

SL GREEN REALTY CORP  
Form 10-K  
February 28, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K**

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

For the fiscal year ended December 31, 2011

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 1-13199

**SL GREEN REALTY CORP.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**420 Lexington Avenue, New York, NY 10170**  
(Address of principal executive offices Zip Code)

**13-3956755**  
(I.R.S. Employer  
Identification No.)

**(212) 594-2700**  
(Registrant's telephone number, including area code)

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SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

| <b>Title of Each Class</b>  | <b>Name of Each Exchange on Which Registered</b> |
|---|--|
| Common Stock, \$0.01 par value  | New York Stock Exchange                          |
| 7.625% Series C Cumulative Redeemable<br>Preferred Stock, \$0.01 par value, | New York Stock Exchange                          |

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\$25.00 mandatory liquidation preference  
7.875% Series D Cumulative Redeemable  
Preferred Stock, \$0.01 par value,  
\$25.00 mandatory liquidation preference

New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

|   |  |   |  |
|---|--|---|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/>      | Smaller Reporting Company <input type="checkbox"/> |
|   |  | (Do not check if a<br>smaller reporting<br>company) |  |

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

As of February 15, 2012, there were 86,368,447 shares of the Registrant's common stock outstanding. The aggregate market value of the common stock, held by non-affiliates of the Registrant (78,694,295 shares) at June 30, 2011 was \$6.5 billion. The aggregate market value was calculated by using the closing price of the common stock as of that date on the New York Stock Exchange.

## DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for its 2012 Annual Stockholders' Meeting to be to be filed within 120 days after the end of the Registrant's fiscal year are incorporated by reference into Part III of this Annual Report on Form 10-K.

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SL Green Realty Corp. is a self-managed real estate investment trust, or REIT, with in-house capabilities in property management, acquisitions, financing, development, construction and leasing. We were formed in June 1997 for the purpose of continuing the commercial real estate business of S.L. Green Properties, Inc., our predecessor entity. S.L. Green Properties, Inc., which was founded in 1980 by Stephen L. Green, our Chairman, had been engaged in the business of owning, managing, leasing, acquiring and repositioning office properties in Manhattan, a borough of New York City, or Manhattan. Reckson Associates Realty Corp., or Reckson, and Reckson Operating Partnership, L.P., or ROP, are subsidiaries of SL Green Operating Partnership, L.P., our operating partnership.

As of December 31, 2011, we owned the following interests in commercial office properties in the New York Metropolitan area, primarily in midtown Manhattan. Our investments in the New York Metropolitan area also include investments in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey, which are collectively known as the Suburban assets:

| Location  | Ownership                 | Number of Properties | Square Feet | Weighted Average Occupancy <sup>(1)</sup> |
|-----------|---------------------------|----------------------|-------------|---|
| Manhattan | Consolidated properties   | 26                   | 18,429,945  | 92.8%                                     |
|           | Unconsolidated properties | 7                    | 6,191,673   | 91.6%                                     |
| Suburban  | Consolidated properties   | 25                   | 3,863,000   | 80.5%                                     |
|           | Unconsolidated properties | 6                    | 2,941,700   | 93.8%                                     |
|           |                           | 64                   | 31,426,318  | 91.2%                                     |

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

As of December 31, 2011, our Manhattan office properties were comprised of 27 fee owned properties, including ownership in commercial condominium units, and six leasehold owned properties. As of December 31, 2011, our Suburban office properties were comprised of 30 fee owned properties and one leasehold property. We refer to our Manhattan and Suburban office properties collectively as our Portfolio.

We also owned investments in nine stand-alone retail properties encompassing approximately 349,282 square feet, seven development properties encompassing approximately 1,395,838 square feet and three land interests as of December 31, 2011. In addition, we manage three office properties owned by third parties and affiliated companies encompassing approximately 0.9 million rentable square feet.

Our corporate offices are located in midtown Manhattan at 420 Lexington Avenue, New York, New York 10170. As of December 31, 2011, our corporate staff consisted of approximately 263 persons, including 163 professionals experienced in all aspects of commercial real estate. We can be contacted at (212) 594-2700. We maintain a website at [www.slgreen.com](http://www.slgreen.com). On our website, you can obtain, free of charge, a copy of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as practicable after we file such material electronically with, or furnish it to, the Securities and Exchange Commission, or the SEC. We have also made available on our website our audit committee charter, compensation committee charter, nominating and corporate governance committee charter, code of business conduct and ethics and corporate governance principles. We do not intend for information contained on our website to be part of this annual report on Form 10-K. You can also read and copy any materials we file with the SEC at its Public Reference Room at 100 F Street, NE, Washington, DC 20549 (1-800-SEC-0330). The SEC maintains an Internet



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site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Unless the context requires otherwise, all references to the "Company," "we," "our" and "us" in this annual report means SL Green Realty Corp., a Maryland corporation, and one or more of its subsidiaries, including SL Green Operating Partnership, L.P., a Delaware limited partnership, or the operating partnership, or, as the context may require, SL Green Realty Corp. only or SL Green Operating Partnership, L.P. only, and "S.L. Green Properties" means S.L. Green Properties, Inc., a New York corporation, as well as the affiliated partnerships and other entities through which Stephen L. Green has historically conducted commercial real estate activities.

## **Corporate Structure**

In connection with our initial public offering, or IPO, in August 1997, our operating partnership received a contribution of interests in real estate properties as well as a 95% economic, non-voting interest in the management, leasing and construction companies affiliated with S.L. Green Properties. We refer to these management, leasing and construction entities, which are owned by SL Green Management Corp, as the "Service Corporation." We are organized so as to qualify and have elected to qualify as a REIT under the Internal Revenue Code of 1986, as amended, or the Code.

Substantially all of our assets are held by, and all of our operations are conducted through, our operating partnership. We are the sole managing general partner of, and as of December 31, 2011, were the owner of approximately 96.88% of the economic interests in, our operating partnership. All of the management and leasing operations with respect to our wholly-owned properties are conducted through SL Green Management LLC, or Management LLC. Our operating partnership owns a 100% interest in Management LLC.

In order to maintain our qualification as a REIT while realizing income from management, leasing and construction contracts with third parties and joint venture properties, all of these service operations are conducted through the Service Corporation, a consolidated variable interest entity. We, through our Operating Partnership, expect to receive substantially all of the cash flow from the Service Corporation's operations. All of the voting common stock of the Service Corporation is held by an entity owned and controlled by the chairman of our board of directors.

## **Business and Growth Strategies**

SL Green Realty Corp., New York City's largest office landlord, is the only fully integrated REIT that is focused primarily on acquiring, managing and maximizing the value of Manhattan commercial properties.

Our primary business objective is to maximize the total return to stockholders, through growth in funds from operations and through asset value appreciation. Our core business is the ownership of high quality office buildings that are strategically located in close proximity to midtown Manhattan's primary commuter stations. The commercial real estate expertise resulting from owning, operating, investing and lending in Manhattan for over 31 years has also enabled us to invest in a collection of premier retail properties, selected multifamily residential assets, and high quality debt and preferred equity investments. We also own high quality office properties in the surrounding markets of Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey.

We are led by a strong, experienced management team that provides a foundation of skills in all aspects of property ownership and management including investment, leasing, operations, capital improvements, financing, repositioning and maintenance. It is with this team that we have achieved a market leading position in our targeted submarkets.

We seek to enhance the value of our company by executing strategies that include the following:

Leasing and property management capitalizing on our extensive presence and knowledge of the marketplaces in which we operate.

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Acquiring office, retail and residential properties and selectively using joint venture capital to enhance returns and reduce investment risk.

Investing in high-yielding debt and preferred equity positions, generating strong risk-adjusted returns, increasing breadth of market insight, building key market relationships and sourcing potential future property acquisition opportunities.

Executing dispositions through sales or joint ventures that harvest equity generated through management's value enhancing activities, thereby providing a continuing source of capital for reinvestment.

***Leasing and Property Management***

We seek to capitalize on our management's extensive knowledge of the Manhattan and suburban markets and the needs of our tenants through proactive leasing and management programs, which include: (i) use of in-depth market experience resulting from managing and leasing 31.4 million square feet of office and retail space, predominantly in Manhattan; (ii) careful management to ensure adequate average lengths of leases and manageable lease rollovers; (iii) utilization of an extensive network of third-party brokers; (iv) use of comprehensive building management analysis and planning; and (v) commitment to tenant satisfaction by providing high quality tenant services at attractive rental rates.

It is our belief that our proactive leasing efforts have directly contributed to our average portfolio occupancy consistently exceeding the market average.

***Property Acquisitions***

We acquire core properties for long-term appreciation and earnings growth. We also acquire non-core properties that are typically held for shorter periods during which we attempt to create significant increases in value. This strategy has resulted in capital gains that increase our investment capital base. In implementing this strategy, we continually evaluate potential acquisition opportunities. These acquisitions may come from new properties as well as properties in which we already hold a joint venture interest or from our debt and preferred equity investments. Although we continuously review our acquisition pipeline, there is not a specific metric that we apply to acquisitions that are under consideration.

Through intimate knowledge of our markets and operating base we have developed a keen ability to source transactions with superior risk-adjusted returns by capturing off-market opportunities that lead to acquisitions at meaningful discounts to replacement costs. In rising markets, we acquire strategic vacancies that provide the opportunity to take advantage of our exceptional leasing capability to increase cash flow and property value. In stable or falling markets, we target assets featuring credit tenancies with fully escalated in-place rents to provide cash flow stability near-term and the opportunity for increases over time.

In acquiring core and non-core properties, directly or through joint ventures with a predominance of high quality institutional investors, we believe that we have the following advantages over many of our competitors: (i) senior management's average 25 years of experience leading a full-service, fully-integrated real estate company focused on the Manhattan office market; (ii) the ability to offer tax-advantaged structures to sellers through the exchange of ownership interests as opposed to solely cash transactions; and (iii) the ability to close transactions quickly despite complicated ownership structures.

***Property Repositioning***

Our knowledge of the leasing markets and our ability to efficiently plan and execute capital projects provide the expertise to enhance returns by repositioning properties that are underperforming. Many of the retail and commercial office buildings we own or seek to acquire feature unique architectural design elements, including large floor plates, unique amenities and characteristics that can be appealing to tenants when fully exploited. Our strategic investment in these buildings, combined with our active management and pro-active leasing, provide the opportunity to creatively meet market needs and generate favorable returns.

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***Debt and Preferred Equity Investments***

We seek high-yield debt and preferred equity investments. See Note 5 "Debt and Preferred Equity Investments" in the accompanying consolidated financial statements. Knowledge of our markets and our leasing and asset management expertise provide underwriting capabilities that enable highly educated assessment of risk and return. The benefits of this investment program, which has a carefully managed aggregate size generally not to exceed 10% of our total enterprise value, include the following:

Our typical investments generally provide high current returns and, in certain cases, the potential for future capital gains.

In certain cases, these investments may also serve as a potential source of real estate acquisitions for us. This is particularly true when a property's current ownership seeks an efficient off-market transaction, because ownership will know that we have already gained knowledge of the asset through the existing investment, and that we can close quickly if we believe such acquisition would be beneficial.

The largest concentration of these investments is in Manhattan, which helps us gain market insight and awareness of upcoming and active investment opportunities and support for key relationships that may provide access to future investment opportunities.

***Property Dispositions***

We continually evaluate our properties to identify those most suitable to meet our long-term earnings growth objectives and contribute to increasing portfolio value. Properties that no longer meet our objectives are identified as non-core holdings and are targeted for sale, or in certain cases, joint venture to release equity created through management's value enhancement programs or to take advantage of opportune market valuations.

Capital generated from these dispositions is efficiently re-deployed into property acquisitions and investments in debt and preferred equity investments that we expect will provide enhanced future capital gains and earnings growth opportunities.

**Competition**

The leasing of real estate is highly competitive, especially in the Manhattan office market. We compete for tenants with landlords and developers of similar properties located in our markets primarily on the basis of location, rent charged, services provided, balance sheet strength and the design and condition of our properties. Although currently no other publicly traded REIT has been formed primarily to acquire, own, reposition and manage Manhattan commercial office properties, we may in the future compete with such other REITs. In addition, we face competition from other real estate companies including other REITs that currently invest in markets other than or in addition to Manhattan, private real estate funds, domestic and foreign financial institutions, life insurance companies, pension trusts, partnerships, individual investors and others that may have greater financial resources or access to capital than we do or that are willing to acquire properties in transactions which are more highly leveraged or with different financial attributes than we are willing to pursue.

**Manhattan Office Market Overview**

Manhattan is by far the largest office market in the United States, containing more rentable square feet than the next five largest central business district office markets combined. The properties in our portfolio are concentrated in some of Manhattan's most prominent midtown locations.

According to Cushman and Wakefield Research Services, Manhattan has a total inventory of 392.9 million square feet, including 241.2 million square feet in midtown. Based on current construction activity, we estimate that midtown Manhattan will have approximately 0.8 million square feet of new construction becoming available in the next two years, none of which is pre-leased. This will add approximately 0.2% to Manhattan's total inventory.



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**General Terms of Leases in the midtown Manhattan Markets**

Leases entered into for space in the midtown Manhattan markets typically contain terms which may not be contained in leases in other U.S. office markets. The initial term of leases entered into for space in the midtown markets is generally five to fifteen years. Tenants leasing space in excess of 10,000 square feet for an initial term of 10 years or longer often will negotiate an option to extend the term of the lease for one or two renewal periods, typically of five years each. The base rent during the initial term often will provide for agreed-upon periodic increases over the term of the lease. Base rent for renewal terms is most often based upon the then fair market rental value of the premises as of the commencement date of the applicable renewal term (determined by binding arbitration in the event the landlord and the tenant are unable to mutually agree upon the fair market value), though in rare cases base rent for a renewal period may be set at 95% of the then fair market rent. Very infrequently, leases may contain termination options whereby tenants can terminate their lease obligations upon payment of a penalty together with repayment of the unamortized portion of the landlord's transaction costs (e.g., brokerage commissions, free rent periods, tenant improvement allowances, etc.).

In addition to base rent, the tenant will generally also pay its pro rata share of increases in real estate taxes and operating expenses for the building over a base year (which is typically the year during which the term of the lease commences) based upon the tenant's proportionate occupancy of the building. In some smaller leases (generally less than 10,000 square feet), in lieu of paying additional rent based upon increases in building operating expenses, base rent will be increased each year during the lease term by a set percentage on a compounding basis (though the tenant will still pay its pro rata share of increases in real estate taxes over a base year).

Tenants typically receive a free rent period following commencement of the lease term which in some cases may coincide with the tenant's construction period.

Electricity is most often supplied by the landlord either on a sub-metered basis at the landlord's cost plus a fixed percentage or a rent inclusion basis (i.e., a fixed fee is added to the base rent for electricity, which amount may increase based upon increases in electricity rates or increases in electrical usage by the tenant). Base building services other than electricity (such as heat, air conditioning and freight elevator service during business hours and base building cleaning) typically are provided at no additional cost, but are included in the building's operating expenses, with the tenant paying additional rent only for services which exceed base building services or for services which are provided other than during normal business hours.

In a typical lease for a new tenant renting in excess of 10,000 feet, the landlord will deliver the premises with existing improvements demolished and any asbestos abated. In such instances, the landlord also typically will provide a tenant improvement allowance, which is a fixed sum that the landlord makes available to the tenant to reimburse the tenant for all or a portion of the tenant's initial construction of its premises. Such sum typically is payable as work progresses, upon submission of invoices for the cost of construction and lien waivers. However, in certain leases (most often for relatively small amounts of space), the landlord will construct the premises for the tenant at a cost to the landlord not to exceed an agreed upon amount with the tenant paying any excess. In addition, landlords may rent to a tenant a space that is "pre-built" (i.e., space that was constructed by the landlord in advance of lease signing and ready to move in with the tenant selecting paint and carpet colors).

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The following table sets forth the weighted average occupancy rates at our office properties based on space leased as of December 31, 2011, 2010 and 2009:

| Property                                | Percent Occupied as<br>of December 31, |       |       |
|---|--|-------|-------|
|   | 2011                                   | 2010  | 2009  |
| Manhattan Properties                    | 92.5%                                  | 92.9% | 95.0% |
| Suburban Properties                     | 86.2%                                  | 87.3% | 88.7% |
| Same-Store Properties <sup>(1)</sup>    | 90.3%                                  | 89.4% | N/A   |
| Unconsolidated Joint Venture Properties | 92.3%                                  | 95.2% | 95.1% |
| Portfolio                               | 91.2%                                  | 91.6% | 93.6% |

(1) Same-Store Properties for 2011 represents 45 of our 51 consolidated properties owned by us at January 1, 2010 and still owned by us at December 31, 2011 in the same manner. This excludes 28 West 44<sup>th</sup> Street which was sold in 2011.

**Rent Growth**

We estimated that rents in place at December 31, 2011 for all leases expiring in future periods in our Manhattan and Suburban consolidated properties were approximately 10.9% and 3.0%, respectively, below management's estimates of current market asking rents. Taking rents are typically lower than asking rents and may vary from property to property. We estimated that rents in place at December 31, 2011 for all leases expiring in future periods in our Manhattan and Suburban properties owned through unconsolidated joint ventures were approximately 8.8% and 9.9%, respectively, below management's estimates of current market asking rents. These comparative measures were approximately 5.0% and 5.1% at December 31, 2010 for the consolidated properties and 16.3% and 9.3% for the unconsolidated joint venture properties. As of December 31, 2011, approximately 43.6% and 35.0% of all leases in-place in our consolidated properties and unconsolidated joint venture properties, respectively, are scheduled to expire during the next five years. There can be no assurances that our estimates of current market rents are accurate, that market rents currently prevailing will not erode in the future or that we will realize any rent growth. However, we believe that rents, which in the current portfolio are below market, provide a potential for long-term internal growth.

**Industry Segments**

We are a REIT that acquires, owns, repositions, manages and leases commercial office, retail and multi-family properties in the New York Metropolitan area and have two reportable segments: real estate, and debt and preferred equity investments. We evaluate real estate performance and allocate resources based on earnings contribution to income from continuing operations.

At December 31, 2011, our real estate portfolio was primarily located in one geographical market, namely, the New York Metropolitan area. The primary sources of revenue are generated from tenant rents and escalations and reimbursement revenue. Real estate property operating expenses consist primarily of security, maintenance, utility costs, real estate taxes and ground rent expense (at certain applicable properties). As of December 31, 2011, one tenant in our portfolio contributed approximately 7.2% of our Portfolio annualized cash rent. No other tenant contributed more than 6.9% of our Portfolio annualized cash rent. Portfolio annualized cash rent includes our consolidated annualized cash rent and our share of joint venture annualized cash rent. No property contributed in excess of 8.4% of our consolidated total revenue for 2011. In addition, two debt and preferred equity investments each accounted for more than 10.0% of the revenue earned on debt and preferred equity investments in 2011. Our industry segments are discussed in Note 19, "Segment Reporting" in the accompanying consolidated financial statements.

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**Employees**

At December 31, 2011, we employed approximately 1,047 employees, over 164 of who were managers and professionals, approximately 783 of whom were hourly-paid employees involved in building operations and approximately 100 of whom were clerical, data processing and other administrative employees. There are currently three collective bargaining agreements which cover the workforce that services substantially all of our properties.

**Acquisitions**

During 2011, we acquired or consolidated joint venture interests on five properties for aggregate gross purchase prices of \$2.0 billion encompassing 3.6 million square feet. In addition, we invested in four properties through joint ventures for aggregate gross purchase prices of \$1.8 billion and encompassing 2.0 million square feet.

**Dispositions**

During 2011, we sold 28 West 44<sup>th</sup> Street for a gross contract price of \$161.0 million. We recognized a gain of approximately \$46.1 million on the sale of this property, which encompassed 0.4 million square feet. We also sold our partnership interest in 1551/1555 Broadway at an implied valuation of \$276.8 million and recognized a gain of approximately \$4.0 million on the sale of our interest.

**Debt and Preferred Equity Investments**

During 2011, we originated or acquired approximately \$622.5 million in debt and preferred equity investments (net of new discounts), inclusive of accretion of previous discounts and pay-in-kind interest. We also recorded approximately \$600.3 million in sales, repayments, participations, foreclosures and loan loss reserves in 2011. Included in this was approximately \$6.5 million of loan loss reserves, net of recoveries.

**Offering/Financings**

In November 2011, we closed on a \$1.5 billion 4-year revolving credit facility, with a 1-year as-of-right extension option, which currently bears interest at 150 basis points over LIBOR, based on the unsecured bond rating of Reckson Operating Partnership, L.P.

We sold 6.7 million shares of common stock through our "at-the-market" equity offering programs raising net proceeds of \$517.1 million which were used to repay certain of our existing indebtedness, make investments in additional properties and debt and preferred equity investments, and for general corporate purposes.

We issued \$250.0 million principal amount of 5.00% senior notes due 2018 at par. The net proceeds from the offering (approximately \$246.5 million) were used to repay certain of our existing indebtedness, make investments in additional properties and debt and preferred equity investments, and for general corporate purposes.

During 2011, we also closed on 15 mortgages and other loans payable, which are collateralized by our real estate, debt and preferred equity investments, totaling approximately \$3.3 billion.

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**ITEM 1A. RISK FACTORS**

**Declines in the demand for office space in New York City, and in particular midtown Manhattan, as well as our Suburban markets, including Westchester County, Connecticut, New Jersey and Long Island, resulting from general economic conditions could adversely affect the value of our real estate portfolio and our results of operations and, consequently, our ability to service current debt and to pay dividends to stockholders.**

Most of our commercial office properties, based on square footage, are located in midtown Manhattan. As a result, our business is dependent on the condition of the New York City economy in general and the market for office space in midtown Manhattan in particular. Continuing weakness and uncertainty in the New York City economy could materially reduce the value of our real estate portfolio and our rental revenues, and thus adversely affect our cash flow and ability to service current debt and to pay dividends to stockholders. Similarly, continuing weakness and uncertainty in our suburban markets could adversely affect our cash flow and ability to service current debt and to pay dividends to stockholders.

**We may be unable to renew leases or relet space as leases expire.**

When our tenants decide not to renew their leases upon their expiration, we may not be able to relet the space. Even if tenants do renew or we can relet the space, the terms of renewal or reletting, taking into account among other things, the cost of tenant improvements and leasing commissions, may be less favorable than the terms in the expired leases. As of December 31, 2011, approximately 7.0 million and 1.9 million square feet, representing approximately 40.0% and 65.0% of the rentable square feet, are scheduled to expire by December 31, 2016 at our consolidated properties and unconsolidated joint venture properties, respectively, and as of December 31, 2011, these leases had annualized escalated rent totaling approximately \$448.6 million and \$102.2 million, respectively. We also have leases with termination options beyond 2016. If we are unable to promptly renew the leases or relet the space at similar rates, our cash flow and ability to service debt and pay dividends to stockholders could be adversely affected.

**The expiration of long term leases or operating sublease interests could adversely affect our results of operations.**

Our interests in 673 First Avenue, 420 Lexington Avenue, 461 Fifth Avenue, 711 Third Avenue, 625 Madison Avenue, 1185 Avenue of the Americas, all in Manhattan, and 1055 Washington Avenue, Stamford, Connecticut, are through either long-term leasehold or operating sublease interests in the land and the improvements, rather than by ownership of fee interest in the land. We have the ability to acquire the fee position at 461 Fifth Avenue for a fixed price on a specific date. Unless we can purchase a fee interest in the underlying land or extend the terms of these leases before their expiration, we will lose our right to operate these properties upon expiration of the leases, which would significantly adversely affect our results of operations. The average remaining term of these long-term leases as of December 31, 2011, including our unilateral extension rights on each of the properties, is approximately 41 years. Pursuant to the leasehold arrangement, we, as tenant under the operating sublease, perform the functions traditionally performed by landlords with respect to our subtenants. We are responsible for not only collecting rent from our subtenants, but also maintaining the property and paying expenses relating to the property. Our share of annualized cash rents of these properties at December 31, 2011 totaled approximately \$244.2 million, or 21%, of our share of total Portfolio annualized cash rent.

**Our results of operations rely on major tenants, including in the financial services sector, and insolvency, bankruptcy or receivership of these or other tenants could adversely affect our results of operations.**

Giving effect to leases in effect as of December 31, 2011 for consolidated properties and unconsolidated joint venture properties, as of that date, our five largest tenants, based on square footage leased, accounted for approximately 23.3% of our share of Portfolio annualized cash rent, with three tenants, Citigroup, Inc., Viacom International Inc. and Credit Suisse Securities (USA) LLC accounting for approximately 7.2%, 6.9% and 6.4% of our share of Portfolio annualized cash rent, respectively. In addition, the financial services sector accounted for approximately 39% of our Portfolio annualized cash rent as of December 31, 2011. This sector continues to experience significant turmoil. If current economic conditions persist or deteriorate, we may experience increases

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in past due accounts, defaults, lower occupancy and reduced effective rents, particularly in respect of our financial service tenants. Our business would be adversely affected if any of our major tenants became insolvent, declared bankruptcy, are put into receivership or otherwise refused to pay rent in a timely fashion or at all.

**Adverse economic and geopolitical conditions in general and the Northeastern commercial office markets in particular could have a material adverse effect on our results of operations, financial condition and our ability to pay dividends to stockholders.**

Our business may be affected by the unprecedented volatility and illiquidity in the financial and credit markets and other market or economic challenges experienced by the U.S. economy or real estate industry as a whole. As a result of the economic downturn that began in the second half of 2007, demand for office and retail space declined nationwide due to bankruptcies, downsizing, layoffs and cost cutting. Real estate transactions and development opportunities lessened compared to the period prior to the current economic downturn and capitalization rates rose. As a result, the cost and availability of credit was, and may in down markets be, adversely affected by illiquid credit markets and wider credit spreads. Economic weakness and uncertainty, including concern about the stability of the markets generally and the strength of counterparties specifically has led, and may lead, many lenders and institutional investors to reduce, and in some cases, cease to provide funding to borrowers, and this may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our tenants. Our business may also be adversely affected by local economic conditions, as substantially all of our revenues are derived from our properties located in the Northeast, particularly in New York, New Jersey and Connecticut. Because our portfolio consists primarily of commercial office buildings (as compared to a more diversified real estate portfolio) located principally in Manhattan, if negative economic conditions persist or deteriorate, then our results of operations, financial condition and ability to service current debt and to pay dividends to our stockholders may be adversely affected. Specifically, our business may be affected by the following conditions:

significant job losses in the financial and professional services industries which may decrease demand for our office space, causing market rental rates and property values to be negatively impacted;

our ability to borrow on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and development opportunities and refinance existing debt, reduce our returns from both our existing operations and our acquisition and development activities and increase our future interest expense;

reduced values of our properties, which may limit our ability to dispose of assets at attractive prices or to obtain debt financing secured by our properties and may reduce the availability of unsecured loans; and

reduced liquidity in debt markets and increased credit risk premiums for certain market participants, which may impair our ability to access capital.

These conditions, which could have a material adverse effect on our results of operations, financial condition and ability to service debt and pay dividends to stockholders, may continue or worsen in the future.

**We may suffer adverse consequences if our revenues decline since our operating costs do not necessarily decline in proportion to our revenue.**

We earn a significant portion of our income from renting our properties. Our operating costs, however, do not necessarily fluctuate in proportion to changes in our rental revenue. As a result, our costs will not necessarily decline even if our revenues do. Similarly, our operating costs could increase while our revenues stay flat or decline. In either such event, we may be forced to borrow to cover our costs, we may incur losses or we may not have cash available to service our debt and to pay dividends to our stockholders.

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**We face risks associated with property acquisitions.**

We may acquire individual properties and portfolios of properties, including large portfolios that could significantly increase our size and alter our capital structure. Our acquisition activities may be exposed to, and their success may be adversely affected by, the following risks:

even if we enter into an acquisition agreement for a property, it is usually subject to customary conditions to closing;

we may be unable to finance acquisitions on favorable terms or at all;

acquired properties may fail to perform as we expected;

our estimates of the costs of repositioning or redeveloping acquired properties may be inaccurate;

we may not be able to obtain adequate insurance coverage for new properties;

acquired properties may be located in new markets where we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures; and

we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and therefore our results of operations and financial condition could be adversely affected.

We may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities. As a result, if a liability were asserted against us arising from our ownership of those properties, we might have to pay substantial sums to settle it, which could adversely affect our cash flow. Unknown liabilities with respect to properties acquired might include:

claims by tenants, vendors or other persons arising from dealing with the former owners of the properties;

liabilities incurred in the ordinary course of business;

claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties; and

liabilities for clean-up of undisclosed environmental contamination.

**Competition for acquisitions may reduce the number of acquisition opportunities available to us and increase the costs of those acquisitions.**

We plan to continue to acquire properties as we are presented with attractive opportunities. We may face competition for acquisition opportunities from other investors, particularly those investors who can incur more leverage, and this competition may adversely affect us by subjecting us to the following risks:

an inability to acquire a desired property because of competition from other well-capitalized real estate investors, including publicly traded and privately held REITs, private real estate funds, domestic and foreign financial institutions, life insurance

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companies, sovereign wealth funds, pension trusts, partnerships and individual investors; and

an increase in the purchase price for such acquisition property, in the event we are able to acquire such desired property.

### **We rely on five large properties for a significant portion of our revenue.**

Five of our properties, 420 Lexington Avenue, One Madison Avenue, 1185 Avenue of the Americas, 1515 Broadway and 388-390 Greenwich Street, accounted for approximately 32% of our Portfolio annualized cash rent, which includes our share of joint venture annualized rent as of December 31, 2011. Our revenue and cash available for distribution to our stockholders would be materially adversely affected if any of these properties were materially damaged or destroyed. Additionally, our revenue and cash available to service debt and for distribution

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to our stockholders would be materially adversely affected if tenants at these properties fail to timely make rental payments due to adverse financial conditions or otherwise, default under their leases or filing for bankruptcy.

**The continuing threat of terrorist attacks may adversely affect the value of our properties and our ability to generate cash flow.**

There may be a decrease in demand for space in New York City because it is considered at risk for future terrorist attacks, and this decrease may reduce our revenues from property rentals. In the aftermath of a terrorist attack, tenants in the New York City area may choose to relocate their business to less populated, lower-profile areas of the United States that those tenants believe are not as likely to be targets of future terrorist activity. This in turn could trigger a decrease in the demand for space in the New York City area, which could increase vacancies in our properties and force us to lease our properties on less favorable terms. As a result, the value of our properties and the level of our revenues could materially decline.

**A terrorist attack could cause insurance premiums to increase significantly.**

We maintain "all-risk" property and rental value coverage (including coverage regarding the perils of flood, earthquake and terrorism) within two property insurance portfolios and liability insurance. The first property portfolio maintains a blanket limit of \$750.0 million per occurrence, including terrorism, for the majority of the New York City properties in our portfolio. This policy expires on December 31, 2012. The second portfolio maintains a limit of \$600.0 million per occurrence, including terrorism, for some New York City properties and the majority of the Suburban properties. The second property policy expires on December 31, 2012. Additional coverage may be purchased on a stand-alone basis for certain assets. We maintain liability policies which cover all our properties and provide limits of \$201.0 million per occurrence and in the aggregate per location. The liability policies expire on October 31, 2012.

In October 2006, we formed a wholly-owned taxable REIT subsidiary, Belmont Insurance Company, or Belmont, to act as a captive insurance company and be one of the elements of our overall insurance program. Belmont was formed in an effort to, among other reasons, stabilize to some extent the fluctuations of insurance market conditions. Belmont is licensed in New York to write Terrorism, NBCR (nuclear, biological, chemical, and radiological), General Liability, Environmental Liability and D&O coverage.

Terrorism: Belmont acts as a direct property insurer with respect to a portion of our terrorism coverage for the New York City properties. Effective December 31, 2010, Belmont increased its terrorism coverage from \$400.0 million to \$650.0 million in a layer in excess of \$100.0 million. In addition, Belmont purchased reinsurance to reinsure the retained insurable risk not otherwise covered under Terrorism Risk Insurance Program Reauthorization and Extension Act of 2007, or TRIPRA, as detailed below.

NBCR: Belmont acts as a direct insurer of NBCR and since December 31, 2011, has provided coverage up to \$750 million on the entire property portfolio for certified acts of terrorism above a program trigger of \$100.0 million. Belmont is responsible for a small deductible and 15% of a loss, with the remaining 85% covered by the Federal government.

General Liability: For the period commencing October 31, 2010, Belmont insures a retention on the general liability insurance of \$150,000 per occurrence and a \$2.1 million annual aggregate stop loss limit. We have secured excess insurance to protect against catastrophic liability losses above the \$150,000 retention. Prior policy years carried a higher per occurrence deductible and/or higher aggregate stop loss. Belmont has retained a third party administrator to manage all claims within the retention and we anticipate that direct management of liability claims will improve loss experience and ultimately lower the cost of liability insurance in future years. In addition, we have an umbrella liability policy of \$200.0 million per occurrence and in the aggregate on a per location basis.

Environmental Liability: Belmont insures a deductible of \$975,000 per occurrence in excess of \$25,000 on a \$25.0 million per occurrence/\$30.0 million aggregate environmental liability policy covering the entire portfolio.



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As long as we own Belmont, we are responsible for its liquidity and capital resources, and the accounts of Belmont are part of our consolidated financial statements. If we experience a loss and Belmont is required to pay under its insurance policy, we would ultimately record the loss to the extent of Belmont's required payment. Therefore, insurance coverage provided by Belmont should not be considered as the equivalent of third-party insurance, but rather as a modified form of self-insurance.

The Terrorism Risk Insurance Act, or TRIA, which was enacted in November 2002, was renewed on December 31, 2007. Congress extended TRIA, now called TRIPRA (Terrorism Risk Insurance Program Reauthorization and Extension Act of 2007) until December 31, 2014. The law extends the federal Terrorism Insurance Program that requires insurance companies to offer terrorism coverage and provides for compensation for insured losses resulting from acts of certified terrorism, subject to the current program trigger of \$100.0 million. Our debt instruments, consisting of mortgage loans secured by our properties (which are generally non-recourse to us), mezzanine loans, ground leases, our 2011 revolving credit facility and other corporate obligations, contain customary covenants requiring us to maintain insurance. Although we believe that we currently maintain sufficient insurance coverage to satisfy these obligations, there is no assurance that in the future we will be able to procure coverage at a reasonable cost. In such instances, there can be no assurance that the lenders or ground lessors under these instruments will not take the position that a total or partial exclusion from "all-risk" insurance coverage for losses due to terrorist acts is a breach of these debt and ground lease instruments allowing the lenders or ground lessors to declare an event of default and accelerate repayment of debt or recapture of ground lease positions. In addition, if lenders prevail in asserting that we are required to maintain full coverage for these risks, it could result in substantially higher insurance premiums.

We have a 49.9% interest in the property at 100 Park Avenue, where we participate with Prudential, which carries a blanket policy of \$500.0 million of "all-risk" property insurance, including terrorism coverage. We own One Madison Avenue, which is under a triple net lease with insurance provided by the tenant, Credit Suisse Securities (USA) LLC, or CS. We have a 50.6% interest in the property at 388 and 390 Greenwich Street, where we participate with SITQ, which is leased on a triple net basis to Citigroup, N.A., which provides insurance coverage directly. We monitor all triple net leases to ensure that tenants are providing adequate coverage. Other joint ventures may be covered under policies separate from our policies, at coverage limits which we deem to be adequate. We continually monitor these policies. Although we consider our insurance coverage to be appropriate, in the event of a major catastrophe, such as an act of terrorism, we may not have sufficient coverage to replace certain properties.

**We face possible risks associated with the physical effects of climate change.**

We cannot predict with certainty whether climate change is occurring and, if so, at what rate. However, the physical effects of climate change could have a material adverse effect on our properties, operations and business. For example, we own interests in commercial office properties in the New York Metropolitan area, primarily in midtown Manhattan. Our investments in the New York Metropolitan area also include investments in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey. To the extent climate change causes changes in weather patterns, our markets could experience increases in storm intensity and rising sea-levels. Over time, these conditions could result in declining demand for office space in our buildings or the inability of us to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy and increasing the cost of snow removal at our properties. There can be no assurance that climate change will not have a material adverse effect on our properties, operations or business.

**Leasing office space to smaller and growth-oriented businesses could adversely affect our cash flow and results of operations.**

Many of the tenants in our properties are smaller, growth-oriented businesses that may not have the financial strength of larger corporate tenants. Smaller companies generally experience a higher rate of failure than large businesses. Growth-oriented firms may also seek other office space as they develop. Leasing office space to these

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companies could create a higher risk of tenant defaults, turnover and bankruptcies, which could adversely affect our distributable cash flow and results of operations.

**Debt financing, financial covenants, degree of leverage, and increases in interest rates could adversely affect our economic performance.**

*Scheduled debt payments could adversely affect our results of operations.*

Cash flow could be insufficient to pay dividends and meet the payments of principal and interest required under our current mortgages and other indebtedness, including our 2011 revolving credit facility, senior unsecured notes, debentures and indebtedness outstanding at our joint venture properties. The total principal amount of our outstanding consolidated indebtedness was approximately \$6.0 billion as of December 31, 2011, consisting of approximately \$350.0 million under our 2011 revolving credit facility, \$1.3 billion under our senior unsecured notes, \$100.0 million under our junior subordinated deferrable interest debentures and approximately \$4.3 billion of non-recourse mortgages and loans payable on 22 of our investments and a recourse loan on one of our investments. In addition, we could increase the amount of our outstanding indebtedness in the future, in part by borrowing under our 2011 revolving credit facility, which had \$1.1 billion undrawn capacity as of December 31, 2011. Our 2011 revolving credit facility matures in November 2015 and has a one-year as-of-right extension option. As of December 31, 2011, the total principal amount of non-recourse indebtedness outstanding at the joint venture properties was approximately \$4.1 billion, of which our proportionate share was approximately \$1.8 billion.

If we are unable to make payments under our 2011 revolving credit facility, all amounts due and owing at such time shall accrue interest at a rate equal to 2% higher than the rate at which each draw was made. If we are unable to make payments under our senior unsecured notes, the principal and unpaid interest will become immediately payable. If a property is mortgaged to secure payment of indebtedness and we are unable to meet mortgage payments, the mortgagee could foreclose on the property, resulting in loss of income and asset value. Foreclosure on mortgaged properties or an inability to make payments under our 2011 revolving credit facility or our senior unsecured notes would have a negative impact on our financial condition and results of operations.

We may not be able to refinance existing indebtedness, which may require substantial principal payments at maturity. In 2012, approximately \$119.4 million of corporate indebtedness, no debt on our consolidated properties and \$176.5 million of debt on our unconsolidated joint venture properties will mature. At the present time we intend to exercise extension options, repay or refinance the debt associated with our properties on or prior to their respective maturity dates. At the time of refinancing, prevailing interest rates or other factors, such as the possible reluctance of lenders to make commercial real estate loans may result in higher interest rates. Increased interest expense on the refinanced debt would adversely affect cash flow and our ability to service debt and pay dividends to stockholders. If any principal payments due at maturity cannot be repaid, refinanced or extended, our cash flow will not be sufficient in all years to repay all maturing debt.

*Financial covenants could adversely affect our ability to conduct our business.*

The mortgages and mezzanine loans on our properties generally contain customary negative covenants that limit our ability to further mortgage the properties, to enter into new leases without lender consent or materially modify existing leases, and to discontinue insurance coverage, among other things. In addition, our 2011 revolving credit facility and senior unsecured notes contain restrictions and requirements on our method of operations. Our 2011 revolving credit facility and our unsecured notes also require us to maintain designated ratios, including but not limited to, total debt-to-assets, debt service coverage and unencumbered assets-to-unsecured debt. These restrictions could adversely affect our results of operations, our ability to pay debt obligations and our ability to pay dividends to stockholders.

*Rising interest rates could adversely affect our cash flow.*

Advances under our 2011 revolving credit facility and certain property-level mortgage debt bear interest at a variable rate. These consolidated variable rate borrowings totaled approximately \$1.3 billion at December 31, 2011. In addition, we could increase the amount of our outstanding variable rate debt in the future, in part by

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borrowing under our 2011 revolving credit facility, which had \$1.1 billion available for draw as of December 31, 2011. Borrowings under our 2011 revolving credit facility currently bear interest at the 30-day LIBOR, plus a spread which was 150 basis points at December 31, 2011. As of December 31, 2011, borrowings under our 2011 revolving credit facility and junior subordinated deferrable interest debentures totaled \$350.0 million and \$100.0 million, respectively, and bore interest at 1.98% and 5.61%, respectively. We may incur indebtedness in the future that also bears interest at a variable rate or may be required to refinance our debt at higher rates. Accordingly, increases in interest rates above that which we anticipated based upon historical trends could adversely affect our results of operations and financial conditions. At December 31, 2011, a hypothetical 100 basis point increase in interest rates across each of our variable interest rate instruments would increase our annual interest costs by approximately \$12.3 million and would increase our share of joint venture annual interest costs by approximately \$4.8 million. Accordingly, increases in interest rates could adversely affect our ability to continue to pay dividends to stockholders.

***Failure to hedge effectively against interest rate changes may adversely affect results of operations.***

The interest rate hedge instruments we use to manage some of our exposure to interest rate volatility involve risk, such as the risk that counterparties may fail to honor their obligations under these arrangements. In addition, these arrangements may not be effective in reducing our exposure to interest rate changes. Failure to hedge effectively against interest rate changes may adversely affect our results of operations.

***No limitation on debt could adversely affect our cash flow.***

Our organizational documents do not contain any limitation on the amount of indebtedness we may incur. As of December 31, 2011, assuming the conversion of all outstanding units of the operating partnership into shares of our common stock, our combined debt-to-market capitalization ratio, including our share of joint venture debt of approximately \$1.8 billion, was approximately 55.7%. Our market capitalization is variable and does not necessarily reflect the fair market value of our assets at all times. We also consider factors other than market capitalization in making decisions regarding the incurrence of indebtedness, such as the purchase price of properties to be acquired with debt financing, the estimated market value of our properties upon refinancing and the ability of particular properties and our business as a whole to generate cash flow to cover expected debt service. Any changes that increase our debt to market capitalization percentage could be viewed negatively by investors. As a result, our stock price could decrease.

**Debt and Preferred Equity Investments could cause us to incur expenses, which could adversely affect our results of operations.**

We owned first mortgages, mezzanine loans, junior participations and preferred equity interests in 23 investments with an aggregate net book value of approximately \$985.9 million at December 31, 2011. Such investments may or may not be recourse obligations of the borrower and are not insured or guaranteed by governmental agencies or otherwise. In the event of a default under these obligations, we may have to take possession of the collateral securing these interests. Borrowers may contest enforcement of foreclosure or other remedies, seek bankruptcy protection against such enforcement and/or bring claims for lender liability in response to actions to enforce their obligations to us. Relatively high loan-to-value ratios and declines in the value of the property may prevent us from realizing an amount equal to our investment upon foreclosure or realization even if we make substantial improvements or repairs to the underlying real estate in order to maximize such property's investment potential.

We maintain and regularly evaluate financial reserves to protect against potential future losses. Our reserves reflect management's judgment of the probability and severity of losses and the value of the underlying collateral. We cannot be certain that our judgment will prove to be correct and that our reserves will be adequate over time to protect against future losses because of unanticipated adverse changes in the economy or events adversely affecting specific properties, assets, tenants, borrowers, industries in which our tenants and borrowers operate or markets in which our tenants and borrowers or their properties are located. We recorded approximately \$10.9 million in loan loss reserves and charge offs in 2011 on debt and preferred equity investments being held to

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maturity and \$4.4 million in recoveries of loans previously reserved. If our reserves for credit losses prove inadequate, we could suffer losses which would have a material adverse effect on our financial performance, the market prices of our securities and our ability to pay dividends to stockholders.

**Special servicing activities could result in liability to us.**

We provide special servicing activities on behalf of third parties. We have been rated by Fitch and S&P to provide such services. An intended or unintended breach of the servicing standards and/or our fiduciary duties to bondholders could result in material liability to us.

**Joint investments could be adversely affected by our lack of sole decision-making authority and reliance upon a co-venturer's financial condition.**

We co-invest with third parties through partnerships, joint ventures, co-tenancies or other structures, acquiring non-controlling interests in, or sharing responsibility for managing the affairs of, a property, partnership, joint venture, co-tenancy or other entity. Therefore, we will not be in a position to exercise sole decision-making authority regarding such property, partnership, joint venture or other entity. Investments in partnerships, joint ventures, or other entities may involve risks not present were a third party not involved, including the possibility that our partners, co-tenants or co-venturers might become bankrupt or otherwise fail to fund their share of required capital contributions. Additionally, our partners or co-venturers might at any time have economic or other business interests or goals, which are inconsistent with our business interests or goals. These investments may also have the potential risk of impasses on decisions such as a sale, because neither we, nor the partner, co-tenant or co-venturer would have full control over the partnership or joint venture. Consequently, actions by such partner, co-tenant or co-venturer might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we may in specific circumstances be liable for the actions of our third-party partners, co-tenants or co-venturers. As of December 31, 2011, our unconsolidated joint ventures owned 22 properties and we had an aggregate cost basis in these joint ventures totaling approximately \$893.9 million. As of December 31, 2011, our share of unconsolidated joint venture debt, which is non-recourse to us, totaled approximately \$1.8 billion.

**Certain of our joint venture agreements contain terms in favor of our partners that could have an adverse effect on the value of our investments in the joint ventures.**

Each of our joint venture agreements has been individually negotiated with our partner in the joint venture and, in some cases, we have agreed to terms that are more favorable to our partner in the joint venture than to us. For example, our partner may be entitled to a specified portion of the profits of the joint venture before we are entitled to any portion of such profits and our partner may have rights to buy our interest in the joint venture, to force us to buy the partner's interest in the joint venture or to compel the sale of the property owned by such joint venture. These rights may permit our partner in a particular joint venture to obtain a greater benefit from the value or profits of the joint venture than us, which could have an adverse effect on the value of our investment in the joint venture and on our financial condition and results of operations. We may also enter into similar arrangements in the future.

**We may incur costs to comply with environmental laws.**

We are subject to various federal, state and local environmental laws. These laws regulate our use, storage, disposal and management of hazardous substances and wastes and can impose liability on property owners or operators for the clean-up of certain hazardous substances released on a property and any associated damage to natural resources without regard to whether the release was legal or whether it was caused by the property owner or operator. The presence of hazardous substances on our properties may adversely affect occupancy and our ability to develop or sell or borrow against those properties. In addition to potential liability for clean-up costs, private plaintiffs may bring claims for personal injury, property damage or for similar reasons. Various laws also impose liability for the clean-up of contamination at any facility (e.g., a landfill) to which we have sent hazardous substances for treatment or disposal, without regard to whether the materials were transported, treated and

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disposed in accordance with law. Being held responsible for such a clean-up could result in significant cost to us and have a material adverse effect on our financial condition and results of operations.

**We may incur significant costs complying with the Americans with Disabilities Act and other regulatory and legal requirements.**

Our properties may be subject to risks relating to current or future laws including laws benefiting disabled persons, and other state or local zoning, construction or other regulations. These laws may require significant property modifications in the future, which could result in fines being levied against us in the future. The occurrence of any of these events could have an adverse impact on our cash flows and ability to pay dividends to stockholders.

Under the Americans with Disabilities Act, or ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. Additional federal, state and local laws also may require modifications to our properties, or restrict our ability to renovate our properties. We have not conducted an audit or investigation of all of our properties to determine our compliance. If one or more of our properties is not in compliance with the ADA or other legislation, then we may be required to incur additional costs to bring the property into compliance with the ADA or similar state or local laws. We cannot predict the ultimate amount of the cost of compliance with ADA or other legislation. If we incur substantial costs to comply with the ADA and any other legislation, our financial condition, results of operations and cash flow and/or ability to satisfy our debt service obligations and to pay dividends to our stockholders could be adversely affected.

**Our charter documents, debt instruments and applicable law may hinder any attempt to acquire us, which could discourage takeover attempts and prevent our stockholders from receiving a premium over the market price of our stock.**

***Provisions of our articles of incorporation and bylaws could inhibit changes in control.***

A change of control of our company could benefit stockholders by providing them with a premium over the then-prevailing market price of our stock. However, provisions contained in our articles of incorporation and bylaws may delay or prevent a change in control of our company. These provisions, discussed more fully below, are:

staggered board of directors;

ownership limitations; and

the board of director's ability to issue additional common stock and preferred stock without stockholder approval.

***Our board of directors is staggered into three separate classes.***

Our board of directors is divided into three classes. The terms of the class I, class II and class III directors expire in 2013, 2014 and 2012, respectively. Our staggered board may deter a change in control because of the increased time period necessary for a third party to acquire control of the board.

***We have a stock ownership limit.***

To remain qualified as a REIT for federal income tax purposes, not more than 50% in value of our outstanding capital stock may be owned by five or fewer individuals at any time during the last half of any taxable year. For this purpose, stock may be "owned" directly, as well as indirectly under certain constructive ownership rules, including, for example, rules that attribute stock held by one family member to another family member. In part, to avoid violating this rule regarding stock ownership limitations and maintain our REIT qualification, our articles of incorporation prohibit ownership by any single stockholder of more than 9.0% in value or number of shares of our common stock. Limitations on the ownership of preferred stock may also be imposed by us.

Our board of directors has the discretion to raise or waive this limitation on ownership for any stockholder if deemed to be in our best interest. To obtain a waiver, a stockholder must present the board and our tax counsel with evidence that ownership in excess of this limit will not affect our present or future REIT status.



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Absent any exemption or waiver, stock acquired or held in excess of the limit on ownership will be transferred to a trust for the exclusive benefit of a designated charitable beneficiary, and the stockholder's rights to distributions and to vote would terminate. The stockholder would be entitled to receive, from the proceeds of any subsequent sale of the shares transferred to the charitable trust, the lesser of: the price paid for the stock or, if the owner did not pay for the stock, the market price of the stock on the date of the event causing the stock to be transferred to the charitable trust; and the amount realized from the sale.

This limitation on ownership of stock could delay or prevent a change in control of our company.

#### ***Debt may not be assumable.***

We have approximately \$1.7 billion in unsecured corporate debt as of December 31, 2011. Certain of this debt is not assumable by a potential purchaser and may be subject to significant prepayment penalties.

#### ***Maryland takeover statutes may prevent a change of control of our company, which could depress our stock price.***

Under Maryland law, "business combinations" between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include a merger, consolidation, stock exchange or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested stockholder is defined as:

any person who beneficially owns 10% or more of the voting power of the corporation's outstanding shares; or

an affiliate or associate of the corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then outstanding voting stock of the corporation.

A person is not an interested stockholder under the statute if the board of directors approves in advance the transaction by which he otherwise would have become an interested stockholder.

After the five-year prohibition, any business combination between the Maryland corporation and an interested stockholder generally must be recommended by the board of directors of the corporation and approved by the affirmative vote of at least:

80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation, voting together as a single group; and

two-thirds of the votes entitled to be cast by holders of voting stock of the corporation other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder.

The business combination statute may discourage others from trying to acquire control of us and increase the difficulty of consummating any offer, including potential acquisitions that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

In addition, Maryland law provides that "control shares" of a Maryland corporation acquired in a "control share acquisition" will not have voting rights except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter, excluding shares of stock owned by the acquiror, by officers of the corporation or by directors who are employees of the corporation, under the Maryland Control Share Acquisition Act. "Control shares" means voting shares of stock that, if aggregated with all other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within one of the following ranges of voting power: (i) one-tenth or more but less than one-third; (ii) one-third or more but less than a majority; or (iii) a majority or more of all voting power. A "control share acquisition" means the





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acquisition of ownership of, or the power to direct the exercise of voting power with respect to, issued and outstanding control shares, subject to certain exceptions.

We have opted out of these provisions of the Maryland General Corporation Law, or the MGCL, with respect to business combinations and control share acquisitions by resolution of our board of directors and a provision in our bylaws, respectively. However, in the future, our board of directors may reverse its decision by resolution and elect to opt in to the MGCL's business combination provisions, or amend our bylaws and elect to opt in to the MGCL's control share provisions.

Additionally, the MGCL permits our board of directors, without stockholder approval and regardless of what is provided in our charter or bylaws, to implement takeover defenses, some of which we do not have. Such takeover defenses, if implemented, may have the effect of inhibiting a third party from making us an acquisition proposal or of delaying, deferring or preventing a change in our control under circumstances that otherwise could provide our stockholders with an opportunity to realize a premium over the then-current market price.

**Future issuances of common stock, preferred stock and convertible debt could dilute existing stockholders' interests.**

Our articles of incorporation authorize our board of directors to issue additional shares of common stock, preferred stock and convertible equity or debt without stockholder approval. Any such issuance could dilute our existing stockholders' interests. Also, any future series of preferred stock may have voting provisions that could delay or prevent a change of control of our company.

**Changes in market conditions could adversely affect the market price of our common stock.**

As with other publicly traded equity securities, the value of our common stock depends on various market conditions, which may change from time to time. In addition to the current economic environment and continued volatility in the securities and credit markets, the following market conditions may affect the value of our common stock:

the general reputation of REITs and the attractiveness of our equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;

our financial performance; and

general stock and bond market conditions.

The market value of our common stock is based primarily upon the market's perception of our growth potential and our current and potential future earnings and cash dividends. Consequently, our common stock may trade at prices that are higher or lower than our net asset value per share of common stock. If our future earnings or cash dividends are less than expected, the market price of our common stock could diminish.

**The trading price of our common stock has been and may continue to be subject to wide fluctuations.**

Between January 1, 2011 and December 31, 2011, the closing sale price of our common stock on the New York Stock Exchange, or the NYSE, ranged from \$55.14 to \$90.01 per share. Our stock price may fluctuate in response to a number of events and factors, such as those described elsewhere in this "Risk Factors" section. Additionally, the amount of our leverage may hinder the demand for our common stock, which could have a material adverse effect on the market price of our common stock.

**Market interest rates may have an effect on the value of our common stock.**

If market interest rates go up, prospective purchasers of shares of our common stock may expect a higher distribution rate on our common stock. Higher market interest rates would not, however, result in more funds for us to distribute and, to the contrary, would likely increase our borrowing costs and potentially decrease funds

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available for distribution. Thus, higher market interest rates could cause the market price of our common stock to go down.

**Limitations on our ability to sell or reduce the indebtedness on specific mortgaged properties could adversely affect the value of our common stock.**

We acquired the property located at 609 Fifth Avenue, New York, New York in June 2006 and have agreed not to take certain action before January 2014 that would adversely affect the tax positions of certain of the partners who held interests in this property prior to the acquisition.

In connection with future acquisitions of interests in properties, we may agree to restrictions on our ability to sell or refinance the acquired properties. These limitations could have adverse consequences on our business and result in a material adverse effect on our financial condition and results of operations.

**We face potential conflicts of interest.**

*There are potential conflicts of interest between us and Mr. Green.*

There is a potential conflict of interest relating to the disposition of certain property contributed to us by Stephen L. Green, and his family in our initial public offering. Mr. Green serves as the chairman of our board of directors and is an executive officer. As part of our formation, Mr. Green contributed appreciated property, with a net book value of \$73.5 million, to our operating partnership in exchange for units of limited partnership interest in the operating partnership. He did not recognize any taxable gain as a result of the contribution. The operating partnership, however, took a tax basis in the contributed property equal to that of the contributing unitholder. The fair market value of the property contributed by him exceeded his tax basis by approximately \$34.0 million at the time of contribution. The difference between fair market value and tax basis at the time of contribution represents a built-in gain. If we sell a property in a transaction in which a taxable gain is recognized, for tax purposes the built-in gain would be allocated solely to him and not to us. As a result, Mr. Green has a conflict of interest if the sale of a property, he contributed, is in our best interest but not his.

There is a potential conflict of interest relating to the refinancing of indebtedness specifically allocated to Mr. Green. Mr. Green would recognize gain if he were to receive a distribution of cash from the operating partnership in an amount that exceeds his tax basis in his partnership units. His tax basis includes his share of debt, including mortgage indebtedness, owed by our operating partnership. If our operating partnership were to retire such debt, then he would experience a decrease in his share of liabilities, which, for tax purposes, would be treated as a distribution of cash to him. To the extent the deemed distribution of cash exceeded his tax basis, he would recognize gain.

*Members of management may have a conflict of interest over whether to enforce terms of agreements with entities which senior management, directly or indirectly, has an affiliation.*

Through Alliance Building Services, or Alliance, First Quality Maintenance, L.P., provides cleaning, extermination and related services, Classic Security LLC provides security services, Bright Star Couriers LLC provides messenger services, and Onyx Restoration Works provides restoration services with respect to certain properties owned by us. Alliance is partially owned by Gary Green, a son of Stephen L. Green, the chairman of our board of directors. Our company and our tenants accounted for approximately 25.5% of Alliance's 2011 estimated total revenue. The contracts pursuant to which these services are provided are not the result of arm's length negotiations and, therefore, there can be no assurance that the terms and conditions are not less favorable than those which could be obtained from third parties providing comparable services. In addition, to the extent that we choose to enforce our rights under any of these agreements, we may determine to pursue available remedies, such as actions for damages or injunctive relief, less vigorously than we otherwise might because of our desire to maintain our ongoing relationship with Gary Green.

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***Members of management may have a conflict of interest over whether to enforce terms of senior management's employment and noncompetition agreements.***

Stephen Green, Marc Holliday, Andrew Mathias, Andrew Levine and James Mead entered into employment and noncompetition agreements with us pursuant to which they have agreed not to actively engage in the acquisition, development or operation of office real estate in the New York City Metropolitan area. For the most part, these restrictions apply to the executive both during his employment and for a period of time thereafter. Each executive is also prohibited from otherwise disrupting or interfering with our business through the solicitation of our employees or clients or otherwise. To the extent that we choose to enforce our rights under any of these agreements, we may determine to pursue available remedies, such as actions for damages or injunctive relief, less vigorously than we otherwise might because of our desire to maintain our ongoing relationship with the individual involved. Additionally, the non-competition provisions of these agreements despite being limited in scope and duration, could be difficult to enforce, or may be subject to limited enforcement, should litigation arise over them in the future. Mr. Green also has interests in two properties in Manhattan, which are exempt from the non-competition provisions of his employment and non-competition agreement.

**Our failure to qualify as a REIT would be costly.**

We believe we have operated in a manner to qualify as a REIT for federal income tax purposes and intend to continue to so operate. Many of the REIT compliance requirements, however, are highly technical and complex. The determination that we are a REIT requires an analysis of factual matters and circumstances. These matters, some of which are not totally within our control, can affect our qualification as a REIT. For example, to qualify as a REIT, at least 95% of our gross income must come from designated sources that are listed in the REIT tax laws. We are also required to distribute to stockholders at least 90% of our REIT taxable income excluding capital gains. The fact that we hold our assets through the operating partnership and its subsidiaries further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize our REIT status. Furthermore, Congress and the Internal Revenue Service, which we refer to as the IRS, might make changes to the tax laws and regulations, and the courts might issue new rulings that make it more difficult, or impossible, for us to remain qualified as a REIT.

If we fail to qualify as a REIT, we would be subject to federal income tax at regular corporate rates. Also, unless the IRS grants us relief under specific statutory provisions, we would remain disqualified as a REIT for four years following the year in which we first failed to qualify. If we failed to qualify as a REIT, we would have to pay significant income taxes and would therefore have less money available for investments or to pay dividends to stockholders. This would likely have a significant adverse effect on the value of our securities. In addition, the REIT tax laws would no longer require us to make any distributions to stockholders.

**We may change the dividend policy for our common stock in the future.**

Recent Internal Revenue Service revenue procedures allowed us to satisfy the REIT income distribution requirements with respect to our 2008 through 2011 taxable years by distributing up to 90% of any of our dividend distributions for any such year in shares of our common stock in lieu of paying the dividend entirely in cash, so long as we followed a process allowing our stockholders to elect cash or stock subject to a cap that we would impose on the maximum amount of cash that would be paid. We did not utilize this procedure for 2008, 2009, 2010 or 2011 and the Internal Revenue Service has not renewed the procedure for later years. However, the procedure is grounded in provisions of the Internal Revenue Code and Treasury Regulations and we reserve the right to pay a portion of our dividends with shares of our common stock in the future. In the event that we pay a portion of a dividend with shares of our common stock, taxable U.S. stockholders would be required to pay tax on the entire amount of the dividend, including the portion paid with shares of common stock, in which case such stockholders might have to pay the tax using cash from other sources. If a U.S. stockholder sells the stock it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividend,

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including in respect of all or a portion of such dividend that is payable in stock. In addition, if a significant number of our stockholders sell shares of our common stock in order to pay taxes owed on dividends, such sales could put downward pressure on the market price of our common stock. Our board of directors will continue to evaluate our dividend policy on a quarterly basis as it monitors the capital markets and the impact of the economy on our operations. The decision to authorize and pay dividends on our common stock in the future, as well as the timing, amount and composition of any such future dividends, will be at the sole discretion of our board of directors in light of conditions then existing, including the Company's earnings, financial condition, capital requirements, debt maturities, the availability of capital, applicable REIT and legal restrictions and general overall economic conditions and other factors.

**Previously enacted tax legislation reduces tax rates for dividends paid by non-REIT corporations.**

Under certain previously enacted tax legislation, the maximum tax rate on dividends to individuals has generally been reduced to 15% (from January 1, 2003 through December 31, 2012). The reduction in rates on dividends is generally not applicable to dividends paid by a REIT except in limited circumstances that we do not contemplate. Although this legislation does not adversely affect the taxation of REITs or dividends paid by REITs, the favorable treatment of regular corporate dividends could cause investors who are individuals to consider stock of non-REIT corporations that pay dividends as relatively more attractive than stocks of REITs. It is not possible to determine whether such a change in perceived relative value has occurred or what the effect, if any, this legislation has had or will have in the future on the market price of our stock.

**We are dependent on external sources of capital.**

Because of distribution requirements imposed on us to qualify as a REIT, it is not likely that we will be able to fund all future capital needs, including acquisitions, from income from operations. We therefore will have to rely on third-party sources of capital, which may or may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of things, including the market's perception of our growth potential and our current and potential future earnings. In addition, we anticipate having to raise money in the public equity and debt markets with some regularity and our ability to do so will depend upon the general conditions prevailing in these markets. At any time conditions may exist which effectively prevent us, or REITs in general, from accessing these markets. Moreover, additional equity offerings may result in substantial dilution of our stockholders' interests, and additional debt financing may substantially increase our leverage.

**We face significant competition for tenants.**

The leasing of real estate is highly competitive. The principal means of competition are rent, location, services provided and the nature and condition of the facility to be leased. We directly compete with all owners and developers of similar space in the areas in which our properties are located.

Our commercial office properties are concentrated in highly developed areas of midtown Manhattan and certain Suburban central business districts, or CBDs. Manhattan is the largest office market in the United States. The number of competitive office properties in Manhattan and CBDs in which our Suburban properties are located (which may be newer or better located than our properties) could have a material adverse effect on our ability to lease office space at our properties, and on the effective rents we are able to charge.

**Loss of our key personnel could harm our operations.**

We are dependent on the efforts of Marc Holliday, our chief executive officer, and Andrew Mathias, our president. These officers have employment agreements which expire in January 2013 and December 2013, respectively. A loss of the services of either of these individuals could adversely affect our operations.

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**Our business and operations would suffer in the event of system failures or cyber security attacks.**

Despite system redundancy, the implementation of security measures and the existence of a Disaster Recovery Plan for our internal information technology systems, our systems are vulnerable to damages from any number of sources, including energy blackouts, natural disasters, terrorism, war, telecommunication failures and cyber security attacks, such as computer viruses or unauthorized access. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions. Any compromise of our security could also result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to our reputation, loss or misuse of the information and a loss of confidence in our security measures, which could harm our business.

**Compliance with changing or new regulation applicable to corporate governance and public disclosure may result in additional expenses, affect our operations and affect our reputation.**

Changing or new laws, regulations and standards relating to corporate governance and public disclosure, including SEC regulations and NYSE rules, can create uncertainty for public companies. These changed or new laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity. As a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, our reputation may be harmed.

As a result, our efforts to comply with evolving laws, regulations and standards have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. In particular, our efforts to comply with Section 404 of the Sarbanes-Oxley Act of 2002 and the related regulations regarding our required assessment of our internal controls over financial reporting and our external auditors' audit of that assessment have required the commitment of significant financial and managerial resources. In addition, it has become more difficult and expensive for us to obtain director and officer liability insurance. We expect these efforts to require the continued commitment of significant resources. Further, our directors, chief executive officer and chief financial officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, we may have difficulty attracting and retaining qualified directors and executive officers, which could harm our business.

**Forward-Looking Statements May Prove Inaccurate**

See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations Forward-looking Information" for additional disclosure regarding forward-looking statements.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

As of December 31, 2011, we did not have any unresolved comments with the staff of the SEC.

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**ITEM 2. PROPERTIES**

**Our Portfolio**

*General*

As of December 31, 2011, we owned or held interests in 26 consolidated and 7 unconsolidated commercial office properties encompassing approximately 18.4 million rentable square feet and approximately 6.2 million rentable square feet, respectively, located primarily in midtown Manhattan. Certain of these properties include at least a small amount of retail space on the lower floors, as well as basement/storage space. As of December 31, 2011, our portfolio also included ownership interests in 25 consolidated and 6 unconsolidated commercial office properties located in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey encompassing approximately 3.9 million rentable square feet and approximately 2.9 million rentable square feet, respectively. We refer to these properties as our Suburban assets.

We also owned investments in nine stand-alone retail properties encompassing approximately 349,282 square feet, seven development properties encompassing approximately 1,395,838 square feet and three land interests as of December 31, 2011. In addition, we manage three office properties owned by third parties and affiliated companies encompassing approximately 0.9 million rentable square feet.

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The following table sets forth certain information with respect to each of the Manhattan and Suburban office and retail properties in the portfolio as of December 31, 2011:

| Manhattan Properties  | Year Built/<br>Renovated | SubMarket      | Percentage of Portfolio          |                                    |                                    | Annualized Cash Rent (\$'s) <sup>(1)</sup> | Percentage of Portfolio |  | Annualized Cash Rent per Square Foot   |       |
|---|--------------------------|----------------|----------------------------------|------------------------------------|------------------------------------|--|-------------------------|--|--|-------|
|   |                          |                | Approximate Rentable Square Feet | Percentage of Portfolio Leased (%) | Percentage of Portfolio Leased (%) |  | Number of Tenants       | Leased Square Foot (\$) <sup>(3)</sup> | Leased Square Foot (\$) <sup>(4)</sup> |       |
| <b>CONSOLIDATED PROPERTIES</b>  |                          |                |                                  |                                    |                                    |  |                         |  |  |       |
| <b>"Same Store"</b>   |                          |                |                                  |                                    |                                    |  |                         |  |  |       |
| 100 Church Street   | 1959/2010                | Downtown       | 1,047,500                        | 3                                  | 70.9                               | 27,249,372                                 | 2                       | 13                                     | 37.33                                  | 37.06 |
| 120 West 45th Street  | 1998                     | Midtown        | 440,000                          | 1                                  | 84.3                               | 22,021,056                                 | 2                       | 25                                     | 58.43                                  | 59.71 |
| 220 East 42nd Street  | 1929                     | Grand Central  | 1,135,000                        | 4                                  | 95.2                               | 47,646,300                                 | 4                       | 31                                     | 43.46                                  | 34.79 |
| 317 Madison Avenue  | 1920/2004                | Grand Central  | 450,000                          | 1                                  | 85.6                               | 21,413,532                                 | 2                       | 81                                     | 50.39                                  | 42.09 |
| 333 West 34th Street  | 1954/2000                | Penn Station   | 345,400                          | 1                                  | 90.2                               | 12,904,176                                 | 1                       | 3                                      | 40.70                                  | 38.62 |
| 420 Lexington Ave (Graybar) <sup>(5)</sup>                                      | 1927/1999                | North          | 1,188,000                        | 4                                  | 90.3                               | 59,331,852                                 | 5                       | 218                                    | 49.35                                  | 40.80 |
| 461 Fifth Avenue <sup>(5)(6)</sup>  | 1988                     | Midtown        | 200,000                          | 1                                  | 98.8                               | 15,236,376                                 | 1                       | 16                                     | 76.96                                  | 68.64 |
| 485 Lexington Avenue  | 1956/2006                | North          | 921,000                          | 3                                  | 90.8                               | 47,281,632                                 | 4                       | 21                                     | 56.57                                  | 44.76 |
| 555 West 57th Street <sup>(6)</sup>   | 1971                     | Midtown West   | 941,000                          | 3                                  | 99.2                               | 32,135,868                                 | 3                       | 11                                     | 32.59                                  | 32.06 |
| 609 Fifth Avenue  | 1925/1990                | Center         | 160,000                          | 1                                  | 84.7                               | 13,232,748                                 | 1                       | 9                                      | 97.52                                  | 88.68 |
| 625 Madison Avenue <sup>(5)</sup>   | 1956/2002                | Plaza District | 563,000                          | 2                                  | 94.6                               | 42,182,353                                 | 4                       | 24                                     | 77.69                                  | 69.55 |
| 673 First Avenue <sup>(5)(6)</sup>  | 1928/1990                | South          | 422,000                          | 1                                  | 99.7                               | 18,591,432                                 | 2                       | 9                                      | 41.51                                  | 39.14 |
| 711 Third Avenue <sup>(5)(6)(7)</sup>   | 1955                     | North          | 524,000                          | 2                                  | 94.8                               | 27,602,868                                 | 2                       | 18                                     | 51.15                                  | 43.53 |
| 750 Third Avenue  | 1958/2006                | North          | 780,000                          | 2                                  | 97.1                               | 39,846,708                                 | 3                       | 31                                     | 52.00                                  | 44.87 |
| 810 Seventh Avenue  | 1970                     | Times Square   | 692,000                          | 2                                  | 86.4                               | 40,238,592                                 | 4                       | 40                                     | 59.70                                  | 47.21 |
| 919 Third Avenue  | 1970                     | North          | 1,454,000                        | 5                                  | 99.9                               | 87,346,332                                 | 4                       | 14                                     | 60.13                                  | 50.54 |
| 1185 Avenue of the Americas <sup>(5)</sup>                                      | 1969                     | Center         | 1,062,000                        | 3                                  | 99.9                               | 75,492,684                                 | 7                       | 19                                     | 70.03                                  | 62.77 |
| 1350 Avenue of the Americas   | 1966                     | Center         | 562,000                          | 2                                  | 90.0                               | 32,582,868                                 | 3                       | 40                                     | 61.84                                  | 53.62 |
| 1 Madison Avenue  | 1960/2002                | Park Avenue    | 1,176,900                        | 4                                  | 99.8                               | 67,536,096                                 | 6                       | 2                                      | 57.10                                  | 56.66 |
| 331 Madison Avenue  | 1923                     | Grand Central  | 114,900                          | 0                                  | 96.9                               | 4,947,864                                  | 0                       | 17                                     | 44.76                                  | 40.90 |
| <b>Subtotal / Weighted Average</b>  |                          |                | <b>14,178,700</b>                | <b>45</b>                          | <b>92.9</b>                        | <b>734,820,709</b>                         | <b>60</b>               | <b>642</b>                             |  |       |
| <b>"Non Same Store"</b>   |                          |                |                                  |                                    |                                    |  |                         |  |  |       |
| 51 East 42nd Street   | 1913                     | Grand Central  | 142,000                          | 0                                  | 95.5                               | 6,978,300                                  | 1                       | 90                                     | 51.75                                  | 52.29 |
| 110 East 42nd Street  | 1921                     | Grand Central  | 205,000                          | 1                                  | 69.9                               | 6,682,056                                  | 1                       | 19                                     | 46.58                                  | 37.44 |
| 125 Park Avenue   | 1923/2006                | Grand Central  | 604,245                          | 2                                  | 70.0                               | 24,657,036                                 | 2                       | 17                                     | 58.89                                  | 65.07 |
| 180 Maiden Lane   | 1984                     | Financial East | 1,090,000                        | 3                                  | 97.7                               | 52,810,680                                 | 2                       | 5                                      | 50.31                                  | 40.65 |
| 521 Fifth Avenue  | 1929/2000                | Grand Central  | 460,000                          | 1                                  | 90.9                               | 23,224,260                                 | 2                       | 47                                     | 53.56                                  | 51.61 |
| 1515 Broadway   | 1972                     | Times Square   | 1,750,000                        | 6                                  | 100.0                              | 107,373,252                                | 9                       | 13                                     | 62.43                                  | 53.46 |
| <b>Subtotal / Weighted Average</b>  |                          |                | <b>4,251,245</b>                 | <b>14</b>                          | <b>92.5</b>                        | <b>221,725,584</b>                         | <b>17</b>               | <b>191</b>                             |  |       |
| <b>Total / Weighted Average Manhattan Consolidated Properties<sup>(8)</sup></b> |                          |                | <b>18,429,945</b>                | <b>59</b>                          | <b>92.8</b>                        | <b>956,546,293</b>                         | <b>77</b>               | <b>833</b>                             |  |       |
| <b>UNCONSOLIDATED PROPERTIES</b>  |                          |                |                                  |                                    |                                    |  |                         |  |  |       |
| <b>"Same Store"</b>   |                          |                |                                  |                                    |                                    |  |                         |  |  |       |
| 100 Park Avenue 50%   | 1950/1980                | Grand Central  | 834,000                          | 3                                  | 95.0                               | 51,129,624                                 | 2                       | 35                                     | 60.76                                  | 52.41 |
| 800 Third Avenue 42.95%   | 1972/2006                | North          | 526,000                          | 2                                  | 84.3                               | 25,080,396                                 | 1                       | 36                                     | 53.86                                  | 49.87 |
| 388 & 390 Greenwich Street 50.6% <sup>(2)</sup>                                 | 1986/1990                | Downtown       | 2,635,000                        | 8                                  | 100.0                              | 104,501,052                                | 5                       | 1                                      | 39.66                                  | 39.66 |
| 1745 Broadway 32.3%   | 2003                     | Midtown        | 674,000                          | 2                                  | 100.0                              | 34,761,204                                 | 1                       | 1                                      | 53.93                                  | 53.93 |

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|   |                    |                   |           |             |                      |           |            |       |       |
|---|--------------------|-------------------|-----------|-------------|----------------------|-----------|------------|-------|-------|
| <b>Subtotal / Weighted Average</b>                                      |                    | <b>4,669,000</b>  | <b>15</b> | <b>97.3</b> | <b>215,472,276</b>   | <b>9</b>  | <b>73</b>  |       |       |
| <b>"Non Same Store"</b>   |                    |                   |           |             |                      |           |            |       |       |
| 280 Park Avenue 49.5%   | 1961 Park Avenue   | 1,219,158         | 4         | 74.5        | 71,915,628           | 3         | 33         | 83.87 | 68.26 |
| 600 Lexington Avenue 55%  | 1983/2009 Eastside | 303,515           | 1         | 72.6        | 14,216,808           | 1         | 23         | 69.58 | 62.36 |
| <b>Subtotal / Weighted Average</b>                                      |                    | <b>1,522,673</b>  | <b>5</b>  | <b>74.1</b> | <b>86,132,436</b>    | <b>4</b>  | <b>56</b>  |       |       |
| <b>Total / Weighted Average Unconsolidated Properties<sup>(9)</sup></b> |                    | <b>6,191,673</b>  | <b>20</b> | <b>91.6</b> | <b>301,604,712</b>   | <b>13</b> | <b>129</b> |       |       |
| <b>Manhattan Grand Total / Weighted Average</b>                         |                    | <b>24,621,618</b> | <b>78</b> | <b>92.5</b> | <b>1,258,151,005</b> |           | <b>962</b> |       |       |
| <b>Manhattan Grand Total SLG share of Annualized Rent</b>               |                    |                   |           |             | <b>1,031,117,133</b> |           | <b>90</b>  |       |       |
| <b>Manhattan Same Store Occupancy % Combined</b>                        |                    | <b>18,847,700</b> | <b>77</b> | <b>94.0</b> |                      |           |            |       |       |



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| Suburban Properties  | Year Built/<br>Renovated | SubMarket                               | Approximate<br>Rentable<br>Square<br>Feet | Percentage<br>of Portfolio<br>Rentable<br>Square<br>Feet (%) | Percentage<br>Leased (%) | Annualized<br>Cash<br>Rent<br>(\$'s) <sup>(1)</sup> | Percentage<br>of Portfolio<br>Annualized<br>Cash<br>Rent<br>(%) <sup>(2)</sup> | Number<br>of<br>Tenants | Annualized<br>Cash<br>Rent<br>per<br>Leased<br>Square<br>Foot (\$) <sup>(3)</sup> | Annualized<br>Cash<br>Rent<br>per<br>Leased<br>Square<br>Foot (\$) <sup>(4)</sup> |
|--|--------------------------|---|---|--|--------------------------|---|--|-------------------------|---|---|
| <b>CONSOLIDATED PROPERTIES</b>   |                          |   |   |  |                          |   |  |                         |   |   |
| <b>"Same Store" Westchester, NY</b>                                      |                          |   |   |  |                          |   |  |                         |   |   |
| 1100 King Street   | 1983-1986                | Rye Brook,<br>Westchester<br>Tarrytown, | 540,000                                   | 2  | 75.4                     | 10,868,568  | 1  | 26                      | 28.42   | 23.05   |
| 520 White Plains Road  | 1979                     | Westchester<br>Valhalla,                | 180,000                                   | 1  | 73.6                     | 3,654,936   | 0  | 9                       | 28.34   | 22.45   |
| 115-117 Stevens Avenue   | 1984                     | Westchester<br>Valhalla,                | 178,000                                   | 1  | 85.5                     | 3,186,120   | 0  | 13                      | 23.37   | 14.67   |
| 100 Summit Lake Drive  | 1988                     | Westchester<br>Valhalla,                | 250,000                                   | 1  | 61.2                     | 2,808,780   | 0  | 8                       | 18.37   | 20.18   |
| 200 Summit Lake Drive  | 1990                     | Westchester<br>Valhalla,                | 245,000                                   | 1  | 87.5                     | 6,348,204   | 1  | 7                       | 30.18   | 27.88   |
| 500 Summit Lake Drive  | 1986                     | Westchester<br>White Plains,            | 228,000                                   | 1  | 78.1                     | 4,105,068   | 1  | 7                       | 24.92   | 21.83   |
| 140 Grand Street   | 1991                     | Westchester<br>White Plains,            | 130,100                                   | 0  | 93.6                     | 4,004,304   | 0  | 10                      | 36.47   | 28.41   |
| 360 Hamilton Avenue  | 2000                     | Westchester                             | 384,000                                   | 1  | 94.3                     | 13,043,124  | 1  | 16                      | 35.57   | 29.98   |
| <b>Westchester, NY Subtotal/Weighted Average</b>                         |                          |   | <b>2,135,100</b>                          | <b>8</b>   | <b>80.6</b>              | <b>\$ 48,019,104</b>                                | <b>5</b>   | <b>96</b>               |   |   |
| <b>"Same Store" Connecticut</b>  |                          |   |   |  |                          |   |  |                         |   |   |
| Landmark Square  | 1973-1984                | Stamford,<br>Connecticut                | 826,000                                   | 3  | 82.6                     | 18,359,388  | 2  | 99                      | 31.14   | 27.72   |
| 680 Washington Boulevard   | 1989                     | Stamford,<br>Connecticut                | 133,000                                   | 0  | 88.5                     | 4,001,172   | 0  | 7                       | 40.83   | 36.28   |
| 750 Washington Boulevard   | 1989                     | Stamford,<br>Connecticut                | 192,000                                   | 1  | 93.6                     | 7,127,976   | 0  | 9                       | 40.46   | 33.98   |
| 1055 Washington Boulevard <sup>(5)</sup>                                 | 1987                     | Stamford,<br>Connecticut                | 182,000                                   | 1  | 84.5                     | 5,800,368   | 1  | 21                      | 35.66   | 33.56   |
| 300 Main Street  | 2002                     | Stamford,<br>Connecticut                | 130,000                                   | 0  | 88.8                     | 1,773,252   | 0  | 18                      | 15.83   | 13.65   |
| 1010 Washington Boulevard  | 1988                     | Stamford,<br>Connecticut                | 143,400                                   | 0  | 53.3                     | 2,214,900   | 0  | 15                      | 30.95   | 24.94   |
| 500 West Putnam Avenue   | 1973                     | Greenwich,<br>Connecticut               | 121,500                                   | 0  | 51.3                     | 2,678,124   | 0  | 9                       | 43.00   | 43.52   |
| <b>Connecticut Subtotal/Weighted Average</b>                             |                          |   | <b>1,727,900</b>                          | <b>4</b>   | <b>80.3</b>              | <b>41,955,180</b>                                   | <b>3</b>   | <b>178</b>              |   |   |
| <b>Total / Weighted Average Consolidated Properties<sup>(10)</sup></b>   |                          |   | <b>3,863,000</b>                          | <b>12</b>  | <b>80.5</b>              | <b>89,974,284</b>                                   | <b>8</b>   | <b>274</b>              |   |   |
| <b>UNCONSOLIDATED PROPERTIES</b>   |                          |   |   |  |                          |   |  |                         |   |   |
| <b>"Same Store"</b>  |                          |   |   |  |                          |   |  |                         |   |   |
| One Court Square 30%   | 1987                     | Long Island<br>City, New York           | 1,402,000                                 | 4  | 100.0                    | 39,819,192  | 1  | 1                       | 28.41   | 28.41   |
| The Meadows 50%  | 1981                     | Rutherford, New<br>Jersey               | 582,100                                   | 2  | 79.0                     | 11,685,804  | 1  | 49                      | 26.66   | 25.34   |
| 16 Court Street 35%  | 1928                     | Brooklyn, NY                            | 317,600                                   | 1  | 90.3                     | 10,340,508  | 0  | 66                      | 40.23   | 34.77   |
| Jericho Plaza 20.26%   | 1980                     | Jericho, New<br>York                    | 640,000                                   | 2  | 95.2                     | 21,554,064  | 0  | 33                      | 37.12   | 30.58   |
| <b>Total / Weighted Average Unconsolidated Properties<sup>(11)</sup></b> |                          |   | <b>2,941,700</b>                          | <b>9</b>   | <b>93.8</b>              | <b>83,399,568</b>                                   | <b>2</b>   | <b>149</b>              |   |   |
| <b>Suburban Grand Total / Weighted Average</b>                           |                          |   | <b>6,804,700</b>                          | <b>22</b>  | <b>86.2</b>              | <b>173,373,852</b>                                  |  | <b>423</b>              |   |   |
| <b>Suburban Grand Total SLG share of Annualized Rent</b>                 |                          |   |   |  |                          | <b>110,295,692</b>                                  | <b>10</b>  |                         |   |   |
| <b>Suburban Same Store Occupancy % Combined</b>                          |                          |   | <b>6,804,700</b>                          | <b>100</b>   | <b>86.2</b>              |   |  |                         |   |   |
| <b>Portfolio Grand Total</b>   |                          |   |   |  |                          |   |  |                         |   |   |

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|                              |                                     |     |                      |            |
|------------------------------|-------------------------------------|-----|----------------------|------------|
|                              | 31,426,318                          | 100 | 1,431,524,857        |            |
| <b>Portfolio Grand Total</b> | <b>SLG Share of Annualized Rent</b> |     | <b>1,141,412,826</b> | <b>100</b> |

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|   | Year Built/<br>Renovated | SubMarket                            | Percentage of Portfolio       |                                |                       | Annualized<br>Cash<br>Rent<br>(\$'s) <sup>(1)</sup> | Percentage<br>of Portfolio<br>Annualized<br>Cash<br>Rent<br>(\$) <sup>(2)</sup> | Number<br>of<br>Tenants | Annualized<br>Net Effective<br>Cash<br>Rent per<br>Leased<br>Square Foot |   |
|---|--------------------------|--------------------------------------|-------------------------------|--------------------------------|-----------------------|---|---|-------------------------|--|---|
|   |                          |                                      | Approximate<br>Square<br>Feet | of Portfolio<br>Square<br>Feet | Percent<br>Leased (%) |   |   |                         | Leased<br>Square<br>Foot<br>(\$) <sup>(3)</sup>                          | Leased<br>Square<br>Foot<br>(\$) <sup>(4)</sup> |
| <b>RETAIL</b>   |                          |                                      |                               |                                |                       |   |   |                         |  |   |
| 141 Fifth Avenue  | 50%                      | 1879 Flatiron                        | 13,000                        | 4                              | 100.0                 | 2,605,440   | 5   | 2                       | 249.73   | 237.88  |
| 747 Madison Avenue  | 33.33%                   | 1962 Plaza District                  | 10,000                        | 3                              | 100.0                 | 5,004,000   | 7   | 1                       | 501.05   | 501.05  |
| 1604 Broadway   | 63%                      | 1912/2001 Times Square               | 29,876                        | 9                              | 23.7                  | 2,001,902   | 5   | 2                       | 283.28   | 188.14  |
| 11 West 34th Street                                       | 30%                      | 1920/2010 Herald Square/Penn Station | 17,150                        | 5                              | 100.0                 | 1,802,500   | 2   | 1                       | 161.66   | 197.63  |
| 21-25 West 34th Street                                    | 50%                      | 2009 Herald Square/Penn Station      | 30,100                        | 9                              | 100.0                 | 6,845,232   | 14  | 1                       | 340.54   | 317.57  |
| 27-29 West 34th Street                                    | 50%                      | 2009 Herald Square/Penn Station      | 15,600                        | 4                              | 100.0                 | 4,242,720   | 9   | 2                       | 271.74   | 282.88  |
| 379 West Broadway   | 45%                      | 1853/1987 Cast Iron/Soho             | 62,006                        | 18                             | 100.0                 | 3,512,880   | 6   | 5                       | 58.03  | 54.41   |
| 717 Fifth Avenue  | 32.75%                   | 1958/2000 Midtown/Plaza District     | 119,550                       | 34                             | 89.4                  | 33,579,792  | 45  | 7                       | 302.78   | 152.01  |
| Williamsburg Terrace <sup>(6)</sup>                       |                          | 2010 Brooklyn, NY                    | 52,000                        | 15                             | 100.0                 | 1,575,069   | 6   | 3                       | 30.27  | 34.91   |
| <b>Total / Weighted Average Retail Properties</b>         |                          |                                      | <b>349,282</b>                | <b>100</b>                     | <b>89.9</b>           | <b>61,169,535</b>                                   | <b>100</b>  | <b>24</b>               |  |   |
| <b>DEVELOPMENT</b>  |                          |                                      |                               |                                |                       |   |   |                         |  |   |
| 3 Columbus Circle   | 48.9%                    | 1927/2010 Columbus Circle            | 741,500                       | 53                             | 16.8                  | 12,399,200  | 69  | 26                      | 101.61   | 113.76  |
| 125 Chubb Way   |                          | 2008 Lyndhurst, NJ                   | 278,000                       | 20                             | 32.1                  | 1,918,123   | 22  | 2                       | 21.50  | 21.00   |
| 150 Grand Street  |                          | 1962/2001 White Plains, NY           | 85,000                        | 6                              | 26.0                  | 527,160   | 6   | 14                      | 21.03  | 17.05   |
| 1552-1560 Broadway  | 50%                      | 1926 Times Square                    | 35,897                        | 3                              | 59.7                  |   |   | 2                       |  |   |
| 7 Renaissance Square                                      | 50%                      | 2008 White Plains, NY                | 65,641                        | 5                              |                       |   |   |                         |  |   |
| 180-182 Broadway  | 25.5%                    | 1902/2011 Cast Iron/Soho             | 153,000                       | 11                             |                       |   |   |                         |  |   |
| 7 Landmark Square   |                          | 2000 Stamford, Connecticut           | 36,800                        | 3                              | 10.8                  | 287,664   | 3   | 1                       | 72.28  | 72.28   |
| <b>Total / Weighted Average Development Properties</b>    |                          |                                      | <b>1,395,838</b>              | <b>100</b>                     | <b>18.7</b>           | <b>15,132,147</b>                                   | <b>100</b>  | <b>45</b>               |  |   |
| <b>LAND</b>   |                          |                                      |                               |                                |                       |   |   |                         |  |   |
| 2 Herald Square   |                          | Herald Square/Penn Station           | 354,400                       | 30                             | 100.0                 | 9,000,000   | 39  |                         | 25.40  | 25.40   |
| 885 Third Avenue  |                          | Midtown/Plaza District               | 607,000                       | 52                             | 100.0                 | 11,095,000  | 48  |                         | 18.28  | 18.28   |
| 292 Madison Avenue  |                          | Grand Central South                  | 203,800                       | 17                             | 100.0                 | 3,150,000   | 14  |                         | 15.46  | 15.46   |
| <b>Total / Weighted Average Land</b>                      |                          |                                      | <b>1,165,200</b>              | <b>100</b>                     | <b>100.0</b>          | <b>23,245,000</b>                                   | <b>100</b>  |                         |  |   |
| <b>Portfolio Grand Total</b>                              |                          |                                      | <b>31,426,318</b>             | <b>100</b>                     | <b>91.2</b>           | <b>1,431,524,857</b>                                |   | <b>1,385</b>            |  |   |
| <b>Portfolio Grand Total SLG Share of Annualized Rent</b> |                          |                                      |                               |                                |                       | <b>1,141,412,826</b>                                | <b>100</b>  |                         |  |   |

(1) Annualized Cash Rent represents the monthly contractual rent under existing leases as of December 31, 2011 multiplied by 12. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimated as of such date. Total rent abatements for leases in effect as of December 31, 2011 for the 12 months ending December 31, 2012 are reductions of approximately \$8.7 million for our consolidated

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properties and approximately \$14.4 million for our unconsolidated properties.

- (2) Includes our share of unconsolidated joint venture annualized cash rent calculated on a consistent basis.
- (3) Annualized Rent Per Leased Square Foot represents Annualized Rent, as described in footnote (1) above, presented on a per leased square foot basis.
- (4) Annual Net Effective Cash Rent Per Leased Square Foot represents (a) for leases in effect at the time an interest in the relevant property was first acquired by us, the remaining lease payments under the lease from the acquisition date divided by the number of months remaining under the lease multiplied by 12 and (b) for leases entered into after an interest in the relevant property was first acquired by us, all lease payments under the lease divided by the number of months in the lease multiplied by 12, minus, in the case of both (a) and (b), tenant improvement costs and leasing commissions, if any, paid or payable by us and presented on a per leased square foot basis. Annual Net Effective Cash Rent per Leased Square Foot includes future contractual increases in rental payments and therefore, in certain cases, may exceed Annualized Cash Rent per Leased Square Foot.
- (5) We hold a leasehold interest in this property.
- (6) Includes a parking garage.
- (7) We hold a leasehold mortgage interest, a net sub-leasehold interest and a co-tenancy interest in this property.
- (8) Includes approximately 16.9 million square feet of rentable office space, 1.2 million square feet of rentable retail space and 0.4 million square feet of garage space.
- (9) Includes approximately 6.1 million square feet of rentable office space, 0.1 million square feet of rentable retail space and no garage space.
- (10) Includes approximately 3.6 million square feet of rentable office space and 0.2 million square feet of rentable retail space.
- (11) Includes approximately 2.9 million square feet of rentable office space.
- (12) The rent per square foot is presented on a triple-net basis.

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#### **Historical Occupancy**

We have historically achieved consistently higher occupancy rates in our Manhattan portfolio in comparison to the overall midtown markets, as shown over the last five years in the following table:

|                   | <b>Percent of<br/>Manhattan<br/>Portfolio<br/>Leased<sup>(1)</sup></b> | <b>Occupancy Rate of<br/>Class A<br/>Office Properties<br/>in the midtown<br/>Markets<sup>(2)(3)</sup></b> | <b>Occupancy Rate of<br/>Class B<br/>Office Properties<br/>in the midtown<br/>Markets<sup>(2)(3)</sup></b> |
|-------------------|--|--|--|
| December 31, 2011 | 92.5%  | 89.7%  | 91.3%  |
| December 31, 2010 | 92.9%  | 88.6%  | 90.9%  |
| December 31, 2009 | 95.0%  | 86.8%  | 90.3%  |
| December 31, 2008 | 96.7%  | 90.8%  | 92.1%  |
| December 31, 2007 | 96.6%  | 94.1%  | 93.5%  |

(1) Includes space for leases that were executed as of the relevant date in our wholly-owned and joint venture properties in Manhattan owned by us as of that date.

(2) Includes vacant space available for direct lease and sublease. Source: Cushman & Wakefield.

(3) The term "Class B" is generally used in the Manhattan office market to describe office properties that are more than 25 years old but that are in good physical condition, enjoy widespread acceptance by high-quality tenants and are situated in desirable locations in Manhattan. Class B office properties can be distinguished from Class A properties in that Class A properties are generally newer properties with higher finishes and frequently obtain the highest rental rates within their markets.

We have historically achieved consistently higher occupancy rates in our Westchester County and Connecticut portfolios in comparison to the overall Westchester County and Stamford, Connecticut, CBD markets, as shown over the last five years in the following table:

|                   | <b>Percent of<br/>Westchester<br/>Portfolio<br/>Leased<sup>(1)</sup></b> | <b>Occupancy Rate<br/>of<br/>Class A<br/>Office Properties<br/>in the Westchester<br/>Market<sup>(2)</sup></b> | <b>Percent of<br/>Connecticut<br/>Portfolio<br/>Leased<sup>(1)</sup></b> | <b>Occupancy Rate of<br/>Class A<br/>Office Properties<br/>in the Stamford<br/>CBD<br/>Market<sup>(2)</sup></b> |
|-------------------|--|--|--|---|
| December 31, 2011 | 80.6%  | 80.1%  | 80.3%  | 73.8%   |
| December 31, 2010 | 80.0%  | 80.3%  | 84.3%  | 77.6%   |
| December 31, 2009 | 86.5%  | 80.3%  | 82.7%  | 77.5%   |
| December 31, 2008 | 88.9%  | 81.7%  | 84.9%  | 84.5%   |
| December 31, 2007 | 90.2%  | 83.4%  | 88.5%  | 86.6%   |

(1) Includes space for leases that were executed as of the relevant date in our wholly-owned and joint venture Suburban properties owned by us as of that date.

(2) Includes vacant space available for direct lease and sublease. Source: Cushman & Wakefield.

#### **Lease Expirations**

Leases in our Manhattan portfolio, as at many other Manhattan office properties, typically have an initial term of seven to fifteen years, compared to typical lease terms of five to ten years in other large U.S. office markets. For the five years ending December 31, 2016, the average annual rollover at our Manhattan consolidated and unconsolidated office properties is expected to be approximately 1.2 million square feet and 0.4 million square feet, respectively, representing an average annual expiration rate of 8.0% and 3.7%, respectively, per year (assuming no tenants exercise renewal or cancellation options and there are no tenant bankruptcies or other tenant defaults).

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The following tables set forth a schedule of the annual lease expirations at our Manhattan consolidated and unconsolidated office properties, respectively, with respect to leases in place as of December 31, 2011 for each of

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the next ten years and thereafter (assuming that no tenants exercise renewal or cancellation options and that there are no tenant bankruptcies or other tenant defaults):

| Manhattan Consolidated Office Properties<br>Year of Lease Expiration | Number<br>of<br>Expiring<br>Leases | Square<br>Footage<br>of<br>Expiring<br>Leases | Percentage<br>of<br>Total<br>Leased<br>Square<br>Feet (%) | Annualized<br>Cash Rent<br>of<br>Expiring<br>Leases <sup>(1)</sup> | Annualized<br>Cash Rent<br>Per<br>Leased<br>Square<br>Foot of<br>Expiring<br>Leases <sup>(2)</sup> |
|--|------------------------------------|---|---|--|--|
| 2012 <sup>(3)</sup>  | 141                                | 725,151                                       | 4.13%   | \$ 39,192,552  | \$ 54.05   |
| 2013   | 139                                | 1,317,740                                     | 7.52  | 72,295,932   | 54.86  |
| 2014   | 116                                | 1,754,020                                     | 10.01   | 96,140,449   | 54.81  |
| 2015   | 109                                | 2,035,591                                     | 11.62   | 116,424,113  | 57.19  |
| 2016   | 82                                 | 1,173,761                                     | 6.70  | 65,446,008   | 55.76  |
| 2017   | 69                                 | 1,714,108                                     | 9.78  | 92,750,703   | 54.11  |
| 2018   | 35                                 | 598,396                                       | 3.41  | 45,272,673   | 75.66  |
| 2019   | 21                                 | 650,053                                       | 3.71  | 37,226,640   | 57.27  |
| 2020   | 41                                 | 2,305,420                                     | 13.16   | 130,997,232  | 56.82  |
| 2021 & thereafter  | 106                                | 5,250,558                                     | 29.96   | 260,799,991  | 49.67  |
| <b>Total/weighted average</b>  | <b>859</b>                         | <b>17,524,798</b>                             | <b>100.00%</b>  | <b>\$ 956,546,293</b>  | <b>\$ 54.58</b>  |

(1) Annualized Cash Rent of Expiring Leases represents the monthly contractual rent under existing leases as of December 31, 2011 multiplied by 12. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimated as of such date. Total rent abatements for leases in effect as of December 31, 2011 for the 12 months ending December 31, 2012, are reductions of approximately \$6.1 million for the properties.

(2) Annualized Cash Rent Per Leased Square Foot of Expiring Leases represents Annualized Cash Rent of Expiring Leases, as described in footnote (1) above, presented on a per leased square foot basis.

(3) Includes 99,177 square feet occupied by month-to-month holdover tenants whose leases expired prior to December 31, 2011.

| Manhattan Unconsolidated Office Properties<br>Year of Lease Expiration | Number<br>of<br>Expiring<br>Leases | Square<br>Footage<br>of<br>Expiring<br>Leases | Percentage<br>of<br>Total<br>Leased<br>Square<br>Feet (%) | Annualized<br>Cash Rent<br>of<br>Expiring<br>Leases <sup>(1)</sup> | Annualized<br>Cash Rent<br>Per<br>Leased<br>Square<br>Foot of<br>Expiring<br>Leases <sup>(2)</sup> |
|--|------------------------------------|---|---|--|--|
| 2012 <sup>(3)</sup>  | 20                                 | 396,873                                       | 7.03%   | \$ 28,229,555  | \$ 71.13   |
| 2013   | 6                                  | 56,611  | 1.00  | 3,509,544  | 61.99  |
| 2014   | 15                                 | 288,372                                       | 5.11  | 20,647,080   | 71.60  |
| 2015   | 16                                 | 163,115                                       | 2.89  | 8,746,488  | 53.62  |
| 2016   | 13                                 | 149,576                                       | 2.65  | 9,069,720  | 60.64  |
| 2017   | 12                                 | 184,154                                       | 3.26  | 13,932,660   | 75.66  |
| 2018   | 20                                 | 873,771                                       | 15.47   | 56,815,416   | 65.02  |
| 2019   | 8                                  | 229,599                                       | 4.06  | 17,057,400   | 74.29  |
| 2020   | 6                                  | 166,996                                       | 2.96  | 8,630,172  | 51.68  |
| 2021 & thereafter  | 17                                 | 504,569                                       | 8.93  | 30,465,625   | 60.38  |
| <b>Sub-Total/weighted average</b>                                      | <b>133</b>                         | <b>3,013,636</b>                              | <b>53.36</b>  | <b>197,103,660</b>   | <b>\$ 65.40</b>  |

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|              |                  |                  |                |                       |
|--------------|------------------|------------------|----------------|-----------------------|
|              | 2 <sup>(4)</sup> | 2,634,670        | 46.64          | 104,501,052           |
| <b>Total</b> | <b>135</b>       | <b>5,648,306</b> | <b>100.00%</b> | <b>\$ 301,604,712</b> |

---

(1)

Annualized Cash Rent of Expiring Leases represents the monthly contractual rent under existing leases as of December 31, 2011 multiplied by 12. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimated as of such date. Total rent abatements for leases in effect as of December 31, 2011 for the 12 months ending December 31, 2012 are reductions of approximately \$11.6 million for the joint venture properties.



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- (2) Annualized Cash Rent Per Leased Square Foot of Expiring Leases represents Annualized Cash Rent of Expiring Leases, as described in footnote (1) above, presented on a per leased square foot basis.
- (3) Includes 24,280 square feet occupied by month-to-month holdover tenants whose leases expired prior to December 31, 2011.
- (4) Represents Citigroup's 13-year net lease at 388-390 Greenwich Street. The current net rent is \$39.66 per square foot with annual CPI escalation.

Leases in our Suburban portfolio, as at many other suburban office properties, typically have an initial term of five to ten years. For the five years ending December 31, 2016, the average annual rollover at our Suburban consolidated and unconsolidated office properties is expected to be approximately 0.4 million square feet and 0.2 million square feet, respectively, representing an average annual expiration rate of 13.0% and 7.0% respectively, per year (assuming no tenants exercise renewal or cancellation options and there are no tenant bankruptcies or other tenant defaults).

The following tables set forth a schedule of the annual lease expirations at our Suburban consolidated and unconsolidated office properties, respectively, with respect to leases in place as of December 31, 2011 for each of the next ten years and thereafter (assuming that no tenants exercise renewal or cancellation options and that there are no tenant bankruptcies or other tenant defaults):

| Suburban Consolidated Office Properties<br>Year of Lease Expiration | Number<br>of<br>Expiring<br>Leases | Square<br>Footage<br>of<br>Expiring<br>Leases | Percentage<br>of<br>Total<br>Leased<br>Square<br>Feet (%) | Annualized<br>Cash Rent<br>of<br>Expiring<br>Leases <sup>(1)</sup> | Annualized<br>Cash Rent<br>Per<br>Leased<br>Square<br>Foot of<br>Expiring<br>Leases <sup>(2)</sup> |
|---|------------------------------------|---|---|--|--|
| 2012 <sup>(3)</sup>   | 62                                 | 338,114                                       | 11.56%  | \$ 9,071,472   | \$ 26.83   |
| 2013  | 36                                 | 315,186                                       | 10.78   | 10,553,724   | 33.48  |
| 2014  | 34                                 | 282,851                                       | 9.67  | 9,166,980  | 32.41  |
| 2015  | 33                                 | 286,416                                       | 9.79  | 9,461,916  | 33.04  |
| 2016  | 47                                 | 678,059                                       | 23.19   | 20,865,204   | 30.77  |
| 2017  | 13                                 | 90,270  | 3.09  | 2,809,716  | 31.13  |
| 2018  | 16                                 | 161,910                                       | 5.54  | 5,427,744  | 33.52  |
| 2019  | 11                                 | 251,410                                       | 8.60  | 7,579,200  | 30.15  |
| 2020  | 11                                 | 234,319                                       | 8.01  | 6,433,008  | 27.45  |
| 2021 & thereafter   | 19                                 | 285,816                                       | 9.77  | 8,605,320  | 30.11  |
| <b>Total/weighted average</b>                                       | <b>282</b>                         | <b>2,924,351</b>                              | <b>100.00%</b>  | <b>\$ 89,974,284</b>   | <b>\$ 30.77</b>  |

- (1) Annualized Cash Rent of Expiring Leases represents the monthly contractual rent under existing leases as of December 31, 2011 multiplied by 12. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimated as of such date. Total rent abatements for leases in effect as of December 31, 2011 for the 12 months ending December 31, 2012, are reductions of approximately \$2.6 million for the properties.
- (2) Annualized Cash Rent Per Leased Square Foot of Expiring Leases represents Annualized Cash Rent of Expiring Leases, as described in footnote (1) above, presented on a per leased square foot basis.
- (3) Includes 118,194 square feet occupied by month-to-month holdover tenants whose leases expired prior to December 31, 2011.

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| Suburban Unconsolidated Office Properties<br>Year of Lease Expiration | Number<br>of<br>Expiring<br>Leases | Square<br>Footage<br>of<br>Expiring<br>Leases | Percentage<br>of<br>Total<br>Leased<br>Square<br>Feet (%) | Annualized<br>Cash Rent<br>of<br>Expiring<br>Leases <sup>(1)</sup> | Annualized<br>Cash Rent<br>Per<br>Leased<br>Square<br>Foot of<br>Expiring<br>Leases <sup>(2)</sup> |
|---|------------------------------------|---|---|--|--|
| 2012 <sup>(3)</sup>   | 32                                 | 286,816                                       | 10.71%  | \$ 10,312,397  | \$ 35.95   |
| 2013  | 23                                 | 89,924  | 3.36  | 2,971,432  | 33.04  |
| 2014  | 30                                 | 302,318                                       | 11.29   | 10,759,512   | 35.59  |
| 2015  | 20                                 | 140,862                                       | 5.26  | 4,397,064  | 31.22  |
| 2016  | 10                                 | 112,493                                       | 4.20  | 3,512,909  | 31.23  |
| 2017  | 7                                  | 63,196  | 2.36  | 2,423,364  | 38.35  |
| 2018  | 4                                  | 61,523  | 2.30  | 2,272,032  | 36.93  |
| 2019  | 6                                  | 37,252  | 1.39  | 1,391,112  | 37.34  |
| 2020  | 8                                  | 1,436,236                                     | 53.64   | 40,804,884   | 28.41  |
| 2021 & thereafter   | 9                                  | 146,968                                       | 5.49  | 4,554,862  | 30.99  |
| <b>Total/weighted average</b>   | <b>149</b>                         | <b>2,677,588</b>                              | <b>100.00%</b>  | <b>\$ 83,399,568</b>   | <b>\$ 31.15</b>  |

- (1) Annualized Cash Rent of Expiring Leases represents the monthly contractual rent under existing leases as of December 31, 2011 multiplied by 12. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimated as of such date. Total rent abatements for leases in effect as of December 31, 2011 for the 12 months ending December 31, 2012, are reductions of approximately \$2.8 million for the joint venture properties.
- (2) Annualized Cash Rent Per Leased Square Foot of Expiring Leases represents Annualized Cash Rent of Expiring Leases, as described in footnote (1) above, presented on a per leased square foot basis.
- (3) Includes 26,540 square feet occupied by month-to-month holdover tenants whose leases expired prior to December 31, 2011.

**Tenant Diversification**

At December 31, 2011, our portfolio was leased to approximately 1,385 tenants, which are engaged in a variety of businesses, including professional services, financial services, media, apparel, business services and government/non-profit. The following table sets forth information regarding the leases with respect to the 30

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largest tenants in our portfolio, based on the amount of square footage leased by our tenants as of December 31, 2011:

| Tenant <sup>(1)</sup>                          | Properties   | Remaining<br>Lease<br>Term<br>in Months <sup>(2)</sup> | Total<br>Leased<br>Square Feet | Percentage<br>of<br>Aggregate<br>Portfolio<br>Leased<br>Square<br>Feet (%) | Percentage<br>of<br>Aggregate<br>Portfolio<br>Annualized<br>Cash Rent<br>(%) |
|--|--|--|--------------------------------|--|--|
| Citigroup, N.A.                                | 388 & 390 Greenwich Street, 485 Lexington Avenue, 750 Third Avenue, 800 Third Avenue, 750 Washington Blvd & Court Square | 108  | 4,425,032                      | 14.1%  | 7.2%   |
| Viacom International, Inc.                     | 1515 Broadway  | 41   | 1,271,881                      | 4.0  | 6.9  |
| Credit Suisse Securities (USA), Inc.           | 1 Madison Avenue & 280 Park Avenue   | 108  | 1,250,893                      | 4.0  | 6.4  |
| AIG Employee Services, Inc.                    | 180 Maiden Lane  | 28   | 803,222                        | 2.6  | 1.8  |
| Random House, Inc.                             | 1745 Broadway  | 78   | 644,598                        | 2.1  | 1.0  |
| Debevoise & Plimpton, LLP                      | 919 Third Avenue   | 120  | 619,353                        | 2.0  | 1.8  |
| Omnicom Group, Inc.                            | 220 East 42nd Street & 420 Lexington Avenue  | 64   | 494,476                        | 1.6  | 1.8  |
| The City of New York                           | 16 Court Street & 100 Church Street  | 22   | 345,903                        | 1.1  | 1.2  |
| Advance Magazine Group, Fairchild Publications | 750 Third Avenue & 485 Lexington Avenue  | 110  | 339,195                        | 1.1  | 1.3  |
| Ralph Lauren Corporation                       | 625 Madison Avenue & 379 West Broadway   | 96   | 295,965                        | 0.9  | 1.6  |
| C.B.S. Broadcasting, Inc.                      | 555 West 57th Street   | 144  | 282,385                        | 0.9  | 0.9  |
| Schulte, Roth & Zabel LLP                      | 919 Third Avenue   | 114  | 263,186                        | 0.8  | 0.7  |
| The Metropolitan Transportation Authority      | 333 West 34th Street & 420 Lexington Avenue  | 109  | 242,663                        | 0.8  | 0.8  |
| New York Presbyterian Hospital                 | 673 First Avenue   | 116  | 232,772                        | 0.7  | 0.8  |
| BMW of Manhattan                               | 555 West 57th Street   | 127  | 227,782                        | 0.7  | 0.5  |
| Stroock, Stroock & Lavan LLP                   | 180 Maiden Lane  | 137  | 223,434                        | 0.7  | 0.4  |
| The Travelers Indemnity Company                | 485 Lexington Avenue & 2 Jericho Plaza   | 56   | 213,456                        | 0.7  | 0.8  |
| The City University of New York-CUNY           | 555 West 57th Street & 16 Court Street   | 228  | 207,136                        | 0.7  | 0.6  |
| Verizon  | 120 West 45th Street, 1100 King Street Bldg 1, 1 Landmark Square, 2 Landmark Square & 500 Summit Lake Drive              | 96   | 204,076                        | 0.6  | 1.1  |
| Amerada Hess Corp.                             | 1185 Avenue of the Americas  | 192  | 181,569                        | 0.6  | 1.0  |
| HF Management Services LLC                     | 100 Church Street  | 243  | 172,577                        | 0.5  | 0.4  |
| Fuji Color Processing Inc.                     | 200 Summit Lake Drive  | 15   | 165,880                        | 0.5  | 0.5  |
| King & Spalding                                | 1185 Avenue of the Americas  | 166  | 162,243                        | 0.5  | 0.9  |
| United Nations                                 | 220 East 42nd Street   | 123  | 162,146                        | 0.5  | 0.6  |
| News America Incorporated                      | 1185 Avenue of the Americas  | 107  | 161,722                        | 0.5  | 1.2  |
| National Football League                       | 280 Park Avenue  | 2  | 159,368                        | 0.5  | 0.5  |
| National Hockey League                         | 1185 Avenue of the Americas  | 131  | 148,217                        | 0.5  | 1.0  |
| New York Hospitals Center/Mount Sinai          | 625 Madison Avenue & 673 First Avenue  | 178  | 146,917                        | 0.5  | 0.6  |
| D.E. Shaw and Company L.P.                     | 120 West 45th Street   | 111  | 145,964                        | 0.5  | 0.8  |
| Banque National De Paris                       | 919 Third Avenue   | 55   | 145,834                        | 0.5  | 0.4  |
| <b>Total Weighted Average<sup>(3)</sup></b>    |  |  | <b>14,339,845</b>              | <b>45.7%</b>   | <b>45.5%</b>   |

(1) This list is not intended to be representative of our tenants as a whole.

(2) Lease term from December 31, 2011 until the date of the last expiring lease for tenants with multiple leases.

(3) Weighted average calculation based on total rentable square footage leased by each tenant.

### Environmental Matters

We engaged independent environmental consulting firms to perform Phase I environmental site assessments on our portfolio, in order to assess existing environmental conditions. All of the Phase I assessments met the ASTM Standard. Under the ASTM Standard, a Phase I

environmental site assessment consists of a site visit, an

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historical record review, a review of regulatory agency data bases and records, and interviews with on-site personnel, with the purpose of identifying potential environmental concerns associated with real estate. These environmental site assessments did not reveal any known environmental liability that we believe will have a material adverse effect on our results of operations or financial condition.

**ITEM 3. LEGAL PROCEEDINGS**

As of December 31, 2011, we were not involved in any material litigation nor, to management's knowledge, was any material litigation threatened against us or our portfolio other than routine litigation arising in the ordinary course of business or litigation that is adequately covered by insurance.

**ITEM 4. MINING SAFETY DISCLOSURES**

Not Applicable.

Table of Contents**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common trades on the New York Stock Exchange, or the NYSE, under the symbol "SLG." On February 15, 2012, the reported closing sale price per share of common stock on the NYSE was \$75.52 and there were approximately 444 holders of record of our common stock. The table below sets forth the quarterly high and low closing sales prices of the common stock on the NYSE and the distributions declared by us with respect to the periods indicated.

| Quarter Ended | 2011     |          |           | 2010     |          |           |
|---------------|----------|----------|-----------|----------|----------|-----------|
|               | High     | Low      | Dividends | High     | Low      | Dividends |
| March 31      | \$ 75.73 | \$ 67.05 | \$ 0.10   | \$ 57.60 | \$ 44.18 | \$ 0.10   |
| June 30       | \$ 90.01 | \$ 74.72 | \$ 0.10   | \$ 67.69 | \$ 55.04 | \$ 0.10   |
| September 30  | \$ 87.54 | \$ 58.15 | \$ 0.10   | \$ 66.61 | \$ 50.41 | \$ 0.10   |
| December 31   | \$ 71.33 | \$ 55.14 | \$ 0.25   | \$ 70.27 | \$ 61.50 | \$ 0.10   |

If dividends are declared in a quarter, those dividends will be paid during the subsequent quarter. We expect to continue our policy of distributing our taxable income through regular cash dividends on a quarterly basis, although there is no assurance as to future dividends because they depend on future earnings, capital requirements and financial condition. See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations Dividends" for additional information regarding our dividends.

**UNITS**

At December 31, 2011, there were 910,546 units of limited partnership interest of the operating partnership outstanding and held by persons other than the Company, which received distributions per unit in the same manner as dividends per share were distributed to common stockholders.

**ISSUER PURCHASES OF EQUITY SECURITIES**

None.

**SALE OF UNREGISTERED AND REGISTERED SECURITIES; USE OF PROCEEDS FROM REGISTERED SECURITIES**

During the years ended December 31, 2011, 2010 and 2009, we issued 12,423, 278,865 and 378,344 shares of common stock, respectively, to holders of units of limited partnership in the operating partnership upon the redemption of such units pursuant to the partnership agreement of the operating partnership. The issuance of such shares was exempt from registration under the Securities Act, pursuant to the exemption contemplated by Section 4(2) thereof for transactions not involving a public offering. The units were converted into an equal number of shares of common stock.

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The following table summarizes information, as of December 31, 2011, relating to our equity compensation plans pursuant to which shares of our common stock or other equity securities may be granted from time to time.

| Plan category   | Number of securities<br>to be issued<br>upon exercise<br>of outstanding<br>options, warrants<br>and rights<br><br>(a) | Weighted<br>average<br>exercise<br>price of<br>outstanding<br>options,<br>warrants and<br>rights<br><br>(b) | Number of securities<br>remaining available<br>for future<br>issuance under<br>equity compensation<br>plans (excluding<br>securities reflected<br>in column (a))<br><br>(c) |
|---|---|---|---|
| Equity compensation plans approved by security holders <sup>(1)</sup> | 1,277,200   | \$ 63.37  | 2,333,000 <sup>(2)</sup>  |
| Equity compensation plans not approved by security holders            |   |   |   |
| <b>Total</b>  | <b>1,277,200</b>  | <b>\$ 63.37</b>   | <b>2,333,000</b>  |

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(1) Includes information related to our 2005 Amended and Restated Stock Option and Incentive Plan and Amended 1997 Stock Option and Incentive Plan, as amended.

(2) Balance is after reserving for shares to be issued under our 2005 Long-Term Outperformance Compensation Program and our 2010 Notional Units Long-Term Compensation Plan and our Deferred Stock Compensation Plan for Directors.

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#### ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth our selected financial data and should be read in conjunction with our Financial Statements and notes thereto included in Item 8, "Financial Statements and Supplementary Data" and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Form 10-K.

In connection with this Annual Report on Form 10-K, we are restating our historical audited consolidated financial statements as a result of classifying certain properties as held for sale. As a result, we have reported revenue and expenses from these properties as discontinued operations for each period presented in our Annual Report on Form 10-K. These reclassifications had no effect on our reported net income or funds from operations.

We are also providing updated summary selected financial information, which is included below, reflecting the prior period reclassification as discontinued operations of the property sold during 2011 and those designated as held for sale as of December 31, 2011.

| Operating Data<br>(In thousands, except per share data)                             | Year Ended December 31, |                   |                  |                   |                   |
|---|-------------------------|-------------------|------------------|-------------------|-------------------|
|   | 2011                    | 2010              | 2009             | 2008              | 2007              |
| Total revenue   | \$ 1,263,428            | \$ 1,084,386      | \$ 978,361       | \$ 1,047,819      | \$ 946,016        |
| Operating expenses  | 263,709                 | 224,693           | 209,272          | 219,427           | 199,892           |
| Real estate taxes   | 174,454                 | 145,830           | 136,636          | 121,857           | 116,729           |
| Ground rent   | 32,919                  | 31,191            | 31,826           | 31,494            | 32,389            |
| Interest expense, net of interest income  | 285,917                 | 230,648           | 232,655          | 289,061           | 256,941           |
| Amortization of deferred finance costs  | 14,118                  | 9,046             | 7,065            | 6,139             | 15,893            |
| Depreciation and amortization   | 277,345                 | 225,193           | 220,396          | 210,813           | 169,066           |
| Loan loss and other investment reserves, net of recoveries                          | 6,722                   | 17,751            | 150,510          | 115,882           |                   |
| Transaction related costs   | 5,561                   | 11,849            |                  |                   |                   |
| Marketing, general and administration   | 80,103                  | 75,946            | 73,992           | 104,583           | 93,045            |
| <b>Total expenses</b>   | <b>1,140,848</b>        | <b>972,147</b>    | <b>1,062,352</b> | <b>1,099,256</b>  | <b>883,955</b>    |
| Equity in net income from unconsolidated joint ventures                             | 1,583                   | 39,607            | 62,878           | 59,961            | 46,765            |
| Equity in net gain on sale of interest in unconsolidated joint venture/ real estate | 2,918                   | 128,921           | 6,691            | 103,056           | 31,509            |
| Purchase price fair value adjustment  | 498,195                 |                   |                  |                   |                   |
| Gain (loss) on investment in marketable securities                                  | 4,866                   | 490               | (396)            | (147,489)         |                   |
| Depreciable real estate reserves  | (5,789)                 | (2,750)           |                  |                   |                   |
| Gain(loss) on early extinguishment of debt  | 904                     | (1,900)           | 86,006           | 77,465            |                   |
| Income from continuing operations   | 625,257                 | 276,607           | 71,188           | 41,556            | 140,335           |
| Discontinued operations   | 51,865                  | 42,549            | 477              | 362,492           | 542,362           |
| <b>Net income</b>   | <b>677,122</b>          | <b>319,156</b>    | <b>71,665</b>    | <b>404,048</b>    | <b>682,697</b>    |
| Net income attributable to noncontrolling interest in operating partnership         | (14,629)                | (4,574)           | (1,221)          | (14,561)          | (26,084)          |
| Net income attributable to noncontrolling interests in other partnerships           | (15,083)                | (14,007)          | (12,900)         | (8,677)           | (10,383)          |
| <b>Net income attributable to SL Green</b>  | <b>647,410</b>          | <b>300,575</b>    | <b>57,544</b>    | <b>380,810</b>    | <b>646,230</b>    |
| Preferred dividends   | (30,178)                | (29,749)          | (19,875)         | (19,875)          | (19,875)          |
| <b>Net income attributable to SL Green common stockholders</b>                      | <b>\$ 617,232</b>       | <b>\$ 270,826</b> | <b>\$ 37,669</b> | <b>\$ 360,935</b> | <b>\$ 626,355</b> |
| Net income per common share Basic   | \$ 7.37                 | \$ 3.47           | \$ 0.54          | \$ 6.22           | \$ 10.66          |
| Net income per common share Diluted   | \$ 7.33                 | \$ 3.45           | \$ 0.54          | \$ 6.20           | \$ 10.54          |



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|   |    |        |    |        |    |        |    |        |    |        |
|---|----|--------|----|--------|----|--------|----|--------|----|--------|
| Cash dividends declared per common share  | \$ | 0.55   | \$ | 0.40   | \$ | 0.6750 | \$ | 2.7375 | \$ | 2.89   |
| Basic weighted average common shares outstanding                                |    | 83,762 |    | 78,101 |    | 69,735 |    | 57,996 |    | 58,742 |
| Diluted weighted average common shares and common share equivalents outstanding |    | 86,244 |    | 79,761 |    | 72,044 |    | 60,598 |    | 61,885 |

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| <b>Balance Sheet Data (In thousands)</b>  | <b>As of December 31,</b> |              |              |              |              |
|---|---------------------------|--------------|--------------|--------------|--------------|
|   | <b>2011</b>               | <b>2010</b>  | <b>2009</b>  | <b>2008</b>  | <b>2007</b>  |
| Commercial real estate, before accumulated depreciation   | \$ 11,147,151             | \$ 8,890,064 | \$ 8,257,100 | \$ 8,201,789 | \$ 8,622,496 |
| Total assets  | 13,483,852                | 11,300,294   | 10,487,577   | 10,984,353   | 11,430,078   |
| Mortgages and other loans payable, revolving credit facility, senior unsecured notes and trust preferred securities | 6,035,397                 | 5,251,013    | 4,892,688    | 5,581,559    | 5,658,149    |
| Noncontrolling interests in operating partnership   | 195,030                   | 84,338       | 84,618       | 87,330       | 81,615       |
| Equity  | 6,453,309                 | 5,397,544    | 4,913,129    | 4,481,960    | 4,524,600    |

| <b>Other Data (In thousands)</b>                                   | <b>Year Ended December 31,</b> |             |             |             |             |
|--|--------------------------------|-------------|-------------|-------------|-------------|
|  | <b>2011</b>                    | <b>2010</b> | <b>2009</b> | <b>2008</b> | <b>2007</b> |
| Funds from operations available to all stockholders <sup>(1)</sup> | \$ 413,813                     | \$ 389,161  | \$ 318,817  | \$ 344,856  | \$ 343,186  |
| Net cash provided by operating activities                          | 312,860                        | 321,058     | 275,211     | 296,011     | 406,705     |
| Net cash (used in) provided by investment activities               | (739,597)                      | 18,815      | (345,379)   | 396,219     | (2,334,337) |
| Net cash provided by (used in) financing activities                | 232,099                        | (350,758)   | (313,006)   | (11,305)    | 1,856,418   |

- (1) Funds From Operations, or FFO, is a widely recognized measure of REIT performance. We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts, or NAREIT, which may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do. The revised White Paper on FFO approved by the Board of Governors of NAREIT in April 2002, and as subsequently amended, defines FFO as net income (loss) (computed in accordance with generally accepted accounting principles, or GAAP), excluding gains (or losses) from debt restructurings, sales of properties and real estate impairment charges, plus real estate related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. We present FFO because we consider it an important supplemental measure of our operating performance and believe that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, particularly those that own and operate commercial office properties. We also use FFO as one of several criteria to determine performance-based bonuses for members of our senior management. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, interest costs, providing perspective not immediately apparent from net income. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered as an alternative to net income (determined in accordance with GAAP), as an indication of our financial performance or to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to make cash distributions. Years prior to 2011 have been adjusted to reflect FFO under the 2011 amended definition.

A reconciliation of FFO to net income computed in accordance with GAAP is provided under the heading of "Management's Discussion and Analysis of Financial Condition and Results of Operations Funds From Operations."

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Overview**

SL Green Realty Corp., or the Company, a Maryland corporation, and SL Green Operating Partnership, L.P., or the Operating Partnership, a Delaware limited partnership, were formed in June 1997 for the purpose of combining the commercial real estate business of S.L. Green Properties, Inc. and its affiliated partnerships and entities. We are a self-managed real estate investment trust, or REIT, with in-house capabilities in property management, acquisitions, financing, development, construction and leasing. Unless the context requires otherwise, all references to "we," "our" and "us" means the Company and all entities owned or controlled by the Company, including the Operating Partnership.

The following discussion related to our consolidated financial statements should be read in conjunction with the financial statements appearing in Item 8 of this Annual Report on Form 10-K.

Reckson Associates Realty Corp., or Reckson, and Reckson Operating Partnership, L.P. or ROP, are subsidiaries of our operating partnership.

The New York City commercial real estate market strengthened in 2011, and SL Green took advantage of the strengthening market in improving occupancies and deploying capital in the borough of Manhattan to strategically position the Company for future growth as market conditions improve.

**Leasing and Operating**

Improvements in leasing conditions, which began during 2010, continued into 2011. Total 2011 Manhattan new leasing activity was 30.1 million square feet, the largest amount of new leasing in any year since 2000. Net absorption exceeded 5.2 million square feet during the year, of which 3.2 million square feet was absorbed in mid-town Manhattan, the location of 53% of our office properties (by square footage). The Midtown submarket absorption resulted in decreases in overall office vacancy from 10.6% at December 31, 2010 to 9.6% at December 31, 2011 and the portion of available space comprised of sublease space declined to 1.6% of total available inventory. In addition, no new office space was added to the Midtown office inventory, with approximately 0.8 million square feet (0.2% of the total 392.9 million square foot Manhattan office inventory) currently under construction and scheduled to come online by 2013.

Net absorption that reduced vacancy, and lack of new supply created conditions in which rents increased during the year. Asking rents for direct space in midtown increased during 2011 by 3.7% to \$66.75 per square foot. By the end of 2011, asking rents had increased by 9.5% since the recessionary trough in rents in early 2010. Over the same period, net effective rents (which take into consideration leasing concessions and commissions), increased by 21.3%

SL Green has historically outperformed the Manhattan office market, and it did so in 2011. Our office property occupancy on stabilized same-store assets increased to 95.4% from 94.6% in the earlier year (excluding 100 Church which is in lease-up). The Company's mark-to-market on leases that replaced previously occupied space was 7.3% for 2011. Our leasing activity during 2011 was representative of a diverse array of industries, with a broad cross section of leasing as evidenced by our largest leases in 2011 that included professional services, health care, media and advertising, and government.

**Acquisition and Disposition Activity**

In anticipation of the improving market, and because we were able to source opportunities with value enhancement components, SL Green acquired equity interests in 9 buildings during 2011, with total investments of \$3.9 billion. Certain of the investments provide upside through repositioning and leasing including 3 Columbus Circle, that was purchased with 20.1 percent occupancy in January 2011 and that was leased to 61% through January 2012, and 280 Park Avenue, which when repositioned will be among the highest quality office buildings in

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Manhattan. In addition, major 2011 transactions included purchasing our partner's interests in the high quality 521 Fifth Avenue and 1515 Broadway properties, and a portfolio of prime retail properties that included three multifamily residential assets which closed in 2012.

We also took advantage of the improving market conditions and interest by institutions and individuals seeking ownership interests in properties to sell assets, disposing of properties with more limited growth opportunities, and raising efficiently priced capital for reinvestment. During the year, we sold 28 West 44<sup>th</sup> Street, and entered into contracts to sell One Court Square, 141 Fifth Avenue and our fee interest in 292 Madison Avenue.

### **Debt and Preferred Equity**

Beginning in 2010, we saw the increase in opportunities to acquire existing debt and preferred equity positions in high quality Manhattan office properties at discounts that enabled us to generate high risk adjusted yields, and offer off-market access to property acquisitions. As the year progressed, and the availability of debt and preferred equity in high quality properties that could be purchased at discounts waned, we began to see opportunities to originate financings, typically in the form of preferred equity and mezzanine debt, for owners or acquirers seeking higher leverage than has been available from traditional lending sources that continue to be constrained, and that provide only modest amounts of leverage. The typical investments made by us during the last half of 2011 were to reputable owners or acquirers, and at leverage levels which are senior to sizable equity investments by the borrowers. During 2011, our preferred equity and debt activities included purchases of \$160.3 million, originations of \$449.4 million, redemptions of \$287.2 million and conversions of \$302.2 million into property ownership. Property equity ownership resulting from this lending program during 2011 included 280 Park Avenue and 110 East 42<sup>nd</sup> Street.

### **Outlook**

Several factors introduced into the market during the second half of 2011 have modestly reduced expectations of the recovery in jobs and in demand for office space in 2012. Those factors include weaker financial results from large New York City based financial institutions as driven by exogenous factors such as the European credit crisis. Despite these factors, we continue to see a solid leasing market and due to the more limited supply of space and lack of new supply, the potential for improving leasing fundamentals as we progress through the year.

Our significant activities for 2011 included:

Acquired or consolidated in joint venture interests on five properties for aggregate gross purchase prices of \$2.0 billion encompassing 3.6 million square feet.

Invested in four properties through joint ventures for aggregate gross purchase prices of \$1.8 billion and encompassing 2.0 million square feet.

Closed on a \$1.5 billion 4-year revolving credit facility.

Sold 6.7 million shares of common stock through our "at-the-market" equity offering programs raising net proceeds of \$517.1 million were used to repay certain of our existing indebtedness, make investments in additional properties and debt and preferred equity investments, and for general corporate purposes.

Issued \$250.0 million principal amount of 5.00% senior unsecured notes, due 2018, at par. The net proceeds from the offering (approximately \$246.5 million) were used to repay certain of our existing indebtedness, make investments in additional properties, and for general corporate purposes.

Closed on 15 mortgages and loans payable totaling approximately \$3.3 billion.

Signed 205 office leases totaling 2.3 million square feet in Manhattan during 2011.

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Signed 109 office leases totaling 0.6 million square feet in the Suburbs during 2011.

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As of December 31, 2011, we owned the following interests in commercial office properties in the New York Metropolitan area, primarily in midtown Manhattan. Our investments in the New York Metropolitan area also include investments in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey, which are collectively known as the Suburban assets:

| Location  | Ownership                 | Number of Properties | Square Feet | Weighted Average Occupancy <sup>(1)</sup> |
|-----------|---------------------------|----------------------|-------------|---|
| Manhattan | Consolidated properties   | 26                   | 18,429,945  | 92.8%                                     |
|           | Unconsolidated properties | 7                    | 6,191,673   | 91.6%                                     |
| Suburban  | Consolidated properties   | 25                   | 3,863,000   | 80.5%                                     |
|           | Unconsolidated properties | 6                    | 2,941,700   | 93.8%                                     |
|           |                           | 64                   | 31,426,318  | 91.2%                                     |

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

We also owned investments in nine stand-alone retail properties encompassing approximately 349,282 square feet, seven development properties encompassing approximately 1,395,838 square feet and three land interests as of December 31, 2011. In addition, we manage three office properties owned by third parties and affiliated companies encompassing approximately 0.9 million rentable square feet.

### **Critical Accounting Policies**

Our discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, and contingencies as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We evaluate our assumptions and estimates on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

### ***Investment in Commercial Real Estate Properties***

On a periodic basis, we assess whether there are any indicators that the value of our real estate properties may be impaired or that its carrying value may not be recoverable. A property's value is considered impaired if management's estimate of the aggregate future cash flows (undiscounted and without interest charges for consolidated properties) to be generated by the property are less than the carrying value of the property. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the property over the calculated fair value of the property. In addition, we assess our investments in unconsolidated joint ventures for recoverability, and if it is determined that a loss in value of the investment is other than temporary, we write down the investment to its fair value. We evaluate our equity investments for impairment based on the joint venture's projected discounted cash flows. During 2011, we recorded a \$5.8 million impairment charge in connection with the expected sale of one of our equity investments. During 2010, we recorded a \$2.8 million impairment charge on one of our equity investments. These charges are included in depreciable real estate reserves. We do not believe that the value of any of our consolidated properties was impaired at December 31, 2011 and 2010, respectively.

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A variety of costs are incurred in the development and leasing of our properties. After determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project is substantially complete and capitalization must cease involves a degree of judgment. The costs of land and building under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We consider a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction activity. We cease capitalization on the portions substantially completed and occupied or held available for occupancy, and capitalize only those costs associated with the portions under construction.

We allocate the purchase price of real estate to land and building and, if determined to be material, intangibles, such as the value of above-, below-, and at-market leases and origination costs associated with the in-place leases. We depreciate the amount allocated to building and other intangible assets over their estimated useful lives, which generally range from three to 40 years and from one to 14 years, respectively. The values of the above- and below-market leases are amortized and recorded as either an increase (in the case of below-market leases) or a decrease (in the case of above-market leases) to rental income over the remaining term of the associated lease, which generally range from one to 14 years. The value associated with in-place leases are amortized over the expected term of the associated lease, which generally range from one to 14 years. If a tenant vacates its space prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balance of the related intangible will be written off. The tenant improvements and origination costs are amortized as an expense over the remaining life of the lease (or charged against earnings if the lease is terminated prior to its contractual expiration date). We assess fair value of the leases based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions that may affect the property.

***Investment in Unconsolidated Joint Ventures***

We account for our investments in unconsolidated joint ventures under the equity method of accounting in cases where we exercise significant influence over, but do not control, these entities and are not considered to be the primary beneficiary. We consolidate those joint ventures that we control or which are VIEs and where we are considered to be the primary beneficiary. In all these joint ventures, the rights of the joint venture partner are both protective as well as participating. Unless we are determined to be the primary beneficiary in a VIE, these participating rights preclude us from consolidating these non-VIE entities. These investments are recorded initially at cost, as investments in unconsolidated joint ventures, and subsequently adjusted for equity in net income (loss) and cash contributions and distributions. Any difference between the carrying amount of these investments on our balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in net income (loss) of unconsolidated joint ventures over the lesser of the joint venture term or 10 years. Equity income (loss) from unconsolidated joint ventures is allocated based on our ownership or economic interest in each joint venture. When a capital event (as defined in each joint venture agreement) such as a refinancing occurs, if return thresholds are met, future equity income will be allocated at our increased economic percentage. We recognize incentive income from unconsolidated real estate joint ventures as income to the extent it is earned and not subject to a clawback feature. Distributions we receive from unconsolidated real estate joint ventures in excess of our basis in the investment are recorded as offsets to our investment balance if we remain liable for future obligations of the joint venture or may otherwise be committed to provide future additional financial support. None of the joint venture debt is recourse to us, except for \$200.0 million which we guarantee at one joint venture and performance guarantees under a master lease at another joint venture.

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***Revenue Recognition***

Rental revenue is recognized on a straight-line basis over the term of the lease. The excess of rents recognized over amounts contractually due pursuant to the underlying leases are included in deferred rents receivable on the accompanying balance sheets. We establish, on a current basis, an allowance for future potential tenant credit losses, which may occur against this account. The balance reflected on the balance sheet is net of such allowance.

Interest income on debt and preferred equity investments is recognized over the life of the investment using the effective interest method and recognized on the accrual basis. Fees received in connection with loan commitments are deferred until the loan is funded and are then recognized over the term of the loan as an adjustment to yield. Anticipated exit fees, whose collection is expected, are also recognized over the term of the loan as an adjustment to yield. Fees on commitments that expire unused are recognized at expiration.

Income recognition is generally suspended for debt and preferred equity investments at the earlier of the date at which payments become 90 days past due or when, in the opinion of management, a full recovery of income and principal becomes doubtful. Income recognition is resumed when the loan becomes contractually current and performance is demonstrated to be resumed.

***Allowance for Doubtful Accounts***

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our tenants to make required payments. If the financial condition of a specific tenant were to deteriorate, resulting in an impairment of its ability to make payments, additional allowances may be required.

***Reserve for Possible Credit Losses***

The expense for possible credit losses in connection with debt and preferred equity investments is the charge to earnings to increase the allowance for possible credit losses to the level that we estimate to be adequate, based on Level 3 data, considering delinquencies, loss experience and collateral quality. Other factors considered relate to geographic trends and product diversification, the size of the portfolio and current economic conditions. Based upon these factors, we establish the provision for possible credit losses on each individual investment. When it is probable that we will be unable to collect all amounts contractually due, the investment is considered impaired.

Where impairment is indicated on an investment that is held to maturity, a valuation allowance is measured based upon the excess of the recorded investment amount over the net fair value of the collateral. Any deficiency between the carrying amount of an asset and the calculated value of the collateral is charged to expense. We recorded approximately \$10.9 million, \$19.8 million and \$38.4 million in loan loss reserves and charge offs during the years ended December 31, 2011, 2010 and 2009, respectively, on investments being held to maturity, and none, \$1.0 million and \$69.1 million against our held for sale investment during the years ended December 31, 2011, 2010 and 2009, respectively. We also recorded approximately \$4.4 million and \$3.7 million in recoveries during the years ended December 31, 2011 and 2010, respectively, in connection with the sale of investments.

Debt and preferred equity investments held for sale are carried at the lower of cost or fair market value using available market information obtained through consultation with dealers or other originators of such investments as well as discounted cash flow models based on Level 3 data pursuant to ASC 820-10. As circumstances change, management may conclude not to sell an investment designated as held for sale. In such situations, the loan will be reclassified at its net carrying value to debt and preferred equity investments held to maturity. For these reclassified loans, the difference between the current carrying value and the expected cash to be collected at maturity will be accreted into income over the remaining term of the loan.

***Derivative Instruments***

In the normal course of business, we use a variety of derivative instruments to manage, or hedge, interest rate risk. We require that hedging derivative instruments be effective in reducing the interest rate risk exposure that



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they are designated to hedge. This effectiveness is essential for qualifying for hedge accounting. Some derivative instruments are associated with an anticipated transaction. In those cases, hedge effectiveness criteria also require that it be probable that the underlying transaction occurs. Instruments that meet these hedging criteria are formally designated as hedges at the inception of the derivative contract.

To determine the fair values of derivative instruments, we use a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date. For the majority of financial instruments including most derivatives, long-term investments and long-term debt, standard market conventions and techniques such as discounted cash flow analysis, option-pricing models, replacement cost, and termination cost are used to determine fair value. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

**Results of Operations*****Comparison of the year ended December 31, 2011 to the year ended December 31, 2010***

The following comparison for the year ended December 31, 2011, or 2011, to the year ended December 31, 2010, or 2010, makes reference to the following: (i) the effect of the "Same-Store Properties," which represents all operating properties owned by us in the same manner at January 1, 2010 and at December 31, 2011 and totaled 45 of our 51 consolidated properties, representing approximately 68% of our share of annualized rental revenue, (ii) the effect of the "Acquisitions," which represents all properties or interests in properties acquired in 2010 and 2011 and all non-Same-Store Properties, including properties deconsolidated during the period, and (iii) "Other," which represents corporate level items not allocable to specific properties, as well as the Service Corporation and eEmerge. Assets classified as held for sale, are excluded from the following discussion.

| <b>Rental Revenues (in millions)</b> | <b>2011</b>       | <b>2010</b>     | <b>\$ Change</b> | <b>% Change</b> |
|--------------------------------------|-------------------|-----------------|------------------|-----------------|
| Rental revenue                       | \$ 961.9          | \$ 782.5        | \$ 179.4         | 22.9%           |
| Escalation and reimbursement revenue | 145.6             | 118.2           | 27.4             | 23.2            |
| <b>Total</b>                         | <b>\$ 1,107.5</b> | <b>\$ 900.7</b> | <b>\$ 206.8</b>  | <b>23.0%</b>    |
| Same-Store Properties                | \$ 880.0          | \$ 873.3        | \$ 6.7           | 0.8%            |
| Acquisitions                         | 226.3             | 24.1            | 202.2            | 839.0           |
| Other                                | 1.2               | 3.3             | (2.1)            | (63.6)          |
| <b>Total</b>                         | <b>\$ 1,107.5</b> | <b>\$ 900.7</b> | <b>\$ 206.8</b>  | <b>23.0%</b>    |

Occupancy in the Same-Store Properties was 90.3% at December 31, 2011 and 89.4% at December 31, 2010. The increase in rental revenue from the Acquisitions is primarily due to owning these properties during 2011 compared to a partial period or not being included in 2010.

Occupancy for our same-store Manhattan portfolio at December 31, 2011 was 94.0 percent as compared to 92.7 percent for the same period in the previous year. During the year ended December 31, 2011, we signed 205 office leases in our Manhattan portfolio totaling 2.3 million square feet. Forty-three leases totaling 614,833 square feet represented office leases that replaced previous vacancies, while 162 office leases comprising 1,690,423 square feet had average starting rents of \$55.34 per rentable square foot, representing a 7.3 percent increase over the previously fully escalated rents on the same office spaces. The average lease term on the Manhattan office leases signed during the year ended December 31, 2011 was 9.6 years and average tenant concessions were 3.7 months of free rent with a tenant improvement allowance and lease commissions of \$49.59 per rentable square foot. Of the 2.0 million square feet of office leases which commenced during 2011, 434,018 square feet represented office leases that replaced previous vacancies, while 1.6 million square feet represented office leases that had average starting rents of \$53.37 per rentable square foot, representing a 4.3 percent increase over the previously fully escalated rents on the same office spaces.

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Occupancy for our Suburban portfolio was 86.2 percent at December 31, 2011 as compared to 87.3 percent for the same period in the previous year. During the year ended December 31, 2011, we signed 109 office leases in the Suburban portfolio totaling 574,046 square feet. Thirty-three leases and 183,425 square feet represented office leases that replaced previous vacancies, while 76 office leases comprising 390,621 square feet had average starting rents of \$33.86 per rentable square foot, representing a 2.5 percent decrease over the previously fully escalated rents on the same office spaces. The average lease term on the Suburban office leases signed during the year ended December 31, 2011 was 7.3 years and average tenant concessions were 6.9 months of free rent with a tenant improvement allowance and lease commissions of \$33.16 per rentable square foot. Of the 528,788 square feet of office leases which commenced during 2011, 107,595 square feet represented office leases that replaced previous vacancies, while 421,193 square feet represented office leases that had average starting rents of \$33.75 per rentable square foot, representing a 2.8 percent decrease over the previously fully escalated rents on the same office spaces.

At December 31, 2011, approximately 4.1% and 11.6% of the space leased at our consolidated Manhattan and Suburban properties, respectively, is expected to expire during 2012. We estimated that the current market rents on these expected 2012 lease expirations at our consolidated Manhattan and Suburban properties would be approximately 12.7% and 3.6% higher, respectively, than then existing in-place fully escalated rents. We estimated that the current market rents on all our consolidated Manhattan and Suburban properties were approximately 10.9% and 3.0% higher, respectively, than the existing in-place fully escalated rents on leases that are scheduled to expire in all future years.

The increase in escalation and reimbursement revenue was due to higher recoveries at the Acquisitions (\$26.8 million) and Same-Store Properties (\$0.9 million) which were offset by lower recoveries at the Other properties (\$0.3 million). The increase in recoveries at the Same-Store Properties was primarily due to operating expense escalations (\$2.3 million) which were partially offset by lower real estate tax recoveries (\$1.0 million) and electric reimbursements (\$0.4 million).

| Investment and Other Income (in millions)             | 2011            | 2010            | \$ Change        | % Change       |
|---|-----------------|-----------------|------------------|----------------|
| Equity in net income of unconsolidated joint ventures | \$ 1.6          | \$ 39.6         | \$ (38.0)        | (96.0)%        |
| Investment and preferred equity income                | 120.4           | 147.9           | (27.5)           | (18.6)         |
| Other income  | 35.5            | 35.7            | (0.2)            | (0.6)          |
| <b>Total</b>  | <b>\$ 157.5</b> | <b>\$ 223.2</b> | <b>\$ (65.7)</b> | <b>(29.4)%</b> |

The decrease in equity in net income of unconsolidated joint ventures was primarily due to lower net income contributions from 800 Third Avenue (\$0.7 million), 1221 Avenue of the Americas which was sold in May 2010 (\$10.5 million), 1515 Broadway, which we consolidated in April 2011 (\$7.8 million), 1552 Broadway (\$1.3 million), 280 Park Avenue (\$18.1 million) and 2 Herald Square (\$5.9 million) and 885 Third Avenue (\$7.1 million), both of which were acquired in December 2010. This was partially offset by higher net income contributions primarily from our investments in Jericho Plaza (\$0.8 million), 1551 Broadway due to a refinancing prior to the sale (\$2.2 million), 3 Columbus Circle (\$1.6 million), 450 West 33<sup>rd</sup> Street, a mezzanine debt joint venture (\$1.1 million), 717 Fifth Avenue (\$1.8 million), 180 Broadway (\$1.2 million) and 600 Lexington Avenue (\$4.2 million). Occupancy at our joint venture properties was 92.3% at December 31, 2011 and 95.2% at December 31, 2010. At December 31, 2011, approximately 7.0% and 10.7% of the space leased at our Manhattan and Suburban joint venture properties are expected to expire during 2012. We estimated that current market rents on these expected 2012 lease expirations at our Manhattan and Suburban joint venture properties were approximately 29.5% higher and 5.7% lower, respectively, than then existing in-place fully escalated rents.

Investment and preferred equity income decreased during 2011. In 2011, debt investments totaling \$352.8 million (inclusive of the 280 Park Avenue transaction) were sold or repaid resulting in the recognition of additional income of \$43.0 million during 2011. In September 2010, 510 Madison Avenue was sold by the owner. The first mortgage loan and senior mezzanine loan, which we had purchased in December 2009 and February 2010 for \$180.5 million in the aggregate, were repaid at par. We recognized additional income upon the

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repayment of the loans of approximately \$64.8 million. During 2011, we also originated or purchased \$615.0 million of new debt investments at a weighted average current yield of 10.0%. The weighted average investment balance outstanding and weighted average yield were \$809.1 million and 7.9%, respectively, for 2011 compared to \$862.0 million and 8.5%, respectively, for 2010. As of December 31, 2011, the debt and preferred equity investments had a weighted average term to maturity of approximately 3.0 years.

The decrease in other income was primarily due to lower contribution from the Service Corporation (\$2.4 million) and lower lease buy-out income (\$1.6 million), which was partially offset by an increase in other fee income (\$2.7 million).

| <b>Property Operating Expenses (in millions)</b> | <b>2011</b>     | <b>2010</b>     | <b>\$ Change</b> | <b>% Change</b> |
|--|-----------------|-----------------|------------------|-----------------|
| Operating expenses                               | \$ 263.7        | \$ 224.7        | \$ 39.0          | 17.4%           |
| Real estate taxes                                | 174.5           | 145.8           | 28.7             | 19.7            |
| Ground rent                                      | 32.9            | 31.2            | 1.7              | 5.4             |
| <b>Total</b>                                     | <b>\$ 471.1</b> | <b>\$ 401.7</b> | <b>\$ 69.4</b>   | <b>17.3%</b>    |
| <b>Same-Store Properties</b>                     | <b>\$ 385.9</b> | <b>\$ 375.6</b> | <b>\$ 10.3</b>   | <b>2.7%</b>     |
| Acquisitions                                     | 74.0            | 12.8            | 61.2             | 478.1           |
| Other  | 11.2            | 13.3            | (2.1)            | (15.8)          |
| <b>Total</b>                                     | <b>\$ 471.1</b> | <b>\$ 401.7</b> | <b>\$ 69.4</b>   | <b>17.3%</b>    |

Same-Store Properties operating expenses increased approximately \$10.3 million. There were increases in real estate taxes (\$4.4 million), payroll costs (\$1.1 million), cleaning and repairs and maintenance (\$4.7 million), ground rent (\$1.7 million) and other expenses (\$0.2 million). This was partially offset by decreases in utilities (\$0.3 million) and insurance costs (\$1.5 million).

| <b>Other Expenses (in millions)</b>                        | <b>2011</b>     | <b>2010</b>     | <b>\$ Change</b> | <b>% Change</b> |
|--|-----------------|-----------------|------------------|-----------------|
| Interest expense, net of interest income                   | \$ 300.0        | \$ 239.7        | \$ 60.3          | 25.2%           |
| Depreciation and amortization expense                      | 277.3           | 225.2           | 52.1             | 23.1            |
| Loan loss and other investment reserves, net of recoveries | 6.7             | 17.8            | (11.1)           | (62.4)          |
| Transaction related costs                                  | 5.6             | 11.8            | (6.2)            | (52.5)          |
| Marketing, general and administrative expense              | 80.1            | 75.9            | 4.2              | 5.5             |
| <b>Total</b>   | <b>\$ 669.7</b> | <b>\$ 570.4</b> | <b>\$ 99.3</b>   | <b>17.4%</b>    |

The increase in interest expense was primarily attributable to higher average consolidated debt balances outstanding during the period due to the increase in investment activity in 2011, inclusive of the acquisitions of 1515 Broadway, 521 Fifth Avenue and 180 Maiden Lane. The weighted average debt balance outstanding increased from \$4.8 billion during the year ended December 30, 2010 to \$5.8 billion during the year ended December 31, 2011. The weighted average interest rate increased from 4.76% for the year ended December 31, 2010 to 4.87% for the year ended December 31, 2011.

Loan loss and other investment reserves decreased year over year. We recorded \$11.1 million in reserves and \$4.4 million in recoveries in 2011 compared to \$17.8 million in reserves and no recoveries in 2010.

Marketing, general and administrative expense represented 5.4% of total revenues, including our share of joint venture revenues, in 2011 compared to 5.6% in 2010.

### ***Comparison of the year ended December 31, 2010 to the year ended December 31, 2009***

The following comparison for the year ended December 31, 2010, or 2010, to the year ended December 31, 2009, or 2009, makes reference to the following: (i) the effect of the "Same-Store Properties," which represents all operating properties owned by us at January 1, 2009 and at December 31, 2010, excluding properties which were

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sold or reclassified to assets held for sale in 2011 and total 43 of our 47 consolidated properties, representing approximately 70% of our share of annualized rental revenue, (ii) the effect of the "Acquisitions," which represents all properties or interests in properties acquired subsequent to January 1, 2009 and all non-Same-Store Properties, including properties deconsolidated during the period, and (iii) "Other," which represents corporate level items not allocable to specific properties, as well as the Service Corporation and eMerge. Assets classified as held for sale, are excluded from the following discussion.

| Rental Revenues (in millions)        | 2010            | 2009            | \$ Change      | % Change    |
|--------------------------------------|-----------------|-----------------|----------------|-------------|
| Rental revenue                       | \$ 782.5        | \$ 746.6        | \$ 35.9        | 4.8%        |
| Escalation and reimbursement revenue | 118.2           | 119.0           | (0.8)          | (0.7)       |
| <b>Total</b>                         | <b>\$ 900.7</b> | <b>\$ 865.6</b> | <b>\$ 35.1</b> | <b>4.1%</b> |
| Same-Store Properties                | \$ 855.3        | \$ 851.4        | \$ 3.9         | 0.5%        |
| Acquisitions                         | 43.7            | 8.5             | 35.2           | 414.1       |
| Other                                | 1.7             | 5.7             | (4.0)          | (70.2)      |
| <b>Total</b>                         | <b>\$ 900.7</b> | <b>\$ 865.6</b> | <b>\$ 35.1</b> | <b>4.1%</b> |

Our consolidated rental revenue increased primarily from the Acquisitions, which included 100 Church Street (January 2010) and 125 Park Avenue (August 2010). Occupancy in the Same-Store Properties was 91.5% at December 31, 2010 and 93.5% at December 31, 2009.

During the year ended December 31, 2010, we commenced 232 leases in the Manhattan portfolio totaling 2.4 million square feet, of which 194 leases and 2.3 million square feet represented office leases. Average starting Manhattan office rents of \$43.17 per rentable square foot on 1.8 million square feet of office leases commenced during the year ended December 31, 2010 represented a 2.8% decrease over the previously fully escalated rents. The average lease term was 10.6 years and average tenant concessions were 4.8 months of free rent with a tenant improvement allowance of \$35.04 per rentable square foot.

During the year ended December 31, 2010, we commenced 117 leases in the Suburban portfolio totaling 899,000 square feet, of which 99 leases and 857,000 square feet represented office leases. Average starting Suburban office rents of \$29.30 per rentable square foot on 695,000 square feet of office leases commenced during for the year ended December 31, 2010 represented a 9.8% decrease over the previously fully escalated rents. The average lease term was 6.8 years and average tenant concessions were 3.7 months of free rent with a tenant improvement allowance of \$14.98 per rentable square foot.

At December 31, 2010, we estimated that the current market rents on our consolidated Manhattan properties and consolidated Suburban properties were approximately 5.0% and 5.1% higher, respectively, than then existing in-place fully escalated rents. Approximately 8.3% of the space leased at our consolidated properties expires during 2011.

The decrease in escalation and reimbursement revenue was due to lower recoveries at the Same-Store Properties (\$4.0 million) which was partially offset by an increase in recoveries from the Acquisitions (\$3.5 million). The decrease in recoveries at the Same-Store Properties was primarily due to lower electric reimbursements (\$3.9 million) and operating expense and real estate tax escalations (\$0.7 million) which were partially offset by other reimbursed expenses (\$0.6 million).

| Investment and Other Income (in millions)               | 2010            | 2009            | \$ Change      | % Change     |
|---|-----------------|-----------------|----------------|--------------|
| Equity in net income from unconsolidated joint ventures | \$ 39.6         | \$ 62.9         | \$ (23.3)      | (37.0)%      |
| Investment and preferred equity income                  | 147.9           | 65.6            | 82.3           | 125.5        |
| Other income  | 35.7            | 47.1            | (11.4)         | (24.2)       |
| <b>Total</b>  | <b>\$ 223.2</b> | <b>\$ 175.6</b> | <b>\$ 47.6</b> | <b>27.1%</b> |

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The decrease in equity in net income of unconsolidated joint ventures was primarily due to lower net income contributions from 1221 Avenue of the Americas due to the sale of our 45% beneficial interest in this joint venture in May 2010 (\$21.2 million), 521 Fifth Avenue (\$1.2 million), 600 Lexington Avenue due to the expensing of transaction related costs (\$3.6 million) and 1515 Broadway (\$5.2 million). This was partially offset by higher net income contributions primarily from our investments in 100 Park Avenue (\$3.8 million), 141 Fifth Avenue (\$1.2 million), 29 West 34<sup>th</sup> Street (\$1.0 million) and Gramercy (\$3.5 million).

Occupancy at our joint venture properties was 95.0% at December 31, 2010 and 95.1% at December 31, 2009. At December 31, 2010, we estimated that current market rents at our Manhattan and Suburban joint venture properties were approximately 16.3% and 9.3% higher, respectively, than then existing in-place fully escalated rents. Approximately 3.7% of the space leased at our joint venture properties expires during 2011.

Preferred equity and investment income increased primarily due to additional income generated upon the repayment of loans as well as new investment activity. In addition, in September 2010, 510 Madison Avenue was sold by the owner. The first mortgage loan and senior mezzanine loan, which we had purchased in December 2009 and February 2010 for \$180.5 million in the aggregate, were repaid at par. We recognized additional income upon the repayment of the loans of approximately \$64.8 million. The income was recorded in preferred equity and investment income on the accompanying statement of income. In addition, the weighted average investment balance outstanding and weighted average yield were \$862.0 million and 8.5%, respectively, for 2010 compared to \$652.9 million and 8.4%, respectively, for 2009.

The decrease in other income was primarily due to lower fee income earned (\$11.2 million).

| Property Operating Expenses (in millions) | 2010            | 2009            | \$ Change      | % Change    |
|---|-----------------|-----------------|----------------|-------------|
| Operating expenses                        | \$ 224.7        | \$ 209.3        | \$ 15.4        | 7.4%        |
| Real estate taxes                         | 145.8           | 136.6           | 9.2            | 6.7         |
| Ground rent                               | 31.2            | 31.8            | (0.6)          | (1.9)       |
| <b>Total</b>                              | <b>\$ 401.7</b> | <b>\$ 377.7</b> | <b>\$ 24.0</b> | <b>6.4%</b> |
| <b>Same-Store Properties</b>              | <b>\$ 365.0</b> | <b>\$ 359.5</b> | <b>\$ 5.5</b>  | <b>1.5%</b> |
| Acquisitions                              | 24.6            | 4.2             | 20.4           | 485.7       |
| Other                                     | 12.1            | 14.0            | (1.9)          | (13.6)      |
| <b>Total</b>                              | <b>\$ 401.7</b> | <b>\$ 377.7</b> | <b>\$ 24.0</b> | <b>6.4%</b> |

Same-Store Properties operating expenses, excluding real estate taxes, increased approximately \$1.4 million. There were increases in payroll costs (\$3.1 million) and repairs and maintenance (\$1.5 million). This was partially offset by decreases in utilities (\$2.5 million) and ground rent (\$0.7 million).

The increase in real estate taxes attributable to the Same-Store Properties (\$4.1 million) due to higher assessed property values and increased tax rates.

| Other Expenses (in millions)                               | 2010            | 2009            | \$ Change         | % Change       |
|--|-----------------|-----------------|-------------------|----------------|
| Interest expense, net of interest income                   | \$ 239.7        | \$ 239.7        | \$                | %              |
| Depreciation and amortization expense                      | 225.2           | 220.4           | 4.8               | 2.2            |
| Loan loss and other investment reserves, net of recoveries | 17.8            | 150.5           | (132.7)           | (88.2)         |
| Transaction related costs                                  | 11.9            |                 | 11.9              | 100.0          |
| Marketing, general and administrative expense              | 75.9            | 74.0            | 1.9               | 2.6            |
| <b>Total</b>   | <b>\$ 570.5</b> | <b>\$ 684.6</b> | <b>\$ (114.1)</b> | <b>(16.7)%</b> |

The decrease in interest expense was primarily attributable to the early repurchase of our exchangeable and non-exchangeable notes and the reduction of the outstanding balance on our 2007 unsecured revolving credit facility which was partially offset by the issuance of new exchangeable and non-exchangeable notes. The weighted

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average debt balance decreased from \$5.1 billion as of December 31, 2009 to \$4.8 billion as of December 31, 2010, while the weighted average interest rate increased from 4.3% for the year ended December 31, 2009 to 4.76% for the year ended December 31, 2010.

We expensed approximately \$11.9 million of transaction related costs during the year ended December 31, 2010. Transaction related costs included approximately \$1.8 million for non-recoverable costs incurred in connection with the pursuit of a redevelopment project.

Marketing, general and administrative expense represented 6.9% of total revenues in 2010 compared to 7.4% in 2009.

### **Liquidity and Capital Resources**

We currently expect that our principal sources of funds to meet our short-term and long-term liquidity requirements for working capital and funds for acquisition and redevelopment of properties, tenant improvements, leasing costs, repurchases or repayments of outstanding indebtedness (which may include exchangeable debt) and for debt and preferred equity investments will include:

- (1) Cash flow from operations;
- (2) Cash on hand;
- (3) Borrowings under our 2011 revolving credit facility;
- (4) Other forms of secured or unsecured financing;
- (5) Net proceeds from divestitures of properties and redemptions, participations and dispositions of debt and preferred equity investments; and
- (6) Proceeds from common or preferred equity or debt offerings by us, our Operating Partnership (including issuances of limited partnership units in the operating partnership and trust preferred securities) or ROP.

Cash flow from operations is primarily dependent upon the occupancy level of our portfolio, the net effective rental rates achieved on our leases, the collectability of rent and operating escalations and recoveries from our tenants and the level of operating and other costs. Additionally, we believe that our joint venture investment programs will also continue to serve as a source of capital.

Our combined aggregate principal maturities of our property mortgages and other loans payable, corporate obligations and our share of joint venture debt, including as-of-right extension options, as of December 31, 2011 are as follows (in thousands):

|                              | 2012              | 2013              | 2014              | 2015              | 2016                | Thereafter          | Total               |
|------------------------------|-------------------|-------------------|-------------------|-------------------|---------------------|---------------------|---------------------|
| Property Mortgages and loans | \$ 52,443         | \$ 568,649        | \$ 647,776        | \$ 270,382        | \$ 556,400          | \$ 2,278,190        | \$ 4,373,840        |
| Corporate obligations        | 119,423           |                   | 98,578            | 657               | 624,804             | 877,194             | 1,720,656           |
| Joint venture debt-our share | 176,457           | 93,683            | 123,983           | 102,476           | 527,814             | 800,102             | 1,824,515           |
| <b>Total</b>                 | <b>\$ 348,323</b> | <b>\$ 662,332</b> | <b>\$ 870,337</b> | <b>\$ 373,515</b> | <b>\$ 1,709,018</b> | <b>\$ 3,955,486</b> | <b>\$ 7,919,011</b> |

As of December 31, 2011, we had approximately \$163.5 million of cash on hand, inclusive of approximately \$25.3 million of marketable securities. We expect to generate positive cash flow from operations for the foreseeable future. We may seek to access private and public debt and equity capital when the opportunity presents itself, although there is no guarantee that this capital will be made available to us at efficient levels or at all. Management believes that these sources of liquidity, if we are able to access them, along with potential refinancing opportunities for secured debt, will allow us to satisfy our debt obligations, as described above, upon maturity, if not before.



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We also have investments in several real estate joint ventures with various partners who we consider to be financially stable and who have the ability to fund a capital call when needed. Most of our joint ventures are financed with non-recourse debt. We believe that property level cash flows along with unfunded committed indebtedness and proceeds from the refinancing of outstanding secured indebtedness will be sufficient to fund the capital needs of our joint venture properties.

### **Cash Flows**

The following summary discussion of our cash flows is based on our consolidated statements of cash flows in "Item 8. Financial Statements" and is not meant to be an all-inclusive discussion of the changes in our cash flows for the periods presented below.

Cash and cash equivalents were \$138.2 million and \$332.8 million at December 31, 2011 and 2010, respectively, representing a decrease of \$194.6 million. The decrease was a result of the following changes in cash flows (in thousands):

|   | Year ended December 31, |              |                        |
|---|-------------------------|--------------|------------------------|
|   | 2011                    | 2010         | Increase<br>(Decrease) |
| Net cash provided by operating activities           | \$ 312,860              | \$ 321,058   | \$ (8,198)             |
| Net cash (used in) provided by investing activities | \$ (739,597)            | \$ 18,815    | \$ (758,412)           |
| Net cash provided by (used in) financing activities | \$ 232,099              | \$ (350,758) | \$ 582,857             |

Our principal source of operating cash flow is related to the leasing and operating of the properties in our portfolio. Our properties provide a relatively consistent stream of cash flow that provides us with resources to pay operating expenses, debt service and fund quarterly dividend and distribution payment requirements. At December 31, 2011, our portfolio was 91.2% occupied. Our debt and preferred equity and joint venture investments also provide a steady stream of operating cash flow to us.

Cash is used in investing activities to fund acquisitions, redevelopment projects and recurring and nonrecurring capital expenditures. We selectively invest in new projects that enable us to take advantage of our development, leasing, financing and property management skills and invest in existing buildings that meet our investment criteria. During the year ended December 31, 2011, when compared to the year ended December 31, 2010, we used cash primarily for the following investing activities (in thousands):

|   |                  |
|---|------------------|
| Acquisitions of real estate                                     | \$ (176,142)     |
| Capital expenditures and capitalized interest                   | (50,955)         |
| Escrow cash-capital improvements/acquisition deposits           | 69,496           |
| Joint venture investments                                       | (22,076)         |
| Distributions from joint ventures                               | 59,439           |
| Proceeds from sales of real estate/partial interest in property | (462,573)        |
| Debt and preferred equity and other investments                 | (175,601)        |
| <br>Increase in net cash provided by investing activities       | <br>\$ (758,412) |

Funds spent on capital expenditures, which comprise building and tenant improvements, increased from \$108.1 million for the year ended December 31, 2010 to \$159.1 million for the year ended December 31, 2011. The increased capital expenditures relate primarily to costs incurred in connection with the redevelopment of properties and the build-out of space for tenants resulting from leasing activity.

We fund our investment activity through various sources including property-level financing, our 2011 revolving credit facility, senior unsecured notes, convertible or exchangeable securities, construction loans, asset sales and



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from time to time, we issue common or preferred stock. During the year ended December 31, 2011, when compared to the year ended December 31, 2010, we used cash for the following financing activities (in thousands):

|  |              |
|--|--------------|
| Proceeds from our debt obligations                                 | \$ 1,887,716 |
| Repayments under our debt obligations                              | (1,612,064)  |
| Proceeds from issuance of common stock                             | 516,168      |
| Proceeds from issuance of preferred stock                          | (122,041)    |
| Redemption of noncontrolling interests                             | 13,012       |
| Noncontrolling interests, contributions in excess of distributions | (133,093)    |
| Other financing activities   | 38,041       |
| Dividends and distributions paid                                   | (4,882)      |
| <br>   |              |
| Increase in cash used in financing activities                      | \$ 582,857   |

### **Capitalization**

As of December 31, 2011, we had 85,797,723 shares of common stock, 2,764,737 units of limited partnership interest in our operating partnership held by persons other than the Company, 11,700,000 shares of our 7.625% Series C cumulative redeemable preferred stock, or Series C preferred stock, and 4,000,000 shares of our 7.875% Series D cumulative redeemable preferred stock, or Series D preferred stock, outstanding. In addition, we also had preferred limited partnership interests in our Operating Partnership having aggregate liquidation preferences of \$33.8 million held by persons other than the Company.

In 2011, we, along with the Operating Partnership, entered into "at-the-market" equity offering programs, or ATM programs, to sell an aggregate of \$775.0 million of our common stock. As of December 31, 2011, we had sold 6.7 million shares of our common stock through the ATM programs for aggregate gross proceeds of approximately \$525.0 million (\$517.1 million of net proceeds after related expenses). The net proceeds were used to repay debt, fund new investments and for other corporate purposes. As of December 31, 2011, we had \$250.0 million available to issue under the ATM programs.

### **Rights Plan**

We adopted a shareholder rights plan which provided, among other things, that when specified events occur, our common stockholders would be entitled to purchase from us a new created series of junior preferred shares. This plan expired in March 2010.

### **Dividend Reinvestment and Stock Purchase Plan**

We filed a registration statement with the SEC for our dividend reinvestment and stock purchase plan, or DRIP, which was declared effective in March 2009. We registered 2,000,000 shares of common stock under the DRIP. The DRIP commenced on September 24, 2001.

During the years ended December 31, 2011 and 2010, approximately 473 and 250,900 shares of our common stock were issued and approximately \$34,000 and \$11.3 million of proceeds were received, respectively, from dividend reinvestments and/or stock purchases under the DRIP. DRIP shares may be issued at a discount to the market price.

### **Second Amended and Restated 2005 Stock Option and Incentive Plan**

Subject to adjustments upon certain corporate transactions or events, up to a maximum of 10,730,000 fungible units may be granted as options, restricted stock, phantom shares, dividend equivalent rights and other equity-based awards under the Second Amended and Restated 2005 Stock Option and Incentive Plan, or the 2005 Plan. At December 31, 2011, approximately 3.8 million fungible units, calculated on a weighted basis, were available for issuance under the 2005 Plan, or 4.8 million shares of common stock if all shares available under the 2005 Plan were issued as five-year stock options.

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**2003 Long-Term Outperformance Compensation Program**

Our board of directors adopted a long-term, seven-year compensation program for certain members of senior management. The program provided for restricted stock awards to be made to plan participants if the holders of our common equity achieved a total return in excess of 40% over a 48-month period commencing April 1, 2003. In April 2007, the compensation committee determined that under the terms of the 2003 Outperformance Plan, as of March 31, 2007, the performance hurdles had been met and the maximum performance pool of \$22,825,000, taking into account forfeitures, was established. In connection with this event, approximately 166,312 shares of restricted stock (as adjusted for forfeitures) were allocated under the 2005 Plan. In accordance with the terms of the program, 40% of each award vested on March 31, 2007 and the remainder vested ratably over the subsequent three years based on continued employment. The fair value of the awards under this program on the date of grant was determined to be \$3.2 million. This fair value is expensed over the term of the restricted stock award. Forty percent of the value of the award was amortized over four years from the date of grant and the balance was amortized, in equal parts, over five, six and seven years (i.e., 20% of the total value was amortized over five years (20% per year), 20% of the total value was amortized over six years (16.67% per year) and 20% of the total value was amortized over seven years (14.29% per year). We recorded compensation expense of \$23,000 and \$0.1 million related to this plan during the years ended December 31, 2010 and 2009, respectively. The cost of the 2003 Outperformance Plan had been fully expensed as of March 31, 2010.

**2005 Long-Term Outperformance Compensation Program**

In December 2005, the compensation committee of our board of directors approved a long-term incentive compensation program, the 2005 Outperformance Plan. Participants in the 2005 Outperformance Plan were entitled to earn LTIP Units in our Operating Partnership if our total return to stockholders for the three-year period beginning December 1, 2005 exceeded a cumulative total return to stockholders of 30%; provided that participants were entitled to earn LTIP Units earlier in the event that we achieved maximum performance for 30 consecutive days. The total number of LTIP Units that could be earned was to be a number having an assumed value equal to 10% of the outperformance amount in excess of the 30% benchmark, subject to a maximum dilution cap equal to the lesser of 3% of our outstanding shares and units of limited partnership interest as of December 1, 2005 or \$50.0 million. On June 14, 2006, the compensation committee determined that under the terms of the 2005 Outperformance Plan, as of June 8, 2006, the performance period had accelerated and the maximum performance pool of \$49,250,000, taking into account forfeitures, had been earned. Under the terms of the 2005 Outperformance Plan, participants also earned additional LTIP Units with a value equal to the distributions that would have been paid with respect to the LTIP Units earned if such LTIP Units had been earned at the beginning of the performance period. The total number of LTIP Units earned under the 2005 Outperformance Plan by all participants as of June 8, 2006 was 490,475. Under the terms of the 2005 Outperformance Plan, all LTIP Units that were earned remained subject to time-based vesting, with one-third of the LTIP Units earned vested on each of November 30, 2008 and the first two anniversaries thereafter based on continued employment. The earned LTIP Units received regular quarterly distributions on a per unit basis equal to the dividends per share paid on our common stock, whether or not they were vested.

The cost of the 2005 Outperformance Plan (approximately \$8.0 million, subject to adjustment for forfeitures) was amortized into earnings through the final vesting period. We recorded approximately \$1.6 million and \$2.3 million of compensation expense during the years ended December 31, 2010 and 2009, respectively, in connection with the 2005 Outperformance Plan. The cost of the 2005 Outperformance Plan had been fully expensed as of June 30, 2010.

**2006 Long-Term Outperformance Compensation Program**

In August 2006, the compensation committee of our board of directors approved a long-term incentive compensation program, the 2006 Outperformance Plan. The performance criteria under the 2006 Outperformance Plan were not met and, accordingly, no LTIP Units were earned under the 2006 Outperformance Plan.

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The cost of the 2006 Outperformance Plan (approximately \$16.4 million, subject to adjustment for forfeitures) was amortized into earnings through July 31, 2011. We recorded approximately \$70,000, \$0.2 million and \$0.4 million of compensation expense during the years ended December 31, 2011, 2010 and 2009, respectively, in connection with the 2006 Outperformance Plan. The performance criteria under the 2006 Outperformance Plan were not met and, accordingly, no LTIP Units were earned under the 2006 Outperformance Plan. The cost of the 2006 Outperformance Plan had been fully expensed as of September 30, 2011.

**SL Green Realty Corp. 2010 Notional Unit Long-Term Compensation Plan**

In December 2009, the compensation committee of our board of directors approved the general terms of the SL Green Realty Corp. 2010 Notional Unit Long-Term Compensation Program, or the 2010 Long Term Compensation Plan. The 2010 Long-Term Compensation Plan is a long-term incentive compensation plan pursuant to which award recipients may earn, in the aggregate, from approximately \$15 million up to approximately \$75 million of LTIP Units in our Operating Partnership based on our stock price appreciation over three years beginning on December 1, 2009; provided that, if maximum performance has been achieved, approximately \$25 million of awards may be earned at any time after the beginning of the second year and an additional approximately \$25 million of awards may be earned at any time after the beginning of the third year. The amount of awards earned will range from approximately \$15 million if our aggregate stock price appreciation during the performance period is 25% to the maximum amount of approximately \$75 million if our aggregate stock price appreciation during the performance period is 50% or greater. No awards will be earned if our aggregate stock price appreciation is less than 25%. After the awards are earned, they will remain subject to vesting, with 50% of any LTIP Units earned vesting on January 1, 2013 and an additional 25% vesting on each of January 1, 2014 and 2015 based, in each case, on continued employment through the vesting date. We will not pay distributions on any LTIP Units until they are earned, at which time we will pay all distributions that would have been paid on the earned LTIP Units since the beginning of the performance period. In January 2011, the compensation committee determined that under the terms of the 2010 Long Term Compensation Plan, as of December 5, 2010, maximum performance had been achieved and, accordingly, approximately 366,815 LTIP Units had been earned under the 2010 Long-Term Compensation Plan. In January 2012, the compensation committee determined that under the terms of the 2010 Long Term Compensation Plan, as of December 1, 2011, maximum performance had been achieved and, accordingly, approximately 385,583 LTIP Units had been earned under the 2010 Long-Term Compensation Plan. In accordance with the terms of the program, 50% of these LTIP Units will vest on January 1, 2013 and the remainder is scheduled to vest ratably over the subsequent two years based on continued employment.

Overall, the 2010 Long Term Compensation Plan contemplates maximum potential awards of 1,179,987 LTIP Units and a cap of approximately \$75 million when earned. However, sufficient shares were not available under the 2005 Plan to fund the entire 2010 Long Term Compensation Plan in December 2009, and the awards granted at that time, in the aggregate, were limited to 744,128 LTIP Units, subject to performance-based and time-based vesting, unless and until additional shares became available under the 2005 Plan prior to the end of the performance period for the 2010 Long Term Compensation Plan. At our annual meeting of stockholders on June 15, 2010, our stockholders approved the adoption of the 2005 Plan which, among other things, increased the number of shares available under the plan. That increase allowed us to award the balance of the LTIP Units due under the 2010 Long-Term Compensation Plan. The remaining awards were granted in June 2010. The cost of the 2010 Long Term Compensation Plan (approximately \$31.7 million, subject to forfeitures) will be amortized into earnings through the final vesting period. We recorded compensation expense of approximately \$9.3 million, \$4.0 million and \$0.6 million during the years ended December 31, 2011, 2010 and 2009, respectively, related to this program.

**SL Green Realty Corp. 2011 Outperformance Plan**

In August 2011, the compensation committee of our board of directors approved the general terms of the SL Green Realty Corp. 2011 Outperformance Plan, or the 2011 Outperformance Plan. Participants in the 2011 Outperformance Plan may earn, in the aggregate, up to \$85 million of LTIP Units in our Operating Partnership

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based on our total return to stockholders for the three-year period beginning September 1, 2011. Under the 2011 Outperformance Plan, participants will be entitled to share in a "performance pool" comprised of LTIP Units with a value equal to 10% of the amount, if any, by which our total return to stockholders during the three-year period exceeds a cumulative total return to stockholders of 25%, subject to the maximum of \$85 million of LTIP Units; provided that if maximum performance has been achieved, approximately one-third of each award may be earned at any time after the beginning of the second year and an additional approximately one-third of each award may be earned at any time after the beginning of the third year. LTIP Units earned under the 2011 Outperformance Plan will be subject to continued vesting requirements, with 50% of any awards earned vesting on August 31, 2014 and the remaining 50% vesting on August 31, 2015, subject to continued employment with us through such dates. Participants will not be entitled to distributions with respect to LTIP Units granted under the 2011 Outperformance Plan unless and until they are earned. If LTIP Units are earned, each participant will also be entitled to the distributions that would have been paid had the number of earned LTIP Units been issued at the beginning of the performance period, with such distributions being paid in the form of additional LTIP Units. Thereafter, distributions will be paid currently with respect to all earned LTIP Units, whether vested or unvested.

As of December 31, 2011, only 50% of the 2011 Outperformance Plan had been granted. The cost of the 2011 Outperformance Plan for the 50% granted (approximately \$12.1 million, subject to forfeitures) will be amortized into earnings through the final vesting period. We recorded compensation expense of approximately \$0.1 million during the year ended December 31, 2011 related to this program.

**Deferred Stock Compensation Plan for Directors**

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

During the year ended December 31, 2011, approximately 8,184 phantom stock units were earned. As of December 31, 2011, there were approximately 66,849 phantom stock units outstanding.

**Employee Stock Purchase Plan**

On September 18, 2007, our board of directors adopted the 2008 Employee Stock Purchase Plan, or ESPP, to encourage our employees to increase their efforts to make our business more successful by providing equity-based incentives to eligible employees. The ESPP is intended to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code of 1986, as amended, and has been adopted by the board to enable our eligible employees to purchase our shares of common stock through payroll deductions. The ESPP became effective on January 1, 2008 with a maximum of 500,000 shares of the common stock available for issuance, subject to adjustment upon a merger, reorganization, stock split or other similar corporate change. We filed a registration statement on Form S-8 with the Securities Exchange Commission with respect to the ESPP. The common stock is offered for purchase through a series of successive offering periods. Each offering period will be three months in duration and will begin on the first day of each calendar quarter, with the first offering period having commenced on January 1, 2008. The ESPP provides for eligible employees to purchase the common stock at a purchase price equal to 85% of the lesser of (1) the market value of the common stock on the first day of the offering period or (2) the market value of the common stock on the last day of the offering period. The ESPP was approved by our stockholders at our 2008 annual meeting of stockholders. As of December 31, 2011, approximately 55,600 shares of our common stock had been issued under the ESPP.

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At December 31, 2011, borrowings under our mortgages and other loans payable, our 2011 revolving credit facility, senior unsecured notes, trust preferred securities and our share of joint venture debt represented 55.7% of our combined market capitalization of approximately \$14.2 billion (based on a common stock price of \$66.64 per share, the closing price of our common stock on the New York Stock Exchange on December 31, 2011). Market capitalization includes our consolidated debt, common and preferred stock and the conversion of all units of limited partnership interest in our Operating Partnership, and our share of joint venture debt.

**Indebtedness**

The table below summarizes our consolidated mortgages and other loans payable, our 2011 revolving credit facility, senior unsecured notes and trust preferred securities outstanding at December 31, 2011 and 2010, respectively (dollars in thousands).

| <b>Debt Summary:</b>                          | <b>December 31,</b> |                     |
|---|---------------------|---------------------|
|   | <b>2011</b>         | <b>2010</b>         |
| <b>Balance</b>                                |                     |                     |
| Fixed rate                                    | \$ 4,802,009        | \$ 4,136,362        |
| Variable rate hedged                          | 30,000              |                     |
| <b>Total fixed rate</b>                       | <b>4,832,009</b>    | 4,136,362           |
| Variable rate                                 | 921,349             | 674,318             |
| Variable rate supporting variable rate assets | 341,138             | 440,333             |
| <b>Total variable rate</b>                    | <b>1,262,487</b>    | 1,114,651           |
| <b>Total</b>                                  | <b>\$ 6,094,496</b> | <b>\$ 5,251,013</b> |
| <b>Percent of Total Debt:</b>                 |                     |                     |
| Total fixed rate                              | 79.3%               | 78.8%               |
| Variable rate                                 | 20.7%               | 21.2%               |
| <b>Total</b>                                  | <b>100.0%</b>       | <b>100.0%</b>       |
| <b>Effective Interest Rate for the Year:</b>  |                     |                     |
| Fixed rate                                    | 5.99%               | 5.95%               |
| Variable rate                                 | 2.16%               | 1.79%               |
| <b>Effective interest rate</b>                | <b>4.87%</b>        | 4.76%               |

The variable rate debt shown above generally bears interest at an interest rate based on 30-day LIBOR (0.30% at both December 31, 2011 and 2010, respectively). Our consolidated debt at December 31, 2011 had a weighted average term to maturity of approximately 5.8 years.

Certain of our debt and preferred equity investments, with a face amount net of discount, of approximately \$341.1 million, are variable rate investments which mitigate our exposure to interest rate changes on our unhedged variable rate debt at December 31, 2011.

**Mortgage Financing**

As of December 31, 2011, our total mortgage debt (excluding our share of joint venture debt of approximately \$1.8 billion) consisted of approximately \$3.4 billion of fixed rate debt, including hedged variable rate debt, with an effective weighted average interest rate of approximately 5.77% and approximately \$942.5 million of variable rate debt with an effective weighted average interest rate of approximately 3.02%.

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In November 2011, we entered into a \$1.5 billion revolving credit facility, or the 2011 revolving credit facility. The 2011 revolving credit facility bears interest at a spread over LIBOR ranging from 100 basis points to 185 basis points, based on the credit rating assigned to the senior unsecured long term indebtedness of ROP. At December 31, 2011, the applicable spread was 150 basis points. The 2011 revolving credit facility matures in November 2015 and has a one-year as-of-right extension option, subject to certain conditions and the payment of an extension fee of 20 basis points. We also have an option, subject to customary conditions, without the consent of existing lenders, to increase the capacity under the 2011 revolving credit facility to \$1.75 billion at any time prior to the maturity date. We are required to pay quarterly in arrears a 17.5 to 45 basis point facility fee on the total commitments under the 2011 revolving credit facility, which fee is based on the credit rating assigned to the senior unsecured long term indebtedness of ROP. As of December 31, 2011, the facility fee was 35 basis points. At December 31, 2011, we had approximately \$350.0 million of borrowings and outstanding letters of credit totaling approximately \$99.3 million outstanding under the 2011 revolving credit facility, with undrawn capacity of approximately \$1.1 billion. See Restrictive Covenants below.

The Company, ROP and the Operating Partnership are all borrowers jointly and severally obligated under the 2011 revolving credit facility. No other subsidiary of ours is an obligor under the 2011 revolving credit facility.

**2007 Revolving Credit Facility**

The 2011 revolving credit facility replaced our \$1.5 billion revolving credit facility, or the 2007 revolving credit facility, which was terminated concurrently with the entering into the 2011 revolving credit facility. The 2007 revolving credit facility bore interest at a spread over the 30-day LIBOR ranging from 70 basis points to 110 basis points, based on our leverage ratio, and required a 12.5 to 20 basis point fee, also based on our leverage ratio, on the unused balance payable annually in arrears. The 2007 revolving credit facility included certain restrictions and covenants and, as of the time of the termination of the 2007 revolving credit facility and as of October 31, 2011, we were in compliance with all such restrictions and covenants.

**Senior Unsecured Notes**

The following table sets forth our senior unsecured notes and other related disclosures by scheduled maturity date as of December 31, 2011 (in thousands):

| Issuance                                 | December 31,<br>2011<br>Unpaid<br>Principal<br>Balance | December 31,<br>2011<br>Accreted<br>Balance | December 31,<br>2010<br>Accreted<br>Balance | Coupon<br>Rate <sup>(4)</sup> | Effective<br>Rate | Term<br>(in<br>Years) | Maturity            |
|--|--|---|---|-------------------------------|-------------------|-----------------------|---------------------|
| January 22,<br>2004 <sup>(1)(5)(7)</sup> | \$   | \$  | \$ 84,823                                   | 5.15%                         | 5.900%            | 7                     | January 15,<br>2011 |
| August 13,<br>2004 <sup>(1)(5)</sup>     | 98,578   | 98,578                                      | 98,578                                      | 5.875%                        | 6.100%            | 10                    | August 15,<br>2014  |
| March 31, 2006 <sup>(1)</sup>            | 275,000  | 274,804                                     | 274,764                                     | 6.00%                         | 6.200%            | 10                    | March 31,<br>2016   |
| March 16, 2010 <sup>(8)</sup>            | 250,000  | 250,000                                     | 250,000                                     | 7.75%                         | 7.750%            | 10                    | March 15,<br>2020   |
| June 27,<br>2005 <sup>(1)(2)(5)</sup>    | 657  | 657   | 657   | 4.00%                         | 4.000%            | 20                    | June 15, 2025       |
| March 26,<br>2007 <sup>(3)(5)</sup>      | 120,157  | 119,423                                     | 123,171                                     | 3.00%                         | 5.460%            | 20                    | March 30,<br>2027   |
| October 12,<br>2010 <sup>(6)</sup>       | 345,000  | 277,629                                     | 268,552                                     | 3.00%                         | 7.125%            | 7                     | October 15,<br>2017 |
| August 5, 2011 <sup>(8)</sup>            | 250,000  | 249,565                                     |   | 5.00%                         | 5.000%            | 7                     | August 15,<br>2018  |
|  | \$ 1,339,392   | \$ 1,270,656                                | \$ 1,100,545                                |                               |                   |                       |                     |

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(1)

Issued by ROP.

(2)

Exchangeable senior debentures which are currently callable at 100% of par. In addition, the debentures can be put to us, at the option of the holder at par plus accrued and unpaid interest, on June 15, 2015 and 2020 and upon the occurrence of certain change of control

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transactions. As a result of the acquisition of all outstanding shares of common stock of Reckson Associates Realty Corp., or the Reckson Merger, the adjusted exchange rate for the debentures is 7.7461 shares of our common stock per \$1,000 of principal amount of debentures and the adjusted reference dividend for the debentures is \$1.3491. During the year ended December 31, 2010, we repurchased approximately \$115.4 million of these debentures, inclusive of debentures purchased in the tender offer discussed in Note (5) below, and realized a net loss on early extinguishment of debt of approximately \$0.3 million. On the date of the Reckson Merger, \$13.1 million was recorded in equity and was fully amortized as of June 30, 2010.

- (3) In March 2007, the operating partnership issued \$750.0 million of these exchangeable notes. Interest on these notes is payable semi-annually on March 30 and September 30. The notes have an initial exchange rate representing an exchange price that was set at a 25.0% premium to the last reported sale price of our common stock on March 20, 2007, or \$173.30. The initial exchange rate is subject to adjustment under certain circumstances. The notes are senior unsecured obligations of our Operating Partnership and are exchangeable upon the occurrence of specified events, and during the period beginning on the twenty-second scheduled trading day prior to the maturity date and ending on the second business day prior to the maturity date, into cash or a combination of cash and shares of our common stock, if any, at our option. The notes are redeemable, at our option, on and after April 15, 2012. We may be required to repurchase the notes on March 30, 2012, 2017 and 2022, and upon the occurrence of certain designated events. The net proceeds from the offering were approximately \$736.0 million, after deducting estimated fees and expenses. The proceeds of the offering were used to repay certain of our existing indebtedness, make investments in additional properties, and make open market purchases of our common stock and for general corporate purposes. During the year ended December 31, 2010, we repurchased approximately \$41.7 million of these bonds, inclusive of notes purchased in the tender offer discussed in Note (5) below, and realized a net loss on early extinguishment of debt of approximately \$0.5 million. On the issuance date, \$66.6 million was recorded in equity. As of December 31, 2011, approximately \$0.7 million remained unamortized.
- (4) Interest on the senior unsecured notes is payable semi-annually with principal and unpaid interest due on the scheduled maturity dates.
- (5) In April 2010, we completed a cash tender offer and purchased \$13.0 million of the outstanding 3.000% Exchangeable Senior Notes due 2027 issued by the operating partnership, and \$13.2 million of the outstanding 4.000% Exchangeable Senior Debentures due 2025, \$38.8 million of the 5.150% Notes due 2011 and \$50.0 million of the 5.875% Notes due 2014 issued by Reckson.
- (6) In October 2010, the operating partnership issued \$345.0 million of these exchangeable notes. Interest on these notes is payable semi-annually on April 15 and October 15. The notes have an initial exchange rate representing an exchange price that was set at a 30.0% premium to the last reported sale price of our common stock on October 6, 2010, or \$85.81. The initial exchange rate is subject to adjustment under certain circumstances. The notes are senior unsecured obligations of our operating partnership and are exchangeable upon the occurrence of specified events, and during the period beginning on the twenty-second scheduled trading day prior to the maturity date and ending on the second business day prior to the maturity date, into cash or a combination of cash and shares of our common stock, if any, at our option. The notes are guaranteed by ROP. The net proceeds from the offering were approximately \$336.5 million, after deducting fees and expenses. The proceeds of the offering were used to repay certain of our existing indebtedness, make investments in additional properties, and for general corporate purposes. On the issuance date, \$78.3 million was recorded in equity. As of December 31, 2011, approximately \$67.4 million remained unamortized.
- (7) In January 2011, the remaining outstanding \$84.8 million of ROP's 5.15% unsecured notes were repaid at par on their maturity date.
- (8) Issued by us, the Operating Partnership and ROP, as co-obligors.

**Junior Subordinate Deferrable Interest Debentures**

In June 2005, we issued \$100.0 million of Trust Preferred Securities, which are reflected on the balance sheet as Junior Subordinate Deferrable Interest Debentures. The proceeds were used to repay our revolving credit facility. The \$100.0 million of junior subordinate deferrable interest debentures have a 30-year term ending July 2035. They bear interest at a fixed rate of 5.61% for the first 10 years ending July 2015. Thereafter, the rate will float at three month LIBOR plus 1.25%. The securities are redeemable at par.

**Restrictive Covenants**

The terms of the 2011 revolving credit facility and certain of our senior unsecured notes include certain restrictions and covenants which may limit, among other things, our ability to pay dividends (as discussed below), make certain types of investments, incur additional indebtedness, incur liens and enter into negative pledge agreements and the disposition of assets, and which require compliance with financial ratios including our minimum tangible net worth, a maximum ratio of total indebtedness to total asset value, a minimum ratio of EBITDA to fixed charges and a maximum ratio of unsecured indebtedness to unencumbered asset value. The dividend restriction referred to above provides that we will not during any time when we are in default, make distributions with respect to common stock or other equity interests, except to enable us to continue to qualify as



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a REIT for Federal Income Tax purposes. As of December 31, 2011 and 2010, we were in compliance with all such covenants.

### **Market Rate Risk**

We are exposed to changes in interest rates primarily from our floating rate borrowing arrangements. We use interest rate derivative instruments to manage exposure to interest rate changes. A hypothetical 100 basis point increase in interest rates along the entire interest rate curve for 2011 and 2010, would increase our annual interest cost by approximately \$12.3 million and \$11.0 million and would increase our share of joint venture annual interest cost by approximately \$4.8 million and \$6.7 million, respectively.

We recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If a derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is recognized immediately in earnings.

Approximately \$4.8 billion of our long-term debt bore interest at fixed rates, and therefore the fair value of these instruments is affected by changes in the market interest rates. The interest rate on our variable rate debt and joint venture debt as of December 31, 2011 ranged from LIBOR plus 150 basis points to LIBOR plus 350 basis points.

### **Contractual Obligations**

Combined aggregate principal maturities of mortgages and other loans payable, our 2011 revolving credit facility, senior unsecured notes (net of discount), trust preferred securities, our share of joint venture debt, including as-of-right extension options, estimated interest expense (based on weighted average interest rates for the quarter), and our obligations under our capital lease and ground leases, as of December 31, 2011 are as follows (in thousands):

|                            | 2012              | 2013                | 2014                | 2015              | 2016                | Thereafter          | Total                |
|----------------------------|-------------------|---------------------|---------------------|-------------------|---------------------|---------------------|----------------------|
| Property                   |                   |                     |                     |                   |                     |                     |                      |
| Mortgages                  | \$ 52,443         | \$ 568,649          | \$ 647,776          | \$ 270,382        | \$ 556,400          | \$ 2,278,190        | \$ 4,373,840         |
| Revolving Credit Facility  |                   |                     |                     |                   | 350,000             |                     | 350,000              |
| Trust Preferred Securities |                   |                     |                     |                   |                     | 100,000             | 100,000              |
| Senior Unsecured Notes     | 119,423           |                     | 98,578              | 657               | 274,804             | 777,194             | 1,270,656            |
| Capital lease              | 1,555             | 1,555               | 1,555               | 1,592             | 1,707               | 42,351              | 50,315               |
| Ground leases              | 33,429            | 33,429              | 33,429              | 33,429            | 33,533              | 615,450             | 782,699              |
| Estimated interest expense | 312,672           | 309,280             | 269,286             | 244,709           | 212,328             | 470,359             | 1,818,634            |
| Joint venture debt         | 176,457           | 93,683              | 123,983             | 102,476           | 527,814             | 800,102             | 1,824,515            |
| <b>Total</b>               | <b>\$ 695,979</b> | <b>\$ 1,006,596</b> | <b>\$ 1,174,607</b> | <b>\$ 653,245</b> | <b>\$ 1,956,586</b> | <b>\$ 5,083,646</b> | <b>\$ 10,570,659</b> |

### **Off-Balance Sheet Arrangements**

We have a number of off-balance sheet investments, including joint ventures and debt and preferred equity investments. These investments all have varying ownership structures. Substantially all of our joint venture arrangements are accounted for under the equity method of accounting as we have the ability to exercise significant influence, but not control over the operating and financial decisions of these joint venture arrangements. Our off-balance sheet arrangements are discussed in Note 5, "Debt and Preferred Equity Investments" and Note 6, "Investments in Unconsolidated Joint Ventures" in the accompanying consolidated financial statements. Additional information about the debt of our unconsolidated joint ventures is included in "Contractual Obligations" above.

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**Capital Expenditures**

We estimate that for the year ending December 31, 2012, we expect to incur approximately \$148.6 million of capital expenditures which are net of loan reserves, (including tenant improvements and leasing commissions) on existing wholly-owned properties, and our share of capital expenditures at our joint venture properties, net of loan reserves, will be approximately \$44.1 million. We expect to fund these capital expenditures with operating cash flow, additional property level mortgage financings and cash on hand. Future property acquisitions may require substantial capital investments for refurbishment and leasing costs. We expect that these financing requirements will be met in a similar fashion. We believe that we will have sufficient resources to satisfy our capital needs during the next 12-month period. Thereafter, we expect our capital needs will be met through a combination of cash on hand, net cash provided by operations, borrowings, potential asset sales or additional equity or debt issuances.

**Dividends**

We expect to pay dividends to our stockholders based on the distributions we receive from our operating partnership primarily from property revenues net of operating expenses or, if necessary, from working capital or borrowings.

To maintain our qualification as a REIT, we must pay annual dividends to our stockholders of at least 90% of our REIT taxable income, determined before taking into consideration the dividends paid deduction and net capital gains. We intend to continue to pay regular quarterly dividends to our stockholders. Based on our current annual dividend rate of \$1.00 per share, we would pay approximately \$86.4 million in dividends to our common stockholders on an annual basis. Before we pay any dividend, whether for Federal income tax purposes or otherwise, which would only be paid out of available cash to the extent permitted under our unsecured revolving credit facility and senior unsecured notes, we must first meet both our operating requirements and scheduled debt service on our mortgages and loans payable.

**Related Party Transactions**

*Cleaning/ Security/ Messenger and Restoration Services*

Through Alliance Building Services, or Alliance, First Quality Maintenance, L.P., or First Quality, provides cleaning, extermination and related services, Classic Security LLC provides security services, Bright Star Couriers LLC provides messenger services, and Onyx Restoration Works provides restoration services with respect to certain properties owned by us. Alliance is partially owned by Gary Green, a son of Stephen L. Green, the chairman of our board of directors. In addition, First Quality has the non-exclusive opportunity to provide cleaning and related services to individual tenants at our properties on a basis separately negotiated with any tenant seeking such additional services. The Service Corporation has entered into an arrangement with Alliance whereby it will receive a profit participation above a certain threshold for services provided by Alliance to certain tenants at certain buildings above the base services specified in their lease agreements. Alliance paid the Service Corporation approximately \$2.7 million, \$2.2 million and \$1.8 million for the years ended December 31, 2011, 2010 and 2009, respectively. We paid Alliance approximately \$16.1 million, \$14.2 million and \$14.9 million for three years ended December 31, 2011, respectively, for these services (excluding services provided directly to tenants).

*Leases*

Nancy Peck and Company leases 1,003 square feet of space at 420 Lexington Avenue under a lease that ends in August 2015. Nancy Peck and Company is owned by Nancy Peck, the wife of Stephen L. Green. The rent due under the lease is \$35,516 per annum for year one increasing to \$40,000 in year seven.

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**Management Fees**

S.L. Green Management Corp., a consolidated entity, receives property management fees from an entity in which Stephen L. Green owns an interest. The aggregate amount of fees paid to S.L. Green Management Corp. from such entity was approximately \$420,300 in 2011, \$390,700 in 2010 and \$351,700 in 2009.

**Brokerage Services**

Cushman & Wakefield Sonnenblick-Goldman Company, LLC, or Sonnenblick, a nationally recognized real estate investment banking firm, provided mortgage brokerage services to us. Mr. Morton Holliday, the father of Mr. Marc Holliday, was a Managing Director of Sonnenblick at the time of the financings. In 2009, we paid approximately \$428,000 to Sonnenblick in connection with the refinancing of 420 Lexington Avenue.

**Gramercy Capital Corp.**

Our related party transactions with Gramercy are discussed in Note 13, "Related Party Transactions" in the accompanying financial statements.

**Insurance**

We maintain "all-risk" property and rental value coverage (including coverage regarding the perils of flood, earthquake and terrorism) within two property insurance portfolios and liability insurance. The first property portfolio maintains a blanket limit of \$750.0 million per occurrence, including terrorism, for the majority of the New York City properties in our portfolio. This policy expires on December 31, 2012. The second portfolio maintains a limit of \$600.0 million per occurrence, including terrorism, for some New York City properties and the majority of the Suburban properties. The second property policy expires on December 31, 2012. Additional coverage may be purchased on a stand-alone basis for certain assets. We maintain liability policies which cover all our properties and provide limits of \$201.0 million per occurrence and in the aggregate per location. The liability policies expire on October 31, 2012.

In October 2006, we formed a wholly-owned taxable REIT subsidiary, Belmont Insurance Company, or Belmont, to act as a captive insurance company and be one of the elements of our overall insurance program. Belmont was formed in an effort to, among other reasons, stabilize to some extent the fluctuations of insurance market conditions. Belmont is licensed in New York to write Terrorism, NBCR (nuclear, biological, chemical, and radiological), General Liability, Environmental Liability and D&O coverage.

Terrorism: Belmont acts as a direct property insurer with respect to a portion of our terrorism coverage for the New York City properties. Effective December 31, 2010, Belmont increased its terrorism coverage from \$400 million to \$650 million in a layer in excess of \$100.0 million. In addition Belmont purchased reinsurance to reinsure the retained insurable risk not otherwise covered under Terrorism Risk Insurance Program Reauthorization and Extension Act of 2007, or TRIPRA, as detailed below.

NBCR: Belmont acts as a direct insurer of NBCR and since December 31, 2011, has provided coverage up to \$750 million on the entire property portfolio for certified acts of terrorism above a program trigger of \$100.0 million. Belmont is responsible for a small deductible and 15% of a loss, with the remaining 85% covered by the Federal government.

General Liability: For the period commencing October 31, 2010, Belmont insures a retention on the general liability insurance of \$150,000 per occurrence and a \$2.1 million annual aggregate stop loss limit. We have secured excess insurance to protect against catastrophic liability losses above the \$150,000 retention. Prior policy years carried a higher per occurrence deductible and/or higher aggregate stop loss. Belmont has retained a third party administrator to manage all claims within the retention and we anticipate that direct management of liability claims will improve loss experience and ultimately lower the cost of liability insurance in future years. In addition, we have an umbrella liability policy of \$200.0 million per occurrence and in the aggregate on a per location basis.

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Environmental Liability: Belmont insures a deductible of \$975,000 per occurrence in excess of \$25,000 on a \$25 million per occurrence/\$30 million aggregate environmental liability policy covering the entire portfolio.

As long as we own Belmont, we are responsible for its liquidity and capital resources, and the accounts of Belmont are part of our consolidated financial statements. If we experience a loss and Belmont is required to pay under its insurance policy, we would ultimately record the loss to the extent of Belmont's required payment. Therefore, insurance coverage provided by Belmont should not be considered as the equivalent of third-party insurance, but rather as a modified form of self-insurance.

The Terrorism Risk Insurance Act, or TRIA, which was enacted in November 2002, was renewed on December 31, 2007. Congress extended TRIA, now called TRIPRA (Terrorism Risk Insurance Program Reauthorization and Extension Act of 2007) until December 31, 2014. The law extends the federal Terrorism Insurance Program that requires insurance companies to offer terrorism coverage and provides for compensation for insured losses resulting from acts of certified terrorism, subject to the current program trigger of \$100.0 million. Our debt instruments, consisting of mortgage loans secured by our properties (which are generally non-recourse to us), mezzanine loans, ground leases, our 2011 revolving credit facility and other corporate obligations, contain customary covenants requiring us to maintain insurance. Although we believe that we currently maintain sufficient insurance coverage to satisfy these obligations, there is no assurance that in the future we will be able to procure coverage at a reasonable cost. In such instances, there can be no assurance that the lenders or ground lessors under these instruments will not take the position that a total or partial exclusion from "all-risk" insurance coverage for losses due to terrorist acts is a breach of these debt and ground lease instruments allowing the lenders or ground lessors to declare an event of default and accelerate repayment of debt or recapture of ground lease positions. In addition, if lenders prevail in asserting that we are required to maintain full coverage for these risks, it could result in substantially higher insurance premiums.

We have a 49.9% interest in the property at 100 Park Avenue, where we participate with Prudential, which carries a blanket policy of \$500.0 million of "all-risk" property insurance, including terrorism coverage. We own One Madison Avenue, which is under a triple net lease with insurance provided by the tenant, Credit Suisse Securities (USA) LLC, or CS. We monitor the coverage provided by CS to make sure that our asset is adequately protected. We have a 50.6% interest in the property at 388 and 390 Greenwich Street, where we participate with SITQ, which is leased on a triple net basis to Citigroup, N.A., which provides insurance coverage directly. We monitor all triple net leases to ensure that tenants are providing adequate coverage. Other joint ventures may be covered under policies separate from our policies, at coverage limits which we deem to be adequate. We continually monitor these policies. Although we consider our insurance coverage to be appropriate, in the event of a major catastrophe, such as an act of terrorism, we may not have sufficient coverage to replace certain properties.

### **Funds from Operations**

Funds From Operations, or FFO, is a widely recognized measure of REIT performance. We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts, or NAREIT, which may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do. The revised White Paper on FFO approved by the Board of Governors of NAREIT in April 2002, and subsequently amended, defines FFO as net income (loss) (computed in accordance with Generally Accepted Accounting Principles, or GAAP), excluding gains (or losses) from debt restructurings, sales of properties and real estate related impairment charges, plus real estate related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. We present FFO because we consider it an important supplemental measure of our operating performance and believe that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, particularly those that own and operate commercial office properties. Years prior to 2011 have been adjusted to reflect FFO under the 2011 amended definition.

We also use FFO as one of several criteria to determine performance-based bonuses for members of our senior management. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate

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and related assets, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, interest costs, providing perspective not immediately apparent from net income. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered as an alternative to net income (determined in accordance with GAAP), as an indication of our financial performance or to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to make cash distributions.

FFO for the years ended December 31, 2011, 2010 and 2009 are as follows (in thousands):

|  | Year Ended December 31, |                   |                   |
|--|-------------------------|-------------------|-------------------|
|  | 2011                    | 2010              | 2009              |
| Net income attributable to SL Green common stockholders                            | \$ 617,232              | \$ 270,826        | \$ 37,669         |
| Add:   |                         |                   |                   |
| Depreciation and amortization  | 277,345                 | 225,193           | 220,396           |
| Discontinued operations depreciation adjustments                                   | 676                     | 5,326             | 6,857             |
| Unconsolidated joint ventures depreciation and noncontrolling interest adjustments | 31,179                  | 32,163            | 39,964            |
| Net income attributable to noncontrolling interests                                | 29,712                  | 18,581            | 14,121            |
| Depreciable real estate reserves   | 5,789                   | 2,750             |                   |
| (Gain) loss on investment in marketable securities                                 |                         | (397)             | 396               |
| Less:  |                         |                   |                   |
| Gain (loss) on sale of discontinued operations                                     | 46,085                  | 35,485            | (6,841)           |
| Equity in net gain on sale of joint venture property/ interest                     | 2,918                   | 128,922           | 6,691             |
| Purchase price fair value adjustment   | 498,195                 |                   |                   |
| Depreciation on non-rental real estate assets                                      | 922                     | 874               | 736               |
| <b>Funds from Operations</b>   | <b>\$ 413,813</b>       | <b>\$ 389,161</b> | <b>\$ 318,817</b> |
| Cash flows provided by operating activities  | \$ 312,860              | \$ 321,058        | \$ 275,211        |
| Cash flows (used in) provided by investing activities                              | \$ (739,597)            | \$ 18,815         | \$ (345,379)      |
| Cash flows used in financing activities  | \$ 232,099              | \$ (350,758)      | \$ (313,006)      |

### **Inflation**

Substantially all of the office leases provide for separate real estate tax and operating expense escalations as well as operating expense recoveries based on increases in the Consumer Price Index or other measures such as porters' wage. In addition, many of the leases provide for fixed base rent increases. We believe that inflationary increases may be at least partially offset by the contractual rent increases and expense escalations described above.

### **Accounting Standards Updates**

The Accounting Standards Updates are discussed in Note 2, "Significant Accounting Policies-Accounting Standards Updates" in the accompanying consolidated financial statements.

### **Forward-Looking Information**

This report includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are intended to be covered by the safe harbor provisions thereof. All statements, other than statements of historical facts, included in this report that address activities, events or developments that we expect, believe or anticipate will or may occur in the future,

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including such matters as future capital expenditures, dividends and acquisitions (including the amount and nature thereof), development trends of the real estate industry and the Manhattan, Brooklyn, Queens, Westchester County, Connecticut, Long Island and New Jersey office markets, business strategies, expansion and growth of our operations and other similar matters, are forward-looking statements. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate.

Forward-looking statements are not guarantees of future performance and actual results or developments may differ materially, and we caution you not to place undue reliance on such statements. Forward-looking statements are generally identifiable by the use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," "continue," or the negative of these words, or other similar words or terms.

Forward-looking statements contained in this report are subject to a number of risks and uncertainties that may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by forward-looking statements made by us. These risks and uncertainties include:

the effect of the credit crisis on general economic, business and financial conditions, and on the New York metropolitan real estate market in particular;

dependence upon certain geographic markets;

risks of real estate acquisitions, dispositions and developments, including the cost of construction delays and cost overruns;

risks relating to debt and preferred equity investments;

availability and creditworthiness of prospective tenants and borrowers;

bankruptcy or insolvency of a major tenant or a significant number of smaller tenants;

adverse changes in the real estate markets, including reduced demand for office space, increasing vacancy, and increasing availability of sublease space;

availability of capital (debt and equity);

unanticipated increases in financing and other costs, including a rise in interest rates;

our ability to comply with financial covenants in our debt instruments;

our ability to maintain our status as a REIT;

risks of investing through joint venture structures, including the fulfillment by our partners of their financial obligations;

the continuing threat of terrorist attacks, in particular in the New York Metropolitan area and on our tenants;

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our ability to obtain adequate insurance coverage at a reasonable cost and the potential for losses in excess of our insurance coverage, including as a result of environmental contamination; and

legislative, regulatory and/or safety requirements adversely affecting REITs and the real estate business, including costs of compliance with the Americans with Disabilities Act, the Fair Housing Act and other similar laws and regulations.

Other factors and risks to our business, many of which are beyond our control, are described in other sections of this report and in our other filings with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of future events, new information or otherwise.

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#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations Market Rate Risk" for additional information regarding our exposure to interest rate fluctuations.

The table below presents the principal cash flows based upon maturity dates of our debt obligations and debt and preferred equity investments and the related weighted-average interest rates by expected maturity dates, including as-of-right extension options, as of December 31, 2011 (in thousands):

| Date         | Long-Term Debt      |                       |                     | Debt and Preferred Equity Investments <sup>(1)</sup> |                   |                |
|--------------|---------------------|-----------------------|---------------------|--|-------------------|----------------|
|              | Fixed Rate          | Average Interest Rate | Variable Rate       | Average Interest Rate                                | Amount            | Weighted Yield |
| 2012         | \$ 153,062          | 5.92%                 | \$ 18,804           | 2.71%  | \$ 160,098        | 5.77%          |
| 2013         | 337,796             | 5.94                  | 230,853             | 2.72   | 10,650            | 19.93          |
| 2014         | 308,834             | 5.97                  | 437,520             | 2.77   | 440,001           | 9.91           |
| 2015         | 263,422             | 5.99                  | 7,617               | 1.81   | 45,000            | 10.53          |
| 2016         | 613,511             | 5.99                  | 567,693             | 1.81   | 217,876           | 8.64           |
| Thereafter   | 3,155,383           | 5.56                  |                     |  | 112,317           | 2.81           |
| <b>Total</b> | <b>\$ 4,832,008</b> | <b>5.56%</b>          | <b>\$ 1,262,487</b> | <b>2.58%</b>   | <b>\$ 985,942</b> | <b>8.28%</b>   |
| Fair Value   | \$ 5,192,000        |                       | \$ 1,223,000        |  |                   |                |

(1) Our debt and preferred equity investments had an estimated fair value ranging between \$838.1 million and \$936.7 million at December 31, 2011.

The table below presents the principal cash flows based upon maturity dates of our share of our joint venture debt obligations and the related weighted-average interest rates by expected maturity dates as of December 31, 2011 (in thousands):

| Date         | Long Term Debt      |                       |                   |                       |
|--------------|---------------------|-----------------------|-------------------|-----------------------|
|              | Fixed Rate          | Average Interest Rate | Variable Rate     | Average Interest Rate |
| 2012         | \$ 13,398           | 4.75%                 | \$ 163,059        | 2.94%                 |
| 2013         | 3,001               | 4.75                  | 90,681            | 2.50                  |
| 2014         | 107,983             | 4.72                  | 16,000            | 2.16                  |
| 2015         | 97,568              | 4.59                  | 4,908             | 2.00                  |
| 2016         | 398,303             | 4.16                  | 129,511           | 2.08                  |
| Thereafter   | 724,304             | 2.78                  | 75,799            | 2.03                  |
| <b>Total</b> | <b>\$ 1,344,557</b> | <b>4.61%</b>          | <b>\$ 479,958</b> | <b>2.56%</b>          |
| Fair Value   | \$ 1,251,000        |                       | \$ 463,000        |                       |

The table below lists all of our derivative instruments, which are hedging variable rate debt, excluding joint ventures, and their related fair value as of December 31, 2011 (in thousands):

|                    | Asset Hedged              | Benchmark Rate | Notional Value | Strike Rate | Effective Date | Expiration Date | Fair Value |
|--------------------|---------------------------|----------------|----------------|-------------|----------------|-----------------|------------|
| Interest Rate Cap  | Mortgage                  | LIBOR          | 110,180        | 6.000%      | 2/2011         | 2/2012          |            |
| Interest Rate Cap  | Mortgage                  | LIBOR          | 139,672        | 5.000%      | 1/2011         | 1/2012          |            |
| Interest Rate Swap | Revolving credit facility | LIBOR          | 30,000         | 2.295%      | 7/2010         | 6/2016          | (1,716)    |
| Interest Rate Cap  | Mortgage                  | LIBOR          | 280,000        | 6.000%      | 11/2011        | 11/2012         |            |



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|                |                        |         |        |         |        |         |       |
|----------------|------------------------|---------|--------|---------|--------|---------|-------|
| Currency Hedge | Mortgage<br>receivable | GBP-USD | 20,748 | 1.55185 | 9/2010 | 12/2012 | (151) |
|----------------|------------------------|---------|--------|---------|--------|---------|-------|

Total Consolidated Hedges \$ (1,867)

In addition to these derivative instruments, some of our joint venture loan agreements require the joint venture to purchase interest rate caps on its debt. All such interest rate caps had no value at December 31, 2011. We had also hedged certain floating rate debt at a joint venture. These hedges represented an obligation of approximately \$35.4 million at December 31, 2011.

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All other schedules are omitted because they are not required or the required information is shown in the financial statements or notes thereto.

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of SL Green Realty Corp.:

We have audited the accompanying consolidated balance sheets of SL Green Realty Corp. (the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of income, equity and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedules listed in the Index at Item 15(a)(2). These financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2011 and 2010, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2012, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York  
February 28, 2012

Table of Contents**SL Green Realty Corp.****Consolidated Balance Sheets****(Amounts in thousands, except per share data)**

|   | December 31,<br>2011 | December 31,<br>2010 |
|---|----------------------|----------------------|
| <b>Assets</b>   |                      |                      |
| Commercial real estate properties, at cost:   |                      |                      |
| Land and land interests   | \$ 2,684,626         | \$ 1,750,220         |
| Building and improvements   | 7,147,527            | 5,840,701            |
| Building leasehold and improvements   | 1,302,790            | 1,286,935            |
| Property under capital lease  | 12,208               | 12,208               |
|   | <b>11,147,151</b>    | <b>8,890,064</b>     |
| Less: accumulated depreciation  | (1,136,603)          | (916,293)            |
|   | <b>10,010,548</b>    | <b>7,973,771</b>     |
| Assets held for sale  | 76,562               |                      |
| Cash and cash equivalents   | 138,192              | 332,830              |
| Restricted cash   | 86,584               | 137,673              |
| Investment in marketable securities   | 25,323               | 34,052               |
| Tenant and other receivables, net of allowance of \$16,772 and \$12,981 in 2011 and 2010, respectively  | 32,107               | 27,054               |
| Related party receivables   | 4,001                | 6,295                |
| Deferred rents receivable, net of allowance of \$29,156 and \$30,834 in 2011 and 2010, respectively   | 281,974              | 201,317              |
| Debt and preferred equity investments, net of discount of \$24,996 and \$42,937 and allowance of \$50,175 and \$61,361 in 2011 and 2010, respectively   | 985,942              | 963,772              |
| Investments in unconsolidated joint ventures  | 893,933              | 631,570              |
| Deferred costs, net   | 210,786              | 172,517              |
| Other assets  | 737,900              | 819,443              |
| Total assets  | \$ 13,483,852        | \$ 11,300,294        |
| <b>Liabilities</b>  |                      |                      |
| Mortgages and other loans payable   | \$ 4,314,741         | \$ 3,400,468         |
| Revolving credit facility   | 350,000              | 650,000              |
| Senior unsecured notes  | 1,270,656            | 1,100,545            |
| Accrued interest payable and other liabilities  | 126,135              | 38,149               |
| Accounts payable and accrued expenses   | 142,428              | 133,389              |
| Deferred revenue/gains  | 357,193              | 307,678              |
| Capitalized lease obligation  | 17,112               | 17,044               |
| Deferred land leases payable  | 18,495               | 18,267               |
| Dividend and distributions payable  | 28,398               | 14,182               |
| Security deposits   | 46,367               | 38,690               |
| Liabilities related to assets held for sale   | 61,988               |                      |
| Junior subordinate deferrable interest debentures held by trusts that issued trust preferred securities   | 100,000              | 100,000              |
| Total liabilities   | 6,833,513            | 5,818,412            |
| Commitments and contingencies   |                      |                      |
| Noncontrolling interests in operating partnership   | 195,030              | 84,338               |
| 6.00% Series H Preferred Units, \$0.01 par value, \$25.00 liquidation preference, 80 issued and outstanding at December 31, 2011  | 2,000                |                      |
| <b>Equity</b>   |                      |                      |
| SL Green stockholders equity:   |                      |                      |
| Series C preferred stock, \$0.01 par value, \$25.00 liquidation preference, 11,700 issued and outstanding at December 31, 2011 and 2010, respectively   | 274,022              | 274,022              |
| Series D preferred stock, \$0.01 par value, \$25.00 liquidation preference, 4,000 issued and outstanding at December 31, 2011 and 2010, respectively  | 96,321               | 96,321               |
| Common stock, \$0.01 par value, 160,000 shares authorized and 89,210 and 81,675 issued and outstanding at December 31, 2011 and 2010, respectively (including 3,427 and 3,369 shares at December 31, 2011 and 2010) | 892                  | 817                  |

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|  |                      |               |
|--|----------------------|---------------|
| held in Treasury, respectively)                |                      |               |
| Additional paid-in-capital                     | <b>4,236,959</b>     | 3,660,842     |
| Treasury stock at cost                         | <b>(308,708)</b>     | (303,222)     |
| Accumulated other comprehensive loss           | <b>(28,445)</b>      | (22,659)      |
| Retained earnings                              | <b>1,704,506</b>     | 1,172,963     |
| <br>   |                      |               |
| Total SL Green stockholders' equity            | <b>5,975,547</b>     | 4,879,084     |
| Noncontrolling interests in other partnerships | <b>477,762</b>       | 518,460       |
| <br>   |                      |               |
| Total equity                                   | <b>6,453,309</b>     | 5,397,544     |
| <br>   |                      |               |
| Total liabilities and equity                   | <b>\$ 13,483,852</b> | \$ 11,300,294 |

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

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## SL Green Realty Corp.

## Consolidated Statements of Income

(Amounts in thousands, except per share data)

|  | Year Ended December 31, |                   |                  |
|--|-------------------------|-------------------|------------------|
|  | 2011                    | 2010              | 2009             |
| <b>Revenues</b>  |                         |                   |                  |
| Rental revenue, net  | \$ 961,935              | \$ 782,530        | \$ 746,579       |
| Escalation and reimbursement   | 145,596                 | 118,212           | 119,029          |
| Investment and preferred equity income   | 120,418                 | 147,926           | 65,608           |
| Other income   | 35,479                  | 35,718            | 47,145           |
| <b>Total revenues</b>  | <b>1,263,428</b>        | <b>1,084,386</b>  | <b>978,361</b>   |
| <b>Expenses</b>  |                         |                   |                  |
| Operating expenses (including \$16,126 (2011), \$14,234 (2010) and \$14,882 (2009) paid to affiliates)   | 263,709                 | 224,693           | 209,272          |
| Real estate taxes  | 174,454                 | 145,830           | 136,636          |
| Ground rent  | 32,919                  | 31,191            | 31,826           |
| Interest expense, net of interest income   | 285,917                 | 230,648           | 232,655          |
| Amortization of deferred financing costs   | 14,118                  | 9,046             | 7,065            |
| Depreciation and amortization  | 277,345                 | 225,193           | 220,396          |
| Loan loss and other investment reserves, net of recoveries   | 6,722                   | 17,751            | 150,510          |
| Transaction related costs  | 5,561                   | 11,849            |                  |
| Marketing, general and administrative  | 80,103                  | 75,946            | 73,992           |
| <b>Total expenses</b>  | <b>1,140,848</b>        | <b>972,147</b>    | <b>1,062,352</b> |
| Income (loss) from continuing operations before equity in net income of unconsolidated joint ventures, gains on sale, purchase price fair value adjustment, noncontrolling interests and discontinued operations | 122,580                 | 112,239           | (83,991)         |
| Equity in net income from unconsolidated joint ventures  | 1,583                   | 39,607            | 62,878           |
| Equity in net gain on sale of interest in unconsolidated joint venture/ real estate  | 2,918                   | 128,921           | 6,691            |
| Purchase price fair value adjustment   | 498,195                 |                   |                  |
| Gain (loss) on sale of investment in marketable securities   | 4,866                   | 490               | (396)            |
| Depreciable real estate reserves   | (5,789)                 | (2,750)           |                  |
| Gain (loss) on early extinguishment of debt  | 904                     | (1,900)           | 86,006           |
| <b>Income from continuing operations</b>   | <b>625,257</b>          | <b>276,607</b>    | <b>71,188</b>    |
| Net income from discontinued operations  | 5,780                   | 7,064             | 7,318            |
| Gain (loss) on sale of discontinued operations   | 46,085                  | 35,485            | (6,841)          |
| <b>Net income</b>  | <b>677,122</b>          | <b>319,156</b>    | <b>71,665</b>    |
| Net income attributable to noncontrolling interests in the operating partnership   | (14,629)                | (4,574)           | (1,221)          |
| Net income attributable to noncontrolling interests in other partnerships  | (15,083)                | (14,007)          | (12,900)         |
| <b>Net income attributable to SL Green</b>   | <b>647,410</b>          | <b>300,575</b>    | <b>57,544</b>    |
| Preferred stock dividends  | (30,178)                | (29,749)          | (19,875)         |
| <b>Net income attributable to SL Green common stockholders</b>   | <b>\$ 617,232</b>       | <b>\$ 270,826</b> | <b>\$ 37,669</b> |
| <b>Amounts attributable to SL Green common stockholders:</b>   |                         |                   |                  |
| Income (loss) from continuing operations   | \$ 563,718              | \$ 102,208        | \$ 30,724        |
| Net income from discontinued operations  | 5,646                   | 6,946             | 7,091            |
| Gain (loss) on sale of discontinued operations   | 45,018                  | 34,894            | (6,630)          |
| Gain on sale of unconsolidated joint ventures/ real estate   | 2,850                   | 126,778           | 6,484            |
| <b>Net income</b>  | <b>\$ 617,232</b>       | <b>\$ 270,826</b> | <b>\$ 37,669</b> |

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**Basic earnings per share:**

|   |    |             |    |      |    |        |
|---|----|-------------|----|------|----|--------|
| Net income (loss) from continuing operations before gains on sale and discontinued operations | \$ | <b>6.73</b> | \$ | 1.31 | \$ | 0.45   |
| Net income from discontinued operations   |    | <b>0.07</b> |    | 0.09 |    | 0.10   |
| Gain (loss) on sale of discontinued operations  |    | <b>0.54</b> |    | 0.45 |    | (0.10) |
| Equity in net gain on sale of interest in unconsolidated joint venture/ real estate           |    | <b>0.03</b> |    | 1.62 |    | 0.09   |
| Net income attributable to SL Green common stockholders                                       | \$ | <b>7.37</b> | \$ | 3.47 | \$ | 0.54   |

**Diluted earnings per share:**

|   |    |             |    |      |    |        |
|---|----|-------------|----|------|----|--------|
| Net income (loss) from continuing operations before gains on sale and discontinued operations | \$ | <b>6.70</b> | \$ | 1.30 | \$ | 0.45   |
| Net income from discontinued operations   |    | <b>0.07</b> |    | 0.09 |    | 0.10   |
| Gain (loss) on sale of discontinued operations  |    | <b>0.53</b> |    | 0.44 |    | (0.10) |
| Equity in net gain on sale of interest in unconsolidated joint venture/ real estate           |    | <b>0.03</b> |    | 1.62 |    | 0.09   |
| Net income attributable to SL Green common stockholders                                       | \$ | <b>7.33</b> | \$ | 3.45 | \$ | 0.54   |

|   |               |        |        |
|---|---------------|--------|--------|
| Basic weighted average common shares outstanding                                | <b>83,762</b> | 78,101 | 69,735 |
| Diluted weighted average common shares and common share equivalents outstanding | <b>86,244</b> | 79,761 | 72,044 |

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

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## SL Green Realty Corp.

## Consolidated Statements of Equity

(Amounts in thousands, except per share data)

## SL Green Realty Corp. Stockholders

|   | Series C Preferred Stock |           | Series D Preferred Stock |        | Common Stock |              | Additional Paid-In-Capital |            | Treasury Stock | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Noncontrolling Interests | Total      | Comprehensive Income |
|---|--------------------------|-----------|--------------------------|--------|--------------|--------------|----------------------------|------------|----------------|---|-------------------|--------------------------|------------|----------------------|
| <b>Balance at December 31, 2008</b>   | \$ 151,981               | \$ 96,321 | 57,044                   | \$ 604 | \$ 3,079,159 | \$ (302,705) | \$ (54,747)                | \$ 979,939 | \$ 531,408     | \$ 4,481,960                                  |                   |                          |            |                      |
| Comprehensive Income:   |                          |           |                          |        |              |              |                            |            |                |   |                   |                          |            |                      |
| Net income  |                          |           |                          |        |              |              |                            |            |                | 57,544  | 12,900            | 70,444                   | \$ 70,444  |                      |
| Net unrealized gain on derivative instruments   |                          |           |                          |        |              |              |                            | 20,359     |                |   |                   |                          | 20,359     | 20,359               |
| SL Green's share of joint venture net unrealized loss on derivative instruments   |                          |           |                          |        |              |              |                            |            |                | (233)   |                   |                          | (233)      | (233)                |
| Unrealized gain on investments  |                          |           |                          |        |              |              |                            |            |                | 1,083   |                   |                          | 1,083      | 1,083                |
| Preferred dividends   |                          |           |                          |        |              |              |                            |            |                |   | (19,875)          |                          | (19,875)   |                      |
| Redemption of units and DRIP proceeds   |                          |           | 653                      | 7      | 28,560       |              |                            |            |                |   |                   |                          | 28,567     |                      |
| Reallocation of noncontrolling interest in the operating partnership  |                          |           |                          |        |              |              |                            |            |                |   | (23,217)          |                          | (23,217)   |                      |
| Deferred compensation plan & stock award, net   |                          |           | 246                      | 2      | 581          |              |                            |            |                |   |                   |                          | 583        |                      |
| Amortization of deferred compensation plan  |                          |           |                          |        | 30,040       |              |                            |            |                |   |                   |                          | 30,040     |                      |
| Net proceeds from common stock offering   |                          |           | 19,550                   | 196    | 386,942      |              |                            |            |                |   |                   |                          | 387,138    |                      |
| Proceeds from stock options exercised   |                          |           | 22                       |        | 619          |              |                            |            |                |   |                   |                          | 619        |                      |
| Distributions to noncontrolling interests   |                          |           |                          |        |              |              |                            |            |                |   | (19,617)          |                          | (19,617)   |                      |
| Cash distribution declared (\$0.675 per common share none of which represented a return of capital for federal income tax purposes) |                          |           |                          |        |              |              |                            |            |                |   | (44,722)          |                          | (44,722)   |                      |
| <b>Balance at December 31, 2009</b>   | 151,981                  | 96,321    | 77,515                   | 809    | 3,525,901    | (302,705)    | (33,538)                   | 949,669    | 524,691        | 4,913,129                                     | \$ 91,653         |                          |            |                      |
| Comprehensive Income:   |                          |           |                          |        |              |              |                            |            |                |   |                   |                          |            |                      |
| Net income  |                          |           |                          |        |              |              |                            |            |                | 300,575                                       | 14,007            | 314,582                  | \$ 314,582 |                      |
| Net unrealized loss on derivative instruments   |                          |           |                          |        |              |              |                            |            |                | (3,039)                                       |                   |                          | (3,039)    | (3,039)              |
| SL Green's share of joint venture net unrealized gain on derivative instruments   |                          |           |                          |        |              |              |                            |            |                | 571   |                   |                          | 571        | 571                  |
| Unrealized gain on marketable securities  |                          |           |                          |        |              |              |                            |            |                | 13,347  |                   |                          | 13,347     | 13,347               |
| Preferred dividends   |                          |           |                          |        |              |              |                            |            |                |   | (29,749)          |                          | (29,749)   |                      |
| Redemption of units and DRIP proceeds   |                          |           | 470                      | 5      | 23,339       |              |                            |            |                |   |                   |                          | 23,344     |                      |
| Reallocation of noncontrolling interest in the operating partnership  |                          |           |                          |        |              |              |                            |            |                |   | (18,948)          |                          | (18,948)   |                      |
| Deferred compensation plan & stock award, net   |                          |           | 212                      | 2      | 535          | (517)        |                            |            |                |   |                   |                          | 20         |                      |



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|   |                   |                  |               |               |                     |                     |                    |                     |                   |                     |                  |                   |
|---|-------------------|------------------|---------------|---------------|---------------------|---------------------|--------------------|---------------------|-------------------|---------------------|------------------|-------------------|
| Amortization of deferred compensation plan  |                   |                  |               |               | 31,741              |                     |                    |                     |                   |                     |                  | 31,741            |
| Deconsolidation of real estate investments  |                   |                  |               |               |                     |                     | 3,011              | (9,532)             |                   |                     |                  | (6,521)           |
| Equity component of convertible notes   |                   |                  |               |               | 76,039              |                     |                    |                     |                   |                     |                  | 76,039            |
| Net proceeds from preferred stock offering  | 122,041           |                  |               |               |                     |                     |                    |                     |                   |                     |                  | 122,041           |
| Proceeds from stock options exercised   |                   |                  | 110           | 1             | 3,287               |                     |                    |                     |                   |                     |                  | 3,288             |
| Cash contributions from noncontrolling interests  |                   |                  |               |               |                     |                     |                    |                     | 2,788             |                     |                  | 2,788             |
| Cash distributions to noncontrolling interests  |                   |                  |               |               |                     |                     |                    |                     | (13,494)          |                     |                  | (13,494)          |
| Cash distribution declared (\$0.40 per common share of which none represented a return of capital for federal income tax purposes)  |                   |                  |               |               |                     |                     |                    |                     | (31,595)          |                     |                  | (31,595)          |
| <b>Balance at December 31, 2010</b>   | <b>274,022</b>    | <b>96,321</b>    | <b>78,307</b> | <b>817</b>    | <b>3,660,842</b>    | <b>(303,222)</b>    | <b>(22,659)</b>    | <b>1,172,963</b>    | <b>518,460</b>    | <b>5,397,544</b>    | <b>\$</b>        | <b>325,461</b>    |
| <b>Comprehensive Income:</b>  |                   |                  |               |               |                     |                     |                    |                     |                   |                     |                  |                   |
| Net income  |                   |                  |               |               |                     |                     |                    |                     | <b>647,410</b>    | <b>15,083</b>       | <b>662,493</b>   | <b>\$ 662,493</b> |
| Net unrealized loss on derivative instruments   |                   |                  |               |               |                     |                     |                    |                     | <b>(3,501)</b>    |                     | <b>(3,501)</b>   | <b>(3,501)</b>    |
| SL Green's share of joint venture net unrealized gain on derivative instruments   |                   |                  |               |               |                     |                     |                    |                     | <b>902</b>        |                     | <b>902</b>       | <b>902</b>        |
| Unrealized loss on marketable securities  |                   |                  |               |               |                     |                     |                    |                     | <b>(3,187)</b>    |                     | <b>(3,187)</b>   | <b>(3,187)</b>    |
| Preferred dividends   |                   |                  |               |               |                     |                     |                    |                     | <b>(30,178)</b>   |                     | <b>(30,178)</b>  |                   |
| Redemption of units and DRIP proceeds   |                   |                  | <b>13</b>     |               | <b>898</b>          |                     |                    |                     |                   |                     | <b>898</b>       |                   |
| Reallocation of noncontrolling interest in the operating partnership  |                   |                  |               |               |                     |                     |                    |                     | <b>(39,040)</b>   |                     | <b>(39,040)</b>  |                   |
| Deferred compensation plan & stock award, net   |                   |                  | <b>262</b>    | <b>3</b>      | <b>696</b>          | <b>(5,486)</b>      |                    |                     |                   |                     | <b>(4,787)</b>   |                   |
| Amortization of deferred compensation plan  |                   |                  |               |               | <b>33,252</b>       |                     |                    |                     |                   |                     | <b>33,252</b>    |                   |
| Proceeds from issuance of common stock  |                   |                  | <b>6,957</b>  | <b>70</b>     | <b>531,236</b>      |                     |                    |                     |                   |                     | <b>531,306</b>   |                   |
| Proceeds from stock options exercised   |                   |                  | <b>244</b>    | <b>2</b>      | <b>10,035</b>       |                     |                    |                     |                   |                     | <b>10,037</b>    |                   |
| Consolidation of joint venture interest   |                   |                  |               |               |                     |                     |                    |                     |                   | <b>87,798</b>       | <b>87,798</b>    |                   |
| Cash distributions to noncontrolling interests  |                   |                  |               |               |                     |                     |                    |                     | <b>(143,579)</b>  |                     | <b>(143,579)</b> |                   |
| Cash distribution declared (\$0.55 per common share, none of which represented a return of capital for federal income tax purposes) |                   |                  |               |               |                     |                     |                    |                     | <b>(46,649)</b>   |                     | <b>(46,649)</b>  |                   |
| <b>Balance at December 31, 2011</b>   | <b>\$ 274,022</b> | <b>\$ 96,321</b> | <b>85,783</b> | <b>\$ 892</b> | <b>\$ 4,236,959</b> | <b>\$ (308,708)</b> | <b>\$ (28,445)</b> | <b>\$ 1,704,506</b> | <b>\$ 477,762</b> | <b>\$ 6,453,309</b> | <b>\$</b>        | <b>656,707</b>    |

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

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## SL Green Realty Corp.

## Consolidated Statements of Cash Flows

(Amounts in thousands, except per share data)

|  | Year Ended December 31, |             |           |
|--|-------------------------|-------------|-----------|
|  | 2011                    | 2010        | 2009      |
| <b>Operating Activities</b>  |                         |             |           |
| Net income   | \$ 677,122              | \$ 319,156  | \$ 71,665 |
| Adjustments to reconcile net income to net cash provided by operating activities:            |                         |             |           |
| Depreciation and amortization  | 292,311                 | 240,445     | 235,200   |
| Equity in net income from unconsolidated joint ventures                                      | (1,583)                 | (39,607)    | (62,878)  |
| Distributions of cumulative earnings from unconsolidated joint ventures                      | 11,185                  | 27,472      | 40,677    |
| Equity in net gain on sale of interest in unconsolidated joint venture interest/ real estate | (2,918)                 | (128,921)   | (6,691)   |
| Purchase price fair value adjustment   | (498,195)               |             |           |
| Depreciable real estate reserves   | 5,789                   | 2,750       |           |
| (Gain) loss on sale of discontinued operations   | (46,085)                | (35,485)    | 6,841     |
| Gain on sale of debt securities  | (19,840)                |             |           |
| Loan loss and other investment reserves, net of recoveries                                   | 6,722                   | 17,751      | 150,510   |
| (Gain) loss on investments in marketable securities  | (4,866)                 | (490)       | 396       |
| (Gain) loss on early extinguishment of debt  | (904)                   | 1,900       | (86,006)  |
| Deferred rents receivable  | (87,230)                | (47,223)    | (26,267)  |
| Other non-cash adjustments   | 2,385                   | (749)       | (2,534)   |
| Changes in operating assets and liabilities:   |                         |             |           |
| Restricted cash operations   | (681)                   | 4,513       | 16,219    |
| Tenant and other receivables   | (4,720)                 | 271         | 11,026    |
| Related party receivables  | 2,461                   | 2,398       | (894)     |
| Deferred lease costs   | (38,412)                | (42,035)    | (21,202)  |
| Other assets   | 4,029                   | 4,860       | (28,863)  |
| Accounts payable, accrued expenses and other liabilities                                     | 10,704                  | (3,706)     | (14,761)  |
| Deferred revenue and land leases payable   | 5,586                   | (2,242)     | (7,227)   |
| Net cash provided by operating activities  | 312,860                 | 321,058     | 275,211   |
| <b>Investing Activities</b>  |                         |             |           |
| Acquisitions of real estate property   | (446,756)               | (270,614)   | (16,059)  |
| Additions to land, buildings and improvements  | (159,100)               | (108,145)   | (90,971)  |
| Escrowed cash capital improvements/acquisition deposits                                      | 29,281                  | (40,215)    | (5,318)   |
| Investments in unconsolidated joint ventures   | (109,920)               | (87,844)    | (107,716) |
| Distributions in excess of cumulative earnings from unconsolidated joint ventures            | 112,359                 | 52,920      | 38,846    |
| Net proceeds from disposition of real estate/joint venture interest                          | 160,548                 | 623,121     | 27,946    |
| Other investments  | 12,186                  | 32,607      | (47,719)  |
| Debt and preferred equity and other investments, net of repayments/participations            | (338,195)               | (183,015)   | (144,388) |
| Net cash (used in) provided by investing activities  | (739,597)               | 18,815      | (345,379) |
| <b>Financing Activities</b>  |                         |             |           |
| Proceeds from mortgages and other loans payable  | 826,000                 | 168,360     | 192,399   |
| Repayments of mortgages and other loans payable  | (765,378)               | (149,832)   | (169,688) |
| Proceeds from revolving credit facility and senior unsecured notes                           | 1,901,068               | 670,992     | 30,433    |
| Repayments of revolving credit facility and senior unsecured notes                           | (2,043,144)             | (1,046,626) | (646,317) |
| Proceeds from stock options exercised and DRIP issuance                                      | 10,211                  | 14,535      | 619       |
| Net proceeds from sale of common stock   | 516,168                 |             | 387,138   |
| Net proceeds from sale of preferred stock  |                         | 122,041     |           |
| Purchases of treasury stock  | (5,486)                 |             |           |
| Distributions to noncontrolling interests in other partnerships                              | (143,578)               | (13,489)    | (19,617)  |
| Contributions from noncontrolling interests in other partnerships                            |                         | 2,788       |           |
| Redemption of noncontrolling interests in operating partnership                              |                         | (13,012)    |           |
| Distributions to noncontrolling interests in operating partnership                           | (727)                   | (511)       | (2,170)   |
| Dividends paid on common and preferred stock   | (63,866)                | (58,984)    | (78,321)  |

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|   |                   |            |            |
|---|-------------------|------------|------------|
| Other obligations related to mortgage loan participations | <b>35,850</b>     |            |            |
| Deferred loan costs and capitalized lease obligation      | <b>(35,019)</b>   | (47,020)   | (7,482)    |
| Net cash provided by (used in) financing activities       | <b>232,099</b>    | (350,758)  | (313,006)  |
| Net decrease in cash and cash equivalents                 | <b>(194,638)</b>  | (10,885)   | (383,174)  |
| Cash and cash equivalents at beginning of period          | <b>332,830</b>    | 343,715    | 726,889    |
| Cash and cash equivalents at end of period                | <b>\$ 138,192</b> | \$ 332,830 | \$ 343,715 |

**Supplemental cash flow disclosures**

|                   |                   |            |            |
|-------------------|-------------------|------------|------------|
| Interest paid     | <b>\$ 275,106</b> | \$ 222,904 | \$ 257,393 |
| Income taxes paid | <b>\$ 138</b>     | \$ 1,041   | \$ 818     |

In December 2011, 2010 and 2009, the Company declared quarterly distributions per share of \$0.25, \$0.10 and \$0.10, respectively. These distributions were paid in January 2012, 2011 and 2010, respectively.

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

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements****December 31, 2011****1. Organization and Basis of Presentation**

SL Green Realty Corp., also referred to as the Company or SL Green, a Maryland corporation, and SL Green Operating Partnership, L.P., or the Operating Partnership, a Delaware limited partnership, were formed in June 1997 for the purpose of combining the commercial real estate business of S.L. Green Properties, Inc. and its affiliated partnerships and entities. The Operating Partnership received a contribution of interest in the real estate properties, as well as 95% of the economic interest in the management, leasing and construction companies which are referred to as the Service Corporation, a consolidated variable interest entity. All of the management, leasing and construction services with respect to the properties wholly-owned by us are conducted through SL Green Management LLC which is 100% owned by our Operating Partnership. The Company has qualified, and expects to qualify in the current fiscal year, as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Code, and operates as a self-administered, self-managed REIT. A REIT is a legal entity that holds real estate interests and, through payments of dividends to stockholders, is permitted to reduce or avoid the payment of Federal income taxes at the corporate level. Unless the context requires otherwise, all references to the "Company," "we," "our" and "us" means the Company and all entities owned or controlled by the Company, including the Operating Partnership.

Substantially all of our assets are held by, and our operations are conducted through, the Operating Partnership. The Company is the sole managing general partner of the Operating Partnership. As of December 31, 2011, noncontrolling investors held, in the aggregate, a 3.12% limited partnership interest in the Operating Partnership. We refer to this as the noncontrolling interests in the Operating Partnership. See Note 14.

Reckson Operating Partnership, L.P., or ROP, is a subsidiary of our Operating Partnership.

As of December 31, 2011, we owned the following interests in commercial office properties in the New York Metropolitan area, primarily in midtown Manhattan, a borough of New York City, or Manhattan. Our investments in the New York Metropolitan area also include investments in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey, which are collectively known as the Suburban assets:

| Location  | Ownership                 | Number of Properties | Square Feet | Weighted Average Occupancy <sup>(1)</sup> |
|-----------|---------------------------|----------------------|-------------|---|
| Manhattan | Consolidated properties   | 26                   | 18,429,945  | 92.8%                                     |
|           | Unconsolidated properties | 7                    | 6,191,673   | 91.6%                                     |
| Suburban  | Consolidated properties   | 25                   | 3,863,000   | 80.5%                                     |
|           | Unconsolidated properties | 6                    | 2,941,700   | 93.8%                                     |
|           |                           | 64                   | 31,426,318  | 91.2%                                     |

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

We also owned investments in nine stand-alone retail properties encompassing approximately 349,282 square feet, seven development properties encompassing approximately 1,395,838 square feet and three land interests as of December 31, 2011. In addition, we manage three office properties owned by third parties and affiliated companies encompassing approximately 0.9 million rentable square feet.

**Partnership Agreement**

In accordance with the partnership agreement of the Operating Partnership, or the operating partnership agreement, we allocate all distributions and profits and losses in proportion to the percentage ownership interests



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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**1. Organization and Basis of Presentation (Continued)**

of the respective partners. As the managing general partner of the Operating Partnership, we are required to take such reasonable efforts, as determined by us in our sole discretion, to cause the Operating Partnership to distribute sufficient amounts to enable the payment of sufficient dividends by us to avoid any Federal income or excise tax at the Company level. Under the operating partnership agreement, each limited partner has the right to redeem units of limited partnership interests for cash, or if we so elect, shares of our common stock on a one-for-one basis.

**2. Significant Accounting Policies**

**Principles of Consolidation**

The consolidated financial statements include our accounts and those of our subsidiaries, which are wholly-owned or controlled by us. Entities which we do not control through our voting interest and entities which are variable interest entities, but where we are not the primary beneficiary, are accounted for under the equity method or as debt and preferred equity investments. See Notes 5 and 6. All significant intercompany balances and transactions have been eliminated.

The FASB amended the guidance for determining whether an entity is a variable interest entity, or VIE, and requires the performance of a qualitative rather than a quantitative analysis to determine the primary beneficiary of a VIE. Under this guidance, an entity would be required to consolidate a VIE if it has (i) the power to direct the activities that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE.

A noncontrolling interest in a consolidated subsidiary is defined as the portion of the equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. Noncontrolling interests are required to be presented as a separate component of equity in the consolidated balance sheet and modifies the presentation of net income by requiring earnings and other comprehensive income to be attributed to controlling and noncontrolling interests.

We assess the accounting treatment for each joint venture and debt and preferred equity investment. This assessment includes a review of each joint venture or partnership limited liability company agreement to determine which party has what rights and whether those rights are protective or participating. For all VIE's, we review such agreements in order to determine which party has the power to direct the activities that most significantly impact the entity's economic performance. In situations where we or our partner approves, among other things, the annual budget, receives a detailed monthly reporting package from us, meets on a quarterly basis to review the results of the joint venture, reviews and approves the joint venture's tax return before filing, and approves all leases that cover more than a nominal amount of space relative to the total rentable space at each property, we do not consolidate the joint venture as we consider these to be substantive participation rights that result in shared power of the activities that most significantly impact the performance of our joint venture. Our joint venture agreements also contain certain protective rights such as the requirement of partner approval to sell, finance or refinance the property and the payment of capital expenditures and operating expenditures outside of the approved budget or operating plan.

**Investment in Commercial Real Estate Properties**

Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the development or redevelopment of rental properties are capitalized. Ordinary repairs and maintenance are

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****2. Significant Accounting Policies (Continued)**

expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives.

A property to be disposed of is reported at the lower of its carrying amount or its estimated fair value, less its cost to sell. Once an asset is held for sale, depreciation expense is no longer recorded and the historic results are reclassified as discontinued operations. See Note 4.

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

| <b>Category</b>               | <b>Term</b>  |
|-------------------------------|--|
| Building (fee ownership)      | 40 years   |
| Building improvements         | shorter of remaining life of the building or useful life |
| Building (leasehold interest) | lesser of 40 years or remaining term of the lease        |
| Property under capital lease  | remaining lease term                                     |
| Furniture and fixtures        | four to seven years                                      |
| Tenant improvements           | shorter of remaining term of the lease or useful life    |

Depreciation expense (including amortization of the capital lease asset) amounted to approximately \$254.5 million, \$207.1 million and \$205.5 million for the years ended December 31, 2011, 2010 and 2009, respectively.

On a periodic basis, we assess whether there are any indicators that the value of our real estate properties may be impaired or that their carrying value may not be recoverable. A property's value is considered impaired if management's estimate of the aggregate future cash flows (undiscounted and without interest charges for consolidated properties) to be generated by the property are less than the carrying value of the property. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the property over the calculated fair value of the property. In addition, we assess our investments in unconsolidated joint ventures for recoverability, and if it is determined that a loss in value of the investment is other than temporary, we write down the investment to its fair value. We evaluate our equity investments for impairment based on the joint venture's projected discounted cash flows. During 2011, we recorded a \$5.8 million impairment charge in connection with the expected sale of one of our equity investments. During 2010, we recorded a \$2.8 million impairment charge on one of our equity investments. These charges are included in depreciable real estate reserves in the Consolidated Statements of Income. We do not believe that the value of any of our consolidated properties was impaired at December 31, 2011 and 2010, respectively.

A variety of costs are incurred in the development and leasing of our properties. After determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project is substantially complete and capitalization must cease involves a degree of judgment. The costs of land and building under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We consider a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction activity. We cease capitalization on the portions substantially completed and occupied or held available for occupancy, and capitalize only those costs associated with the portions under construction.

Results of operations of properties acquired are included in the Consolidated Statements of Income from the date of acquisition.

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****2. Significant Accounting Policies (Continued)**

On January 1, 2009, we adopted FASB guidance that requires the acquiring entity in a business combination to measure the assets acquired, liabilities assumed (including contingencies) and any noncontrolling interests at their fair values on the acquisition date. The guidance also requires that acquisition-related transaction costs be expensed as incurred, acquired research and development value be capitalized and acquisition-related restructuring costs be capitalized only if they meet certain criteria. Beginning January 1, 2009, we began expensing acquisition-related transaction costs as incurred. These costs are included in transaction related costs on our Consolidated Statements of Income.

We allocate the purchase price of real estate to land and building and, if determined to be material, intangibles, such as the value of above-, below- and at-market leases and origination costs associated with the in-place leases. We depreciate the amount allocated to building and other intangible assets over their estimated useful lives, which generally range from three to 40 years and from one to 14 years, respectively. The values of the above- and below-market leases are amortized and recorded as either an increase (in the case of below-market leases) or a decrease (in the case of above-market leases) to rental income over the remaining term of the associated lease, which generally range from one to 14 years. The value associated with in-place leases are amortized over the expected term of the associated lease, which generally range from one to 14 years. If a tenant vacates its space prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balance of the related intangible will be written off. The tenant improvements and origination costs are amortized as an expense over the remaining life of the lease (or charged against earnings if the lease is terminated prior to its contractual expiration date). We assess fair value of the leases based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions that may affect the property. To the extent acquired leases contain fixed rate renewal options that are below market and determined to be material, we amortized such below market lease value into rental income over the renewal period.

We recognized an increase of approximately \$19.8 million, \$22.7 million and \$24.2 million in rental revenue for the years ended December 31, 2011, 2010 and 2009, respectively, for the amortization of aggregate below-market leases in excess of above-market leases and a reduction in lease origination costs, resulting from the allocation of the purchase price of the applicable properties. We recognized a reduction in interest expense for the amortization of the above-market rate mortgages assumed of approximately \$5.9 million, \$2.7 million and \$2.7 million for the years ended December 31, 2011, 2010 and 2009, respectively.

The following summarizes our identified intangible assets (acquired above-market leases and in-place leases) and intangible liabilities (acquired below-market leases) as of December 31, 2011 (in thousands):

|  | December 31,<br>2011 | December 31,<br>2010 |
|--|----------------------|----------------------|
| <b>Identified intangible assets (included in other assets):</b>          |                      |                      |
| Gross amount   | \$ 673,495           | \$ 758,300           |
| Accumulated amortization   | (193,442)            | (133,737)            |
| Net  | \$ 480,053           | \$ 624,563           |
| <b>Identified intangible liabilities (included in deferred revenue):</b> |                      |                      |
| Gross amount   | \$ 622,029           | \$ 508,339           |
| Accumulated amortization   | (290,893)            | (220,417)            |
| Net  | \$ 331,136           | \$ 287,922           |



Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****2. Significant Accounting Policies (Continued)**

The estimated annual amortization of acquired below-market leases, net of acquired above-market leases (a component of rental revenue), for each of the five succeeding years is as follows (in thousands):

|      |           |
|------|-----------|
| 2012 | \$ 10,767 |
| 2013 | 9,787     |
| 2014 | 7,869     |
| 2015 | 6,404     |
| 2016 | 5,664     |

The estimated annual amortization of all other identifiable assets (a component of depreciation and amortization expense) including tenant improvements for each of the five succeeding years is as follows (in thousands):

|      |           |
|------|-----------|
| 2012 | \$ 11,818 |
| 2013 | 10,229    |
| 2014 | 7,507     |
| 2015 | 5,821     |
| 2016 | 4,204     |

**Cash and Cash Equivalents**

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

**Fair Value Measurements**

Fair value is a market-based measurement, not an entity-specific measurement, and should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, FASB guidance establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within levels one and two of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within level three of the hierarchy).

We determined the fair value of our current investments in marketable securities using level one, level two and level three inputs. Additionally, we determined the valuation allowance for loan losses based on level three inputs. See "Note 5 Debt and Preferred Equity Investments."

The estimated fair values of tangible and intangible assets and liabilities recorded in connection with business combinations are based on level three inputs. We estimate fair values based on cash flow projections utilizing appropriate discount and/or capitalization rates and available market information.

We determine impairment in real estate investments and debt and preferred equity investments, including intangibles, utilizing cash flow projections that apply estimated revenue and expense growth rates, discount rates and capitalization rates, which are classified as level three inputs.

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

We use the following methods and assumptions in estimating fair value disclosures for financial instruments.

*Cash and cash equivalents:* The carrying amount of unrestricted cash and cash equivalents reported in our Consolidated Balance Sheets approximates fair value due to the short maturity of these instruments.

*Debt and Preferred Equity Investments:* The fair value of debt and preferred equity investments is estimated by discounting the future cash flows using current interest rates at which similar loans with the same maturities would be made to borrowers with similar credit ratings. See Note 5 regarding valuation allowances for loan losses.

*Mortgage and other loans payable and other debt:* The fair value of borrowings is estimated by discounting the future cash flows using current interest rates at which similar borrowings could be made by us.

The methodologies used for valuing financial instruments have been categorized into three broad levels as follows:

Level 1 Quoted prices in active markets for identical instruments.

Level 2 Valuations based principally on other observable market parameters, including

Quoted prices in active markets for similar instruments,

Quoted prices in less active or inactive markets for identical or similar instruments,

Other observable inputs (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates), and

Market corroborated inputs (derived principally from or corroborated by observable market data).

Level 3 Valuations based significantly on unobservable inputs.

Valuations based on third-party indications (broker quotes or counterparty quotes) which were, in turn, based significantly on unobservable inputs or were otherwise not supportable as Level 2 valuations.

Valuations based on internal models with significant unobservable inputs.

These levels form a hierarchy. We follow this hierarchy for our financial instruments measured at fair value on a recurring and nonrecurring basis. The classifications are based on the lowest level of input that is significant to the fair value measurement.

**Investment in Marketable Securities**

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We invest in marketable securities. At the time of purchase, we are required to designate a security as held-to-maturity, available-for-sale, or trading depending on ability and intent. We do not have any securities designated as held-to-maturity or trading at this time. Securities available-for-sale are reported at fair value pursuant to ASC 820-10, with the net unrealized gains or losses reported as a component of accumulated other comprehensive loss. Unrealized losses that are determined to be other-than-temporary are recognized in earnings up to their credit component. Included in accumulated other comprehensive loss at December 31, 2011 and 2010 is approximately \$6.9 million and \$9.7 million, respectively, in net unrealized gains related to marketable securities.

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****2. Significant Accounting Policies (Continued)**

During the years ended December 31, 2011 and 2010, we disposed of certain of our marketable securities for aggregate net proceeds of \$6.2 million and \$2.8 million and realized gains of \$4.5 million and \$1.9 million, respectively, which are included in gain (loss) on investment in marketable securities on the statements of income. During the years ended December 31, 2011 and 2010, we sold \$22.5 million and \$41.9 million of Level 3 securities and realized a gain of \$0.4 million and a loss of \$1.1 million, respectively, which are also included in gain (loss) on investment in marketable securities on the Consolidated Statements of Income.

The basis on which the cost of the bonds and marketable securities sold was determined was based on the specific identification method.

At December 31, 2011 and 2010 we held the following marketable securities (in thousands):

|  | December 31, |           |
|--|--------------|-----------|
|  | 2011         | 2010      |
| Level 1 Equity marketable securities           | \$ 8,065     | \$ 12,357 |
| Level 2 Commercial mortgage-backed securities  | 13,369       | 17,445    |
| Level 3 Rake bonds                             | 3,889        | 4,250     |
| Total marketable securities available-for-sale | \$ 25,323    | \$ 34,052 |

The cost basis of the Level 3 securities was \$3.9 million and \$4.3 million at December 31, 2011 and 2010, respectively. The Level 3 securities mature at various times through 2014.

**Investments in Unconsolidated Joint Ventures**

We account for our investments in unconsolidated joint ventures under the equity method of accounting in cases where we exercise significant influence over, but do not control, these entities and are not considered to be the primary beneficiary. We consolidate those joint ventures that we control or which are VIEs and where we are considered to be the primary beneficiary. In all these joint ventures, the rights of the joint venture partner are both protective as well as participating. Unless we are determined to be the primary beneficiary in a VIE, these participating rights preclude us from consolidating these non-VIE entities. These investments are recorded initially at cost, as investments in unconsolidated joint ventures, and subsequently adjusted for equity in net income (loss) and cash contributions and distributions. Any difference between the carrying amount of these investments on our balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in net income (loss) of unconsolidated joint ventures over the lesser of the joint venture term or 10 years. Equity income (loss) from unconsolidated joint ventures is allocated based on our ownership or economic interest in each joint venture. When a capital event (as defined in each joint venture agreement) such as a refinancing occurs, if return thresholds are met, future equity income will be allocated at our increased economic interest. We recognize incentive income from unconsolidated real estate joint ventures as income to the extent it is earned and not subject to a clawback feature. Distributions we receive from unconsolidated real estate joint ventures in excess of our basis in the investment are recorded as offsets to our investment balance if we remain liable for future obligations of the joint venture or may otherwise be committed to provide future additional financial support. None of the joint venture debt is recourse to us, except for \$200.0 million which we guarantee at one joint venture and performance guarantees under a master lease at another joint venture. See Note 6.

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

**Restricted Cash**

Restricted cash primarily consists of security deposits held on behalf of our tenants, interest reserves, as well as capital improvement and real estate tax escrows required under certain loan agreements.

**Deferred Lease Costs**

Deferred lease costs consist of fees and direct costs incurred to initiate and renew operating leases and are amortized on a straight-line basis over the related lease term. Certain of our employees provide leasing services to the wholly-owned properties. A portion of their compensation, approximating \$9.6 million, \$8.6 million and \$7.9 million for the years ended December 31, 2011, 2010 and 2009, respectively, was capitalized and is amortized over an estimated average lease term of seven years.

**Deferred Financing Costs**

Deferred financing costs represent commitment fees, legal, title and other third party costs associated with obtaining commitments for financing which result in a closing of such financing. These costs are amortized over the terms of the respective agreements. Unamortized deferred financing costs are expensed when the associated debt is refinanced or repaid before maturity. Costs incurred in seeking financing transactions, which do not close, are expensed in the period in which it is determined that the financing will not close.

**Revenue Recognition**

Rental revenue is recognized on a straight-line basis over the term of the lease. Rental revenue recognition commences when the tenant takes possession or controls the physical use of the leased space. In order for the tenant to take possession, the leased space must be substantially ready for its intended use. To determine whether the leased space is substantially ready for its intended use, management evaluates whether we are or the tenant is the owner of tenant improvements for accounting purposes. When management concludes that we are the owner of tenant improvements, rental revenue recognition begins when the tenant takes possession of the finished space, which is when such tenant improvements are substantially complete. In certain instances, when management concludes that we are not the owner (the tenant is the owner) of tenant improvements, rental revenue recognition begins when the tenant takes possession of or controls the space. When management concludes that we are the owner of tenant improvements for accounting purposes, management records the cost to construct the tenant improvements as a capital asset. In addition, management records the cost of certain tenant improvements paid for or reimbursed by tenants as capital assets when management concludes that we are the owner of such tenant improvements. For these tenant improvements, management records the amount funded or reimbursed by tenants as deferred revenue, which is amortized on a straight-line basis as additional rental revenue over the term of the related lease. When management concludes that the tenant is the owner of tenant improvements for accounting purposes, management records our contribution towards those improvements as a lease incentive, which is included in deferred leasing costs on our consolidated balance sheets and amortized as a reduction to rental revenue on a straight-line basis over the term of the lease. The excess of rents recognized over amounts contractually due pursuant to the underlying leases are included in deferred rents receivable on the accompanying balance sheets. We establish, on a current basis, an allowance for future potential tenant credit losses, which may occur against this account. The balance reflected on the balance sheet is net of such allowance.

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

In addition to base rent, our tenants also generally will pay their pro rata share of increases in real estate taxes and operating expenses for the building over a base year. In some leases, in lieu of paying additional rent based upon increases in building operating expenses, the tenant will pay additional rent based upon increases in the wage rate paid to porters over the porters' wage rate in effect during a base year or increases in the consumer price index over the index value in effect during a base year. In addition, many of our leases contain fixed percentage increases over the base rent to cover escalations.

Electricity is most often supplied by the landlord either on a sub-metered basis, or rent inclusion basis (i.e., a fixed fee is included in the rent for electricity, which amount may increase based upon increases in electricity rates or increases in electrical usage by the tenant). Base building services other than electricity (such as heat, air conditioning and freight elevator service during business hours, and base building cleaning) typically are provided at no additional cost, with the tenant paying additional rent only for services which exceed base building services or for services which are provided outside normal business hours.

These escalations are based on actual expenses incurred in the prior calendar year. If the expenses in the current year are different from those in the prior year, then during the current year, the escalations will be adjusted to reflect the actual expenses for the current year.

We record a gain on sale of real estate when title is conveyed to the buyer, subject to the buyer's financial commitment being sufficient to provide economic substance to the sale and we have no substantial economic involvement with the buyer.

Interest income on debt and preferred equity investments is recognized over the life of the investment using the effective interest method and recognized on the accrual basis. Fees received in connection with loan commitments are deferred until the loan is funded and are then recognized over the term of the loan as an adjustment to yield. Anticipated exit fees, whose collection is expected, are also recognized over the term of the loan as an adjustment to yield. Fees on commitments that expire unused are recognized at expiration.

Income recognition is generally suspended for debt and preferred equity investments at the earlier of the date at which payments become 90 days past due or when, in the opinion of management, a full recovery of income and principal becomes doubtful. Income recognition is resumed when the loan becomes contractually current and performance is demonstrated to be resumed. Interest is recorded as income on impaired loans only to the extent cash is received. Several of the debt and preferred equity investments provide for accrual of interest at specified rates, which differ from current payment terms. Interest is recognized on such loans at the accrual rate subject to management's determination that accrued interest and outstanding principal are ultimately collectible, based on the underlying collateral and operations of the borrower. If management cannot make this determination, interest income above the current pay rate is recognized only upon actual receipt.

If we purchase a debt or preferred equity investment at a discount, intend to hold it until maturity and expect to recover the full value of the investment, we accrete the discount into income as an adjustment to yield over the term of the investment. If we purchase a debt or preferred equity investment at a discount with the intention of foreclosing on the collateral, we do not accrete the discount.

Asset management fees are recognized on a straight-line basis over the term of the asset management agreement.

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

**Allowance for Doubtful Accounts**

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our tenants to make required payments. If the financial condition of a specific tenant were to deteriorate, resulting in an impairment of its ability to make payments, additional allowances may be required.

**Reserve for Possible Credit Losses**

The expense for possible credit losses in connection with debt and preferred equity investments is the charge to earnings to increase the allowance for possible credit losses to the level that we estimate to be adequate, based on Level 3 data, considering delinquencies, loss experience and collateral quality. Other factors considered relate to geographic trends and product diversification, the size of the portfolio and current economic conditions. Based upon these factors, we establish the provision for possible credit losses on each individual investment. When it is probable that we will be unable to collect all amounts contractually due, the investment is considered impaired.

Where impairment is indicated on an investment that is held to maturity, a valuation allowance is measured based upon the excess of the recorded investment amount over the net fair value of the collateral. Any deficiency between the carrying amount of an asset and the calculated value of the collateral is charged to expense. The write off of the reserve balance is called a charge off. We recorded approximately \$10.9 million, \$19.8 million and \$38.4 million in loan loss reserves and charge offs during the years ended December 31, 2011, 2010 and 2009, respectively, on investments being held to maturity, and none, \$1.0 million and \$69.1 million against our held for sale investment during the years ended December 31, 2011, 2010 and 2009, respectively. We also recorded approximately \$4.4 million and \$3.7 million in recoveries during the years ended December 31, 2011 and 2010, respectively, in connection with the sale of investments.

Debt and preferred equity investments held for sale are carried at the lower of cost or fair market value using available market information obtained through consultation with dealers or other originators of such investments as well as discounted cash flow models based on Level 3 data pursuant to ASC 820-10. As circumstances change, management may conclude not to sell an investment designated as held for sale. In such situations, the investment will be reclassified at its net carrying value to debt and preferred equity investments held to maturity. For these reclassified investments, the difference between the current carrying value and the expected cash to be collected at maturity will be accreted into income over the remaining term of the investment.

**Rent Expense**

Rent expense is recognized on a straight-line basis over the initial term of the lease. The excess of the rent expense recognized over the amounts contractually due pursuant to the underlying lease is included in the deferred land lease payable in the accompanying balance sheets.

**Income Taxes**

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

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

Pursuant to amendments to the Code that became effective January 1, 2001, we have elected, and may in the future, elect to treat certain of our existing or newly created corporate subsidiaries as taxable REIT subsidiaries, or a TRS. In general, a TRS of ours may perform non-customary services for our tenants, hold assets that we cannot hold directly and generally may engage in any real estate or non-real estate related business. Our TRSs' generate income, resulting in Federal income tax liability for these entities. Our TRSs' recorded approximately none, \$0.9 million and \$1.0 million in Federal, state and local tax (benefit)/expense in 2011, 2010 and 2009 and made estimated tax payments of \$0.1 million, \$1.0 million and \$0.8 million, respectively.

We follow a two-step approach for evaluating uncertain tax positions. Recognition (step one) occurs when an enterprise concludes that a tax position, based solely on its technical merits, is more-likely-than-not to be sustained upon examination. Measurement (step two) determines the amount of benefit that is more-likely-than-not to be realized upon settlement. Derecognition of a tax position that was previously recognized would occur when a company subsequently determines that a tax position no longer meets the more-likely-than-not threshold of being sustained. The use of a valuation allowance as a substitute for derecognition of tax positions is prohibited.

**Underwriting Commissions and Costs**

Underwriting commissions and costs incurred in connection with our stock offerings are reflected as a reduction of additional paid-in-capital.

**Exchangeable Debt Instruments**

The initial proceeds from exchangeable debt that may be settled in cash, including partial cash settlements, must be bifurcated between a liability component and an equity component associated with the embedded conversion option. The objective of the accounting guidance is to require the liability and equity components of exchangeable debt to be separately accounted for in a manner such that the interest expense on the exchangeable debt is not recorded at the stated rate of interest but rather at an effective rate that reflects the issuer's conventional debt borrowing rate at the date of issuance. We calculate the liability component of exchangeable debt based on the present value of the contractual cash flows discounted at our comparable market conventional debt borrowing rate at the date of issuance. The difference between the principal amount and the fair value of the liability component is reported as a discount on the exchangeable debt that is accreted as additional interest expense from the issuance date through the contractual maturity date using the effective interest method. A portion of this additional interest expense may be capitalized to the development and redevelopment balances qualifying for interest capitalization each period. The liability component of the exchangeable debt is reported net of discounts on our consolidated balance sheets. We calculate the equity component of exchangeable debt based on the difference between the initial proceeds received from the issuance of the exchangeable debt and the fair value of the liability component at the issuance date. The equity component is included in additional paid-in-capital, net of issuance costs, on our consolidated balance sheets. We allocate issuance costs for exchangeable debt between the liability and the equity components based on their relative values.



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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

**Stock-Based Employee Compensation Plans**

We have a stock-based employee compensation plan, described more fully in Note 13.

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

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

For share-based awards with a performance or market measure, we recognize compensation cost over the requisite service period, using the accelerated attribution expense method. The requisite service period begins on the date our Compensation Committee authorizes the award and adopts any relevant performance measures. For programs with market measures, the total estimated compensation cost is based on the fair value of the award at the applicable measurement date estimated using a binomial model. For share-based awards for which there is no pre-established performance measure, we recognize compensation cost over the service vesting period, which represents the requisite service period, on a straight-line basis. In accordance with the provisions of our share-based incentive compensation plans, we accept the return of shares of our common stock, at the current quoted market price, from certain key employee to satisfy minimum statutory tax-withholding requirements related to shares that vested during the period.

Awards can also be made in the form of a separate series of units of limited partnership interest in our Operating Partnership called long-term incentive plan (LTIP) units. LTIP units, which can be granted either as free-standing awards or in tandem with other awards under our stock incentive plan, are valued by reference to the value of our common stock at the time of grant, and are subject to such conditions and restrictions as our compensation committee may determine, including continued employment or service, computation of financial metrics and/or achievement of pre-established performance goals and objectives.

**Derivative Instruments**

In the normal course of business, we use a variety of derivative instruments to manage, or hedge, interest rate risk. We require that hedging derivative instruments are effective in reducing the interest rate risk exposure that they are designated to hedge. This effectiveness is essential for qualifying for hedge accounting. Some derivative instruments are associated with an anticipated transaction. In those cases, hedge effectiveness criteria also require that it be probable that the underlying transaction occurs. Instruments that meet these hedging criteria are formally designated as hedges at the inception of the derivative contract.

To determine the fair values of derivative instruments, we use a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date. For the majority of financial instruments including most derivatives, long-term investments and long-term debt, standard market conventions and techniques such as discounted cash flow analysis, option pricing models, replacement cost, and termination cost are used to

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

determine fair value. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

In the normal course of business, we are exposed to the effect of interest rate changes and limit these risks by following established risk management policies and procedures including the use of derivatives. To address exposure to interest rates, derivatives are used primarily to fix the rate on debt based on floating-rate indices and manage the cost of borrowing obligations.

We use a variety of commonly used derivative products that are considered plain vanilla derivatives. These derivatives typically include interest rate swaps, caps, collars and floors. We expressly prohibit the use of unconventional derivative instruments and using derivative instruments for trading or speculative purposes. Further, we have a policy of only entering into contracts with major financial institutions based upon their credit ratings and other factors.

We may employ swaps, forwards or purchased options to hedge qualifying forecasted transactions. Gains and losses related to these transactions are deferred and recognized in net income as interest expense in the same period or periods that the underlying transaction occurs, expires or is otherwise terminated.

Hedges that are reported at fair value and presented on the balance sheet could be characterized as cash flow hedges or fair value hedges. Interest rate caps and collars are examples of cash flow hedges. Cash flow hedges address the risk associated with future cash flows of interest payments. For all hedges held by us and which were deemed to be fully effective in meeting the hedging objectives established by our corporate policy governing interest rate risk management, no net gains or losses were reported in earnings. The changes in fair value of hedge instruments are reflected in accumulated other comprehensive income. For derivative instruments not designated as hedging instruments, the gain or loss, resulting from the change in the estimated fair value of the derivative instruments, is recognized in current earnings during the period of change.

**Earnings per Share**

We present both basic and diluted earnings per share, or EPS. Basic EPS excludes dilution and is computed by dividing net income attributable to common stockholders by the weighted average number of common shares outstanding during the period. Basic EPS includes participating securities, consisting of unvested restricted stock that receive nonforfeitable dividends similar to shares of common stock. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, where such exercise or conversion would result in a lower EPS amount. This also includes units of limited partnership interest. The dilutive effect of the outstanding nonvested shares of common stock ("nonvested shares") and restricted stock units ("RSUs") that have not yet been granted but are contingently issuable under the share-based compensation programs is reflected in the weighted average diluted shares calculation by application of the treasury stock method at the beginning of the quarterly period in which all necessary conditions have been satisfied. The dilutive effect of stock options is reflected in the weighted average diluted outstanding shares calculation by application of the treasury stock method. There is no dilutive effect for the exchangeable senior debentures as the conversion premium will be paid in cash.

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

**Use of Estimates**

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

**Concentrations of Credit Risk**

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash investments, debt and preferred equity investments and accounts receivable. We place our cash investments in excess of insured amounts with high quality financial institutions. The collateral securing our debt and preferred equity investments is primarily located in the New York Metropolitan area. See Note 5. We perform ongoing credit evaluations of our tenants and require most tenants to provide security deposits or letters of credit. Though these security deposits and letters of credit are insufficient to meet the total value of a tenant's lease obligation, they are a measure of good faith and a source of funds to offset the economic costs associated with lost rent and the costs associated with re-tenanting the space. Although the properties in our real estate portfolio are primarily located in Manhattan, we also have properties located in Brooklyn, Queens, Long Island, Westchester County, Connecticut and New Jersey. The tenants located in our buildings operate in various industries. Other than one tenant who accounts for approximately 7.2% of our share of annualized cash rent, no other tenant in our portfolio accounted for more than 6.9% of our annualized cash rent, including our share of joint venture annualized rent, at December 31, 2011. Approximately 8%, 7%, 7% and 10% of our annualized cash rent for consolidated properties was attributable to 919 Third Avenue, 1185 Avenue of the Americas, One Madison Avenue and 1515 Broadway, respectively, for the year ended December 31, 2011. Approximately 10%, 9%, 7%, 7% and 6% of our annualized rent for consolidated properties was attributable to 919 Third Avenue, 1185 Avenue of the Americas, One Madison Avenue, 420 Lexington Avenue and 485 Lexington Avenue, respectively, for the year ended December 31, 2010. Approximately 10%, 9%, 8%, 8%, 6% and 6% of our annualized rent for consolidated properties was attributable to 919 Third Avenue, 1185 Avenue of the Americas, One Madison Avenue, 420 Lexington Avenue, 220 East 42<sup>nd</sup> Street and 485 Lexington Avenue, respectively, for the year ended December 31, 2009. In addition, two debt and preferred equity investments accounted for more than 10.0% of the income earned on debt and preferred equity investments during 2011. As of December 31, 2011, approximately 75.0% of our workforce is covered by three collective bargaining agreements. Approximately 76.4% of our workforce which services substantially all of our properties is covered by a collective bargaining agreement which expires in 2015. See Note 15.

**Reclassification**

Certain prior year balances have been reclassified to conform to our current year presentation primarily in order to eliminate discontinued operations from income from continuing operations.

**Accounting Standards Updates**

In January 2010, the FASB issued updated guidance on fair value measurements and disclosures, which requires disclosure of details of significant asset or liability transfers in and out of Level 1 and Level 2 measurements within the fair value hierarchy and inclusion of gross purchases, sales, issuances, and settlements in the rollforward of assets and liabilities valued using Level 3 inputs within the fair value hierarchy. The guidance also clarifies and expands existing disclosure requirements related to the disaggregation of fair value disclosures

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

and inputs used in arriving at fair values for assets and liabilities using Level 2 and Level 3 inputs within the fair value hierarchy. These disclosure requirements were effective for interim and annual reporting periods beginning after December 15, 2009. Adoption of this guidance on January 1, 2010, excluding the Level 3 rollforward, resulted in additional disclosures in our consolidated financial statements. The gross presentation of the Level 3 rollforward is required for interim and annual reporting periods beginning after December 15, 2010. Adoption of this guidance did not have a material impact on our consolidated financial statements.

In July 2010, the FASB issued updated guidance on disclosures about the credit quality of financing receivables and the allowance for credit losses which will require a greater level of information disclosed about the credit quality of loans and allowance for loan losses, as well as additional information related to credit quality indicators, past due information, and information related to loans modified in trouble debt restructuring. The guidance related to disclosures of financing receivables as of the end of a reporting period is required to be adopted for interim and annual reporting periods ending on or after December 15, 2010. The financing receivables disclosures related to the activity that occurs during a reporting period are required to be adopted for interim and annual reporting periods beginning on or after December 15, 2010. Adoption of the remaining guidance resulted in additional disclosures in our consolidated financial statements.

In December 2010, the FASB issued guidance on the disclosure of supplementary pro forma information for business combinations. Effective for periods beginning after December 15, 2010, the guidance specifies that if a public entity enters into business combinations that are material on an individual or aggregate basis and presents comparative financial statements, the entity must present pro forma revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. Adoption of this guidance did not have a material impact on our consolidated financial statements.

In April 2011, the FASB issued guidance which clarifies when creditors should classify loan modifications as troubled debt restructurings and provides examples and factors to be considered. Loan modifications which are considered troubled debt restructurings could result in additional disclosure requirements and could impact the related provision for loan losses. This guidance is effective for the first interim or annual period beginning after June 15, 2011, with retrospective application to the beginning of the year. Adoption of this guidance did not have a material impact on our consolidated financial statements. The adoption of this guidance will impact how we account for loan modifications, and may result in an increase in the loan modifications we classify as troubled debt restructurings.

In May 2011, the FASB issued updated guidance on fair value measurement which amends U.S. GAAP to conform to IFRS measurement and disclosure requirements. The amendments change the wording used to describe the requirements in U.S. GAAP for measuring fair value, changes certain fair value measurement principles and enhances disclosure requirements. This guidance is effective as of the first quarter of 2012, applied prospectively, and its adoption is not expected to have a material effect on our consolidated financial statements.

In June 2011, the FASB issued guidance to increase the prominence of other comprehensive income in financial statements. The standard gives businesses two options for presenting other comprehensive income (OCI), which until now has typically been included within the statement of shareholder's equity. An OCI statement can be included with the statement of income, and together the two will make a statement of total comprehensive income. Alternatively, businesses can have an OCI statement separate from the statement of income, but the two statements will have to appear consecutively within a financial report. These requirements related to the

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**2. Significant Accounting Policies (Continued)**

presentation of OCI are effective for interim and annual reporting periods beginning after December 15, 2011. In December 2011, the FASB temporarily delayed those requirements that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income. During the deferral period, the FASB plans to re-evaluate the requirement, with a final decision expected in 2012. Adoption of this guidance will not have a material impact on our consolidated financial statements.

In September 2011, the FASB issued guidance that requires employers to provide additional qualitative and quantitative disclosures for multi-employer pension plans and multi-employer other post-retirement benefit plans. The guidance is effective for annual periods for fiscal years ending after December 15, 2011. See Note 15 for additional disclosure required by this guidance.

In December 2011, the FASB issued guidance that concluded when a parent ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt, the reporting entity must apply the accounting guidance for sales of real estate to determine whether it should derecognize the in substance real estate. The reporting entity is precluded from derecognizing the real estate until legal ownership has been transferred to the lender to satisfy the debt. The guidance is effective for calendar year-end public and nonpublic companies in 2013 and is to be applied on a prospective basis. Early adoption of the guidance is permitted. Adoption of this guidance will not have a material impact on our consolidated financial statements.

**3. Property Acquisitions**

**2011 Acquisitions**

In November 2011, we acquired all of the interests in 51 East 42nd Street, a 142,000 square-foot (unaudited) office building for approximately \$80.0 million, inclusive of the issuance of \$2.0 million, 6.0% Series H preferred operating partnership units. We are currently in the process of analyzing the fair value of the in-place leases; and, consequently, no value has yet been assigned to the leases. Therefore, the purchase price allocation is preliminary and subject to change.

In November 2011 we, along with The Moinian Group, formed a joint venture to recapitalize 180 Maiden Lane, a fully-leased, 1.1 million-square-foot (unaudited) Class A office tower. The consideration for our 49.9 percent stake in the joint venture included \$41.0 million in cash and operating partnership units valued at \$31.7 million. In connection with the issuance of these operating partnership units, we recorded an \$8.3 million fair value adjustment due to changes in our stock price. Simultaneous with the closing of the recapitalization, the joint venture refinanced the existing \$344.2 million indebtedness with a five-year \$280-million mortgage. We consolidate this joint venture due to the control we exert over leasing activities at the property. We are currently in the process of analyzing the fair value of the in-place leases; and, consequently, no value has yet been assigned to the leases. Therefore, the purchase price allocation is preliminary and subject to change. We consolidate this joint venture as it is a VIE and we have been designated as the primary beneficiary.

In May 2011, we acquired a substantial ownership interest in the 205,000-square-foot (unaudited) office condominium at 110 East 42nd Street, along with control of the asset. We had previously provided a \$16.0 million senior mezzanine loan as part of our sale of the condominium unit in 2007. The May 2011 transaction included a consensual modification of that loan. In conjunction with the transaction, we successfully restructured the in-place mortgage financing, which had previously been in default.

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****3. Property Acquisitions (Continued)**

The following summarizes our allocation of the purchase price of the assets acquired and liabilities assumed upon the assumption of control over 110 East 42nd Street (in thousands):

|  |           |               |
|--|-----------|---------------|
| Land                                       | \$        | 34,000        |
| Building                                   |           | 46,411        |
| Above market lease value                   |           | 823           |
| Acquired in-place leases                   |           | 5,396         |
| <b>Assets acquired</b>                     |           | <b>86,630</b> |
| Below market lease value                   |           | 2,326         |
| <b>Liabilities assumed</b>                 |           | <b>2,326</b>  |
| Purchase price allocation                  | \$        | 84,304        |
| <b>Net consideration funded at closing</b> | <b>\$</b> | <b>2,744</b>  |
| Debt assumed                               | \$        | 65,000        |

In April 2011, we acquired SITQ Immobilier, a subsidiary of Caisse de depot et placement du Quebec, or SITQ's, interest in 1515 Broadway, thereby consolidating full ownership of the 1,750,000 square-foot (unaudited) building. The transaction valued the consolidated interests at \$1.23 billion. We acquired the interest subject to the \$458.8 million mortgage encumbering the property. We recognized a purchase price fair value adjustment of \$475.1 million upon the closing of this transaction. This property, which we initially acquired in May 2002, was previously accounted for as an investment in unconsolidated joint ventures.

The following summarizes our allocation of the purchase price of the assets acquired and liabilities assumed upon the purchase of partnership interest in 1515 Broadway (in thousands):

|  |           |                  |
|--|-----------|------------------|
| Land   | \$        | 462,700          |
| Building                                       |           | 707,938          |
| Above market lease value                       |           | 18,298           |
| Acquired in-place leases                       |           | 98,661           |
| Other assets, net of other liabilities         |           | 27,127           |
| <b>Assets acquired</b>                         |           | <b>1,314,724</b> |
| Fair value adjustment to mortgage note payable |           | (3,693)          |
| Below market lease value                       |           | 84,417           |
| <b>Liabilities assumed</b>                     |           | <b>80,724</b>    |
| Purchase price allocation                      | \$        | 1,234,000        |
| <b>Net consideration funded at closing</b>     | <b>\$</b> | <b>259,228</b>   |

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In January 2011, we purchased City Investment Fund, or CIF's, 49.9% interest in 521 Fifth Avenue, thereby assuming full ownership of the 460,000 square-foot (unaudited) building. The transaction valued the consolidated interest at approximately \$245.7 million, excluding \$4.5 million of cash and other assets acquired. We acquired the interest subject to the \$140.0 million mortgage encumbering the property. We recognized a purchase price fair

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****3. Property Acquisitions (Continued)**

value adjustment of \$13.8 million upon the closing of this transaction. In April 2011, we refinanced the property with a new \$150.0 million 2-year mortgage which carries a floating rate of interest of 200 basis points over the 30-day LIBOR. In connection with that refinancing, we acquired the fee interest in the property for \$15.0 million.

The following summarizes our allocation of the purchase price of the assets acquired and liabilities assumed upon the purchase of 521 Fifth Avenue (in thousands):

|  |                  |
|--|------------------|
| Land                                       | \$ 110,100       |
| Building                                   | 146,686          |
| Above market lease value                   | 3,318            |
| Acquired in-place leases                   | 23,016           |
| <b>Assets acquired</b>                     | <b>283,120</b>   |
| Below market lease value                   | 25,977           |
| <b>Liabilities assumed</b>                 | <b>25,977</b>    |
| Purchase price allocation                  | \$ 257,143       |
| <b>Net consideration funded at closing</b> | <b>\$ 70,000</b> |

**2010 Acquisitions**

In January 2010, we became the sole owner of 100 Church Street, a 1.05 million square-foot (unaudited) office tower located in downtown Manhattan, following the successful foreclosure of the senior mezzanine loan at the property. Our initial investment totaled \$40.9 million, which was comprised of a 50% interest in the senior mezzanine loan and two other mezzanine loans at 100 Church Street, which we acquired from Gramercy Capital Corp. (NYSE: GKK), or Gramercy, in the summer of 2007. At closing of the foreclosure, we funded an additional \$15.0 million of capital into the project as part of our agreement with Wachovia Bank, N.A. to extend and restructure the existing financing. Gramercy declined to fund its share of this capital and instead transferred its interests in the investment to us at closing. The restructured \$139.7 million mortgage carries an interest rate of 350 basis points over the 30-day LIBOR. The restructured mortgage matures in January 2013 and has a one-year extension option.



Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****3. Property Acquisitions (Continued)**

The following summarizes our allocation of the purchase price of the assets acquired and liabilities assumed upon the completion of the foreclosure of 100 Church Street (in thousands):

|  |    |         |
|--|----|---------|
| Land                                   | \$ | 32,494  |
| Building                               |    | 86,806  |
| Acquired above-market leases           |    | 118     |
| Acquired in-place leases               |    | 17,380  |
| Restricted cash                        |    | 53,735  |
| Assets acquired                        |    | 190,533 |
| Mortgage note payable                  |    | 139,672 |
| Acquired below-market leases           |    | 8,025   |
| Other liabilities, net of other assets |    | 1,674   |
| Liabilities assumed                    |    | 149,371 |
| Net assets acquired                    | \$ | 41,162  |

In August 2010, we acquired 125 Park Avenue, a Manhattan office tower, for \$330 million. In connection with the acquisition, we assumed \$146.25 million of in-place financing. The 5.748% interest-only loan matures in October 2014.

The following summarizes our allocation of the purchase price of the assets acquired and liabilities assumed upon the closing of 125 Park Avenue (in thousands):

|                                     |    |         |
|-------------------------------------|----|---------|
| Land                                | \$ | 120,900 |
| Building                            |    | 201,726 |
| Acquired above-market leases        |    | 11,282  |
| Acquired in-place leases            |    | 28,828  |
| Assets acquired                     |    | 362,736 |
| Mortgage note payable at fair value |    | 158,397 |
| Acquired below-market leases        |    | 20,589  |
| Liabilities assumed                 |    | 178,986 |
| Net assets acquired                 | \$ | 183,750 |

In December 2010, we completed the acquisition of various investments from Gramercy. This acquisition included (1) the remaining 45% interest in the leased fee at 885 Third Avenue for approximately \$39.3 million plus assumed mortgage debt of approximately \$120.4 million, (2) the remaining 45% interest in the leased fee at 2 Herald Square for approximately \$25.6 million plus assumed mortgage debt of approximately \$86.1 million and, (3) the entire leased fee interest in 292 Madison Avenue for approximately \$19.2 million plus assumed mortgage debt of approximately \$59.1 million. These assets are all leased to third-party operators.



Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****3. Property Acquisitions (Continued)**

The following summarizes our allocation of the purchase price of the assets acquired and liabilities assumed upon the purchase of the abovementioned investments from Gramercy (in thousands):

|  |            |
|--|------------|
| Land   | \$ 501,021 |
| Above market lease value                     | 23,178     |
| Acquired in-place leases                     | 217,312    |
| Assets acquired                              | 741,511    |
| Mortgage notes payable                       | 540,805    |
| Other liabilities, net of other assets       | 2,091      |
| Liabilities assumed                          | 542,896    |
|  | 198,615    |
| Investments in unconsolidated joint ventures | (111,751)  |
| Net assets acquired                          | \$ 86,864  |

In December 2010, we acquired two retail condominiums in Williamsburg, Brooklyn, for approximately \$18.4 million. The retail condominiums are fully leased with rent commencement upon completion of the redevelopment work.

The following summarizes our allocation of the purchase price of the assets acquired in connection with the purchase of the abovementioned property (in thousands):

|   |           |
|---|-----------|
| Land                                      | \$ 6,200  |
| Building                                  | 10,158    |
| Acquired above market and in-place leases | 2,304     |
| Assets acquired                           | 18,662    |
| Below market lease value                  | 277       |
| Liabilities assumed                       | 277       |
| Purchase price allocation                 | \$ 18,385 |

**2009 Acquisitions**

During 2009, we acquired the sub-leasehold positions at 420 Lexington Avenue for an aggregate purchase price of approximately \$15.9 million.

**Pro Forma**

The following table (in millions, except per share amounts) summarizes, on an unaudited pro forma basis, our combined results of operations for the years ended December 31, 2011 and 2010 as though the acquisitions of the 49.9% interest in 521 Fifth Avenue (January 2011)

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and the acquisition of the 45% interest in 1515 Broadway (April 2011) were completed on January 1, 2010. The supplemental pro forma operating data is not necessarily indicative of what the actual results of operations would have been assuming the transactions had been completed as set forth above, nor do they purport to represent our results of operations for future periods. In addition, the

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****3. Property Acquisitions (Continued)**

following supplemental pro forma operating data does not present the sale of assets through December 31, 2011. We accounted for the acquisition of assets utilizing the purchase method of accounting.

|  | <b>December 31,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|--|------------------------------|------------------------------|
| Actual revenues since acquisition  | \$ 106.9                     | \$                           |
| Actual net income since acquisition                                      | \$ 21.5                      | \$                           |
| Pro forma revenues   | \$ 1,292.1                   | \$ 1,210.0                   |
| Pro forma operating income   | \$ 129.0                     | \$ 135.4                     |
| Pro forma earnings per common share-basic                                | \$ 7.41                      | \$ 3.66                      |
| Pro forma earnings per common share and common share equivalents-diluted | \$ 7.37                      | \$ 3.65                      |
| Pro forma common shares-basic  | 83,762                       | 78,101                       |
| Pro forma common share and common share equivalents-diluted              | 86,244                       | 79,761                       |

**4. Property Dispositions and Assets Held for Sale**

In May 2011, we sold our property located at 28 West 44<sup>th</sup> Street for \$161.0 million. The property is approximately 359,000 square feet (unaudited). We recognized a gain of \$46.1 million on the sale which is net of a \$2.5 million employee compensation award, accrued in connection with the realization of this investment gain as a bonus to certain employees that were instrumental in realizing the gain on this sale.

In October 2011, we entered into an agreement to sell the leased fee interest at 292 Madison Avenue for \$85 million. The transaction is subject to certain closing conditions, including the lender's approval of the transfer of ownership. There can be no assurance as to when the conditions precedent contemplated in the sale agreement will be fulfilled, or that the transaction will be consummated.

In September 2010, we sold the property located at 19 West 44<sup>th</sup> Street in Manhattan for \$123.2 million. The property is approximately 292,000 square feet (unaudited). We recognized a gain on the sale of approximately \$35.5 million which is net of a \$0.5 million employee compensation award, accrued in connection with the realization of this investment gain as a bonus to certain employees that were instrumental in realizing the gain on this sale.

In January 2009, we, along with our joint venture partner, Gramercy, sold 100% of our interests in 55 Corporate Drive, New Jersey for \$230.0 million. The property is approximately 670,000 square feet (unaudited). We recognized a gain of approximately \$4.6 million in connection with the sale of our 50% interest in the joint venture, which is net of a \$2.0 million employee compensation award, accrued in connection with the realization of this investment gain as a bonus to certain employees that were instrumental in realizing the gain on this sale.

In August 2009, we sold the property located at 399 Knollwood Road, Westchester, for \$20.7 million. The property is approximately 145,000 square feet (unaudited) and is encumbered by an \$18.5 million mortgage. We recognized a loss on the sale of approximately \$11.4 million.

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## SL Green Realty Corp.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2011

**4. Property Dispositions and Assets Held for Sale (Continued)**

Discontinued operations included the results of operations of real estate assets under contract or sold prior to December 31, 2011. This included 55 Corporate Drive, NJ, which was sold in January 2009, the membership interests in GKK Manager LLC which were sold in April 2009 (See Note 6), 399 Knollwood Road, Westchester which was sold in August 2009, 19 West 44<sup>th</sup> Street, which was sold in September 2010, 28 West 44<sup>th</sup> Street, which was sold in May 2011 and 292 Madison Avenue which was held for sale at December 31, 2011.

The following table summarizes income from discontinued operations for the years ended December 31, 2011, 2010 and 2009, respectively (in thousands).

|   | Year Ended December 31, |                 |                 |
|---|-------------------------|-----------------|-----------------|
|   | 2011                    | 2010            | 2009            |
| <b>Revenues</b>   |                         |                 |                 |
| Rental revenue  | \$ 12,636               | \$ 22,912       | \$ 29,221       |
| Escalation and reimbursement revenues                               | 873                     | 4,683           | 5,740           |
| Other income  | 60                      | 881             | 6,750           |
| <b>Total revenues</b>   | <b>13,569</b>           | <b>28,476</b>   | <b>41,711</b>   |
| <b>Operating expense</b>  | <b>1,654</b>            | <b>7,403</b>    | <b>8,969</b>    |
| Real estate taxes   | 1,033                   | 4,776           | 5,668           |
| Interest expense, net of interest income                            | 4,253                   | 2,998           | 4,716           |
| Amortization of deferred financing costs                            | 172                     | 883             | 883             |
| Depreciation and amortization                                       | 676                     | 5,326           | 6,858           |
| Marketing, general and administrative and transaction related costs | 1                       | 26              | 7,299           |
| <b>Total expenses</b>   | <b>7,789</b>            | <b>21,412</b>   | <b>34,393</b>   |
| <b>Net income from discontinued operations</b>                      | <b>\$ 5,780</b>         | <b>\$ 7,064</b> | <b>\$ 7,318</b> |

**5. Debt and Preferred Equity Investments**

During the years ended December 31, 2011 and 2010, our debt and preferred equity investments (net of discounts) increased approximately \$622.5 million and \$520.7 million, respectively, due to originations, purchases, accretion of discounts and paid-in-kind interest. We recorded approximately \$600.3 million and \$342.5 million in repayments, participations, sales, foreclosures and loan loss reserves during those periods, respectively, which offset the increases in debt and preferred equity investments.

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## SL Green Realty Corp.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2011

## 5. Debt and Preferred Equity Investments (Continued)

As of December 31, 2011 and 2010, we held the following debt investments with an aggregate weighted average current yield of approximately 7.5% (in thousands):

| Loan Type                                     | December 31,<br>2011<br>Senior<br>Financing | December 31,<br>2011<br>Amount<br>Outstanding,<br>Net of Discounts | December 31,<br>2010<br>Amount<br>Outstanding,<br>Net of Discounts | Initial<br>Maturity<br>Date |
|---|---|--|--|-----------------------------|
| Other Loan <sup>(1)</sup>                     | \$ 15,000                                   | \$ 3,500   | \$ 3,500   | September 2021              |
| Mortgage/Mezzanine Loan <sup>(1)</sup>        | 205,000                                     | 64,973   | 60,407   | February 2016               |
| Mortgage/ Mezzanine Loan <sup>(1)</sup>       | 171,549                                     | 46,416   | 46,358   | May 2016                    |
| Mezzanine Loan <sup>(1)</sup>                 | 165,000                                     | 40,375   | 39,711   | November 2016               |
| Mezzanine Loan <sup>(1)(2)(3)(6)(7)</sup>     |   |  | 27,187   |                             |
| Mezzanine Loan <sup>(1)(7)(14)</sup>          |   |  | 15,697   |                             |
| Junior Participation <sup>(1)(4)(6)(7)</sup>  |   | 8,725  | 9,938  | April 2008                  |
| Mortgage/Mezzanine Loan <sup>(1)(8)(18)</sup> | 1,109,000                                   | 108,817  | 84,062   | March 2017                  |
| Junior Participation <sup>(1)(6)</sup>        | 53,000                                      | 11,000   | 11,000   | November 2012               |
| Junior Participation <sup>(6)</sup>           | 61,250                                      | 10,875   | 10,875   | June 2012                   |
| Junior Participation <sup>(6)</sup>           |   |  | 5,866  |                             |
| Junior Participation <sup>(5)(6)</sup>        |   |  | 47,484   |                             |
| Mortgage/ Mezzanine Loan <sup>(2)(9)</sup>    |   |  | 137,222  |                             |
| Junior Participation <sup>(11)</sup>          |   |  | 42,439   |                             |
| Junior Participation                          |   |  | 9,200  |                             |
| Mezzanine Loan <sup>(1)(12)</sup>             |   |  | 202,136  |                             |
| Mezzanine Loan <sup>(1)(17)</sup>             | 75,000                                      | 7,650  | 15,000   | July 2013                   |
| Mortgage <sup>(10)</sup>                      |   | 86,339   | 86,339   | June 2012                   |
| Mortgage <sup>(13)</sup>                      | 28,500                                      | 3,000  | 26,000   | February 2013               |
| Mezzanine Loan <sup>(15)</sup>                | 796,693                                     | 8,392  | 13,536   | August 2012                 |
| Mezzanine Loan <sup>(1)(16)</sup>             |   |  | 38,892   |                             |
| Mezzanine Loan <sup>(1)</sup>                 | 177,000                                     | 17,112   |  | May 2016                    |
| Junior Participation <sup>(1)</sup>           | 133,000                                     | 49,000   |  | June 2016                   |
| Mezzanine Loan                                | 170,000                                     | 60,000   |  | August 2014                 |
| Mezzanine Loan <sup>(1)</sup>                 | 55,000                                      | 35,000   |  | July 2016                   |
| Mezzanine Loan <sup>(19)</sup>                | 81,000                                      | 34,940   |  | October 2016                |
| Mezzanine Loan                                | 45,000                                      | 10,000   |  | January 2015                |
| Mezzanine Loan                                | 467,000                                     | 30,747   |  | July 2012                   |
| Other Loan                                    | 48,300                                      | 3,196  |  | May 2012                    |
| Loan loss reserve <sup>(6)</sup>              |   | (19,125)   | (40,461)   |                             |
|   | \$ 3,856,292                                | \$ 620,932   | \$ 892,388   |                             |

(1) This is a fixed rate loan.

(2) The difference between the pay and accrual rates is included as an addition to the principal balance outstanding.

(3)

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This loan was sold in February 2011. We realized \$6.2 million of additional income upon the sale. A portion of this income is included in loan loss and other reserves, net of recoveries.



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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**5. Debt and Preferred Equity Investments (Continued)**

- (4) This loan is in default. The lender has begun foreclosure proceedings. Another participant holds a \$12.2 million pari-pasu interest in this loan.
- (5) Gramercy was the borrower under this loan. We sold this loan, which consisted of mortgage and mezzanine financing, for \$35.8 million, in May 2011. We realized \$1.2 million of additional income upon the sale, which is included in loan loss and other reserves, net of recoveries.
- (6) Loan loss reserves are specifically allocated to investments. Our reserves reflect management's judgment of the probability and severity of losses based on Level 3 data. We cannot be certain that our judgment will prove to be correct or that reserves will be adequate over time to protect against potential future losses.
- (7) This loan is on non-accrual status.
- (8) Interest is added to the principal balance for this accrual only loan.
- (9) Gramercy held a pari passu interest in the mezzanine loan. This loan was repaid in March 2011.
- (10) We hold an 88% interest in the consolidated joint venture that acquired this loan. This investment is denominated in British Pounds.
- (11) This loan was repaid in January 2011. We realized \$1.3 million of additional income upon the sale. This income is included in preferred equity and investment income.
- (12) In March 2011, we contributed our debt investment with a carrying value of \$286.6 million to a newly formed joint venture in which we hold a 50% interest. We realized \$38.7 million of additional income upon the contribution. This income is included in preferred equity and investment income. The joint venture paid us approximately \$111.3 million and also assumed \$30 million of related floating rate financing which matures in June 2016 and carried a weighted average interest rate for the quarter of 1.16%. In May 2011, this joint venture took control of the underlying property as part of a recapitalization transaction. See Note 6.
- (13) In June 2011, we funded an additional \$5.5 million and extended the maturity date of this loan to February 2013. In September 2011, we entered into a loan participation in the amount of \$28.5 million on a \$31.5 million mortgage. We have assigned our right as servicer to a third party. Due to our continued involvement with the loan, the portion that was participated out has been recorded in other assets and other liabilities in the accompanying consolidated balance sheet.
- (14) In May 2011, we acquired a substantial ownership interest in the 205,000-square-foot office condominium along with control of the asset. We provided a senior mezzanine loan as part of the sale of the condominium unit in 2007. The transaction included a consensual modification of that loan. See Note 3.
- (15) In connection with the extension of this loan, a portion of the mezzanine loan was converted to preferred equity. See note 6 to the next table.
- (16) In connection with a recapitalization of the investment, our mezzanine loan was converted to preferred equity. See note 7 to the next table.
- (17) In November 2011, we entered into a loan participation agreement in the amount of \$7.4 million on a \$15.0 million mortgage. Due to our continued involvement with the loan, the portion that was participated out has been recorded in other assets and other liabilities in the accompanying consolidated balance sheet.
- (18) The mezzanine loan is on non-accrual status.

(19)

As of December 31, 2011, we were committed to fund and additional \$15.0 million in connection with this loan.

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****5. Debt and Preferred Equity Investments (Continued)****Preferred Equity Investments**

As of December 31, 2011 and 2010, we held the following preferred equity investments with an aggregate weighted average current yield of approximately 9.8% (in thousands):

| Type                                     | December 31,<br>2011<br>Senior<br>Financing | December 31,<br>2011<br>Amount<br>Outstanding,<br>Net of Discounts | December 31,<br>2010<br>Amount<br>Outstanding,<br>Net of Discounts | Initial<br>Mandatory<br>Redemption |
|--|---|--|--|------------------------------------|
| Preferred equity <sup>(1)(4)(5)(7)</sup> | \$ 480,000                                  | \$ 141,980   | \$ 45,912  | July 2014                          |
| Preferred equity <sup>(3)(4)(6)</sup>    | 975,890                                     | 51,000   | 46,372   | August 2012                        |
| Preferred equity <sup>(4)</sup>          | 926,260                                     | 203,080  |  | July 2016                          |
| Loan loss reserve <sup>(2)</sup>         |   | (31,050)   | (20,900)   |                                    |
|  | \$ 2,382,150                                | \$ 365,010   | \$ 71,384  |                                    |

(1) This is a fixed rate investment.

(2) Loan loss reserves are specifically allocated to investments. Our reserves reflect management's judgment of the probability and severity of losses based on Level 3 data. We cannot be certain that our judgment will prove to be correct and that reserves will be adequate over time to protect against potential future losses.

(3) This investment is on non-accrual status.

(4) The difference between the pay and accrual rates is included as an addition to the principal balance outstanding.

(5) This investment was classified as held for sale at June 30, 2009, but as held-to-maturity for all periods subsequent to June 30, 2009. The reserve previously taken against this loan is being accreted up to the face amount through the maturity date.

(6) In connection with the extension of this loan, a portion of the mezzanine loan was converted to preferred equity. See note 15 to the prior table.

(7) In connection with a recapitalization of the investment, our mezzanine loan was converted to preferred equity. We also made an additional \$50.0 million preferred equity loan. See note 16 to the prior table.

The following table is a rollforward of our total allowance for loan loss reserves at December 31, 2011, 2010 and 2009 related to our debt and preferred equity investments (in thousands):

|                              | 2011      | 2010      | 2009      |
|------------------------------|-----------|-----------|-----------|
| Balance at beginning of year | \$ 61,361 | \$ 93,844 | \$ 98,916 |
| Expensed                     | 10,875    | 24,418    | 145,855   |
| Recoveries                   | (4,370)   | (3,662)   |           |
| Charge-offs                  | (17,691)  | (53,239)  | (150,927) |

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|                          |    |               |    |        |    |        |
|--------------------------|----|---------------|----|--------|----|--------|
| Balance at end of period | \$ | <b>50,175</b> | \$ | 61,361 | \$ | 93,844 |
|--------------------------|----|---------------|----|--------|----|--------|

At December 31, 2011, 2010 and 2009 all debt and preferred equity investments, other than as noted above, were performing in accordance with the terms of the loan agreements.

We have determined that we have one portfolio segment of financing receivables at December 31, 2011 and 2010 comprising commercial real estate which is primarily recorded in debt and preferred equity investments. Included in other assets is an additional amount of financing receivables totaling approximately \$108.7 million at December 31, 2011 and \$78.7 million at December 31, 2010. The nonaccrual balance of financing receivables at

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****5. Debt and Preferred Equity Investments (Continued)**

December 31, 2011 and 2010 was \$102.6 million and \$140.8 million, respectively. The recorded investment for financing receivables past due 90 days was \$17.3 million associated with two financing receivables at December 31, 2011 and \$9.9 million associated with one financing receivable at December 31, 2010. All financing receivables are individually evaluated for impairment.

The following table presents impaired loans, which may include non-accrual loans, as of December 31, 2011 and 2010, respectively (in thousands):

|                                     | December 31, 2011              |                        |                        | December 31, 2010              |                        |                        |
|-------------------------------------|--------------------------------|------------------------|------------------------|--------------------------------|------------------------|------------------------|
|                                     | Unpaid<br>Principal<br>Balance | Recorded<br>Investment | Allowance<br>Allocated | Unpaid<br>Principal<br>Balance | Recorded<br>Investment | Allowance<br>Allocated |
| With no related allowance recorded: |                                |                        |                        |                                |                        |                        |
| Commercial real estate              | \$ 106,623                     | \$ 83,378              | \$                     | \$ 103,678                     | \$ 99,759              | \$                     |
| With an allowance recorded:         |                                |                        |                        |                                |                        |                        |
| Commercial real estate              | 86,121                         | 81,475                 | 50,175                 | 160,711                        | 158,597                | 61,361                 |
| <b>Total</b>                        | <b>\$ 192,744</b>              | <b>\$ 164,853</b>      | <b>\$ 50,175</b>       | <b>\$ 264,389</b>              | <b>\$ 258,356</b>      | <b>\$ 61,361</b>       |

The following table presents the average recorded investment in impaired loans, which may include non-accrual loans and the related investment and preferred equity income recognized during the years ended December 31, 2011 and 2010, respectively (in thousands):

|   | Year Ended December 31, |            |
|---|-------------------------|------------|
|   | 2011                    | 2010       |
| Average recorded investment in impaired loans     | \$ 191,288              | \$ 252,813 |
| Investment and preferred equity income recognized | 9,554                   | 8,156      |

On an ongoing basis, we monitor the credit quality of our financing receivables based on payment activity. We assess credit quality indicators based on the underlying collateral.

**6. Investment in Unconsolidated Joint Ventures**

We have investments in several real estate joint ventures with various partners, including The City Investment Fund, or CIF, SITQ Immobilier, a subsidiary of Caisse de depot et placement du Quebec, or SITQ, Canada Pension Plan Investment Board, or CPPIB, a fund managed by JP Morgan Investment Management, or JP Morgan, Prudential Real Estate Investors, or Prudential, Onyx Equities, or Onyx, The Witkoff Group, or Witkoff, Credit Suisse Securities (USA) LLC, or Credit Suisse, Jeff Sutton, or Sutton, Harel Insurance and Finance, or Harel, Louis Cappelli, or Cappelli, The Moinian Group, or Moinian, Vornado Realty Trust (NYSE: VNO), or Vornado, as well as private investors. All the investments below are voting interest entities, except for 3 Columbus Circle and 180/182 Broadway which are VIEs in which we are not the primary beneficiary. Our net equity investment in these two VIEs was \$161.9 million and \$12.0 million at December 31, 2011 and 2010, respectively. As we do not control these joint ventures, we account for them under the equity method of accounting. We assess the accounting treatment for each joint venture on a stand-alone basis. This includes a review of each joint venture or partnership LLC agreement to determine which party has what rights and whether those rights are protective or participating. In situations where we or our partner are involved in some or all of the following: approving the annual budget, receiving a detailed monthly reporting package from us, meeting with us on a

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****6. Investment in Unconsolidated Joint Ventures (Continued)**

quarterly basis to review the results of the joint venture, reviewing and approving the joint venture's tax return before filing, and approving all leases that cover more than a nominal amount of space relative to the total rentable space at each property, we do not consolidate the joint venture as we consider these to be substantive participation rights. Our joint venture agreements also contain certain protective rights such as the requirement of partner approval to sell, finance or refinance the property and the payment of capital expenditures and operating expenditures outside of the approved budget or operating plan.

The table below provides general information on each of our joint ventures as of December 31, 2011 (in thousands):

| Property                                       | Partner                   | Ownership Interest | Economic Interest | Square Feet | Acquired | Acquisition Price <sup>(1)</sup> |
|--|---------------------------|--------------------|-------------------|-------------|----------|----------------------------------|
| 100 Park Avenue                                | Prudential                | 49.90%             | 49.90%            | 834         | 02/00    | \$ 95,800                        |
| 379 West Broadway                              | Sutton                    | 45.00%             | 45.00%            | 62          | 12/05    | \$ 19,750                        |
| 21 West 34 <sup>th</sup> Street                | Sutton                    | 50.00%             | 50.00%            | 30          | 07/05    | \$ 22,400                        |
| 800 Third Avenue                               | Private Investors         | 42.95%             | 42.95%            | 526         | 12/06    | \$ 285,000                       |
| One Court Square <sup>(10)</sup>               | JP Morgan                 | 30.00%             | 30.00%            | 1,402       | 01/07    | \$ 533,500                       |
| 1604-1610 Broadway                             | Onyx/Sutton               | 45.00%             | 63.00%            | 30          | 11/05    | \$ 4,400                         |
| 1745 Broadway                                  | Witkoff/SITQ/Lehman Bros. | 32.26%             | 32.26%            | 674         | 04/07    | \$ 520,000                       |
| 1 and 2 Jericho Plaza                          | Onyx/Credit Suisse        | 20.26%             | 20.26%            | 640         | 04/07    | \$ 210,000                       |
| 16 Court Street                                | CIF                       | 35.00%             | 35.00%            | 318         | 07/07    | \$ 107,500                       |
| The Meadows <sup>(2)</sup>                     | Onyx                      | 50.00%             | 50.00%            | 582         | 09/07    | \$ 111,500                       |
| 388 and 390 Greenwich Street <sup>(3)</sup>    | SITQ                      | 50.60%             | 50.60%            | 2,600       | 12/07    | \$ 1,575,000                     |
| 27-29 West 34 <sup>th</sup> Street             | Sutton                    | 50.00%             | 50.00%            | 41          | 01/06    | \$ 30,000                        |
| 717 Fifth Avenue                               | Sutton/Nakash             | 32.75%             | 32.75%            | 120         | 09/06    | \$ 251,900                       |
| 141 Fifth Avenue <sup>(4)</sup>                | Sutton/Rapport            | 50.00%             | 50.00%            | 22          | 09/05    | \$ 13,250                        |
| 180/182 Broadway <sup>(4)(5)</sup>             | Harel/Sutton              | 25.50%             | 25.50%            | 71          | 02/08    | \$ 43,600                        |
| 600 Lexington Avenue                           | CPPIB                     | 55.00%             | 55.00%            | 304         | 05/10    | \$ 193,000                       |
| 11 West 34 <sup>th</sup> Street <sup>(6)</sup> | Private Investor/Sutton   | 30.00%             | 30.00%            | 17          | 12/10    | \$ 10,800                        |
| 7 Renaissance                                  | Cappelli                  | 50.00%             | 50.00%            | 37          | 12/10    | \$ 4,000                         |
| 3 Columbus Circle <sup>(7)</sup>               | Moinian                   | 48.90%             | 48.90%            | 769         | 01/11    | \$ 500,000                       |
| 280 Park Avenue <sup>(8)</sup>                 | Vornado                   | 50.00%             | 50.00%            | 1,237       | 03/11    | \$ 400,000                       |
| 1552-1560 Broadway <sup>(9)</sup>              | Sutton                    | 50.00%             | 50.00%            | 49          | 08/11    | \$ 136,550                       |
| 747 Madison Avenue                             | Harel/Sutton              | 33.33%             | 33.33%            | 10          | 09/11    | \$ 66,250                        |

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

(2) We, along with Onyx, acquired the remaining 50% interest on a pro-rata basis in September 2009. We recorded a \$2.8 million impairment charge in 2010, included in depreciable real estate reserves, against this joint venture investment.

(3) The property is subject to a 13-year triple-net lease arrangement with a single tenant. The lease commenced in 2007.

(4) The deconsolidation of these joint ventures in 2010 resulted in an adjustment to retained earnings of approximately \$3.0 million and to the noncontrolling interests in other partnerships of approximately \$9.5 million.

(5)

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In December 2010, the Company's 180-182 Broadway joint venture with Jeff Sutton announced an agreement with Pace University to convey a long-term ground lease condominium interest to Pace University for 20 floors of student housing. The joint venture also admitted Harel, which contributed \$28.1 million to the joint venture, for a 49 percent partnership interest. In August 2011, the joint venture sold the property located at 63 Nassau Street for \$2.8 million.

(6)

In December 2010, the Company's \$12.0 million first mortgage collateralized by 11 West 34<sup>th</sup> Street was repaid at par, resulting in the Company's recognition of additional income of approximately \$1.1 million. Simultaneous with the repayment, the joint venture was recapitalized with the Company having a 30 percent interest. The property is subject to a long-term net lease arrangement.

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**SL Green Realty Corp.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2011**

**6. Investment in Unconsolidated Joint Ventures (Continued)**

- (7) We issued 306,296 operating partnership units in connection with this investment. We have committed to fund an additional \$47.5 million to the joint venture, of which \$34.5 million has been funded as of December 31, 2011. This liability is recorded in accrued interest payable and other liabilities. In addition, we made a \$125.0 million bridge loan to this joint venture which was bearing interest at a rate of 7.5%. This loan was repaid when the joint venture refinanced its debt in April 2011.
- (8) In March 2011, we contributed our debt investment with a carrying value of \$286.6 million to a newly formed joint venture in which we hold a 50% interest. We realized \$38.7 million of additional income upon the contribution. This income is included in preferred equity and investment income. The joint venture paid us approximately \$111.3 million and also assumed \$30.0 million of related floating rate financing which matures in June 2016. See Note 5. In May 2011, this joint venture took control of the underlying property as part of a recapitalization transaction which valued the investment at approximately \$1.1 billion. We hold an effective 49.5% ownership interest in the joint venture.
- (9) In connection with this acquisition, the joint venture also acquired a long-term leasehold interest in the retail space and certain other spaces at 1560 Broadway, which is adjacent to 1552 Broadway. The purchase price relates only to the purchase of the 1552 Broadway interest which comprises 13,045 square feet.
- (10) This property is under contract for sale for \$475.0 million. The transaction, which is subject to the assumption of the joint venture's debt, is expected to close during the first quarter of 2012.

In November 2011, we acquired the remaining 50% interest in the joint venture which held an investment in a debt position on the property located at 450 West 33<sup>rd</sup> Street. As we own 100% of this investment, we have reclassified it and recorded it as a debt investment. See Note 5.

In August 2011, we sold our 10% interest in the joint venture that held 1551-1555 Broadway for approximately \$9.7 million. We realized a gain of \$4.0 million on the sale, which is net of a \$2.5 million employee compensation award, accrued in connection with the realization of this investment gain as a bonus to certain employees that were instrumental in realizing the gain on this sale.

In May 2010, Green Hill Acquisition LLC, our wholly owned subsidiary, sold its 45% beneficial interest in the property known as 1221 Avenue of the Americas, located in Manhattan, to a wholly owned subsidiary of CPPIB, for total consideration of \$577.4 million, of which approximately \$95.9 million represented payment for existing reserves and the assumption of our pro-rata share of in-place financing. The sale generated proceeds to us of approximately \$500.9 million. We recognized a gain of approximately \$126.8 million on the sale of our interest, which is net of a \$4.5 million employee compensation award, accrued in connection with the realization of this investment gain as a bonus to certain employees that were instrumental in realizing the gain on this sale.

In April 2009, we sold our remaining 50 percent partnership interest in 55 Corporate Drive, New Jersey (pad IV) to Mack-Cali Realty Corporation (NYSE: CLI). We received total proceeds of \$4.5 million and recognized a gain on sale of approximately \$4.0 million. In connection with this transaction, we also sold our interest in the Mack-Green joint venture to Mack-Cali for \$500,000.

In June 2009, we sold an equity interest in 1166 Avenue of the Americas for \$5.0 million and recognized a loss of approximately \$5.2 million on the sale.

In November 2011, we, along with our joint venture partner, reached an agreement to sell One Court Square to a private investor group for approximately \$475.0 million. The transaction includes \$315.0 million of existing debt, which will be assumed by the purchaser. The transaction is subject to certain conditions, including the lender's approval of the transfer of ownership. There is no assurance that the conditions precedent contemplated in the sale agreement will be fulfilled or that the transaction will be consummated at such time or at all. We recorded a \$5.8 million impairment charge, included in depreciable real estate reserves, in connection with the expected sale of this investment.



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## SL Green Realty Corp.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2011

## 6. Investment in Unconsolidated Joint Ventures (Continued)

We generally finance our joint ventures with non-recourse debt. However, in certain cases we have provided guarantees or master lease of tenant space. These guarantees and master leases terminate upon the satisfaction of specified circumstances or repayment of the underlying loans. The first mortgage notes and other loans payable collateralized by the respective joint venture properties and assignment of leases at December 31, 2011 and 2010, respectively, are as follows (in thousands):

| Property   | Maturity Date | Interest Rate <sup>(1)</sup> | December 31, 2011 | December 31, 2010 |
|--|---------------|------------------------------|-------------------|-------------------|
| 100 Park Avenue                                    | 09/2014       | 6.64%                        | \$ 214,625        | \$ 204,946        |
| 21 West 34 <sup>th</sup> Street                    | 12/2016       | 5.76%                        | 100,000           | 100,000           |
| 800 Third Avenue                                   | 08/2017       | 6.00%                        | 20,910            | 20,910            |
| One Court Square                                   | 09/2015       | 4.91%                        | 315,000           | 315,000           |
| 1604-1610 Broadway <sup>(2)</sup>                  | 04/2012       | 5.66%                        | 27,000            | 27,000            |
| 388 and 390 Greenwich Street <sup>(3)</sup>        | 12/2017       | 5.19%                        | 1,106,757         | 1,106,758         |
| 1745 Broadway                                      | 01/2017       | 5.68%                        | 340,000           | 340,000           |
| 141 Fifth Avenue                                   | 06/2017       | 5.70%                        | 25,000            | 25,000            |
| 1 and 2 Jericho Plaza                              | 05/2017       | 5.65%                        | 163,750           | 163,750           |
| 11 West 34 <sup>th</sup> Street                    | 01/2016       | 4.82%                        | 17,761            | 18,000            |
| 280 Park Avenue                                    | 06/2016       | 6.57%                        | 710,000           |                   |
| Total fixed rate debt                              |               |                              | \$ 3,040,803      | \$ 2,321,364      |
| 1515 Broadway <sup>(4)</sup>                       |               |                              |                   | 462,896           |
| The Meadows <sup>(5)</sup>                         | 09/2012       | 1.63%                        | 84,698            | 87,034            |
| 388 and 390 Greenwich Street <sup>(3)</sup>        | 12/2017       | 1.43%                        | 31,622            | 31,622            |
| 16 Court Street                                    | 10/2013       | 2.75%                        | 85,728            | 86,844            |
| 27-29 West 34 <sup>th</sup> Street <sup>(11)</sup> | 05/2012       | 1.90%                        | 53,900            | 54,375            |
| 1551-1555 Broadway <sup>(6)</sup>                  |               |                              |                   | 128,600           |
| 521 Fifth Avenue <sup>(7)</sup>                    |               |                              |                   | 140,000           |
| 717 Fifth Avenue <sup>(8)</sup>                    | 09/2012       | 5.25%                        | 245,000           | 245,000           |
| 379 West Broadway <sup>(11)</sup>                  | 07/2012       | 1.94%                        | 20,991            | 20,991            |
| 600 Lexington Avenue                               | 10/2017       | 2.38%                        | 125,000           | 125,000           |
| 180/182 Broadway <sup>(9)</sup>                    | 12/2013       | 3.00%                        | 30,722            | 8,509             |
| 3 Columbus Circle <sup>(10)</sup>                  | 04/2016       | 2.47%                        | 254,896           |                   |
| 1552 Broadway <sup>(12)</sup>                      | 08/2013       | 3.28%                        | 95,405            |                   |
| 747 Madison Avenue                                 | 10/2014       | 3.02%                        | 33,125            |                   |
| Other loan payable                                 | 06/2016       | 1.15%                        | 30,000            |                   |
| Total floating rate debt                           |               |                              | \$ 1,091,087      | \$ 1,390,871      |
| Total mortgages and other loan payable             |               |                              | \$ 4,131,890      | \$ 3,712,235      |

(1) Rate represents the effective all-in weighted average interest rate for the quarter ended December 31, 2011.

(2) This loan went into default in November 2009 due to the non-payment of debt service. The joint venture is in discussions with the special servicer to resolve this default.

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- (3) Comprised of a \$576.0 million mortgage and a \$562.4 million mezzanine loan, both of which are fixed rate loans, except for \$16.0 million of the mortgage and \$15.6 million of the mezzanine loan which are floating rate loans. Up to \$200.0 million of the mezzanine loan, secured indirectly by these properties, is recourse to us. We believe it is unlikely that we will be required to perform under this guaranty.
- (4) We acquired the remaining interest in this joint venture in April 2011. As a result, we have consolidated this investment since April 2011. See Notes 3 and 8.

Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****6. Investment in Unconsolidated Joint Ventures (Continued)**

- (5) This loan has a committed amount of \$91.2 million.
- (6) This loan was refinanced in June 2011. We sold our interest in this joint venture in August 2011.
- (7) We acquired the remaining interest in this joint venture in January 2011. As a result, we have consolidated this investment since January 2011. See Notes 3 and 8.
- (8) This loan has a committed amount of \$285.0 million.
- (9) The \$31.0 million loan was repaid in December 2010 as part of a recapitalization of the joint venture. The new loan has a committed amount of \$90.0 million.
- (10) We provided 50% of a bridge loan to this joint venture. In April 2011, our joint venture with The Moinian Group which owns the property located at 3 Columbus Circle, New York, refinanced the bridge loan and replaced it with a \$260.0 million 5-year mortgage with the Bank of China, which carries a floating rate of interest of 210 basis points over the 30-day LIBOR, at which point SL Green and Deutsche Bank's bridge loan was repaid. The joint venture has the ability to increase the mortgage by \$40.0 million based on meeting certain performance hurdles. In connection with this obligation, SLG has executed a master lease agreement. SLG's partner has executed a contribution agreement to reflect its pro rata obligation under the master lease.
- (11) In May 2011, this loan was extended by 1-year.
- (12) This loan has a committed amount of \$125.0 million.

We act as the operating partner and day-to-day manager for all our joint ventures, except for 800 Third Avenue, 1 and 2 Jericho Plaza, 379 West Broadway, 3 Columbus Circle and The Meadows. We are generally entitled to receive fees for providing management, leasing, construction supervision and asset management services to our joint ventures. We earned approximately \$12.1 million, \$14.6 million and \$19.0 million for these services for the years ended December 31, 2011, 2010 and 2009, respectively. In addition, we generally have the ability to earn incentive fees based on the ultimate financial performance of certain of the joint venture properties.

The condensed combined balance sheets for our unconsolidated joint ventures at December 31, 2011 and 2010 are as follows (in thousands):

|  | 2011         | 2010         |
|--|--------------|--------------|
| <b>Assets</b>                          |              |              |
| Commercial real estate property, net   | \$ 5,699,113 | \$ 4,831,897 |
| Other assets                           | 599,596      | 516,049      |
| Total assets                           | \$ 6,298,709 | \$ 5,347,946 |
| <b>Liabilities and members' equity</b> |              |              |
| Mortgages and other loans payable      | \$ 4,131,890 | \$ 3,712,235 |
| Other liabilities                      | 250,925      | 233,463      |
| Members' equity                        | 1,915,894    | 1,402,248    |
| Total liabilities and members' equity  | \$ 6,298,709 | \$ 5,347,946 |

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|   |    |                |    |         |
|---|----|----------------|----|---------|
| Company's net investment in unconsolidated joint ventures | \$ | <b>893,933</b> | \$ | 631,570 |
|---|----|----------------|----|---------|

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Table of Contents**SL Green Realty Corp.****Notes to Consolidated Financial Statements (Continued)****December 31, 2011****6. Investment in Unconsolidated Joint Ventures (Continued)**

The condensed combined statements of income for the unconsolidated joint ventures for the three years ended December 31, 2011, from the acquisition date, are as follows (in thousands):

|                               | <b>2011</b>       | <b>2010</b>       | <b>2009</b>       |
|-------------------------------|-------------------|-------------------|-------------------|
| Total revenues                | <b>\$ 480,935</b> | <b>\$ 593,159</b> | <b>\$ 689,087</b> |
| Operating expenses            | <b>75,513</b>     | 94,515            | 120,215           |
| Real estate taxes             | <b>51,511</b>     | 66,588            | 84,827            |
| Transaction related costs     | <b>2,665</b>      | 1,105             |                   |
| Interest                      | <b>223,400</b>    | 224,766           | 208,295           |
| Depreciation and amortization | <b>137,070</b>    | 141,284           | 156,470           |