

MACK CALI REALTY CORP  
Form 10-Q  
May 04, 2006  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended March 31, 2006

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 : 1-13274

Mack-Cali Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland 22-3305147

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

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11 Commerce Drive, Cranford, New Jersey

07016-3501

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(Address of principal executive offices)

(Zip Code)

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(908) 272-8000

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(Registrant's telephone number, including area code)

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Not Applicable

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

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 ninety (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 and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

As of April 28, 2006, there were 62,316,444 shares of the registrant's Common Stock, par value \$0.01 per share, outstanding.

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**MACK-CALI REALTY CORPORATION**

## FORM 10-Q

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### MACK-CALI REALTY CORPORATION

#### Part I Financial Information

##### Item 1. Financial Statements

The accompanying unaudited consolidated balance sheets, statements of operations, of changes in stockholders' equity, and of cash flows and related notes thereto, have been prepared in accordance with generally accepted accounting principles ( GAAP ) for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission ( SEC ). Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. The financial statements reflect all adjustments consisting only of normal, recurring adjustments, which are, in the opinion of management, necessary for a fair presentation for the interim periods.

The aforementioned financial statements should be read in conjunction with the notes to the aforementioned financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto included in Mack-Cali Realty Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

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The results of operations for the three month periods ended March 31, 2006 are not necessarily indicative of the results to be expected for the entire fiscal year or any other period.

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**MACK-CALI REALTY CORPORATION AND SUBSIDIARIES**

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

	March 31,	December 31,
<b>ASSETS</b>	2006	2005
Rental property		
Land and leasehold interests	\$ 677,409	\$ 637,653
Buildings and improvements	3,637,419	3,539,003
Tenant improvements	318,703	307,664
Furniture, fixtures and equipment	7,428	7,432
	4,640,959	4,491,752
Less accumulated depreciation and amortization	(747,039)	(722,980)
	3,893,920	3,768,772
Rental property held for sale, net	10,484	--
Net investment in rental property	3,904,404	3,768,772
Cash and cash equivalents	11,605	60,397
Marketable securities available for sale at fair value	--	50,847
Investments in unconsolidated joint ventures	63,164	62,138
Unbilled rents receivable, net	98,875	92,692
Deferred charges and other assets, net	216,770	197,634
Restricted cash	14,013	9,221
Accounts receivable, net of allowance for doubtful accounts of \$1,239 and \$1,088	6,134	5,801
Total assets	\$4,314,965	\$4,247,502
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Senior unsecured notes	\$1,630,683	\$1,430,509
Revolving credit facility	92,000	227,000
Mortgages, loans payable and other obligations	385,077	468,672
Dividends and distributions payable	48,724	48,178

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Accounts payable, accrued expenses and other liabilities	88,309	85,481
Rents received in advance and security deposits	52,160	47,685
Accrued interest payable	19,851	27,871
<hr/>		
Total liabilities	2,316,804	2,335,396
<hr/>		
Minority interest in Operating Partnership	485,581	400,819
<hr/>		
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 5,000,000 shares authorized, 10,000 and 10,000 shares outstanding, at liquidation preference	25,000	25,000
Common stock, \$0.01 par value, 190,000,000 shares authorized, 62,230,447 and 62,019,646 shares outstanding	622	620
Additional paid-in capital	1,683,199	1,682,141
Unamortized stock compensation	--	(6,105)
Dividends in excess of net earnings	(196,241)	(189,579)
Accumulated other comprehensive loss	--	(790)
<hr/>		
Total stockholders' equity	1,512,580	1,511,287
<hr/>		
Total liabilities and stockholders' equity	\$4,314,965	\$4,247,502
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*The accompanying notes are an integral part of these consolidated financial statements.*

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**MACK-CALI REALTY CORPORATION AND SUBSIDIARIES**

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

<b>REVENUES</b>	Three Months Ended	
	March 31, 2006	2005
Base rents	\$138,075	\$132,236
Escalations and recoveries from tenants	22,820	18,339
Parking and other	2,581	1,761
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Total revenues	163,476	152,336
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**EXPENSES**

Real estate taxes	22,100	19,051
Utilities	15,443	11,896
Operating services	22,358	21,269
General and administrative	8,959	7,418
Depreciation and amortization	39,502	35,629
Interest expense	31,423	28,398
Interest and dividend income	(1,446)	(64)

Total expenses	138,339	123,597
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Income from continuing operations before minority interests, equity in earnings of unconsolidated joint ventures and gains on sales of investments	25,137	28,739
Minority interest in Operating Partnership	(4,626)	(6,596)
Minority interest in consolidated joint ventures	--	(74)
Equity in earnings (loss) of unconsolidated joint ventures (net of minority interest), net	201	(277)
Gain on sale of investment in marketable securities (net of minority interest)	12,232	--
Gain on sale of investment in unconsolidated joint ventures (net of minority interest)	--	31

Income from continuing operations	32,944	21,823
Discontinued operations (net of minority interest):		
Income from discontinued operations	153	1,918
Realized gains (losses) and unrealized losses on disposition of rental property, net	--	(798)

Total discontinued operations, net	153	1,120
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Net income	33,097	22,943
Preferred stock dividends	(500)	(500)

Net income available to common shareholders	\$ 32,597	\$ 22,443
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**Basic earnings per common share:**

Income from continuing operations	\$ 0.53	\$ 0.35
Discontinued operations	--	0.02

Net income available to common shareholders	\$ 0.53	\$ 0.37
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**Diluted earnings per common share:**

Income from continuing operations	\$ 0.52	\$ 0.35
Discontinued operations	--	0.01

Net income available to common shareholders	\$ 0.52	\$ 0.36
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Dividends declared per common share	\$ 0.63	\$ 0.63
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Basic weighted average shares outstanding	61,988	61,184
Diluted weighted average shares outstanding	76,642	69,273

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

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**MACK-CALI REALTY CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY** (in thousands) (unaudited)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Par Value	Additional Paid-In Capital	Unamortized Stock Compensation	Dividends in Excess of Net Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity	Comprehensive Income
Balance at January 1, 2006	10	\$25,000	62,020	\$620	\$1,682,141	\$(6,105)	\$(189,579)	\$ (790)	\$1,511,287	--
Reclassification upon the adoption of FASB No. 123(R)	--	--	--	--	(6,105)	6,105	--	--	--	--
Net income	--	--	--	--	--	--	33,097	--	33,097	\$33,097
Preferred stock dividends	--	--	--	--	--	--	(500)	--	(500)	--
Common stock dividends	--	--	--	--	--	--	(39,259)	--	(39,259)	--
Issuance of preferred stock	--	--	--	--	--	--	--	--	--	--
Redemption of common units for common stock	--	--	35	--	1,019	--	--	--	1,019	--
Shares issued under Dividend Reinvestment and Stock Purchase Plan	--	--	2	--	83	--	--	--	83	--
Stock options exercised	--	--	181	2	5,257	--	--	--	5,259	--
Stock options expense	--	--	--	--	37	--	--	--	37	--
Comprehensive Gain:										
Unrealized holding gain on marketable securities available for sale	--	--	--	--	--	--	--	15,850	15,850	15,850
Directors Deferred comp. plan	--	--	--	--	74	--	--	--	74	--
Amortization of stock comp.	--	--	--	--	693	--	--	--	693	--
Cancellation of restricted stock	--	--	(7)	--	--	--	--	--	--	--
Reclassification adjustment for realized gain included in net income	--	--	--	--	--	--	--	(15,060)	(15,060)	(15,060)
Balance at March 31, 2006	10	\$25,000	62,231	\$622	\$1,683,199	\$ --	\$(196,241)	\$ --	\$1,512,580	\$33,887



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

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**MACK-CALI REALTY CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS** (in thousands) (unaudited)

	Three Months Ended	
	March 31,	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	2006	2005
Net income	\$ 33,097	\$ 22,943
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	39,502	35,629
Depreciation and amortization on discontinued operations	140	571
Stock options expense	37	37
Amortization of stock compensation	693	760
Amortization of deferred financing costs and debt discount	721	892
Equity in earnings of unconsolidated joint ventures (net of minority interest), net	(201)	277
Gain on sale of investment in unconsolidated joint venture (net of minority interest)	--	(31)
Gain on sale of marketable securities available for sale (net of minority interest)	(12,232)	--
Realized gains (losses) and unrealized losses on disposition of rental property (net of minority interest)	--	798
Minority interest in Operating Partnership	4,626	6,596
Minority interest in consolidated joint venture	--	74
Minority interest in income from discontinued operations	35	240
Changes in operating assets and liabilities:		
Increase in unbilled rents receivable, net	(6,183)	(3,329)
Increase in deferred charges and other assets, net	(6,802)	(10,665)
Increase in accounts receivable, net	(333)	(2,493)
Increase in accounts payable, accrued expenses and other liabilities	2,698	3,796
Increase in rents received in advance and security deposits	4,475	2,790
Decrease in accrued interest payable	(8,020)	(9,410)
Net cash provided by operating activities	\$ 52,253	\$ 49,475

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**CASH FLOWS FROM INVESTING ACTIVITIES**

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Additions to rental property and related intangibles	\$ (35,312)	\$(356,416)
Repayments of notes receivable	39	--
Investment in unconsolidated joint ventures	(779)	(15,254)
Purchase of marketable securities available for sale	(11,912)	--
Proceeds from sale of investment in unconsolidated joint venture	--	2,676
Acquisition of minority interest in consolidated joint venture	--	(7,713)
Proceeds from sales of rental property	--	20,126
Proceeds from sale of marketable securities available for sale	78,609	--
(Increase) decrease in restricted cash	(4,792)	932

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Net cash provided by (used in) investing activities	\$ 25,853	\$(355,649)
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**CASH FLOWS FROM FINANCING ACTIVITIES**

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Proceeds from senior unsecured notes	\$ 199,914	\$ 149,078
Borrowings from revolving credit facility	223,750	396,000
Repayment of revolving credit facility	(358,750)	(193,000)
Repayment of mortgages, loans payable and other obligations	(148,509)	(5,596)
Payment of financing costs	(384)	(1,323)
Proceeds from stock options exercised	5,259	9,544
Payment of dividends and distributions	(48,178)	(47,712)

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Net cash (used in) provided by financing activities	\$(126,898)	\$ 306,991
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Net (decrease) increase in cash and cash equivalents	\$ (48,792)	\$ 817
Cash and cash equivalents, beginning of period	60,397	12,270

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Cash and cash equivalents, end of period	\$ 11,605	\$ 13,087
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*The accompanying notes are an integral part of these consolidated financial statements.*

(dollars in thousands, except per share/unit amounts) (unaudited)

## **1. ORGANIZATION AND BASIS OF PRESENTATION**

### **ORGANIZATION**

Mack-Cali Realty Corporation, a Maryland corporation, together with its subsidiaries (collectively, the Company), is a fully-integrated, self-administered, self-managed real estate investment trust ( REIT ) providing leasing, management, acquisition, development, construction and tenant-related services for its properties. As of March 31, 2006, the Company owned or had interests in 277 properties plus developable land (collectively, the Properties ). The Properties aggregate approximately 30.9 million square feet, which are comprised of 169 office buildings and 97 office/flex buildings, totaling approximately 30.5 million square feet (which include one office building and one office/flex building aggregating 538,000 square feet owned by unconsolidated joint ventures in which the Company has investment interests), six industrial/warehouse buildings totaling approximately 387,400 square feet, two retail properties totaling approximately 17,300 square feet, one hotel (which is owned by an unconsolidated joint venture in which the Company has an investment interest) and two parcels of land leased to others. The Properties are located in seven states, primarily in the Northeast, plus the District of Columbia.

### **BASIS OF PRESENTATION**

The accompanying consolidated financial statements include all accounts of the Company, its majority-owned and/or controlled subsidiaries, which consist principally of Mack-Cali Realty, L.P. (the Operating Partnership ) and variable interest entities for which the Company has determined itself to be the primary beneficiary, if any. See Note 2: Investments in Unconsolidated Joint Ventures for the Company's treatment of unconsolidated joint venture interests. Intercompany accounts and transactions have been eliminated.

The preparation of financial statements in conformity with generally accepted accounting principles ( GAAP ) requires management to make 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### ***Rental***

***Property*** Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the acquisition, development and construction of rental properties are capitalized. Capitalized development and construction costs include pre-construction costs essential to the development of the property, development and construction costs, interest, property taxes, insurance, salaries and other project costs incurred during the period of development. Included in total rental property is construction and development in-progress of \$131,392 and \$118,816 (including land of \$61,490 and \$58,883) as of March 31, 2006 and December 31, 2005, respectively. Ordinary repairs and maintenance are 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. Fully-depreciated assets are removed from the accounts.

The Company considers 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 (as distinguished from activities such as routine maintenance and cleanup). If portions of a rental project are substantially completed and occupied by tenants, or held available for occupancy, and other portions have not yet reached that stage, the substantially completed portions are accounted for as a separate project. The Company allocates costs incurred between the portions under construction and the portions substantially completed and held available for occupancy, and capitalizes only those costs associated with the portion under construction.

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

Leasehold interests	Remaining lease term
Buildings and improvements	5 to 40 years
Tenant improvements	The shorter of the term of the related lease or useful life
Furniture, fixtures and equipment	5 to 10 years

Upon acquisition of rental property, the Company estimates the fair value of acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities, generally consisting of the fair value of (i) above and below market leases, (ii) in-place leases and (iii) tenant relationships. The Company allocates the purchase price to the assets acquired and liabilities assumed based on their relative fair values. In estimating the fair value of the tangible and intangible assets acquired, the Company considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Above-market and below-market lease values for acquired properties are recorded based on the present value, (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases. The capitalized above-market lease values are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed rate renewal options of the respective leases.

Other intangible assets acquired include amounts for in-place lease values and tenant relationship values, which are based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations

of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's real estate properties held for use may be impaired. A property's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss shall be measured as the excess of

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the carrying amount of the property over the fair value of the property. The Company's estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved. Management does not believe that the value of any of the Company's rental properties is impaired.

***Rental Property***

***Held for Sale and***

***Discontinued***

***Operations***

When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the estimated net sales price of the assets which have been identified as held for sale is less than the net book value of the assets, a valuation allowance is established. Properties identified as held for sale and/or sold are presented in discontinued operations for all periods presented. See Note 6: Discontinued Operations.

If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a property previously classified as held for sale, the property is reclassified as held and used. A property that is reclassified is measured and recorded individually at the lower of (a) its carrying amount before the property was classified as held for sale, adjusted for any depreciation (amortization) expense that would have been recognized had the property been continuously classified as held and used, or (b) the fair value at the date of the subsequent decision not to sell.

***Investments in***

***Unconsolidated***

***Joint Ventures, Net***

The Company accounts for its investments in unconsolidated joint ventures for which Financial Accounting Standards Board (FASB) Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities (FIN 46) does not apply under the equity method of accounting as the Company exercises significant influence, but does not control these entities. These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions.

FIN 46 provides guidance on the identification of entities for which control is achieved through means other than voting rights ( variable interest entities or VIEs ) and the determination of which business enterprise, if any, should consolidate the VIE (the primary beneficiary ). Generally, FIN 46 applies when either (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest, (2) the equity investment at risk is insufficient to finance that entity s activities without additional subordinated financial support or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest.

The Company has evaluated its joint ventures with regards to FIN 46. As of March 31, 2006, the Company has identified its Meadowlands Xanadu joint venture as a VIE, but is not consolidating such venture as the Company is not the primary beneficiary. Disclosure about this VIE is included in Note 4: Investments in Unconsolidated Joint Ventures.

On a periodic basis, management assesses whether there are any indicators that the value of the Company s investments in unconsolidated joint ventures may be impaired. An investment is impaired only if management s estimate of the value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than

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temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the value of the investment. Management does not believe that the value of any of the Company s investments in unconsolidated joint ventures is impaired. See Note 4: Investments in Unconsolidated Joint Ventures.

***Cash and Cash***

***Equivalents*** All highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents.

***Marketable***

***Securities*** The Company classifies its marketable securities among three categories: Held-to-maturity, trading and available-for-sale. Unrealized holding gains and losses are excluded from earnings and reported as other comprehensive income (loss) in stockholders equity until realized.

A decline in the market value of any marketable security below cost that is deemed to be other than temporary results in a reduction in the carrying amount to fair value. Any impairment would be charged to earnings and a new cost basis for the security established.

The Company s marketable securities at December 31, 2005 carried a value of \$50,847 and consisted of 1,468,300 shares of common stock in CarrAmerica Realty Corporation, which were all acquired in 2005. The Company s marketable securities at December 31, 2005 were all classified as available-for-sale and were carried at fair value based on quoted market prices. The Company recorded an unrealized holding loss

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of \$790 as other comprehensive loss in 2005. From January 1, 2006 through January 25, 2006, the Company purchased an additional 336,500 shares of common stock in CarrAmerica for a total purchase price of \$11,912.

The Company received dividend income of approximately \$902 from its holdings in CarrAmerica stock during the three months ended March 31, 2006, which is recorded in interest and dividend income. During the three months ended March 31, 2006, the Company sold all of its 1,804,800 shares of CarrAmerica common stock realizing a gain of approximately \$12,232 (net of minority interest of \$2,828), which is recorded in gain on sale of marketable securities.

### *Deferred*

#### ***Financing Costs***

Costs incurred in obtaining financing are capitalized and amortized on a straight-line basis, which approximates the effective interest method, over the term of the related indebtedness. Amortization of such costs is included in interest expense and was \$721 and \$892 for the three months ended March 31, 2006 and 2005, respectively.

### *Deferred*

#### ***Leasing Costs***

Costs incurred in connection with leases are capitalized and amortized on a straight-line basis over the terms of the related leases and included in depreciation and amortization. Unamortized deferred leasing costs are charged to amortization expense upon early termination of the lease. Certain employees of the Company are compensated for providing leasing services to the Properties. The portion of such compensation, which is capitalized and amortized, approximated \$849 and \$957 for the three months ended March 31, 2006 and 2005, respectively.

### *Derivative*

#### ***Instruments***

The Company measures derivative instruments, including certain derivative instruments embedded in other contracts, at fair value and records them as an asset or liability, depending on the Company's rights or obligations under the applicable derivative contract. For derivatives designated and qualifying as fair value hedges, the changes in the fair value of both the derivative instrument and the hedged item are recorded in earnings. For derivatives designated as cash flow hedges, the effective portions of the derivative are reported in other

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comprehensive income ( OCI ) and are subsequently reclassified into earnings when the hedged item affects earnings. Changes in fair value of derivative instruments not designated as hedging and ineffective portions of hedges are recognized in earnings in the affected period.

### *Revenue*

#### ***Recognition***

Base rental revenue is recognized on a straight-line basis over the terms of the respective leases. Unbilled rents receivable represents the amount by which straight-line rental revenue exceeds rents currently billed in accordance with the lease agreements. Above-market and below-market lease values for acquired properties are recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the

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lease for above-market leases and the initial term plus the term of any below-market fixed-rate renewal options for below-market leases. The capitalized above-market lease values for acquired properties are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed-rate renewal options of the respective leases. Escalations and recoveries from tenants are received from tenants for certain costs as provided in the lease agreements. These costs generally include real estate taxes, utilities, insurance, common area maintenance and other recoverable costs. See Note 13: Tenant Leases. Parking and other revenue includes income from parking spaces leased to tenants, income from tenants for additional services arranged for the Company, income from tenants for early lease terminations and income from managing and/or leasing properties for third parties.

### *Allowance for*

***Doubtful Accounts*** Management periodically performs a detailed review of amounts due from tenants to determine if accounts receivable balances are impaired based on factors affecting the collectibility of those balances. Management's estimate of the allowance for doubtful accounts requires management to exercise significant judgment about the timing, frequency and severity of collection losses, which affects the allowance and net income.

### *Income and*

***Other Taxes*** The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the Code). As a REIT, the Company generally will not be subject to corporate federal income tax (including alternative minimum tax) on net income that it currently distributes to its shareholders, provided that the Company satisfies certain organizational and operational requirements including the requirement to distribute at least 90 percent of its REIT taxable income to its shareholders. The Company has elected to treat certain of its corporate subsidiaries as taxable REIT subsidiaries (each a TRS). In general, a TRS of the Company may perform additional services for tenants of the Company and generally may engage in any real estate or non-real estate related business (except for the operation or management of health care facilities or lodging facilities or the providing to any person, under a franchise, license or otherwise, rights to any brand name under which any lodging facility or health care facility is operated). A TRS is subject to corporate federal income tax. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) on its taxable income at regular corporate tax rates. The Company is subject to certain state and local taxes.

### *Earnings*

***Per Share*** The Company presents both basic and diluted earnings per share (EPS). Basic EPS excludes dilution and is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding for the period.

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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.

### *Dividends and*

### *Distributions*



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### ***Payable***

The dividends and distributions payable at March 31, 2006 represents dividends payable to preferred shareholders (10,000 shares) and common shareholders (62,315,257 shares), and distributions payable to minority interest common unitholders of the Operating Partnership (15,483,056 common units) for all such holders of record as of April 5, 2006 with respect to the first quarter 2006. The first quarter 2006 preferred stock dividends of \$50.00 per share, common stock dividends and common unit distributions of \$0.63 per common share and unit were approved by the Board of Directors on March 28, 2006. The preferred stock dividends, common stock dividends and common unit distributions payable were paid on April 17, 2006.

The dividends and distributions payable at December 31, 2005 represents dividends payable to preferred shareholders (10,000 shares) and common shareholders (62,028,306 shares), and distributions payable to minority interest common unitholders of the Operating Partnership (13,650,439 common units) for all such holders of record as of January 5, 2006 with respect to the fourth quarter 2005. The fourth quarter 2005 preferred stock dividends of \$50.00 per share, common stock dividends and common unit distributions of \$0.63 per common share and unit were approved by the Board of Directors on December 6, 2005. The common stock dividends and common unit distributions payable were paid on January 13, 2006. The preferred stock dividends payable were paid on January 17, 2006.

### ***Costs Incurred***

#### ***For Preferred***

#### ***Stock Issuances***

Costs incurred in connection with the Company's preferred stock issuances are reflected as a reduction of additional paid-in capital.

### ***Stock***

#### ***Compensation***

The Company accounts for stock options and restricted stock awards granted prior to 2002 using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations ( APB No. 25 ). Under APB No. 25, compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Company's stock at the date of grant over the exercise price of the option granted. Compensation cost for stock options is recognized ratably over the vesting period. The Company's policy is to grant options with an exercise price equal to the quoted closing market price of the Company's stock on the business day preceding the grant date. Accordingly, no compensation cost has been recognized under the Company's stock option plans for the granting of stock options made prior to 2002. Restricted stock awards granted prior to 2002 are valued at the vesting dates of such awards with compensation cost for such awards recognized ratably over the vesting period.

In 2002, the Company adopted the provisions of FASB No. 123, and in 2006, the Company adopted the provisions of FASB No. 123(R). These provisions require that the estimated fair value of restricted stock ( Restricted Stock Awards ) and stock options at the grant date be amortized ratably into expense over the appropriate vesting period. For the three months ended March 31, 2006 and 2005, the Company recorded restricted stock and stock options expense of \$730 and \$797, respectively. FASB No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, was issued in December 2002 and amends FASB No. 123, Accounting for Stock Based Compensation. FASB No. 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock based compensation. In addition, this Statement amends the disclosure requirements of FASB No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. FASB No. 148 disclosure requirements are presented below:

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The following table illustrates the effect on net income and earnings per share if the fair value based method had been applied to all outstanding and unvested stock awards for the three months ended March 31, 2005:

	Basic EPS
Net income, as reported	\$22,943
Add: Stock-based compensation expense included in reported net income (net of minority interest)	709
Deduct: Total stock-based compensation expense determined under fair value based method for all awards	(933)
Add: Minority interest on stock-based compensation expense under fair value based method	103
Pro forma net income	22,822
Deduct: Preferred stock dividends	(500)
Pro forma net income available to common shareholders basic	\$22,322
<b>Earnings Per Share:</b>	
Basic as reported	\$ 0.37
Basic pro forma	\$ 0.37
Diluted as reported	\$ 0.36
Diluted pro forma	\$ 0.36

**Other**

**Comprehensive**

**Income** Other comprehensive income (loss) includes items that are recorded in equity, such as unrealized holding gains or losses on marketable securities available for sale.

**3. REAL ESTATE PROPERTY TRANSACTIONS**

**Property Acquisitions**

The Company acquired the following office properties during the three months ended March 31, 2006:

Acquisition Date	Property/Address	Location	# of Bldgs.	Rentable Square Feet	Acquisition Cost (a)
02/28/06	Capital Office Park (b)	Greenbelt, Prince George s County, MD	7	842,258	\$166,011
Total Property Acquisitions:			7	842,258	\$166,011

(a) Amounts are as of March 31, 2006.

(b) This transaction was funded primarily through the assumption of \$63.2 million of mortgage debt and the issuance of 1.9 million common operating partnership units valued at \$87.2 million.

#### The Gale Transaction

On February 16, 2006, the Company announced it had reached agreements in principle with each of SL Green Realty Corp. ( SL Green ) and The Gale Company, a privately-owned real estate services company based in New Jersey, pursuant to which the Company plans to acquire interests in certain assets and operations of SL Green and The Gale Company.

In furtherance of these acquisitions, on March 7, 2006 and as subsequently amended on March 31, 2006, the Company entered into a Membership Interest Purchase and Contribution Agreement (the Gale Contribution Agreement ) to acquire all of the ownership interests in The Gale Services Company, L.L.C. and the Gale Construction Services Company, L.L.C., which entities engage in real property management, construction

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management, facilities management, and leasing and real estate brokerage services. The interests will be acquired by the Company for aggregate consideration of up to approximately \$40 million, as follows:

1. 224,719 common operating partnership units, valued at \$44.50 per unit, to be issued by the Operating Partnership;
2. Approximately \$12 million in cash; and
3. Earn-out provisions (the Earn-Out ) based upon the achievement of Gross Income and NOI (as such terms are defined in the Gale Contribution Agreement) targets for the three years following the closing date pursuant to which up to an additional \$18 million in cash may be paid by the Operating Partnership.

In addition, the Company may also acquire certain other ownership interests of Mr. Stanley C. Gale and/or certain of his affiliates, in up to eleven properties (the "Non-Portfolio Properties"), subject to obtaining certain third party consents and the satisfaction of various property-related and/or other conditions. These ownership interests range from less than one percent (subject to increase in accordance with terms under negotiation) to approximately 50 percent (subject to increase or reduction as may be negotiated) of each of the Non-Portfolio Properties. The Company expects to acquire these ownership interests in the Non-Portfolio Properties through the assumption of existing or placement of new mortgage debt, drawing funds from the Company's unsecured revolving credit facility and/or the payment of cash for a total amount of up to approximately \$24 million.

Concurrent with the execution of the Gale Contribution Agreement, Mack-Cali Ventures, L.L.C., a wholly-owned subsidiary of the Operating Partnership (the OP Subsidiary ), entered into a Contribution and Sale Agreement (the SLG Contribution Agreement ) to acquire certain direct and indirect ownership interests in entities which own or control a portfolio of properties as described herein below.

Under the SLG Contribution Agreement, the Company will acquire 100 percent of the ownership interests in three Class A office properties located in Northern New Jersey with an aggregate of 516,162 square feet (the Wholly-Owned Properties ). The Wholly-Owned Properties will be acquired for consideration of approximately \$106 million, consisting of the assumption of existing mortgage debt on the properties and the payment of cash.

In addition, the OP Subsidiary and the sellers will own all of the membership interests in Mack-Green-Gale LLC (the Joint Venture ), which will own substantially all of and control certain entities that own:

1. Ten Class A office properties located in Northern and Central New Jersey with an aggregate of approximately 1.4 million square feet (the Class A Properties ); and
2. Seven Class A office properties located in Northern and Central New Jersey with an aggregate of approximately 900,000 square feet (the Class B Properties ).

In accordance with the OP Subsidiary s membership interests in the Joint Venture, the OP Subsidiary s economic interest will represent approximately 95 percent of the Class A Properties and approximately 48 percent of the Class B Properties.

#### **4. INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES**

The debt of the Company s unconsolidated joint ventures aggregating \$116,174 as of March 31, 2006 is non-recourse to the Company, except for customary exceptions pertaining to such matters as intentional misuse of funds, environmental conditions and material misrepresentations, and except as otherwise indicated below.

#### **MEADOWLANDS XANADU**

On November 25, 2003, the Company and affiliates of The Mills Corporation ( Mills ) entered into a joint venture agreement ( Meadowlands Xanadu Venture Agreement ) to form Meadowlands Mills/Mack-Cali Limited Partnership ( Meadowlands Venture ) for the purpose of developing a \$1.3 billion family entertainment, recreation and retail complex with an office and hotel component to be built at the Meadowlands sports complex in East Rutherford, New Jersey ( Meadowlands Xanadu ). The First Amendment to the Meadowlands Xanadu Venture Agreement was entered into as of June 30, 2005. Meadowlands Xanadu s approximately 4.76 million-square-foot complex is expected to feature a family entertainment, recreation and retail destination comprising five themed zones: sports; entertainment; children s education; fashion; and food and home, in addition to four office buildings, aggregating approximately 1.8 million square feet, and a 520-room hotel.

On December 3, 2003, the Meadowlands Venture entered into a redevelopment agreement (the Redevelopment Agreement ) with the New Jersey Sports and Exposition Authority ( NJSEA ) for the redevelopment of the area

surrounding the Continental Airlines Arena in East Rutherford, New Jersey and the construction of the Meadowlands Xanadu project. The Redevelopment Agreement provides for a 75-year ground lease and requires the Meadowlands Venture to pay the NJSEA a \$160,000 development rights fee and fixed rent over the term. Fixed rent will be in the amount of \$1 per year for the first 15 years, increasing to \$7,500 from the 16<sup>th</sup> to the 18<sup>th</sup> years, increasing to \$8,447 in the 19<sup>th</sup> year, increasing to \$8,700 in the 20<sup>th</sup> year, increasing to \$8,961 in the 21<sup>st</sup> year, then to \$9,200 in the 23<sup>rd</sup> to 26<sup>th</sup> years, with additional increases over the remainder of the term, as set forth in the ground lease. The ground lease also allows for the potential for participation rent payments by the Meadowlands Venture, as described in the ground lease agreement. The First Amendment to the Redevelopment Agreement and the ground lease, itself, were signed on October 5, 2004. The Meadowlands Venture received all necessary permits and approvals from the NJSEA and U.S. Army Corps of Engineers in March 2005 and commenced construction in the same month. As a condition to fill wetlands pursuant to the permit issued by the U.S. Army Corps of Engineers and pursuant to the Redevelopment Agreement, as amended, Mills conveyed certain vacant land, known as the Empire Tract, to a conservancy trust. On June 30, 2005, the \$160,000 development rights fee was deposited into an escrow account by the Meadowlands Venture in accordance with the terms of the First Amendment to the Redevelopment Agreement. On such date, the following amounts were paid from escrow: (i) approximately \$37,197 to defease certain debt obligations of the NJSEA; and (ii) \$26,800 to the NJSEA, which, in turn, paid such amount to the Meadowlands Venture for the Empire Tract. Subsequently, additional monies were released from the escrow account to the NJSEA, such that a total of \$130,000 has been released to the NJSEA. The escrow balance of \$30,000 is to be released and paid in accordance with the terms of the First Amendment to the Redevelopment Agreement.

The Company and Mills own a 20 percent and 80 percent interest, respectively, in the Meadowlands Venture. These interests were subject to certain participation rights by The New York Giants, which were subsequently terminated in April 2004. The Meadowlands Xanadu Venture Agreement required the Company to make an equity contribution up to a maximum of \$32,500, which it fulfilled in April 2005. Pursuant to the Meadowlands Xanadu Venture Agreement, Mills has received subordinated capital credit in the venture of approximately \$118,000, which represents certain costs incurred by Mills in connection with the Empire Tract prior to the creation of the Meadowlands Venture. However, under the First Amendment to the Meadowlands Xanadu Venture Agreement, the Company and Mills agreed that due to the expected receipt by the Meadowlands Venture of certain other sums and certain development costs savings in connection with Meadowlands Xanadu, Mills subordinated capital credit in the venture for the Empire Tract should be reduced to \$60,000 as of the date of the First Amendment to the Meadowlands Xanadu Venture Agreement. The Meadowlands Xanadu Venture Agreement requires Mills to contribute the balance of the capital required to complete the entertainment phase, subject to certain limitations. The Company will receive a 9 percent preferred return on its equity investment, only after Mills receives a 9 percent preferred return on its equity investment. Residual returns, subject to participation by other parties, will be in proportion to each partner's respective percentage interest.

Mills will develop, lease and operate the entertainment phase of the Meadowlands Xanadu project. The Meadowlands Venture has formed and owns, directly and indirectly, all of the partnership interests in and to the component ventures which were formed for the future development of the office and hotel phases, which the Company will develop, lease and operate. Upon the Company's exercise of its rights under the Meadowlands Xanadu Venture Agreement to develop the office and hotel phases, the Meadowlands Venture will convey ownership of the component ventures to the Company and Mills or its affiliate, and the Company or its affiliate will own an 80 percent interest and Mills or its affiliate will own a 20 percent interest in such component ventures. However, under the First Amendment to the Meadowlands Xanadu Venture Agreement, if the Meadowlands Venture develops a hotel that has video lottery terminals (or slots), or any other legalized form of gaming on or in its premises, then the Company or its affiliate will own a 50 percent interest in such component venture and Mills or its affiliate will own a 50 percent interest. The Meadowlands Xanadu Venture Agreement requires that the Company must exercise its rights with respect to the first office and hotel phase no later than four years after the grand opening of the entertainment phase, and requires that the Company exercise all of its rights with respect to the office and hotel phases no later than 10 years from such date, but does not require that any or all components be developed. However, under the Meadowlands Xanadu Venture Agreement, Mills has the right to accelerate such exercise schedule, subject to certain conditions. Should the Company fail to meet the time schedule described above for the exercise of its rights with respect to the office and hotel phases, the Company will forfeit its rights to control future development. If this occurs, Mills will have the right to develop the additional phases, subject to the Company's right to participate, or to cause the Meadowlands Venture to sell such components to a third party,

subject to a sales price limitation of 95 percent of the value that would have been required to form such component ventures.

Commencing three years after the grand opening of the entertainment phase of the Meadowlands Xanadu project, either Mills or the Company may sell its partnership interest to a third party subject to the following provisions:

Mills has certain drag-along rights and the Company has certain tag-along rights in connection with such sale of interest to a third party; and

Mills has a right of first refusal with respect of a sale by the Company of its partnership interests.

In addition, commencing on the sixth anniversary of the opening, the Company may cause Mills to purchase, and Mills may cause the Company to sell to Mills, all of the Company's partnership interests at a price based on the then fair market value of the project. Notwithstanding the exercise by Mills or the Company of any of the foregoing rights with respect to the sale of the Company's partnership interest to Mills or a third party, the Company will retain its right to component ventures for the future development of the office and hotel phases.

On February 12, 2003, the NJSEA selected The Mills Corporation and the Company to redevelop the Continental Airlines Arena site ( Arena Site ) for mixed uses, including retail. In March 2003, Hartz Mountain Industries, Inc., ( Hartz ), filed a lawsuit in the Superior Court of New Jersey, Law Division, for Bergen County, seeking to enjoin NJSEA from entering into a contract with the Meadowlands Venture for the redevelopment of the Continental Airlines Arena site. In May 2003, the court denied Hartz's request for an injunction and dismissed its suit for failure to exhaust administrative remedies. In June 2003, the NJSEA held hearings on Hartz's protest, and on a parallel protest filed by another rejected developer, Westfield, Inc. ( Westfield ). On September 10, 2003, the NJSEA ruled against Hartz's and Westfield's protests. Hartz and Westfield, as well as Elliot Braha and three other taxpayers (collectively Braha ), thereafter filed appeals from the NJSEA's final decision. By decision dated May 14, 2004, the Appellate Division of the Superior Court of New Jersey rejected the appellants' contention that the NJSEA lacks statutory authority to allow retail development of its property. The Appellate Division also remanded Hartz's claim under the Open Public Records Acts, seeking disclosure of additional documents from NJSEA, to the Law Division for further proceedings. The Supreme Court of New Jersey declined to review the Appellate Division's decision. On August 19, 2004, the Law Division issued a decision resolving Hartz's Open Public Records Act claim and ordered NJSEA to disclose some, but not all, of the documents Hartz was seeking. The Appellate Division, in a decision rendered on November 24, 2004, upheld the findings of the Law Division in the remand proceeding. The Supreme Court of New Jersey declined to review the Appellate Division's decision. At Hartz's request, the NJSEA thereafter held further hearings on December 15 and 16, 2004, to review certain additional facts in support of Hartz's and Westfield's bid protest. Braha, as a taxpayer, did not have standing to participate in the supplemental protest hearing. On March 4, 2005, the Hearing Officer rendered his Supplemental Report and Recommendation to the NJSEA, finding no merit in the protests presented by Hartz and Westfield. The NJSEA accepted the Hearing Officer's Supplemental Report and Recommendation on March 30, 2005 and Hartz and Braha have appealed that decision to the Appellate Division.

In January 2004, Hartz and Westfield also appealed to the Appellate Division of the Superior Court of New Jersey from the NJSEA's December 2003 approval and execution of the Redevelopment Agreement with the Meadowlands Venture.

In November 2004, Hartz and Westfield filed additional appeals in the Appellate Division challenging NJSEA's resolution authorizing the execution of the First Amendment to the Redevelopment Agreement with Meadowlands Venture and the ground lease with the Meadowlands Venture.

All of the above appeals have been consolidated by the Appellate Division and are pending.

On September 30, 2004, the Borough of Carlstadt filed an action in the Superior Court of New Jersey Law Division, challenging Meadowlands Xanadu, which asserts claims that are substantially the same as claims asserted by Hartz and Braha in the above appeals. By Order dated November 19, 2004, the Law Division transferred that matter to the Superior Court of New Jersey, Appellate Division. This matter was voluntarily dismissed by Carlstadt in accordance with a March 22, 2006, Settlement Agreement and Release between Carlstadt and the Meadowlands Venture.

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Several appeals filed by Hartz, Westfield and others, including certain environmental groups, that challenge certain approvals received by the Meadowlands Venture from the NJSEA, the New Jersey Meadowlands Commission ( NJMC ) and the New Jersey Department of Environmental Protection ( NJDEP ) remain pending before the Appellate Division. Some of these appeals challenge NJDEP 's issuance of a stream encroachment permit, waterfront development permit, and coastal zone consistency determination for Meadowlands Xanadu. Other of these appeals are from NJDEP 's and NJMC 's issuance of reports in connection with a consultation process the NJSEA was statutorily required to undertake in connection with any NJSEA-development project.

A Hartz affiliate and a trade association have filed an appeal from an advisory opinion favorable to the Meadowlands Venture issued by the Director of the Division of Alcoholic Beverage Control concerning the availability of special concessionaire permits. That appeal is also pending in the Appellate Division of the Superior Court of New Jersey.

Three separate lawsuits have been filed in the United States District Court for the District of New Jersey, challenging a permit issued by the U.S. Army Corps of Engineers ( USACE ) in connection with the project. The first suit was filed on March 30, 2005, by the Sierra Club, the New Jersey Public Interest Research Group, Citizen Lobby, Inc. and the New Jersey Environmental Federation. Additional suits were filed on May 16 and May 31, 2005, respectively, by Hartz (together with one of its officers as an individually-named plaintiff) and the Borough of Carlstadt. The Sierra Club also filed a motion for a preliminary injunction to stop certain construction activities on the project, which the Court denied on July 6, 2005. The parties are currently briefing cross motions for summary judgment on the merits of the Sierra Club 's claims. A decision is expected sometime in the latter part of 2006. On October 26, 2005, the court granted the motions of the Meadowlands Venture and the USACE to dismiss the Hartz complaint for lack of standing. The deadline for appealing that decision has passed, so the Hartz action is ended. On October 31, 2005, the USACE filed a motion to dismiss the complaint filed by the Borough of Carlstadt for lack of standing. On February 7, 2006, the Court granted the motion and dismissed the Borough of Carlstadt 's complaint in its entirety. On March 9, 2006, Carlstadt filed a notice of appeal of this decision to the United States Court Appeals for the Third Circuit. This appeal should be dismissed pursuant to the Settlement Agreement and Release executed by Carlstadt and the Meadowlands Venture.

On April 5, 2005, the New York Football Giants ( Giants ) filed an emergent application with the Supreme Court of New Jersey, Chancery Division, seeking an injunction stopping all work on the Meadowlands Xanadu project as being in violation of its existing lease with the NJSEA. The court heard an oral argument on the application on August 5, 2005, and denied the Giants ' motion for preliminary injunctive relief. The Giants ' claim for permanent injunctive relief remains pending. However, the parties to this dispute have reached a tentative settlement. In September 2005, the Giants and Meadowlands Venture executed a settlement agreement. NJSEA subsequently proposed modifications to the settlement agreement, and the parties have not yet executed a final agreement. The proposed settlement agreement provides, among other things,

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for the Meadowlands Venture to pay the Giants approximately \$15 million as compensation for claims of construction interference and for the Giants to otherwise withdraw the assertion of the right to object to the project.

The New Jersey Builders Association ( NJBA ) has commenced an action, which is pending in the Appellate Division, alleging that the NJSEA has failed to meet a purported obligation to provide affordable housing at the Meadowlands Complex and seeking, among other relief, an order enjoining the construction of Meadowlands Xanadu. NJBA filed an application for preliminary injunctive relief seeking to enjoin further construction of Meadowlands Xanadu, which the Appellate Division denied on July 28, 2005. The Meadowlands Venture is not a party to that action.

On January 25, 2006, the Bergen Cliff Hawks Baseball Club, LLC (the Cliff Hawks ), filed a complaint against the Company and Mills, alleging that the Company and Mills breached an agreement to provide the Cliff Hawks with a minor league baseball park as part of the Xanadu Project. This matter is pending.

The Company believes that the Meadowlands Venture's proposal and the planned project comply with applicable laws, and the Meadowlands Venture intends to continue its vigorous defense of its rights under the Redevelopment Agreement and Ground Lease. Although there can be no assurance, the Company does not believe that the pending lawsuits will have any material effect on its ability to develop the Meadowlands Xanadu project.

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### **G&G MARTCO (Convention Plaza)**

The Company holds a 50 percent interest in G&G Martco, which owns Convention Plaza, a 305,618 square foot office building, located in San Francisco, California. The venture has a mortgage loan with a \$46,909 balance at March 31, 2006 collateralized by its office property. The loan also provides the venture the ability to increase the balance of the loan up to an additional \$729 for the funding of qualified leasing costs. The loan bears interest at a rate of the London Inter-Bank Offered Rate ( LIBOR ) (4.829 percent at March 31, 2006) plus 162.5 basis points and matures in August 2006. The Company performs management and leasing services for the property owned by the joint venture and recognized \$45 and \$34 in fees for such services in the three months ended March 31, 2006 and 2005, respectively.

### **PLAZA VIII AND IX ASSOCIATES, L.L.C./AMERICAN FINANCIAL EXCHANGE L.L.C.**

On May 20, 1998, the Company entered into a joint venture with Columbia Development Company, L.L.C. ( Columbia ) to form American Financial Exchange L.L.C. ( AFE ). The venture was formed to acquire land for future development, located on the Hudson River waterfront in Jersey City, New Jersey, adjacent to the Company's Harborside Financial Center office complex. Among other things, the partnership agreement provides for a preferred return on the Company's invested capital in the venture, in addition to the Company's proportionate share of the venture's profit, as defined in the agreement.



AFE distributed its interests in Plaza VIII and IX Associates, L.L.C., which owned the undeveloped land currently used as a parking facility, to its then partners, the Company and Columbia. The Company and Columbia subsequently entered into a new joint venture to own and manage the undeveloped land and related parking operations through Plaza VIII and IX Associates, L.L.C. The Company and Columbia each hold a 50 percent interest in the new venture.

**RAMLAND REALTY ASSOCIATES L.L.C. (One Ramland Road)**

On August 20, 1998, the Company entered into a joint venture with S.B. New York Realty Corp. to form Ramland Realty Associates L.L.C. The venture was formed to own, manage and operate One Ramland Road, a 232,000 square foot office/flex building and adjacent developable land, located in Orangeburg, New York. In August 1999, the joint venture completed redevelopment of the property and placed the office/flex building in service. The Company holds a 50 percent interest in the joint venture. The venture has a mortgage loan with a \$14,936 balance at March 31, 2006 secured by its office/flex property. The mortgage bears interest at a rate of LIBOR plus 175 basis points and matures in January 2007, with two one-year extension options, subject to certain conditions.

The Company performs management, leasing and other services for the property owned by the joint venture and recognized \$16 and \$9 in fees for such services in the three months ended March 31, 2006 and 2005, respectively.

**ASHFORD LOOP ASSOCIATES L.P. (1001 South Dairy Ashford/2100 West Loop South)**

On September 18, 1998, the Company entered into a joint venture with Prudential to form Ashford Loop Associates L.P. The venture was formed to own, manage and operate 1001 South Dairy Ashford, a 130,000 square foot office building acquired on September 18, 1998, and 2100 West Loop South, a 168,000 square foot office building acquired on November 25, 1998, both located in Houston, Texas. The Company held a 20 percent interest in the joint venture. On February 25, 2005, the Company sold its interest in the venture to Prudential for \$2,664 and recognized a gain on the sale of \$31 (net of minority interest of \$4).

**SOUTH PIER AT HARBORSIDE HOTEL DEVELOPMENT**

On November 17, 1999, the Company entered into a joint venture with Hyatt Corporation ( Hyatt ) to develop a 350-room hotel on the South Pier at Harborside Financial Center, Jersey City, New Jersey, which was completed and commenced initial operations in July 2002. The Company owns a 50 percent interest in the venture.

The venture had a mortgage loan with a commercial bank with a \$62,902 balance at December 31, 2003 collateralized by its hotel property. The debt bore interest at a rate of LIBOR plus 275 basis points, which was scheduled to mature in December 2003, and was extended through January 29, 2004. On that date, the venture repaid the mortgage loan using the proceeds from a new \$40,000 mortgage loan, (with a balance as of March 31, 2006 of \$39,226) collateralized by the hotel property, as well as capital contributions from the Company and Hyatt of \$10,750 each. The new loan carries an interest rate of LIBOR plus 200 basis points and matures in February

2007. The loan currently has two one-year extension options remaining subject to certain conditions, which require payment of a fee. On May 25, 2004, the venture obtained a second mortgage loan with a commercial bank for \$20,000 (with a balance as of March 31, 2006 of \$5,500) collateralized by the hotel property, in which each partner, including the Company, has severally guaranteed repayment of approximately \$2,750. The loan carries an interest rate of LIBOR plus 175 basis points and matures in February 2007. The loan currently has two one-year extension options remaining subject to certain conditions, which require payment of a fee. The proceeds from this loan were used to make distributions to the Company and Hyatt in the amount of \$10,000 each. Additionally, the venture has a loan with a balance as of March 31, 2006 of \$7,570 with the City of Jersey City, provided by the U.S. Department of Housing and Urban Development. The loan currently bears interest at fixed rates ranging from 6.09 percent to 6.62 percent and matures in August 2020. The Company has posted a \$7,570 letter of credit in support of this loan, \$3,785 of which is indemnified by Hyatt.

**RED BANK CORPORATE PLAZA L.L.C.**

On March 23, 2006, the Company entered into a joint venture with the PRC Group ( PRC ) to form Red Bank Corporate Plaza L.L.C. The venture was formed to develop Red Bank Corporate Plaza, a 92,878 square foot office building located in Red Bank, New Jersey, which has been fully pre-leased to Hovnanian Enterprises, Inc. for a 10-year term. The Company holds a 50 percent interest in the venture. PRC contributed the vacant land for the development of the office building as its initial capital in the venture. The Company will fund the costs of development up to the value of the land contributed by PRC of \$3,538, and the Company and PRC will fund the remaining costs of construction equally. The venture is pursuing construction financing on the project.

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**SUMMARIES OF UNCONSOLIDATED JOINT VENTURES**

The following is a summary of the financial position of the unconsolidated joint ventures in which the Company had investment interests as of March 31, 2006 and December 31, 2005:

	March 31, 2006						
	Meadowlands Xanadu	G&G Martco	Plaza VIII & IX Associates	Ramland Realty	Harborside South Pier	Red Bank Corporate Plaza	Combined Total
<b>Assets:</b>							
Rental property, net	\$434,923	\$ 10,378	\$11,870	\$ 12,439	\$72,980	\$3,776	\$546,366
Other assets	176,614	6,858	1,745	1,154	9,391	5	195,767
<b>Total assets</b>	<b>\$611,537</b>	<b>\$ 17,236</b>	<b>\$13,615</b>	<b>\$ 13,593</b>	<b>\$82,371</b>	<b>\$3,781</b>	<b>\$742,133</b>

**Liabilities and partners /members**

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**capital (deficit):**

Mortgages, loans payable and other obligations	--	\$ 46,909	--	\$ 14,936	\$54,329	--	\$116,174
Other liabilities	\$ 37,644	849	\$ 1,361	366	2,949	--	43,169
Partners /members capital (deficit)	573,893	(30,522)	12,254	(1,709)	25,093	\$3,781	582,790
<hr/>							
Total liabilities and partners /members capital (deficit)	\$611,537	\$ 17,236	\$13,615	\$ 13,593	\$82,371	\$3,781	\$742,133
<hr/>							
Company s investment in unconsolidated joint ventures, net	\$ 35,175	\$ 6,448	\$ 6,049	\$ --	\$15,249	\$ 243	\$ 63,164
<hr/>							

December 31, 2005

	Meadowlands Xanadu	G&G Martco	Plaza VIII & IX Associates	Ramland Realty	Harborside South Pier	Red Bank Corporate Plaza	Combined Total
<hr/>							
<b>Assets:</b>							
Rental property, net	\$390,488	\$ 10,628	\$12,024	\$ 12,511	\$74,466	--	\$500,117
Other assets	171,029	6,427	1,661	1,188	11,393	--	191,698
<hr/>							
Total assets	\$561,517	\$ 17,055	\$13,685	\$ 13,699	\$85,859	--	\$691,815
<hr/>							
<b>Liabilities and partners /members capital (deficit):</b>							
Mortgages, loans payable and other obligations	--	\$ 46,588	--	\$ 14,936	\$56,970	--	\$118,494
Other liabilities	\$ 60,447	876	\$ 1,361	220	4,341	--	67,245
Partners /members capital (deficit)	501,070	(30,409)	12,324	(1,457)	24,548	--	506,076
<hr/>							
Total liabilities and partners /members capital (deficit)	\$561,517	\$ 17,055	\$13,685	\$ 13,699	\$85,859	--	\$691,815
<hr/>							
Company s investment in unconsolidated joint ventures, net	\$ 34,640	\$ 6,439	\$ 6,083	\$ --	\$14,976	--	\$ 62,138
<hr/>							

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The following is a summary of the results of operations of the unconsolidated joint ventures for the period in which the Company had investment interests during the three months ended March 31, 2006 and 2005:

Three Months Ended March 31, 2006

	Meadowlands Xanadu	G&G Martco	Plaza VIII & IX Associates	Ramland Realty	Ashford Loop	Harborside South Pier	Minority Interest in Operating Partnership	Combined Total
Total revenues	--	\$1,869	\$ 126	\$ 512	--	\$ 7,829	--	\$10,336
Operating and other expenses	--	(902)	(42)	(340)	--	(4,885)	--	(6,169)
Depreciation and amortization	--	(355)	(154)	(188)	--	(1,449)	--	(2,146)
Interest expense	--	(725)	--	(236)	--	(950)	--	(1,911)
Net income	--	\$ (113)	\$ (70)	\$(252)	--	\$ 545	--	\$ 110
Company's equity in earnings (loss) of unconsolidated joint ventures	--	\$ 10	\$ (35)	\$ --	---	\$ 272	\$(46)	\$ 201

Three Months Ended March 31, 2005

	Meadowlands Xanadu	G&G Martco	Plaza VIII & IX Associates	Ramland Realty	Ashford Loop	Harborside South Pier	Minority Interest in Operating Partnership	Combined Total
Total revenues	--	\$1,581	\$ 76	\$ 368	\$ 405	\$ 6,729	--	\$ 9,159
Operating and other expenses	--	(830)	(34)	(318)	(397)	(4,532)	--	(6,111)
Depreciation and amortization	--	(255)	(154)	(156)	(160)	(1,594)	--	(2,319)
Interest expense	--	(463)	--	(162)	--	(714)	--	(1,339)
Net income	--	\$ 33	\$(112)	\$(268)	\$(152)	\$ (111)	--	\$ (610)
Company's equity in earnings (loss) of unconsolidated joint ventures	--	\$ (167)	\$ (59)	\$ --	\$ (30)	\$ (56)	\$35	\$ (277)

**5. DEFERRED CHARGES AND OTHER ASSETS**

	March 31, 2006	December 31, 2005
Deferred leasing costs	\$175,640	\$182,975
Deferred financing costs	21,380	21,764
Accumulated amortization	197,020 (66,162)	204,739 (73,410)
Deferred charges, net	130,858	131,329
Notes receivable	11,880	11,919
In-place lease values and related intangible assets, net	54,246	37,028
Prepaid expenses and other assets, net	19,786	17,358
Total deferred charges and other assets, net	\$216,770	\$197,634

**6. DISCONTINUED OPERATIONS**

On March 23, 2006, the Company entered into an agreement to sell its 118,727 square-foot office building located at 300 Westage Business Center Drive in Fishkill, New York, for a sale price of approximately \$15,100. The Company expects to complete the sale of the property in the second quarter 2006.

When the Company identified its 178,329 square foot office building located at 201 Willowbrook Boulevard in Wayne, New Jersey as held for sale on March 31, 2005, it determined that the carrying amount of this property was not expected to be recovered from estimated net sales proceeds and recognized a valuation allowance of \$1,434 (net of minority interest of \$179) during the three months ended March 31, 2005.

As the Company sold 111 East Shore Road and 600 Community Drive in North Hempstead, New York; 210 South 16<sup>th</sup> Street in Omaha, Nebraska; 3600 South Yosemite in Denver, Colorado; 201 Willowbrook Boulevard in Wayne, New Jersey; 1122 Alma Road in Richardson, Texas; and 3 Skyline Drive in Hawthorne, New York during the year ended December 31, 2005; the Company has presented these assets as discontinued operations in the statements of operations for all periods presented.

The following tables summarize income from discontinued operations (net of minority interest) and the related realized gains (losses) and unrealized losses on disposition of rental property (net of minority interest), net for the three month periods ended March 31, 2006 and 2005:

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	Three Months Ended March 31,	
	2006	2005
Total revenues	\$ 566	\$ 3,827
Operating and other expenses	(238)	(1,107)
Depreciation and amortization	(140)	(571)
Interest expense (net of interest income)	--	9
Minority interest	(35)	(240)
Income from discontinued operations (net of minority interest)	\$ 153	\$ 1,918

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	Three Months Ended March 31,	
	2006	2005
Realized gains on disposition of rental property	--	\$ 716
Unrealized losses on disposition of rental property	--	(1,613)
Minority interest	--	99
Realized gains (losses) and unrealized losses on disposition of rental property (net of minority interest), net	--	\$ (798)

**7. SENIOR UNSECURED NOTES**

A summary of the Company's senior unsecured notes as of March 31, 2006 and December 31, 2005 is as follows:

	March 31, 2006	December 31, 2005	Effective Rate (1)
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7.250% Senior Unsecured Notes, due March 15, 2009	\$ 299,305	\$ 299,246	7.49%
5.050% Senior Unsecured Notes, due April 15, 2010	149,778	149,765	5.27%
7.835% Senior Unsecured Notes, due December 15, 2010	15,000	15,000	7.95%
7.750% Senior Unsecured Notes, due February 15, 2011	299,165	299,122	7.93%
5.250% Senior Unsecured Notes, due January 15, 2012	98,869	--	5.46%
6.150% Senior Unsecured Notes, due December 15, 2012	91,611	91,488	6.89%
5.820% Senior Unsecured Notes, due March 15, 2013	25,337	25,309	6.45%
4.600% Senior Unsecured Notes, due June 15, 2013	99,794	99,787	4.74%
5.125% Senior Unsecured Notes, due February 15, 2014	201,888	201,948	5.11%
5.125% Senior Unsecured Notes, due January 15, 2015	149,187	149,164	5.30%
5.800% Senior Unsecured Notes, due January 15, 2016	200,749	99,680	5.81%
<hr/>			
Total Senior Unsecured Notes	\$1,630,683	\$1,430,509	

(1) Includes the cost of terminated treasury lock agreements (if any), offering and other transaction costs and the discount on the notes, as applicable.

On January 24, 2006, the Company issued \$100,000 face amount of 5.80 percent senior unsecured notes due January 15, 2016 with interest payable semi-annually in arrears, and \$100,000 face amount of 5.25 percent senior unsecured notes due January 15, 2012 with interest payable semi-annually in arrears. The total proceeds from the issuances, including accrued interest on the 5.80 percent notes, of approximately \$200,784 were used to reduce outstanding borrowings under the Company's unsecured facility.

### **8. UNSECURED REVOLVING CREDIT FACILITY**

#### **2004 Unsecured Facility**

On November 23, 2004, the Company obtained an unsecured revolving credit facility ( 2004 Unsecured Facility ) with a borrowing capacity of \$600,000 (expandable to \$800,000). The interest rate on outstanding borrowings (not electing the Company's competitive bid feature) under the 2004 Unsecured Facility is currently LIBOR plus 65 basis points. The facility has a competitive bid feature, which allows the Company to solicit bids from lenders under the facility to borrow up to \$300,000 at interest rates less than the current LIBOR plus 65 basis point spread. As of March 31, 2006, the Company's outstanding borrowings carried a weighted average interest rate of LIBOR plus 45 points. The Company may also elect an interest rate representing the higher of the lender's prime rate or the Federal Funds rate plus 50 basis points. The 2004 Unsecured Facility, which also required a 20 basis point facility fee on the current borrowing capacity payable quarterly in arrears, was scheduled to mature in November 2007.

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On September 16, 2005, the Company extended and modified the 2004 Unsecured Facility with a group of 23 lenders (reduced from 27). The facility was extended for an additional two years and now matures in November 2009, with an extension option of one year, which would require a payment of 25 basis points of the then borrowing capacity of the facility upon exercise. In addition, the facility fee was reduced by five basis points to 15 basis points at the BBB/Baa2 pricing level.

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The interest rate and the facility fee are subject to adjustment, on a sliding scale, based upon the operating partnership's unsecured debt ratings. In the event of a change in the Operating Partnership's unsecured debt rating, the interest and facility fee rates will be adjusted in accordance with the following table:

<b>Operating Partnership's Unsecured Debt Ratings: S&amp;P Moody's/Fitch (a)</b>	<b>Interest Rate Applicable Basis Points Above LIBOR</b>	<b>Facility Fee Basis Points</b>
No ratings or less than BBB-/Baa3/BBB-	112.5	25.0
BBB-/Baa3/BBB-	80.0	20.0
BBB/Baa2/BBB (current)	65.0	15.0
BBB+/Baa1/BBB+	55.0	15.0
A-/A3/A- or higher	50.0	15.0

(a) If the Operating Partnership has debt ratings from two rating agencies, one of which is Standard & Poor's Rating Services (S&P) or Moody's Investors Service (Moody's), the rates per the above table shall be based on the lower of such ratings. If the Operating Partnership has debt ratings from three rating agencies, one of which is S&P or Moody's, the rates per the above table shall be based on the lower of the two highest ratings. If the Operating Partnership has debt ratings from only one agency, it will be considered to have no rating or less than BBB-/Baa3/BBB- per the above table.

The terms of the 2004 Unsecured Facility include certain restrictions and covenants which limit, among other things, the payment of dividends (as discussed below), the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the facility described below, or (ii) the property dispositions are completed while the Company is under an event of default under the facility, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio, the maximum amount of secured indebtedness, the minimum amount of tangible net worth, the minimum amount of fixed charge coverage, the maximum amount of unsecured indebtedness, the minimum amount of unencumbered property interest coverage and certain investment limitations. The dividend restriction referred to above provides that, except to enable the Company to continue to qualify as a REIT under the Code, the Company will not during any four consecutive fiscal quarters make distributions with respect to common stock or other common equity interests in an aggregate amount in excess of 90 percent of funds from operations (as defined in the facility agreement) for such period, subject to certain other adjustments.

The lending group for the 2004 Unsecured Facility consists of: JPMorgan Chase Bank, N.A., as administrative agent; Bank of America, N.A., as syndication agent; The Bank of Nova Scotia, New York Agency; Wachovia Bank, National Association; and Wells Fargo Bank, National Association, as documentation agents; SunTrust Bank, as senior managing agent; US Bank National Association; Citicorp North America, Inc.; and PNC Bank National Association, as managing agents; and Bank of China, New York Branch; The Bank of New York; Chevy Chase Bank, F.S.B.; The Royal Bank of Scotland, plc; Mizuho Corporate Bank, Ltd.; UFJ Bank Limited, New York Branch; The Governor and Company of the Bank of Ireland; Bank Hapoalim B.M.; Comerica Bank; Chang Hwa Commercial Bank, Ltd., New York Branch; First Commercial Bank, New York Agency; Chiao Tung Bank Co., Ltd., New York Agency; Deutsche Bank Trust Company Americas; and Hua Nan Commercial Bank, New York Agency.



**SUMMARY**

As of March 31, 2006 and December 31, 2005, the Company had outstanding borrowings of \$92,000 and \$227,000, respectively, under the 2004 Unsecured Facility.

**9. MORTGAGES, LOANS PAYABLE AND OTHER OBLIGATIONS**

The Company has mortgages, loans payable and other obligations which primarily consist of various loans collateralized by certain of the Company's rental properties. Payments on mortgages, loans payable and other obligations are generally due in monthly installments of principal and interest, or interest only.

A summary of the Company's mortgages, loans payable and other obligations as of March 31, 2006 and December 31, 2005 is as follows:

<b>Property Name</b>	<b>Lender</b>	<b>Effective Interest Rate (a)</b>	<b>Principal Balance at</b>		<b>Maturity</b>
			<b>March 31, 2006</b>	<b>December 31, 2005</b>	
Monmouth Executive Center	LaSalle Brothers CMBS	4.98%	\$ 15,860	\$16,044	09/01/06 (b)
6411 Ivy Lane	Massachusetts Mutual Life Ins. Co.	5.59%	9,596	--	10/01/06
Mack-Cali Airport	Allstate Life Insurance Co.	7.05%	9,590	9,644	04/01/07
6406 Ivy Lane	Morgan Stanley Guaranty Trust Co.	5.57%	15,212	--	06/01/07
6303 Ivy Lane	State Farm Life Insurance Co.	5.57%	6,297	--	07/01/07
6404 Ivy Lane	TIAA	5.58%	14,123	--	08/01/08
Assumed obligations	Various	4.87%	49,799	53,241	05/01/09 (c)
Various	Prudential Insurance	4.84%	150,000	150,000	01/15/10 (d)
2200 Renaissance Boulevard	TIAA	5.89%	18,087	18,174	12/01/12
Soundview Plaza	TIAA	6.02%	18,326	18,427	01/01/13
9200 Edmonston Road	Principal Commercial Funding L.L.C.	5.53%	5,328	--	05/01/13
6305 Ivy Lane	John Hancock Life Insurance Co.	5.53%	7,420	--	01/01/14
6301 Ivy Lane	John Hancock Life Insurance Co.	5.52%	6,939	--	07/01/14
500 West Putnam Avenue	New York Life Insurance Co.	5.52%	25,000	25,000	01/10/16
23 Main Street	JP Morgan CMBS	5.59%	33,500	33,500	09/01/18
Harborside Plaza 2 and 3	Northwestern/Principal	--	--	144,642	-- (e)
<b>Total mortgages, loans payable and other obligations</b>			<b>\$385,077</b>	<b>\$468,672</b>	

(a) Reflects effective rate of debt, including deferred financing costs, comprised of the cost of terminated treasury lock agreements (if any), debt initiation costs and other transaction costs, as applicable.

(b) Mortgage is collateralized by three properties.

(c) The obligations mature at various times between May 2006 and May 2009.

(d) Mortgage is collateralized by seven properties.

(e) On January 3, 2006, the Company repaid this mortgage loan at par, using borrowings under the 2004 Unsecured Facility.

**CASH PAID FOR INTEREST AND INTEREST CAPITALIZED**

Cash paid for interest for the three months ended March 31, 2006 and 2005 was \$40,170 and \$37,999, respectively. Interest capitalized by the Company for the three months ended March 31, 2006 and 2005 was \$1,487 and \$1,237, respectively.

## SUMMARY OF INDEBTEDNESS

As of March 31, 2006, the Company's total indebtedness of \$2,107,760 (weighted average interest rate of 6.10 percent) was comprised of \$92,000 of revolving credit facility borrowings (weighted average rate of 5.26 percent) and fixed rate debt and other obligations of \$2,015,760 (weighted average rate of 6.14 percent).

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As of December 31, 2005, the Company's total indebtedness of \$2,126,181 (weighted average interest rate of 6.15 percent) was comprised of \$227,000 of revolving credit facility borrowings (weighted average rate of 4.84 percent) and fixed rate debt of \$1,899,181 (weighted average rate of 6.30 percent).

## 10. MINORITY INTERESTS

### OPERATING PARTNERSHIP

Minority interests in the accompanying consolidated financial statements relate to (i) preferred units ( Preferred Units ) and common units in the Operating Partnership, held by parties other than the Company, and (ii) interests in consolidated joint ventures for the portion of such properties not owned by the Company.

### PREFERRED UNITS

The Operating Partnership has one class of outstanding Preferred Units, the Series C Preferred Units, and one class of Preferred Units, the Series B Preferred Units, which were converted to common units on June 13, 2005, each of which are described as follows:

#### Series C

In connection with the Company's issuance of \$25,000 of Series C cumulative redeemable perpetual preferred stock, the Company acquired from the Operating Partnership \$25,000 of Series C Preferred Units (the Series C Preferred Units ), which have terms essentially identical to the Series C preferred stock. See Note 14: Stockholders' Equity - Preferred Stock.

#### Series B

The Series B Preferred Units had a stated value of \$1,000 per unit and were preferred as to assets over any class of common units or other class of preferred units of the Company, based on circumstances per the applicable unit certificates. The quarterly distribution on each Series B Preferred Unit was an amount equal to the greater of (i) \$16.875 (representing 6.75 percent of the Series B Preferred Unit stated value of an

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annualized basis) or (ii) the quarterly distribution attributable to a Series B Preferred Unit determined as if such unit had been converted into common units, subject to adjustment for customary anti-dilution rights.

On June 13, 2005, the Operating Partnership caused the mandatory conversion (the Conversion ) of all 215,018 outstanding Series B Preferred Units into 6,205,425.72 Common Units. Each Series B Preferred Unit was converted into whole and fractional Common Units equal to (x) the \$1,000 stated value, divided by (y) the conversion price of \$34.65. A description of the rights, preferences and privileges of the Common Units is set forth below.

### COMMON UNITS

Certain individuals and entities own common units in the Operating Partnership. A common unit and a share of common stock of the Company have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Operating Partnership. Common units are redeemable by the common unitholders at their option, subject to certain restrictions, on the basis of one common unit for either one share of common stock or cash equal to the fair market value of a share at the time of the redemption. The Company has the option to deliver shares of common stock in exchange for all or any portion of the cash requested. The common unitholders may not put the units for cash to the Company or the Operating Partnership. When a unitholder redeems a common unit, minority interest in the Operating Partnership is reduced and the Company's investment in the Operating Partnership is increased.

On February 28, 2006, in connection with the acquisition of Capital Office Park, the Company issued 1,942,334 common units in the Operating Partnership, valued at approximately \$87,211.

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### UNIT TRANSACTIONS

The following table sets forth the changes in minority interest which relate to the common units in the Operating Partnership for the three months ended March 31, 2006:

	Common Units	Common Unitholders
Balance at January 1, 2006	13,650,439	\$400,819
Net income	--	7,535
Distributions	--	(8,965)
Issuance of common units	1,942,334	87,211
Redemption of common unit for shares of Common Stock	(34,716)	(1,019)
Redemption of common units for cash	(1)	--

Balance at March 31, 2006	15,558,056	\$485,581
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**MINORITY INTEREST OWNERSHIP**

As of March 31, 2006 and December 31, 2005, the minority interest common unitholders owned 20.0 percent and 18.0 percent of the Operating Partnership, respectively.

**CONSOLIDATED JOINT VENTURES**

On November 23, 2004, the Company acquired a 62.5 percent interest in One River Centre, a three-building 457,472 square-foot office complex located in Middletown, New Jersey, through the Company's conversion of its note receivable into a controlling equity interest. In March 2005, the Company acquired the remaining 37.5 percent non-controlling interest in One River Centre for \$10,499, comprised of \$7,713 in cash and the issuance of 63,328 common units in the Operating Partnership.

**11. EMPLOYEE BENEFIT 401(k) PLAN**

All employees of the Company who meet certain minimum age and period of service requirements are eligible to participate in a 401(k) defined contribution plan (the "401(k) Plan"). The 401(k) Plan allows eligible employees to defer up to 15 percent of their annual compensation, subject to certain limitations imposed by federal law. The amounts contributed by employees are immediately vested and non-forfeitable. The Company, at management's discretion, may match employee contributions and/or make discretionary contributions. Total expense recognized by the Company for the three months ended March 31, 2006 and 2005 was \$100 and \$100, respectively.

**12. COMMITMENTS AND CONTINGENCIES**

**TAX ABATEMENT AGREEMENTS**

Pursuant to agreements with the City of Jersey City, New Jersey, the Company is required to make payments in lieu of property taxes ("PILOT") on certain of its properties located in Jersey City, as follows:

The Harborside Plaza 5 agreement, as amended, which commenced in 2002 upon substantial completion of the property, as defined, is for a term of 20 years. The PILOT is equal to two percent of Total Project Costs. Total Project Costs, as defined, are \$159,625. The PILOT totaled \$798 and \$798 for the three months ended March 31, 2006 and 2005, respectively.

The Harborside Plaza 4-A agreement, which commenced in 2000, is for a term of 20 years. The PILOT is equal to two percent of Total Project costs, as defined, and increases by 10 percent in years 7, 10 and 13 and by 50 percent in year 16. Total Project costs, as defined, are \$45,497. The PILOT totaled \$227 and \$227 for the three months ended March 31, 2006 and 2005, respectively.

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The 101 Hudson Street agreement commenced in 1991 for a term of 15 years and expires on December 25, 2006. The PILOT currently provides for the payment of a minimum annual service charge of approximately \$4,193, subject to certain adjustments as provided in the PILOT agreement. The PILOT totaled \$1,048 for the three months ended March 31, 2006, and \$373 for the period of time during the three months ended March 31, 2005 for which the Company owned the property.

The Harborside Plaza 2 and 3 agreement commenced in 1990 and expired on August 31, 2005. Such PILOT was equal to two percent of Total Project Costs, as defined, in year one and increased by \$75 per annum through year 15. Total Project Costs, as defined, are \$145,644. The PILOT totaled \$991 for the three months ended March 31, 2005.

At the conclusion of the above-referenced PILOT agreements, it is expected that the properties will be assessed by the municipality and be subject to real estate taxes at the then prevailing rates.

## LITIGATION

The Company is a defendant in litigation arising in the normal course of its business activities. Management does not believe that the ultimate resolution of these matters will have a materially adverse effect upon the Company's financial condition taken as whole.

## GROUND LEASE AGREEMENTS

Future minimum rental payments under the terms of all non-cancelable ground leases under which the Company is the lessee, as of March 31, 2006, are as follows:

Year	Amount
2006	\$ 398
2007	528
2008	506
2009	510
2010	510
2011 through 2080	19,632
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Total	\$22,084

Ground lease expense incurred by the Company during the three months ended March 31, 2006 and 2005 amounted to \$152 and \$141, respectively.

**OTHER**

The Company may not dispose of or distribute certain of its properties, currently comprising 63 properties with an aggregate net book value of approximately \$1.5 billion, which were originally contributed by members of either the Mack Group (which includes William L. Mack, Chairman of the Company's Board of Directors; David S. Mack, director; Earle I. Mack, a former director; and Mitchell E. Hersh, president, chief executive officer and director), the Robert Martin Group (which includes Martin S. Berger, director; Robert F. Weinberg, a former director; and Timothy M. Jones, former president), the Cali Group (which includes John R. Cali, director, and John J. Cali, a former director) or certain other common unitholders without the express written consent of a representative of the Mack Group, the Robert Martin Group, the Cali Group or the specific certain other common unitholders, as applicable, except in a manner which does not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimburses the appropriate Mack Group, Robert Martin Group, Cali Group members or the specific certain other common unitholders for the tax consequences of the recognition of such built-in-gains (collectively, the Property Lock-Ups). The aforementioned restrictions do not apply in the event that the Company sells all of its properties or in connection with a sale transaction which the Company's Board of Directors determines is reasonably necessary to satisfy a material monetary default on any unsecured debt, judgment or liability of the Company or to cure any material monetary default on any mortgage secured by a property. The Property Lock-Ups expire periodically through 2016. Upon the expiration of the Property Lock-Ups, the Company is generally required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the appropriate Mack Group, Robert Martin Group, Cali Group members or the specific certain other common unitholders. 74 of our properties, with an

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aggregate net book value of approximately \$663.1 million, have lapsed restrictions and are subject to these conditions.

**13. TENANT LEASES**

The Properties are leased to tenants under operating leases with various expiration dates through 2021. Substantially all of the leases provide for annual base rents plus recoveries and escalation charges based upon the tenant's proportionate share of and/or increases in real estate taxes and certain operating costs, as defined, and the pass-through of charges for electrical usage.

Future minimum rentals to be received under non-cancelable operating leases at March 31, 2006 are as follows:

Year	Amount
2006	\$ 411,321
2007	524,253
2008	472,853
2009	420,224
2010	367,164
2011 and thereafter	1,099,918

Total	\$3,295,733
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#### **14. STOCKHOLDERS EQUITY**

To maintain its qualification as a REIT, not more than 50 percent in value of the outstanding shares of the Company may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of any taxable year of the Company, other than its initial taxable year (defined to include certain entities), applying certain constructive ownership rules. To help ensure that the Company will not fail this test, the Company's Articles of Incorporation provide for, among other things, certain restrictions on the transfer of common stock to prevent further concentration of stock ownership. Moreover, to evidence compliance with these requirements, the Company must maintain records that disclose the actual ownership of its outstanding common stock and demands written statements each year from the holders of record of designated percentages of its common stock requesting the disclosure of the beneficial owners of such common stock.

#### **PREFERRED STOCK**

On March 14, 2003, in a publicly registered transaction with a single institutional buyer, the Company completed the sale and issuance of 10,000 shares of eight-percent Series C cumulative redeemable perpetual preferred stock ( Series C Preferred Stock ) in the form of 1,000,000 depository shares (\$25 stated value per depository share). Each depository share represents 1/100th of a share of Series C Preferred Stock. The Company received net proceeds of approximately \$24,836 from the sale.

The Series C Preferred Stock has preference rights with respect to liquidation and distributions over the common stock. Holders of the Series C Preferred Stock, except under certain limited conditions, will not be entitled to vote on any matters. In the event of a cumulative arrearage equal to six quarterly dividends, holders of the Series C Preferred Stock will have the right to elect two additional members to serve on the Company's Board of Directors until dividends have been paid in full. At March 31, 2006, there were no dividends in arrears. The Company may issue unlimited additional preferred stock ranking on a parity with the Series C Preferred Stock but may not issue any preferred stock senior to the Series C Preferred Stock without the consent of two-thirds of its holders. The Series C Preferred Stock is essentially on an equivalent basis in priority with the Preferred Units.

Except under certain conditions relating to the Company's qualification as a REIT, the Series C Preferred Stock is not redeemable prior to March 14, 2008. On and after such date, the Series C Preferred Stock will be redeemable at the option of the Company, in whole or in part, at \$25 per depository share, plus accrued and unpaid dividends.

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#### **SHARE REPURCHASE PROGRAM**

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On September 13, 2000, the Board of Directors authorized an increase to the Company's repurchase program under which the Company was permitted to purchase up to an additional \$150,000 of the Company's outstanding common stock (Repurchase Program). From that date through its last purchases on January 10, 2003, the Company purchased and retired, under the Repurchase Program, 3,746,400 shares of its outstanding common stock for an aggregate cost of approximately \$104,512. The Company has a remaining authorization to repurchase up to an additional \$45,488 of its outstanding common stock, which it may repurchase from time to time in open market transactions at prevailing prices or through privately negotiated transactions.

### STOCK OPTION PLANS

In May 2004, the Company established the 2004 Incentive Stock Plan under which a total of 2,500,000 shares have been reserved for issuance. No options have been granted through March 31, 2006 under this plan. In September 2000, the Company established the 2000 Employee Stock Option Plan (2000 Employee Plan) and the Amended and Restated 2000 Director Stock Option Plan (2000 Director Plan). In May 2002, shareholders of the Company approved amendments to both plans to increase the total shares reserved for issuance under both of the 2000 plans from 2,700,000 to 4,350,000 shares of the Company's common stock (from 2,500,000 to 4,000,000 shares under the 2000 Employee Plan and from 200,000 to 350,000 shares under the 2000 Director Plan). In 1994, and as subsequently amended, the Company established the Mack-Cali Employee Stock Option Plan (Employee Plan) and the Mack-Cali Director Stock Option Plan (Director Plan) under which a total of 5,380,188 shares (subject to adjustment) of the Company's common stock had been reserved for issuance (4,980,188 shares under the Employee Plan and 400,000 shares under the Director Plan). As the Employee Plan and Director Plan expired in 2004, stock options may no longer be issued under those plans. Stock options granted under the Employee Plan in 1994 and 1995 became exercisable over a three-year period. Stock options granted under the 2000 Employee Plan and those options granted subsequent to 1995 under the Employee Plan become exercisable over a five-year period. All stock options granted under both the 2000 Director Plan and Director Plan become exercisable in one year. All options were granted at the fair market value at the dates of grant and have terms of ten years. As of March 31, 2006 and December 31, 2005, the stock options outstanding had a weighted average remaining contractual life of approximately 5.4 and 5.7 years, respectively. Stock options exercisable at March 31, 2006 and December 31, 2005 had a weighted average remaining contractual life of approximately 4.9 and 5.2 years, respectively.

Information regarding the Company's stock option plans for the three months ended March 31, 2006 is summarized below:

	Shares Under Options	Weighted Average Exercise Price	Aggregate Intrinsic Value \$(000 s)
Outstanding at January 1, 2006	1,083,585	\$29.63	
Exercised	(180,996)	\$29.06	
Lapsed or canceled	(16,480)	\$28.47	
Outstanding at March 31, 2006 (\$24.63 - \$45.47)	886,109	\$29.77	\$16,154
Options exercisable at March 31, 2006	601,909	\$30.24	\$10,690
Available for grant at March 31, 2006	4,605,968	--	--

The weighted average fair value at grant date of options granted during 2005 was \$3.62 per option. The fair value of each significant option grant is estimated on the date of grant using the Black-Scholes model. The following weighted average assumptions, based on the analysis of historical Company and market data, are included in the Company's fair value calculations of stock options granted in 2005:

	2005
Expected life (in years)	6



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Risk-free interest rate	3.97%
Volatility	15.00%
Dividend yield	5.54%

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No stock options were granted during the three months ended March 31, 2006.

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Cash received from options exercised under all stock option plans was \$5,259 and \$9,544 for the three months ended March 31, 2006 and 2005, respectively. The total intrinsic value of options exercised during the three months ended March 31, 2006 and 2005 was \$2,770 and \$5,578, respectively.

The Company has a policy of issuing new shares to satisfy stock option exercises.

The Company recognized stock options expense of \$37 and \$37 for the three months ended March 31, 2006 and 2005, respectively. As of March 31, 2006, the Company had \$5,462 of total unrecognized compensation cost related to unvested stock compensation granted under the Company's stock compensation plans. That cost is expected to be recognized over a weighted average period of 2.6 years.

### STOCK COMPENSATION

The Company has granted stock awards ( Restricted Stock Awards ) to officers, certain other employees, and non-employee members of the Board of Directors of the Company, which allow the holders to each receive a certain amount of shares of the Company's common stock generally over a one to five-year vesting period and generally based on time and service, of which 184,946 shares were outstanding at March 31, 2006. 83,746 of the outstanding Restricted Stock Awards granted to executive officers and senior management are contingent upon the Company meeting certain performance and/or stock price appreciation objectives. All Restricted Stock Awards provided to the officers and certain other employees were granted under the 2000 Employee Plan and the Employee Plan. Restricted Stock Awards granted to directors were granted under the 2000 Director Plan.

Information regarding the Restricted Stock Awards for the three months ended March 31, 2006 is summarized below:

	Shares	Weighted-Average Grant-Date Fair Value
Outstanding at January 1, 2006	246,944	\$37.17

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Vested	(55,248)	\$35.66
Forfeited	(6,750)	\$43.59
<hr/>		
Outstanding at March 31, 2006	184,946	\$37.38
<hr/>		

**DEFERRED STOCK COMPENSATION PLAN FOR DIRECTORS**

The Deferred Compensation Plan for Directors, which commenced January 1, 1999, allows non-employee directors of the Company to elect to defer up to 100 percent of their annual retainer fee into deferred stock units. The deferred stock units are convertible into an equal number of shares of common stock upon the directors' termination of service from the Board of Directors or a change in control of the Company, as defined in the plan. Deferred stock units are credited to each director quarterly using the closing price of the Company's common stock on the applicable dividend record date for the respective quarter. Each participating director's account is also credited for an equivalent amount of deferred stock units based on the dividend rate for each quarter.

During the three months ended March 31, 2006 and 2005, 1,635 and 1,889 deferred stock units were earned, respectively. As of March 31, 2006 and December 31, 2005, there were 32,533 and 30,903 director stock units outstanding, respectively.

**EARNINGS PER SHARE**

Basic EPS excludes dilution and is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

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The following information presents the Company's results for the three months ended March 31, 2006 and 2005 in accordance with FASB No. 128:

<b>Computation of Basic EPS</b>	<b>Three Months Ended</b>	
	<b>March 31, 2006</b>	<b>2005</b>
Income from continuing operations	\$32,944	\$21,823
Deduct: Preferred stock dividends	(500)	(500)
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Income from continuing operations available to common shareholders	32,444	21,323
Income from discontinued operations	153	1,120
<hr/>		
Net income available to common shareholders	\$32,597	\$22,443
<hr/>		
Weighted average common shares	61,988	61,184
<hr/>		
<b>Basic EPS:</b>		
Income from continuing operations	\$ 0.53	\$ 0.35
Income from discontinued operations	--	0.02
<hr/>		
Net income available to common shareholders	\$ 0.53	\$ 0.37
<hr/>		

	Three Months Ended	
	March 31, 2006	2005
<b>Computation of Diluted EPS</b>		
<hr/>		
Income from continuing operations available to common shareholders	\$32,444	\$21,323
Add: Income from continuing operations attributable to Operating Partnership common units	7,500	2,656
<hr/>		
Income from continuing operations for diluted earnings per share	39,944	23,979
Income from discontinued operations for diluted earnings per share	188	1,261
<hr/>		
Net income available to common shareholders	\$40,132	\$25,240
<hr/>		
Weighted average common shares	76,642	69,273
<hr/>		
<b>Diluted EPS:</b>		
Income from continuing operations	\$ 0.52	\$ 0.35
Income from discontinued operations	--	0.01
<hr/>		
Net income available to common shareholders	\$ 0.52	\$ 0.36
<hr/>		

The following schedule reconciles the shares used in the basic EPS calculation to the shares used in the diluted EPS calculation:

	Three Months Ended	
	March 31, 2006	2005
<hr/>		
Basic EPS shares	61,988	61,184
Add: Operating Partnership common units	14,330	7,623
Stock options	324	466
<hr/>		
Diluted EPS Shares	76,642	69,273

Not included in the computations of diluted EPS were 5,000 and 0 stock options, as such securities were anti-dilutive during the three months ended March 31, 2006 and 2005, respectively; and 6,205,425 Series B Preferred Units on an as converted basis into common units, as such securities were anti-dilutive during the three months ended March 31, 2005. Unvested restricted stock outstanding as of March 31, 2006 and 2005 were 184,946 and 241,744, respectively.

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## 15. SEGMENT REPORTING

The Company operates in one business segment - real estate. The Company provides leasing, management, acquisition, development, construction and tenant-related services for its portfolio. The Company does not have any foreign operations. The accounting policies of the segments are the same as those described in Note 2: Significant Accounting Policies, excluding straight-line rent adjustments, rent adjustments on above/below market leases, and depreciation and amortization.

The Company evaluates performance based upon net operating income from the combined properties in the segment.

Selected results of operations for the three months ended March 31, 2006 and 2005 and selected asset information as of March 31, 2006 and December 31, 2005 regarding the Company's operating segment are as follows:

	Total Segment	Corporate & Other (d)	Total Company	
<b>Total revenues:</b>				
Three months ended:				
March 31, 2006	\$ 163,323	\$ 153	\$ 163,476	
March 31, 2005	152,064	272	152,336	
<b>Total operating and interest expenses(a):</b>				
Three months ended:				
March 31, 2006	\$ 59,564	\$ 39,273	\$ 98,837	(e)
March 31, 2005	52,108	35,860	87,968	(f)
<b>Equity in earnings (loss) of unconsolidated joint ventures (net of minority interest):</b>				
Three months ended:				
March 31, 2006	\$ 201	\$ --	\$ 201	
March 31, 2005	(277)	--	(277)	
<b>Net operating income (b):</b>				

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Three months ended:				
March 31, 2006	\$ 103,960	\$ (39,120)	\$ 64,840	(e)
March 31, 2005	99,679	(35,588)	64,091	(f)
<b>Total assets:</b>				
March 31, 2006	\$4,268,506	\$ 46,459	\$4,314,965	
December 31, 2005	4,097,098	150,404	4,247,502	
<b>Total long-lived assets (c):</b>				
March 31, 2006	\$4,064,731	\$ 1,711	\$4,066,442	
December 31, 2005	3,921,536	2,066	3,923,602	

(a) Total operating and interest expenses represent the sum of real estate taxes, utilities, operating services, general and administrative and interest expense (net of interest income). All interest expense, net of interest income, (including for property-level mortgages) is excluded from segment amounts and classified in Corporate & Other for all periods.

(b) Net operating income represents total revenues less total operating and interest expenses [as defined in Note (a)], plus equity in earnings (loss) of unconsolidated joint ventures (net of minority interest), for the period.

(c) Long-lived assets are comprised of net investment in rental property, unbilled rents receivable and investments in unconsolidated joint ventures.

(d) Corporate & Other represents all corporate-level items (including interest and other investment income, interest expense and non-property general and administrative expense) as well as intercompany eliminations necessary to reconcile to consolidated Company totals.

(e) Excludes \$39,502 of depreciation and amortization.

(f) Excludes \$35,629 of depreciation and amortization.

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**16. IMPACT OF RECENTLY-ISSUED ACCOUNTING STANDARDS**

**FASB STAFF POSITION No. 46(R)-6 ( FSP No. FIN 46(R)-6 ) *Determining the Variability to Be Considered in Applying FASB Interpretation No. 46(R)***

In April 2006, the FASB issued this FASB Staff Position ( FSP ) which addresses how a reporting enterprise should determine the variability to be considered in applying FIN 46, Consolidation of Variable Interest Entities. The variability that is considered in applying FIN 46 affects the determination of (a) whether the entity is a variable interest entity ( VIE ), (b) which interests are variable interests in the entity, and (c) which party, if any, is the primary beneficiary of the VIE. That variability will affect any calculation of expected losses and expected residual returns, if such a calculation is necessary. The Company will be considering the factors discussed in this FSP when assessing its VIE s in accordance with FIN 46.

**STATEMENT OF FINANCIAL STANDARDS ("SFAS") No. 155, Accounting for Certain Hybrid Financial Instruments *an amendment of FASB Statements No. 133 and 140***

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In February 2006, the FASB issued this statement which amends SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, and SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. This Statement resolves issues addressed in Statement 133 Implementation Issue No. D1. Application of Statement 133 to Beneficial Interests in Securitized Financial Assets. This Statement:

- a. Permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation;
- b. Clarifies which interest-only strips and principal-only strips are not subject to the requirements of Statement 133;
- c. Establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation;
- d. Clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and
- e. Amends Statement 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument.

This Statement is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006. The Company does not expect that the implementation of this Statement will have a material effect on the Company's consolidated financial position or results of operations.

### **SFAS No. 156**, *Accounting for Servicing of Financial Assets* an amendment of FASB Statement No. 140

In March 2006, the FASB issued this Statement which amends FASB Statement No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets and servicing liabilities. This Statement:

1. Requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in any of the following situations:
  - a. A transfer of the servicer's financial assets that meets the requirements for sale accounting;
  - b. A transfer of the servicer's financial assets to a qualifying special-purpose entity in a guaranteed mortgage securitization in which the transferor retains all of the resulting securities and classifies them as either available-for-sale securities or trading securities in accordance with FASB Statement No. 115, Accounting for Certain Investments in Debt and Equity Securities; and
  - c. An acquisition or assumption of an obligation to service a financial asset that does not relate to financial assets of the servicer or its consolidated affiliates.

An entity should adopt this Statement as of the beginning of its first fiscal year that begins after September 15, 2006. Earlier adoption is permitted as of the beginning of an entity's fiscal year, provided the entity has not yet issued financial statements, including interim financial statements, for any period of that fiscal year. The effective date of this Statement is the date an entity adopts the requirements of this Statement. The Company does not expect that the implementation of this Statement will have a material effect on the Company's consolidated financial position or results of operations.

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

**GENERAL**

The following discussion should be read in conjunction with the Consolidated Financial Statements of Mack-Cali Realty Corporation and the notes thereto (collectively, the Financial Statements ). Certain defined terms used herein have the meaning ascribed to them in the Financial Statements.

*Executive Overview*

Mack-Cali Realty Corporation (the Company ) is one of the largest real estate investment trusts (REITs) in the United States, with a total market capitalization of approximately \$5.9 billion at March 31, 2006. The Company has been involved in all aspects of commercial real estate development, management and ownership for over 50 years and has been a publicly-traded REIT since 1994. The Company owns or has interests in 277 properties (collectively, the Properties ), primarily class A office and office/flex buildings, totaling approximately 30.9 million square feet, leased to approximately 2,300 tenants. The properties are located primarily in suburban markets of the Northeast, some with adjacent, Company-controlled developable land sites able to accommodate up to 11.0 million square feet of additional commercial space.

The Company's strategy is to be a significant real estate owner and operator in its core, high-barriers-to-entry markets, primarily in the Northeast.

As an owner of real estate, almost all of the Company's earnings and cash flow is derived from rental revenue received pursuant to leased space at the Properties. Key factors that affect the Company's business and financial results include the following:

- the general economic climate;
- the occupancy rates of the Properties;
- rental rates on new or renewed leases;
- tenant improvement and leasing costs incurred to obtain and retain tenants;
- the extent of early lease terminations;
- operating expenses;
- cost of capital; and
- the extent of acquisitions, development and sales of real estate.

Any negative effects of the above key factors could potentially cause a deterioration in the Company's revenue and/or earnings. Such negative effects could include: (1) failure to renew or execute new leases as current leases expire; (2) failure to renew or execute new leases with rental terms at or above the terms of in-place leases; and (3) tenant defaults.

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A failure to renew or execute new leases as current leases expire or to execute new leases with rental terms at or above the terms of in-place leases may be affected by several factors such as: (1) the local economic climate, which may be adversely impacted by business layoffs or downsizing, industry slowdowns, changing demographics and other factors; and (2) local real estate conditions, such as oversupply of office and office/flex space or competition within the market.

As a result of the economic climate since 2001, substantially all of the real estate markets the Company operates in materially softened. Demand for office space declined significantly and vacancy rates increased in each of the Company's core markets over the period. The Company's core markets continue to be weak. The percentage leased in the Company's consolidated portfolio of stabilized operating properties decreased to 90.4 percent at March 31, 2006 as compared to 91.0 percent at December 31, 2005 and 91.1 percent at March 31, 2005. Percentage leased includes all leases in effect as of the period end date, some of which have commencement dates in the future (including, at March 31, 2006, a lease with commencement date substantially in the future consisting of 15,125 square feet scheduled to commence in 2009), and leases that expire at the period end date. Leases that expired as of

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March 31, 2006, December 31, 2005 and March 31, 2005 aggregate 95,861, 311,623 and 117,183 square feet, respectively, or 0.3, 1.1 and 0.4 percentage of the net rentable square footage, respectively. Market rental rates have declined in most markets from peak levels in late 2000 and early 2001. Rental rates on the Company's space that was re-leased (based on first rents payable) during the three months ended March 31, 2006 decreased an average of 4.8 percent compared to rates that were in effect under the prior leases, as compared to a 4.4 percent decrease for the three months ended March 31, 2005. The Company believes that vacancy rates may continue to increase in most of its markets in 2006. As a result, the Company's future earnings and cash flow may continue to be negatively impacted by current market conditions.

The remaining portion of this Management's Discussion and Analysis of Financial Condition and Results of Operations should help the reader understand:

- property transactions during the period;
- critical accounting policies and estimates;
- results of operations for the current periods as compared to the same periods last year; and
- liquidity and capital resources.

### *Property Transactions in 2006*

#### **Property Acquisitions**

The Company acquired the following office properties during the three months ended March 31, 2006:



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Acquisition Date	Property/Address	Location	# of Bldgs.	Rentable Square Feet	Acquisition Cost (a) <i>(in thousands)</i>
02/28/06	Capital Office Park (b)	Greenbelt, Prince George s County, MD	7	842,258	\$166,011
Total Property Acquisitions:			7	842,258	\$166,011

(a) Amounts are as of March 31, 2006.

(b) This transaction was funded primarily through the assumption of \$63.2 million of mortgage debt and the issuance of 1.9 million common operating partnership units valued at \$87.2 million.

***Critical Accounting Policies and Estimates***

The Financial Statements have been prepared in conformity with generally accepted accounting principles. The preparation of the Financial Statements requires management to make 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 revenues and expenses during the reported period. These estimates and assumptions are based on management's historical experience that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. The Company's critical accounting policies are those which require assumptions to be made about matters that are highly uncertain. Different estimates could have a material effect on the Company's financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions and circumstances.

**Rental Property:**

Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the acquisition, development and construction of rental properties are capitalized. Capitalized development and construction costs include pre-construction costs essential to the development of the property, development and construction costs, interest, property taxes, insurance, salaries and other project costs incurred during the period of development. Interest capitalized by the Company for the three months ended March 31, 2006 and 2005 was \$1.5 million and \$1.2 million, respectively. Ordinary repairs and maintenance are expensed as incurred; major

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replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives. Fully-depreciated assets are removed from the accounts.

The Company considers 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 (as distinguished from activities such as routine maintenance and cleanup). If portions of a rental project are substantially completed and occupied by tenants, or held available for occupancy, and other portions have not yet reached that stage, the substantially completed portions are accounted for as a separate project. The Company

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allocates costs incurred between the portions under construction and the portions substantially completed and held available for occupancy and capitalizes only those costs associated with the portion under construction.

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

Leasehold interests	Remaining lease term
Buildings and improvements	5 to 40 years
Tenant improvements	The shorter of the term of the related lease or useful life
Furniture, fixtures and equipment	5 to 10 years

Upon acquisition of rental property, the Company estimates the fair value of acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities generally consisting of the fair value of (i) above and below market leases, (ii) in-place leases and (iii) tenant relationships. The Company allocates the purchase price to the assets acquired and liabilities assumed based on their relative fair values. In estimating the fair value of the tangible and intangible assets acquired, the Company considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Above-market and below-market lease values for acquired properties are recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the remaining initial term plus the term of any below-market fixed rate renewal options for below-market leases. The capitalized above-market lease values are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed rate renewal options of the respective leases.

Other intangible assets acquired include amounts for in-place lease values and tenant relationship values which are based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles will be amortized to expense over the anticipated life of the relationships.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's rental properties may be impaired. A property's value is impaired only if management's estimate of the aggregate future

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cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the property over the fair value of the property. The Company's estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved. Management does not believe that the value of any of the Company's rental properties is impaired.

**Rental Property Held for Sale and Discontinued Operations:**

When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the net sales price of the assets which have been identified as held for sale is less than the net book value of the assets, a valuation allowance is established. Properties identified as held for sale and/or sold are presented in discontinued operations for all periods presented.

If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a property previously classified as held for sale, the property is reclassified as held and used. A property that is reclassified is measured and recorded individually at the lower of (a) its carrying amount before the property was classified as held for sale, adjusted for any depreciation (amortization) expense that would have been recognized had the property been continuously classified as held and used, or (b) the fair value at the date of the subsequent decision not to sell.

**Revenue Recognition:**

Base rental revenue is recognized on a straight-line basis over the terms of the respective leases. Unbilled rents receivable represents the amount by which straight-line rental revenue exceeds rents currently billed in accordance with the lease agreements. Above-market and below-market lease values for acquired properties are recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the remaining initial term plus the term of any below-market fixed rate renewal options for below-market leases. The capitalized above-market lease values are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed rate renewal options of the respective leases. Parking and other revenue includes income from parking spaces leased to tenants, income from tenants for additional services provided by the Company, income from tenants for early lease terminations and income from managing and/or leasing properties for third parties. Escalations and recoveries are received from tenants for certain costs as provided in the lease agreements. These costs generally include real estate taxes, utilities, insurance, common area maintenance and other recoverable costs.

**Allowance for Doubtful Accounts:**

Management periodically performs a detailed review of amounts due from tenants to determine if accounts receivable balances are impaired based on factors affecting the collectibility of those balances. Management's estimate of the allowance for doubtful accounts requires management to exercise significant judgment about the timing, frequency and severity of collection losses, which affects the allowance and net income.

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**Results From Operations**

The following comparisons for the three months ended March 31, 2006 ( 2006 ), as compared to the three months ended March 31, 2005 ( 2005 ), make reference to the following: (i) the effect of the Same-Store Properties, which represents all in-service properties owned by the Company at December 31, 2004, excluding properties sold or held for sale through March 31, 2006, and (ii) the effect of the Acquired Properties, which represents all properties acquired by the Company or commencing initial operations from January 1, 2005 through March 31, 2006.

**Three Months Ended March 31, 2006 Compared to Three Months Ended March 31, 2005**

<i>(dollars in thousands)</i>	Three Months Ended March 31,		Dollar	Percent
	2006	2005	Change	Change
<b>Revenue from rental operations:</b>				
Base rents	\$138,075	\$132,236	\$ 5,839	4.4%
Escalations and recoveries from tenants	22,820	18,339	4,481	24.4
Parking and other	2,581	1,761	820	46.6
<b>Total revenues</b>	<b>163,476</b>	<b>152,336</b>	<b>11,140</b>	<b>7.3</b>
<b>Property expenses:</b>				
Real estate taxes	22,100	19,051	3,049	16.0
Utilities	15,443	11,896	3,547	29.8
Operating services	22,358	21,269	1,089	5.1
<b>Sub-total</b>	<b>59,901</b>	<b>52,216</b>	<b>7,685</b>	<b>14.7</b>
General and administrative	8,959	7,418	1,541	20.8
Depreciation and amortization	39,502	35,629	3,873	10.9
Interest expense	31,423	28,398	3,025	10.7
Interest and dividend income	(1,446)	(64)	(1,382)	(2,159.4)
<b>Total expenses</b>	<b>138,339</b>	<b>123,597</b>	<b>14,742</b>	<b>11.9</b>

Income from continuing operations before minority interests,  
equity in earnings of unconsolidated joint ventures

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and gains on sales of investments	25,137	28,739	(3,602)	(12.5)
Minority interest in Operating Partnership	(4,626)	(6,596)	1,970	29.9
Minority interest in consolidated joint ventures	--	(74)	74	100.0
Equity in earnings (loss) of unconsolidated joint ventures (net of minority interest), net	201	(277)	478	172.6
Gain on sale of investment in marketable securities (net of minority interest)	12,232	--	12,232	--
Gain on sale of investment in unconsolidated joint ventures (net of minority interest)	--	31	(31)	(100.0)
<hr/>				
Income from continuing operations	32,944	21,823	11,121	51.0
Discontinued operations (net of minority interest):				
Income from discontinued operations	153	1,918	(1,765)	(92.0)
Realized gains (losses) and unrealized losses on disposition of rental property, net	--	(798)	798	100.0
<hr/>				
Total discontinued operations, net	153	1,120	(967)	(86.3)
<hr/>				
Net income	33,097	22,943	10,154	44.3
Preferred stock dividends	(500)	(500)	--	--
<hr/>				
Net income available to common shareholders	\$ 32,597	\$ 22,443	\$10,154	45.2%
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The following is a summary of the changes in revenue from rental operations and property expenses divided into Same-Store Properties and Acquired Properties:

	<u>Total Company</u>		<u>Same-Store Properties</u>		<u>Acquired Properties</u>	
	Dollar Change	Percent Change	Dollar Change	Percent Change	Dollar Change	Percent Change
<i>(dollars in thousands)</i>						
<b>Revenue from rental operations:</b>						
Base rents	\$ 5,839	4.4%	\$(2,257)	(1.7)%	\$ 8,096	6.1%
Escalations and recoveries from tenants	4,481	24.4	2,318	12.6	2,163	11.8
Parking and other	820	46.6	715	40.6	105	6.0
<hr/>						
Total	\$11,140	7.3%	\$ 776	0.5%	\$10,364	6.8%
<hr/>						

**Property expenses:**

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Real estate taxes	\$ 3,049	16.0%	\$ 1,858	9.7%	\$ 1,191	6.3%
Utilities	3,547	29.8	2,571	21.6	976	8.2
Operating services	1,089	5.1	(618)	(2.9)	1,707	8.0
<hr/>						
Total	\$ 7,685	14.7%	\$ 3,811	7.2%	\$ 3,874	7.5%
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**OTHER DATA:**

Number of Consolidated Properties (excluding properties held for sale):	273	260	13
Square feet ( <i>in thousands</i> )	30,218	27,543	2,675

Base rents for the Same-Store Properties decreased \$2.3 million, or 1.7 percent, for 2006 as compared to 2005, due primarily to a decrease in the percentage of space leased at the properties in 2006 from 2005. Escalations and recoveries from tenants for the Same-Store Properties increased \$2.3 million, or 12.6 percent, for 2006 over 2005, due primarily to an increased amount of total property expenses in 2006. Parking and other income for the Same-Store Properties increased \$0.7 million, or 40.6 percent, due primarily to an increase in lease termination fees recognized in 2006.

Real estate taxes on the Same-Store Properties increased \$1.9 million, or 9.7 percent, for 2006 as compared to 2005, due primarily to property tax rate increases in certain municipalities in 2006. Utilities for the Same-Store Properties increased \$2.6 million, or 21.6 percent, for 2006 as compared to 2005, due primarily to increased electric rates in 2006 as compared to 2005. Operating services for the Same-Store Properties decreased \$0.6 million, or 2.9 percent, due primarily to decreased snow removal costs of \$1.5 million, partially offset by increased maintenance costs of \$1.1 million.

General and administrative increased by \$1.5 million, or 20.8 percent, for 2006 as compared to 2005. This increase was due primarily to increased salaries and related expenses of \$0.9 million and increased dead deal costs and other professional fees of \$0.5 million.

Depreciation and amortization increased by \$3.9 million, or 10.9 percent, for 2006 over 2005. Substantially all of this increase is attributable to the Acquired Properties.

Interest expense increased \$3.0 million, or 10.7 percent, for 2006 as compared to 2005. This increase was due primarily to higher average debt balances in 2006 as compared to 2005, as well as an overall increase in interest rates for the Company's debt.

Interest and dividend income increased \$1.4 million, or 2,159.4 percent, for 2006 as compared to 2005. This increase was due primarily to the receipt of approximately \$1.0 million of dividends on the Company's investment in marketable securities, as well as higher cash balances invested during the period.

Income from continuing operations before minority interests and equity in earnings of unconsolidated joint ventures decreased to approximately \$25.1 million in 2006 from \$28.7 million in 2005. The decrease of approximately \$3.6 million is due to the factors discussed above.

Equity in earnings of unconsolidated joint ventures (net of minority interest) increased \$0.5 million, or 172.6 percent, for 2006 as compared to 2005. The increase was due primarily to an increase from operations of the Harborside South Pier Hyatt Hotel Venture in 2006 of \$0.3 million as well as an increase of \$0.2 million at the G&G Martco joint venture.

The Company recognized a gain on sale of investment in marketable securities (net of minority interest) of \$12.2 million in 2006.

Net income available to common shareholders increased by approximately \$10.2 million, from \$22.4 million in 2005 to \$32.6 million in 2006. This increase was the result of a gain on sale of investment in marketable securities of \$12.2 million, an increase in the minority interest in the Operating Partnership of \$2.0 million, realized gains (losses) and unrealized losses on disposition of rental property of \$0.8 million in 2005, an increase in equity in earnings of unconsolidated joint ventures of \$0.5 million, and minority interests in consolidated joint ventures of \$0.1 million in 2005. These were partially offset by a decrease in income from continuing operations before minority interests and equity in earnings of unconsolidated joint ventures of \$3.6 million and a decrease in income from discontinued operations of \$1.8 million for 2006 as compared to 2005.

## **LIQUIDITY AND CAPITAL RESOURCES**

### *Liquidity*

#### **Overview:**

Historically, rental revenue has been the principal source of funds to pay operating expenses, debt service, capital expenditures and dividends, excluding non-recurring capital expenditures. To the extent that the Company's cash flow from operating activities is insufficient to finance its non-recurring capital expenditures such as property acquisitions, development and construction costs and other capital expenditures, the Company has and expects to continue to finance such activities through borrowings under its revolving credit facility and other debt and equity financings.

The Company believes that with the general downturn in the economy in recent years, and the softening of the Company's markets specifically, it is reasonably likely that vacancy rates may continue to increase, effective rental rates on new and renewed leases may continue to decrease and tenant installation costs, including concessions, may continue to increase in most or all of its markets in 2006. As a result of the potential negative effects on the Company's revenue from the overall reduced demand for office space, the Company's cash flow could be insufficient to cover increased tenant installation costs over the short-term. If this situation were to occur, the Company expects that it would finance any shortfalls through borrowings under its revolving credit facility and other debt and equity financings.

The Company expects to meet its short-term liquidity requirements generally through its working capital, net cash provided by operating activities and from its revolving credit facility. The Company frequently examines potential property acquisitions and development projects and, at any given time, one or more of such acquisitions or development projects may be under consideration. Accordingly, the ability to fund

property acquisitions and development projects is a major part of the Company's financing requirements. The Company expects to meet its financing requirements through funds generated from operating activities, proceeds from property sales, long-term and short-term borrowings (including draws on the Company's revolving credit facility) and the issuance of additional debt and/or equity securities.

### The Gale Transaction

On February 16, 2006, the Company announced it had reached agreements in principle with each of SL Green Realty Corp. ( "SL Green" ) and The Gale Company, a privately-owned real estate services company based in New

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Jersey, pursuant to which the Company plans to acquire interests in certain assets and operations of SL Green and The Gale Company.

In furtherance of these acquisitions, on March 7, 2006 and as subsequently amended on March 31, 2006, the Company entered into a Membership Interest Purchase and Contribution Agreement (the "Gale Contribution Agreement" ) to acquire all of the ownership interests in The Gale Services Company, L.L.C. and the Gale Construction Services Company, L.L.C., which entities engage in real property management, construction management, facilities management, and leasing and real estate brokerage services. The interests will be acquired by the Company for aggregate consideration of up to approximately \$40 million, as follows:

1. 224,719 common operating partnership units, valued at \$44.50 per unit, to be issued by the Operating Partnership;
2. Approximately \$12 million in cash; and
3. Earn-out provisions (the "Earn-Out" ) based upon the achievement of Gross Income and NOI (as such terms are defined in the Gale Contribution Agreement) targets for the three years following the closing date pursuant to which up to an additional \$18 million in cash may be paid by the Operating Partnership.

In addition, the Company may also acquire certain other ownership interests of Mr. Stanley C. Gale and/or certain of his affiliates, in up to eleven properties (the "Non-Portfolio Properties"), subject to obtaining certain third party consents and the satisfaction of various property-related and/or other conditions. These ownership interests range from less than one percent (subject to increase in accordance with terms under negotiation) to approximately 50 percent (subject to increase or reduction as may be negotiated) of each of the Non-Portfolio Properties. The Company expects to acquire these ownership interests in the Non-Portfolio Properties through the assumption of existing or placement of new mortgage debt, drawing funds from the Company's unsecured revolving credit facility and/or the payment of cash for a total amount of up to approximately \$24 million.

Concurrent with the execution of the Gale Contribution Agreement, Mack-Cali Ventures, L.L.C., a wholly-owned subsidiary of the Operating Partnership (the "OP Subsidiary" ), entered into a Contribution and Sale Agreement (the "SLG Contribution Agreement" ) to acquire certain direct and indirect ownership interests in entities which own or control a portfolio of properties as described herein below.



Under the SLG Contribution Agreement, the Company will acquire 100 percent of the ownership interests in three Class A office properties located in Northern New Jersey with an aggregate of 516,162 square feet (the Wholly-Owned Properties ). The Wholly-Owned Properties will be acquired for consideration of approximately \$106 million, consisting of the assumption of approximately \$39.9 million of existing mortgage debt on the properties and the payment of approximately \$66.1 million in cash.

In addition, the OP Subsidiary and the sellers will own all of the membership interests in Mack-Green-Gale LLC (the Joint Venture ), which will own substantially all of and control certain entities that own:

1. Ten Class A office properties located in Northern and Central New Jersey with an aggregate of approximately 1.4 million square feet (the Class A Properties ); and
2. Seven Class A office properties located in Northern and Central New Jersey with an aggregate of approximately 900,000 square feet (the Class B Properties ).

In accordance with the OP Subsidiary s membership interests in the Joint Venture, the OP Subsidiary s economic interest will represent approximately 95 percent of the Class A Properties and approximately 48 percent of the Class B Properties. It is anticipated that at the time of closing, five Class A Properties will be encumbered by mortgages aggregating approximately \$99.4 million and all seven Class B Properties will be encumbered by mortgages aggregating approximately \$102.5 million, including \$90.3 million in mortgages to be obtained from an affiliate of the sellers. The Company anticipates that it will fund approximately \$185 million in cash at closing to acquire its membership interests in the Joint Venture. The Company expects to fund its aggregate cash contributions of approximately \$274 million in these property transactions primarily by drawing funds from its unsecured revolving credit facility and/or placement of new mortgage indebtedness.

**Construction Projects:**

The Company recently entered into a 15-year lease with AAA Mid-Atlantic ( AAA ) for a 120,000 square foot office building to be constructed by the Company in its Horizon Center Business Park located in Hamilton Township, New Jersey. The building is expected to be completed during the latter part of 2006 at an estimated cost of approximately \$19.2 million, which is expected to be funded through borrowings on the Company s unsecured credit facility. Concurrent with the signing of the lease, the Company executed a purchase and sale agreement with

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AAA pursuant to which the Company, upon the commencement of the 120,000 square foot lease, will acquire AAA s three office and office/flex buildings, totaling approximately 84,000, square feet and certain vacant, developable land, all located in Hamilton Township, New Jersey, for a total purchase price of approximately \$10 million, subject to certain conditions.

Additionally, the Company, through a joint venture with the PRC Group, recently commenced construction of a 92,878 square-foot office property, to be known as Red Bank Corporate Plaza, located in Red Bank, New Jersey, on land contributed by its joint venture partner. The project is fully leased to Hovnanian Enterprise, Inc. for a 10-year term. The total cost of the project, which is expected to be completed in the

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third quarter 2007, is estimated to be approximately \$27 million, of which the Company currently expects to fund approximately \$13.5 million. The Company's funding requirement would be reduced if the venture is successful in its pursuit of construction financing on the project.

### **REIT Restrictions:**

To maintain its qualification as a REIT, the Company must make annual distributions to its stockholders of at least 90 percent of its REIT taxable income, determined without regard to the dividends paid deduction and by excluding net capital gains. Moreover, the Company intends to continue to make regular quarterly distributions to its common stockholders which, based upon current policy, in the aggregate would equal approximately \$157.0 million on an annualized basis. However, any such distribution, whether for federal income tax purposes or otherwise, would only be paid out of available cash, including borrowings and other sources, after meeting operating requirements, preferred stock dividends and distributions, and scheduled debt service on the Company's debt.

### **Property Lock-Ups:**

The Company may not dispose of or distribute certain of its properties, currently comprising 63 properties with an aggregate net book value of approximately \$1.5 billion, which were originally contributed by members of either the Mack Group (which includes William L. Mack, Chairman of the Company's Board of Directors; David S. Mack, director; Earle I. Mack, a former director; and Mitchell E. Hersh, president, chief executive officer and director), the Robert Martin Group (which includes Martin S. Berger, director; Robert F. Weinberg, a former director; and Timothy M. Jones, former president), the Cali Group (which includes John R. Cali, director, and John J. Cali, a former director) or certain other common unitholders, without the express written consent of a representative of the Mack Group, the Robert Martin Group, the Cali Group or the specific certain other common unitholders, as applicable, except in a manner which does not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimburses the appropriate Mack Group, Robert Martin Group, Cali Group members or the specific certain other common unitholders for the tax consequences of the recognition of such built-in-gains (collectively, the

Property Lock-Ups). The aforementioned restrictions do not apply in the event that the Company sells all of its properties or in connection with a sale transaction which the Company's Board of Directors determines is reasonably necessary to satisfy a material monetary default on any unsecured debt, judgment or liability of the Company or to cure any material monetary default on any mortgage secured by a property. The Property Lock-Ups expire periodically through 2016. Upon the expiration of the Property Lock-Ups, the Company generally is required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the appropriate Mack Group, Robert Martin Group, Cali Group members or the specific certain other common unitholders. 74 of our properties, with an aggregate net book value of approximately \$663.1 million, have lapsed restrictions and are subject to these conditions.

### **Unencumbered Properties:**

As of March 31, 2006, the Company had 252 unencumbered properties, totaling 26.2 million square feet, representing 86.3 percent of the Company's total portfolio on a square footage basis.

### **Credit Ratings:**

The Company has three investment grade credit ratings. Standard & Poor's Rating Services (S&P) and Fitch, Inc. (Fitch) have each assigned their BBB rating to existing and prospective senior unsecured debt of the Operating Partnership. S&P and Fitch have also assigned their BBB- rating to existing and prospective preferred stock offerings of the Company. Moody's Investors Service (Moody's) has assigned its Baa2 rating to existing and prospective senior unsecured debt of the Operating Partnership and its Baa3 rating to its existing and prospective preferred stock offerings of the Company.

**Cash Flows**

Cash and cash equivalents decreased by \$48.8 million to \$11.6 million at March 31, 2006, compared to \$60.4 million at December 31, 2005. The decrease is comprised of the following net cash flow items:

- (1) \$52.3 million provided by operating activities.
- (2) \$25.9 million provided by investing activities, consisting primarily of the following:
  - (a) \$78.6 million received from proceeds from the sale of marketable securities; minus
  - (b) \$35.3 million used for additions to rental property and related intangibles; minus
  - (c) \$11.9 million used for the purchase of marketable securities.
- (3) \$126.9 million used in financing activities, consisting primarily of the following:
  - (a) \$223.8 million from borrowings under the unsecured credit facility; plus
  - (b) \$199.9 million from proceeds from the sale of senior unsecured notes; minus
  - (c) \$358.8 million used for the repayment of borrowings under the Company's unsecured credit facility; minus
  - (d) \$148.5 million used for the repayment of mortgages, loans payable and other obligations; minus
  - (e) \$48.2 million used for the payment of dividends and distributions.

**Debt Financing****Summary of Debt:**

The following is a breakdown of the Company's debt between fixed and variable-rate financing as of March 31, 2006:

	<b>Balance</b>		<b>Weighted Average</b>	<b>Weighted Average</b>
	<b>(\$000 s)</b>	<b>% of Total</b>	<b>Interest Rate (a)</b>	<b>Maturity</b>
				<b>in Years</b>
Fixed Rate Unsecured Debt	\$1,630,683	77.37%	6.32%	6.11
Fixed Rate Secured Debt and Other Obligations	385,077	18.27%	5.37%	4.79
Variable Rate Unsecured Debt	92,000	4.36%	5.26%	3.65
<b>Totals/Weighted Average:</b>	<b>\$2,107,760</b>	<b>100.00%</b>	<b>6.10%</b>	<b>5.77</b>

**Debt Maturities:**

Scheduled principal payments and related weighted average annual interest rates for the Company's debt as of March 31, 2006 are as follows:

<b>Period</b>	<b>Scheduled Amortization (\$000 s)</b>	<b>Principal Maturities (\$000 s)</b>	<b>Total (\$000 s)</b>	<b>Weighted Average Interest Rate of Future Repayments (a)</b>
2006	\$17,330	\$ 24,775	\$ 42,105	5.10%
2007	19,322	29,441	48,763	5.66%
2008	17,514	12,563	30,077	5.28%
2009	8,444	392,000	400,444	6.93%
2010	2,116	315,000	317,116	5.20%
Thereafter	11,937	1,265,269	1,277,206	5.93%
Sub-total	76,663	2,039,048	2,115,711	6.10%
Adjustment for unamortized debt discount/premium, net, as of March 31, 2006	(7,951)	--	(7,951)	--
Totals/Weighted Average	\$68,712	\$2,039,048	\$2,107,760	6.10%

(a) Actual weighted average LIBOR contract rates relating to the Company's outstanding debt as of March 31, 2006 of 4.81 percent was used in calculating revolving credit facility.

**Senior Unsecured Notes:**

On January 24, 2006, the Company issued \$100 million face amount of 5.80 percent senior unsecured notes due January 15, 2016 with interest payable semi-annually in arrears, and \$100 million face amount of 5.25 percent senior unsecured notes due January 15, 2012 with interest payable semi-annually in arrears. The total proceeds from the issuances, including accrued interest on the 5.80 percent notes, of approximately \$200.8 million were used to reduce outstanding borrowings under the Company's unsecured facility.

The terms of the Company's senior unsecured notes (which totaled approximately \$1.6 billion as of March 31, 2006) include certain restrictions and covenants which require compliance with financial ratios relating to the maximum amount of debt leverage, the maximum amount of

secured indebtedness, the minimum amount of debt service coverage and the maximum amount of unsecured debt as a percent of unsecured assets.

**Unsecured Revolving Credit Facility:**

The Company has an unsecured revolving credit facility with a current borrowing capacity of \$600 million from a group of 23 lenders, which is expandable to \$800 million ("2004 Unsecured Facility"). As of April 28, 2006, the Company had \$129.5 million of outstanding borrowings under the 2004 Unsecured Facility.

The interest rate on outstanding borrowings (not electing the Company's competitive bid feature) under the 2004 Unsecured Facility is currently LIBOR plus 65 basis points. The facility has a competitive bid feature, which allows the Company to solicit bids from lenders under the facility to borrow up to \$300 million at interest rates less than the current LIBOR plus 65 basis point spread. As of March 31, 2006, the Company's outstanding borrowings carried a weighted average interest rate of LIBOR plus 45 points. The Company may also elect an interest rate representing the higher of the lender's prime rate or the Federal Funds rate plus 50 basis points. The 2004 Unsecured Facility also currently requires a 15 basis point facility fee on the current borrowing capacity payable quarterly in arrears. The 2004 Unsecured Facility matures in November 2009, with an extension option of one year, which would require a payment of 25 basis points of the then borrowing capacity of the facility upon exercise.

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The interest rate and the facility fee are subject to adjustment, on a sliding scale, based upon the operating partnership's unsecured debt ratings. In the event of a change in the Operating Partnership's unsecured debt rating, the interest and facility fee rates will be adjusted in accordance with the following table:

<b>Operating Partnership's Unsecured Debt Ratings: S&amp;P Moody's/Fitch (a)</b>	<b>Interest Rate Applicable Basis Points Above LIBOR</b>	<b>Facility Fee Basis Points</b>
No ratings or less than BBB-/Baa3/BBB-	112.5	25.0
BBB-/Baa3/BBB-	80.0	20.0
BBB/Baa2/BBB (current)	65.0	15.0
BBB+/Baa1/BBB+	55.0	15.0
A-/A3/A- or higher	50.0	15.0

(a) If the Operating Partnership has debt ratings from two rating agencies, one of which is Standard & Poor's Rating Services (S&P) or Moody's Investors Service (Moody's), the rates per the above table shall be based on the lower of such ratings. If the Operating Partnership has debt ratings from three rating agencies, one of which is S&P or Moody's, the rates per the above table shall be based on the lower of the two highest ratings. If the Operating Partnership has debt ratings from only one agency, it will be considered to have no rating or less than BBB-/Baa3/BBB- per the above table.

The Company believes that the 2004 Unsecured Facility is sufficient to meet its revolving credit facility needs.

The terms of the 2004 Unsecured Facility include certain restrictions and covenants which limit, among other things, the payment of dividends (as discussed below), the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the facility described below, or (ii) the property dispositions are completed while the Company is under an event of default under the facility, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio, the maximum amount of secured indebtedness, the minimum amount of tangible net worth, the minimum amount of fixed charge coverage, the maximum amount of unsecured indebtedness, the minimum amount of unencumbered property interest coverage and certain investment limitations. The dividend restriction referred to above provides that, except to enable the Company to continue to qualify as a REIT under the Code, the Company will not during any four consecutive fiscal quarters make distributions with respect to common stock or other common equity interests in an aggregate amount in excess of 90 percent of funds from operations (as defined in the facility agreement) for such period, subject to certain other adjustments.

**Mortgages, Loans Payable and Other Obligations:**

The Company has mortgages, loans payable and other obligations which consist of various loans collateralized by certain of the Company's rental properties. Payments on mortgages, loans payable and other obligations are generally due in monthly installments of principal and interest, or interest only.

On January 3, 2006, the Company repaid its \$144.6 million loan with Northwestern Mutual Life/Principal Life Insurance companies collateralized by Harborside Financial Center Plazas 2 and 3, which were scheduled to mature on that date, using borrowings under the unsecured credit facility.

**Debt Strategy:**

The Company does not intend to reserve funds to retire the Company's senior unsecured notes or its mortgages, loans payable and other obligations upon maturity. Instead, the Company will seek to refinance such debt at maturity or retire such debt through the issuance of additional equity or debt securities on or before the applicable maturity dates. If it cannot raise sufficient proceeds to retire the maturing debt, the Company may draw on its revolving credit facility to retire the maturing indebtedness, which would reduce the future availability of funds under such facility. As of April 28, 2006, the Company had \$129.5 million of outstanding borrowings under its \$600 million unsecured revolving credit facility. The Company has approximately \$25.5 million of mortgage indebtedness maturing from April 1, 2006 through March 31, 2007. The Company is reviewing various refinancing options, including the public issuance of additional unsecured debt, the issuance in public or private transactions of preferred equity instruments and/or obtaining additional mortgage debt, some or all of which may be completed during 2006. The Company anticipates that its available cash and cash equivalents and cash flows from operating

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activities, together with cash available from borrowings and other sources, will be adequate to meet the Company's capital and liquidity needs both in the short and long-term. However, if these sources of funds are insufficient or unavailable, the Company's ability to make the expected distributions discussed below may be adversely affected.

**Equity Financing and Registration Statements****Equity Activity:**

The following table presents the changes in the Company's issued and outstanding shares of Common Stock and the Operating Partnership's common units and preferred units (as converted) since December 31, 2005:

	Common Stock	Common Units	Total
Outstanding at January 1, 2006	62,019,646	13,650,439	75,670,085
Stock options exercised	180,996	--	180,996
Common units redeemed for Common Stock	34,716	(34,716)	--
Common units redeemed for cash	--	(1)	(1)
Common units issued	--	1,942,334	1,942,334
Shares issued under Dividend Reinvestment and Stock Purchase Plan	1,839	--	1,839
Restricted shares cancelled	(6,750)	--	(6,750)
Outstanding at March 31, 2006	62,230,447	15,558,056	77,788,503

**Share Repurchase Program:**

On September 13, 2000, the Board of Directors authorized an increase to the Company's repurchase program under which the Company was permitted to purchase up to an additional \$150.0 million of the Company's outstanding common stock (Repurchase Program). From that date through its last purchases on January 10, 2003, the Company purchased and retired, under the Repurchase Program, 3.7 million shares of its outstanding common stock for an aggregate cost of approximately \$104.5 million. The Company has a remaining authorization to repurchase up to an additional \$45.5 million of its outstanding common stock, which it may repurchase from time to time in open market transactions at prevailing prices or through privately negotiated transactions.

**Shelf Registration Statements:**

The Company has an effective shelf registration statement on Form S-3 filed with the Securities and Exchange Commission (SEC) for an aggregate amount of \$2.0 billion in common stock, preferred stock, depositary shares, and/or warrants of the Company, under which no securities have been sold.

The Company and the Operating Partnership also have an effective shelf registration statement on Form S-3 filed with the SEC for an aggregate amount of \$2.5 billion in common stock, preferred stock, depositary shares and guarantees of the Company and debt securities of the Operating Partnership, under which \$600 million of securities have been sold through April 28, 2006 and \$1.9 billion remains available for future issuances.

**Off-Balance Sheet Arrangements**

**Unconsolidated Joint Venture Debt:**

The debt of the Company's unconsolidated joint ventures aggregating \$116.2 million at March 31, 2006, is non-recourse to the Company except for customary exceptions pertaining to such matters as intentional misuse of funds, environmental conditions and material misrepresentations. The Company has severally guaranteed repayment of approximately \$7.6 million on a mortgage at the Harborside South Pier Hyatt hotel joint venture. The Company has also posted a \$7.6 million letter of credit in support of the Harborside South Pier joint venture, \$3.8 million of which is indemnified by Hyatt.

The Company's off-balance sheet arrangements are further discussed in Note 4: Investments in Unconsolidated Joint Ventures to the Financial Statements.

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***Contractual Obligations***

The following table outlines the timing of payment requirements related to the Company's debt (principal and interest), PILOT agreements, and ground lease agreements as of March 31, 2006:

<i>(dollars in thousands)</i>	<b>Payments Due by Period</b>					
	<b>Total</b>	<b>Less than 1 year</b>	<b>1 - 3 years</b>	<b>4 - 5 years</b>	<b>6 - 10 years</b>	<b>After 10 years</b>
Senior unsecured notes	\$2,042,247	\$100,494	\$500,989	\$618,701	\$822,063	--
Revolving credit facility (1)	109,739	4,838	9,676	95,225	--	--
Mortgages, loans payable and other obligations	437,469	62,759	74,649	170,251	97,577	\$32,233
Payments in lieu of taxes (PILOT)	76,274	7,219	12,605	8,587	22,693	25,170
Ground lease payments	22,084	529	1,540	1,020	2,585	16,410
<b>Total</b>	<b>\$2,687,813</b>	<b>\$175,839</b>	<b>\$599,459</b>	<b>\$893,784</b>	<b>\$944,918</b>	<b>\$73,813</b>

(1) Interest payments assume current credit facility borrowings and interest rates remain at the March 31, 2006 level until maturity.



*Other Commitments and Contingencies*

**Legal Proceedings:**

On February 12, 2003, the NJSEA selected The Mills Corporation and the Company to redevelop the Continental Airlines Arena site ( Arena Site ) for mixed uses, including retail. In March 2003, Hartz Mountain Industries, Inc., ( Hartz ), filed a lawsuit in the Superior Court of New Jersey, Law Division, for Bergen County, seeking to enjoin NJSEA from entering into a contract with the Meadowlands Venture for the redevelopment of the Continental Airlines Arena site. In May 2003, the court denied Hartz 's request for an injunction and dismissed its suit for failure to exhaust administrative remedies. In June 2003, the NJSEA held hearings on Hartz 's protest, and on a parallel protest filed by another rejected developer, Westfield, Inc. ( Westfield ). On September 10, 2003, the NJSEA ruled against Hartz 's and Westfield 's protests. Hartz and Westfield, as well as Elliot Braha and three other taxpayers (collectively Braha ), thereafter filed appeals from the NJSEA 's final decision. By decision dated May 14, 2004, the Appellate Division of the Superior Court of New Jersey rejected the appellants ' contention that the NJSEA lacks statutory authority to allow retail development of its property. The Appellate Division also remanded Hart 's claim under the Open Public Records Acts, seeking disclosure of additional documents from NJSEA, to the Law Division for further proceedings. The Supreme Court of New Jersey declined to review the Appellate Division 's decision. On August 19, 2004, the Law Division issued a decision resolving Hartz 's Open Public Records Act claim and ordered NJSEA to disclose some, but not all, of the documents Hartz was seeking. The Appellate Division, in a decision rendered on November 24, 2004, upheld the findings of the Law Division in the remand proceeding. The Supreme Court of New Jersey declined to review the Appellate Division 's decision. At Hartz 's request, the NJSEA thereafter held further hearings on December 15 and 16, 2004, to review certain additional facts in support of Hartz 's and Westfield 's bid protest. Braha, as a taxpayer, did not have standing to participate in the supplemental protest hearing. On March 4, 2005, the Hearing Officer rendered his Supplemental Report and Recommendation to the NJSEA, finding no merit in the protests presented by Hartz and Westfield. The NJSEA accepted the Hearing Officer 's Supplemental Report and Recommendation on March 30, 2005 and Hartz and Braha have appealed that decision to the Appellate Division.

In January 2004, Hartz and Westfield also appealed to the Appellate Division of the Superior Court of New Jersey from the NJSEA 's December 2003 approval and execution of the Redevelopment Agreement with the Meadowlands Venture.

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In November 2004, Hartz and Westfield filed additional appeals in the Appellate Division challenging NJSEA 's resolution authorizing the execution of the First Amendment to the Redevelopment Agreement with Meadowlands Venture and the ground lease with the Meadowlands Venture.

All of the above appeals have been consolidated by the Appellate Division and are pending.

On September 30, 2004, the Borough of Carlstadt filed an action in the Superior Court of New Jersey Law Division, challenging Meadowlands Xanadu, which asserts claims that are substantially the same as claims asserted by Hartz and Braha in the above appeals. By Order dated November 19, 2004, the Law Division transferred that matter to the Superior Court of New Jersey, Appellate Division. This matter was voluntarily dismissed by Carlstadt in accordance with a March 22, 2006 Settlement Agreement and Release between Carlstadt and the Meadowlands Venture.

Several appeals filed by Hartz, Westfield and others, including certain environmental groups, that challenge certain approvals received by the Meadowlands Venture from the NJSEA, the New Jersey Meadowlands Commission ( NJMC ) and the New Jersey Department of Environmental Protection ( NJDEP ) remain pending before the Appellate Division. Some of these appeals challenge NJDEP 's issuance of a stream encroachment permit, waterfront development permit, and coastal zone consistency determination for Meadowlands Xanadu. Other of these appeals are from NJDEP 's and NJMC 's issuance of reports in connection with a consultation process the NJSEA was statutorily required to undertake in connection with any NJSEA-development project.

A Hartz affiliate and a trade association have filed an appeal from an advisory opinion favorable to the Meadowlands Venture issued by the Director of the Division of Alcoholic Beverage Control concerning the availability of special concessionaire permits. That appeal is also pending in the Appellate Division of the Superior Court of New Jersey.

Three separate lawsuits have been filed in the United States District Court for the District of New Jersey, challenging a permit issued by the U.S. Army Corps of Engineers ( USACE ) in connection with the project. The first suit was filed on March 30, 2005, by the Sierra Club, the New Jersey Public Interest Research Group, Citizen Lobby, Inc. and the New Jersey Environmental Federation. Additional suits were filed on May 16 and May 31, 2005, respectively, by Hartz (together with one of its officers as an individually-named plaintiff) and the Borough of Carlstadt. The Sierra Club also filed a motion for a preliminary injunction to stop certain construction activities on the project, which the Court denied on July 6, 2005. The parties are currently briefing cross motions for summary judgment on the merits of the Sierra Club 's claims. A decision is expected sometime in the latter part of 2006. On October 26, 2005, the court granted the motions of the Meadowlands Venture and the USACE to dismiss the Hartz complaint for lack of standing. The deadline for appealing that decision has passed, so the Hartz action is ended. On October 31, 2005, the USACE filed a motion to dismiss the complaint filed by the Borough of Carlstadt for lack of standing. On February 7, 2006, the Court granted the motion and dismissed the Borough of Carlstadt 's complaint in its entirety. On March 9, 2006, Carlstadt filed a notice of appeal of this decision to the United States Court Appeals for the Third Circuit. This appeal should be dismissed pursuant to the Settlement Agreement and Release executed by Carlstadt and the Meadowlands Venture.

On April 5, 2005, the New York Football Giants ( Giants ) filed an emergent application with the Supreme Court of New Jersey, Chancery Division, seeking an injunction stopping all work on the Meadowlands Xanadu project as being in violation of its existing lease with the NJSEA. The court heard an oral argument on the application on August 5, 2005, and denied the Giants ' motion for preliminary injunctive relief. The Giants ' claim for permanent injunctive relief remains pending. However, the parties to this dispute have reached a tentative settlement. In September 2005, the Giants and Meadowlands Venture executed a settlement agreement. NJSEA subsequently proposed modifications to the settlement agreement, and the parties have not yet executed a final agreement. The proposed settlement agreement provides, among other things, for the Meadowlands Venture to pay the Giants approximately \$15 million as compensation for claims of construction interference and for the Giants to otherwise withdraw the assertion of the right to object to the project.

The New Jersey Builders Association ( NJBA ) has commenced an action, which is pending in the Appellate Division, alleging that the NJSEA has failed to meet a purported obligation to provide affordable housing at the Meadowlands Complex and seeking, among other relief, an order enjoining the construction of Meadowlands

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Xanadu. NJBA filed an application for preliminary injunctive relief seeking to enjoin further construction of Meadowlands Xanadu, which the Appellate Division denied on July 28, 2005. The Meadowlands Venture is not a party to that action.

On January 25, 2006, the Bergen Cliff Hawks Baseball Club, LLC (the Cliff Hawks ), filed a complaint against the Company and Mills, alleging that the Company and Mills breached an agreement to provide the Cliff Hawks with a minor league baseball park as part of the Xanadu Project. This matter is pending.

The Company believes that the Meadowlands Venture's proposal and the planned project comply with applicable laws, and the Meadowlands Venture intends to continue its vigorous defense of its rights under the Redevelopment Agreement and Ground Lease. Although there can be no assurance, the Company does not believe that the pending lawsuits will have any material effect on its ability to develop the Meadowlands Xanadu project.

There are no other material pending legal proceedings, other than ordinary routine litigation incidental to its business, to which the Company is a party or to which any of the Properties is subject.

### *Inflation*

The Company's leases with the majority of its tenants provide for recoveries and escalation charges based upon the tenant's proportionate share of, and/or increases in, real estate taxes and certain operating costs, which reduce the Company's exposure to increases in operating costs resulting from inflation.

### **DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

We consider portions of this information, including the documents incorporated by reference, to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of such act. Such forward-looking statements relate to, without limitation, our future economic performance, plans and objectives for future operations and projections of revenue and other financial items. Forward-looking statements can be identified by the use of words such as may, will, should, expect, anticipate, estimate, continue or c terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions at the time made, we can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Among the factors about which we have made assumptions are:

changes in the general economic climate and conditions, including those affecting industries in which our principal tenants compete;

any failure of the general economy to recover from the current economic downturn;

the extent of any tenant bankruptcies or of any early lease terminations;

our ability to lease or re-lease space at current or anticipated rents;

changes in the supply of and demand for office, office/flex and industrial/warehouse properties;

changes in interest rate levels;

changes in operating costs;

our ability to obtain adequate insurance, including coverage for terrorist acts;

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the availability of financing;

changes in governmental regulation, tax rates and similar matters; and

other risks associated with the development and acquisition of properties, including risks that the development may not be completed on schedule, that the tenants will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated.

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

Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, commodity prices and equity prices. In pursuing its business plan, the primary market risk to which the Company is exposed is interest rate risk. Changes in the general level of interest rates prevailing in the financial markets may affect the spread between the Company's yield on invested assets and cost of funds and, in turn, its ability to make distributions or payments to its investors.

Approximately \$2.0 billion of the Company's long-term debt and other obligations bears interest at fixed rates and therefore the fair value of these instruments is affected by changes in market interest rates. The following table presents principal cash flows (in thousands) based upon maturity dates of the debt obligations and the related weighted-average interest rates by expected maturity dates for the fixed rate debt. The interest rates on the variable rate debt as of March 31, 2006 was LIBOR plus 65 basis points.

*(dollars in thousands)***March 31, 2006****Maturity Date**

<b>Debt, including current portion</b>	<b>Maturity Date</b>						<b>Total</b>	<b>Fair Value</b>
	<b>4/1/06 12/31/06</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>Thereafter</b>		
Fixed Rate	\$39,738	\$47,155	\$28,832	\$307,502	\$316,261	\$1,276,272	\$2,015,760	\$2,017,320
Average Interest Rate	5.10%	5.66%	5.28%	7.43%	5.20%	6.04%	6.14%	
Variable Rate					\$92,000		\$ 92,000	\$ 92,000

While the Company has not experienced any significant credit losses, in the event of a significant rising interest rate environment and/or economic downturn, defaults could increase and result in losses to the Company which could adversely affect its operating results and liquidity.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures.* The Company's management, with the participation of the Company's president and chief executive officer and chief financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, the Company's president and chief executive officer and chief financial officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

*Internal Control Over Financial Reporting.* There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 1. Legal Proceedings**

On February 12, 2003, the NJSEA selected The Mills Corporation and the Company to redevelop the Continental Airlines Arena site ( Arena Site ) for mixed uses, including retail. In March 2003, Hartz Mountain Industries, Inc., ( Hartz ), filed a lawsuit in the Superior Court of New Jersey, Law Division, for Bergen County, seeking to enjoin NJSEA from entering into a contract with the Meadowlands Venture for the redevelopment of the Continental Airlines Arena site. In May 2003, the court denied Hartz 's request for an injunction and dismissed its suit for failure to exhaust administrative remedies. In June 2003, the NJSEA held hearings on Hartz 's protest, and on a parallel protest filed by another rejected developer, Westfield, Inc. ( Westfield ). On September 10, 2003, the NJSEA ruled against Hartz 's and Westfield 's protests. Hartz and Westfield, as well as Elliot Braha and three other taxpayers (collectively Braha ), thereafter filed appeals from the NJSEA 's final decision. By decision dated May 14, 2004, the Appellate Division of the Superior Court of New Jersey rejected the appellants ' contention that the NJSEA lacks statutory authority to allow retail development of its property. The Appellate Division also remanded Hart 's claim under the Open Public Records Acts, seeking disclosure of additional documents from NJSEA, to the Law Division for further proceedings. The Supreme Court of New Jersey declined to review the Appellate Division 's decision. On August 19, 2004, the Law Division issued a decision resolving Hartz 's Open Public Records Act claim and ordered NJSEA to disclose some, but not all, of the documents Hartz was seeking. The Appellate Division, in a decision rendered on November 24, 2004, upheld the findings of the Law Division in the remand proceeding. The Supreme Court of New Jersey declined to review the Appellate Division 's decision. At Hartz 's request, the NJSEA thereafter held further hearings on December 15 and 16, 2004, to review certain additional facts in support of Hartz 's and Westfield 's bid protest. Braha, as a taxpayer, did not have standing to participate in the supplemental protest hearing. On March 4, 2005, the Hearing Officer rendered his Supplemental Report and Recommendation to the NJSEA, finding no merit in the protests presented by Hartz and Westfield. The NJSEA accepted the Hearing Officer 's Supplemental Report and Recommendation on March 30, 2005 and Hartz and Braha have appealed that decision to the Appellate Division.

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The Company believes that the Meadowlands Venture's proposal and the planned project comply with applicable laws, and the Meadowlands Venture intends to continue its vigorous defense of its rights under the Redevelopment Agreement and Ground Lease. Although there can be no assurance, the Company does not believe that the pending lawsuits will have any material effect on its ability to develop the Meadowlands Xanadu project.

There are no other material pending legal proceedings, other than ordinary routine litigation incidental to its business, to which the Company is a party or to which any of the Properties is subject.

**Item 1A. Risk Factors**

During the three months ended March 31, 2006, there were no material changes to the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

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**MACK-CALI REALTY CORPORATION**

**Part II Other Information (continued)**

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

(a) **COMMON UNITS**

During the three months ended March 31, 2006, the Company issued 34,716 shares of common stock to holders of common units in the Operating Partnership upon the redemption of such common units in private offerings pursuant to Section 4(2) of the Securities Act. The holders of the common units were limited partners of the Operating Partnership and accredited investors under Rule 501 of the Securities Act. The common units were converted into an equal number of shares of common stock. The Company has registered the resale of such shares under the Securities Act.

In addition, on February 28, 2006, the Operating Partnership issued 1,942,334 common units in the Operating Partnership to accredited investors under Rule 501 of the Securities Act as partial consideration for the purchase price of Capital Office Park. The information required by this paragraph (a) of Item 2 with respect to the issuance of these common units was previously disclosed in the Company's Current Report on Form 8-K dated February 28, 2006.

(b) Not Applicable.



(c) None.

**Item 3. Defaults Upon Senior Securities**

Not Applicable.

**Item 4. Submission of Matters to a Vote of Security Holders**

Not Applicable.

**Item 5. Other Information**

(a) None.

(b) None.

**Item 6. Exhibits**

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

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**MACK-CALI REALTY CORPORATION**

**Signatures**

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

Mack-Cali Realty Corporation  
(Registrant)

Date: May 3, 2006

By: /s/ Mitchell E. Hersh

Mitchell E. Hersh  
President and  
Chief Executive Officer

Date: May 3, 2006

By: /s/ Barry Lefkowitz

Barry Lefkowitz  
Executive Vice President and  
Chief Financial Officer

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**Exhibit Index**

**Exhibit**

<b>Number</b>	<b>Exhibit Title</b>
3.1	Restated Charter of Mack-Cali Realty Corporation dated June 11, 2001 (filed as Exhibit 3.1 to the Company's Form 10-Q dated June 30, 2001 and incorporated herein by reference).
3.2	Amended and Restated Bylaws of Mack-Cali Realty Corporation dated June 10, 1999 (filed as Exhibit 3.2 to the Company's Form 8-K dated June 10, 1999 and incorporated herein by reference).
3.3	Amendment No. 1 to the Amended and Restated Bylaws of Mack-Cali Realty Corporation dated March 4, 2003, (filed as Exhibit 3.3 to the Company's Form 10-Q dated March 31, 2003 and incorporated herein by reference).

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- 3.4 Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated December 11, 1997 (filed as Exhibit 10.110 to the Company's Form 8-K dated December 11, 1997 and incorporated herein by reference).
- 3.5 Amendment No. 1 to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated August 21, 1998 (filed as Exhibit 3.1 to the Company's and the Operating Partnership's Registration Statement on Form S-3, Registration No. 333-57103, and incorporated herein by reference).
- 3.6 Second Amendment to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated July 6, 1999 (filed as Exhibit 10.1 to the Company's Form 8-K dated July 6, 1999 and incorporated herein by reference).
- 3.7 Third Amendment to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated September 30, 2003 (filed as Exhibit 3.7 to the Company's Form 10-Q dated September 30, 2003 and incorporated herein by reference).
- 3.8 Certificate of Designation of Series B Preferred Operating Partnership Units of Limited Partnership Interest of Mack-Cali Realty, L.P. (filed as Exhibit 10.101 to the Company's Form 8-K dated December 11, 1997 and incorporated herein by reference).
- 3.9 Articles Supplementary for the 8% Series C Cumulative Redeemable Perpetual Preferred Stock dated March 11, 2003 (filed as Exhibit 3.1 to the Company's Form 8-K dated March 14, 2003 and incorporated herein by reference).
- 3.10 Certificate of Designation for the 8% Series C Cumulative Redeemable Perpetual Preferred Operating Partnership Units dated March 14, 2003 (filed as Exhibit 3.2 to the Company's Form 8-K dated March 14, 2003 and incorporated herein by reference).
- 4.1 Amended and Restated Shareholder Rights Agreement, dated as of March 7, 2000, between Mack-Cali Realty Corporation and EquiServe Trust Company, N.A., as Rights Agent (filed as Exhibit 4.1 to the Company's Form 8-K dated March 7, 2000 and incorporated herein by reference).

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### Exhibit

<u>Number</u>	<u>Exhibit Title</u>
4.2	Amendment No. 1 to the Amended and Restated Shareholder Rights Agreement, dated as of June 27, 2000, by and among Mack-Cali Realty Corporation and EquiServe Trust Company, N.A. (filed as Exhibit 4.1 to the Company's Form 8-K dated June 27, 2000 and incorporated herein by reference).
4.3	Indenture dated as of March 16, 1999, by and among Mack-Cali Realty, L.P., as issuer, Mack-Cali Realty Corporation, as guarantor, and Wilmington Trust Company, as trustee (filed as Exhibit 4.1 to the Operating Partnership's Form 8-K dated March 16, 1999 and incorporated herein by reference).

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- 4.4 Supplemental Indenture No. 1 dated as of March 16, 1999, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated March 16, 1999 and incorporated herein by reference).
- 4.5 Supplemental Indenture No. 2 dated as of August 2, 1999, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.4 to the Operating Partnership's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 4.6 Supplemental Indenture No. 3 dated as of December 21, 2000, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated December 21, 2000 and incorporated herein by reference).
- 4.7 Supplemental Indenture No. 4 dated as of January 29, 2001, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated January 29, 2001 and incorporated herein by reference).
- 4.8 Supplemental Indenture No. 5 dated as of December 20, 2002, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated December 20, 2002 and incorporated herein by reference).
- 4.9 Supplemental Indenture No. 6 dated as of March 14, 2003, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated March 14, 2003 and incorporated herein by reference).
- 4.10 Supplemental Indenture No. 7 dated as of June 12, 2003, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated June 12, 2003 and incorporated herein by reference).
- 4.11 Supplemental Indenture No. 8 dated as of February 9, 2004, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated February 9, 2004 and incorporated herein by reference).
- 4.12 Supplemental Indenture No. 9 dated as of March 22, 2004, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated March 22, 2004 and incorporated herein by reference).

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### Exhibit

#### Number

#### Exhibit Title

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- 4.13 Supplemental Indenture No. 10 dated as of January 25, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated January 25, 2005 and incorporated herein by reference).

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- 4.14 Supplemental Indenture No. 11 dated as of April 15, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated April 15, 2005 and incorporated herein by reference).
- 4.15 Supplemental Indenture No. 12 dated as of November 30, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated November 30, 2005 and incorporated herein by reference).
- 4.16 Supplemental Indenture No. 13 dated as of January 24, 2006, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated January 18, 2006 and incorporated herein by reference).
- 4.17 Deposit Agreement dated March 14, 2003 by and among Mack-Cali Realty Corporation, EquiServe Trust Company, N.A., and the holders from time to time of the Depositary Receipts described therein (filed as Exhibit 4.1 to the Company's Form 8-K dated March 14, 2003 and incorporated herein by reference).
- 10.1 Amended and Restated Employment Agreement dated as of July 1, 1999 between Mitchell E. Hersh and Mack-Cali Realty Corporation (filed as Exhibit 10.2 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 10.2 Second Amended and Restated Employment Agreement dated as of July 1, 1999 between Barry Lefkowitz and Mack-Cali Realty Corporation (filed as Exhibit 10.6 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 10.3 Second Amended and Restated Employment Agreement dated as of July 1, 1999 between Roger W. Thomas and Mack-Cali Realty Corporation (filed as Exhibit 10.7 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 10.4 Employment Agreement dated as of December 5, 2000 between Michael Grossman and Mack-Cali Realty Corporation (filed as Exhibit 10.5 to the Company's Form 10-K for the year ended December 31, 2000 and incorporated herein by reference).
- 10.5 Restricted Share Award Agreement dated as of July 1, 1999 between Mitchell E. Hersh and Mack-Cali Realty Corporation (filed as Exhibit 10.8 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 10.6 Restricted Share Award Agreement dated as of July 1, 1999 between Barry Lefkowitz and Mack-Cali Realty Corporation (filed as Exhibit 10.12 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 10.7 Restricted Share Award Agreement dated as of July 1, 1999 between Roger W. Thomas and Mack-Cali Realty Corporation (filed as Exhibit 10.13 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 10.8 Restricted Share Award Agreement dated as of March 12, 2001 between Roger W. Thomas and Mack-Cali Realty Corporation (filed as Exhibit 10.10 to the Company's Form 10-Q dated March 31, 2001 and incorporated herein by reference).

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### Exhibit

Number	Exhibit Title
10.9	Restricted Share Award Agreement dated as of March 12, 2001 between Michael Grossman and Mack-Cali Realty Corporation (filed as Exhibit 10.11 to the Company's Form 10-Q dated March 31, 2001 and incorporated herein by reference).
10.10	Restricted Share Award Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.1 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.11	Tax Gross Up Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.2 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.12	First Amendment effective as of January 2, 2003 to the Restricted Share Award Agreement dated July 1, 1999 between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.3 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.13	Restricted Share Award Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.7 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.14	Tax Gross Up Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.8 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.15	First Amendment effective as of January 2, 2003 to the Restricted Share Award Agreement dated July 1, 1999 between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.9 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.16	Restricted Share Award Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.10 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.17	Tax Gross Up Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.11 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.18	First Amendment effective as of January 2, 2003 to the Restricted Share Award Agreement dated July 1, 1999 between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.12 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.19	First Amendment effective as of January 2, 2003 to the Restricted Share Award Agreement dated March 12, 2001 between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.13 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.20	Restricted Share Award Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.14 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).

**Exhibit**

<b>Number</b>	<b>Exhibit Title</b>
10.21	Tax Gross Up Agreement effective as of January 2, 2003 by and between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.15 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.22	Restricted Share Award Agreement dated December 6, 1999 by and between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.16 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.23	First Amendment effective as of January 2, 2003 to the Restricted Share Award Agreement dated December 6, 1999 between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.17 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.24	First Amendment effective as of January 2, 2003 to the Restricted Share Award Agreement dated March 12, 2001 between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.18 to the Company's Form 8-K dated January 2, 2003 and incorporated herein by reference).
10.25	Restricted Share Award Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.1 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.26	Tax Gross Up Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.2 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.27	Restricted Share Award Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.5 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.28	Tax Gross Up Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.6 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.29	Restricted Share Award Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.7 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.30	Tax Gross Up Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.8 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.31	Restricted Share Award Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Michael Grossman (filed as Exhibit 10.9 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.32	Tax Gross Up Agreement effective as of December 2, 2003 by and between Mack-Cali Realty Corporation and Michael Grossman (filed as Exhibit 10.10 to the Company's Form 8-K dated December 2, 2003 and incorporated herein by reference).
10.33	

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Restricted Share Award Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.2 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).

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### Exhibit

<b>Number</b>	<b>Exhibit Title</b>
10.34	Tax Gross Up Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.3 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).
10.35	Restricted Share Award Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.4 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).
10.36	Tax Gross Up Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.5 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).
10.37	Restricted Share Award Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.6 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).
10.38	Tax Gross Up Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.7 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).
10.39	Restricted Share Award Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.8 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).
10.40	Tax Gross Up Agreement effective December 7, 2004 by and between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.9 to the Company's Form 8-K dated December 7, 2004 and incorporated herein by reference).
10.41	Restricted Share Award Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.2 to the Company's Form 8-K dated December 6, 2005 and incorporated herein by reference).
10.42	Tax Gross Up Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.3 to the Company's Form 8-K dated December 6, 2005 and incorporated herein by reference).
10.43	Restricted Share Award Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.4 to the Company's Form 8-K dated December 6, 2005



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and incorporated herein by reference).

- 10.44 Tax Gross Up Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.5 to the Company's Form 8-K dated December 6, 2005 and incorporated herein by reference).
- 10.45 Restricted Share Award Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.6 to the Company's Form 8-K dated December 6, 2005 and incorporated herein by reference).
- 10.46 Tax Gross Up Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.7 to the Company's Form 8-K dated December 6, 2005 and incorporated herein by reference).

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### Exhibit

<b>Number</b>	<b>Exhibit Title</b>
10.47	Restricted Share Award Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.8 to the Company's Form 8-K dated December 6, 2005 and incorporated herein by reference).
10.48	Tax Gross Up Agreement effective December 6, 2005 by and between Mack-Cali Realty Corporation and Michael A. Grossman (filed as Exhibit 10.9 to the Company's Form 8-K dated December 6, 2005 and incorporated herein by reference).
10.49	Amended and Restated Revolving Credit Agreement dated as of September 27, 2002, among Mack-Cali Realty, L.P. and JPMorgan Chase Bank, Fleet National Bank and Other Lenders Which May Become Parties Thereto with JPMorgan Chase Bank, as administrative agent, swing lender and fronting bank, Fleet National Bank and Commerzbank AG, New York and Grand Cayman branches as syndication agents, Bank of America, N.A. and Wells Fargo Bank, National Association, as documentation agents, and J.P. Morgan Securities Inc. and Fleet Securities, Inc, as arrangers (filed as Exhibit 10.1 to the Company's Form 8-K dated September 27, 2002 and incorporated herein by reference).
10.50	Second Amended and Restated Revolving Credit Agreement among Mack-Cali Realty, L.P., JPMorgan Chase Bank, N.A., Bank of America, N.A., and other lending institutions that are or may become a party to the Second Amended and Restated Revolving Credit Agreement dated as of November 23, 2004 (filed as Exhibit 10.1 to the Company's Form 8-K dated November 23, 2004 and incorporated herein by reference).
10.51	Extension and Modification Agreement dated as of September 16, 2005 by and among Mack-Cali Realty, L.P., JPMorgan Chase Bank, N.A., as administrative agent, and the several Lenders Party thereto (filed as Exhibit 10.1 to the Company's Form 8-K dated September 16, 2005 and incorporated herein by reference).
10.52	Amended and Restated Master Loan Agreement dated as of November 12, 2004 among Mack-Cali Realty, L.P., and Affiliates of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P., as Borrowers, Mack-Cali Realty Corporation and Mack-Cali Realty L.P., as Guarantors and The Prudential Insurance Company of

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America, as Lender (filed as Exhibit 10.1 to the Company's Form 8-K dated November 12, 2004 and incorporated herein by reference).

- 10.53 Contribution and Exchange Agreement among The MK Contributors, The MK Entities, The Patriot Contributors, The Patriot Entities, Patriot American Management and Leasing Corp., Cali Realty, L.P. and Cali Realty Corporation, dated September 18, 1997 (filed as Exhibit 10.98 to the Company's Form 8-K dated September 19, 1997 and incorporated herein by reference).
- 10.54 First Amendment to Contribution and Exchange Agreement, dated as of December 11, 1997, by and among the Company and the Mack Group (filed as Exhibit 10.99 to the Company's Form 8-K dated December 11, 1997 and incorporated herein by reference).
- 10.55 Employee Stock Option Plan of Mack-Cali Realty Corporation (filed as Exhibit 10.1 to the Company's Post-Effective Amendment No. 1 to Form S-8, Registration No. 333-44443, and incorporated herein by reference).
- 10.56 Director Stock Option Plan of Mack-Cali Realty Corporation (filed as Exhibit 10.2 to the Company's Post-Effective Amendment No. 1 to Form S-8, Registration No. 333-44443, and incorporated herein by reference).

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### Exhibit

<b>Number</b>	<b>Exhibit Title</b>
10.57	2000 Employee Stock Option Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-52478, and incorporated herein by reference), as amended by the First Amendment to the 2000 Employee Stock Option Plan (filed as Exhibit 10.17 to the Company's Form 10-Q dated June 30, 2002 and incorporated herein by reference).
10.58	Amended and Restated 2000 Director Stock Option Plan (filed as Exhibit 10.2 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-100244, and incorporated herein by reference).
10.59	Mack-Cali Realty Corporation 2004 Incentive Stock Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-116437, and incorporated herein by reference).
10.60	Deferred Compensation Plan for Directors (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-80081, and incorporated herein by reference).
10.61	Form of Indemnification Agreement by and between Mack-Cali Realty Corporation and each of William L. Mack, John J. Cali, Mitchell E. Hersh, John R. Cali, David S. Mack, Martin S. Berger, Alan S. Bernikow, Kenneth M. Duberstein, Martin D. Gruss, Nathan Gantcher, Vincent Tese, Roy J. Zuckerberg, Alan G. Philibosian, Irvin D. Reid, Robert F. Weinberg, Barry Lefkowitz, Roger W. Thomas, Michael A. Grossman, Anthony Krug, Dean Cingolani, Anthony DeCaro Jr., Mark Durno, William Fitzpatrick, John Kropke, Nicholas Mitarotonda, Jr., Michael Nevins, Virginia Sobol, Albert Spring, Daniel Wagner, Deborah Franklin, John Marazzo, Christopher DeLorenzo, Jeffrey Warner, Diane Chayes and James Corrigan (filed as

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Exhibit 10.28 to the Company's Form 10-Q dated September 30, 2002 and incorporated herein by reference).

- 10.62 Indemnification Agreement dated October 22, 2002 by and between Mack-Cali Realty Corporation and John Crandall (filed as Exhibit 10.29 to the Company's Form 10-Q dated September 30, 2002 and incorporated herein by reference).
- 10.63 Second Amendment to Contribution and Exchange Agreement, dated as of June 27, 2000, between RMC Development Company, LLC f/k/a Robert Martin Company, LLC, Robert Martin Eastview North Company, L.P., the Company and the Operating Partnership (filed as Exhibit 10.44 to the Company's Form 10-K dated December 31, 2002 and incorporated herein by reference.)
- 10.64 Limited Partnership Agreement of Meadowlands Mills/Mack-Cali Limited Partnership by and between Meadowlands Mills Limited Partnership, Mack-Cali Meadowlands Entertainment L.L.C. and Mack-Cali Meadowlands Special L.L.C. dated November 25, 2003 (filed as Exhibit 10.1 to the Company's Form 8-K dated December 3, 2003 and incorporated herein by reference).
- 10.65 Redevelopment Agreement by and between the New Jersey Sports and Exposition Authority and Meadowlands Mills/Mack-Cali Limited Partnership dated December 3, 2003 (filed as Exhibit 10.2 to the Company's Form 8-K dated December 3, 2003 and incorporated herein by reference).
- 10.66 First Amendment to Redevelopment Agreement by and between the New Jersey Sports and Exposition Authority and Meadowlands Mills/Mack-Cali Limited Partnership dated October 5, 2004 (filed as Exhibit 10.54 to the Company's Form 10-Q dated September 30, 2004 and incorporated herein by reference).

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### Exhibit

<u>Number</u>	<u>Exhibit Title</u>
10.67	Letter Agreement by and between Mack-Cali Realty Corporation and The Mills Corporation dated October 5, 2004 (filed as Exhibit 10.55 to the Company's Form 10-Q dated September 30, 2004 and incorporated herein by reference).
10.68	First Amendment to Limited Partnership Agreement of Meadowlands Mills/Mack-Cali Limited Partnership by and between Meadowlands Mills Limited Partnership, Mack-Cali Meadowlands Entertainment L.L.C. and Mack-Cali Meadowlands Special L.L.C. dated as of June 30, 2005 (filed as Exhibit 10.66 to the Company's Form 10-Q dated June 30, 2005 and incorporated herein by reference).
10.69	Contribution and Exchange Agreement by and between Mack-Cali Realty, L.P. and Tenth Springhill Lake Associates L.L.L.P., Eleventh Springhill Lake Associates L.L.L.P., Twelfth Springhill Lake Associates L.L.L.P., Fourteenth Springhill Lake Associates L.L.L.P., each a Maryland limited liability limited partnership, Greenbelt Associates, a Maryland general partnership, and Sixteenth Springhill Lake Associates L.L.L.P., a Maryland limited liability limited partnership, and certain other natural persons, dated as of November 21, 2005 (filed as Exhibit 10.69 to the Company's Form 10-K dated December 31, 2005 and

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incorporated herein by reference).

- 10.70 Membership Interest Purchase and Contribution Agreement by and among Mr. Stanley C. Gale, SCG Holding Corp., Mack-Cali Realty Acquisition Corp. and Mack-Cali Realty, L.P. dated as of March 7, 2006 (filed as Exhibit 10.1 to the Company's Form 8-K dated March 7, 2006 and incorporated herein by reference).
- 10.71 Amendment No. 1 to Membership Interest Purchase and Contribution Agreement dated as of March 31, 2006 (filed as Exhibit 10.3 to the Company's Form 8-K dated March 28, 2006 and incorporated herein by reference).
- 10.72 Contribution and Sale Agreement by and among Gale SLG NJ LLC, a Delaware limited liability company, Gale SLG NJ MEZZ LLC, a Delaware limited liability company, and Gale SLG RIDGEFIELD MEZZ LLC, a Delaware limited liability company and Mack-Cali Ventures L.L.C. dated as of March 7, 2006 (filed as Exhibit 10.2 to the Company's Form 8-K dated March 7, 2006 and incorporated herein by reference).
- 10.73 Form of Amended and Restated Limited Liability Company Agreement of Mack-Green-Gale LLC dated , 2006 (filed as Exhibit 10.2 to the Company's Form 8-K dated March 7, 2006 and incorporated herein by reference).
- 31.1\* Certification of the Company's President and Chief Executive Officer, Mitchell E. Hersh, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification of the Company's Chief Financial Officer, Barry Lefkowitz, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certification of the Company's President and Chief Executive Officer, Mitchell E. Hersh, and the Company's Chief Financial Officer, Barry Lefkowitz, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\*filed herewith