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SIZELER PROPERTY INVESTORS INC

Form 10-Q

August 10, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended JUNE 30, 2001

OR

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

For the transition period from _____ to _____

Commission file number 1-9349

SIZELER PROPERTY INVESTORS, INC.

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

72-1082589
(I.R.S. Employer
Identification No.)

2542 WILLIAMS BOULEVARD, KENNER, LOUISIANA
(Address of principal executive offices)

70062
(Zip code)

Registrant's telephone number, including area code: (504) 471-6200

Former name, former address and former fiscal year,
if changed since last report.

Indicate by Check X 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 X No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan

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CONSOLIDATED BALANCE SHEETS

ASSETS	June 30 2001 (Unaudited)	December 31 2000 (Audited)
Real estate investments (Note A):		
Land	\$ 53,471,000	\$ 52,461,000
Buildings and improvements, net of accumulated depreciation of \$82,061,000 in 2001 and \$76,727,000 in 2000	216,425,000	219,571,000
Investment in real estate partnership	914,000	916,000
	-----	-----
	270,810,000	272,948,000
Cash and cash equivalents	649,000	1,896,000
Accounts receivable and accrued revenue, net of allowance for doubtful accounts of \$279,000 in 2001 and \$331,000 in 2000	1,716,000	2,035,000
Prepaid expenses and other assets	9,006,000	8,538,000
	-----	-----
Total Assets	\$282,181,000	\$285,417,000
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Mortgage notes payable (Note C)	\$112,080,000	\$113,163,000
Notes payable	34,061,000	35,716,000
Accounts payable and accrued expenses	6,875,000	6,701,000
Tenant deposits and advance rents	894,000	840,000
	-----	-----
	153,910,000	156,420,000
Convertible subordinated debentures	61,878,000	61,878,000
	-----	-----
Total Liabilities	215,788,000	218,298,000
SHAREHOLDERS' EQUITY		
Preferred stock, 40,000 shares authorized, none issued	---	---
Common stock, par value \$.0001 per share, 53,960,000 shares authorized, shares issued and outstanding - 8,262,000 in 2001 and 8,063,000 in 2000	1,000	1,000
Excess stock, par value \$.0001 per share, 16,000,000 shares authorized, none issued	---	---
Additional paid-in capital	120,980,000	119,312,000
Cumulative net income	41,076,000	39,713,000
Cumulative distributions paid	(95,664,000)	(91,907,000)
	-----	-----
	66,393,000	67,119,000
	-----	-----
Total Liabilities and Shareholders' Equity	\$282,181,000	\$285,417,000
	=====	=====

See notes to consolidated financial statements.

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SIZELER PROPERTY INVESTORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (unaudited)

	Quarter Ended June 30		Six Months Ended June 30	
	2001	2000	2001	2000
OPERATING REVENUE				
Rents and other income	\$13,050,000	\$12,505,000	\$26,175,000	\$25,139,000
Equity in income of partnership	26,000	27,000	57,000	58,000
	13,076,000	12,532,000	26,232,000	25,197,000
OPERATING EXPENSES				
Management and leasing fees	702,000	608,000	1,361,000	1,314,000
Utilities	605,000	521,000	1,169,000	969,000
Real estate taxes	988,000	944,000	1,976,000	1,891,000
Operations and maintenance	1,933,000	1,914,000	3,865,000	3,778,000
Administrative expenses	594,000	660,000	1,239,000	1,413,000
Other operating expenses	870,000	741,000	1,759,000	1,362,000
Depreciation and amortization	2,831,000	2,778,000	5,665,000	5,547,000
	8,523,000	8,166,000	17,034,000	16,274,000
INCOME FROM OPERATIONS	4,553,000	4,366,000	9,198,000	8,923,000
Interest expense	3,857,000	3,875,000	7,839,000	7,806,000
NET INCOME	\$ 696,000	\$ 491,000	\$ 1,359,000	\$ 1,117,000
BASIC AND DILUTED EARNINGS PER SHARE				
	\$0.08	\$0.06	\$0.17	\$0.14
WEIGHTED AVERAGE				
Common shares outstanding	8,203,000	7,910,000	8,155,000	7,905,000

See notes to consolidated financial statements.

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SIZELER PROPERTY INVESTORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

SIX MONTHS ENDED JUNE 30

2001 2000

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OPERATING ACTIVITIES:		
Net income	\$ 1,359,000	\$ 1,117,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,665,000	5,547,000
Decrease in accounts receivable and accrued revenue	329,000	765,000
Increase in prepaid expenses and other assets	(1,196,000)	(654,000)
Increase (decrease) in accounts payable and accrued expenses	178,000	(2,189,000)
	-----	-----
Net Cash Provided by Operating Activities	6,335,000	4,586,000
	-----	-----
INVESTING ACTIVITIES:		
Acquisitions of and improvements to real estate investments	(3,208,000)	(6,248,000)
	-----	-----
Net Cash Used in Investing Activities	(3,208,000)	(6,248,000)
	-----	-----
FINANCING ACTIVITIES:		
Proceeds from mortgage notes payable	---	26,400,000
Principal payments on mortgage notes payable	(1,083,000)	(982,000)
Net payments on notes payable to banks	(1,655,000)	(20,577,000)
Decrease (increase) in mortgage escrow deposits and debt issuance costs	453,000	(470,000)
Cash dividends to shareholders	(3,757,000)	(3,558,000)
Proceeds from issuance of shares of common stock pursuant to direct stock purchase, stock option, and stock award plans	1,668,000	905,000
Purchases of Company's common stock	---	(723,000)
	-----	-----
Net Cash Used in Financing Activities	(4,374,000)	995,000
	-----	-----
Net decrease in cash and cash equivalents	(1,247,000)	(667,000)
Cash and cash equivalents at beginning of period	1,896,000	1,337,000
	-----	-----
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 649,000	\$ 670,000
	=====	=====
Cash interest payments, net of capitalized interest	\$ 8,117,000	\$ 7,980,000
	=====	=====

See notes to consolidated financial statements

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SIZELER PROPERTY INVESTORS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

JUNE 30, 2001

NOTE A -- BASIS OF PRESENTATION

As of June 30, 2001, the Company's real estate portfolio included interests in sixteen shopping centers and fourteen apartment communities. The Company holds, directly or indirectly through both wholly-owned subsidiaries and majority-owned entities, a fee interest in twenty-eight of its properties, and long-term ground leases on the remaining two properties - Southwood Shopping Center in Gretna,

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Louisiana and Westland Shopping Center in Kenner, Louisiana. Sixteen properties are held through partnerships and limited partnerships whereby the majority owner is a wholly-owned subsidiary of Sizeler Property Investors, Inc. The minority interests in these entities are held by third party corporations who have contributed capital for their respective interests. The other fourteen properties in the portfolio are held through wholly-owned subsidiary corporations and limited liability companies. The Company, the wholly-owned subsidiaries and majority-owned partnerships and limited partnerships, are referred to collectively as the "Company".

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. Furthermore, the preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could materially differ from those estimates.

Operating results for the three-month period ended June 30, 2001, are not necessarily indicative of the results that may be expected for the year ending December 31, 2001. The consolidated balance sheet at December 31, 2000, has been derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Sizeler Property Investors, Inc. Annual Report on Form 10-K for the year ended December 31, 2000.

NOTE B -- RECLASSIFICATIONS

Certain reclassifications have been made in the 2000 Consolidated Financial Statements to conform with the 2001 financial statement presentation.

On June 25, 2001, Sizeler Property Investors, Inc., a Delaware corporation, reincorporated in the state of Maryland. Maryland General Corporate Law recognizes repurchased stock of a corporation as authorized but unissued stock rather than treasury stock. Accordingly, effective June 25, 2001, the par value of treasury stock (\$12,661) has been reclassified as a reduction of capital stock issued. The cost of treasury stock in excess of par value has been charged to additional paid-in capital. This change in law as a result of the reincorporation, had no effect on total stockholders' equity.

NOTE C -- MORTGAGE NOTES PAYABLE

The Company's mortgage notes payable are secured by certain land, buildings and improvements. At June 30, 2001, mortgage notes payable totalled approximately \$112.1 million. Individual notes ranged from \$936,000 to \$19.8 million, with fixed rates of interest ranging from 6.85% to 8.63% and maturity dates ranging from September 30, 2001, to January 1, 2013. Net book values of properties securing these mortgage notes payable totalled approximately \$135.4 million at June 30, 2001, with individual property net book values ranging from \$2.3 million to \$30.1 million.

In July, 2001, the Company refinanced its mortgage note maturing in September, 2001, and bearing an interest rate of 8.63%. The new loan has a principal balance of \$3.0 million, matures in 2011 and bears a fixed interest rate of 7.16%.

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NOTE D - SEGMENT DISCLOSURE

The Company is engaged in two operating segments, the ownership and rental of retail shopping center properties and apartment properties. These reportable segments offer different products or services and are managed separately as each requires different operating strategies and management expertise. There are no intersegment sales or transfers.

The Company assesses and measures segment operating results based on a performance measure referred to as Net Operating Income and is based on the operating revenues and operating expenses directly associated with the operations of the real estate properties (excluding depreciation). Net Operating Income is not a measure of operating results or cash flows from operating activities as measured by GAAP, and is not necessarily indicative of cash available to fund cash needs and should not be considered an alternative to cash flows as a measure of liquidity.

The operating revenues, operating expenses, net operating income and real estate investments for each of the reportable segments are summarized below for the three- and six-month periods ended June 30, 2001 and 2000.

	QUARTER ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2001	2000	2001	2000
Retail:				
Operating Revenue	\$ 7,068,000	\$ 6,815,000	\$14,344,000	\$13,846,000
Operating Expenses	(2,978,000)	(2,749,000)	(5,990,000)	(5,434,000)
Net Operating Income - Retail	\$ 4,090,000	\$ 4,066,000	\$ 8,354,000	\$ 8,412,000
Apartments:				
Operating Revenue	\$ 6,009,000	\$ 5,717,000	\$11,888,000	\$11,352,000
Operating Expenses	(2,715,000)	(2,639,000)	(5,379,000)	(5,294,000)
Net Operating Income - Apartments	\$ 3,294,000	3,078,000	\$ 6,509,000	\$ 6,058,000
Net Operating Income - Total	\$ 7,384,000	\$ 7,144,000	\$14,863,000	\$14,470,000
Depreciation	(2,831,000)	(2,778,000)	(5,665,000)	(5,547,000)
Income From Operations	\$ 4,553,000	\$ 4,366,000	\$ 9,198,000	\$ 8,923,000
Interest Expense	(3,857,000)	(3,875,000)	(7,839,000)	(7,806,000)
Net Income	\$ 696,000	\$ 491,000	\$ 1,359,000	\$ 1,117,000

	June 30	
	2001	2000
Gross Real Estate Investments:		
Retail	\$214,921,000	\$208,913,000
Apartments	137,950,000	135,605,000
	\$352,871,000	\$344,518,000

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NOTE E - RELATED PARTY TRANSACTION

In July, 2001 the Company entered into an agreement in principle to acquire Sizeler Real Estate Management Co., Inc. from Sizeler Realty Co., Inc. Sizeler Real Estate Management Co., Inc. has been the third party property manager since 1986. Once the transaction is completed, Sizeler Real Estate Management Co., Inc. will operate as a wholly-owned subsidiary of Sizeler Property Investors, Inc. The acquisition was unanimously approved by all the independent directors at the full Board meeting and is not financially significant to the Company.

NOTE F - SUBSEQUENT EVENTS

On August 1, 2001, the Company sold its Camelot Plaza Shopping Center, located in San Antonio, Texas. The 91,000 s.f. property was originally acquired in 1992 and renovated most recently in 1999 with the addition of a freestanding Walgreen's store. The proceeds from the sale resulted in a net gain of approximately \$0.065 per share, on weighted average shares outstanding of 8,155,000, which will be treated for income tax purposes as a reclassification of a portion of the dividend from ordinary

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income to capital gain. The net cash proceeds from the sale were used to reduce floating rate bank debt and for general corporate purposes.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

COMPARISON OF THE THREE MONTHS ENDED JUNE 30, 2001 AND 2000

For the three months ended June 30, 2001 total operating revenues increased approximately 4% to \$13.1 million, compared to \$12.5 million earned for the same period a year ago. The increase in operating revenue was due primarily to continued strong occupancy levels, together with market sustained rent increases and new retail leases, particularly the leasing of a newly developed 44,300 s.f. Publix Supermarket at the Town and Country Power Shopping Center in Palatka, Florida, which opened for business in August, 2000. At June 30, 2001, retail and apartment properties were 92% and 99% leased, respectively, generating operating revenues of \$7.1 million and \$6.0 million, respectively. Increased second quarter revenues were partially offset by increased operating costs, in particular utilities, real estate taxes and property insurance costs, which increased a total of \$266,000 over the prior year. Net operating income totaled \$7.4 million for the three months ended June 30, 2001 compared to \$7.1 million earned for the same period a year ago.

COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2001 AND 2000

For the six months ended June 30, 2001 total operating revenues increased approximately 4% to \$26.2 million, compared to \$25.2 million earned for the same period of 2000. Consistent with the quarterly results, operating revenues increased due to consistently high occupancy levels for both the retail centers and apartments, together with market sustained rent increases and new retail leases, particularly the leasing of a newly developed 44,300 s.f. Publix Supermarket at the Town and Country Power Shopping Center in Palatka, Florida, which opened for business in August, 2000. Operating revenue for retail centers and apartments was \$14.3 million and \$11.9 million, respectively. Revenue growth over the first six months was partially offset by increased operating costs, in particular utilities, real estate taxes and insurance costs, which increased a total of \$496,000 over the prior year. Net operating income for the six months ended June 30, 2001 totaled \$14.9 million, compared to \$14.5 million earned a

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year ago.

LIQUIDITY AND CAPITAL RESOURCES

The primary source of working capital for the Company is net cash provided by operating activities, from which the Company funds normal operating requirements, debt service obligations, and distributions to shareholders. In addition, the Company maintains unsecured credit lines with commercial banks, which it utilizes to supplement cash provided by operating activities and to initially finance the cost of property development and redevelopment activities, portfolio acquisitions and other expenditures. At June 30, 2001, the Company had \$649,000 in cash and cash equivalents and \$50 million in committed bank lines of credit facilities, of which approximately \$16 million was available. Utilization of the bank lines is subject to certain restrictive covenants that impose maximum borrowing levels by the Company through the maintenance of certain prescribed financial ratios.

Net cash flows provided by operating activities increased \$1.7 million in 2001 compared to the same period in 2000. The increase was principally attributable to an increase in net income and short-term payables, partially offset by an increase in prepaid insurance costs in 2001.

Net cash flows used in investing activities decreased approximately \$3.0 million in 2001 from 2000, primarily attributable to decreased development activities.

Net cash flows used in financing activities increased \$5.4 million in 2001 from 2000 due to (i) no new mortgage financings being completed in the first half of 2001 as compared to the prior year's issuance of mortgage notes payable totaling \$26.4 million and the subsequent paydown of notes payable to banks, mortgage notes payable and related debt issuance costs; (ii) increased cash dividends to shareholders of \$199,000; (iii) increase in cash proceeds of approximately \$763,000 from the issuance of common stock pursuant to the direct stock purchase and dividend reinvestment plan; and (iv) pursuant to the company's stock repurchase program initiated in 1995, the Company repurchased 90,000 fewer shares than in 2000, at an approximate cost of \$723,000.

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As of June 30, 2001, fourteen of the Company's properties, comprising approximately 49% of its gross investment in real estate, were subject to a total of \$112.1 million in mortgage obligations, all of which are long-term, non-recourse and bear fixed rates of interest for fixed terms. The remaining sixteen properties and vacant parcels of land in the portfolio are currently unencumbered by debt. The Company anticipates that its current cash balance, operating cash flows, and borrowing capacity (including borrowings under its lines of credit) will be adequate to fund the Company's future (i) operating and administrative expenses, (ii) debt service obligations, (iii) distributions to shareholders, (iv) development activities, (v) capital improvements on existing properties, and (vi) typical repair and maintenance expenses at its properties.

The Company's current dividend policy is to pay quarterly dividends to shareholders, based upon funds from operations, as well as other factors. As funds from operations excludes the deduction of certain non-cash charges, principally depreciation on real estate assets, quarterly dividends will typically be greater than net income and may include a tax-deferred return of capital component. Additionally, in 2001, a portion of the dividend will include capital gain from the sale of a property completed during the third quarter of the year. The Board of Directors, on August 9, 2001, declared a cash dividend of \$0.23 per share for the period April 1, 2001 through June 30, 2001, payable on September 6, 2001 to shareholders of record as of August 27, 2001.

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Funds From Operations

Real estate industry analysts and the Company utilize the concept of funds from operations as an important analytical measure of a Real Estate Investment Trust's financial performance. The Company considers funds from operations in evaluating its operating results and its dividend policy, as previously mentioned, is also based, in part, on the concept of funds from operations.

Funds from operations (FFO) is defined by the Company and the National Association of Real Estate Investment Trusts (NAREIT) as net income, excluding gains or losses from sales of property and those items defined as extraordinary under accounting principles generally accepted in the United States of America, plus depreciation on real estate assets and after adjustments for unconsolidated partnerships to reflect funds from operations on the same basis. Funds from operations do not represent cash flows from operations as defined by GAAP, nor is it indicative that cash flows are adequate to fund all cash needs, including distributions to shareholders. Funds from operations should not be considered as an alternative to net income as defined by GAAP or to cash flows as a measure of liquidity. A reconciliation of net income to basic funds from operations is presented below (in thousands):

	QUARTER ENDED JUNE 30			
	2001		2000	
	(\$000)	SHARES	(\$000)	SH
NET INCOME	\$ 696	8,203	\$ 491	7
Additions:				
Depreciation	2,831		2,778	
Partnership depreciation	9		9	
Deductions:				
Minority depreciation	13		13	
Amortization costs	156		140	
FUNDS FROM OPERATIONS - BASIC	\$3,367	8,203	\$3,125	7
	=====	=====	=====	=====

	SIX MONTHS ENDED JUNE 30			
	2001		2000	
	(\$000)	SHARES	(\$000)	SH
NET INCOME	\$1,359	8,155	\$1,117	
Additions:				
Depreciation	5,665		5,547	
Partnership depreciation	17		17	
Deductions:				
Minority depreciation	25		25	
Amortization costs	314		282	
FUNDS FROM OPERATIONS - BASIC	\$6,702	8,155	\$6,374	
	=====	=====	=====	

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EFFECTS OF INFLATION

Substantially all of the Company's retail leases contain provisions designed to provide the Company with a hedge against inflation. Most of the Company's retail leases contain provisions which enable the Company to receive percentage rentals based on tenant sales in excess of a stated breakpoint and/or provide for periodic increases in minimum rent during the lease term. The majority of the Company's retail leases are for terms of less than ten years, which allows the Company to adjust rentals to changing market conditions. In addition, most retail leases require tenants to pay a contribution towards property operating expenses, thereby reducing the Company's exposure to higher costs caused by inflation. The Company's apartment leases are written for short terms, generally six to twelve months, and are adjusted according to changing market conditions.

FUTURE RESULTS

This Form 10-Q and other documents prepared and statements made by the Company, may contain certain forward-looking statements that are subject to risk and uncertainty. Investors and potential investors in the Company's securities are cautioned that a number of factors could adversely affect the Company and cause actual results to differ materially from those in the forward-looking statements, including, but not limited to (a) the inability to lease current or future vacant space in the Company's properties; (b) decisions by tenants and anchor tenants who own their space to close stores at the Company's properties; (c) the inability of tenants to pay rent and other expenses; (d) tenant financial difficulties; (e) decreases in rental rates available from tenants; (f) increases in operating costs at the Company's properties; (g) lack of availability of financing for acquisition, development and rehabilitation of properties by the Company; (h) possible dispositions of mature properties since the Company is continuously engaged in the examination of its various lines of business; (i) increases in interest rates; (j) a general economic downturn resulting in lower retail sales and causing downward pressure on occupancies and rents at retail properties; as well as (k) the adverse tax consequences if the Company were to fail to qualify as a REIT in any taxable year.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We incorporate by reference the disclosure contained in Item 7a, Quantitative and Qualitative Disclosures About Market Risk, of the Company's Form 10-K, for the year ended December 31, 2000. There have been no material changes during the first six months of 2001.

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

There are no pending legal proceedings to which the Company is a party or to which any of its properties is subject, which in the opinion of management and its litigation counsel has resulted or will result in any material adverse effect on the financial position of the Company.

ITEM 2. CHANGES IN SECURITIES.

None.

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

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ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the Company's Annual Meeting of Shareholders, initially held on May 11, 2001 and adjourned to May 21, 2001, the following matters were submitted for voting by the shareholders:

- 1) Proposal to reincorporate the Company as a Maryland corporation by merger of the Company into a newly formed wholly-owned subsidiary of the Company incorporated in Maryland - The shareholders approved the proposal with 4,150,792 votes for, 1,380,550 votes against and 38,089 abstentions.
- 2) Election of Directors- The shareholders re-elected J. Terrell Brown, Harold B. Judell and Richard L. Pearlstone to serve until the Annual Meeting of Shareholders of 2004, or until their successors are duly elected and qualified (the terms of Francis L. Fraenkel, Sidney W. Lassen, Thomas A. Masilla, Jr., James W. McFarland and Theodore H. Strauss continued after the meeting).

DIRECTORS	VOTES FOR	VOTES WITHHELD
J. Terrell Brown	7,575,979	201,926
Harold B. Judell	7,539,106	238,799
Richard L. Pearlstone	7,583,030	194,875

ITEM 5. OTHER INFORMATION.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

- (a) Exhibits
None
- (b) Reports on Form 8-K

On June 26, 2001, the Company filed a Current Report on form 8-K dated June 25, 2001 with respect to its reincorporation from the state of Delaware to the state of Maryland. The items reported in such Current Report were Item 5 (Other Events) and Item 7 (Financial Statements, Pro Forma Financial Information and Exhibits).

SIGNATURE

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

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SIZELER PROPERTY INVESTORS, INC.

(Registrant)

By: /s/ Robert A. Whelan

Robert A. Whelan
Chief Financial Officer

Date: August 10, 2001