

SAUL CENTERS INC  
Form 10-Q  
November 02, 2012  
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**United States**  
**Securities and Exchange Commission**  
Washington, D.C. 20549

**FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**For The Quarterly Period Ended September 30, 2012**

**Commission File Number 1-12254**

**SAUL CENTERS, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
State or other jurisdiction of

**52-1833074**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

7501 Wisconsin Avenue, Bethesda, Maryland 20814

(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code(301) 986-6200

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 requirement for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of accelerated filer, large 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 ☐

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

Number of shares of common stock, par value \$0.01 per share outstanding as of October 31, 2012: 19.9 million.

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**SAUL CENTERS, INC.**

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**Part I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**  
**Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments necessary for the fair presentation of the financial position and results of operations of Saul Centers, Inc. for the interim periods have been included. All such adjustments are of a normal recurring nature. These consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements of Saul Centers, Inc. for the year ended December 31, 2011, which are included in its Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of results to be expected for the year.

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Saul Centers, Inc.

**CONSOLIDATED BALANCE SHEETS***(Dollars in thousands,**except per share amounts)*

|                                                                                                                                     | September 30,<br>2012<br>(Unaudited) | December 31,<br>2011 |
|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------|
| <b>Assets</b>                                                                                                                       |                                      |                      |
| Real estate investments                                                                                                             |                                      |                      |
| Land                                                                                                                                | \$ 323,723                           | \$ 324,183           |
| Buildings and equipment                                                                                                             | 1,101,339                            | 1,092,533            |
| Construction in progress                                                                                                            | 1,422                                | 1,129                |
|                                                                                                                                     | 1,426,484                            | 1,417,845            |
| Accumulated depreciation                                                                                                            | (346,426)                            | (326,397)            |
|                                                                                                                                     | 1,080,058                            | 1,091,448            |
| Cash and cash equivalents                                                                                                           | 33,498                               | 12,323               |
| Accounts receivable and accrued income, net                                                                                         | 41,916                               | 39,094               |
| Deferred leasing costs, net                                                                                                         | 25,396                               | 25,876               |
| Prepaid expenses, net                                                                                                               | 6,367                                | 3,868                |
| Deferred debt costs, net                                                                                                            | 8,106                                | 7,090                |
| Other assets                                                                                                                        | 5,106                                | 12,870               |
| Total assets                                                                                                                        | \$ 1,200,447                         | \$ 1,192,569         |
| <b>Liabilities</b>                                                                                                                  |                                      |                      |
| Mortgage notes payable                                                                                                              | \$ 827,963                           | \$ 823,871           |
| Revolving credit facility payable                                                                                                   |                                      | 8,000                |
| Dividends and distributions payable                                                                                                 | 13,394                               | 13,219               |
| Accounts payable, accrued expenses and other liabilities                                                                            | 30,044                               | 22,992               |
| Deferred income                                                                                                                     | 30,128                               | 31,281               |
| Total liabilities                                                                                                                   | 901,529                              | 899,363              |
| <b>Stockholders' equity</b>                                                                                                         |                                      |                      |
| Preferred stock, 1,000,000 shares authorized:                                                                                       |                                      |                      |
| Series A Cumulative Redeemable, 40,000 shares issued and outstanding                                                                | 100,000                              | 100,000              |
| Series B Cumulative Redeemable, 31,731 shares issued and outstanding                                                                | 79,328                               | 79,328               |
| Common stock, \$0.01 par value, 30,000,000 shares authorized, 19,769,875 and 19,291,845 shares issued and outstanding, respectively | 198                                  | 193                  |
| Additional paid-in capital                                                                                                          | 236,459                              | 217,829              |
| Accumulated deficit                                                                                                                 | (153,312)                            | (144,659)            |
| Accumulated other comprehensive loss                                                                                                | (3,773)                              | (2,863)              |
| Total Saul Centers, Inc. stockholders' equity                                                                                       | 258,900                              | 249,828              |
| Noncontrolling interest                                                                                                             | 40,018                               | 43,378               |
| Total stockholders' equity                                                                                                          | 298,918                              | 293,206              |
| Total liabilities and stockholders' equity                                                                                          | \$ 1,200,447                         | \$ 1,192,569         |

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The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

**CONSOLIDATED STATEMENTS OF OPERATIONS***(Unaudited)**(Dollars in thousands,**except per share amounts)*

|                                                              | <b>For The Three Months<br/>Ended September 30,</b> |             | <b>For The Nine Months<br/>Ended September 30,</b> |             |
|--------------------------------------------------------------|-----------------------------------------------------|-------------|----------------------------------------------------|-------------|
|                                                              | <b>2012</b>                                         | <b>2011</b> | <b>2012</b>                                        | <b>2011</b> |
| <b>Revenue</b>                                               |                                                     |             |                                                    |             |
| Base rent                                                    | \$ 38,403                                           | \$ 34,390   | \$ 114,091                                         | \$ 101,280  |
| Expense recoveries                                           | 7,576                                               | 6,994       | 22,741                                             | 21,211      |
| Percentage rent                                              | 259                                                 | 209         | 1,118                                              | 1,037       |
| Other                                                        | 1,296                                               | 1,285       | 4,208                                              | 3,862       |
| Total revenue                                                | 47,534                                              | 42,878      | 142,158                                            | 127,390     |
| <b>Operating expenses</b>                                    |                                                     |             |                                                    |             |
| Property operating expenses                                  | 5,977                                               | 5,829       | 17,775                                             | 18,289      |
| Provision for credit losses                                  | 168                                                 | 595         | 761                                                | 1,628       |
| Real estate taxes                                            | 5,546                                               | 4,743       | 16,928                                             | 13,881      |
| Interest expense and amortization of deferred debt costs     | 12,322                                              | 11,250      | 37,660                                             | 32,714      |
| Depreciation and amortization of deferred leasing costs      | 10,268                                              | 8,512       | 29,816                                             | 25,308      |
| General and administrative                                   | 3,272                                               | 3,293       | 10,303                                             | 10,402      |
| Predevelopment expenses                                      | 1,870                                               |             | 1,870                                              |             |
| Total operating expenses                                     | 39,423                                              | 34,222      | 115,113                                            | 102,222     |
| <b>Operating income</b>                                      | 8,111                                               | 8,656       | 27,045                                             | 25,168      |
| Acquisition related costs                                    |                                                     | (2,439)     |                                                    | (2,513)     |
| Change in fair value of derivatives                          | 17                                                  | (217)       | (2)                                                | (1,374)     |
| Gain on sale of property                                     | 1,057                                               |             | 1,057                                              |             |
| Gain on casualty settlement                                  | 219                                                 |             | 219                                                | 198         |
| <b>Net Income</b>                                            | 9,404                                               | 6,000       | 28,319                                             | 21,479      |
| <b>Noncontrolling interest</b>                               |                                                     |             |                                                    |             |
| Income attributable to noncontrolling interests              | (1,456)                                             | (496)       | (4,428)                                            | (2,268)     |
| <b>Net income attributable to Saul Centers, Inc.</b>         | 7,948                                               | 5,504       | 23,891                                             | 19,211      |
| Preferred dividends                                          | (3,785)                                             | (3,785)     | (11,355)                                           | (11,355)    |
| <b>Net income available to common stockholders</b>           | \$ 4,163                                            | \$ 1,719    | \$ 12,536                                          | \$ 7,856    |
| <b>Per share net income available to common stockholders</b> |                                                     |             |                                                    |             |
| Basic and diluted:                                           | \$ 0.21                                             | \$ 0.09     | \$ 0.64                                            | \$ 0.42     |
| <b>Dividends declared per common share outstanding</b>       | \$ 0.36                                             | \$ 0.36     | \$ 1.08                                            | \$ 1.08     |

The Notes to Financial Statements are an integral part of these statements.



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Saul Centers, Inc.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME***(Unaudited)*

| <i>(Dollars in thousands)</i>                                             | <b>For The Three Months<br/>Ended September 30,</b> |             | <b>For The Nine Months<br/>Ended September 30,</b> |             |
|---------------------------------------------------------------------------|-----------------------------------------------------|-------------|----------------------------------------------------|-------------|
|                                                                           | <b>2012</b>                                         | <b>2011</b> | <b>2012</b>                                        | <b>2011</b> |
| <b>Net income</b>                                                         | \$ 9,404                                            | \$ 6,000    | \$ 28,319                                          | \$ 21,479   |
| <b>Other comprehensive income</b>                                         |                                                     |             |                                                    |             |
| Change in unrealized gain (loss) on cash flow hedge                       | (321)                                               | (3,449)     | (1,231)                                            | (2,906)     |
| <b>Total comprehensive income</b>                                         | 9,083                                               | 2,551       | 27,088                                             | 18,573      |
| Comprehensive income (loss) attributable to noncontrolling interests      | 1,363                                               | (276)       | 4,107                                              | 1,617       |
| <b>Total comprehensive income attributable to Saul Centers, Inc.</b>      | 7,720                                               | 2,827       | 22,981                                             | 16,956      |
| Preferred dividends                                                       | (3,785)                                             | (3,785)     | (11,355)                                           | (11,355)    |
| <b>Total comprehensive income (loss) available to common stockholders</b> | \$ 3,935                                            | \$ (958)    | \$ 11,626                                          | \$ 5,601    |

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY***(Unaudited)**(Dollars in thousands,  
except per share amounts)*

|                                                                                                  | Preferred<br>Stock | Common<br>Stock | Additional<br>Paid-in<br>Capital | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>(Loss) | Total Saul<br>Centers,<br>Inc. | Noncontrolling<br>Interest | Total      |
|--------------------------------------------------------------------------------------------------|--------------------|-----------------|----------------------------------|------------------------|-------------------------------------------------|--------------------------------|----------------------------|------------|
| Balance, December 31, 2011                                                                       | \$ 179,328         | \$ 193          | \$ 217,829                       | \$ (144,659)           | \$ (2,863)                                      | \$ 249,828                     | \$ 43,378                  | \$ 293,206 |
| Issuance of 478,030 shares of common stock:                                                      |                    |                 |                                  |                        |                                                 |                                |                            |            |
| 453,428 shares pursuant to dividend reinvestment plan                                            |                    | 4               | 17,130                           |                        |                                                 | 17,134                         |                            | 17,134     |
| 24,602 shares due to exercise of employee stock options and issuance of directors deferred stock |                    | 1               | 1,500                            |                        |                                                 | 1,501                          |                            | 1,501      |
| Net income                                                                                       |                    |                 |                                  | 23,891                 |                                                 | 23,891                         | 4,428                      | 28,319     |
| Unrealized loss on cash flow hedge                                                               |                    |                 |                                  |                        | (910)                                           | (910)                          | (321)                      | (1,231)    |
| Preferred stock distributions:                                                                   |                    |                 |                                  |                        |                                                 |                                |                            |            |
| Series A                                                                                         |                    |                 |                                  | (6,000)                |                                                 | (6,000)                        |                            | (6,000)    |
| Series B                                                                                         |                    |                 |                                  | (5,355)                |                                                 | (5,355)                        |                            | (5,355)    |
| Common stock distributions                                                                       |                    |                 |                                  | (21,189)               |                                                 | (21,189)                       | (7,467)                    | (28,656)   |
| Balance, September 30, 2012                                                                      | \$ 179,328         | \$ 198          | \$ 236,459                       | \$ (153,312)           | \$ (3,773)                                      | \$ 258,900                     | \$ 40,018                  | \$ 298,918 |

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

**CONSOLIDATED STATEMENTS OF CASH FLOWS***(Unaudited)*

|                                                                                   | <b>For The Nine Months<br/>Ended September 30,</b> |                  |
|-----------------------------------------------------------------------------------|----------------------------------------------------|------------------|
|                                                                                   | <b>2012</b>                                        | <b>2011</b>      |
| <i>(Dollars in thousands)</i>                                                     |                                                    |                  |
| <b>Cash flows from operating activities:</b>                                      |                                                    |                  |
| Net income                                                                        | \$ 28,319                                          | \$ 21,479        |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                                    |                  |
| Change in fair value of derivatives                                               | 2                                                  | 1,374            |
| Gain on sale of property                                                          | (1,057)                                            |                  |
| Gain on casualty settlement                                                       | (219)                                              | (198)            |
| Depreciation and amortization of deferred leasing costs                           | 29,816                                             | 25,308           |
| Amortization of deferred debt costs                                               | 1,181                                              | 1,146            |
| Non cash compensation costs of stock grants and options                           | 802                                                | 806              |
| Provision for credit losses                                                       | 761                                                | 1,628            |
| Increase in accounts receivable and accrued income                                | (3,110)                                            | (3,396)          |
| Additions to deferred leasing costs                                               | (3,826)                                            | (3,747)          |
| Decrease in prepaid expenses                                                      | (2,499)                                            | (2,819)          |
| (Increase) decrease in other assets                                               | 7,764                                              | (5,500)          |
| Increase in accounts payable, accrued expenses and other liabilities              | 1,975                                              | 3,946            |
| Increase (decrease) in deferred income                                            | (953)                                              | 111              |
| <b>Net cash provided by operating activities</b>                                  | <b>58,956</b>                                      | <b>40,138</b>    |
| <b>Cash flows from investing activities:</b>                                      |                                                    |                  |
| Acquisitions of real estate investments                                           |                                                    | (170,100)        |
| Additions to real estate investments                                              | (8,410)                                            | (8,127)          |
| Additions to development and redevelopment projects                               | (4,853)                                            | (19,640)         |
| Proceeds from sale of property                                                    | 1,888                                              |                  |
| Proceeds from casualty settlement                                                 | 1,702                                              | 1,004            |
| <b>Net cash used in investing activities</b>                                      | <b>(9,673)</b>                                     | <b>(196,863)</b> |
| <b>Cash flows from financing activities:</b>                                      |                                                    |                  |
| Proceeds from mortgage notes payable                                              | 83,500                                             | 236,410          |
| Repayments on mortgage notes payable                                              | (79,408)                                           | (121,781)        |
| Proceeds from revolving credit facility                                           |                                                    | 16,000           |
| Repayments on revolving credit facility                                           | (8,000)                                            | (8,000)          |
| Additions to deferred debt costs                                                  | (2,197)                                            | (923)            |
| Proceeds from the issuance of:                                                    |                                                    |                  |
| Common stock                                                                      | 17,833                                             | 21,309           |
| Partnership units                                                                 |                                                    | 49,589           |
| Distributions to:                                                                 |                                                    |                  |
| Series A preferred stockholders                                                   | (6,000)                                            | (6,000)          |
| Series B preferred stockholders                                                   | (5,355)                                            | (5,355)          |
| Common stockholders                                                               | (21,014)                                           | (20,195)         |
| Noncontrolling interest                                                           | (7,467)                                            | (5,850)          |
| <b>Net cash provided by (used in) financing activities</b>                        | <b>(28,108)</b>                                    | <b>155,204</b>   |

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|                                                      |           |           |
|------------------------------------------------------|-----------|-----------|
| Net increase (decrease) in cash and cash equivalents | 21,175    | (1,521)   |
| Cash and cash equivalents, beginning of period       | 12,323    | 12,968    |
| Cash and cash equivalents, end of period             | \$ 33,498 | \$ 11,447 |

The Notes to Financial Statements are an integral part of these statements.

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## Notes to Consolidated Financial Statements (Unaudited)

**1. Organization, Formation and Structure**

Saul Centers, Inc. (Saul Centers) was incorporated under the Maryland General Corporation Law on June 10, 1993. Saul Centers operates as a real estate investment trust (a REIT) under the Internal Revenue Code of 1986, as amended (the Code). A REIT is required to annually distribute at least 90% of its REIT taxable income (excluding net capital gains) to its stockholders and meet certain organizational and other requirements. Saul Centers has made and intends to continue to make regular quarterly distributions to its stockholders. Saul Centers, together with its wholly owned subsidiaries and the limited partnerships of which Saul Centers or one of its subsidiaries is the sole general partner, are referred to collectively as the Company. B. Francis Saul II serves as Chairman of the Board of Directors and Chief Executive Officer of Saul Centers.

Saul Centers was formed to continue and expand the shopping center business previously owned and conducted by the B. F. Saul Real Estate Investment Trust, the B. F. Saul Company and certain other affiliated entities, each of which is currently controlled by B. Francis Saul II and his family members (collectively, The Saul Organization). On August 26, 1993, members of The Saul Organization transferred to Saul Holdings Limited Partnership, a newly formed Maryland limited partnership (the Operating Partnership), and two newly formed subsidiary limited partnerships (the Subsidiary Partnerships, and collectively with the Operating Partnership, the Partnerships), shopping center and mixed-use properties, and the management functions related to the transferred properties. Since its formation, the Company has developed and purchased additional properties.

The following table lists the properties acquired and/or developed by the Company since December 31, 2010.

| Name of Property         | Location         | Type            | Date of Acquisition/<br>Development |
|--------------------------|------------------|-----------------|-------------------------------------|
| <i>Acquisitions</i>      |                  |                 |                                     |
| 4469 Connecticut Ave     | Washington, DC   | Mixed-Use       | 2011                                |
| Kentlands Square II      | Gaithersburg, MD | Shopping Center | 2011                                |
| Severna Park MarketPlace | Severna Park, MD | Shopping Center | 2011                                |
| Cranberry Square         | Westminster, MD  | Shopping Center | 2011                                |
| <i>Developments</i>      |                  |                 |                                     |
| Clarendon Center North   | Arlington, VA    | Mixed-Use       | 2011                                |
| Clarendon Center South   | Arlington, VA    | Mixed-Use       | 2011                                |

As of September 30, 2012, the Company's properties (the Current Portfolio Properties) consisted of 50 operating shopping center properties (the Shopping Centers), seven mixed-use properties which are comprised of office, retail and multi-family residential uses (the Mixed-Use Properties) and two (non-operating) development properties.

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Notes to Consolidated Financial Statements (Unaudited)

**2. Summary of Significant Accounting Policies**

**Nature of Operations**

The Company, which conducts all of its activities through its subsidiaries, the Operating Partnership and Subsidiary Partnerships, engages in the ownership, operation, management, leasing, acquisition, renovation, expansion, development and financing of community and neighborhood shopping centers and mixed-use properties, primarily in the Washington, DC/Baltimore metropolitan area.

Because the properties are located primarily in the Washington, DC/Baltimore metropolitan area, the Company is subject to a concentration of credit risk related to these properties. A majority of the Shopping Centers are anchored by one or more major tenants. As of September 30, 2012, 34 of the Shopping Centers were anchored by a grocery store and offer primarily day-to-day necessities and services. Two retail tenants, Giant Food (5.0%), a tenant at ten Shopping Centers, and Safeway (2.7%), a tenant at eight Shopping Centers, individually accounted for 2.5% or more of the Company's total revenue for the nine months ended September 30, 2012.

**Principles of Consolidation**

The accompanying consolidated financial statements of the Company include the accounts of Saul Centers and its subsidiaries, including the Operating Partnership and Subsidiary Partnerships, which are majority owned by Saul Centers. All significant intercompany balances and transactions have been eliminated in consolidation.

**Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments necessary for the fair presentation of the financial position and results of operations of Saul Centers, Inc. for the interim periods have been included. All such adjustments are of a normal recurring nature. These consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements of Saul Centers, Inc. for the year ended December 31, 2011, which are included in its Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of results to be expected for the year.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

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### Notes to Consolidated Financial Statements (Unaudited)

#### **Accounts Receivable, Accrued Income and Allowance for Doubtful Accounts**

Accounts receivable primarily represents amounts currently due from tenants in accordance with the terms of the respective leases. Receivables are reviewed monthly and reserves are established with a charge to current period operations when, in the opinion of management, collection of the receivable is doubtful. Accounts receivable in the accompanying financial statements are shown net of an allowance for doubtful accounts of approximately \$880,000 and \$671,000 at September 30, 2012 and December 31, 2011, respectively.

In addition to rents due currently, accounts receivable includes approximately \$34.2 million and \$31.0 million, at September 30, 2012 and December 31, 2011, respectively, net of allowance for doubtful accounts totaling \$79,000 and \$63,000 respectively, representing minimum rental income accrued on a straight-line basis to be paid by tenants over the remaining term of their respective leases.

#### **Assets Held for Sale**

The Company considers properties to be assets held for sale when all of the following criteria are met:

management commits to a plan to sell a property;

it is unlikely that the disposal plan will be significantly modified or discontinued;

the property is available for immediate sale in its present condition;

actions required to complete the sale of the property have been initiated;

sale of the property is probable and the Company expects the completed sale will occur within one year; and

the property is actively being marketed for sale at a price that is reasonable given its current market value.

Upon designation as an asset held for sale, the Company records the carrying value of each property at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and the Company ceases depreciation. As of September 30, 2012, no properties were classified as held for sale.

#### **Cash and Cash Equivalents**

Cash and cash equivalents include short-term investments. Short-term investments include money market accounts and other investments which generally mature within three months, measured from the acquisition date, and/or are readily convertible to cash.

#### **Construction In Progress**

Construction in progress includes preconstruction and development costs of active projects. Preconstruction costs include legal, zoning and permitting costs and other project carrying costs incurred prior to the commencement of construction. Development costs include direct construction costs and indirect costs incurred subsequent to the start of construction such as architectural, engineering, construction management and carrying costs consisting of interest, real estate taxes and insurance. Construction in progress totaled \$1.4 million and \$1.1 million as of September 30, 2012 and December 31, 2011, respectively.



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Notes to Consolidated Financial Statements (Unaudited)

**Deferred Debt Costs**

Deferred debt costs consist of fees and costs incurred to obtain long-term financing, construction financing and the revolving line of credit. These fees and costs are being amortized on a straight-line basis over the terms of the respective loans or agreements, which approximates the effective interest method. Deferred debt costs totaled \$8.1 million and \$7.1 million, net of accumulated amortization of \$3.9 million and \$6.9 million, at September 30, 2012 and December 31, 2011, respectively.

**Deferred Income**

Deferred income consists of payments received from tenants prior to the time they are earned and recognized by the Company as revenue, including tenant prepayment of rent for future periods, real estate taxes when the taxing jurisdiction has a fiscal year differing from the calendar year, reimbursements specified in the lease agreement and tenant construction work provided by the Company. In addition, deferred income includes the fair value of certain below market leases.

**Deferred Leasing Costs**

Deferred leasing costs consist of commissions paid to third-party leasing agents, internal direct costs such as employee compensation and payroll-related fringe benefits directly related to time spent performing leasing-related activities for successful commercial leases and amounts attributed to in place leases associated with acquired properties. Leasing related activities include evaluating the prospective tenant's financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing the transaction. Unamortized deferred costs are charged to expense if the applicable lease is terminated prior to expiration of the initial lease term. Deferred leasing costs are amortized over the term of the lease or remaining term of acquired leases. Collectively, deferred leasing costs totaled \$25.4 million and \$25.9 million, net of accumulated amortization of \$15.9 million and \$14.7 million, as of September 30, 2012 and December 31, 2011, respectively. Amortization expense, included in depreciation and amortization in the consolidated statements of operations, totaled \$4.3 million and \$3.2 million for the nine months ended September 30, 2012 and 2011, respectively.

**Derivative Financial Instruments**

The Company may, when appropriate, employ derivative instruments, such as interest-rate swaps, to mitigate the risk of interest rate fluctuations. The Company does not enter into derivative or other financial instruments for trading or speculative purposes. Derivative financial instruments are carried at fair value as either assets or liabilities on the consolidated balance sheets. For those derivative instruments that qualify and are designated as hedging instruments, the Company designates the hedging instrument, based upon the exposure being hedged, as a fair value hedge or a cash flow hedge. For derivative instruments that do not meet the criteria for hedge accounting, changes in fair value are immediately recognized in earnings. For those derivative instruments that qualify for hedge accounting, the effective portion of the gain or loss on the hedge instruments is reported as a component of accumulated other comprehensive income (loss) and recognized in earnings within the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings. Any ineffective portion of the change in fair value of a derivative instrument is immediately recognized in earnings.

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Notes to Consolidated Financial Statements (Unaudited)

Derivative financial instruments expose us to credit risk in the event of non-performance by the counterparties under the terms of the derivative instrument. The Company minimizes its credit risk on these transactions by dealing with major, creditworthy financial institutions as determined by management, and therefore, it believes that the likelihood of realizing losses from counterparty non-performance is remote.

**Income Taxes**

The Company made an election to be treated, and intends to continue operating so as to qualify, as a REIT under the Code, commencing with its taxable year ended December 31, 1993. A REIT generally will not be subject to federal income taxation, provided that distributions to its stockholders equal or exceed its REIT taxable income and it complies with certain other requirements. Therefore, no provision has been made for federal income taxes in the accompanying consolidated financial statements.

**Legal Contingencies**

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes the final outcome of such matters will not have a material adverse effect on its financial position or the results of operations. Once it has been determined that a loss is probable to occur and the amount of the loss can be reasonably estimated, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered probable can be difficult to determine.

**Predevelopment Expenses**

In connection with the potential repositioning of Van Ness Square, the Company has recently entered into arrangements with various tenants which effectively accelerated the termination of the tenant leases. Costs incurred by the Company related to those arrangements are included in Predevelopment Expenses in the Statement of Operations.

**Real Estate Investment Properties**

The Company purchases real estate investment properties from time to time and allocates the purchase price to various components, such as land, buildings, and intangibles related to in-place leases and customer relationships, based on the fair value of each component. The fair value of buildings is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates. As such, the determination of fair value considers the present value of all cash flows expected to be generated by the property including an initial lease up period. The Company determines the fair value of above and below market intangibles associated with in-place leases by assessing the net effective rent and remaining term of the lease relative to market terms for similar leases at acquisition taking into consideration the remaining contractual lease period, renewal periods, and the likelihood of the tenant exercising its renewal options. The fair value of a below market lease component is recorded as deferred income and accreted as additional revenue over the remaining contractual lease period and any renewal

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### Notes to Consolidated Financial Statements (Unaudited)

option periods included in the valuation analysis. The fair value of above market lease intangibles is recorded as a deferred asset and is amortized as a reduction of revenue over the remaining contractual lease term. The Company determines the fair value of at-market in-place leases considering the cost of acquiring similar leases, the foregone rents associated with the lease-up period and carrying costs associated with the lease-up period. Intangible assets associated with at-market in-place leases are amortized as additional expense over the remaining contractual lease term. To the extent customer relationship intangibles are present in an acquisition, the fair values of the intangibles are amortized over the lives of the customer relationships. The Company has never recorded a customer relationship intangible asset. The Company expenses acquisition-related costs as they are incurred.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors including recurring operating losses, significant decreases in occupancy, and significant adverse changes in legal factors and business climate. If impairment indicators are present, the Company compares the projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If such carrying value is greater than the undiscounted projected cash flows, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The value of any property is sensitive to the actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected. The Company did not recognize an impairment loss on any of its real estate during the nine months ended September 30, 2012 and 2011.

Interest, real estate taxes, development-related salary costs and other carrying costs are capitalized on projects under development and construction. Once construction is substantially completed and the assets are placed in service, their rental income, real estate tax expense, property operating expenses (consisting of payroll, repairs and maintenance, utilities, insurance and other property related expenses) and depreciation are included in current operations. Property operating expenses are charged to operations as incurred. Interest expense capitalized totaled \$18,600 and \$1.8 million for the nine months ended September 30, 2012 and 2011, respectively. Commercial development projects are considered substantially complete and available for occupancy upon completion of tenant improvements, but no later than one year from the cessation of major construction activity. Multi-family residential development projects are considered substantially complete and available for occupancy upon receipt of the certificate of occupancy from the appropriate licensing authority. Substantially completed portions of a project are accounted for as separate projects.

Depreciation is calculated using the straight-line method and estimated useful lives generally between 35 and 50 years for base buildings, or a shorter period if management determines that the building has a shorter useful life, and up to 20 years for certain other improvements that extend the useful lives. Leasehold improvements are capitalized when certain criteria are met, including when the Company supervises construction and will own the improvements. Tenant improvements are amortized, over the shorter of the lives of the related leases or the useful life of the improvements, using the straight-line method. The depreciation

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### Notes to Consolidated Financial Statements (Unaudited)

component included in depreciation and amortization expense in the consolidated statements of operations totaled \$25.5 million and \$22.1 million for the nine months ended September 30, 2012 and 2011, respectively. Repairs and maintenance expense, included in property operating expenses, for the nine months ended September 30, 2012 and 2011, was \$7.0 million and \$7.8 million, respectively.

### **Revenue Recognition**

Rental and interest income are accrued as earned except when doubt exists as to collectability, in which case the accrual is discontinued. Recognition of rental income commences when control of the space has been given to the tenant. When rental payments due under leases vary from a straight-line basis because of free rent periods or scheduled rent increases, income is recognized on a straight-line basis. Expense recoveries represent a portion of property operating expenses billed to tenants, including common area maintenance, real estate taxes and other recoverable costs and are recognized in the period when the expenses are incurred. Rental income based on a tenant's revenue ( percentage rent ) is accrued when a tenant reports sales that exceed a specified breakpoint, pursuant to the terms of their respective leases.

### **Stock-based Employee Compensation, Stock Plan and Deferred Compensation Plan for Directors**

The Company uses the fair value method to value and account for employee stock options. The fair value of options granted is determined at the time of each award using the Black-Scholes model, a widely used method for valuing stock-based employee compensation, and the following assumptions: (1) Expected Volatility determined using the most recent trading history of the Company's common stock (month-end closing prices) corresponding to the average expected term of the options; (2) Average Expected Term of the options is based on prior exercise history, scheduled vesting and the expiration date; (3) Expected Dividend Yield determined by management after considering the Company's current and historic dividend yield rates, the Company's yield in relation to other retail REITs and the Company's market yield at the grant date; and (4) a Risk-free Interest Rate based upon the market yields of US Treasury obligations with maturities corresponding to the average expected term of the options at the grant date. The Company amortizes the value of options granted ratably over the vesting period and includes the amounts as compensation in general and administrative expenses.

The Company has a stock plan, which was originally approved in 2004 and amended in 2008 and which expires in 2018, for the purpose of attracting and retaining executive officers, directors and other key personnel (the "Stock Plan"). Pursuant to the Stock Plan, the Compensation Committee established a Deferred Compensation Plan for Directors for the benefit of its directors and their beneficiaries, which replaced a previous Deferred Compensation and Stock Plan for Directors. A director may make an annual election to defer all or part of his or her director's fees and has the option to have the fees paid in cash, in shares of common stock or in a combination of cash and shares of common stock upon termination from the Board. If the director elects to have fees paid in stock, fees earned during a calendar quarter are aggregated and divided by the common stock's closing market price on the first trading day of the following quarter to determine the number of shares to be allocated to the director. As of September 30, 2012, 217,500 shares had been credited to the directors' deferred fee accounts.

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### Notes to Consolidated Financial Statements (Unaudited)

The Compensation Committee has also approved an annual award of shares of the Company's common stock as additional compensation to each director serving on the Board of Directors as of the record date for the Annual Meeting of Stockholders. The shares are awarded as of each Annual Meeting of Shareholders, and their issuance may not be deferred. Each director was issued 200 shares at the 2012 Annual Meeting of Shareholders. The value of these shares was based on the closing stock price on the date the shares were awarded and is included in general and administrative expenses.

### Noncontrolling Interest

Saul Centers is the sole general partner of the Operating Partnership, owning a 74.1% common interest as of September 30, 2012. Noncontrolling interest in the Operating Partnership is comprised of limited partnership units owned by The Saul Organization. Noncontrolling interest as reflected on the accompanying consolidated balance sheets is increased for earnings allocated to limited partnership interests and distributions reinvested in additional units, and is decreased for limited partner distributions. Noncontrolling interest as reflected on the consolidated statements of operations represent earnings allocated to limited partnership interests held by the Saul Organization.

### Per Share Data

Per share data for net income (basic and diluted) is computed using weighted average shares of common stock. Convertible limited partnership units and employee stock options are the Company's potentially dilutive securities. For all periods presented, the convertible limited partnership units are non-dilutive. Certain options are dilutive because the average share price of the Company's common stock exceeded the exercise prices. The treasury stock method was used to measure the effect of the dilution. For the three and nine months ended September 30, 2012, the stock options issued in 2007, 2008 and 2011 are anti-dilutive and are therefore excluded from this measurement.

### Basic and Diluted Shares Outstanding

| (In thousands)                                     | Three months ended<br>September 30, |        | Nine months ended<br>September 30, |        |
|----------------------------------------------------|-------------------------------------|--------|------------------------------------|--------|
|                                                    | 2012                                | 2011   | 2012                               | 2011   |
| Weighted average common shares outstanding-Basic   | 19,721                              | 18,893 | 19,561                             | 18,774 |
| Effect of dilutive options                         | 63                                  | 44     | 51                                 | 69     |
| Weighted average common shares outstanding-Diluted | 19,784                              | 18,937 | 19,612                             | 18,843 |

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### Notes to Consolidated Financial Statements (Unaudited)

#### **Reclassifications**

Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation. The reclassifications have no impact on operating results previously reported.

#### **3. Real Estate Acquired and Sold**

##### *4469 Connecticut Avenue*

In January 2011, the Company purchased 4469 Connecticut Avenue for \$1.6 million, a one retail space property, currently unleased, located adjacent to Van Ness Square in northwest Washington, DC and incurred acquisition costs of \$74,000.

##### *Kentlands Square II*

In September 2011, the Company purchased for \$74.5 million Kentlands Square II, a retail property located adjacent to the Company's Kentlands Square I and Kentlands Place shopping centers in Gaithersburg, Maryland, and incurred acquisition costs of \$1.1 million.

##### *Severna Park MarketPlace*

In September 2011, the Company purchased for \$61.0 million Severna Park MarketPlace, a retail property located in Severna Park, Maryland, and incurred acquisition costs of \$0.8 million.

##### *Cranberry Square*

In September 2011, the Company purchased for \$33.0 million Cranberry Square, a retail property located in Westminster, Maryland, and incurred acquisition costs of \$0.5 million.

##### *West Park*

On July 25, 2012, the Company sold for \$2.0 million the 77,000 square foot West Park shopping center in Oklahoma City, Oklahoma and recorded a \$1.1 million gain. As of June 30, 2012, West Park was 11.7% leased and the carrying amounts of the associated assets and liabilities were \$1.0 million and \$207,000, respectively. There was no debt associated with the property.

Neither the sales price nor the gain we recognized was material to our results of operations and cash flows. The revenues, results of operations, assets, and liabilities of West Park also were not material to the Company's financial position, results of operations or cash flows for any of the periods presented, and accordingly we have not reflected West Park as a discontinued operation.

#### **4. Noncontrolling Interest - Holders of Convertible Limited Partnership Units in the Operating Partnership**

The Saul Organization holds a 25.9% limited partnership interest in the Operating Partnership represented by approximately 6.9 million convertible limited partnership units as of September 30, 2012. These units are convertible into shares of Saul Centers' common stock, at the option of the unit holder, on a one-for-one basis provided that, in accordance with the Saul Centers, Inc. Articles of Incorporation, the rights may not be exercised at any time that The Saul Organization beneficially owns, directly or indirectly, in the aggregate more than 39.9% of the

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Notes to Consolidated Financial Statements (Unaudited)

value of the outstanding common stock and preferred stock of Saul Centers (the Equity Securities ). As of September 30, 2012, 1.51 million units were convertible into shares of Saul Centers common stock.

The impact of The Saul Organization's approximately 25.9% limited partnership interest in the Operating Partnership is reflected as Noncontrolling Interest in the accompanying consolidated financial statements. Fully converted partnership units and diluted weighted average shares outstanding for the three months ended September 30, 2012 and 2011, were approximately 26.7 million and 24.4 million, respectively, and for the nine months ended September 30, 2012 and 2011, were approximately 26.5 million and 24.3 million, respectively.

**5. Mortgage Notes Payable, Revolving Credit Facility, Interest and Amortization of Deferred Debt Costs**

The Company's outstanding debt totaled approximately \$828.0 million at September 30, 2012, of which approximately \$813.0 million was fixed-rate debt and approximately \$15.0 million was variable rate debt.

At September 30, 2012, the Company had a \$175 million unsecured revolving credit facility, which can be used for working capital, property acquisitions, development projects or letters of credit. The revolving credit facility matures on May 20, 2016, and may be extended by the Company for one additional year subject to the Company's satisfaction of certain conditions. Saul Centers and certain consolidated subsidiaries of the Operating Partnership have guaranteed the payment obligations of the Operating Partnership under the revolving credit facility. Letters of credit may be issued under the revolving credit facility. On September 30, 2012, no amounts were outstanding under the line, approximately \$171.8 million was available under the line and approximately \$224,000 was committed for letters of credit. Loans under the facility bear interest at a rate equal to the sum of LIBOR and a margin based on the Company's leverage ratio, ranging from 160 basis points to 250 basis points. Based on the leverage ratio as of September 30, 2012, the margin would have been 190 basis points.

Saul Centers is a guarantor of the revolving credit facility, of which the Operating Partnership is the borrower. Saul Centers is also the guarantor of 50% of the Northrock bank term loan (approximately \$7.5 million of the \$15.0 million outstanding at September 30, 2012). The fixed-rate notes payable are all non-recourse debt except for \$3.9 million of the Great Falls Center mortgage, 25% of the Metro Pike Center loan (approximately \$4.0 million of the \$15.8 million outstanding at September 30, 2012) and \$27.6 million of the Clarendon Center mortgage, which will be eliminated upon the achievement of certain leasing and debt service covenants which are guaranteed by Saul Centers.

On April 11, 2012, the Company closed on a \$73.0 million mortgage loan secured by Seven Corners shopping center. Proceeds from this loan were used to pay-off the \$63 million remaining balance of existing debt secured by Seven Corners and six other shopping center properties, which was scheduled to mature in October 2012, and to provide cash of approximately \$10 million. The new 15-year mortgage loan, which matures in May 2027, requires equal monthly principal and interest payments totaling \$463,226 based upon a fixed 5.84% interest rate and 25-year principal amortization and a final payment of \$42.5 million at maturity.

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### Notes to Consolidated Financial Statements (Unaudited)

On April 26, 2012, the Company substituted the White Oak shopping center for Van Ness Square as collateral for one of its existing mortgage loans which will allow the Company to analyze the feasibility of repositioning Van Ness Square. The terms of the original loan, including its 8.11% interest rate, are unchanged and, in conjunction with the collateral substitution, the Company borrowed an additional \$10.5 million, also secured by White Oak. The new borrowing requires equal monthly payments based upon a fixed 4.90% interest rate and 25-year principal amortization, and will mature in July 2024, coterminously with the original loan. The consolidated loan has an outstanding balance of \$26.9 million, requires equal monthly payments based upon a blended fixed interest rate of 7.0% and will require a final payment of \$18.5 million at maturity.

At December 31, 2011, the Company's outstanding debt totaled approximately \$831.9 million, of which \$808.8 million was fixed rate debt and \$23.1 million was variable rate debt, including \$8.0 million outstanding on the Company's unsecured revolving credit facility.

At September 30, 2012, the scheduled maturities of debt, including scheduled principal amortization, for years ending December 31, were as follows:

| <i>(In thousands)</i>               | Balloon<br>Payments | Scheduled<br>Principal<br>Amortization | Total      |
|-------------------------------------|---------------------|----------------------------------------|------------|
| October 1 through December 31, 2012 | \$                  | \$ 5,197                               | \$ 5,197   |
| 2013                                | 70,131              | 19,376                                 | 89,507     |
| 2014                                | 13,218              | 19,677                                 | 32,895     |
| 2015                                | 15,077              | 20,209                                 | 35,286     |
| 2016                                |                     | 21,058                                 | 21,058     |
| 2017                                |                     | 22,311                                 | 22,311     |
| Thereafter                          | 472,892             | 148,817                                | 621,709    |
|                                     | \$ 571,318          | \$ 256,645                             | \$ 827,963 |

Interest expense and amortization of deferred debt costs for the three and nine months ended September 30, 2012 and 2011, were as follows:

| <i>(In thousands)</i>               | Three months ended<br>September 30, |           | Nine months ended<br>September 30, |           |
|-------------------------------------|-------------------------------------|-----------|------------------------------------|-----------|
|                                     | 2012                                | 2011      | 2012                               | 2011      |
| Interest incurred                   | \$ 12,057                           | \$ 11,383 | \$ 36,498                          | \$ 33,361 |
| Amortization of deferred debt costs | 280                                 | 386       | 1,181                              | 1,146     |
| Capitalized interest                | (15)                                | (519)     | (19)                               | (1,793)   |
|                                     | \$ 12,322                           | \$ 11,250 | \$ 37,660                          | \$ 32,714 |

## 6. Stockholders' Equity and Noncontrolling Interest

The consolidated statements of operations for the nine months ended September 30, 2012 and 2011 reflect noncontrolling interest of \$4.4 million and \$2.3 million, respectively, representing The Saul Organization's share of net income for each period.

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Notes to Consolidated Financial Statements (Unaudited)

The Company has outstanding 4,000,000 depositary shares, each representing 1/100th of a share of 8% Series A Cumulative Redeemable Preferred Stock. The depositary shares are redeemable, in whole or in part at the Company's option, from time to time, at \$25.00 per share. The depositary shares pay an annual dividend of \$2.00 per share, equivalent to 8% of the \$25.00 per share liquidation preference. The Series A preferred stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

The Company has outstanding 3,173,115 depositary shares, each representing 1/100th of a share of 9% Series B Cumulative Redeemable Preferred Stock. The depositary shares may be redeemed at the Company's option, on or after March 15, 2013, in whole or in part, at \$25.00 per share. The depositary shares pay an annual dividend of \$2.25 per share, equivalent to 9% of the \$25.00 per share liquidation preference. The Series B preferred stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

**7. Related Party Transactions**

The Chairman and Chief Executive Officer, the President, the Executive Vice President – Real Estate, and the Senior Vice President-Chief Accounting Officer of the Company are also officers of various members of The Saul Organization and their management time is shared with The Saul Organization. Their annual compensation is fixed by the Compensation Committee of the Board of Directors, with the exception of the Senior Vice President-Chief Accounting Officer whose share of annual compensation allocated to the Company is determined by the shared services agreement (described below).

The Company participates in a multiemployer 401K plan with entities in The Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. Company contributions, which are included in general and administrative expense or property operating expenses in the consolidated statements of operations, at the discretionary amount of up to six percent of the employee's cash compensation, subject to certain limits, were \$258,000 and \$257,000 for the nine months ended September 30, 2012 and 2011, respectively. All amounts deferred by employees and the Company are fully vested.

The Company also participates in a multiemployer nonqualified deferred compensation plan with entities in The Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. According to the plan, which can be modified or discontinued at any time, participating employees defer 2% of their compensation in excess of a specified amount. For the nine months ended September 30, 2012 and 2011, the Company contributed \$166,000 and \$166,000, respectively, which is three times the amount deferred by employees and is included in general and administrative expense. All amounts deferred by employees and the Company are fully vested. The cumulative unfunded liability under this plan was \$2.1 million and \$1.9 million, at September 30, 2012 and December 31, 2011, respectively, and is included in accounts payable, accrued expenses and other liabilities in the consolidated balance sheets.

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### Notes to Consolidated Financial Statements (Unaudited)

The Company has entered into a shared services agreement (the "Agreement") with The Saul Organization that provides for the sharing of certain personnel and ancillary functions such as computer hardware, software, and support services and certain direct and indirect administrative personnel. The method for determining the cost of the shared services is provided for in the Agreement and is based upon head count, estimates of usage or estimates of time incurred, as applicable. The terms of the Agreement and the payments made thereunder are deemed reasonable by management and are reviewed annually by the Audit Committee of the Board of Directors, which consists entirely of independent directors. Billings by The Saul Organization for the Company's share of these ancillary costs and expenses for the nine months ended September 30, 2012 and 2011, which included rental expense for the Company's headquarters lease, totaled approximately \$4.6 million and \$4.5 million, respectively. The amounts are expensed as incurred and are primarily reported as general and administrative expenses in the consolidated financial statements. As of September 30, 2012 and December 31, 2011, accounts payable, accrued expenses and other liabilities included approximately \$410,000 and \$560,000, respectively, representing amounts due to The Saul Organization for the Company's share of these ancillary costs and expenses.

The Company's corporate headquarters space is leased by a member of The Saul Organization. The lease commenced in March 2002, was recently extended for five years through March 2017, and provides for base rent increases of 3% per year, with payment of a pro-rata share of operating expenses over a base year amount. The Agreement requires each party to pay an allocation of total rental payments based on a percentage proportionate to the number of employees employed by each party. The Company's rent expense was \$650,000 and \$706,000 for the nine months ended September 30, 2012 and 2011, respectively, and is included in general and administrative expense.

The B. F. Saul Insurance Agency of Maryland, Inc., a subsidiary of the B. F. Saul Company and a member of The Saul Organization, is a general insurance agency that receives commissions and fees in connection with the Company's insurance program. Such commissions and fees amounted to \$228,000 and \$204,000 for the nine months ended September 30, 2012 and 2011, respectively.

Effective as of September 4, 2012, the Company entered into a consulting agreement with B. F. Saul III, the Company's former president, whereby Mr. Saul III will provide certain consulting services to the Company as an independent contractor. Under the consulting agreement, Mr. Saul III will be paid at a rate of \$60,000 per month. The consulting agreement includes certain noncompete, nonsolicitation and nondisclosure covenants, and has a term of up to two years, although the consulting agreement is terminable by the Company at any time.

### **8. Stock Option Plans**

The Company has established two stock incentive plans, the 1993 plan and the 2004 plan (together, the "Plans"). Under the Plans, options were granted at an exercise price not less than the market value of the common stock on the date of grant and expire ten years from the date of grant. Officer options vest ratably over four years following the grant and are expensed straight-line over the vesting period. Director options vest immediately and are expensed as of the date of grant.

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The following table summarizes the amount and activity of each grant, the total value and variables used in the computation and the amount expensed and included in general and administrative expense in the Consolidated Statements of Operations for the nine months ended September 30, 2012:

Stock options issued

| Grant date                        | 04/26/2004 | 05/06/2005 | 05/01/2006 | 04/27/2007   | Directors    |              | 05/07/2010   | 05/13/2011   | 05/04/2012 | Subtotals    |
|-----------------------------------|------------|------------|------------|--------------|--------------|--------------|--------------|--------------|------------|--------------|
|                                   |            |            |            |              | 04/25/2008   | 04/24/2009   |              |              |            |              |
| Initial grant                     | 30,000     | 30,000     | 30,000     | 30,000       | 30,000       | 32,500       | 32,500       | 32,500       | 35,000     | 282,500      |
| Granted                           | 30,000     | 30,000     | 30,000     | 30,000       | 30,000       | 32,500       | 32,500       | 32,500       | 35,000     | 282,500      |
| Exercised                         | 13,700     | 5,000      |            |              |              | 5,000        |              |              |            | 23,700       |
| Forfeited                         |            |            | 2,500      | 2,500        | 2,500        |              | 2,500        | 2,500        |            | 12,500       |
| Exercisable at September 30, 2012 | 16,300     | 25,000     | 27,500     | 27,500       | 27,500       | 27,500       | 30,000       | 30,000       | 35,000     | 246,300      |
| Remaining exercisable             | 16,300     | 25,000     | 27,500     | 27,500       | 27,500       | 27,500       | 30,000       | 30,000       | 35,000     | 246,300      |
| Exercise price                    | \$ 25.78   | \$ 33.22   | \$ 40.35   | \$ 54.17     | \$ 50.15     | \$ 32.68     | \$ 38.76     | \$ 41.82     | \$ 39.29   |              |
| Volatility                        | 0.183      | 0.198      | 0.206      | 0.225        | 0.237        | 0.344        | 0.369        | 0.358        | 0.348      |              |
| Expected life (years)             | 5.0        | 10.0       | 9.0        | 8.0          | 7.0          | 6.0          | 5.0          | 5.0          | 5.0        |              |
| Assumed yield                     | 5.75%      | 6.91%      | 5.93%      | 4.39%        | 4.09%        | 4.54%        | 4.23%        | 4.16%        | 4.61%      |              |
| Risk-free rate                    | 3.57%      | 4.28%      | 5.11%      | 4.65%        | 3.49%        | 2.19%        | 2.17%        | 1.86%        | 0.78%      |              |
| Initial value at grant date       | \$ 66,600  | \$ 71,100  | \$ 143,400 | \$ 285,300   | \$ 254,700   | \$ 222,950   | \$ 287,950   | \$ 297,375   | \$ 244,388 | \$ 1,873,763 |
| Forfeited options                 |            |            |            |              |              |              |              |              |            |              |
| Expensed in previous years        | 66,600     | 71,100     | 143,400    | 285,300      | 254,700      | 222,950      | 287,950      | 297,375      |            | 1,629,375    |
| Expensed in 2012                  |            |            |            |              |              |              |              |              | 244,388    | 244,388      |
| General expense                   |            |            |            |              |              |              |              |              |            |              |
| Grant date                        | 05/23/2003 | 04/26/2004 | 05/06/2005 | 04/27/2007   | Officers     |              | Subtotals    | Grand Total  |            |              |
|                                   |            |            |            |              | 05/13/2011   | 05/04/2012   |              |              |            |              |
| Initial grant                     | 220,000    | 122,500    | 132,500    | 135,000      | 162,500      | 242,500      | 1,015,000    | 1,297,500    |            |              |
| Granted                           | 212,500    | 115,000    | 118,750    | 122,500      | 40,625       |              | 609,375      | 891,875      |            |              |
| Exercised                         | 211,585    | 51,025     | 26,375     |              | 3,750        |              | 292,735      | 316,440      |            |              |
| Forfeited                         | 7,500      | 7,500      | 13,750     | 12,500       | 30,000       | 130,000      | 201,250      | 213,750      |            |              |
| Exercisable at September 30, 2012 | 915        | 63,975     | 92,375     | 122,500      | 36,875       |              | 316,640      | 562,940      |            |              |
| Remaining exercisable             | 915        | 63,975     | 92,375     | 122,500      | 128,750      | 112,500      | 521,015      | 767,315      |            |              |
| Exercise price                    | \$ 24.91   | \$ 25.78   | \$ 33.22   | \$ 54.17     | \$ 41.82     | \$ 39.29     |              |              |            |              |
| Volatility                        | 0.175      | 0.183      | 0.207      | 0.233        | 0.330        | 0.315        |              |              |            |              |
| Expected life (years)             | 7.0        | 7.0        | 8.0        | 6.5          | 8.0          | 8.0          |              |              |            |              |
| Assumed yield                     | 7.00%      | 5.75%      | 6.37%      | 4.13%        | 4.81%        | 5.28%        |              |              |            |              |
| Risk-free rate                    | 4.00%      | 4.05%      | 4.15%      | 4.61%        | 2.75%        | 1.49%        |              |              |            |              |
|                                   | \$ 332,200 | \$ 292,775 | \$ 413,400 | \$ 1,258,848 | \$ 1,277,794 | \$ 1,442,148 | \$ 5,017,165 | \$ 6,890,920 |            |              |

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|                                                 |         |         |           |           |         |         |           |                  |
|-------------------------------------------------|---------|---------|-----------|-----------|---------|---------|-----------|------------------|
| al value at<br>nt date<br>feited<br>ions        | 11,325  | 17,925  | 35,100    |           | 252,300 | 813,800 | 1,130,450 | <b>1,130,450</b> |
| ensed in<br>vious years                         | 320,875 | 274,850 | 378,300   | 1,258,848 | 186,347 |         | 2,419,220 | <b>4,048,550</b> |
| ensed in<br>2                                   |         |         |           |           | 211,553 | 65,453  | 277,006   | <b>521,359</b>   |
| ure expense                                     |         |         |           |           | 627,594 | 562,895 | 1,190,489 | <b>1,190,489</b> |
| ighted<br>rage term<br>remaining<br>ure expense |         |         | 3.1 years |           |         |         |           |                  |

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## Notes to Consolidated Financial Statements (Unaudited)

The table below summarizes the option activity for the nine months ended September 30, 2012:

|                             | Number of<br>Shares | Weighted<br>Average<br>Exercise Price<br>per share | Aggregate<br>Intrinsic Value |
|-----------------------------|---------------------|----------------------------------------------------|------------------------------|
| Outstanding at January 1    | 674,585             | \$ 40.40                                           |                              |
| Granted                     | 277,500             | 39.29                                              |                              |
| Exercised                   | 24,770              | 28.15                                              | \$ 365,500                   |
| Expired/Forfeited           | 160,000             | 39.76                                              |                              |
| Outstanding September 30    | 767,315             | 40.53                                              | 4,591,000                    |
| Exercisable at September 30 | 562,940             | 40.57                                              | 3,779,000                    |

The intrinsic value measures the price difference between the options' exercise price and the closing share price quoted by the New York Stock Exchange as of the date of measurement. The intrinsic value for shares exercised during the period was calculated by using the closing share price on the date of exercise. At September 28, 2012, the closing share price of \$44.40 was lower than the exercise price of options granted in 2007 and 2008 and, therefore, those options had no intrinsic value as of September 30, 2012. The weighted average remaining contractual life of the Company's outstanding and exercisable options is 5.9 years and 4.8 years, respectively.

**9. Fair Value of Financial Instruments**

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are reasonable estimates of their fair value. The aggregate fair value of the notes payable with fixed-rate payment terms was determined using Level 3 data in a discounted cash flow approach, which is based upon management's estimate of borrowing rates and loan terms currently available to the Company for fixed-rate financing and, assuming long-term interest rates of approximately 4.10% and 4.30%, would be approximately \$883.6 million and \$889.2 million, respectively, compared to the carrying value of \$813.0 million and \$808.8 million, at September 30, 2012 and December 31, 2011, respectively. A change in any of the significant inputs may lead to a change in the Company's fair value measurement of its debt.

The Company carries its interest rate swaps at fair value. The Company has determined the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy with the exception of the impact of counter-party risk, which was determined using Level 3 inputs and is not significant. Derivative instruments are classified within Level 2 of the fair value hierarchy because their values are determined using third-party pricing models which contain inputs that are derived from observable market data. Where possible, the values produced by the pricing models are verified by market prices. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measure of volatility, and correlations of such inputs. The swap agreements terminate on June 30, 2013 and July 1, 2020. As of September 30, 2012, the fair value of the interest-rate swaps was approximately \$6.3 million and is included in Accounts payable, accrued expenses and other liabilities in the consolidated balance sheets. The decrease in value from inception, of the swap designated as a cash flow hedge is reflected in Other Comprehensive Income in the Consolidated Statements of Comprehensive Income.

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## Notes to Consolidated Financial Statements (Unaudited)

| <i>(In thousands)</i>                    | Three months ended<br>September 30, |            | Nine months ended<br>September 30, |            |
|------------------------------------------|-------------------------------------|------------|------------------------------------|------------|
|                                          | 2012                                | 2011       | 2012                               | 2011       |
| <b>Change in fair value:</b>             |                                     |            |                                    |            |
| Recognized in earnings                   | \$ 17                               | \$ (217)   | \$ (2)                             | \$ (1,374) |
| Recognized in other comprehensive income | (321)                               | (3,449)    | (1,231)                            | (2,906)    |
|                                          | \$ (304)                            | \$ (3,666) | \$ (1,233)                         | \$ (4,280) |

**10. Commitments and Contingencies**

Neither the Company nor the current portfolio properties are subject to any material litigation, nor, to management's knowledge, is any material litigation currently threatened against the Company, other than routine litigation and administrative proceedings arising in the ordinary course of business. Management believes that these items, individually or in the aggregate, will not have a material adverse impact on the Company or the current portfolio properties.

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### Notes to Consolidated Financial Statements (Unaudited)

#### 11. Business Segments

The Company has two reportable business segments: Shopping Centers and Mixed-Use Properties. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 2). The Company evaluates performance based upon income from real estate of the combined properties in each segment. All of our properties within each segment generate similar types of revenues and expenses related to tenant rent, reimbursements and operating expenses. Although services are provided to a range of tenants, the types of services provided to them are similar within each segment. The properties in each portfolio have similar economic characteristics and the nature of the products and services provided to our tenants and the method to distribute such services are consistent throughout the portfolio. Certain reclassifications have been made to prior year information to conform to the 2012 presentation.

| <i>(Dollars in thousands)</i>                            | Shopping<br>Centers | Mixed-Use<br>Properties | Corporate<br>and Other | Consolidated<br>Totals |
|----------------------------------------------------------|---------------------|-------------------------|------------------------|------------------------|
| <b>Three months ended September 30, 2012</b>             |                     |                         |                        |                        |
| Real estate rental operations:                           |                     |                         |                        |                        |
| Revenue                                                  | \$ 34,478           | \$ 12,996               | \$ 60                  | \$ 47,534              |
| Expenses                                                 | (7,548)             | (4,143)                 |                        | (11,691)               |
| Income from real estate                                  | 26,930              | 8,853                   | 60                     | 35,843                 |
| Interest expense and amortization of deferred debt costs |                     |                         | (12,322)               | (12,322)               |
| Predevelopment expenses                                  |                     | (1,870)                 |                        | (1,870)                |
| General and administrative                               |                     |                         | (3,272)                | (3,272)                |
| Subtotal                                                 | 26,930              | 6,983                   | (15,534)               | 18,379                 |
| Depreciation and amortization of deferred leasing costs  | (6,487)             | (3,781)                 |                        | (10,268)               |
| Gain on sale of property                                 |                     |                         | 1,057                  | 1,057                  |
| Gain on casualty settlement                              |                     |                         | 219                    | 219                    |
| Change in fair value of derivatives                      |                     |                         | 17                     | 17                     |
| Net income (loss)                                        | \$ 20,443           | \$ 3,202                | \$ (14,241)            | \$ 9,404               |
| Capital investment                                       | \$ 4,633            | \$ 1,358                | \$                     | \$ 5,991               |
| Total assets                                             | \$ 863,352          | \$ 302,261              | \$ 34,834              | \$ 1,200,447           |
| <b>Three months ended September 30, 2011</b>             |                     |                         |                        |                        |
| Real estate rental operations:                           |                     |                         |                        |                        |
| Revenue                                                  | \$ 31,096           | \$ 11,764               | \$ 18                  | \$ 42,878              |
| Expenses                                                 | (7,558)             | (3,609)                 |                        | (11,167)               |
| Income from real estate                                  | 23,538              | 8,155                   | 18                     | 31,711                 |
| Interest expense and amortization of deferred debt costs |                     |                         | (11,250)               | (11,250)               |
| General and administrative                               |                     |                         | (3,293)                | (3,293)                |
| Subtotal                                                 | 23,538              | 8,155                   | (14,525)               | 17,168                 |
| Depreciation and amortization of deferred leasing costs  | (5,404)             | (3,108)                 |                        | (8,512)                |
| Change in fair value of derivatives                      |                     |                         | (217)                  | (217)                  |
| Acquisition related costs                                |                     |                         | (2,439)                | (2,439)                |
| Net income (loss)                                        | \$ 18,134           | \$ 5,047                | \$ (17,181)            | \$ 6,000               |

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|                    |            |            |           |              |
|--------------------|------------|------------|-----------|--------------|
| Capital investment | \$ 170,634 | \$ 2,119   | \$        | \$ 172,753   |
| Total assets       | \$ 876,431 | \$ 307,585 | \$ 12,509 | \$ 1,196,525 |

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## Notes to Consolidated Financial Statements (Unaudited)

| <i>(Dollars in thousands)</i>                            | Shopping<br>Centers | Mixed-Use<br>Properties | Corporate<br>and Other | Consolidated<br>Totals |
|----------------------------------------------------------|---------------------|-------------------------|------------------------|------------------------|
| <b><u>Nine months ended September 30, 2012</u></b>       |                     |                         |                        |                        |
| Real estate rental operations:                           |                     |                         |                        |                        |
| Revenue                                                  | \$ 102,894          | \$ 39,155               | \$ 109                 | \$ 142,158             |
| Expenses                                                 | (22,702)            | (12,762)                |                        | (35,464)               |
| Income from real estate                                  | 80,192              | 26,393                  | 109                    | 106,694                |
| Interest expense and amortization of deferred debt costs |                     |                         | (37,660)               | (37,660)               |
| Predevelopment expenses                                  |                     | (1,870)                 |                        | (1,870)                |
| General and administrative                               |                     |                         | (10,303)               | (10,303)               |
| Subtotal                                                 | 80,192              | 24,523                  | (47,854)               | 56,861                 |
| Depreciation and amortization of deferred leasing costs  | (19,166)            | (10,650)                |                        | (29,816)               |
| Gain on sale of property                                 |                     |                         | 1,057                  | 1,057                  |
| Gain on casualty settlement                              |                     |                         | 219                    | 219                    |
| Change in fair value of derivatives                      |                     |                         | (2)                    | (2)                    |
| Net income (loss)                                        | \$ 61,026           | \$ 13,873               | \$ (46,580)            | \$ 28,319              |
| Capital investment                                       | \$ 8,105            | \$ 5,158                | \$                     | \$ 13,263              |
| Total assets                                             | \$ 863,352          | \$ 302,261              | \$ 34,834              | \$ 1,200,447           |
| <b><u>Nine months ended September 30, 2011</u></b>       |                     |                         |                        |                        |
| Real estate rental operations:                           |                     |                         |                        |                        |
| Revenue                                                  | \$ 94,057           | \$ 33,268               | \$ 65                  | \$ 127,390             |
| Expenses                                                 | (22,883)            | (10,915)                |                        | (33,798)               |
| Income from real estate                                  | 71,174              | 22,353                  | 65                     | 93,592                 |
| Interest expense and amortization of deferred debt costs |                     |                         | (32,714)               | (32,714)               |
| General and administrative                               |                     |                         | (10,402)               | (10,402)               |
| Subtotal                                                 | 71,174              | 22,353                  | (43,051)               | 50,476                 |
| Depreciation and amortization of deferred leasing costs  | (16,341)            | (8,967)                 |                        | (25,308)               |
| Acquisition related costs                                |                     |                         | (2,513)                | (2,513)                |
| Gain on casualty settlement                              |                     |                         | 198                    | 198                    |
| Change in fair value of derivatives                      |                     |                         | (1,374)                | (1,374)                |
| Net income (loss)                                        | \$ 54,833           | \$ 13,386               | \$ (46,740)            | \$ 21,479              |
| Capital investment                                       | \$ 175,012          | \$ 22,855               | \$                     | \$ 197,867             |
| Total assets                                             | \$ 876,431          | \$ 307,585              | \$ 12,509              | \$ 1,196,525           |

**12. Subsequent Events**

The Company has reviewed operating activities for the period subsequent to September 30, 2012 and prior to the date the financial statements are issued or are available to be issued, and determined the following subsequent event is required to be disclosed.

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On October 1, 2012, the Company repaid in full the remaining balance of \$23.4 million owed on its mortgage loan secured by 601 Pennsylvania Avenue, using available cash balances. The 16-year loan, which required principal and interest payments based on a 7.88% interest rate and 25 year principal amortization was prepaid without penalty pursuant to the terms of the mortgage loan.

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

This section should be read in conjunction with the consolidated financial statements of the Company and the accompanying notes in Item 1. Financial Statements of this report and the more detailed information contained in the Company's Form 10-K for the year ended December 31, 2011. Historical results and percentage relationships set forth in Item 1 and this section should not be taken as indicative of future operations of the Company. Capitalized terms used but not otherwise defined in this section have the meanings given to them in Item 1 of this Form 10-Q.

#### **Forward-Looking Statements**

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are generally characterized by terms such as believe, expect and may.

Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, the Company's actual results could differ materially from those given in the forward-looking statements as a result of changes in factors which include, among others, the following:

continuing risks related to the challenging domestic and global credit markets and their effect on discretionary spending;

risks that the Company's tenants will not pay rent;

risks related to the Company's reliance on shopping center anchor tenants and other significant tenants;

risks related to the Company's substantial relationships with members of The Saul Organization;

risks of financing, such as increases in interest rates, restrictions imposed by the Company's debt, the Company's ability to meet existing financial covenants and the Company's ability to consummate planned and additional financings on acceptable terms;

risks related to the Company's development activities;

risks that the Company's growth will be limited if the Company cannot obtain additional capital;

risks that planned and additional acquisitions or redevelopments may not be consummated, or if they are consummated, that they will not perform as expected;

risks generally incident to the ownership of real property, including adverse changes in economic conditions, changes in the investment climate for real estate, changes in real estate taxes and other operating expenses, adverse changes in governmental rules and fiscal policies, the relative illiquidity of real estate and environmental risks;

risks related to the Company's status as a REIT for federal income tax purposes, such as the existence of complex regulations relating to the Company's status as a REIT, the effect of future changes in REIT requirements as a result of new legislation and the adverse consequences of the failure to qualify as a REIT; and

such other risks as described in Part I, Item 1A of the Company's Form 10-K for the year ended December 31, 2011.

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### **General**

The following discussion is based primarily on the consolidated financial statements of the Company as of and for the three and nine months ended September 30, 2012.

### **Recent Developments**

Effective as of September 4, 2012, B. Francis Saul III resigned from the office of President of the Company and from the Company's Board of Directors to pursue other interests. Mr. Saul III's resignation was not in connection with any disagreement with the Company about any matter. As of the same date, the Company entered into a consulting agreement with Mr. Saul III whereby Mr. Saul III will provide certain consulting services to the Company as an independent contractor. Under the consulting agreement, Mr. Saul III will be paid at a rate of \$60,000 per month. The consulting agreement includes certain noncompete, nonsolicitation and nondisclosure covenants, and has a term of up to two years, although the consulting agreement is terminable by the Company at any time.

Also effective as of September 4, 2012, subject to ratification by the Board of Directors, Thomas H. McCormick was appointed to the offices of President and Chief Operating Officer and J. Page Lansdale was appointed to the office of Executive Vice President - Real Estate. Mr. McCormick had served as the Company's Senior Vice President - General Counsel since February 2005. Currently, he also serves as Senior Vice President, Chief Financial Officer, General Counsel and a Director of the B. F. Saul Company; Vice President and General Counsel and Chief Financial Officer of the B. F. Saul Real Estate Investment Trust; and Director of Chevy Chase Trust Company and ASB Capital Management, LLC, each of which is affiliated with the Company. Mr. Lansdale had served as a Senior Vice President of the Company since 2009.

Effective as of September 20, 2012 and consistent with the Company's bylaws, (i) the Nominating and Corporate Governance Committee of the Board recommended that Thomas H. McCormick be appointed to the Board seat vacated by Mr. Saul III to serve out the remainder of Mr. Saul III's term, and (ii) the Board voted in favor of such appointment as well as the ratification of the officer appointments of Messrs. McCormick and Lansdale.

### **Overview**

The Company's principal business activity is the ownership, management and development of income-producing properties. The Company's long-term objectives are to increase cash flow from operations and to maximize capital appreciation of its real estate investments.

The Company's primary operating strategy is to focus on its community and neighborhood shopping center business and to operate its properties to achieve both cash flow growth and capital appreciation. Management believes there is potential for long term growth in cash flow as existing leases for space in the Shopping Centers and Mixed-Use properties expire and are renewed, or newly available or vacant space is leased. The Company intends to renegotiate leases where possible and seek new tenants for available space in order to optimize the mix of uses to improve foot traffic through the Shopping Centers. As leases expire, management expects to revise rental rates, lease terms and conditions, relocate existing tenants, reconfigure tenant spaces and introduce new tenants with the goals of increasing occupancy,

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improving overall retail sales, and ultimately increasing cash flow as economic conditions improve. In those circumstances in which leases are not otherwise expiring, management selectively attempts to increase cash flow through a variety of means, or in connection with renovations or relocations, recapturing leases with below market rents and re-leasing at market rates, as well as replacing financially troubled tenants. When possible, management also will seek to include scheduled increases in base rent, as well as percentage rental provisions, in its leases.

The Company's redevelopment and renovation objective is to selectively and opportunistically redevelop and renovate its properties, by replacing leases that have below market rents with strong, traffic-generating anchor stores such as supermarkets and drug stores, as well as other desirable local, regional and national tenants. The Company's strategy remains focused on continuing the operating performance and internal growth of its existing Shopping Centers, while enhancing this growth with selective retail redevelopments and renovations.

In connection with the potential repositioning of Van Ness Square, the Company has recently entered into arrangements with various tenants which effectively accelerated the termination of the tenant leases. Costs incurred by the Company related to those arrangements are included in Predevelopment Expenses in the Statement of Operations. Additional predevelopment expenses will be recognized in future periods as the potential repositioning of Van Ness Square continues to be evaluated. The Company has not committed to any definitive plan.

The Company purchased six operating retail properties in 2010 and 2011 which provide current income and potential redevelopment opportunities. In light of the limited amount of quality properties for sale and the escalated pricing of properties that the Company has been presented with or has inquired about over the past year, management believes acquisition opportunities for investment in existing and new Shopping Center and Mixed-Use Properties in the near future is uncertain. Because of its conservative capital structure, including its cash and unused credit line, management believes that the Company is positioned to take advantage of additional investment opportunities as attractive properties are located and market conditions improve. It is management's view that several of the sub-markets in which the Company operates have or will in the future have attractive supply/demand characteristics. The Company will continue to evaluate acquisition, development and redevelopment as an integral part of its overall business plan.

During the second quarter of 2012, the Company's French Market property suffered significant roof damage during a hail storm. The Company is in the process of obtaining bids to repair the damage and estimates that the cost will be approximately \$1.9 million, which is fully covered by insurance, subject to a \$50,000 deductible. The Company recognized a gain of approximately \$219,000, equal to the excess of the amount of estimated insurance proceeds over the carrying value of the replaced assets. All tenants remained open for business throughout the aftermath of the hail storm.

After several challenging years in the financial and real estate markets, there have been recent signs of economic improvement. During the last several quarters, the Company has seen modestly improved retail sales and retail leasing activity across its portfolio; however, rents remain under pressure. Office space demand throughout the Company's properties has slowed during early 2012 due to uncertainty surrounding federal government spending levels.

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While overall consumer confidence appears to have improved, retailers continue to be cautious about capital allocation when implementing store expansion. Vacancies continue to remain elevated compared to pre-recession levels; however, the Company's overall leasing percentage on a comparative same property basis, which excludes the impact of properties not in operation for the entirety of the comparable periods, at September 30, 2012 increased to 91.1% from 89.9% at September 30, 2011, an increase in space leased of approximately 105,000 square feet, primarily caused by the leasing of a portion of the space vacated by major shopping center tenants in 2011.

Because of the Company's conservative capital structure, its liquidity has not been significantly affected by the recent turmoil in the credit markets. The Company maintains a ratio of total debt to total asset value of under 50%, which allows the Company to obtain additional secured borrowings if necessary. And, as of September 30, 2012, amortizing fixed-rate mortgage debt with staggered maturities from 2013 to 2027 represented approximately 98% of the Company's notes payable, thus minimizing refinancing risk. As of September 30, 2012, the Company's variable-rate debt consists of a bank term loan secured by the Northrock development. As of September 30, 2012, the Company has loan availability of approximately \$171.8 million under its \$175.0 million unsecured revolving line of credit.

Although it is management's present intention to concentrate future acquisition and development activities on community and neighborhood shopping centers and Mixed-Use Properties in the Washington, DC/Baltimore metropolitan area and the southeastern region of the United States, the Company may, in the future, also acquire other types of real estate in other areas of the country as opportunities present themselves. While the Company may diversify in terms of property locations, size and market, the Company does not set any limit on the amount or percentage of Company assets that may be invested in any one property or any one geographic area.

## **Critical Accounting Policies**

The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP), which requires management to make certain estimates and assumptions that affect the reporting of financial position and results of operations. If judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of the financial statements. The Company has identified the following policies that, due to estimates and assumptions inherent in these policies, involve a relatively high degree of judgment and complexity.

### *Real Estate Investments*

Real estate investment properties are stated at historic cost less depreciation. Although the Company intends to own its real estate investment properties over a long term, from time to time it will evaluate its market position, market conditions, and other factors and may elect to sell properties that do not conform to the Company's investment profile. Management believes that the Company's real estate assets have generally appreciated in value since their acquisition or development and, accordingly, the aggregate current value exceeds their aggregate net book value and also exceeds the value of the Company's liabilities as reported in the financial statements. Because these financial statements are prepared in conformity with GAAP, they do not report the current value of the Company's real estate investment properties.

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The Company purchases real estate investment properties from time to time and records assets acquired and liabilities assumed, including land, buildings, and intangibles related to in-place leases and customer relationships based on their fair values. The fair value of buildings is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates and considers the present value of all cash flows expected to be generated by the property including an initial lease up period. The Company determines the fair value of above and below market intangibles associated with in-place leases by assessing the net effective rent and remaining term of the in-place lease relative to market terms for similar leases at acquisition taking into consideration the remaining contractual lease period, renewal periods, and the likelihood of the tenant exercising its renewal options. The fair value of a below market lease component is recorded as deferred income and amortized as additional lease revenue over the remaining contractual lease period and any renewal option periods included in the valuation analysis. The fair value of above market lease intangibles is recorded as a deferred asset and is amortized as a reduction of lease revenue over the remaining contractual lease term. The Company determines the fair value of at-market in-place leases considering the cost of acquiring similar leases, the foregone rents associated with the lease-up period and carrying costs associated with the lease-up period. Intangible assets associated with at-market in-place leases are amortized as additional expense over the remaining contractual lease term. To the extent customer relationship intangibles are present in an acquisition, the fair value of the intangibles are amortized over the life of the customer relationship.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors in identifying impairment indicators including recurring operating losses, significant decreases in occupancy, and significant adverse changes in legal factors and business climate. If impairment indicators are present, the Company compares the projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If the carrying value is greater than the undiscounted projected cash flows, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The fair value of any property is sensitive to the actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected.

When incurred, the Company capitalizes the cost of improvements that extend the useful life of property and equipment. All repair and maintenance expenditures are expensed when incurred. Leasehold improvements expenditures are capitalized when certain criteria are met, including when we supervise construction and will own the improvement. Tenant improvements we own are depreciated over the life of the respective lease or the estimated useful life of the improvements, whichever is shorter.

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Interest, real estate taxes, development-related salary costs and other carrying costs are capitalized on projects under construction. Once construction is substantially complete and the assets are placed in service, rental income, direct operating expenses, and depreciation associated with such properties are included in current operations. Commercial development projects are substantially complete and available for occupancy upon completion of tenant improvements, but no later than one year from the cessation of major construction activity. Residential development projects are considered substantially complete and available for occupancy upon receipt of the certificate of occupancy from the appropriate licensing authority. Substantially completed portions of a project are accounted for as separate projects. Depreciation is calculated using the straight-line method and estimated useful lives generally between 35 and 50 years for base buildings, or a shorter period if management determines that the building has a shorter useful life, and up to 20 years for certain other improvements.

### *Deferred Leasing Costs*

Certain initial direct costs incurred by the Company in negotiating and consummating successful commercial leases are capitalized and amortized over the initial base term of the leases. Deferred leasing costs consist of commissions paid to third-party leasing agents as well as internal direct costs such as employee compensation and payroll-related fringe benefits directly related to time spent performing successful leasing-related activities. Such activities include evaluating prospective tenants' financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing transactions. In addition, deferred leasing costs include amounts attributed to in-place leases associated with acquisition properties.

### *Revenue Recognition*

Rental and interest income is accrued as earned except when doubt exists as to collectability, in which case the accrual is discontinued. Recognition of rental income commences when control of the space has been given to the tenant. When rental payments due under leases vary from a straight-line basis because of free rent periods or scheduled rent increases, income is recognized on a straight-line basis throughout the term of the lease. Expense recoveries represent a portion of property operating expenses billed to tenants, including common area maintenance, real estate taxes and other recoverable costs. Expense recoveries are recognized in the period when the expenses are incurred. Rental income based on a tenant's revenue, known as percentage rent, is accrued when a tenant reports sales that exceed a specified breakpoint specified in the lease agreement.

### *Allowance for Doubtful Accounts - Current and Deferred Receivables*

Accounts receivable primarily represent amounts accrued and unpaid from tenants in accordance with the terms of the respective leases, subject to the Company's revenue recognition policy. Receivables are reviewed monthly and reserves are established with a charge to current period operations when, in the opinion of management, collection of the receivable is doubtful. In addition to rents due currently, accounts receivable include amounts representing minimum rental income accrued on a straight-line basis to be paid by tenants over the remaining term of their respective leases. Reserves are established with a charge to income for tenants whose rent payment history or financial condition casts doubt upon the tenant's ability to perform under its lease obligations.

**Table of Contents***Legal Contingencies*

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes the final outcome of current matters will not have a material adverse effect on its financial position or the results of operations. Once it has been determined that a loss is probable to occur, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered probable can be difficult to determine.

**Results of Operations****Three months ended September 30, 2012 compared to three months ended****September 30, 2011****Revenue**

| <i>(Dollars in thousands)</i> | Three months ended<br>September 30, |           | 2012 to 2011 Change |       |
|-------------------------------|-------------------------------------|-----------|---------------------|-------|
|                               | 2012                                | 2011      | Amount              | %     |
| Base rent                     | \$ 38,403                           | \$ 34,390 | \$ 4,013            | 11.7% |
| Expense recoveries            | 7,576                               | 6,994     | 582                 | 8.3%  |
| Percentage rent               | 259                                 | 209       | 50                  | 23.9% |
| Other                         | 1,296                               | 1,285     | 11                  | 0.9%  |
| Total revenue                 | \$ 47,534                           | \$ 42,878 | \$ 4,656            | 10.9% |

**Note:** *(Dollars in thousands)*

Base rent includes \$1,110 and \$700 for the three months ended September 30, 2012 and 2011, respectively, to recognize base rent on a straight-line basis. In addition, base rent includes \$350 and \$214, for the three months ended September 30, 2012 and 2011, respectively, to recognize income from the amortization of in-place leases acquired in connection with purchased real estate investment properties.

Total revenue increased 10.9% in the three months ended September 30, 2012 ( 2012 Quarter ) compared to the corresponding prior year's quarter ( 2011 Quarter ) primarily due to \$3.9 million of aggregate revenue generated by Clarendon Center and the three shopping centers acquired in 2011 (collectively, the New Properties ).

The increase in base rent and expense recoveries for the 2012 Quarter compared to the 2011 Quarter was generated primarily by the New Properties.

**Table of Contents****Operating Expenses**

| (Dollars in thousands)                                   | Three months ended    |                       | 2012 to 2011 Change |        |
|----------------------------------------------------------|-----------------------|-----------------------|---------------------|--------|
|                                                          | September 30,<br>2012 | September 30,<br>2011 | Amount              | %      |
| Property operating expenses                              | \$ 5,977              | \$ 5,829              | \$ 148              | 2.5%   |
| Provision for credit losses                              | 168                   | 595                   | (427)               | -71.8% |
| Real estate taxes                                        | 5,546                 | 4,743                 | 803                 | 16.9%  |
| Interest expense and amortization of deferred debt costs | 12,322                | 11,250                | 1,072               | 9.5%   |
| Depreciation and amortization of leasing costs           | 10,268                | 8,512                 | 1,756               | 20.6%  |
| General and administrative                               | 3,272                 | 3,293                 | (21)                | -0.6%  |
| Predevelopment expenses                                  | 1,870                 |                       | 1,870               | N/M    |
| Total operating expenses                                 | \$ 39,423             | \$ 34,222             | \$ 3,331            | 15.2%  |

*Property operating expenses.* The increase in property operating expenses for the 2012 Quarter is comprised primarily of \$233,000 of increased expense related to the New Properties partially offset by lower expenses in the remainder of the portfolio.

*Provision for credit losses.* The provision for credit losses for the 2012 Quarter represents 0.35% of the Company's revenue, a decline from 1.39% for the 2011 Quarter primarily due to the default in the 2011 Quarter of a significant anchor tenant.

*Real estate taxes.* The increase in real estate taxes for the 2012 Quarter was primarily due to an increase in property taxes charged by the District of Columbia and taxes related to the New Properties.

*Interest expense and amortization of deferred debt.* Interest expense increased in the 2012 Quarter compared to the 2011 Quarter primarily because of \$1.1 million of interest expense on debt related to the New Properties, partially offset by lower interest expense on the balance of the Company's debt.

*Depreciation and amortization of leasing costs.* The increase in depreciation and amortization to \$10.3 million in the 2012 Quarter from \$8.5 million in the 2011 Quarter was primarily due to \$1.2 million of depreciation expense related to the New Properties.

*Predevelopment expenses.* Predevelopment expenses represent costs incurred, primarily lease termination costs, in preparation of the potential repositioning of Van Ness Square.

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### Nine months ended September 30, 2012 compared to Nine months ended

#### September 30, 2011

#### Revenue

| (Dollars in thousands) | Nine months ended<br>September 30, |                   | 2012 to 2011 Change |              |
|------------------------|------------------------------------|-------------------|---------------------|--------------|
|                        | 2012                               | 2011              | Amount              | %            |
| Base rent              | \$ 114,091                         | \$ 101,280        | \$ 12,811           | 12.6%        |
| Expense recoveries     | 22,741                             | 21,211            | 1,530               | 7.2%         |
| Percentage rent        | 1,118                              | 1,037             | 81                  | 7.8%         |
| Other                  | 4,208                              | 3,862             | 346                 | 9.0%         |
| <b>Total revenue</b>   | <b>\$ 142,158</b>                  | <b>\$ 127,390</b> | <b>\$ 14,768</b>    | <b>11.6%</b> |

**Note:** (Dollars in thousands)

Base rent includes \$3,400 and \$2,629 for the nine months ended September 30, 2012 and 2011, respectively, to recognize base rent on a straight-line basis. In addition, base rent includes \$1,150 and \$700, for the nine months ended September 30, 2012 and 2011, respectively, to recognize income from the amortization of in-place leases acquired in connection with purchased real estate investment properties.

Total revenue increased 11.6% in the nine months ended September 30, 2012 ( 2012 Period ) compared to the nine months ended September 30, 2011 ( 2011 Period ) due to \$14.0 million of aggregate revenue generated by the New Properties.

The increase in base rent and expense recoveries for the 2012 Period compared to the 2011 Period was generated primarily by the New Properties.

#### Operating Expenses

| (Dollars in thousands)                                   | Nine months ended<br>September 30, |                   | 2012 to 2011 Change |              |
|----------------------------------------------------------|------------------------------------|-------------------|---------------------|--------------|
|                                                          | 2012                               | 2011              | Amount              | %            |
| Property operating expenses                              | \$ 17,775                          | \$ 18,289         | \$ (514)            | -2.8%        |
| Provision for credit losses                              | 761                                | 1,628             | (867)               | -53.3%       |
| Real estate taxes                                        | 16,928                             | 13,881            | 3,047               | 22.0%        |
| Interest expense and amortization of deferred debt costs | 37,660                             | 32,714            | 4,946               | 15.1%        |
| Depreciation and amortization of leasing costs           | 29,816                             | 25,308            | 4,508               | 17.8%        |
| General and administrative                               | 10,303                             | 10,402            | (99)                | -1.0%        |
| Predevelopment expenses                                  | 1,870                              |                   | 1,870               | N/M          |
| <b>Total operating expenses</b>                          | <b>\$ 115,113</b>                  | <b>\$ 102,222</b> | <b>\$ 12,891</b>    | <b>12.6%</b> |

*Property operating expenses.* The decrease in property operating expenses for the 2012 Period was primarily the result of reduced snow removal costs, partially offset by property operating expenses of the New Properties.

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*Provision for credit losses.* The provision for credit losses for the 2012 Period represents 0.54% of total revenue, a decline from 1.28% for the 2011 Period primarily due to the 2011 bankruptcy of two major tenants and a local grocer.

*Real Estate Taxes.* The increase in real estate taxes for the 2012 Period was primarily due to an increase in property taxes charged by the District of Columbia and taxes related to the New Properties.

*Interest expense and amortization of deferred debt costs.* Interest expense increased in the 2012 Period from the 2011 Period primarily because of \$3.4 million of interest on debt related to the New Properties and a \$1.7 million reduction in the amount of capitalized interest, partially offset by lower interest expense on the balance of the Company's debt.

*Depreciation and amortization of leasing costs.* Depreciation and amortization expense increased in the 2012 Period primarily due to \$3.5 million of depreciation expense related to the New Properties, partially offset by a reduced depreciation and amortization expense on the remainder of the Company's portfolio.

*Predevelopment expenses.* Predevelopment expenses represent costs incurred, primarily lease termination costs, in preparation of the potential repositioning of Van Ness Square.

## Liquidity and Capital Resources

Cash and cash equivalents were \$33.5 million and \$11.4 million at September 30, 2012 and 2011, respectively. The Company's cash flow is affected by its operating, investing and financing activities, as described below.

| (Dollars in thousands)                              | Nine months ended<br>September 30, |            |
|-----------------------------------------------------|------------------------------------|------------|
|                                                     | 2012                               | 2011       |
| Net cash provided by operating activities           | \$ 58,956                          | \$ 40,138  |
| Net cash used in investing activities               | (9,673)                            | (196,863)  |
| Net cash provided by (used in) financing activities | (28,108)                           | 155,204    |
| Increase (decrease) in cash and cash equivalents    | \$ 21,175                          | \$ (1,521) |

### Operating Activities

Net cash provided by operating activities represents cash received primarily from rental income, plus other income, less property operating expenses, leasing costs, normal recurring general and administrative expenses and interest payments on debt outstanding.

### Investing Activities

Net cash used in investing activities includes property acquisitions, developments, redevelopments, tenant improvements and other property capital expenditures. Investing activities in the 2011 Period primarily reflect the development and construction costs of Clarendon Center and the acquisition of three shopping centers. Tenant improvement and property capital expenditures totaled \$8.4 million and \$8.1 million, for the nine months ended September 30, 2012 and 2011, respectively.

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*Financing Activities*

Net cash used in financing activities for the nine months ended September 30, 2012 primarily reflects:

the repayment of mortgage notes payable totaling \$79.4 million;

revolving credit facility principal payments of \$8.0 million;

payments of \$2.2 million for debt financing costs;

distributions to common stockholders totaling \$21.0 million;

distributions to holders of convertible limited partnership units in the Operating Partnership totaling \$7.5 million; and

distributions made to preferred stockholders totaling \$11.4 million,  
which was partially offset by:

proceeds of \$83.5 million received from mortgage notes payable; and

proceeds of \$17.8 million from the issuance of common stock pursuant to our Dividend Reinvestment and Stock Purchase Plan ( *DRIP* ),  
directors' Deferred Compensation Plan and the exercise of stock options.

Net cash provided by financing activities for the nine months ended September 30, 2011 primarily reflects:

proceeds of \$163.0 million received from mortgage notes payable;

proceeds of \$60.0 million from secured bridge financing loans;

proceeds of \$13.4 million received from construction loan draws;

proceeds of \$16.0 million received from revolving credit facility draws;

proceeds of \$55.8 million from an equity offering of common stock and limited partnership units in the Operating Partnership; and

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proceeds of \$15.1 million from the issuance of common stock pursuant to the DRIP, directors' Deferred Compensation Plan and the exercise of stock options;  
which was partially offset by:

the repayment of construction loans payable totaling \$108.5 million;

the repayment of mortgage notes payable totaling \$13.3 million;

the repayment of amounts borrowed under the revolving credit facility totaling \$8.0 million;

distributions to common stockholders totaling \$20.2 million;

distributions to holders of convertible limited partnership units in the Operating Partnership totaling \$5.9 million;

distributions made to preferred stockholders totaling \$11.4 million; and

payments of \$923,000 for financing costs of mortgage notes payable.

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**Table of Contents****Liquidity Requirements**

Short-term liquidity requirements consist primarily of normal recurring operating expenses and capital expenditures, debt service requirements (including debt service relating to additional and replacement debt), distributions to common and preferred stockholders, distributions to unit holders and amounts required for expansion and renovation of the Current Portfolio Properties and selective acquisition and development of additional properties. In order to qualify as a REIT for federal income tax purposes, the Company must distribute to its stockholders at least 90% of its real estate investment trust taxable income, as defined in the Code. The Company expects to meet these short-term liquidity requirements (other than amounts required for additional property acquisitions and developments) through cash provided from operations, available cash and its existing line of credit.

Long-term liquidity requirements consist primarily of obligations under our long-term debt and dividends paid to our preferred shareholders. The Company anticipates that long-term liquidity requirements will also include amounts required for property acquisitions and developments. Management anticipates that during the remainder of the year the Company may develop certain freestanding outparcels within certain of the Shopping Centers. Although not currently planned, it is possible that the Company may redevelop certain of the Current Portfolio Properties and may develop expansions within certain of the Shopping Centers.

Acquisition and development of properties are undertaken only after careful analysis and review, and management's determination that such properties are expected to provide long-term earnings and cash flow growth. During the coming year, developments, expansions or acquisitions (if any) are expected to be funded with available cash, bank borrowings from the Company's credit line, construction and permanent financing, proceeds from the operation of the Company's dividend reinvestment plan or other external debt or equity capital resources available to the Company. Any future borrowings may be at the Saul Centers, Operating Partnership or Subsidiary Partnership level, and securities offerings may include (subject to certain limitations) the issuance of additional limited partnership interests in the Operating Partnership which can be converted into shares of Saul Centers common stock. The availability and terms of any such financing will depend upon market and other conditions.

As of September 30, 2012, the scheduled maturities of debt, including scheduled principal amortization, for years ending December 31, were as follows:

| <i>(In thousands)</i>               | Balloon<br>Payments | Scheduled<br>Principal<br>Amortization | Total      |
|-------------------------------------|---------------------|----------------------------------------|------------|
| October 1 through December 31, 2012 | \$                  | \$ 5,197                               | \$ 5,197   |
| 2013                                | 70,131              | 19,376                                 | 89,507     |
| 2014                                | 13,218              | 19,677                                 | 32,895     |
| 2015                                | 15,077              | 20,209                                 | 35,286     |
| 2016                                |                     | 21,058                                 | 21,058     |
| 2017                                |                     | 22,311                                 | 22,311     |
| Thereafter                          | 472,892             | 148,817                                | 621,709    |
|                                     | \$ 571,318          | \$ 256,645                             | \$ 827,963 |

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Management believes that the Company's capital resources, which at September 30, 2012 included cash balances of approximately \$33.5 million and borrowing availability of approximately \$174.8 million on its unsecured revolving credit facility, will be sufficient to meet its liquidity needs for the foreseeable future.

### *Dividend Reinvestments*

In December 1995, the Company established a DRIP to allow its common stockholders and holders of limited partnership interests an opportunity to buy additional shares of common stock by reinvesting all or a portion of their dividends or distributions. The DRIP provides for investing in newly issued shares of common stock at a 3% discount from market price without payment of any brokerage commissions, service charges or other expenses. All expenses of the DRIP are paid by the Company. The Company issued 446,742 and 331,677 shares under the DRIP at a weighted average discounted price of \$37.79 and \$41.95 per share, during the nine months ended September 30, 2012 and 2011, respectively. The Company also credited 6,687 and 5,982 shares to directors pursuant to the reinvestment of dividends specified by the Directors Deferred Compensation Plan at a weighted average discounted price of \$37.79 and \$41.97 per share, during the nine months ended September 30, 2012 and 2011, respectively.

### Capital Strategy and Financing Activity

As a general policy, the Company intends to maintain a ratio of its total debt to total asset value of 50% or less and to actively manage the Company's leverage and debt expense on an ongoing basis in order to maintain prudent coverage of fixed charges. Asset value is the aggregate fair market value of the Current Portfolio Properties and any subsequently acquired properties as reasonably determined by management by reference to the properties' aggregate cash flow. Given the Company's current debt level, it is management's belief that the ratio of the Company's debt to total asset value was below 50% as of September 30, 2012.

The organizational documents of the Company do not limit the absolute amount or percentage of indebtedness that it may incur. The Board of Directors may, from time to time, reevaluate the Company's debt/capitalization strategy in light of current economic conditions, relative costs of capital, market values of the Company's property portfolio, opportunities for acquisition, development or expansion, and such other factors as the Board of Directors then deems relevant. The Board of Directors may modify the Company's debt/capitalization policy based on such a reevaluation without shareholder approval and consequently, may increase or decrease the Company's debt to total asset ratio above or below 50% or may waive the policy for certain periods of time. The Company selectively continues to refinance or renegotiate the terms of its outstanding debt in order to achieve longer maturities, and obtain generally more favorable loan terms, whenever management determines the financing environment is favorable.

The Company maintains an unsecured revolving credit facility which provides working capital and funds for acquisitions, certain developments, redevelopments and letters of credit, expires on May 20, 2016, and provides for an additional one-year extension at the Company's option, subject to the Company's satisfaction of certain conditions. As of September 30, 2012, approximately \$171.8 million was available under the line and approximately \$224,000 was committed for letters of credit. Loans under the facility bear interest at a rate equal to the sum of LIBOR and a margin, based on the Company's leverage ratio, ranging from 160 basis points to 250 basis points. Based on the leverage ratio as of September 30, 2012, the margin would have been 190 basis points.

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The facility requires the Company and its subsidiaries to maintain compliance with certain financial covenants. The material covenants require the Company, on a consolidated basis, to:

maintain tangible net worth, as defined in the loan agreement, of at least \$503.3 million plus 80% of the Company's future net equity proceeds;

limit the amount of debt as a percentage of gross asset value, as defined in the loan agreement, to less than 60% (leverage ratio);

limit the amount of debt so that interest coverage will exceed 2.0x on a trailing four-quarter basis (interest expense coverage);

limit the amount of debt so that interest, scheduled principal amortization and preferred dividend coverage exceeds 1.3x on a trailing four-quarter basis (fixed charge coverage); and

limit the amount of variable rate debt and debt with initial loan terms of less than five years to no more than 40% of total debt. As of September 30, 2012, the Company was in compliance with all such covenants.

Saul Centers is a guarantor of the revolving credit facility, of which the Operating Partnership is the borrower. Saul Centers is also the guarantor of 50% of the Northrock bank term loan (approximately \$7.5 million of the \$15.0 million outstanding at September 30, 2012). The fixed-rate notes payable are all non-recourse debt except for \$3.9 million of the Great Falls Center mortgage, 25% of the Metro Pike Center loan (approximately \$4.0 million of the \$15.8 million outstanding at September 30, 2012) and \$27.6 million of the Clarendon Center mortgage, which will be eliminated upon the achievement of certain leasing and debt service requirements, which are guaranteed by Saul Centers.

On April 11, 2012, the Company closed on a \$73.0 million mortgage loan secured by Seven Corners shopping center. Proceeds from this loan were used to pay-off the \$63 million remaining balance of existing debt secured by Seven Corners and six other shopping center properties, which was scheduled to mature in October 2012, and to provide cash of approximately \$10 million. The new 15-year mortgage loan, which matures in May 2027, requires equal monthly principal and interest payments totaling \$463,226 based upon a fixed 5.84% interest rate and 25-year principal amortization and a final payment of \$42.5 million at maturity.

On April 26, 2012, the Company substituted the White Oak shopping center for Van Ness Square as collateral for one of its existing mortgage loans which will allow the Company to analyze the feasibility of repositioning Van Ness Square. The terms of the original loan, including its 8.11% interest rate, are unchanged and, in conjunction with the collateral substitution, the Company borrowed an additional \$10.5 million, also secured by White Oak. The new borrowing requires equal monthly payments based upon a fixed 4.90% interest rate and 25-year principal amortization, and will mature in July 2024, coterminously with the original loan. The consolidated loan has an outstanding balance of \$26.9 million, requires equal monthly payments based upon a blended fixed interest rate of 7.0% and will require a final payment of \$18.5 million at maturity.

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On June 27, 2012, the Company entered into a commitment with a life insurance company for an \$18 million non-recourse loan, to be secured by the Hampshire-Langley shopping center. The loan will have a 15 year term, scheduled principal amortization over 25 years, and an interest rate of 4.04%. The loan is scheduled to close during the fourth quarter of 2012, subject to customary loan closing conditions.

On October 1, 2012, the Company repaid in full the remaining balance of \$23.4 million owed on its mortgage loan secured by 601 Pennsylvania Avenue, using available cash balances. The 15-year loan, which required principal and interest payments based on a 7.88% interest rate and 25 year principal amortization, was prepaid without penalty pursuant to the terms of the mortgage loan.

## **Preferred Stock**

In November 2003, the Company sold 4,000,000 depositary shares, each representing 1/100th of a share of 8% Series A Cumulative Redeemable Preferred Stock. The depositary shares may be redeemed at the Company's option, in whole or in part from time to time, at the \$25.00 liquidation preference. The depositary shares pay an annual dividend of \$2.00 per share, equivalent to 8% of the \$25.00 liquidation preference. The Series A preferred stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

In March 2008, the Company sold 3,173,115 depositary shares, each representing 1/100th of a share of 9% Series B Cumulative Redeemable Preferred Stock. The depositary shares may be redeemed at the Company's option, in whole or in part, at the \$25.00 liquidation preference on or after March 15, 2013. The depositary shares pay an annual dividend of \$2.25 per share, equivalent to 9% of the \$25.00 liquidation preference. The Series B preferred stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

## **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements that are reasonably likely to have a current or future material effect on the Company's financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Table of Contents****Funds From Operations**

Funds From Operations (FFO)<sup>(1)</sup> available to common shareholders for the three and nine months ended September 30, 2012, totaled \$14.6 million and \$45.5 million, respectively, a 36.2% increase and a 29.1% increase over the three and nine months ended September 30, 2011, respectively. The following table presents a reconciliation from net income to FFO available to common stockholders for the periods indicated:

|                                                        | Three months ended<br>September 30, |           | Nine months ended<br>September 30, |           |
|--------------------------------------------------------|-------------------------------------|-----------|------------------------------------|-----------|
| (Dollars in thousands)                                 | 2012                                | 2011      | 2012                               | 2011      |
| Net income                                             | \$ 9,404                            | \$ 6,000  | \$ 28,319                          | \$ 21,479 |
| Subtract:                                              |                                     |           |                                    |           |
| Gain on sale of property                               | (1,057)                             |           | (1,057)                            |           |
| Gain on casualty settlement                            | (219)                               |           | (219)                              | (198)     |
| Add:                                                   |                                     |           |                                    |           |
| Real property depreciation and amortization            | 10,268                              | 8,512     | 29,816                             | 25,308    |
| FFO                                                    | 18,396                              | 14,512    | 56,859                             | 46,589    |
| Subtract:                                              |                                     |           |                                    |           |
| Preferred stock dividends                              | (3,785)                             | (3,785)   | (11,355)                           | (11,355)  |
| FFO available to common shareholders                   | \$ 14,611                           | \$ 10,727 | \$ 45,504                          | \$ 35,234 |
| Weighted average shares:                               |                                     |           |                                    |           |
| Diluted weighted average common stock                  | 19,784                              | 18,937    | 19,612                             | 18,843    |
| Convertible limited partnership units                  | 6,914                               | 5,416     | 6,914                              | 5,416     |
| Average shares and units used to compute FFO per share | 26,698                              | 24,353    | 26,526                             | 24,259    |

- (1) The National Association of Real Estate Investment Trusts (NAREIT) developed FFO as a relative non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. FFO is defined by NAREIT as net income, computed in accordance with GAAP, plus real estate depreciation and amortization, and excluding extraordinary items, impairment charges on depreciable real estate assets and gains or losses from property dispositions. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs, which is disclosed in the Company's Consolidated Statements of Cash Flows for the applicable periods. There are no material legal or functional restrictions on the use of FFO. FFO should not be considered as an alternative to net income, its most directly comparable GAAP measure, as an indicator of the Company's operating performance, or as an alternative to cash flows as a measure of liquidity. Management considers FFO a meaningful supplemental measure of operating performance because it primarily excludes the assumption that the value of the real estate assets diminishes predictably over time (i.e. depreciation), which is contrary to what the Company believes occurs with its assets, and because industry analysts have accepted it as a performance measure. FFO may not be comparable to similarly titled measures employed by other REITs.

**Acquisitions and Redevelopments**

During the remainder of the year, the Company may develop certain freestanding outparcels within certain of the Shopping Centers. Although not currently planned, it is possible that the Company may redevelop certain of the Current Portfolio Properties and may develop expansions within certain of the Shopping Centers. Acquisition and development of properties are undertaken only after careful analysis and review, and management's determination that such properties are expected to provide long-term earnings and cash flow growth. During the balance of the year, any developments, expansions or acquisitions are expected to be funded with bank borrowings from the Company's credit line, construction financing, proceeds from the operation of the Company's dividend reinvestment plan or other external capital resources available to the Company.



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The Company has been selectively involved in acquisition, development, redevelopment and renovation activities. It continues to evaluate the acquisition of land parcels for retail and office development and acquisitions of operating properties for opportunities to enhance operating income and cash flow growth. The Company also continues to analyze redevelopment, renovation and expansion opportunities within the portfolio. The following describes the acquisition, development, redevelopment and renovation activities of the Company in 2011 and the nine months ended September 30, 2012.

### *Ashland Square Phase I*

On December 15, 2004, the Company purchased for \$6.3 million, a 19.3 acre parcel of land in Manassas, Prince William County, Virginia. The Company has an approved site plan to develop a grocery-anchored neighborhood shopping center totaling approximately 160,000 square feet. Capital One Bank operates a branch on the site and the Company previously executed a lease with CVS. The Company has substantially completed site work for two pads. CVS will construct a 13,000 square foot pharmacy building and the Company has commenced construction of a 6,500 square foot building which it has leased to a restaurant. Both facilities are projected to be completed in the fourth quarter of 2012, at a cost to the Company of approximately \$3.7 million. The balance of the center is being marketed to grocers and other retail businesses, with a development timetable yet to be finalized.

### *Clarendon Center*

In late 2010, the Company substantially completed construction of a mixed-use project which includes approximately 42,000 square feet of retail space, 171,000 square feet of office space, 244 apartments and 600 underground parking spaces, on two city blocks, adjacent to the Clarendon Metro Station in Arlington County, Virginia. Development costs are expected to total approximately \$195.0 million upon completion of final office tenant improvements.

As of September 30, 2012, 201,000 square feet of the commercial space (94.8%) (comprising of all of the retail space and 160,200 square feet (93.5%) of the office space) as well as 244 (100.0%) of the apartments, were leased.

### *Westview Village*

In November 2007, the Company purchased for \$5.0 million, a 10.4 acre site in the Westview development on Buckeystown Pike (MD Route 85) in Frederick, Maryland. Construction was substantially completed in 2009 on a development that totals approximately 101,000 square feet of commercial space, including 60,000 square feet of retail shop space, 11,000 square feet of retail pads and 30,000 square feet of office space. Total construction and development costs, including land, lease-up and tenant improvement costs are projected to be approximately \$26.5 million. As of September 30, 2012, 56,600 square feet of retail space and 23,200 square feet of office space, or approximately 81.8% of the existing space, had been leased.

### *Northrock*

In January 2008, the Company purchased for \$12.5 million, approximately 15.4 acres of undeveloped land in Warrenton, Virginia, located at the southwest corner of the U. S. Route 29/211 and Fletcher Drive intersection. The Company constructed Northrock shopping center, a neighborhood shopping center totaling approximately 103,000 square feet of leasable area. Approximately 80.6% of the project was leased at September 30, 2012, including a 52,700 square foot Harris Teeter supermarket store, small shop space, and pad leases with Capital One Bank and Longhorn Steakhouse. Total construction and development costs, including land, lease-up and tenant improvement costs, are projected to be approximately \$27.9 million.

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### *4469 Connecticut Avenue*

On February 17, 2011, the Company purchased for \$1.7 million, including acquisition costs, approximately 3,000 square feet of retail space located adjacent to the Company's Van Ness Square in Washington DC. The property is unoccupied.

### *Kentlands Square II*

On September 23, 2011, the Company purchased for \$74.5 million Kentlands Square II, and incurred acquisition costs of \$1.1 million. Kentlands Square II is a 241,000 square foot neighborhood shopping center located in Gaithersburg, Maryland, in Montgomery County, the state's most populous and affluent county. More than 38,000 households, with annual household incomes averaging over \$114,000, are located within a three-mile radius of the center. As of September 30, 2012, the center is 95.8% leased and anchored by a 61,000 square foot Giant Food supermarket and a 104,000 square foot Kmart. The property is adjacent to the Company's Kentlands Square I, which is anchored by Lowe's Home Improvement, and Kentlands Place.

### *Severna Park MarketPlace*

On September 23, 2011, the Company purchased for \$61.0 million Severna Park MarketPlace, and incurred acquisition costs of \$0.8 million. Severna Park MarketPlace is a 254,000 square foot neighborhood shopping center located in Severna Park, Maryland, in Anne Arundel County. More than 15,000 households, with annual household incomes averaging over \$112,000, are located within a three-mile radius of the center. As of September 30, 2012, the center was 100% leased and anchored by a 63,000 square foot Giant Food supermarket and a 92,000 square foot Kohl's.

### *Cranberry Square*

On September 23, 2011, the Company purchased for \$33.0 million Cranberry Square, and incurred acquisition costs of \$0.5 million. Cranberry Square is a 140,000 square foot neighborhood shopping center located in Westminster, Maryland, in Carroll County. More than 12,000 households, with annual household incomes averaging over \$72,000, are located within a three-mile radius of the center. As of September 30, 2012, the center was 91.2% leased and anchored by a 56,000 square foot Giant Food supermarket and a 24,000 square foot Staples.

## **Property Sales**

### *West Park*

On July 25, 2012, the Company sold for \$2.0 million the 77,000 square foot West Park shopping center in Oklahoma City, Oklahoma and recorded a \$1.1 million gain. As of June 30, 2012, West Park was 11.7% leased and the carrying amounts of the associated assets and liabilities were \$1.0 million and \$207,000, respectively. There was no debt associated with the property.

Neither the sales price nor the gain we recognized was material to our results of operations and cash flows. The revenues, results of operations, assets, and liabilities of West Park also were not material to the Company's financial position, results of operations or cash flows for any of the periods presented, and accordingly we have not reflected West Park as a discontinued operation.

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### Portfolio Leasing Status

The following chart sets forth certain information regarding commercial leases at our properties.

|                    | Total Properties |           | Total Square Footage |           | Percent Leased   |           |
|--------------------|------------------|-----------|----------------------|-----------|------------------|-----------|
|                    | Shopping Centers | Mixed-Use | Shopping Centers     | Mixed-Use | Shopping Centers | Mixed-Use |
| September 30, 2012 | 50               | 7         | 7,858,900            | 1,610,500 | 93.0%            | 84.0%     |
| September 30, 2011 | 51               | 7         | 7,930,000            | 1,422,000 | 90.7%            | 84.3%     |

As of September 30, 2012, 91.6% of the commercial portfolio (all properties except Clarendon Center's apartments) was leased, an increase from 89.7% at September 30, 2011. On a same property basis, which excludes the impact of properties not in operation for the entirety of the comparable periods, 91.1% of the commercial portfolio was leased, an increase from the prior year level of 89.9%. The Clarendon Center apartments were 100.0% leased at September 30, 2012.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to certain financial market risks, the most predominant being fluctuations in interest rates. Interest rate fluctuations are monitored by management as an integral part of the Company's overall risk management program, which recognizes the unpredictability of financial markets and seeks to reduce the potentially adverse effect on the Company's results of operations.

The Company may, where appropriate, employ derivative instruments, such as interest rate swaps, to mitigate the risk of interest rate fluctuations. The Company does not enter into derivatives or other financial instruments for trading or speculative purposes. On June 29, 2010, the Company entered into an interest rate swap agreement with a \$45.6 million notional amount to manage the interest rate risk associated with \$45.6 million of variable-rate mortgage debt. The swap agreement was effective July 1, 2010, terminates on July 1, 2020 and effectively fixes the interest rate on the mortgage debt at 5.83%. In conjunction with the purchase of Metro Pike Center, and the assumption of the related variable-rate mortgage loan, the Company assumed an interest-rate swap agreement with a \$16.2 million notional amount to manage the interest rate risk associated with the loan. The swap agreement was effective as of the closing date, terminates on June 30, 2013 and effectively fixes the interest rate on the mortgage debt at 4.67%. The aggregate fair value of these swaps at September 30, 2012 was approximately \$6.3 million and is reflected in accounts payable, accrued expenses and other liabilities in the consolidated balance sheet.

The Company is exposed to interest rate fluctuations which will affect the amount of interest expense of its variable rate debt and the fair value of its fixed rate debt. As of September 30, 2012, the Company had variable rate indebtedness totaling \$15.0 million. If the interest rates on the Company's variable rate debt instruments outstanding at September 30, 2012 had been one percent higher, our annual interest expense relating to these debt instruments would have increased by \$150,000 based on those balances. As of September 30, 2012, the Company had fixed-rate indebtedness totaling \$813.0 million with a weighted average interest rate of 5.88%. If interest rates on the Company's fixed-rate debt instruments at September 30, 2012 had been one percent higher, the fair value of those debt instruments on that date would have been approximately \$45.9 million less than the carrying value.

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### **Item 4. Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer, and its Senior Vice President-Chief Accounting Officer as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of disclosure controls and procedures in Rule 13a-15(e) promulgated under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including its Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer, and its Senior Vice President-Chief Accounting Officer of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2012. Based on the foregoing, the Company's Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer and its Senior Vice President-Chief Accounting Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2012.

During the quarter ended September 30, 2012, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

None

### **Item 1A. Risk Factors**

The Company has no material updates to the risk factors presented in Item 1A. Risk Factors in the 2011 Annual Report of the Company on Form 10-K.

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**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

B. Francis Saul II, the Company's Chairman of the Board and Chief Executive Officer, his spouse and entities affiliated with Mr. Saul II, through participation in the Company's Dividend Reinvestment and Stock Purchase Plan for the July 31, 2012 dividend distribution acquired 122,283 shares of common stock at a price of \$40.43 per share.

The B. F. Saul Real Estate Investment Trust, an entity affiliated with B. Francis Saul II, acquired 179,864 shares of common stock at an average price of \$42.69 in open market trades during the period from July 2, 2012 through September 28, 2012.

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Mine Safety Disclosures**

Not Applicable

**Item 5. Other Information**

None

**Item 6. Exhibits**

3. (a) First Amended and Restated Articles of Incorporation of Saul Centers, Inc. filed with the Maryland Department of Assessments and Taxation on August 23, 1994 and filed as Exhibit 3.(a) of the 1993 Annual Report of the Company on Form 10-K are hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 28, 2004 and filed as Exhibit 3.(a) of the June 30, 2004 Quarterly Report of the Company is hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 26, 2006 and filed as Exhibit 3.(a) of the Company's Current Report on Form 8-K filed May 30, 2006 is hereby incorporated by reference.
- (b) Amended and Restated Bylaws of Saul Centers, Inc. as in effect at and after August 24, 1993 and as of August 26, 1993 and filed as Exhibit 3.(b) of the 1993 Annual Report of the Company on Form 10-K are hereby incorporated by reference. Amendment No. 1 to Amended and Restate Bylaws of Saul Centers, Inc. adopted November 29, 2007 and filed as Exhibit 3(b) of the Company's Current Report on Form 8-K filed December 3, 2007 is hereby incorporated by reference.

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- (c) Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, dated October 30, 2003, filed as Exhibit 2 to the Company's Current Report on Form 8-A dated October 31, 2003, is hereby incorporated by reference.
  - (d) Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, as amended, dated March 26, 2008, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed March 27, 2008, is hereby incorporated by reference.
- 4.
  - (a) Deposit Agreement, dated November 5, 2003, among the Company, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, each representing 1/100th of a share of 8% Series A Cumulative Redeemable Preferred Stock of Saul Centers, Inc. and filed as Exhibit 4 to the Registration Statement on Form 8-A on October 31, 2003 is hereby incorporated by reference.
  - (b) Deposit Agreement, dated March 27, 2008, among the Company, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, each representing 1/100th of a share of 9% Series B Cumulative Redeemable Preferred Stock of Saul Centers, Inc. and filed as Exhibit 4.1 to the Registration Statement on Form 8-A on March 27, 2008 is hereby incorporated by reference.
  - (c) Form specimen of receipt representing the depositary shares, each representing 1/100th of a share of 8% Series A Cumulative Redeemable Preferred Stock of Saul Centers, Inc. and included as part of Exhibit 4 to the Registration Statement on Form 8-A on October 31, 2003 is hereby incorporated by reference.
  - (d) Form specimen of receipt representing the depositary shares, each representing 1/100th of a share of 9% Series B Cumulative Redeemable Preferred Stock of Saul Centers, Inc. and included as part of Exhibit 4.2 to the Registration Statement on Form 8-A on March 27, 2008 is hereby incorporated by reference.
- 10.
  - (a) First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit No. 10.1 to Registration Statement No. 33-64562 is hereby incorporated by reference. The First Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, the Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, and the Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the 1995 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 1997 Quarterly Report of the

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Company is hereby incorporated by reference. The Fifth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 4.(c) to Registration Statement No. 333-41436, is hereby incorporated by reference. The Sixth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the September 30, 2003 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Seventh Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the December 31, 2003 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Eighth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the December 31, 2007 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Ninth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 2008 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Tenth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 2008 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Eleventh Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the September 30, 2011 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference.

- (b) First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership and Amendment No. 1 thereto filed as Exhibit 10.2 to Registration Statement No. 33-64562 are hereby incorporated by reference. The Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership, the Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership and the Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership as filed as Exhibit 10.(b) of the 1997 Annual Report of the Company on Form 10-K are hereby incorporated by reference.
- (c) First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership and Amendment No. 1 thereto filed as Exhibit 10.3 to Registration Statement No. 33-64562 are hereby incorporated by reference. The Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership filed as Exhibit 10.(c) of the June 30, 2001 Quarterly Report of the Company is hereby incorporated by reference. The Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership as filed as exhibit

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- 10.(c) of the 2006 Annual Report of the Company on Form 10-K are hereby incorporated by reference. The Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership as filed as Exhibit 10.(c) of the 2009 Annual Report of the Company on Form 10-K are hereby incorporated by reference.
- (d) Property Conveyance Agreement filed as Exhibit 10.4 to Registration Statement No. 33-64562 is hereby incorporated by reference.
  - (e) Management Functions Conveyance Agreement filed as Exhibit 10.5 to Registration Statement No. 33-64562 is hereby incorporated by reference.
  - (f) Registration Rights and Lock-Up Agreement filed as Exhibit 10.6 to Registration Statement No. 33-64562 is hereby incorporated by reference.
  - (g) Exclusivity and Right of First Refusal Agreement filed as Exhibit 10.7 to Registration Statement No. 33-64562 is hereby incorporated by reference.
  - (h) Agreement of Assumption dated as of August 26, 1993 executed by Saul Holdings Limited Partnership and filed as Exhibit 10.(i) of the 1993 Annual Report of the Company on Form 10-K is hereby incorporated by reference.
  - (i) Deferred Compensation Plan for Directors, dated as of April 23, 2004 and filed as Exhibit 10.(k) of the June 30, 2004 Quarterly Report of the Company is hereby incorporated by reference.
  - (j) Credit Agreement, dated as of May 21, 2012, by and among Saul Holdings Limited Partnership as Borrower; Wells Fargo Bank, National Association, as Administrative Agent and Sole Lead Arranger; JP Morgan Chase Bank, N.A., as Syndication Agent; and Wells Fargo Bank, National Association, JP Morgan Chase Bank, N.A., Capital One, N.A. and Citizens Bank of Pennsylvania as Lenders, as filed as Exhibit 10.1 of the Company's Current Report on Form 8-K, dated May 21, 2012, is hereby incorporated by reference.
  - (k) Guaranty, dated as of May 21, 2012, by and between Saul Centers, Inc., as Guarantor, and Wells Fargo Bank, National Association, as Administrative Agent and Sole Lead Arranger for itself and other financial institutions as Lenders, as filed as Exhibit 10.2 of the Company's Current Report on Form 8-K, dated May 21, 2012, is hereby incorporated by reference.
  - (l) The Saul Centers, Inc. 2004 Stock Plan, as filed as Annex A to the Proxy Statement of the Company for its 2004 Annual Meeting of Stockholders, is hereby incorporated by reference. The Amendment to Saul Centers, Inc. 2004 Stock Plan, as filed as Annex A to the Proxy Statement of the Company for its 2008 Annual Meeting of Stockholders, is hereby incorporated by reference.

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- (m) Form of Director Stock Option Agreements, as filed as Exhibit 10.(j) of the September 30, 2004 Quarterly Report of the Company, is hereby incorporated by reference.
- (n) Form of Officer Stock Option Grant Agreements, as filed as Exhibit 10.(k) of the September 30, 2004 Quarterly Report of the Company, is hereby incorporated by reference.
- (o) Promissory Note, dated as of March 23, 2011, by Clarendon Center LLC to The Prudential Life Insurance Company of America as filed as Exhibit 10.(a) of the Company's Current Report on Form 8-K dated April 28, 2011, is hereby incorporated by reference.
- (p) Deed of Trust, Security Agreement and Fixture Filing, dated as of March 23, 2011, by Clarendon Center LLC to Lawyers Title Realty Services, Inc. as trustee for the benefit of The Prudential Insurance Company of America, as beneficiary, as filed as Exhibit 10.(b) of the Company's Current Report on Form 8-K dated April 28, 2011, is hereby incorporated by reference.
- (q) Shared Services Agreement, dated as of July 1, 2004, between B. F. Saul Company and Saul Centers, Inc., as filed as Exhibit 10. (c) of the Company's Current Report on Form 8-K dated August 11, 2010, is hereby incorporated by reference.
- (r) Purchase Agreement, dated as of August 9, 2011, by and among the Company, Saul Holdings Limited Partnership and B. F. Saul Real Estate Investment Trust and filed as Exhibit 10.(r) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
- (s) Agreement of Purchase and Sale, dated as of August 9, 2011, between Cranberry Retail, Inc. and Saul Holdings Limited Partnership, as amended and filed as Exhibit 2.(a) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
- (t) Agreement of Purchase and Sale, dated as of August 9, 2011, between Kentlands Retail, Inc. and Saul Holdings Limited Partnership, as amended and filed as Exhibit 2.(b) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
- (u) Agreement of Purchase and Sale, dated as of August 9, 2011, between Severna Retail, Inc. and Saul Holdings Limited Partnership, as amended and filed as Exhibit 2.(c) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
- (v) Consulting Agreement, dated as of September 4, 2012, by and among Saul Centers, Inc., its subsidiary entities and B. Francis Saul III (filed herewith).

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- 31. Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer and Chief Financial Officer (filed herewith).
- 32. Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer (filed herewith).
- 99. Schedule of Portfolio Properties (filed herewith).
- 101. The following financial statements from the Company's Quarterly Report on Form 10-Q for the three months ended September 30, 2012, formatted in Extensible Business Reporting Language (XBRL): (i) consolidated balance sheets, (ii) consolidated statements of operations, (iii) consolidated statements of changes in stockholders' equity and comprehensive income, (iv) consolidated statements of cash flows, and (v) the notes to the consolidated financial statements. Under Rule 406T of Regulation S-T, this exhibit is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise is not subject to liability under those sections.

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SIGNATURES

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

SAUL CENTERS, INC.  
(Registrant)

Date: November 2, 2012

/s/ Thomas H. McCormick  
Thomas H. McCormick, President

Date: November 2, 2012

/s/ Scott V. Schneider  
Scott V. Schneider  
Senior Vice President, Chief Financial Officer  
(principal financial officer)

Date: November 2, 2012

/s/ Joel A. Friedman  
Joel A. Friedman  
Senior Vice President, Chief Accounting Officer  
(principal accounting officer)