rental Revenue
* Citigroup / Citibank	12.1	1,988,060	4.2%
* Debevoise & Plimpton	15.5	586,528	3.6%
D.E. Shaw	7.5	192,837	2.3%
Amerada Hess Corporation	15.6	180,822	2.0%
* Schering-Plough Corporation	0.4	152,970	1.8%
King & Spalding	7.5	148,675	1.7%
* Schulte Roth & Zabel	14.4	279,746	1.6%
* Verizon Communications Inc.	1.4	271,384	1.5%
* American Express	7.8	125,305	1.5%
* Bank of America / Fleet Bank	4.4	199,089	1.4%
County of Nassau	15.3	219,066	1.4%
* MCI	4.2	180,305	1.2%
* Fuji Photo Film USA	6.2	194,984	1.2%
Westpoint Stevens	0.5	86,800	1.0%
Arrow Electronics Inc.	7.5	163,762	1.0%
Dun & Bradstreet Corp.	6.3	123,000	1.0%
Westdeutsche Landesbank	9.8	53,000	0.9%
* Banque Nationale De Paris	10.1	145,834	0.8%
Washington Mutual	0.7	127,465	0.8%
* JP Morgan Chase	5.4	88,060	0.8%
North Fork Bank	12.5	126,770	0.8%
Practicing Law Institute	7.7	77,500	0.8%
* HQ Global	4.5	193,414	0.8%
Vytra Healthcare	1.5	105,613	0.8%
* Draft Worldwide Inc.	7.4	141,260	0.7%

(1) Ranked by pro-rata share of annualized base rental revenue adjusted for pro rata share of joint venture interests.

(2) Total square footage is based on currently leased space and excludes expansions or leases with future start dates.

* Part or all of space occupied by tenant is in a joint venture building.

[Back to Contents](#)**Historical Non-Incremental Revenue-Generating Capital Expenditures, Tenant Improvement Costs and Leasing Commissions**

The following table sets forth annual and per square foot non-incremental revenue-generating capital expenditures in which we paid or accrued, during the respective periods, to retain revenues attributable to existing leased space (at 100% of cost) for the years 2002 through 2005 and for the six month period ended June 30, 2006 for our consolidated office and industrial / flex properties:

	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>Average 2002-2005</u>	<u>YTD 2006</u>
Suburban Office Properties						
Total	\$5,283,674	\$6,791,336	\$7,034,054	\$8,402,936	\$6,878,000	\$4,539,844
Per Square Foot	\$0.53	\$0.67	\$0.69	\$0.78	\$0.67	\$0.40
NYC Office Properties						
Total	\$1,939,111	\$1,922,209	\$2,515,730	\$2,017,360	\$2,098,603	\$1,319,682
Per Square Foot	\$0.56	\$0.55	\$0.56	\$0.42	\$0.52	\$0.32
Flex / Industrial Properties						
Total	\$1,881,627	\$1,218,401 (1)	\$207,028	\$38,723	\$836,445	\$11,344
Per Square Foot	\$0.28	\$0.23	\$0.23	\$0.05	\$0.20	\$0.03

- (1) Excludes non-incremental capital expenditures of \$435,140 incurred during the fourth quarter of 2003 for the industrial properties which were sold during the period.
- (2) Includes costs related to the 17 properties sold to the Australian JV on September 21, 2005.
- (3) Per square foot calculations for suburban submarkets-office properties exclude 68 South Service Road and the Eastridge Portfolio.
- (4) Per square foot calculations, for NYC office properties, exclude One Court Square, a 1,401,609 square foot, triple net leased building in Long Island City, New York.
- (5) Per square foot calculations for suburban office properties exclude 68 South Service Road, a building that was recently placed in service.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

The following table sets forth annual and per square foot non-incremental revenue-generating tenant improvement costs and leasing commissions (at 100% of cost) which we committed to perform, during the respective periods, to retain revenues attributable to existing leased space for the years 2002 through 2005 and for the six month period ended June 30, 2006 for our consolidated office and industrial / flex properties:

	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>Average 2002-2005</u>	<u>YTD 2006</u>	<u>New</u>	<u>Renewal</u>
Long Island Office Properties								
Tenant Improvements Per Square Foot Improved	\$ 1,917,466	\$ 3,774,722	\$ 4,856,604	\$ 4,768,833	\$ 3,829,406	\$ 1,409,801	\$ 1,121,068	\$ 288,733
Leasing Commissions Per Square Foot Leased	\$ 7.81	\$ 7.05	\$ 8.78	\$ 11.25	\$ 8.72	\$ 13.72	\$ 21.23	\$ 5.78
	\$ 1,026,970	\$ 2,623,245	\$ 2,345,325	\$ 1,546,354	\$ 1,885,474	\$ 598,802	\$ 306,250	\$ 292,552
	\$ 4.18	\$ 4.90	\$ 4.24	\$ 3.65	\$ 4.24	\$ 5.83	\$ 5.80	\$ 5.86
Total Per Square Foot	\$ 11.99	\$ 11.95	\$ 13.02	\$ 14.90	\$ 12.96	\$ 19.55	\$ 27.03	\$ 11.64
Westchester Office Properties								
Tenant Improvements Per Square Foot Improved	\$ 6,391,589 ⁽¹⁾	\$ 3,732,370	\$ 6,323,134	\$ 5,296,662	\$ 5,435,939	\$ 3,788,661	\$ 1,444,490	\$ 2,344,171
Leasing Commissions Per Square Foot Leased	\$ 15.05	\$ 15.98	\$ 11.95	\$ 12.37	\$ 13.84	\$ 11.45	\$ 22.40	\$ 8.80
	\$ 1,975,850 ⁽¹⁾	\$ 917,487	\$ 2,671,548	\$ 1,923,552	\$ 1,872,109	\$ 1,528,326	\$ 483,171	\$ 1,045,155
	\$ 4.65	\$ 3.93	\$ 5.05	\$ 4.49	\$ 4.53	\$ 4.62	\$ 7.49	\$ 3.93
Total Per Square Foot	\$ 19.70	\$ 19.91	\$ 17.00	\$ 16.86	\$ 18.37	\$ 16.07	\$ 29.89	\$ 12.73
Connecticut Office Properties								
Tenant Improvements Per Square Foot Improved	\$ 491,435	\$ 588,087	\$ 3,051,833	\$ 3,895,369	\$ 2,006,681	\$ 3,288,712	\$ 2,755,883	\$ 532,829
Leasing Commissions Per Square Foot Leased	\$ 3.81	\$ 8.44	\$ 12.71	\$ 11.86	\$ 9.20	\$ 19.29	\$ 32.64	\$ 6.19
	\$ 307,023	\$ 511,360	\$ 1,493,664	\$ 1,819,504	\$ 1,032,888	\$ 1,225,212	\$ 1,086,500	\$ 138,712
	\$ 2.38	\$ 7.34	\$ 6.22	\$ 5.54	\$ 5.37	\$ 7.19	\$ 12.87	\$ 1.61
Total Per Square Foot	\$ 6.19	\$ 15.78	\$ 18.93	\$ 17.40	\$ 14.57	\$ 26.48	\$ 45.51	\$ 7.80
New Jersey Office Properties								

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

Tenant Improvements Per Square Foot	\$2,842,521	\$4,327,295	\$1,379,362	\$2,421,779	\$2,742,739	\$2,762,533	\$1,847,668	\$914,865
Leasing Commissions Per Square Foot	\$10.76	\$11.57	\$7.12	\$15.49	\$11.24	\$11.56	\$13.34	\$9.10
Total Per Square Foot	\$3.92	\$5.06	\$4.30	\$8.92	\$5.55	\$7.96	\$6.97	\$9.33
Total Per Square Foot	\$14.68	\$16.63	\$11.42	\$24.41	\$16.79	\$19.52	\$20.31	\$18.43
Total Suburban Markets - Office Properties								
Tenant Improvements Per Square Foot	\$11,643,011	\$12,422,474	\$15,610,933	\$16,382,643	\$14,014,765	\$11,249,707	\$7,169,109	\$4,080,598
Leasing Commissions Per Square Foot	\$10.95	\$10.24	\$10.30	\$12.25	\$10.48	\$13.34	\$21.07	\$8.11
Total Per Square Foot	\$4.09	\$4.90	\$4.84	\$5.00	\$4.55	\$6.23	\$8.35	\$4.80
Total Per Square Foot	\$15.04	\$15.14	\$15.14	\$17.25	\$15.03	\$19.57	\$29.42	\$12.91
New York City Office Properties								
Tenant Improvements Per Square Foot	\$4,350,106	\$5,810,017	\$9,809,822	\$10,648,442	\$7,654,597	\$2,341,897	\$2,315,161	\$26,736
Leasing Commissions Per Square Foot	\$18.39	\$32.84	\$23.21	\$28.20	\$25.66	\$36.86	\$41.77	\$3.29
Total Per Square Foot	\$8.54	\$16.68	\$7.19	\$11.70	\$11.03	\$16.05	\$18.08	\$2.17
Total Per Square Foot	\$26.93	\$49.52	\$30.40	\$39.90	\$36.69	\$52.91	\$59.85	\$5.46
Industrial / Flex Properties								
Tenant Improvements Per Square Foot	\$1,850,812	\$1,249,200	\$310,522	\$112,781	\$880,829	\$0.00	\$0.00	\$0.00
Leasing Commissions Per Square Foot	\$1.97	\$2.42	\$2.27	\$2.46	\$2.28	\$0.00	\$0.00	\$0.00
Total Per Square Foot	\$0.95	\$1.11	\$3.71	\$1.43	\$1.80	\$0.00	\$0.00	\$0.00
Total Per Square Foot	\$2.92	\$3.53	\$5.98	\$3.89	\$4.08	\$0.00	\$0.00	\$0.00

(1) Excludes tenant improvements and leasing commissions related to a 163,880 square foot leasing transaction with Fuji Photo Film U.S.A. Leasing commissions on this transaction amounted to \$5.33 per square foot and tenant improvement allowance amounted to \$40.88 per square foot.

(2) Excludes \$15.5 million of tenant improvements and \$2.2 million of leasing commissions related to a 121,108 square foot lease to Debevoise & Plimpton that was signed during the third quarter of 2003 with a lease commencement date in 2005.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

- (3) 2003 numbers exclude tenant improvements of \$0.2 million for Sandler O Neil & Partners (7,446 square feet) for expansion space with a lease commencement date in the second quarter of 2004. The tenant improvement allowance is reflected in the 2004 numbers.
- (4) Excludes 86,800 square foot WestPoint Stevens early renewal. There were no tenant improvement or leasing costs associated with this transaction. Also excludes \$1.4 million of tenant improvements and \$1.2 million of leasing commissions related to a 74,293 square foot lease to Harper Collins Publishers with a lease commencement date in 2006. Also excludes Bank of America retail lease with \$0.6 million of tenant improvements and \$0.8 million of leasing commissions.
- (5) Excludes 133,727 square foot lease to National Hockey League at 1185 Avenue of the Americas. Tenant allowance was granted in the form of a rent concession for the deal.

As noted, incremental revenue-generating tenant improvement costs and leasing commissions are excluded from the tables previously set forth. The historical capital expenditures, tenant improvement costs and leasing commissions previously set forth are not necessarily indicative of future non-incremental revenue-generating capital expenditures or non-incremental revenue-generating tenant improvement costs and leasing commissions that may be incurred to retain revenues on leased space.

[Back to Contents](#)

The following table sets forth our components of paid or accrued non-incremental and incremental revenue-generating capital expenditures, tenant improvements and leasing costs for the periods presented as reported on our Statements of Cash Flows Investment Activities contained in our consolidated financial statements (in thousands):

	Six months ended	
	June 30,	
	2006	2005
	<hr/>	<hr/>
Capital expenditures:		
Non-incremental	\$3,700	\$4,864
Incremental	4,732	5,059
Tenant improvements:		
Non-incremental	12,027	11,871
Incremental	9,081	8,697
	<hr/>	<hr/>
Additions to commercial real estate properties	\$29,540	\$30,491
	<hr/>	<hr/>
Leasing costs:		
Non-incremental	\$6,012	\$6,833
Incremental	4,526	2,275
	<hr/>	<hr/>
Payment of deferred leasing costs	\$10,538	\$9,108
	<hr/>	<hr/>
Acquisition and development costs	\$30,780	\$22,590
	<hr/>	<hr/>

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

The following table sets forth our lease expiration schedule, as adjusted for pre-leased space and inclusive of joint venture interests, at July 1, 2006 for our total portfolio of properties, our office portfolio and our flex portfolio:

Total Portfolio

Year of Expiration	Number of Leases Expiring	Square Feet Expiring	Percentage of Total Portfolio Square Footage	Cumulative Percentage of Total Portfolio Square Footage	
2006	128	755,553	3.7	% 3.7	%
2007	163	1,503,666	7.5	% 11.2	%
2008	177	1,352,702	6.7	% 17.9	%
2009	152	1,373,750	6.8	% 24.7	%
2010	185	2,181,972	10.8	% 35.5	%
2011 and thereafter	537	11,165,350	55.3	% 90.8	%
Total/Weighted Average	1,342	18,332,993	90.8	%	
Total Portfolio Square Feet		20,190,094			

Office Portfolio

Year of Expiration	Number of Leases Expiring	Square Feet Expiring	Percentage of Total Office Square Footage	Cumulative Percentage of Total Portfolio Square Footage	
2006	127	719,494	3.7	% 3.7	%
2007	160	1,451,144	7.5	% 11.2	%
2008	175	1,320,459	6.8	% 18.0	%
2009	151	1,328,769	6.9	% 24.9	%
2010	182	1,926,276	10.0	% 34.9	%
2011 and thereafter	528	10,963,204	56.7	% 91.6	%
Total/Weighted Average	1,323	17,709,346	91.6	%	
Total Office Portfolio Square Feet		19,326,702			

Flex Portfolio

Year of Expiration	Number of Leases Expiring	Square Feet Expiring	Percentage of Total Flex Square Footage	Cumulative Percentage of Total Portfolio
---------------------------	----------------------------------	-----------------------------	--	---

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

				Square Footage	
2006	1	36,059	4.2	% 4.2	%
2007	3	52,522	6.1	% 10.3	%
2008	2	32,243	3.7	% 14.0	%
2009	1	44,981	5.2	% 19.2	%
2010	3	255,696	29.6	% 48.8	%
2011 and thereafter	9	202,146	23.4	% 72.2	%
Total/Weighted Average	19	623,647	72.2	%	
Total Flex Portfolio Square Feet		863,392			

[Back to Contents](#)

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

On or about June 23, 2006, a lawsuit was commenced in the Superior Court of New Jersey, Chancery Division, Morris County, New Jersey against Reckson Associates Realty Corp. and Reckson Operating Partnership, L.P. (collectively "Reckson"), among other parties, in which the plaintiff alleges that Reckson tortiously interfered with the plaintiff's purported right under a non-binding term sheet executed between the plaintiff and a former tenant at Three Giralda Farms, Madison, New Jersey (the "Property"), a property owned by Reckson. The plaintiff seeks, among other things, a judgment for damages against Reckson relating to this alleged tortious interference. The plaintiff also seeks to enjoin Reckson from leasing the Property pending the disposition of the lawsuit, and the Court granted temporary restraints on June 27, 2006, which were continued on July 25, 2006 through August 28, 2006. Reckson has indemnified its former tenant against the claims alleged by plaintiff in the lawsuit. Reckson intends to vigorously contest all of the plaintiff's claims, which it believes to be without merit.

On August 4, 2006, Robert Lowinger filed a purported class action lawsuit in the Supreme Court of the State of New York, Nassau County, on behalf of himself and all other Reckson stockholders against the Company, and our Board of Directors, seeking to enjoin the sale of the Company to SL Green Realty Corp. ("SL Green"), and related transactions in which the Reckson Investment Group (consisting of defendant Scott Rechler and certain other members of Reckson's executive management) and Marathon Asset Management will acquire certain assets of the Company from SL Green. Lowinger alleges that in exchange for agreeing to sell the Company to SL Green for a value less than its true value, the Reckson Investment Group was able to acquire valuable Reckson assets on very favorable terms, at the expense of Reckson's stockholders. Lowinger asserts claims of breach of fiduciary duty against Reckson and its directors, and aiding and abetting breach of fiduciary duty against SL Green. Lowinger seeks an injunction prohibiting the transaction (or, in the event the transaction is consummated, an order rescinding it), as well as damages and costs, including plaintiff's attorneys' and experts' fees.

Except as provided above, we are not presently subject to any material litigation nor, to our knowledge, is any litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

Item 1A. Risk Factors

The announcement of our proposed Merger with SL Green may have a negative effect on our business, financial condition and operating results.

In response to our announcement and the potential uncertainty about our future operating strategy and decisions, tenants may delay, defer or cancel leases or contracts with us, which could negatively affect our revenues and results of operations. In addition, current and prospective employees may experience uncertainty about their future role with the combined company, which may impair our ability to attract and retain key management, development, marketing and other personnel, which could further affect our operating results. Declining results could have negative consequences on our relationships with and obligations to tenants, joint venture partners, creditors and others with whom we have business relationships. A negative impact on operating results could also cause a decline in our stock price.

If we are unable to realize our proposed merger with SL Green, our business, financial condition, operating results and stock price could suffer.

If our shareholders do not approve the transactions contemplated by the Merger Agreement or we otherwise fail to satisfy the closing conditions to the transaction, we could face adverse consequences, including:

- we would remain liable for significant costs relating to the transaction, including, among others, legal, accounting, financial advisory and financial printing expenses;
- activities relating to the proposed merger and related uncertainties could divert management's attention from our day-to-day business and disrupt our operations;
- an announcement that we have abandoned the proposed merger could trigger a decline in our stock price to the extent that our stock price reflects a market assumption that we will complete the merger;
- we could be required to pay SL Green a termination fee and/or expense reimbursement if the Merger Agreement is terminated under certain circumstances; and

we may forego alternative business opportunities or fail to respond effectively to competitive pressures.

The Merger Agreement limits our ability to pursue alternatives to the proposed merger.

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

[Back to Contents](#)

Under the Merger Agreement, we are generally precluded from encouraging or participating in any discussions that could lead to an alternative acquisition proposal. Similarly our Board of Directors is restricted in its ability to withdraw or modify its recommendation that our shareholders approve this merger. In certain circumstances, our Board of Directors may terminate the Merger Agreement or withdraw or modify its recommendation that our shareholders approve this merger in order to pursue a proposal that it deems to be superior. In these circumstances, we would be required to pay SL Green a termination fee and expense reimbursement.

The effect of these provisions could be to discourage or prevent a party interested in a possible acquisition of our Company from pursuing an offer to acquire us. The occurrence of these events individually or in combination could have a material adverse effect on our business, financial condition, cash flows and operating results.

Certain restrictive pre-closing covenants in the Merger Agreement may negatively affect our business, financial condition, operating results and cash flows.

Pending completion of the proposed merger, we have agreed to conduct our business in the ordinary course and consistent with our past practices. We have also agreed to restrictions on the conduct of our business. These restrictions could have a material adverse effect on our business, financial condition, cash flows, operating results and stock price.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds - None

Item 3. Defaults Upon Senior Securities None

Item 4. Submission of Matters to a Vote of Securities Holders

On May 25, 2006, the Company held its annual meeting of stockholders. The matters on which the stockholders voted, in person or by proxy, were (1) the election of nine directors to serve until the 2007 annual meeting of stockholders and until their respective successors are duly elected and qualified and (2) to ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2006. The nine nominees were elected and the selection of the independent registered public accounting firm was ratified. The results of the voting are set forth below:

	Votes Cast			
	For	Withheld	Against	Abstain
Election of Directors:				
Peter Quick	74,881,643	103,945	N/A	N/A
Stanley Steinberg	74,880,278	105,310	N/A	N/A
John Ruffle	74,882,705	102,883	N/A	N/A
Elizabeth McCaul	74,883,296	102,292	N/A	N/A
Douglas Crocker	74,784,514	201,074	N/A	N/A
Scott Rechler	74,196,764	788,824	N/A	N/A
Lewis Ranieri	71,095,972	3,889,616	N/A	N/A
Ronald Menaker	74,882,269	103,319	N/A	N/A
Michael Maturo	72,847,957	2,137,631	N/A	N/A
Ratification of independent registered public accounting firm	74,059,759	N/A	907,735	18,094
Item 5. Other information				

- a) On July 10, 2006, Dr. Edward R. Casas was appointed as an independent director of the Company's Board of Directors. At such time, Dr. Casas also was appointed as a member of the Executive Committee, Nominating and Corporate Governance Committee, the Compensation Committee and Affiliate Transaction Committee of the Board of Directors. There are no arrangements or understandings between Dr. Casas and any other person pursuant to which Dr. Casas was appointed as a director, and neither Dr. Casas nor any member of his immediate family has or had, since the beginning of the Company's last fiscal year, a material interest in any transaction or proposed transaction with the Company.

[Back to Contents](#)

- b) On August 3, 2006, the Company, the Operating Partnership, SL Green Realty Corp. (Parent), Wyoming Acquisition Corp. (Purchaser), Wyoming Acquisition GP LLC and Wyoming Acquisition Partnership LP entered into an Agreement and Plan of Merger (the Merger Agreement). Under the terms of the Merger Agreement, the Company will merge with and into Purchaser (the Merger), with Purchaser continuing after the Merger as the surviving entity. At the effective time of the Merger, each of the issued and outstanding shares of common stock of the Company will be converted into the right to receive (i) \$31.68 in cash, and (ii) 0.10387 of a share of the common stock, par value \$0.01 per share, of Parent (the Merger Consideration).

In addition, under the terms of the Merger Agreement, Wyoming Acquisition LP will merge with and into the Operating Partnership (the Partnership Merger), with the Operating Partnership continuing after the Partnership Merger as the surviving entity. At the effective time of the Partnership Merger, each common unit in the Operating Partnership will be converted into the right to receive the applicable amount of Merger Consideration, in respect of the number of shares of Reckson common stock issuable upon exchange of each such common unit in accordance with the Amended and Restated Agreement of Limited Partnership of the Operating Partnership as if such common units were converted or exchanged for an equal number of Reckson common shares immediately prior to the effective time of the Merger. At the effective time of the Merger, any options which have not been exercised will be cancelled and holders will be paid the Merger Consideration in respect of such options; the exercise price of the options will first be deducted from the cash consideration and then second from the stock consideration, if necessary. All outstanding options are currently vested. Restricted stock whether or not vested, will be converted into the right to receive the Merger Consideration as if such restricted stock had vested immediately prior to the effective time of the Merger. Restricted stock units whether or not vested, and LTIP Units whether or not vested (other than certain LTIP Units held by Messrs. Rechler, Maturo and Barnett, the vesting and payment rights to which they are waiving pursuant to the Amendments described below) will be converted into the right to receive the Merger Consideration (on a one-for-one basis).

The Company has agreed to certain covenants, including, among others, subject to certain exceptions described in the Merger Agreement, an obligation not to initiate, solicit, encourage or facilitate (including by way of furnishing nonpublic information or assistance) any inquiries or the making of any proposal or other action that constitutes or may reasonably be expected to lead to any competing transaction (as defined in the Merger Agreement) or enter into discussions or negotiate with any person in furtherance of such inquiries or to obtain a competing transaction. Prior to the closing, the Company has agreed to operate its business in the ordinary course consistent with past practice and not to take certain actions specified in the Merger Agreement. The Company will be permitted to pay its regular quarterly dividends through the consummation of the Merger.

Consummation of the Merger is subject to customary conditions, including the approval of the Merger by the holders of the Company s common stock, the registration of SL Green s shares of common stock to be issued in the Merger, the listing of such shares on the New York Stock Exchange and the absence of any order, injunction or legal restraint or prohibition preventing the consummation of the Merger. In addition, each party s obligation to consummate the Merger is subject to certain other conditions, including (i) the accuracy of the representations and warranties of the other party (subject to the materiality standards contained in the Merger Agreement), (ii) compliance in all material respects of the other party with its covenants, (iii) the absence of a material adverse effect (as defined in the Merger Agreement) on the other party and (iv) the delivery of opinions with respect to each other s status as a real estate investment trust.

The Merger Agreement contains certain termination rights for both the Company and SL Green and provides that, upon termination of the Merger Agreement under specified circumstances described in the Merger Agreement, the Company would be required to pay SL Green a termination fee of \$99.8 million, and/or that the Company would be required to reimburse SL Green for its out-of-pocket costs and expenses up to \$13.0 million.

The Merger Agreement contains representations and warranties that the parties have made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contract between the parties, and may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating its terms. Moreover, the representations and warranties are subject to a contractual standard of materiality that may be different from what may be viewed as material to shareholders, and the representations and warranties may have been intended not as statements of fact, but rather as a way of allocating risk among the parties.

In connection with the Merger Agreement, Scott Rechler, Michael Maturo, and Jason Barnett each entered into an Agreement to Amend their existing Employment and Noncompetition Agreement and Severance Agreement (the Amendments). Pursuant to the Amendments, each executive agreed to: (1) reduce the period of time he will be entitled to receive severance following a termination of employment in connection with a change in control from five years to three years, and to cap the cash severance he is entitled to receive under his existing severance agreement, (2) waive all rights to vesting and payment of certain outstanding long-term incentive awards, (3) further reduce the payments and benefits he is otherwise entitled to receive in connection with a change in control if the total amount of payments and benefits exceed his safe harbor amount under the Internal Revenue Code s so-called golden parachute rules by 5% or less so that the total change in control-related payments and benefits paid or provided to him will not

Edgar Filing: RECKSON ASSOCIATES REALTY CORP - Form 10-Q

exceed his safe harbor amount, and (4) not compete with the Company in the acquisition, operation or management of any office real estate property in any of the submarkets in the borough of Manhattan, New York for the period commencing on August 3, 2006 through the earlier of August 3, 2007 or the six-month anniversary of the closing. The parties also agreed to extend the terms of their existing Employment and Noncompetition Agreements and Severance Agreements through April 30, 2007. In addition, the Company agreed to assign certain existing split-dollar life insurance policies to the executives at their request in connection with a change in control of the Company.

- c) There have been no material changes to the procedures by which stockholders may recommend nominees to the Company's Board of Directors.

Item 6. Exhibits

Exhibits

- 2.1 Agreement and Plan of Merger dated as of August 3, 2006 by and among SL Green Realty Corp., others, the Registrant and the Operating Partnership.
- 10.1 Indemnification Agreement, dated July 10, 2006, between the Registrant and Edward R. Casas.
- 10.2 Agreement to Amend Employment and Non-competition Agreement and Severance Agreement by and between Scott Rechler and the Registrant dated August 3, 2006.
- 10.3 Agreement to Amend Employment and Non-competition Agreement and Severance Agreement by and between Michael Maturo and the Registrant dated August 3, 2006.
- 10.4 Agreement to Amend Employment and Non-competition Agreement and Severance Agreement by and between Jason Barnett and the Registrant dated August 3, 2006.
- 31.1 Certification of Scott H. Rechler, Chairman of the Board, Chief Executive Officer and Director of the Registrant, pursuant to Rule 13a-14(a) or Rule 15(d)-14(a).
- 31.2 Certification of Michael Maturo, President, Treasurer, Chief Financial Officer and Director of the Registrant, pursuant to Rule 13a-14(a) or Rule 15(d)-14(a).
- 32.1 Certification of Scott H. Rechler, Chairman of the Board, Chief Executive Officer and Director of the Registrant, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.
- 32.2 Certification of Michael Maturo, President, Treasurer, Chief Financial Officer and Director of the Registrant, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.

SIGNATURES

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

RECKSON ASSOCIATES REALTY CORP.

By: /s/ Scott H. Rechler

By: /s/ Michael Maturo

Scott H. Rechler
Chairman of the Board, Chief
Executive Officer and Director

Michael Maturo
President, Treasurer, Chief Financial Officer
and Director

DATE: August 8, 2006