

SAUL CENTERS INC
Form 10-Q
November 10, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED September 30, 2008

COMMISSION FILE NUMBER 1-12254

SAUL CENTERS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of

52-1833074
(I.R.S. Employer Identification No.)

incorporation or organization)

7501 Wisconsin Avenue, Bethesda, Maryland 20814

(Address of principal executive office) (Zip Code)

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

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

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

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

Number of shares of common stock, par value \$0.01 per share outstanding as of November 7, 2008: 17,863,000

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements
Basis of Presentation

In the opinion of management, the accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments necessary for the fair presentation of the financial position and results of operations of Saul Centers, Inc. for the interim periods have been included. All such adjustments are of a normal recurring nature. These consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements of Saul Centers, Inc. for the year ended December 31, 2007, which are included in its Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of results to be expected for the year.

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Saul Centers, Inc.

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

	September 30, 2008 <i>(Unaudited)</i>	December 31, 2007
Assets		
Real estate investments		
Land	\$ 215,407	\$ 167,007
Buildings and equipment	711,628	673,328
Construction in progress	83,322	49,592
	1,010,357	889,927
Accumulated depreciation	(247,994)	(232,669)
	762,363	657,258
Cash and cash equivalents	25,137	5,765
Accounts receivable and accrued income, net	35,821	33,967
Deferred leasing costs, net	16,558	16,190
Prepaid expenses, net	4,642	2,571
Deferred debt costs, net	6,148	6,264
Other assets	4,971	5,428
Total assets	\$ 855,640	\$ 727,443
Liabilities		
Mortgage notes payable	\$ 567,680	\$ 524,726
Revolving credit facility outstanding		8,000
Dividends and distributions payable	14,722	12,887
Accounts payable, accrued expenses and other liabilities	21,107	13,159
Deferred income	24,790	15,147
Total liabilities	628,299	573,919
Minority interests	2,944	4,745
Stockholders equity		
Preferred stock, 1,000,000 shares authorized:		
Series A Cumulative Redeemable, 40,000 shares issued and outstanding	100,000	100,000
Series B Cumulative Redeemable, 31,731 shares issued and outstanding	79,328	
Common stock, \$0.01 par value, 30,000,000 shares authorized, 17,853,281 and 17,747,529 shares issued and outstanding, respectively	181	178
Additional paid-in capital	163,813	161,618
Accumulated deficit	(118,925)	(113,017)
Total stockholders equity	224,397	148,779
Total liabilities and stockholders equity	\$ 855,640	\$ 727,443

The accompanying notes are an integral part of these statements

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Saul Centers, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS*(Unaudited)*

<i>(Dollars in thousands, except per share amounts)</i>	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2008	2007	2008	2007
Revenue				
Base rent	\$ 31,466	\$ 30,064	\$ 93,599	\$ 88,616
Expense recoveries	7,652	6,638	21,730	19,518
Percentage rent	253	249	799	763
Other	1,576	1,063	3,646	2,878
Total revenue	40,947	38,014	119,774	111,775
Operating expenses				
Property operating expenses	5,360	4,777	14,872	13,925
Provision for credit losses	236	65	660	280
Real estate taxes	4,241	3,558	12,530	10,622
Interest expense and amortization of deferred debt	8,568	8,497	25,877	25,116
Depreciation and amortization of deferred leasing costs	8,487	6,525	22,419	19,476
General and administrative	2,791	2,636	8,904	8,314
Total operating expenses	29,683	26,058	85,262	77,733
Operating income before minority interests and gain on sale of property	11,264	11,956	34,512	34,042
Non-operating item: Gain on property disposition			205	
Net operating income before minority interests	11,264	11,956	34,717	34,042
Minority interests				
Minority share of income	(1,743)	(2,332)	(5,837)	(6,618)
Net income	9,521	9,624	28,880	27,424
Preferred dividends	(3,785)	(2,000)	(9,668)	(6,000)
Net income available to common stockholders	\$ 5,736	\$ 7,624	\$ 19,212	\$ 21,424
Per share net income available to common stockholders				
Basic	\$ 0.32	\$ 0.43	\$ 1.08	\$ 1.22
Diluted	\$ 0.32	\$ 0.43	\$ 1.07	\$ 1.21
Distributions declared per common share outstanding	\$ 0.47	\$ 0.47	\$ 1.41	\$ 1.35

The accompanying notes are an integral part of these statements

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Saul Centers, Inc.

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

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total
Stockholders equity:					
Balance, December 31, 2007	\$ 100,000	\$ 178	\$ 161,618	\$ (113,017)	\$ 148,779
Issuance of 31,731 shares of preferred stock	79,328		(2,999)		76,329
Issuance of 28,191 shares of common stock:					
26,673 shares due to dividend reinvestment plan		1	1,321		1,322
1,518 shares due to employee stock options and directors' deferred stock plan and stock option awards			199		199
Net income				9,130	9,130
Distributions payable preferred stock:					
Series A, \$50.00 per share				(2,000)	(2,000)
Series B, \$56.25 per share				(97)	(97)
Distributions payable common stock (\$0.47 per share)				(8,355)	(8,355)
Balance, March 31, 2008	179,328	179	160,139	(114,339)	225,307
Additional preferred stock issuance costs			(12)		(12)
Issuance of 41,337 shares of common stock:					
26,915 shares due to dividend reinvestment plan		1	1,312		1,313
14,422 shares due to employee stock options and directors' deferred stock plan and stock option awards			824		824
Net income				10,229	10,229
Distributions payable preferred stock:					
Series A, \$50.00 per share				(2,000)	(2,000)
Series B, \$56.25 per share				(1,786)	(1,786)
Distributions payable common stock (\$0.47 per share)				(8,374)	(8,374)
Balance, June 30, 2008	179,328	180	162,263	(116,270)	225,501
Issuance of 36,224 shares of common stock:					
21,712 shares due to dividend reinvestment plan		1	1,017		1,018
14,512 shares due to employee stock options and directors' deferred stock plan and stock option awards			533		533
Net income				9,521	9,521
Distributions payable preferred stock:					
Series A, \$50.00 per share				(2,000)	(2,000)
Series B, \$56.25 per share				(1,785)	(1,785)
Distributions payable common stock (\$0.47 per share)				(8,391)	(8,391)
Balance, September 30, 2008	\$ 179,328	\$ 181	\$ 163,813	\$ (118,925)	\$ 224,397

The accompanying notes are an integral part of these statements

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Saul Centers, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS*(Unaudited)*

<i>(Dollars in thousands)</i>	For The Nine Months Ended September 30,	
	2008	2007
Cash flows from operating activities:		
Net income	\$ 28,880	\$ 27,424
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on property disposition	(205)	
Minority interests	5,837	6,618
Depreciation and amortization of deferred leasing costs	22,419	19,476
Amortization of deferred debt costs	889	840
Non cash compensation costs from stock grants and options	954	923
Provision for credit losses	660	280
(Increase) decrease in accounts receivable and accrued income	(2,366)	16
Increase in deferred leasing costs	(1,625)	(2,029)
Increase in prepaid expenses	(2,071)	(1,639)
Decrease (increase) in other assets	457	(717)
Increase in accounts payable, accrued expenses and other liabilities	2,561	2,581
Increase (decrease) in deferred income	919	(543)
Net cash provided by operating activities	57,309	53,230
Cash flows from investing activities:		
Acquisitions of real estate investments, net*	(63,406)	(18,613)
Additions to real estate investments	(6,998)	(5,963)
Additions to development and redevelopment activities	(31,546)	(17,233)
Proceeds from property disposition	205	
Net cash used in investing activities	(101,745)	(41,809)
Cash flows from financing activities:		
Proceeds from mortgage notes payable	44,876	52,000
Repayments on mortgage notes payable	(12,271)	(10,839)
Proceeds from revolving credit facility	19,000	12,000
Repayments on revolving credit facility	(27,000)	(47,000)
Additions to deferred debt costs	(773)	(698)
Proceeds from the issuance of:		
Preferred stock, net of issuance costs	76,317	
Common Stock	4,255	17,832
Distributions to:		
Preferred stockholders	(7,883)	(6,000)
Common stockholders	(25,075)	(22,693)
Convertible limited partnership units in the Operating Partnership	(7,638)	(7,041)
Net cash provided by (used in) financing activities	63,808	(12,439)
Net increase (decrease) in cash and cash equivalents	19,372	(1,018)
Cash and cash equivalents, beginning of period	5,765	8,061

Cash and cash equivalents, end of period	\$ 25,137	\$ 7,043
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* Supplemental discussion of non-cash investing and financing activities:

The 2008 real estate acquisition costs of \$63,406 are presented exclusive of a mortgage loan assumed of \$10,349.

The accompanying notes are an integral part of these statements

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

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

The following table lists the properties acquired and/or developed by the Company since December 31, 2005. All of the following properties are operating shopping centers ("Shopping Centers").

Name of Property	Location	Date of Acquisition/ Development
<i>Acquisitions</i>		
Smallwood Village Center	Waldorf, MD	2006
Hunt Club Corners	Apopka, FL	2006
Orchard Park	Dunwoody, GA	2007
Great Falls Shopping Center	Great Falls, VA	2008
BJ's Wholesale Club	Alexandria, VA	2008
Marketplace at Sea Colony	Bethany Beach, DE	2008
<i>Developments</i>		
Kentlands Place	Gaithersburg, MD	2005
Broadlands Village Phase III	Ashburn, VA	2006
Lansdowne Town Center	Leesburg, VA	2006/7
Ashland Square Phase I	Manassas, VA	2007

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As of September 30, 2008, the Company's properties (the Current Portfolio Properties) consisted of 45 operating shopping center properties (the Shopping Centers), five predominantly office operating properties (the Office Properties) and six (non-operating) land or development properties.

In September 1997, the Company established Saul QRS, Inc., a wholly owned subsidiary of Saul Centers, to facilitate the placement of collateralized mortgage debt. Saul QRS, Inc. was created to succeed to the interest of Saul Centers as the sole general partner of Saul Subsidiary I Limited Partnership. The remaining limited partnership interests in Saul Subsidiary I Limited Partnership and Saul Subsidiary II Limited Partnership are held by the Operating Partnership as the sole limited partner. Through this structure, the Company owns 100% of the Current Portfolio Properties.

2. Summary of Significant Accounting Policies

Nature of Operations

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

Because the properties are located primarily in the Washington, DC/Baltimore metropolitan area, the Company is subject to a concentration of credit risk related to these properties. A majority of the Shopping Centers are anchored by several major tenants. As of September 30, 2008, thirty of the Shopping Centers were anchored by a grocery store and offer primarily day-to-day necessities and services. Only two retail tenants, Giant Food (4.4%), a tenant at eight Shopping Centers and Safeway (3.1%), a tenant at eight Shopping Centers and one office tenant, the United States Government (2.7%), a tenant at six properties, individually accounted for more than 2.5% of the Company's total revenue for the nine months ended September 30, 2008.

Principles of Consolidation

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

Basis of Presentation

In the opinion of management, the accompanying consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management all adjustments necessary for the fair presentation of the financial position and results of operations of Saul Centers, Inc. for the interim periods have been included. All such adjustments are of a

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normal recurring nature. These consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements of Saul Centers, Inc. for the year ended December 31, 2007, which are included in its Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of results to be expected for the year.

Use of Estimates

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

Real Estate Investment Properties

The Company purchases real estate investment properties from time to time and allocates the purchase price to various components, such as land, buildings, and intangibles related to in-place leases and customer relationships in accordance with Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) 141, Business Combinations (SFAS No. 141). The purchase price is allocated based on the relative fair value of each component. The fair value of buildings is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates. As such, the determination of fair value considers the present value of all cash flows expected to be generated from the property including an initial lease up period. The Company determines the fair value of above and below market intangibles associated with in-place leases by assessing the net effective rent and remaining term of the lease relative to market terms for similar leases at acquisition. In the case of above and below market leases, the Company considers the remaining contractual lease period and renewal periods, taking into consideration the likelihood of the tenant exercising its renewal options. The fair value of a below market lease component is recorded as deferred income and amortized as additional lease revenue over the remaining contractual lease period and any renewal option periods included in the valuation analysis. The fair value of above market lease intangibles is recorded as a deferred asset and is amortized as a reduction of lease revenue over the remaining contractual lease term. The Company determines the fair value of at-market in-place leases considering the cost of acquiring similar leases, the foregone rents associated with the lease-up period and carrying costs associated with the lease-up period. Intangible assets associated with at-market in-place leases are amortized as additional lease expense over the remaining contractual lease term. To the extent customer relationship intangibles are present in an acquisition, the fair value of the intangibles are amortized over the life of the customer relationship.

Real estate investment properties, including properties under development and land held for future development, are reviewed for potential impairment losses quarterly or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If there is an event or change in circumstance indicating the potential for an impairment in the value of a real estate investment property, the Company's policy is to assess potential impairment in value by making a comparison of the current and projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying amount of

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that property and estimated cash flows associated with future development expenditures. If such carrying amount is in excess of the estimated projected cash flows of the assets, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its estimated fair market value. The Company has not recognized an impairment loss on any of its real estate for the nine month periods ended September 30, 2008 and 2007.

Interest, real estate taxes and other carrying costs are capitalized on projects under development and construction. Once construction is substantially completed and the assets are placed in service, their rental income, real estate tax expense, property operating expenses (consisting of payroll, repairs and maintenance, utilities, insurance and other property related expenses) and depreciation are included in current operations. Property operating expenses are charged to operations as incurred. Interest expense capitalized totaled approximately \$2,876,000 and approximately \$2,341,000, for the nine month periods ended September 30, 2008 and 2007, respectively. In the initial rental operations of development projects, a project is considered substantially complete and available for occupancy upon completion of tenant improvements, but no later than one year from the cessation of major construction activity. Substantially completed portions of a project are accounted for as separate projects.

Depreciation is calculated using the straight-line method and estimated useful lives of 35 to 50 years for base buildings and up to 20 years for certain other improvements that extend the useful lives. In addition, we capitalize leasehold improvements when certain criteria are met, including when we supervise construction and will own the improvement. Leasehold improvements are amortized, over the shorter of the lives of the related leases or the useful life of the improvement, using the straight-line method. The depreciation component included in depreciation and amortization expense in the consolidated statements of operations, totaled approximately \$18,811,000 and \$15,906,000, for the nine month periods ended September 30, 2008 and 2007, respectively. Repair and maintenance expense, included in property operating expenses for the nine month periods ended September 30, 2008 and 2007, was approximately \$6,835,000 and \$6,664,000, respectively.

Deferred Leasing Costs

Certain initial direct costs incurred by the Company in negotiating and consummating a successful lease are capitalized and amortized over the initial base term of the lease. In addition, deferred leasing costs include amounts attributed to in place leases associated with acquisition properties as determined pursuant to the application of SFAS No.141. These costs are amortized over the remaining initial term of the leases acquired. Collectively, these deferred leasing costs total approximately \$16,558,000 and \$16,190,000, net of accumulated amortization of approximately \$14,579,000 and \$14,457,000, as of September 30, 2008 and December 31, 2007, respectively. Amortization expense, included in depreciation and amortization in the consolidated statements of operations, totaled approximately \$3,608,000 and \$3,570,000, for the nine months ended September 30, 2008 and 2007, respectively. Deferred leasing costs consist of commissions paid to third party leasing agents as well as internal direct costs such as employee compensation and payroll related fringe benefits directly related to time spent performing leasing related activities for successful leases. Such activities include evaluating the prospective tenant's financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing the transaction. The carrying amount of these costs is written-off to expense if the applicable lease is terminated prior to expiration of the initial lease term.

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Construction in progress includes preconstruction costs and development costs of active projects. Preconstruction costs associated with these active projects include legal, zoning and permitting costs and other project carrying costs incurred prior to the commencement of construction. Development costs include direct construction costs and indirect costs incurred subsequent to the start of construction such as architectural, engineering, construction management and carrying costs consisting of interest, real estate taxes and insurance. Construction in progress balances as of September 30, 2008 and December 31, 2007 are as follows:

Construction in Progress

<i>(Dollars in thousands)</i>	September 30, 2008	December 31, 2007
Clarendon Center	\$ 43,318	\$ 27,323
Northrock	18,382	
Westview Village	12,907	6,382
Smallwood Village Center	4,912	
Boulevard	2,664	
Ashland Square Phase II		10,851
Lexington Center		2,813
Other	1,139	2,223
Total	\$ 83,322	\$ 49,592

As of January 1, 2008, the carrying cost capitalization associated with development at Ashland Square Phase II and Lexington Center was suspended. All development costs for these properties were removed from construction in progress and reclassified to land and buildings and equipment, while awaiting sufficient leasing activity to warrant the resumption of active development.

Accounts Receivable, Accrued Income and Allowance for Doubtful Accounts

Accounts receivable primarily represent amounts currently due from tenants in accordance with the terms of the respective leases. Receivables are reviewed monthly and when, in the opinion of management, collection of the entire receivable is doubtful, revenue accrual is discontinued and an allowance for doubtful accounts is established. Accounts receivable in the accompanying financial statements are shown net of an allowance for doubtful accounts of approximately \$718,000 and \$387,000, at September 30, 2008 and December 31, 2007, respectively.

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In addition to amounts due currently, accounts receivable includes accrued income of approximately \$25,858,000 and \$25,013,000, at September 30, 2008 and December 31, 2007, respectively, representing the cumulative difference between minimum rental income recognized on a straight-line basis and contractual payments due under the terms of respective tenant leases. These amounts are presented after netting allowances of approximately \$40,000 and \$52,000, respectively, for tenants whose rent payment history or financial condition cast doubt upon the tenant's ability to perform under its lease obligations.

Cash and Cash Equivalents

Cash and cash equivalents include short-term investments. Short-term investments are highly liquid investments that are both readily convertible to cash or so near their maturity that they present insignificant risk of changes in value arising from interest rate fluctuations. Short-term investments include money market accounts and other investments which generally mature within three months, measured from the acquisition date.

Deferred Debt Costs

Deferred debt costs consist of fees and costs incurred to obtain long-term financing, construction financing and the revolving line of credit. These fees and costs are capitalized and amortized on a straight-line basis over the terms of the respective loans or agreements, which approximates the effective interest method. Deferred debt costs in the accompanying financial statements are shown net of accumulated amortization of approximately \$4,806,000 and \$5,393,000, at September 30, 2008 and December 31, 2007, respectively.

Deferred Income

Deferred income consists of payments received from tenants prior to the time they are earned and recognized by the Company as revenue. These payments include prepayment of the following month's rent, prepayment of real estate taxes when the taxing jurisdiction has a fiscal year differing from the calendar year reimbursements specified in the lease agreement and advance payments by tenants for tenant construction work provided by the Company. In addition, deferred income includes the fair value of a below market lease component associated with acquisition properties as determined pursuant to the application of SFAS No.141.

Revenue Recognition

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

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Income Taxes

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

Stock Based Employee Compensation, Deferred Compensation and Stock Plan for Directors

Effective January 2003, the Company adopted the fair value method to value and account for employee stock options using the prospective transition method specified under SFAS No. 148, *Accounting for Stock-Based Compensation-Transition and Disclosure* and accounts for stock based compensation according to SFAS No. 123R. The Company had no options eligible for valuation prior to the grant of options in 2003. The fair value of options granted is determined at the time of each award using the Black-Scholes model, a widely used method for valuing stock based employee compensation, and the following assumptions: (1) Expected Volatility. Expected volatility is determined using the most recent trading history of the Company's common stock (month-end closing prices) corresponding to the average expected term of the options, (2) Average Expected Term. The options are assumed to be outstanding for a term calculated considering prior exercise history, scheduled vesting and the expiration date, (3) Expected Dividend Yield. This rate is a value management determines after considering the Company's current and historic dividend yield rates, the Company's yield in relation to other retail REITs and the Company's market yield at the grant date, and (4) Risk-free Interest Rate. This rate is based upon the market yields of US Treasury obligations with maturities corresponding to the average expected term of the options at the grant date. The Company amortizes the value of options granted, ratably over the vesting period, and includes the amounts as compensation in general and administrative expenses.

The Company established a stock option plan in 1993 (the 1993 Plan) for the purpose of attracting and retaining executive officers and other key personnel. The 1993 Plan provided for grants of options to purchase a specified number of shares of common stock. A total of 400,000 shares were made available under the 1993 Plan. The 1993 Plan authorized the Compensation Committee of the Board of Directors to grant options at an exercise price not less than the market value of the common stock on the date the option is granted. Following a May 23, 2003 grant of shares, no additional shares remained for issuance under the 1993 Plan.

At the annual meeting of the Company's stockholders in 2004, the stockholders approved the adoption of the 2004 stock plan (the 2004 Plan) for the purpose of attracting and retaining executive officers, directors and other key personnel. The 2004 Plan, as amended in 2008, provides for grants of options to purchase up to 1,000,000 shares of common stock as well as grants of up to 200,000 shares of common stock to directors. The 2004 Plan authorizes the Compensation Committee of the Board of Directors to grant options at an exercise price which may not be less than the market value of the common stock on the date the option is granted.

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Pursuant to the 2004 Plan, the Compensation Committee established a Deferred Compensation Plan for Directors for the benefit of its directors and their beneficiaries. The 2004 Plan replaced the Company's previous Deferred Compensation and Stock Plan for Directors. A director may elect to defer all or part of his or her director's fees and has the option to have the fees paid in cash, in shares of common stock or in a combination of cash and shares of common stock upon termination from the Board. If the director elects to have fees paid in stock, fees earned during a calendar quarter are aggregated and divided by the common stock's closing market price on the first trading day of the following quarter to determine the number of shares to be allocated to the director. As of September 30, 2008, 228,000 shares had been allocated to the directors pursuant to the deferred compensation plans.

The Compensation Committee has also approved an annual award of shares of the Company's common stock as additional compensation to each director serving on the Board of Directors as of the record date for the Annual Meeting of Stockholders. The shares are awarded as of each Annual Meeting of Shareholders, and their issuance may not be deferred. Each director was issued 200 shares, as of the 2008 Annual Meeting of Shareholders and for each of the years ended December 31, 2007, 2006 and 2005, respectively. The shares were valued at the closing stock price on the dates the shares were awarded and the total value is included in general and administrative expenses for the period of the award.

Minority Interests

Saul Centers is the sole general partner of the Operating Partnership, owning a 76.7% common interest as of September 30, 2008. Minority Interests in the Operating Partnership are comprised of limited partnership units owned by The Saul Organization. Minority Interests as reflected on the Balance Sheets are increased for earnings allocated to limited partnership interests, distributions reinvested in additional units and in certain situations for distributions to minority interests in excess of earnings allocated, and are decreased for limited partner distributions. Minority Interests as reflected on the Statements of Operations represent earnings allocated to limited partnership interests. Amounts distributed in excess of the limited partners' share of earnings, net of limited partner reinvestments of distributions, also increase Minority Interests expense in the respective period and would be classified on the Statements of Operations as Distributions in excess of earnings to the extent such distributions in excess of earnings exceed the carrying amount of minority interests.

Per Share Data

Per share data is calculated in accordance with SFAS No. 128, Earnings Per Share. Per share data for net income (basic and diluted) is computed using weighted average shares of common stock. Convertible limited partnership units and employee stock options are the Company's potentially dilutive securities. For all periods presented, the convertible limited partnership units are non-dilutive. With the exception of the options granted in 2007, the options are dilutive because the average share price of the Company's common stock exceeds the exercise prices. The treasury stock method was used to measure the effect of the dilution.

Table of Contents**Basic and Diluted Shares Outstanding**

<i>(In thousands)</i>	Quarter ended September 30,		Nine months ended September 30,	
	2008	2007	2008	2007
Weighted average common shares outstanding-Basic	17,834	17,674	17,801	17,540
Effect of dilutive options	157	157	170	179
Weighted average common shares outstanding-Diluted	17,991	17,831	17,971	17,719

Reclassifications

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

Legal Contingencies

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business. These matters are generally covered by insurance. Once it has been determined that a loss is probable to occur, the estimated amount of the loss is recorded in the financial statements.

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157 Fair Value Measurement (SFAS No. 157), which would have been effective for fiscal years after November 15, 2007. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. On February 12, 2008, the FASB issued FASB Staff Position SFAS No. 157-2 Effective Date of FASB Statement No. 157 which delayed the effective date of SFAS No. 157 for all non-financial assets and liabilities except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008. The Company adopted SFAS No. 157 effective January 1, 2008 for financial assets and financial liabilities. The adoption did not have a material impact on the Company's consolidated results of operations or financial position.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 (SFAS No. 159). This standard permits entities to choose to measure many financial instruments and certain other items at fair value and was effective for the first fiscal year beginning after November 15, 2007. The Company adopted SFAS No. 159 effective January 1, 2008. The Company did not elect to measure any financial assets or liabilities at fair value.

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In December 2007, the FASB issued SFAS No. 160, *Non-controlling Interest in Consolidated Financial Statements* (SFAS No. 160). SFAS 160 is effective for fiscal years beginning on or after December 15, 2008. SFAS No. 160 establishes consistent accounting and reporting standards for the non-controlling (or minority) interest in a subsidiary and for the deconsolidation of a subsidiary. Management has assessed the impact of adopting the statement and does not expect the adoption of SFAS No. 160 to have a material impact on the Company's financial condition or results of operations.

On December 4, 2007, the FASB issued SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS No. 141(R)). SFAS No. 141(R) will change the accounting for business combinations. Under SFAS No. 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. Transaction costs will no longer be included in the measurement of the business acquired. Instead, these items will be expensed as incurred. SFAS No. 141(R) also includes a substantial number of new disclosure requirements. SFAS No. 141(R) applies prospectively to business combinations occurring during fiscal years beginning on or after December 15, 2008, which for the Company begins with the 2009 calendar year. SFAS No. 141(R) will impact the Company's financial statements dependent on the level of acquisition activity in the year 2009 and beyond.

3. Real Estate Acquired

Smallwood Village Center

On January 27, 2006, the Company acquired the Smallwood Village Center, located within the St. Charles planned community of Waldorf, Maryland, a suburb of metropolitan Washington, DC, through a wholly-owned subsidiary of its Operating Partnership. The center was acquired for a purchase price of \$17.5 million subject to the assumption of an \$11.3 million mortgage loan.

Hunt Club Corners

On June 1, 2006, the Company completed the acquisition of the Publix-anchored Hunt Club Corners shopping center located in Apopka, Florida. The center was acquired for a purchase price of \$11.1 million.

Great Eastern Plaza Land Parcel

On June 6, 2007, the Company acquired an additional parcel of undeveloped land adjacent to its Great Eastern Plaza shopping center in District Heights, Maryland, for a purchase price of \$1.3 million.

Orchard Park

On July 19, 2007, the Company completed the acquisition of the Kroger-anchored Orchard Park shopping center located in Dunwoody, Georgia. The center was acquired for a purchase price of \$17.0 million.

Westview Village

In November 2007, the Company purchased a land parcel in the Westview development on Buckeystown Pike (MD Route 85) in Frederick, Maryland. The purchase price was \$5.0 million. Construction has commenced for development of a neighborhood shopping center.

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Northrock

In January 2008, the Company acquired an undeveloped land parcel in Warrenton, Virginia, located at the southwest corner of the U.S. Route 29/211 and Fletcher Drive intersection. The land purchase price was \$12.5 million. The Company has commenced construction of a neighborhood shopping center. The Harris Teeter supermarket chain has executed a lease for a grocery store to anchor the center.

Great Falls Center

On March 28, 2008, the Company completed the acquisition of the Safeway-anchored Great Falls Center located in Great Falls, Virginia. The center was acquired for a purchase price of \$36.6 million subject to the assumption of a \$10.3 million mortgage loan. As of the date of acquisition management determined the mortgage loan was fairly valued because the terms of the loan were not materially different from market terms.

BJ's Wholesale Club

On March 28, 2008, the Company completed the acquisition of the single tenant property anchored by BJ's Wholesale Club, located in Alexandria, Virginia. The property was acquired for a purchase price of \$21.0 million.

Marketplace at Sea Colony

On March 28, 2008, the Company completed the acquisition of Marketplace at Sea Colony, located in Bethany Beach, Delaware. The center was acquired for a purchase price of \$3.0 million.

Application of SFAS 141, for Real Estate Acquired

The Company accounted for the operating property acquisitions using the purchase method of accounting in accordance with SFAS No. 141. The Company allocates the purchase price to various components, such as land, buildings and intangibles related to in-place leases and customer relationships, if applicable, as described in Note 2.

The \$36.9 million total cost of acquiring Great Falls Center included both the purchase price and closing costs. Approximately \$1,916,000 of the total cost was allocated as lease intangible assets and was included in deferred leasing costs commencing April 1, 2008. The lease intangible assets are being amortized over the remaining periods of the leases acquired, a weighted average term of 13.6 years. The value of below market leases totaled approximately \$6,856,000 and are being amortized over a weighted average term of 20.0 years, and were recorded as deferred income at the time of acquisition. The value of above market leases totaled approximately \$72,000 and are being amortized over a weighted average term of 5.7 years, and were recorded as a deferred asset in accounts receivable at the time of acquisition.

The \$21.1 million total cost of acquiring the BJ's Wholesale Club property included both the purchase price and closing costs. Approximately \$303,000 of the total cost was allocated as lease intangible assets and was included in deferred leasing costs commencing April 1, 2008. The lease intangible assets are being amortized over the remaining period of the lease acquired, a term of 21.1 years. The value of the below market lease totaled approximately \$1,838,000 and is being amortized over a term of 21.1 years, and was recorded as deferred income at the time of acquisition.

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The \$3.1 million total cost of acquiring Marketplace at Sea Colony included both the purchase price and closing costs. Approximately \$132,000 of the total cost was allocated as lease intangible assets and was included in deferred leasing costs commencing April 1, 2008. The lease intangible assets are being amortized over the remaining periods of the leases acquired, a weighted average term of 3.5 years. The value of below market leases totaled approximately \$30,000 and are being amortized over a weighted average term of 3.9 years, and were recorded as deferred income at the time of acquisition. The value of above market leases totaled approximately \$76,000 and are being amortized over a weighted average term of 4.4 years, and were recorded as a deferred asset in accounts receivable at the time of acquisition.

The results of operations of the acquired properties are included in the consolidated statements of operations as of the acquisition date. The following unaudited pro forma combined condensed statements of operations set forth the consolidated results of operations for the three and nine month periods ended September 30, 2008 and 2007, respectively, as if the above described acquisitions had occurred on January 1, 2008 and 2007, respectively. The unaudited pro forma information does not purport to be indicative of the results that actually would have occurred if the combination had been in effect for the three and nine months ended September 30, 2008 and 2007, respectively.

Pro Forma Combined Condensed Statements of Operations

<i>(In thousands, except per share data, unaudited)</i>	Quarter ended September 30,		Nine months ended September 30,	
	2008	2007	2008	2007
Real estate revenues	\$ 40,947	\$ 39,180	\$ 121,039	\$ 115,297
Net income available to common stockholders	\$ 5,736	\$ 7,506	\$ 19,308	\$ 21,063
Earnings per common share-basic	\$ 0.32	\$ 0.43	\$ 1.09	\$ 1.20
Earnings per common share-diluted	\$ 0.32	\$ 0.42	\$ 1.07	\$ 1.19

4. Minority Interests - Holders of Convertible Limited Partner Units in the Operating Partnership

The Saul Organization has a 23.3% limited partnership interest, represented by approximately 5,416,000 convertible limited partnership units, in the Operating Partnership, as of September 30, 2008. These convertible limited partnership units are convertible into shares of Saul Centers common stock, at the option of the unit holder, on a one-for-one basis provided that, in accordance with the Saul Centers, Inc. Articles of Incorporation, the rights may not be exercised at any time that The Saul Organization beneficially owns, directly or indirectly, in the aggregate more than 39.9% of the value of the outstanding common stock and preferred stock of Saul Centers (the "Equity Securities"). As a result, as of September 30, 2008, approximately 2,297,000 units were not convertible into shares of Saul Centers common stock.

The impact of The Saul Organization's approximately 23.3% limited partnership interest in the Operating Partnership is reflected as Minority Interests in the accompanying consolidated financial statements. Fully converted partnership units and diluted weighted average shares outstanding for the nine months ended September 30, 2008 and 2007, were approximately 23,387,000 and 23,135,000, respectively.

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5. Mortgage Notes Payable, Revolving Credit Facility, Interest and Amortizati