

SL GREEN REALTY CORP

Form 10-Q

November 10, 2008

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2008

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

For the transition period from to .

Commission File Number: 1-13199

SL GREEN REALTY CORP.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

13-3956775
(I.R.S. Employer
Identification No.)

420 Lexington Avenue, New York, New York 10170

(Address of principal executive offices) (Zip Code)

(212) 594-2700

(Registrant's telephone number, including area code)

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

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller Reporting Company ☐

(Do not check if a smaller reporting company)

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

YES ☐ NO ☒

The number of shares outstanding of the registrant's common stock, \$0.01 par value, was 57,043,374 as of October 31, 2008.

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****SL Green Realty Corp.****Condensed Consolidated Balance Sheets**

(Amounts in thousands, except per share data)

	September 30, 2008 (Unaudited)	December 31, 2007
Assets		
Commercial real estate properties, at cost:		
Land and land interests	\$ 1,400,042	\$ 1,436,569
Building and improvements	5,590,822	5,924,626
Building leasehold and improvements	1,251,626	1,249,093
Property under capital lease	12,208	12,208
	8,254,698	8,622,496
Less: accumulated depreciation	(498,885)	(381,510)
	7,755,813	8,240,986
Assets held for sale	120,120	41,568
Cash and cash equivalents	711,147	45,964
Restricted cash	105,834	105,475
Tenant and other receivables, net of allowance of \$15,282 and \$13,932 in 2008 and 2007, respectively	39,054	49,015
Related party receivables	10,556	13,082
Deferred rents receivable, net of allowance of \$13,533 and \$13,400 in 2008 and 2007, respectively	152,718	136,595
Structured finance investments, net of discount of \$24,335 and \$30,783 in 2008 and 2007, respectively	926,931	805,215
Investments in unconsolidated joint ventures	1,139,918	1,438,123
Deferred costs, net	135,949	134,354
Other assets	393,189	419,701
Total assets	\$ 11,491,229	\$ 11,430,078
Liabilities and Stockholders' Equity		
Mortgage notes payable	\$ 2,693,275	\$ 2,844,644
Revolving credit facility	1,288,833	708,500
Term loan and unsecured notes	1,793,860	2,069,938
Accrued interest payable and other liabilities	33,367	45,194
Accounts payable and accrued expenses	154,158	180,898
Deferred revenue/gain	462,734	819,022
Capitalized lease obligation	16,662	16,542
Deferred land leases payable	17,559	16,960
Dividend and distributions payable	51,268	52,077
Security deposits	34,105	35,021
Liabilities related to assets held for sale	309,166	
Junior subordinate deferrable interest debentures held by trusts that issued trust preferred securities	100,000	100,000
Total liabilities	6,954,987	6,888,796

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Commitments and Contingencies

Minority interest in operating partnership	88,460	82,007
Minority interests in other partnerships	556,262	632,400

Stockholders' Equity

Series C preferred stock, \$0.01 par value, \$25.00 liquidation preference, 6,300 issued and outstanding at September 30, 2008 and December 31, 2007, respectively	151,981	151,981
Series D preferred stock, \$0.01 par value, \$25.00 liquidation preference, 4,000 issued and outstanding at September 30, 2008 and December 31, 2007, respectively	96,321	96,321
Common stock, \$0.01 par value 160,000 shares authorized and 60,400 and 60,071 issued and outstanding at September 30, 2008 and December 31, 2007, respectively (including 2,794 and 1,312 treasury shares at September 30, 2008 and December 31, 2007, respectively)	604	601
Additional paid-in-capital	2,970,757	2,931,887
Treasury stock at cost	(267,327)	(150,719)
Accumulated other comprehensive (loss) income	(13,728)	4,943
Retained earnings	952,912	791,861
Total stockholders' equity	3,891,520	3,826,875
Total liabilities and stockholders' equity	\$ 11,491,229	\$ 11,430,078

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

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SL Green Realty Corp.
Condensed Consolidated Statements of Income
(Unaudited, and amounts in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Revenues				
Rental revenue, net	\$ 199,437	\$ 179,248	\$ 589,508	\$ 487,820
Escalation and reimbursement	32,311	29,365	92,277	83,774
Preferred equity and investment income	23,420	21,848	63,028	70,990
Other income	13,505	14,790	87,424	127,754
Total revenues	268,673	245,251	832,237	770,338
Expenses				
Operating expenses (including approximately \$3,622, \$10,600 (2008) and \$3,618, \$10,595 (2007) paid to affiliates)	61,134	55,428	169,553	151,842
Real estate taxes	31,546	30,395	96,830	91,415
Ground rent	7,709	8,674	23,784	23,705
Interest	69,118	66,165	214,563	186,351
Amortization of deferred financing costs	1,604	1,652	4,780	14,195
Depreciation and amortization	54,554	47,246	164,137	124,983
Marketing, general and administrative	26,603	22,224	86,992	80,602
Total expenses	252,268	231,784	760,639	673,093
Income from continuing operations before equity in net income of unconsolidated joint ventures, gain on sale, minority interest and discontinued operations	16,405	13,467	71,598	97,245
Equity in net income from unconsolidated joint ventures	12,292	11,302	49,540	32,715
Income from continuing operations before gain on sale, minority interest and discontinued operations	28,697	24,769	121,138	129,960
Equity in net gain on sale of interest in unconsolidated joint ventures/ real estate	9,533		103,014	31,509
Minority interest in other partnerships	1,373	(3,695)	(7,691)	(11,736)
Minority interest in operating partnership attributable to continuing operations	(1,359)	(298)	(7,782)	(5,482)
Income from continuing operations	38,244	20,776	208,679	144,251
Net income (loss) from discontinued operations, net of minority interest	297	2,547	(1,418)	15,525
Gain on sale of discontinued operations, net of minority interest		80,214	105,979	367,007
Net income	38,541	103,537	313,240	526,783
Preferred stock dividends	(4,969)	(4,969)	(14,906)	(14,907)
Net income available to common stockholders	\$ 33,572	\$ 98,568	\$ 298,334	\$ 511,876
Basic earnings per share:				
Net income from continuing operations before gain on sale and discontinued operations	\$ 0.41	\$ 0.27	\$ 1.63	\$ 1.69
Net income (loss) from discontinued operations, net of minority interest	0.01	0.04	(0.02)	0.26
Gain on sale of discontinued operations, net of minority interest		1.35	1.81	6.26
Gain on sale of unconsolidated joint ventures/ real estate	0.16		1.70	0.52

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Net income available to common stockholders	\$	0.58	\$	1.66	\$	5.12	\$	8.73
Diluted earnings per share:								
Net income from continuing operations before gain on sale and discontinued operations	\$	0.41	\$	0.26	\$	1.62	\$	1.67
Net income (loss) from discontinued operations, net of minority interest		0.01		0.04		(0.02)		0.26
Gain on sale of discontinued operations, net of minority interest				1.34		1.80		6.18
Gain on sale of unconsolidated joint ventures/ real estate		0.16				1.69		0.51
Net income available to common stockholders	\$	0.58	\$	1.64	\$	5.09	\$	8.62
Dividends per share	\$	0.7875	\$	0.70	\$	2.3625	\$	2.10
Basic weighted average common shares outstanding		58,113		59,432		58,307		58,649
Diluted weighted average common shares and common share equivalents outstanding		60,716		62,411		60,985		61,915

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

Table of Contents**SL Green Realty Corp.****Condensed Consolidated Statement of Stockholders' Equity****(Unaudited, and amounts in thousands, except per share data)**

	Series C Preferred Stock	Series D Preferred Stock	Common Stock Shares	Common Stock Par Value	Additional Paid In-Capital	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total	Comprehensive Income
Balance at										
December 31, 2007	\$ 151,981	\$ 96,321	58,759	\$ 601	\$ 2,931,887	\$ (150,719)	\$ 4,943	\$ 791,861	\$ 3,826,875	
Comprehensive										
Income:										
Net income								313,240	313,240	\$ 313,240
Net unrealized loss										
on derivative										
instruments							(1,361)		(1,361)	(1,361)
SL Green's share of										
joint venture net										
unrealized loss on										
derivative										
instruments							(17,310)		(17,310)	(17,310)
Preferred dividends								(14,906)	(14,906)	
Redemption of units										
and DRIP proceeds			1		233				233	
Deferred										
compensation										
plan & stock award,										
net			132	1	472				473	
Amortization of										
deferred										
compensation plan					31,108				31,108	
Proceeds from stock										
options exercised			196	2	7,057				7,059	
Treasury stock-at										
cost			(1,482)			(116,608)			(116,608)	
Cash distribution										
declared (\$2.3625										
per common share of										
which none										
represented a return										
of capital for federal										
income tax										
purposes)								(137,283)	(137,283)	
Balance at										
September 30, 2008	\$ 151,981	\$ 96,321	57,606	\$ 604	\$ 2,970,757	\$ (267,327)	\$ (13,728)	\$ 952,912	\$ 3,891,520	\$ 294,569

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

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SL Green Realty Corp.

Condensed Consolidated Statements of Cash Flows

(Unaudited, and amounts in thousands)

	Nine Months Ended September 30,	
	2008	2007
Operating Activities		
Net income	\$ 313,240	\$ 526,783
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	172,191	145,983
Gain on sale of discontinued operations	(110,232)	(382,568)
Equity in net income from unconsolidated joint ventures	(49,540)	(32,715)
Equity in net gain on sale of unconsolidated joint ventures	(103,014)	(31,509)
Distributions of cumulative earnings from unconsolidated joint ventures/ real estate	58,404	33,287
Minority interests	19,451	34,105
Deferred rents receivable	(30,206)	(36,358)
Other non-cash adjustments	9,904	30,507
Changes in operating assets and liabilities:		
Restricted cash operations	(2,851)	(15,239)
Tenant and other receivables	4,997	(16,145)
Related party receivables	2,625	(25,755)
Deferred lease costs	(26,849)	(21,944)
Other assets	(24,972)	17,232
Accounts payable, accrued expenses and other liabilities	(31,042)	83,669
Deferred revenue and land lease payable	11,232	9,054
Net cash provided by operating activities	213,338	318,387
Investing Activities		
Acquisitions of real estate property	(67,751)	(4,215,109)
Proceeds from Asset Sale		1,964,914
Additions to land, buildings and improvements	(92,234)	(57,107)
Escrowed cash capital improvements/acquisition deposits	1,064	135,054
Investments in unconsolidated joint ventures	(24,050)	(285,355)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	448,305	78,990
Net proceeds from disposition of real estate/ partial interest in property	152,933	872,672
Other investments	(6,892)	(166,030)
Structured finance and other investments net of repayments/participations	(144,566)	(241,867)
Net cash provided by (used in) investing activities	266,809	(1,913,838)
Financing Activities		
Proceeds from mortgage notes payable	161,577	809,914
Repayments of mortgage notes payable	(19,316)	(122,455)
Proceeds from revolving credit facility, term loan and unsecured notes	1,560,986	2,956,689
Repayments of revolving credit facility and term loan	(1,257,302)	(2,355,313)
Proceeds from stock options exercised	7,292	10,948
Purchases of treasury stock	(116,608)	(94,071)
Minority interest in other partnerships	8,168	531,808
Dividends and distributions paid	(152,189)	(133,657)
Deferred loan costs and capitalized lease obligation	(7,572)	(27,491)
Net cash provided by financing activities	185,036	1,576,372
Net increase (decrease) in cash and cash equivalents	665,183	(19,079)
Cash and cash equivalents at beginning of period	45,964	117,178
Cash and cash equivalents at end of period	\$ 711,147	\$ 98,099

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

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SL Green Realty Corp.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

September 30, 2008

1. Organization and Basis of Presentation

SL Green Realty Corp., also referred to as the Company or SL Green, a Maryland corporation, and SL Green Operating Partnership, L.P., or the operating partnership, a Delaware limited partnership, were formed in June 1997 for the purpose of combining the commercial real estate business of S.L. Green Properties, Inc. and its affiliated partnerships and entities. The operating partnership received a contribution of interest in the real estate properties, as well as 95% of the economic interest in the management, leasing and construction companies which are referred to as the Service Corporation. The Company has qualified, and expects to qualify in the current fiscal year, as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Code, and operates as a self-administered, self-managed REIT. A REIT is a legal entity that holds real estate interests and, through payments of dividends to stockholders, is permitted to reduce or avoid the payment of Federal income taxes at the corporate level. Unless the context requires otherwise, all references to we, our and us means the Company and all entities owned or controlled by the Company, including the operating partnership.

Substantially all of our assets are held by, and our operations are conducted through, the operating partnership. The Company is the sole managing general partner of the operating partnership. As of September 30, 2008, minority investors held, in the aggregate, a 3.9% limited partnership interest in the operating partnership.

On January 25, 2007, we completed the acquisition, or the Reckson Merger, of all of the outstanding shares of common stock of Reckson Associates Realty Corp., or Reckson, pursuant to the terms of the Agreement and Plan of Merger, dated as of August 3, 2006, as amended, the Merger Agreement, among SL Green, Wyoming Acquisition Corp., or Wyoming, Wyoming Acquisition GP LLC, Wyoming Acquisition Partnership LP, Reckson and Reckson Operating Partnership, L.P., or ROP. Pursuant to the terms of the Merger Agreement, each of the issued and outstanding shares of common stock of Reckson were converted into (i) \$31.68 in cash, (ii) 0.10387 of a share of the common stock, par value \$0.01 per share, of SL Green and (iii) a prorated dividend in an amount equal to approximately \$0.0977 in cash. We also assumed an aggregate of approximately \$226.3 million of Reckson mortgage debt, approximately \$287.5 million of Reckson convertible public debt and approximately \$967.8 million of Reckson public unsecured notes. ROP is a subsidiary of our operating partnership.

On January 25, 2007, we completed the sale, or Asset Sale, of certain assets of ROP to an asset purchasing venture led by certain of Reckson's former executive management, or the Buyer, for a total consideration of approximately \$2.0 billion. SL Green caused ROP to transfer the following assets to the Buyer in the Asset Sale: (1) certain real property assets and/or entities owning such real property assets, in either case, of ROP and 100% of certain loans secured by real property, all of which are located in Long Island, New York; (2) certain real property assets and/or entities owning such real property assets, in either case, of ROP located in White Plains and Harrison, New York; (3) all of the real property assets and/or entities owning 100% of the interests in such real property assets, in either case, of ROP located in New Jersey; (4) the entity owning a 25% interest in Reckson Australia Operating Company LLC, Reckson's Australian management company (including its Australian licensed responsible entity), and other related entities, and ROP and ROP subsidiaries' rights to and interests in, all related contracts and assets, including, without limitation, property management and leasing, construction services and asset management contracts and services contracts; (5) the direct or indirect interest of Reckson in Reckson Asset Partners, LLC, an affiliate of RSVP and all of ROP's rights in and to certain loans made by ROP to Frontline Capital Group, the bankrupt parent of Reckson Strategic Venture Partners, LLC, or RSVP, and other

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related entities, which were purchased by a 50/50 joint venture comprised of the buyer and an affiliate of SL Green; (6) a 50% participation interest in certain loans made by a subsidiary of ROP that are secured by four real property assets located in Long Island, New York; and (7) 100% of certain loans secured by real property located in White Plains and New Rochelle, New York.

As of September 30, 2008, we owned the following interests in commercial office properties in the New York Metro area, primarily in midtown Manhattan, a borough of New York City, or Manhattan. Our investments in the New York Metro area also include investments in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey, which are collectively known as the Suburban assets:

Location	Ownership	Number of Properties	Square Feet	Weighted Average Occupancy (1)
Manhattan	Consolidated properties	22	14,290,200	97.9%
	Unconsolidated properties	8	9,429,000	94.4%
Suburban	Consolidated properties	30	4,925,800	90.6%
	Unconsolidated properties	6	2,941,700	94.1%
		66	31,586,700	95.4%

(1) The weighted average occupancy represents the total leased square feet divided by total available rentable square feet.

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SL Green Realty Corp.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

September 30, 2008

We also own investments in eight retail properties encompassing approximately 400,212 square feet, two development properties encompassing approximately 363,000 square feet and two land interests. In addition, we manage three office properties owned by third parties and affiliated companies encompassing approximately 1.0 million rentable square feet.

As of September 30, 2008, we also owned approximately 15.8% of the outstanding common stock of Gramercy Capital Corp. (NYSE: GKK), or Gramercy, as well as 78.4 units, or 78.4%, of the Class B limited partner interest in Gramercy's operating partnership. See Note 6.

Partnership Agreement

In accordance with the partnership agreement of the operating partnership, or the operating partnership agreement, we allocate all distributions and profits and losses in proportion to the percentage ownership interests of the respective partners. As the managing general partner of the operating partnership, we are required to take such reasonable efforts, as determined by us in our sole discretion, to cause the operating partnership to distribute sufficient amounts to enable the payment of sufficient dividends by us to avoid any Federal income or excise tax at the Company level. Under the operating partnership agreement each limited partner will have the right to redeem units of limited partnership interest for cash, or if we so elect, shares of our common stock on a one-for-one basis. In addition, we are prohibited from selling 673 First Avenue before August 2009, under certain circumstances.

Basis of Quarterly Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. The 2008 operating results for the period presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2008. These financial statements should be read in conjunction with the financial statements and accompanying notes included in our annual report on Form 10-K for the year ended December 31, 2007.

The balance sheet at December 31, 2007 has been derived from the audited financial statements at that date but does not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

2. Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include our accounts and those of our subsidiaries, which are wholly-owned or controlled by us or entities which are variable interest entities in which we are the primary beneficiary under the Financial Accounting Standards Board, or FASB, Interpretation No. 46R, or FIN 46R, Consolidation of Variable Interest Entities - an Interpretation of ARB No. 51. See Note 5, Note 6 and Note 7. Entities which we do not control and entities which are variable interest entities, but where we are not the primary beneficiary are accounted for under the equity method. We consolidate variable interest entities in which we are determined to be the primary beneficiary. The interest that we do not own is included in Minority Interests in Other Partnerships on the balance sheet. All significant intercompany balances and transactions have been eliminated.

In June 2005, the FASB ratified the consensus in EITF Issue No. 04-5, or EITF 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, which provides guidance in determining whether a general partner controls a limited partnership. EITF 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.

We consolidate our investment in 919 Third Avenue as we own a 51% controlling interest.

If we retain an interest in the buyer and provide certain guarantees we account for such transaction as a profit-sharing arrangement. For transactions treated as profit-sharing arrangements, we record a profit-sharing obligation for the amount of equity contributed by the other partner and continue to keep the property and related accounts recorded on our books. Any debt assumed by the buyer would continue to be recorded on our books. The results of operations of the property, net of expenses other than depreciation (net operating

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SL Green Realty Corp.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

September 30, 2008

income), are allocated to the other partner for its percentage interest and reflected as co-venture expense in our consolidated financial statements. In future periods, a sale is recorded and profit is recognized when the remaining maximum exposure to loss is reduced below the amount of gain deferred.

Investment in Commercial Real Estate Properties

In accordance with SFAS No. 141, Business Combinations, we allocate the purchase price of real estate to land and building and, if determined to be material, intangibles, such as the value of above-, below- and at-market leases and origination costs associated with the in-place leases. We depreciate the amount allocated to building and other intangible assets over their estimated useful lives, which generally range from three to 40 years and from one to 14 years, respectively. The values of the above- and below-market leases are amortized and recorded as either an increase (in the case of below-market leases) or a decrease (in the case of above-market leases) to rental income over the remaining term of the associated lease, which range from one to 14 years. The value associated with in-place leases are amortized over the expected term of the associated lease, which includes an estimated probability of the lease renewal, and its estimated term, which range from one to 14 years. If a tenant vacates its space prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balance of the related intangible will be written off. The tenant improvements and origination costs are amortized as an expense over the remaining life of the lease (or charged against earnings if the lease is terminated prior to its contractual expiration date). We assess fair value of the leases 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.

As a result of our evaluations, under SFAS No. 141, of acquisitions made, we recognized an increase of approximately \$7.3 million, \$16.9 million, \$1.7 million and \$3.0 million in rental revenue for the three and nine months ended September 30, 2008 and 2007, respectively, for the amortization of aggregate below-market rents in excess of above-market leases and a reduction in lease origination costs, resulting from the allocation of the purchase price of the applicable properties. We recognized a reduction in interest expense for the amortization of the above-market rate mortgage of approximately \$1.7 million, \$5.1 million, \$1.7 million and \$4.4 million for the three and nine months ended September 30, 2008 and 2007, respectively.

The following summarizes our identified intangible assets (acquired above-market leases and in-place leases) and intangible liabilities (acquired below-market leases). Amounts in thousands:

	September 30, 2008	December 31, 2007
Identified intangible assets (included in other assets):		

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Gross amount	\$	236,594	\$	236,594
Accumulated amortization		(50,595)		(9,970)
Net	\$	185,999	\$	226,624
Identified intangible liabilities (included in deferred revenue):				
Gross amount	\$	480,770	\$	480,770
Accumulated amortization		(83,587)		(20,271)
Net	\$	397,183	\$	460,499

Income Taxes

We are taxed as a REIT under Section 856(c) of the Code. As a REIT, we generally are not subject to Federal income tax. To maintain our qualification as a REIT, we must distribute at least 90% of our REIT taxable income to our stockholders and meet certain other requirements. If we fail to qualify as a REIT in any taxable year, we will be subject to Federal income tax on our taxable income at regular corporate rates. We may also be subject to certain state, local and franchise taxes. Under certain circumstances, Federal income and excise taxes may be due on our undistributed taxable income.

Pursuant to amendments to the Code that became effective January 1, 2001, we have elected, and may in the future, elect to treat certain of our existing or newly created corporate subsidiaries as taxable REIT subsidiaries, or a TRS. In general, a TRS of ours may perform non-customary services for our tenants, hold assets that we cannot hold directly and generally may engage in any real estate or non-real estate related business. Our TRSs generate income, resulting in Federal income tax liability for these entities. Our TRSs recorded approximately \$0.4 million and \$3.0 million in Federal, state and local tax expense during the nine months ended September 30, 2008 and 2007, respectively, of which \$0.8 million and \$0.8 million, respectively, had been paid.

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In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, or 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. Derecognition 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 derecognition of tax positions, and it has expanded disclosure requirements. The adoption of FIN 48 on January 1, 2007 had no impact on our consolidated financial statements.

Stock-Based Employee Compensation Plans

We have a stock-based employee compensation plan, described more fully in Note 13. We account for this plan under SFAS No. 123-R, Shared Based Payment, revised, or SFAS No. 123-R. We adopted SFAS No. 123, Accounting from Stock-Based Compensation on January 1, 2003, prior to which we applied Accounting Principals Board Opinion No. 25, Accounting for Stock Issued to Employees.

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because our plan has characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in our opinion, the existing models do not necessarily provide a reliable single measure of the fair value of our employee stock options.

Compensation cost for stock options, if any, is recognized ratably over the vesting period of the award. Our policy is to grant options with an exercise price equal to the quoted closing market price of our stock on the grant date. Awards of stock or restricted stock are expensed as compensation on a current basis over the benefit period.

The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions for grants during the nine months ended September 30, 2008 and 2007.

	2008	2007
Dividend yield	3.40%	2.1%
Expected life of option	5 years	5 years
Risk-free interest rate	3.40%	4.61%

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Expected stock price volatility	22.47%	21.48%
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Earnings Per Share

We present both basic and diluted earnings per share, or EPS. Basic EPS excludes dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, where such exercise or conversion would result in a lower EPS amount. This also includes units of limited partnership interest.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Concentrations of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash investments, structured finance investments and accounts receivable. We place our cash investments in excess of insured amounts with high quality financial institutions. The collateral securing our structured finance investments is primarily located in the New York Metro area. (See Note 5). We perform ongoing credit evaluations of our tenants and require certain tenants to provide security deposits or letters of credit. Though these security deposits and letters of credit are insufficient to meet the total value of a tenant's lease obligation, they are a measure of good faith and a source of funds to offset the economic costs associated with lost rent and the costs associated with re-tenanting the space. Although the properties in our real estate portfolio are primarily located in Manhattan, we also have properties located in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey. The tenants located in our buildings operate in various industries. Other than one tenant who accounts for approximately 9.5% of our annualized rent, no other tenant in

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our portfolio accounts for more than 5.8% of our annualized rent, including our share of joint venture annualized rent, at September 30, 2008. Approximately 7%, 6%, 6% and 6% of our annualized rent, including our share of joint venture annualized rent, was attributable to 1221 Avenue of the Americas, 420 Lexington Avenue, 1185 Avenue of the Americas and One Madison Avenue, respectively, for the quarter ended September 30, 2008. Two borrowers accounted for more than 10.0% of the revenue earned on structured finance investments during the three months ended September 30, 2008.

Reclassification

Certain prior year balances have been reclassified to conform with the current year presentation in order to comply with SFAS No. 144 for discontinued operations presentation.

New Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements, or SFAS No. 157. SFAS No. 157 provides guidance for using fair value to measure assets and liabilities. This statement clarifies the principle that fair value should be based on the assumptions that market participants would use when pricing the asset or liability. SFAS No. 157 establishes a fair value hierarchy, giving the highest priority to quoted prices in active markets and the lowest priority to unobservable data. SFAS No. 157 applies whenever other standards require assets or liabilities to be measured at fair value. This statement is effective in fiscal years beginning after November 15, 2007. The adoption of this standard on January 1, 2008 did not have a material effect on our consolidated financial statements. In February 2008, the FASB delayed the effective date of SFAS No. 157 for non-financial assets and non-financial liabilities to fiscal year beginning after November 15, 2008.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. SFAS No. 159 allows entities to voluntarily choose, at specified election dates, to measure many financial assets (as well as certain nonfinancial instruments that are similar to financial instruments) at fair value (the fair value option). The election is made on an instrument-by-instrument basis and is irrevocable. If the fair value option is elected for an instrument, the statement specifies that all subsequent changes in fair value for that instrument shall be reported in earnings (or another performance indicator for entities such as not-for profit organizations that do not report earnings). Upon initial adoption, SFAS No. 159 provides entities with a one-time chance to elect the fair value option for existing eligible items. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. We did not make the election to measure financial assets at fair value and therefore, adoption of this standard did not have an effect on our consolidated financial statements.

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In March 2008, the FASB issued SFAS No. 161, or SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133. SFAS No. 161 requires entities to provide greater transparency about (a) how and why and entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, results of operations, and cash flows. SFAS No. 161 is effective on January 1, 2009. We do not expect this statement to have a material impact on our consolidated financial statements.

In May 2008, the FASB issued FASB Staff Position No. APB 14-1, or FSP 14-1, Accounting for Convertible Debt Instruments that may be Settled in Cash upon Conversion. FSP 14-1 requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's nonconvertible debt borrowing rate. FSP 14-1 will significantly affect the accounting for instruments commonly referred to as Instruments B and C in EITF No. 90-19, Convertible Bonds with Issuer Option to Settle for Cash upon Conversion, which is nullified by FSP 14-1, and any other convertible debt instruments that require or permit settlement in any combination of cash and shares at the issuer's option, such as those sometimes referred to as Instrument X. FSP 14-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008. We are currently evaluating the impact the adoption of this standard will have on our consolidated financial statements.

3. Property Acquisitions

In February 2008, we, through our joint venture with Jeff Sutton, acquired the properties located at 182 Broadway and 63 Nassau Street for approximately \$30.0 million in the aggregate. These properties are located adjacent to 180 Broadway which we acquired in August 2007. As part of the acquisition we also closed on a \$31.0 million loan which bears interest at 225 basis points over the 30-day LIBOR. The loan has a three-year term and two one-year extensions. We drew down \$21.1 million at the closing to pay the balance of the acquisition costs.

During the second quarter of 2008, we, through a joint venture with NYSTERS, acquired various interests in the fee positions at 919 Third Avenue for approximately \$32.8 million. As a result, our joint venture controls the entire fee position.

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SL Green Realty Corp.

Notes to Condensed Consolidated Financial Statements

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Pro Forma

The following table (in thousands, except per share amounts) summarizes, on an unaudited pro forma basis, our combined results of operations for the nine months ended September 30, 2007 as though the Reckson Merger and the acquisition of the 45% interest in One Madison Avenue were completed on January 1, 2007. The supplemental pro forma operating data is not necessarily indicative of what the actual results of operations would have been assuming the transactions had been completed as set forth above, nor do they purport to represent our results of operations for future periods.

		2007
Pro forma revenues	\$	839,639
Pro forma net income	\$	502,111
Pro forma earnings per common share-basic	\$	8.46
Pro forma earnings per common share and common share equivalents-diluted	\$	8.30
Pro forma common shares-basic		59,339
Pro forma common share and common share equivalents-diluted		62,609

4. Property Dispositions and Assets Held for Sale

In January 2008, we sold the fee interest in 440 Ninth Avenue for approximately \$160.0 million, excluding closing costs. The property is approximately 339,000 square feet. We recognized a gain on sale of approximately \$106.0 million.

In August 2008, we sold 80% of our interest in the joint venture that owns 1551/1555 Broadway to Jeff Sutton for approximately \$17.0 million and the right to future asset management, leasing and construction fees. We recognized a gain on sale of approximately \$9.5 million. As a result of this transaction, we deconsolidated this investment and account for it under the equity method of accounting. See Note 6.

At September 30, 2008, discontinued operations included the results of operations of real estate assets sold prior to, or held for sale as of, that date. This included 110 East 42nd Street, which was sold in June 2007, 292 Madison Avenue, which was sold in August 2007, 470 Park Avenue South, which was sold in November 2007, 440 Ninth Avenue, which was sold in January 2008, 1372 Broadway, which was sold in October 2008, and 100/120 White Plains Road, which were sold in October 2008.

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The following table summarizes income from discontinued operations (net of minority interest) and the related realized gain on sale of discontinued operations (net of minority interest) for the three and nine months ended September 30, 2008 and 2007 (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Revenues				
Rental revenue	\$ 6,284	\$ 11,657	\$ 19,164	\$ 45,797
Escalation and reimbursement revenues	1,358	2,567	3,367	9,556
Other income	351	250	490	455
Total revenues	7,993	14,474	23,021	55,808
Operating expense	2,117	3,390	5,590	15,825
Real estate taxes	1,278	2,263	4,055	8,809
Ground rent				
Interest	2,260	3,543	9,698	6,078
Depreciation and amortization	296	2,711	2,741	8,457
Total expenses	5,951	11,907	22,084	39,169
Income from discontinued operations	2,042	2,567	937	16,639
Gain on disposition of discontinued operations	(260)	83,388	109,972	382,568
Minority interest in other partnerships	(1,473)	81	(2,152)	(457)
Minority interest in operating partnership	(12)	(3,275)	(4,196)	(16,218)
Income from discontinued operations, net of minority interest	\$ 297	\$ 82,761	\$ 104,561	\$ 382,532

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Notes to Condensed Consolidated Financial Statements

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5. Structured Finance Investments

During the nine months ended September 30, 2008 and 2007, our structured finance and preferred equity investments (net of discounts) increased approximately \$230.2 million and \$449.8 million, respectively, due to originations and accretion of discounts. In addition, in 2007 we assumed approximately \$136.9 million of structured finance investments as part of the Reckson Merger. There were approximately \$108.5 million and \$348.6 million in repayments, participations and loan loss reserves recorded during those periods, respectively, which offset the increases in structured finance investments.

Preferred equity and investment income consists of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Preferred Equity and Investment income	\$ 15,387	\$ 20,276	\$ 52,189	\$ 63,419
Interest income	8,033	1,572	10,839	7,571
Total	\$ 23,420	\$ 21,848	\$ 63,028	\$ 70,990

Table of Contents**SL Green Realty Corp.****Notes to Condensed Consolidated Financial Statements****(Unaudited)****September 30, 2008**

As of September 30, 2008 and December 31, 2007, we held the following structured finance investments, excluding preferred equity investments, with an aggregate weighted average current yield of approximately 10.37% (in thousands):

Loan Type	Gross Investment	Senior Financing	2008 Principal Outstanding	2007 Principal Outstanding	Initial Maturity Date
Other Loan (1)	\$ 3,500	\$ 15,000	\$ 3,500	\$ 3,500	September 2021
Mezzanine Loan (1) (2)	85,000	213,383	94,763	92,286	December 2020
Mezzanine Loan (1) (6)				28,500	
Mezzanine Loan (1)	60,000	205,000	58,303	58,173	February 2016
Mezzanine Loan (1)	25,000	200,000	25,000	25,000	May 2016
Mezzanine Loan (1)	35,000	165,000	38,298	38,201	October 2016
Mezzanine Loan (1) (3)	75,000	4,215,665	68,605	64,822	December 2016
Other Loan (1) (7)	15,000		15,648	15,000	May 2011
Whole Loan (3)	9,815		10,047	9,815	February 2009
Mezzanine Loan (1) (2) (4)	25,000	307,987	27,742	27,742	November 2009
Mezzanine Loan	16,000	90,000	15,663	15,645	August 2017
Mezzanine Loan (3)	41,398	221,549	39,862	38,986	August 2009
Mezzanine Loan (3) (8)				12,500	
Other Loan (1)	1,000		1,000	1,000	January 2010
Other Loan	500		500	500	December 2009
Junior participation (1) (9)	14,189		9,938	9,938	April 2008
Mezzanine Loan (1) (2)	67,000	1,139,000	73,780	67,903	March 2017
Mezzanine Loan (3)	23,145	365,000	24,482	23,145	July 2009
Mezzanine Loan (3)	44,733	1,060,000	45,538	44,733	August 2009
Mezzanine Loan (3)	22,644	7,316,674	23,527	22,644	June 2009
Junior Participation (1) (10)	37,500		37,500	37,500	January 2014
Junior Participation (1) (5)	4,000		3,860	3,884	August 2010
Junior Participation (1)	11,000	53,000	11,000	11,000	November 2009
Junior Participation (1) (5)	21,000		20,564	21,000	November 2009
Junior Participation (11)	12,000	61,250	10,875	12,000	June 2010
Junior Participation	9,948	48,198	5,866	6,864	December 2010
Junior Participation (12)	50,000	2,354,810	49,920		March 2010

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Mezzanine Loan	15,000	185,000	15,000	May 2011
Mezzanine Loan (3)	90,000	325,000	91,155	June 2010
Whole Loan (3)	9,375		9,363	February 2015
Loan loss reserve (13)			(12,150)	
	\$ 823,747	\$ 18,541,516	\$ 819,149	\$ 692,281

-
- (1) This is a fixed rate loan.
 - (2) The difference between the pay and accrual rates is included as an addition to the principal balance outstanding.
 - (3) Gramercy holds a pari passu interest in this asset.
 - (4) This loan has been in default since December 2007. We are pursuing our remedies and expect to recover the full value of our investment.
 - (5) This is an amortizing loan. This loan was sold in October 2008.
 - (6) We took title to the underlying property in January 2008.
 - (7) The original loan which was scheduled to mature in February 2010 was replaced with two loans which mature in May 2011. The total principal balance remained unchanged. Approximately \$10.4 million was redeemed in October 2008.
 - (8) We previously recorded a loan loss reserve of \$2.25 million against this loan. This loan was repaid in August 2008.
 - (9) This loan is in default. We have begun foreclosure proceedings. Our partner holds a \$12.2 million pari-pasu interest in this loan.
 - (10) This loan was sold in October 2008.
 - (11) This loan was extended for two years to June 2010.
 - (12) Gramercy is the borrower under this loan. This loan consists of mortgage and mezzanine financing.
 - (13) This represents loan loss reserves recorded during the nine months ended September 30, 2008. It excludes the loan loss reserve described in (8) above.

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(Unaudited)
September 30, 2008
Preferred Equity Investments

As of September 30, 2008 and December 31, 2007, we held the following preferred equity investments, with an aggregate weighted average current yield of approximately 9.60% (in thousands):

Type	Gross Investment	Senior Financing	2008 Amount Outstanding	2007 Amount Outstanding	Initial Mandatory Redemption
Preferred equity (1) (2)	\$	\$	\$	\$ 3,694	July 2014
Preferred equity (1)	15,000	2,350,000	15,000	15,000	February 2015
Preferred equity (1) (3)	51,000	214,942	51,000	51,000	February 2014
Preferred equity (1) (4)	7,000		7,000	7,000	August 2015
Preferred equity	34,120	197,282	29,782	29,240	March 2010
Preferred equity (1)	7,000		7,000	7,000	June 2009
Loan loss reserve			(2,000)		
	\$ 114,120	\$ 2,762,224	\$ 107,782	\$ 112,934	

-
- (1) This is a fixed rate investment.
(2) This loan was repaid in May 2008.
(3) Gramercy holds a mezzanine loan on the underlying asset.
(4) This loan was sold in October 2008.

At September 30, 2008 and December 31, 2007, all structured finance investments, other than as noted above, were performing in accordance with the terms of the loan agreements.

6. Investment in Unconsolidated Joint Ventures

We have investments in several real estate joint ventures with various partners, including The Rockefeller Group International Inc., or RGII, The City Investment Fund, or CIF, SITQ Immobilier, a subsidiary of Caisse de depot et placement du Quebec, or SITQ, a fund managed by JP Morgan Investment Management, or JP Morgan, Prudential Real Estate Investors, or Prudential, Onyx Equities, or Onyx, The Witkoff Group, or Witkoff, Credit Suisse Securities (USA) LLC, or Credit Suisse, Mack-Cali Realty Corporation, or Mack-Cali, Jeff Sutton, or Sutton, and

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Gramercy, as well as private investors. As we do not control these joint ventures, we account for them under the equity method of accounting.

We assess the accounting treatment for each joint venture on a stand-alone basis. This includes a review of each joint venture or partnership LLC agreement to determine which party has what rights and whether those rights are protective or participating under EITF 04-5 and EITF 96-16. In situations where our minority partner approves the annual budget, receives a detailed monthly reporting package from us, meets with us on a quarterly basis to review the results of the joint venture, reviews and approves the joint venture's tax return before filing, and approves all leases that cover more than a nominal amount of space relative to the total rentable space at each property we do not consolidate the joint venture as we consider these to be substantive participation rights. Our joint venture agreements also contain certain protective rights such as the requirement of partner approval to sell, finance or refinance the property and the payment of capital expenditures and operating expenditures outside of the approved budget or operating plan.

In May 2008, we, along with our joint venture partner SITQ, closed on the sale of the 39-story, 670,000 square foot Class A office tower located at 1250 Broadway in Manhattan for \$310.0 million. We recognized an incentive distribution of approximately \$25.0 million in addition to our share of the gain on sale of approximately \$93.5 million.

Table of Contents**SL Green Realty Corp.****Notes to Condensed Consolidated Financial Statements****(Unaudited)****September 30, 2008**

The table below provides general information on each joint venture as of September 30, 2008 (in thousands):

Property	Partner	Ownership Interest	Economic Interest	Square Feet	Acquired	Acquisition Price (1)
1221 Avenue of the Americas (2)	RGII	45.00%	45.00%	2,550	12/03	\$ 1,000,000
1515 Broadway (3)	SITQ	55.00%	68.45%	1,750	05/02	\$ 483,500
100 Park Avenue	Prudential	49.90%	49.90%	834	02/00	\$ 95,800
379 West Broadway	Sutton	45.00%	45.00%	62	12/05	\$ 19,750
Mack-Green joint venture	Mack-Cali	48.00%	48.00%	900	05/06	\$ 127,500
21 West 34th Street (4)	Sutton	50.00%	50.00%	30	07/05	\$ 22,400
800 Third Avenue (5)	Private Investors	47.34%	47.34%	526	12/06	\$ 285,000
521 Fifth Avenue	CIF	50.10%	50.10%	460	12/06	\$ 240,000
One Court Square	JP Morgan	30.00%	30.00%	1,402	01/07	\$ 533,500
1604-1610 Broadway (6)	Onyx/Sutton	45.00%	63.00%	30	11/05	\$ 4,400
1745 Broadway (7)	Witkoff/SITQ	32.26%	32.26%	674	04/07	\$ 520,000
1 and 2 Jericho Plaza	Onyx/Credit Suisse	20.26%	20.26%	640	04/07	\$ 210,000
2 Herald Square (8)	Gramercy	55.00%	55.00%	354	04/07	\$ 225,000
885 Third Avenue (9)	Gramercy	55.00%	55.00%	607	07/07	\$ 317,000
16 Court Street	CIF	35.00%	35.00%	318	07/07	\$ 107,500
The Meadows	Onyx	25.00%	25.00%	582	09/07	\$ 111,500
388 and 390 Greenwich Street (10)	SITQ	50.60%	50.60%	2,600	12/07	\$ 1,575,000
27-29 West 34th Street (11)	Sutton	50.00%	50.00%	41	01/06	\$ 30,000
1551-1555 Broadway (12)	Sutton	10.00%	10.00%	26	07/05	\$ 80,100
717 Fifth Avenue (13)	Sutton/Nakash	32.75%	32.75%	120	09/06	\$ 251,900

(1) Acquisition price represents the actual or implied purchase price for the joint venture.

(2) We acquired our interest from The McGraw-Hill Companies, or MHC. MHC is a tenant at the property and accounted for approximately 15.4% of the property's annualized rent at September 30, 2008. We do not manage this joint venture.

(3) Under a tax protection agreement established to protect the limited partners of the partnership that transferred 1515 Broadway to the joint venture, the joint venture has agreed not to adversely affect the limited partners' tax positions before December 2011. One tenant, whose leases end between 2008 and 2015, represents approximately 83.6% of this joint venture's annualized rent at September 30, 2008.

(4) Effective November 2006, we deconsolidated this investment. As a result of the recapitalization of the property, we were no longer the primary beneficiary under FIN 46(R). Both partners had the same amount of equity at risk and neither partner controlled the joint venture.

(5)

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We invested approximately \$109.5 million in this asset through the origination of a loan secured by up to 47% of the interests in the property's ownership, with an option to convert the loan to an equity interest. Certain existing members have the right to re-acquire approximately 4% of the property's equity.

- (6) Effective April 2007, we deconsolidated this investment. As a result of the recapitalization of the property, we were no longer the primary beneficiary under FIN 46(R). Both partners had the same amount of equity at risk and neither partner controlled the joint venture.
- (7) We have the ability to syndicate our interest down to 14.79%.
- (8) We, along with Gramercy, together as tenants-in-common, acquired a fee interest in 2 Herald Square. The fee interest is subject to a long-term operating lease.
- (9) We, along with Gramercy, together as tenants-in-common, acquired a fee and leasehold interest in 885 Third Avenue. The fee and leasehold interests are subject to a long-term operating lease.
- (10) The property is subject to a 13-year triple-net lease arrangement with a single tenant.
- (11) Effective May 2008, we deconsolidated this investment. As a result of the recapitalization of the property, we were no longer the primary beneficiary under FIN 46(R). Both partners had the same amount of equity at risk and neither partner controlled the joint venture.
- (12) Effective August 2008, we deconsolidated this investment. As a result of the sale of 80% of our interest, we were no longer the primary beneficiary under FIN 46(R).
- (13) Effective September 2008, we deconsolidated this investment. As a result of the recapitalization of the property, the joint venture was no longer a VIE under FIN 46(R).

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We finance our joint ventures with non-recourse debt. The first mortgage notes payable collateralized by the respective joint venture properties and assignment of leases at September 30, 2008 and December 31, 2007, respectively, are as follows (in thousands):

Property	Maturity date	Interest rate (1)	2008	2007
1221 Avenue of the Americas (2)	12/2010	4.10%	\$ 170,000	\$ 170,000
1250 Broadway (3)			\$	\$ 115,000
1515 Broadway (4)	11/2009	3.37%	\$ 625,000	\$ 625,000
100 Park Avenue	11/2015	6.52%	\$ 175,000	\$ 175,000
379 West Broadway	01/2010	6.73%	\$ 20,750	\$ 20,750
Mack-Green joint venture (5)	08/2014	5.33%	\$ 102,230	\$ 102,385
21 West 34th Street	12/2016	5.75%	\$ 100,000	\$ 100,000
800 Third Avenue	07/2017	6.00%	\$ 20,910	\$ 20,910
521 Fifth Avenue	04/2011	3.47%	\$ 140,000	\$ 140,000
One Court Square	12/2010	4.91%	\$ 315,000	\$ 315,000
2 Herald Square	04/2017	5.36%	\$ 191,250	\$ 191,250
1604-1610 Broadway	03/2012	5.66%	\$ 27,000	\$ 27,000
1745 Broadway	01/2017	5.68%	\$ 340,000	\$ 340,000
1 and 2 Jericho Plaza	05/2017	5.65%	\$ 163,750	\$ 163,750
885 Third Avenue	07/2017	6.26%	\$ 267,650	\$ 267,650
The Meadows	09/2012	3.82%	\$ 83,560	\$ 81,265
388 and 390 Greenwich Street (6)	12/2017	5.17%	\$ 1,138,379	\$ 560,000
16 Court Street	10/2010	4.11%	\$ 83,214	\$ 81,629
27-29 West 34th Street (7)	05/2011	4.58%	\$ 35,449	
1551-1555 Broadway (8)	10/2009	4.49%	\$ 101,536	
717 Fifth Avenue (9)	09/2011	4.99%	\$ 245,000	

-
- (1) Interest rate represents the effective all-in weighted average interest rate for the quarter ended September 30, 2008.
- (2) This loan has an interest rate based on the 30-day LIBOR plus 75 basis points. \$65.0 million of this loan has been hedged through December 2010. The hedge fixed the LIBOR rate at 4.8%.
- (3) The interest only loan carried an interest rate of 120 basis points over the 30-day LIBOR, but was reduced to 80 basis points over the 30-day LIBOR in December 2006. The joint venture extended this loan for one year. This loan was repaid in May 2008 in connection with the sale of the property.
- (4) The interest only loan carries an interest rate of 90 basis points over the 30-day LIBOR. The mortgage is subject to a one-year as-of-right renewal option. The joint venture extended this loan for another year.
- (5) Comprised of \$91.2 million variable rate debt that matures in May 2009 and \$11.1 million fixed rate debt that matures in August 2014. Gramercy provided the variable rate debt.
- (6) Comprised of a \$576.0 million mortgage and a \$562.4 million mezzanine loan, both of which are fixed rate loans, except for \$16.0 million of the mortgage which is floating.

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- (7) This construction loan facility has a committed amount of \$55.0 million.
- (8) This construction loan has a committed amount of \$138.6 million.
- (9) This loan has a committed amount of \$285.0 million.

We act as the operating partner and day-to-day manager for all our joint ventures, except for 1221 Avenue of the Americas, Mack-Green, 800 Third Avenue, 1 and 2 Jericho Plaza and The Meadows. We are entitled to receive fees for providing management, leasing, construction supervision and asset management services to our joint ventures. We earned approximately \$3.4 million, \$12.9 million, \$4.4 million and \$10.5 million from these services for the three and nine months ended September 30, 2008 and 2007, respectively. In addition, we have the ability to earn incentive fees based on the ultimate financial performance of certain of the joint venture properties.

Gramercy Capital Corp.

In April 2004, we formed Gramercy. Gramercy is an integrated commercial real estate specialty finance and property investment company. Gramercy's commercial real estate finance business, which operates under the name Gramercy Finance, focuses on the direct origination and acquisition of whole loans, subordinate interests in whole loans, mezzanine loans, preferred equity, commercial mortgage backed securities and other real estate related securities. Gramercy's property investment business, which operates under the name Gramercy Realty, focuses on the acquisition and management of commercial properties net leased primarily to financial institutions and affiliated users throughout the United States. Gramercy qualified as a REIT for federal income tax purposes and expects to qualify for its current fiscal year. During the term of the origination agreement between Gramercy and us, we have the right to purchase up to 25% of the shares in any future offering of Gramercy's common stock in order to maintain our percentage ownership interest in Gramercy. At September 30, 2008, we held 8,119,370 shares, or approximately 15.8% of Gramercy's common stock.

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representing a total investment at book value of approximately \$141.5 million. The market value of our common stock investment in Gramercy was approximately \$21.0 million at September 30, 2008. Management has evaluated its investment in Gramercy in accordance with guidance on fair value accounting. Notwithstanding these evaluations, we may need to recognize an impairment in the future due to, among other things, the duration of time that the market value is less than the book value of our common stock investment in Gramercy. Gramercy is a variable interest entity, but we are not the primary beneficiary. Due to the significant influence we have over Gramercy, we account for our investment under the equity method of accounting. In October 2008, the management agreement was amended and restated and certain other agreements were entered into or terminated. See Note 19-Subsequent Events.

In connection with Gramercy's initial public offering, GKK Manager LLC, or the Manager, an affiliate of ours, entered into a management agreement with Gramercy, which provided for an initial term through December 2007, with automatic one-year extension options and certain termination rights. In April 2006, we and Gramercy entered into an amended and restated management agreement, and Gramercy's board of directors approved, among other things, an extension of the management agreement through December 2009. The management agreement was further amended in September 2007 and amended and restated in October 2008. Gramercy pays the Manager an annual management fee equal to 1.75% (1.50% effective October 1, 2008) of their gross stockholders' equity (as defined in the amended and restated management agreement), inclusive of trust preferred securities issued by Gramercy or its affiliates. In addition, Gramercy also pays the Manager a collateral management fee (as defined in the amended management agreement). In connection with any and all collateralized debt obligations, or CDOs, except for the 2005 CDO, or other securitization vehicles formed, owned or controlled, directly or indirectly, by Gramercy, which provides for a collateral manager to be retained, the Manager with respect to such CDOs and other securitization vehicles, receives management, service and similar fees equal to (i) 0.25% per annum of the principal amount outstanding of bonds issued by a managed transitional CDO that are owned by third-party investors unaffiliated with Gramercy or the Manager, which CDO is structured to own loans secured by transitional properties, (ii) 0.15% per annum of the book value of the principal amount outstanding of bonds issued by a managed non-transitional CDO that are owned by third-party investors unaffiliated with Gramercy or the Manager, which CDO is structured to own loans secured by non-transitional properties, (iii) 0.10% per annum of the principal amount outstanding of bonds issued by a static CDO that are owned by third party investors unaffiliated with Gramercy or the Manager, which CDO is structured to own non-investment grade bonds, and (iv) 0.05% per annum of the principal amount outstanding of bonds issued by a static CDO that are owned by third-party investors unaffiliated with Gramercy or the Manager, which CDO is structured to own investment grade bonds. For the purposes of the management agreement, a managed transitional CDO means a CDO that is actively managed, has a reinvestment period and is structured to own debt collateral secured primarily by non-stabilized real estate assets that are expected to experience substantial net operating income growth, and a managed non-transitional CDO means a CDO that is actively managed, has a reinvestment period and is structured to own debt collateral secured primarily by stabilized real estate assets that are not expected to experience substantial net operating income growth. Both managed transitional and managed non-transitional CDOs may at any given time during the reinvestment period of the respective vehicles invest in and own non-debt collateral (in limited quantity) as defined by the respective indentures. In connection with the closing of Gramercy's first CDO in July 2005, Gramercy entered into a collateral management agreement with the Manager. Pursuant to the collateral management agreement, the Manager has agreed to provide certain advisory and administrative services in relation to the collateral debt securities and other eligible investments securing the CDO notes. The collateral management agreement provides for a senior collateral management fee, payable quarterly in accordance with the priority of payments as set forth in the indenture, equal to 0.15% per annum of the net outstanding portfolio balance, and a subordinate collateral management fee, payable quarterly in accordance with the priority of payments as set forth in the indenture, equal to 0.25% per annum of the net outstanding portfolio balance. Net outstanding portfolio balance is the sum of the (i) aggregate principal balance of the collateral debt securities, excluding defaulted securities, (ii) aggregate principal balance of all principal proceeds held as cash and eligible investments in certain accounts, and (iii) with respect to the defaulted securities, the calculation amount of such defaulted securities. As compensation for the performance of its obligations as collateral manager under the first CDO, Gramercy's board of directors has allocated to the Manager the subordinate collateral management fee paid on securities not held by Gramercy. The senior collateral management fee and balance of the subordinate collateral management fee is allocated to Gramercy. For the three and nine months ended September 30, 2008 and 2007 we received an aggregate of

approximately \$6.0 million, \$15.9 million, \$3.3 million and \$9.1 million, respectively, in fees under the management agreement and none, \$2.6 million, \$1.3 million and \$3.4 million, respectively, under the collateral management agreement. Fees payable to the Manager under the collateral management agreement were remitted to Gramercy for the three months ended September 30, 2008 and will be for all subsequent periods. In 2008, we, as well as Gramercy, each formed special committees comprised solely of independent directors to consider whether the internalization of the Manager and/or amendment to the management agreement would be in the best interest of each company and its respective shareholders.

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To provide an incentive for the Manager to enhance the value of Gramercy's common stock, we, along with the other holders of Class B limited partnership interests in Gramercy's operating partnership, are entitled to an incentive return payable through the Class B limited partner interests in Gramercy's operating partnership, equal to 25% of the amount by which funds from operations (as defined in Gramercy's amended and restated partnership agreement) plus certain accounting gains exceed the product of the weighted average stockholders' equity of Gramercy multiplied by 9.5% (divided by four to adjust for quarterly calculations). We will record any distributions on the Class B limited partner interests as incentive distribution income in the period when earned and when receipt of such amounts have become probable and reasonably estimable in accordance with Gramercy's amended and restated partnership agreement as if such agreement had been terminated on that date. We earned approximately none, \$5.1 million, \$3.9 million and \$10.5 million under this agreement for the three and nine months ended September 30, 2008 and 2007, respectively. Amounts payable to the Class B limited partnership interests were waived for the three months ended September 30, 2008. We have also agreed to waive any amounts payable to the Class B limited partnership interests for the three months ended December 31, 2008. See Note 19-Subsequent Events. Due to the control we have over the Manager, we consolidate the accounts of the Manager into ours.

In May 2005, our Compensation Committee approved long-term incentive performance awards pursuant to which certain of our officers and employees, including some of whom are our senior executive officers, were awarded a portion of the interests previously held by us in the Manager as well as in the Class B limited partner interests in Gramercy's operating partnership. The vesting of these awards is dependent upon, among other things, tenure of employment and the performance of our investment in Gramercy. These awards vested in May 2008. We recorded compensation expense of approximately \$0.3 million, \$1.4 million, \$0.7 million and \$2.1 million for the three and nine months ended September 30, 2008 and 2007, respectively, related to these awards. The officers and employees who received the awards own 15.6 units, or 15.6%, of the Class B limited partner interests and 15.6% of the Manager. During the second quarter of 2008, we acquired an additional 12.42% ownership interest in the Manager. As a result, we own 78.4 units, or 78.4%, of the Class B limited partner interests and 78.4% of the Manager.

Gramercy is obligated to reimburse the Manager for its costs incurred under an asset servicing agreement and an outsourcing agreement between the Manager and us. The asset servicing agreement, which was amended and restated in April 2006, provides for an annual fee payable to us of 0.05% of the book value of all Gramercy's credit tenant lease assets and non-investment grade bonds and 0.15% of the book value of all other Gramercy assets. We may reduce the asset-servicing fee for fees that Gramercy pays directly to outside servicers. The outsourcing agreement currently provides for a fee of \$2.7 million per year, increasing 3% annually over the prior year. For the three and nine months ended September 30, 2008 and 2007, the Manager received an aggregate of approximately \$2.0 million, \$5.4 million, \$1.4 million and \$3.7 million, respectively, under the outsourcing and asset servicing agreements. Both of these agreements were terminated effective as of September 30, 2008. See Note 19-Subsequent Events.

All fees earned from Gramercy are included in other income in the Consolidated Statements of Income.

Effective May 1, 2005, Gramercy entered into a lease agreement with an affiliate of ours, for their corporate offices at 420 Lexington Avenue, New York, NY. The lease is for approximately five thousand square feet with an option to lease an additional approximately two thousand square feet and carries a term of ten years with rents of approximately \$249,000 per annum for year one rising to \$315,000 per annum in year ten. Gramercy also leases approximately 3,200 square feet pursuant to a lease which ends in May 2009. The annual rent is approximately

\$171,200.

Gramercy holds tenancy-in-common interests along with us in 55 Corporate Drive, NJ, 2 Herald Square and 885 Third Avenue. See Note 5 for information on our structured finance investments in which Gramercy also holds an interest.

An affiliate held an investment in Gramercy's preferred stock with a book value of approximately \$980.7 million at September 30, 2008.

In April 2008, Gramercy completed the acquisition of American Financial Realty Trust, or AFR, in a transaction with a total value of approximately \$3.3 billion. In addition, Gramercy assumed an aggregate of approximately \$1.3 billion of AFR secured debt. We provided \$50.0 million of financing as part of an \$850.0 million loan to Gramercy in connection with this acquisition (See note 5). As a result of this acquisition, the Gramercy board of directors awarded 644,787 restricted shares of Gramercy's common stock to us, subject to a one-year vesting period, in respect of services rendered. We recognized income of approximately \$6.6 million from these shares, which was recorded in other income in the accompanying statements of income.

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The condensed combined balance sheets for the unconsolidated joint ventures, including Gramercy, at September 30, 2008 and December 31, 2007, are as follows (in thousands):

	September 30, 2008	December 31, 2007
<u>Assets</u>		
Commercial real estate property, net	\$ 9,596,746	\$ 6,300,666
Structured finance investments	3,088,172	3,211,099
Other assets	1,894,341	1,203,259
Total assets	\$ 14,579,259	\$ 10,715,024
<u>Liabilities and members' equity</u>		
Mortgages payable	\$ 6,891,450	\$ 3,650,213
Other loans	3,093,250	3,085,342
Other liabilities	1,345,726	453,228
Members' equity	3,248,833	3,526,241
Total liabilities and members' equity	\$ 14,579,259	\$ 10,715,024
Company's net investment in unconsolidated joint ventures	\$ 1,139,918	\$ 1,438,123

The condensed combined statements of operations for the unconsolidated joint ventures, including Gramercy, from acquisition date through September 30, 2008 and 2007, are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Total revenues	\$ 356,450	\$ 233,385	\$ 980,351	\$ 639,704
Operating expenses	106,970	67,115	272,878	153,533
Real estate taxes	28,772	19,375	79,619	59,369
Interest	136,440	104,063	362,560	269,427
Depreciation and amortization	57,007	28,536	149,841	79,286
Total expenses	329,189	219,089	864,898	561,615
Net income before gain on sale	\$ 27,261	\$ 14,296	\$ 115,453	\$ 78,089
Company's equity in net income of unconsolidated joint ventures	\$ 12,292	\$ 11,302	\$ 49,540	\$ 32,715

7. Investment in and Advances to Affiliates

Service Corporation

Income from management, leasing and construction contracts from third parties and joint venture properties is realized by the Service Corporation. In order to maintain our qualification as a REIT, we, through our operating partnership, own 100% of the non-voting common stock (representing 95% of the total equity) of the Service Corporation. Our operating partnership receives substantially all of the cash flow from the Service Corporation's operations through dividends on its equity interest. All of the voting common stock of the Service Corporation (representing 5% of the total equity) is held by our affiliate. This controlling interest gives the affiliate the power to elect all directors of the Service Corporation. Effective July 1, 2003, we consolidated the operations of the Service Corporation because it is considered to be a variable interest entity under FIN 46 and we are the primary beneficiary. For the three and nine months ended September 30, 2008 and 2007, the Service Corporation earned approximately \$3.0 million, \$10.0 million, \$3.6 million and \$9.9 million of revenue and incurred approximately \$2.8 million, \$8.7 million, \$3.1 million and \$7.8 million in expenses, respectively. Effective January 1, 2001, the Service Corporation elected to be treated as a TRS.

All of the management, leasing and construction services with respect to the properties wholly-owned by us are conducted through SL Green Management LLC which is 100% owned by our Operating Partnership.

eEmerge

In May 2000, our operating partnership formed eEmerge, Inc., a Delaware corporation, or eEmerge. eEmerge is a separately managed, self-funded company that provides fully-wired and furnished office space, services and support to businesses.

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In March 2002, we acquired all the voting common stock of eEmerge. As a result, we control all the common stock of eEmerge. Effective with the quarter ended March 31, 2002, we consolidated the operations of eEmerge. Effective January 1, 2001, eEmerge elected to be taxed as a TRS.

In June 2000, eEmerge and Eureka Broadband Corporation, or Eureka, formed eEmerge.NYC LLC, a Delaware limited liability company, or ENYC, whereby eEmerge has a 95% interest and Eureka has a 5% interest in ENYC. During the third quarter of 2006, ENYC acquired the interest held by Eureka. As a result, eEmerge owns 100% of ENYC. ENYC operates a 71,700 square foot fractional office suites business. ENYC entered into a 10-year lease with our operating partnership for its 50,200 square foot premises, which is located at 440 Ninth Avenue, Manhattan. ENYC entered into another 10-year lease with our operating partnership for its 21,500 square foot premises at 28 West 44th Street, Manhattan. Allocations of net profits, net losses and distributions are made in accordance with the Limited Liability Company Agreement of ENYC. Effective with the quarter ended March 31, 2002, we consolidated the operations of ENYC.

8. Deferred Costs

Deferred costs at September 30, 2008 and December 31, 2007 consisted of the following (in thousands):

	2008	2007
Deferred financing	\$ 63,322	\$ 66,659
Deferred leasing	145,451	133,512
	208,773	200,171
Less accumulated amortization	(72,824)	(65,817)
	\$ 135,949	\$ 134,354

Table of Contents**SL Green Realty Corp.****Notes to Condensed Consolidated Financial Statements****(Unaudited)****September 30, 2008****9. Mortgage Notes Payable**

The first mortgage notes payable collateralized by the respective properties and assignment of leases at September 30, 2008 and December 31, 2007, respectively, were as follows (in thousands):

Property (1)	Maturity Date	Interest Rate (2)	2008	2007
711 Third Avenue	06/2015	4.99%	\$ 120,000	\$ 120,000
420 Lexington Avenue	11/2010	8.44%	110,718	112,694
673 First Avenue	02/2013	5.67%	32,578	33,115
220 East 42nd Street	12/2013	5.24%	203,733	206,466
625 Madison Avenue	11/2015	6.27%	98,144	99,775
55 Corporate Drive	12/2015	5.75%	95,000	95,000
609 Fifth Avenue	10/2013	5.85%	99,653	100,591
609 Partners, LLC	07/2014	5.00%	63,891	63,891
485 Lexington Avenue	02/2017	5.61%	450,000	450,000
120 West 45th Street	02/2017	6.12%	170,000	170,000
919 Third Avenue (3)	07/2011	6.87%	229,285	231,680
300 Main Street	02/2017	5.75%	11,500	11,500
399 Knollwood Rd	03/2014	5.75%	18,805	19,024
500 West Putnam	01/2016	5.52%	25,000	25,000
141 Fifth Avenue (4)	06/2017	5.70%	25,000	25,000
One Madison Avenue (5)	05/2020	5.91%	665,784	673,470
Total fixed rate debt			2,419,091	2,437,206
1551/1555 Broadway (6)				86,938
717 Fifth Avenue (6)				192,500
180/182 Broadway (7)	02/2011	4.72%	21,184	
Landmark Square (8)	02/2009	4.32%	128,000	128,000
28 West 44th Street	08/2013	4.54%	125,000	
Total floating rate debt			274,184	407,438
Total mortgage notes payable			\$ 2,693,275	\$ 2,844,644

(1) Held in bankruptcy remote special purpose entity.

(2) Effective interest rate for the quarter ended September 30, 2008.

(3) We own a 51% controlling interest in the joint venture that is the borrower on this loan. This loan is non-recourse to us.

(4)

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We own a 50% interest in the joint venture that is the borrower on this loan. This loan is non-recourse to us. This loan was refinanced in June 2007.

- (5) From April 2005 until August 2007, we held a 55% partnership interest in the joint venture that owned this property. We now own 100% of the property.
- (6) This joint venture was deconsolidated in September 2008. See Note 6.
- (7) We own a 50% interest in the joint venture that is the borrower on this loan. This loan is non-recourse to us.
- (8) This loan has three one-year as-of-right renewal options.

At September 30, 2008 and December 31, 2007 the gross book value of the properties collateralizing the mortgage notes was approximately \$4.6 billion and \$4.7 billion, respectively.

For the three and nine months ended September 30, 2008 and 2007, we incurred approximately \$70.7 million, \$219.3 million, \$67.8 million and \$200.5 million of interest expense, respectively, excluding interest which was capitalized of approximately \$0.6 million, \$2.2 million, \$2.8 million and \$9.7 million, respectively.

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10. Corporate Indebtedness

2005 Unsecured Revolving Credit Facility

We have a \$1.5 billion unsecured revolving credit facility, or the 2005 unsecured revolving credit facility. The 2005 unsecured revolving credit facility bears interest at a spread ranging from 70 basis points to 110 basis points over LIBOR, based on our leverage ratio. This facility matures in June 2011 and has a one-year extension option. The 2005 unsecured revolving credit facility also requires a 12.5 to 20 basis point fee on the unused balance payable annually in arrears. The 2005 unsecured revolving credit facility had a balance of \$1.3 billion and carried a spread over LIBOR of 90 basis points at September 30, 2008. Availability under the 2005 unsecured revolving credit facility was further reduced by the issuance of approximately \$29.1 million in letters of credit. The effective all-in interest rate on the 2005 unsecured revolving credit facility was 3.69% for the three months ended September 30, 2008. The 2005 unsecured revolving credit facility includes certain restrictions and covenants (see restrictive covenants below). During the three months ended September 30, 2008, one of the participating banks in the 2005 unsecured revolving credit facility did not fund its proportionate share of the draw requests submitted by us.

Term Loans

We had a \$325.0 million unsecured term loan, which was scheduled to mature in August 2009. This term loan bore interest at a spread ranging from 110 basis points to 140 basis points over the 30-day LIBOR, based on our leverage ratio. This unsecured term loan was repaid and terminated in March 2007.

We had a \$200.0 million five-year non-recourse term loan secured by a pledge of our ownership interest in 1221 Avenue of the Americas. This term loan had a floating rate of 125 basis points over the 30-day LIBOR and was scheduled to mature in May 2010. The secured term loan was repaid and terminated in June 2007.

In January 2007, we closed on a \$500.0 million unsecured bridge loan, which was scheduled to mature in January 2010. This term loan bore interest at a spread ranging from 85 basis points to 125 basis points over LIBOR, based on our leverage ratio. This unsecured bridge loan was repaid and terminated in June 2007.

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In December 2007, we closed on a \$276.7 million ten-year term loan which carried an effective fixed interest rate of 5.19%. This loan was secured by our interest in 388 and 390 Greenwich Street. This secured term loan, which was scheduled to mature in December 2017 was repaid and terminated in May 2008.

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The following table sets forth our senior unsecured notes and other related disclosures by scheduled maturity date as of September 30, 2008 (in thousands):

Issuance	Face Amount	Coupon Rate(4)	Term (in Years)	Maturity
March 26, 1999 (1)	\$ 200,000	7.75%	10	March 15, 2009
January 22, 2004 (1)	150,000	5.15%	7	January 15, 2011
August 13, 2004 (1)	150,000	5.875%	10	August 15, 2014
March 31, 2006 (1)	275,000	6.00%	10	March 31, 2016
June 27, 2005 (1) (2)	287,500	4.00%	20	June 15, 2025
March 26, 2007 (3)	750,000	3.00%	20	March 30, 2027
	1,812,500			
Net discount	(18,640)			
	\$ 1,793,860			

(1) Assumed as part of the Reckson Merger.

(2) Exchangeable 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 plus accrued and unpaid interest, on June 15, 2010, 2015 and 2020 and upon the occurrence of certain change of control transactions. As a result of the Reckson Merger, the adjusted exchange rate for the debentures is 7.7461 shares of our common stock per \$1,000 of principal amount of debentures and the adjusted reference dividend for the debentures is \$1.3491.

(3) Interest on these notes is payable semi-annually on March 30 and September 30. The notes have an initial exchange rate representing an exchange price that is at a 25.0% premium to the last reported sale price of our common stock on March 20, 2007, or \$173.30. The initial exchange rate is subject to adjustment under certain circumstances. The notes are senior unsecured obligations of our operating partnership and are exchangeable upon the occurrence of specified events, and during the period beginning on the twenty-second scheduled trading day prior to the maturity date and ending on the second business day prior to the maturity date, into cash or a combination of cash and shares of our common stock, if any, at our option. The notes are redeemable, at our option, on and after April 15, 2012. We may be required to repurchase the notes on March 30, 2012, 2017 and 2022, and upon the occurrence of certain designated events. The net proceeds from the offering were approximately \$736.0 million, after deducting estimated fees and expenses. The proceeds of the offering were used to repay certain of our existing indebtedness, make investments in additional properties, and make open market purchases of our common stock and for general corporate purposes.

(4) Interest on the senior unsecured notes is payable semi-annually with principal and unpaid interest due on the scheduled maturity dates.

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On April 27, 2007, the \$50.0 million, 6.0% unsecured notes scheduled to mature in June 2007 and the \$150.0 million, 7.20% unsecured notes scheduled to mature in August 2007, assumed as part of the Reckson Merger, were redeemed.

In October 2008, we acquired approximately \$64.0 million of our 4% exchangeable senior debentures due June 15, 2025.

Restrictive Covenants

The terms of the 2005 unsecured revolving credit facility and senior unsecured notes include certain restrictions and covenants which limit, among other things, the payment of dividends (as discussed below), the incurrence of additional indebtedness, the incurrence of liens and the disposition of assets, and which require compliance with financial ratios relating to the minimum amount of tangible net worth, the minimum amount of debt service coverage and fixed charge coverage, the maximum amount of unsecured indebtedness, the minimum amount of unencumbered property debt service coverage and certain investment limitations. The dividend restriction referred to above provides that, except to enable us to continue to qualify as a REIT for Federal income tax purposes, we will not during any four consecutive fiscal quarters make distributions with respect to common stock or other equity interests in an aggregate amount in excess of 95% of funds from operations for such period, subject to certain other adjustments. As of September 30, 2008 and December 31, 2007, we were in compliance with all such covenants.

Junior Subordinate Deferrable Interest Debentures

In June 2005, we issued \$100.0 million in unsecured floating rate trust preferred securities through a newly formed trust, SL Green Capital Trust I, or the Trust, which is a wholly-owned subsidiary of our operating partnership. The securities are reflected on the balance sheet as Junior Subordinate Deferrable Interest Debentures. The securities mature in 2035 and bear interest at a fixed rate of 5.61% for the first ten years ending July 2015, a period of up to eight consecutive quarters if our operating partnership exercises its right to defer such payments. The trust preferred securities are redeemable, at the option of our operating partnership, in whole or in part, with no prepayment premium any time after July 2010. We do not consolidate the Trust even though it is a variable interest entity

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under FIN46(R) as we are not the primary beneficiary. Because the Trust is not consolidated, we have recorded the debt and the related payments are classified as interest expense.

Principal Maturities

Combined aggregate principal maturities of mortgages and notes payable, 2005 unsecured revolving credit facility, trust preferred securities, senior unsecured notes (net of discount) and our share of joint venture debt as of September 30, 2008, excluding extension options, were as follows (in thousands):

	Scheduled Amortization	Principal Repayments	Revolving Credit Facility	Trust Preferred Securities	Unsecured Notes	Total	Joint Venture Debt
2008	\$ 6,771	\$	\$	\$	\$	\$ 6,771	\$ 344,116
2009	26,750	128,000			200,000	354,750	54,447
2010	28,089	104,691				132,780	115,930
2011	26,804	237,840	1,288,833		150,000	1,703,477	169,712
2012	29,845					29,845	33,950
Thereafter	218,955	1,885,530		100,000	1,443,860	3,648,345	1,213,768
	\$ 337,214	\$ 2,356,061	\$ 1,288,833	\$ 100,000	\$ 1,793,860	\$ 5,875,968	\$ 1,913,923

11. Related Party Transactions**Cleaning/ Security/ Messenger and Restoration Services**

Through Alliance Building Services, or Alliance, First Quality Maintenance, L.P., or First Quality, provides cleaning, extermination and related services, Classic Security LLC provides security services, Bright Star Couriers LLC provides messenger services, and Onyx Restoration Works provides restoration services with respect to certain properties owned by us. Alliance is owned by Gary Green, a son of Stephen L. Green, the chairman of our board of directors. In addition, First Quality has the non-exclusive opportunity to provide cleaning and related services to individual tenants at our properties on a basis separately negotiated with any tenant seeking such additional services. We paid Alliance approximately \$3.6 million, \$10.6 million, \$3.6 million and \$10.6 million for the three and nine months ended September 30, 2008 and 2007, respectively, for these services (excluding services provided directly to tenants).

Leases

Nancy Peck and Company leases 507 square feet of space at 420 Lexington Avenue on a month-to-month basis. Nancy Peck and Company is owned by Nancy Peck, the wife of Stephen L. Green. The rent due pursuant to the lease is \$15,210 per year. Prior to February 2007, Nancy Peck and Company leased 2,013 square feet of space at 420 Lexington Avenue, pursuant to a lease that expired on June 30, 2005 and which provided for annual rental payments of approximately \$66,000. The rent due pursuant to that lease was offset against a consulting fee of \$11,025 per month an affiliate paid to her pursuant to a consulting agreement, which was cancelled in July 2006.

Management Fees

S.L. Green Management Corp. receives property management fees from an entity in which Stephen L. Green owns an interest. The aggregate amount of fees paid to S.L. Green Management Corp. from such entity was approximately \$97,000, \$279,000, \$67,000 and \$200,000 for the three and nine months ended September 30, 2008 and 2007, respectively.

Brokerage Services

Sonnenblick-Goldman Company, or Sonnenblick, a nationally recognized real estate investment banking firm, provided mortgage brokerage services to us. Mr. Morton Holliday, the father of Mr. Marc Holliday, was a Managing Director of Sonnenblick at the time of the financings. In 2007, our 1604-1610 Broadway joint venture paid approximately \$146,500 to Sonnenblick in connection with obtaining a \$27.0 million first mortgage and we paid \$759,000 in connection with the refinancing of 485 Lexington Avenue. In 2008, our 1250 Broadway joint venture paid approximately \$1.7 million to Sonnenblick in connection with the sale of 1250 Broadway.

In 2007, we paid a consulting fee of \$525,000 to Stephen Wolff, the brother-in-law of Marc Holliday, in connection with our aggregate investment of \$119.1 million in the joint venture that owns 800 Third Avenue and approximately \$68,000 in connection with our acquisition of 16 Court Street for \$107.5 million.

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SL Green Realty Corp.

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Other

Amounts due from related parties at September 30, 2008 and December 31, 2007 consisted of the following (in thousands):

	2008	2007
Due from joint ventures	\$ 5,519	\$ 6,098
Officers and employees	153	153
Other	4,884	6,831
Related party receivables	\$ 10,556	\$ 13,082

Gramercy Capital Corp.

See Note 6. Investment in Unconsolidated Joint Ventures Gramercy Capital Corp. for disclosure on related party transactions between Gramercy and us.

12. Stockholders Equity

Common Stock

Our authorized capital stock consists of 260,000,000 shares, \$.01 par value, of which we have authorized the issuance of up to 160,000,000 shares of common stock, \$.01 par value per share, 75,000,000 shares of excess stock, at \$.01 par value per share, and 25,000,000 shares of preferred stock, par value \$.01 per share. As of September 30, 2008, 57,605,933 shares of common stock and no shares of excess stock were issued and outstanding.

In March 2007, our board of directors approved a stock repurchase plan under which we can buy up to \$300.0 million shares of our common stock. This plan will expire on December 31, 2008. As of October 2008, we purchased and settled \$300.0 million, or 3.3 million shares of our common stock at an average price of \$90.49 per share.

Perpetual Preferred Stock

In December 2003, we sold 6,300,000 shares of our 7.625% Series C preferred stock, (including the underwriters' over-allotment option of 700,000 shares) with a mandatory liquidation preference of \$25.00 per share. Net proceeds from this offering (approximately \$152.0 million) were used principally to repay amounts outstanding under our secured and unsecured revolving credit facilities. The Series C preferred stockholders receive annual dividends of \$1.90625 per share paid on a quarterly basis and dividends are cumulative, subject to certain provisions. On or after December 12, 2008, we may redeem the Series C preferred stock at par for cash at our option. The Series C preferred stock was recorded net of underwriters discount and issuance costs.

In 2004, we sold 4,000,000 shares of our 7.875% Series D cumulative redeemable preferred stock, or the Series D preferred stock, with a mandatory liquidation preference of \$25.00 per share. Net proceeds from these offerings (approximately \$96.3 million) were used principally to repay amounts outstanding under our secured and unsecured revolving credit facilities. The Series D preferred stockholders receive annual dividends of \$1.96875 per share paid on a quarterly basis and dividends are cumulative, subject to certain provisions. On or after May 27, 2009, we may redeem the Series D preferred stock at par for cash at our option. The Series D preferred stock was recorded net of underwriters discount and issuance costs.

Rights Plan

In February 2000, our board of directors authorized a distribution of one preferred share purchase right, or Right, for each outstanding share of common stock under a shareholder rights plan. This distribution was made to all holders of record of the common stock on March 31, 2000. Each Right entitles the registered holder to purchase from us one one-hundredth of a share of Series B junior participating preferred stock, par value \$0.01 per share, or Preferred Shares, at a price of \$60.00 per one one-hundredth of a Preferred Share, or Purchase Price, subject to adjustment as provided in the rights agreement. The Rights expire on March 5, 2010, unless we extend the expiration date or the Right is redeemed or exchanged earlier. The Rights are attached to each share of common stock. The Rights are generally exercisable only if a person or group becomes the beneficial owner of 17% or more of the outstanding common stock or announces a tender offer for 17% or more of the outstanding common stock, or Acquiring Person. In the event that a person or group becomes an Acquiring Person, each holder of a Right, excluding the Acquiring Person, will have the right to receive, upon exercise, common stock having a market value equal to two times the Purchase Price of the Preferred Shares.

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Dividend Reinvestment and Stock Purchase Plan

We filed a registration statement with the SEC for our dividend reinvestment and stock purchase plan, or DRIP, which was declared effective on September 10, 2001, and commenced on September 24, 2001. We registered 3,000,000 shares of our common stock under the DRIP.

During the nine months ended September 30, 2008 and 2007, approximately 2,800 and 81,000 shares were issued and approximately \$0.2 million and \$10.5 million of proceeds were received, respectively, from dividend reinvestments and/or stock purchases under the DRIP. DRIP shares may be issued at a discount to the market price.

2003 Long-Term Outperformance Compensation Program

Our board of directors adopted a long-term, seven-year compensation program for certain members of senior management. The program, which measured our performance over a 48-month period (unless terminated earlier) commencing April 1, 2003, provided that holders of our common equity were to achieve a 40% total return during the measurement period over a base share price of \$30.07 per share before any restricted stock awards were granted. Plan participants would receive an award of restricted stock in an amount between 8% and 10% of the excess total return over the baseline return. At the end of the four-year measurement period, 40% of the award will vest on the measurement date and 60% of the award will vest ratably over the subsequent three years based on continued employment. Any restricted stock to be issued under the program will be allocated from our 2005 Stock Option and Incentive Plan (as defined below), which was previously approved through a stockholder vote in May 2005. In April 2007, the Compensation Committee determined that under the terms of the 2003 Outperformance Plan, as of March 31, 2007, the performance hurdles had been met and the maximum performance pool of \$22,825,000, taking into account forfeitures, was established. In connection with this event, approximately 166,312 shares of restricted stock (as adjusted for forfeitures) were allocated under the 2005 Stock Option and Incentive Plan. These awards are subject to vesting as noted above. We record the expense of the restricted stock award in accordance with SFAS 123-R. The fair value of the award on the date of grant was determined to be \$3.2 million. Forty percent of the value of the award will be amortized over four years and the balance will be amortized at 20% per year over five, six and seven years, respectively, such that 20% of year five, 16.67% of year six, and 14.29% of year seven will be recorded in year one. Compensation expense of \$57,000, \$0.2 million, \$0.1 million and \$0.3 million related to this plan was recorded during the three and nine months ended September 30, 2008 and 2007, respectively.

2005 Long-Term Outperformance Compensation Program

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In December 2005, the compensation committee of our board of directors approved a long-term incentive compensation program, the 2005 Outperformance Plan. Participants in the 2005 Outperformance Plan will share in a performance pool if our total return to stockholders for the period from December 1, 2005 through November 30, 2008 exceeds a cumulative total return to stockholders of 30% during the measurement period over a base share price of \$68.51 per share. The size of the pool was to be 10% of the outperformance amount in excess of the 30% benchmark, subject to a maximum dilution cap equal to the lesser of 3% of our outstanding shares and units of limited partnership interest as of December 1, 2005 or \$50.0 million. In the event the potential performance pool reached this dilution cap before November 30, 2008 and remained at that level or higher for 30 consecutive days, the performance period was to end early and the pool would be formed on the last day of such 30 day period. Each participant's award under the 2005 Outperformance Plan would be designated as a specified percentage of the aggregate performance pool to be allocated to him or her assuming the 30% benchmark is achieved. Individual awards would be made in the form of partnership units, or LTIP Units, that may ultimately become exchangeable for shares of our common stock or cash, at our election. LTIP Units would be granted prior to the determination of the performance pool; however, they were only to vest upon satisfaction of performance and other thresholds, and were not entitled to distributions until after the performance pool was established. The 2005 Outperformance Plan provides that if the pool was established, each participant would also be entitled to the distributions that would have been paid on the number of LTIP Units earned, had they been issued at the beginning of the performance period. Those distributions were to be paid in the form of additional LTIP Units.

After the performance pool was established, the earned LTIP Units are to receive regular quarterly distributions on a per unit basis equal to the dividends per share paid on our common stock, whether or not they are vested. Any LTIP Units not earned upon the establishment of the performance pool were to be automatically forfeited, and the LTIP Units that are earned are subject to time-based vesting, with one-third of the LTIP Units earned vesting on November 30, 2008 and each of the first two anniversaries thereafter based on continued employment. On June 14, 2006, the Compensation Committee determined that under the terms of the 2005 Outperformance Plan, as of June 8, 2006, the performance period had accelerated and the maximum performance pool of \$49,250,000, taking into account forfeitures, was established. Individual awards under the 2005 Outperformance Plan are in the form of partnership units, or LTIP Units, in our operating partnership that, subject to certain conditions, are convertible into shares of the Company's common stock or cash, at our election. The total number of LTIP Units earned by all participants as a result of the establishment of the performance pool was 490,475 and are subject to time-based vesting.

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The cost of the 2005 Outperformance Plan (approximately \$8.0 million, subject to adjustment for forfeitures) will continue to be amortized into earnings through the final vesting period in accordance with SFAS 123-R. We recorded approximately \$0.6 million, \$1.8 million, \$0.5 million and \$1.6 million of compensation expense during the three and nine months ended September 30, 2008 and 2007, respectively, in connection with the 2005 Outperformance Plan.

2006 Long-Term Outperformance Compensation Program

On August 14, 2006, the compensation committee of our board of directors approved a long-term incentive compensation program, the 2006 Outperformance Plan. Participants in the 2006 Outperformance Plan will share in a performance pool if our total return to stockholders for the period from August 1, 2006 through July 31, 2009 exceeds a cumulative total return to stockholders of 30% during the measurement period over a base share price of \$106.39 per share. The size of the pool will be 10% of the outperformance amount in excess of the 30% benchmark, subject to a maximum award of \$60 million. The maximum award will be reduced by the amount of any unallocated or forfeited awards. In the event the potential performance pool reaches the maximum award before July 31, 2009 and remains at that level or higher for 30 consecutive days, the performance period will end early and the pool will be formed on the last day of such 30 day period. Each participant's award under the 2006 Outperformance Plan will be designated as a specified percentage of the aggregate performance pool. Assuming the 30% benchmark is achieved, the pool will be allocated among the participants in accordance with the percentage specified in each participant's participation agreement. Individual awards will be made in the form of LTIP Units, that, subject to vesting and the satisfaction of other conditions, are exchangeable for a per unit value equal to the then trading price of one share of our common stock. This value is payable in cash or, at our election, in shares of common stock. LTIP Units will be granted prior to the determination of the performance pool; however, they will only vest upon satisfaction of performance and time vesting thresholds under the 2006 Outperformance Plan, and will not be entitled to distributions until after the performance pool is established. Distributions on LTIP Units will equal the dividends paid on our common stock on a per unit basis. The 2006 Outperformance Plan provides that if the pool is established, each participant will also be entitled to the distributions that would have been paid had the number of earned LTIP Units been issued at the beginning of the performance period. Those distributions will be paid in the form of additional LTIP Units. Thereafter, distributions will be paid currently with respect to all earned LTIP Units that are a part of the performance pool, whether vested or unvested. Although the amount of earned awards under the 2006 Outperformance Plan (i.e. the number of LTIP Units earned) will be determined when the performance pool is established, not all of the awards will vest at that time. Instead, one-third of the awards will vest on July 31, 2009 and each of the first two anniversaries thereafter based on continued employment.

In the event of a change in control of our company on or after August 1, 2007 but before July 31, 2009, the performance pool will be calculated assuming the performance period ended on July 31, 2009 and the total return continued at the same annualized rate from the date of the change in control to July 31, 2009 as was achieved from August 1, 2006 to the date of the change in control; provided that the performance pool may not exceed 200% of what it would have been if it was calculated using the total return from August 1, 2006 to the date of the change in control and a pro rated benchmark. In either case, the performance pool will be formed as described above if the adjusted benchmark target is achieved and all earned awards will be fully vested upon the change in control. If a change in control occurs after the performance period has ended, all unvested awards issued under our 2006 Outperformance Plan will become fully vested upon the change in control.

The cost of the 2006 Outperformance Plan (approximately \$9.6 million, subject to adjustment for forfeitures) will be amortized into earnings through the final vesting period in accordance with SFAS 123-R. We recorded approximately \$0.6 million, \$1.9 million, \$0.6 million and \$1.9 million of compensation expense during the three and nine months ended September 30, 2008 and 2007, respectively, in connection with the 2006 Outperformance Plan.

Deferred Stock Compensation Plan for Directors

Under our Independent Director's Deferral Program, which commenced July 2004, our non-employee directors may elect to defer up to 100% of their annual retainer fee, chairman fees and meeting fees. Unless otherwise elected by a participant, fees deferred under the program shall be credited in the form of phantom stock units. The phantom stock units are convertible into an equal number of shares of common stock upon such director's termination of service from the Board of Directors or a change in control by us, as defined by the program. Phantom stock units are credited to each non-employee director quarterly using the closing price of our common stock on the applicable dividend record date for the respective quarter. Each participating non-employee director's account is also credited for an equivalent amount of phantom stock units based on the dividend rate for each quarter.

During the nine months ended September 30, 2008, approximately 5,696 phantom stock units were earned. As of September 30, 2008, there were approximately 21,209 phantom stock units outstanding.

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Employee Stock Purchase Plan

On September 18, 2007, our board of directors adopted the 2008 Employee Stock Purchase Plan, or ESPP, to encourage our employees to increase their efforts to make our business more successful by providing equity-based incentives to eligible employees. The ESPP is intended to qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code of 1986, as amended, and has been adopted by the board to enable our eligible employees to purchase our shares of common stock through payroll deductions. The ESPP became effective on January 1, 2008 with a maximum of 500,000 shares of the common stock available for issuance, subject to adjustment upon a merger, reorganization, stock split or other similar corporate change. We filed a registration statement on Form S-8 with the Securities and Exchange Commission with respect to the ESPP. The common stock will be offered for purchase through a series of successive offering periods. Each offering period will be three months in duration and will begin on the first day of each calendar quarter, with the first offering period having commenced on January 1, 2008. The ESPP provides for eligible employees to purchase the common stock at a purchase price equal to 85% of the lesser of (1) the market value of the common stock on the first day of the offering period or (2) the market value of the common stock on the last day of the offering period. The ESPP was approved by our stockholders at our 2008 annual meeting of stockholders. As of September 30, 2008, approximately 3,000 shares of our common stock had been issued under the ESPP.

Stock Option Plan

During August 1997, we instituted the 1997 Stock Option and Incentive Plan, or the 1997 Plan. The 1997 Plan was amended in December 1997, March 1998, March 1999 and May 2002. The 1997 Plan, as amended, authorizes (i) the grant of stock options that qualify as incentive stock options under Section 422 of the Code, or ISOs, (ii) the grant of stock options that do not qualify, or NQSOs, (iii) the grant of stock options in lieu of cash Directors' fees and (iv) grants of shares of restricted and unrestricted common stock. The exercise price of stock options are determined by our compensation committee, but may not be less than 100% of the fair market value of the shares of our common stock on the date of grant. At September 30, 2008, approximately 360,000 shares of our common stock were reserved for issuance under the 1997 Plan.

Amended and Restated 2005 Stock Option and Incentive Plan

The amended and restated 2005 Stock Option and Incentive Plan was approved by our board of directors in March 2005 and our stockholders in May 2005 at our annual meeting of stockholders. Subject to adjustments upon certain corporate transactions or events, up to a maximum of 7,000,000 shares, or the Fungible Pool Limit, may be granted as Options, Restricted Stock, Phantom Shares, dividend equivalent rights and other equity-based awards under the amended and restated 2005 stock option and incentive plan, or the 2005 Plan. As described below, the manner in which the Fungible Pool Limit is finally determined can ultimately result in the issuance under the 2005 Plan of up to 6,000,000 shares (subject to adjustments upon certain corporate transactions or events). Each share issued or to be issued in connection with Full-Value Awards (as defined below) that vest or are granted based on the achievement of certain performance goals that are based on (A) FFO growth, (B) total return

On August 14, 2006, the compensation committee of our board of directors approved a long-term incentive compensation

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to stockholders (either in absolute terms or compared with a peer group of other companies) or (C) a combination of the foregoing (as set forth in the 2005 Plan), shall be counted against the Fungible Pool Limit as 2.0 units. Full-Value Awards are awards other than Options, Stock Appreciation Rights or other awards that do not deliver the full value at grant thereof of the underlying shares (e.g., Restricted Stock). Each share issued or to be issued in connection with any other Full-Value Awards shall be counted against the Fungible Pool Limit as 3.0 units. Options, Stock Appreciation Rights and other awards that do not deliver the value at grant thereof of the underlying shares and that expire 10 years from the date of grant shall be counted against the Fungible Pool Limit as one unit. Options, Stock Appreciation Rights and other awards that do not deliver the value at grant thereof of the underlying shares and that expire five years from the date of grant shall be counted against the Fungible Pool Limit as 0.7 of a unit, or five-year option. Thus, under the foregoing rules, depending on the type of grants made, as many as 6,000,000 shares could be the subject of grants under the 2005 Plan. At the end of the third calendar year following April 1, 2005, which is the effective date of the original 2005 Plan, as well as at the end of the third calendar year following April 1, 2007, which is the effective date of the 2005 Plan, (i) the three-year average of (A) the number of shares subject to awards granted in a single year, divided by (B) the number of shares of our outstanding common stock at the end of such year shall not exceed the (ii) greater of (A) 2%, with respect to the third calendar year following April 1, 2005, or 2.23%, with respect to the third calendar year following April 1, 2007, or (B) the mean of the applicable peer group. For purposes of calculating the number of shares granted in a year in connection with the limitation set forth in the foregoing sentence, shares underlying Full-Value Awards will be taken into account as (i) 1.5 shares if our annual common stock price volatility is 53% or higher, (ii) two shares if our annual common stock price volatility is between 25% and 52%, and (iii) four shares if our annual common stock price volatility is less than 25%. No award may be granted to any person who, assuming exercise of all options and payment of all awards held by such person would own or be deemed to own more than 9.8% of the outstanding shares of the Company's common stock. In addition, subject to adjustment upon certain corporate transactions or events, a participant may not receive awards (with shares subject to awards being counted, depending on the type of award, in the proportions ranging from 0.7 to 3.0, as described above) in any one year covering more than 700,000 shares; thus, under this provision, depending on the type of grant involved, as many as 1,000,000 shares can be the subject of option

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grants to any one person in any year, and as many as 350,000 shares may be granted as restricted stock (or be the subject of other Full-Value Grants) to any one person in any year. If an option or other award granted under the 2005 Plan expires or terminates, the common stock subject to any portion of the award that expires or terminates without having been exercised or paid, as the case may be, will again become available for the issuance of additional awards. Shares of our common stock distributed under the 2005 Plan may be treasury shares or authorized but unissued shares. Unless the 2005 Plan is previously terminated by the Board, no new Award may be granted under the 2005 Plan after the tenth anniversary of the date that the 2005 Plan was approved by the Board. At September 30, 2008, approximately 3.7 million shares of our common stock, calculated on a weighted basis, were available for issuance under the 2005 Plan, or 5.2 million if all shares available under the 2005 Plan were issued as five-year options.

Options are granted under the plan at the fair market value on the date of grant and, subject to termination of employment, generally expire ten years from the date of grant, are not transferable other than on death, and generally vest in one to five years commencing one year from the date of grant.

A summary of the status of our stock options as of September 30, 2008 and December 31, 2007 and changes during the periods then ended are presented below:

	2008		2007	
	Options Outstanding	Weighted Average Exercise Price	Options Outstanding	Weighted Average Exercise Price
Balance at beginning of year	1,774,385	\$ 88.21	1,645,643	\$ 58.77
Granted	277,500	\$ 92.83	531,000	\$ 143.22
Exercised	(195,680)	\$ 36.08	(348,458)	\$ 36.95
Lapsed or cancelled	(18,666)	\$ 99.46	(53,800)	\$ 62.81
Balance at end of period	1,837,539	\$ 94.24	1,774,385	\$ 88.21
Options exercisable at end of period	979,758	\$ 76.41	780,171	\$ 54.00
Weighted average fair value of options granted during the period	\$ 4,298,000		\$ 16,619,000	