

HOME PROPERTIES INC
Form 10-K
February 26, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 1-13136

HOME PROPERTIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND

16-1455126

(State of incorporation)

(I.R.S. Employer Identification No.)

850 Clinton Square, Rochester, New York 14604

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (585) 546-4900

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which
registered

Common Stock, \$.01 par value

New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes No

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

(The Registrant is not yet required to submit Interactive Data) Yes No

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of the 32,321,773 shares of common stock held by non-affiliates was \$1,102,172,459 based on the closing sale price of \$34.10 per share on the New York Stock Exchange on June 30, 2009.

As of February 19, 2010, there were 34,966,801 shares of common stock, \$.01 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Document	Part Into Which Incorporated
Proxy Statement for the Annual Meeting of Stockholders to be held on May 4, 2010	Part III

HOME PROPERTIES, INC.

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PART I

Forward-Looking Statements

This Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Our actual results could differ materially from those set forth in each forward-looking statement. Certain factors that might cause such a difference are discussed in this report, including in the section entitled "Forward-Looking Statements" on Page 51 of this Form 10-K.

Item 1. Business

The Company

Home Properties, Inc. ("Home Properties" or the "Company") is a self-administered and self-managed real estate investment trust ("REIT") that owns, operates, acquires, develops and rehabilitates apartment communities. The Company's properties are regionally focused, primarily in selected Northeast, Mid-Atlantic and Southeast Florida markets along the East Coast of the United States. The Company was formed in November 1993 to continue and expand the operations of Home Leasing Corporation ("Home Leasing"). The Company completed an initial public offering of 5,408,000 shares of common stock (the "IPO") on August 4, 1994.

The Company conducts its business through Home Properties, L.P. (the "Operating Partnership"), a New York limited partnership and a management company – Home Properties Resident Services, Inc. ("HPRS"), which is a Maryland corporation. At December 31, 2009, the Company held 74.7% (71.7% at December 31, 2008) of the limited partnership units in the Operating Partnership ("UPREIT Units").

Home Properties, through its affiliates described above, as of December 31, 2009, operated 107 communities with 36,947 apartment units. Of these, 35,797 units in 105 communities are owned outright (the "Owned Properties"), 868 units in one community are managed and partially owned by the Company as general partner, and 282 units in one community are managed for other owners (collectively, the "Managed Properties").

The Owned Properties and the Managed Properties (collectively, the "Properties") are concentrated in the following market areas:

Market Area	Apts. Owned	Apts. Managed		Apt. Totals
		As General Partner	Apts. Fee Managed	
Suburban Washington, D.C.	9,333	-	-	9,333
Baltimore, MD	7,814	-	282	8,096
Suburban New York City	6,967	-	-	6,967
Philadelphia, PA	5,603	-	-	5,603
Boston, MA	2,382	-	-	2,382
Chicago, IL	2,242	-	-	2,242
Southeast Florida	836	-	-	836
Portland, ME	620	-	-	620
Columbus, OH	-	868	-	868
Total Number of Units	35,797	868	282	36,947
Total Number of Communities	105	1	1	107

The Company's mission is to maximize long-term shareholder value by acquiring, repositioning, developing and managing market-rate apartment communities while enhancing the quality of life for its residents and providing employees with opportunities for growth and accomplishment. Our vision is to be a prominent owner and manager of market-rate apartment communities, located in selected high barrier, high growth, East Coast markets. The areas we have targeted for growth are the suburbs of Baltimore, Boston, New York City, Philadelphia and Washington, D.C. We expect to maintain or grow portfolios in markets that profitably support our mission as economic conditions permit.

The Company's long-term business strategies include: (i) aggressively managing and improving its communities to achieve increased net operating income; (ii) acquiring additional apartment communities with attractive returns at prices that provide a positive spread over the Company's long-term cost of capital; (iii) developing new apartment communities on raw land, on land adjacent to existing owned communities, and where there are density opportunities to replace existing garden apartments with mid- or high-rise structures; (iv) disposing of properties that have reached their potential, are less efficient to operate, or are located in markets where growth has slowed to a pace below the markets targeted for acquisition; and (v) maintaining a strong and flexible capital structure with cost-effective access to the capital markets.

Structure

The Company was formed in November 1993 as a Maryland corporation and is the general partner of the Operating Partnership. On December 31, 2009, it held a 74.7% partnership interest in the Operating Partnership comprised of: 1) a 1.0% interest as sole general partner; and 2) a 73.7% limited partner interest through its wholly owned subsidiary, Home Properties I, LLC, which owns 100% of Home Properties Trust, which is the limited partner. The holders of the remaining 25.3% of the UPREIT Units are certain individuals and entities who received UPREIT Units as consideration for their interests in entities owning apartment communities purchased by the Operating Partnership, including certain officers and directors of the Company.

The Operating Partnership is a New York limited partnership formed in December 1993. Holders of UPREIT Units in the Operating Partnership may redeem an UPREIT Unit for one share of the Company's common stock or cash equal to the fair market value at the time of the redemption, at the option of the Company. Management expects that it will continue to utilize UPREIT Units as a form of consideration for a portion of its acquisition properties when it is economical to do so.

HPRS is wholly owned by the Operating Partnership, and as a result, the accompanying consolidated financial statements include the accounts of both companies. HPRS is a taxable REIT subsidiary under the Tax Relief Extension Act of 1999.

In September 1997, Home Properties Trust ("QRS") was formed as a Maryland real estate trust and as a qualified REIT subsidiary. The QRS is wholly owned by Home Properties I, LLC which is owned 100% by the Company. The QRS is a limited partner of the Operating Partnership and holds all of the Company's interest in the Operating Partnership, except for the 1% held directly by the Company as sole general partner.

The Company currently has approximately 1,100 employees and its executive offices are located at 850 Clinton Square, Rochester, New York 14604. Its telephone number is (585) 546-4900.

Operating Strategies

The Company will continue to focus on enhancing long-term investment returns by: (i) developing new apartments and acquiring apartment communities and repositioning those apartment communities for long-term growth at prices that provide a positive spread over the Company's long-term cost of capital; (ii) recycling assets by disposing of properties in low growth markets and those that have reached their potential or are less efficient to operate due to size or remote location; (iii) balancing its decentralized property management philosophy with the efficiencies of centralized support functions and accountability including rent optimization and volume purchasing; (iv) enhancing the quality of living for the Company's residents by improving the service and physical amenities available at each community every year; (v) adopting new technology so that the time and cost spent on administration can be minimized while the time spent attracting and serving residents can be maximized; (vi) continuing to utilize its written

"Pledge" of customer satisfaction that is the foundation on which the Company has built its brand recognition; and (vii) focusing on reducing expenses while constantly improving the level of service to residents. Due to current economic conditions, in the short term, the Company does not anticipate adding any new development projects to its pipeline in 2010.

The Company has a strategy of acquiring and repositioning mature C to B- apartment properties. Since its 1994 IPO, the Company has acquired and repositioned 197 communities, containing more than 54,000 units. The rehabilitation and revitalization process requires a minimum 10% return on repositioning investments. It is expected

that capital expenditures on repositioning investments will increase from 2009 levels, but remain below the Company's historic levels as potential residents may not prefer an upgraded apartment at a higher monthly rent in this current economic environment. Fewer capital expenditures will enable the Company to preserve capital. Extensive experience and expertise in repositioning has helped the Company build significant internal design and construction management skills. The complete repositioning of a community can take place over a five to seven year period. The comprehensive process typically begins with improvements in landscaping, signage and common areas. Exterior improvements increase curb appeal and marketability of the property. Deferred maintenance is corrected which can include new HVAC systems, roofs, balconies and windows. At many properties, community centers and swimming pools are added or upgraded. Apartment interiors are renovated when residents move out, with the most significant investments made in upgrading kitchens and baths. Complete remodeling of dated kitchens and bathrooms typically include new appliances, flooring, counters, cabinets, lighting, tile, fixtures, sinks, bathtubs and toilets. It may include the removal of kitchen walls to open up the living area. Where feasible, in-unit washers and dryers are added. Repositioning efforts upgrade properties that were C to B- level when acquired to the B to B+ level, which, over time, significantly increases the property's rental income, net operating income and market value.

Acquisition and Sale Strategies

The Company's strategy is to grow primarily through acquisitions in the suburbs of major metropolitan markets that have significant barriers to new construction, limited new apartment supply, easy access to the Company's headquarters and enough apartments available for acquisition to achieve a critical mass. Targeted markets also possess other characteristics, including acquisition opportunities below replacement costs, a mature housing stock, high average single-family home prices, a favorable supply/demand relationship, stable or moderate job growth, reduced vulnerability to economic downturns and large prime renter populations including immigrants, young adults in their twenties and early thirties, and seniors over age 55. The Company currently expects that its growth will be focused primarily within suburban sub-markets of selected metropolitan areas within the Northeast and Mid-Atlantic regions of the United States where it has already established a presence. The largest metropolitan areas the Company will focus on include Baltimore, Boston, New York City, Philadelphia and Washington, D.C. The Company may expand into new markets that possess the characteristics described above although it has no current plans to do so. Continued geographic specialization is expected to have a greater impact on operating efficiencies versus widespread accumulation of properties. The Company will continue to pursue the acquisition of individual properties as well as multi-property portfolios. It may also consider strategic investments in other apartment companies, as well as strategic alliances, such as joint ventures. The Company did not target any acquisitions in 2009. The Company now believes that it will have the opportunity to make acquisitions during 2010 and has projected \$100 to \$150 million in purchases for the year.

During 2009, the Company completed the sale of five communities with a total of 1,333 units for an aggregate consideration of \$108.3 million, at a weighted average expected first-year capitalization rate of 7.8%. Capitalization rate ("cap rate") is defined as the rate of interest used to convert the first year expected net operating income ("NOI") less a 3% management fee into a single present value. NOI is defined by the Company as rental income and property other income less operating and maintenance expenses. The Company used the net proceeds from those properties of approximately \$64.6 million, which were expected to produce a weighted average unleveraged internal rate of return ("IRR") of 6.2%, to pay down debt. IRR is defined as the discount rate at which the present value of the future cash flows of the investment is equal to the cost of the investment.

The Company has not specifically targeted additional communities for sale in 2010 but will continue to evaluate the sale of its communities. Typically, a property will be targeted for sale if management is of the opinion that it has reached its potential or if it is located in a slower growth market or is less efficient to operate.

Financing and Capital Strategies

The Company intends to continue to adhere to the following financing policies: (i) maintaining a ratio of debt-to-total market capitalization (total debt of the Company as a percentage of the value (using the Company's internally calculated Net Asset Value ("NAV" per share) of outstanding diluted common stock (including the common stock equivalents of the UPREIT Units) plus total debt) of approximately 55% or less; (ii) utilizing primarily fixed rate debt; (iii) varying debt maturities to avoid significant exposure to interest rate changes upon refinancing; and (iv) maintaining a line of credit so that it can respond quickly to acquisition opportunities.

Specific to 2009, and in response to the constrictions in the credit market, the Company pursued certain initiatives as follows: 1) The Company replaced the \$140 million existing unsecured line of credit with a new \$175 million facility which matures August 31, 2011. Pricing was more expensive, and moved from interest at 0.75% over the one-month LIBOR to a spread today of 3.00% with a LIBOR floor of 1.5%. In addition, up-front and on-going fees add another approximate 75 basis points to pricing. 2) During 2009, the Company had increased the level of the value of unencumbered properties in relationship to the total property portfolio from 19% to 20%. This higher level adds flexibility, allowing the Company to place secured financing on unencumbered assets if desired. 3) The Company benefits from its multifamily focus as the Government Sponsored Enterprises ("GSEs") Fannie Mae and Freddie Mac are still very active lending to apartment owners. The Company refinanced debt maturing in 2010 early, reducing the level of secured loans maturing in 2010 from \$334 million to \$146 million. 4) The Company initiated an At-The-Market ("ATM") equity offering program through which it may sell up to 3.7 million shares of common stock, not to exceed \$150 million of gross proceeds. Including trades which closed the first few days of January, 2010, the Company issued 1,041,200 shares generating net proceeds of \$47 million.

For 2010, plans include increasing the level of the value of unencumbered properties to over 21% of the portfolio, maintaining the debt-to-total market capitalization ratio at a level equal to or slightly less than the level at December 31, 2009 and issuing the remainder of the dollar value authorized under the ATM program at levels above NAV.

On December 31, 2009, the Company's debt was approximately \$2.3 billion and the debt-to-total market capitalization ratio was 51.1% based on the year-end closing price of the Company's common stock of \$47.71. The weighted average interest rate on the Company's mortgage debt as of December 31, 2009 was 5.6% and the weighted average maturity was approximately five and one-half years. Debt maturities are staggered, ranging from May 2010, through November 2034. As of December 31, 2009, the Company had an unsecured line of credit facility from M&T Bank (acting as lead bank) of \$175 million. This facility is available for acquisition and other corporate purposes and bears interest at rates ranging from 2.50% to 3.25% over the one-month LIBOR rate, increasing at higher levels of outstanding indebtedness, with a LIBOR floor of 1.50%. The one-month LIBOR was 0.23% at December 31, 2009 resulting in an effective rate of 4.75% for the Company. As of December 31, 2009, there was \$53.5 million outstanding on the line of credit.

Management expects to continue to fund a portion of its continued growth by taking advantage of its UPREIT structure and using UPREIT Units as currency in acquisition transactions. During 2007, the Company issued \$36.3 million worth of UPREIT Units as partial consideration for three acquired properties. During 2008 and 2009, no UPREIT Units were used as consideration for acquired properties. It is difficult to predict the level of demand from sellers for this type of transaction. In periods when the Company's stock price is trading at a discount to estimated NAV, it is unlikely that management would engage in UPREIT transactions.

During periods when the Company's shares are trading at a premium to its estimate of NAV, it is unlikely that management would engage in share repurchases. In such circumstances, it is more likely that management would pursue issuing equity in order to raise capital to be used to pay down existing indebtedness. This should be neutral to both earnings per share and NAV, increase the level of unencumbered assets and better position the Company to fund future acquisition and development pipeline needs.

In 1997, the Company's Board of Directors approved a stock repurchase program under which the Company can repurchase shares of its outstanding common stock and UPREIT Units. Shares or units may be repurchased through the open market or in privately-negotiated transactions. The Company's strategy is to opportunistically repurchase shares at a discount to its underlying NAV, thereby continuing to build value for long-term shareholders. At December 31, 2009, there was approval remaining to purchase 2,291,160 shares. The 2010 guidance assumes no

additional share repurchases.

Competition

The Company's properties are primarily located in developed areas where there are other multifamily properties which directly compete for residents. There is also competition from single family homes and condominiums for sale or rent. The competitive environment may have a detrimental effect on the Company's ability to lease apartments at existing and at newly developed properties, as well as on rental rates.

In addition, the Company competes with other real estate investors in seeking property for acquisition and development. These competitors include pension and investment funds, insurance companies, private investors, local owners and developers, and other apartment REITs. This competition could increase prices for properties that the Company would like to purchase and impact the Company's ability to achieve its long-term growth targets.

The Company believes, however, that it is well-positioned to compete effectively for both residents and properties as a result of its:

- focus on service and resident satisfaction, as evidenced by both The Home Properties Pledge, which provides a money-back service guarantee and lease flexibility, and by its resident turnover ratio which is consistently below the industry average;
- ability to issue UPREIT Units in purchase transactions, which provides sellers with the opportunity to defer taxes; and
 - unique repositioning strategy that differentiates the Company from its competitors.

Market Environment

The markets in which Home Properties operates could be characterized long term as stable, with moderate levels of job growth. During 2009 and expected to continue through 2010, many regions of the United States are experiencing varying degrees of economic recession resulting in negative job growth for both the country as a whole and the Company's markets.

For 2007, the Company's markets experienced slightly stronger job growth of 1.0% compared to 0.9% for the country. With the current recession which started in 2008, job losses became the norm. The Company's markets still compare favorably for 2009 with job losses of 2.1% compared to 3.6% for the country. In addition, the unemployment rate for the Company's markets of 8.1% trails the country average of 9.7%. The Northern VA/DC market stands out for the Company as it experienced only slightly negative job growth of 0.5% for 2009, with one of the lowest unemployment rates of 6.2% at December 31, 2009. This market represents 26.1% of the total apartment unit count and produces 29.2% of the property NOI. These two favorable comparisons help explain why the Company's markets helped the Company outperform all of its public company multifamily peers on a measurement of same store NOI in 2009, and is expected to be at the top for this measurement in 2010. The information on the "Market Demographics and Multifamily Supply and Demand" tables on Pages 8 and 9 were compiled by the Company from the sources indicated on the tables. The methods used include estimates and, while the Company feels that the estimates are reasonable, there can be no assurance that the estimates are accurate. There can also be no assurance that the historical information included on the table will be consistent with future trends.

New construction in the Company's markets is low relative to the existing multifamily housing stock and compared to other regions of the country. In 2009, Home Properties' markets represented 27.4% of the total estimated existing U.S. multifamily housing stock, but only 17.0% of the country's estimated new supply of multifamily housing units.

An analysis of multifamily supply compared to multifamily demand can indicate whether a particular market is tightening, softening or in equilibrium. The fourth to last column in the "Multifamily Supply and Demand" table on Page 9 reflects current estimated net new multifamily supply as a percentage of new multifamily demand for the Company's markets and the United States. In our 2007 report, this percentage was more favorable for the Company at 57% compared to 111% for the country. This suggested that in the Company's markets, new supply was meeting only 57% of the estimated new demand, versus the country where new supply was in excess of estimated new demand. In

2009, job losses have reduced household formations, resulting in both the Company's markets and the country experiencing reduced demand. Fortunately, new supply has also gone down during 2009, but at a much smaller pace than reduced demand. The comparison of this metric is still favorable for the Company's markets relative to the country, with reduced supply equal to 15.4% of reduced demand for the Company versus reduced supply of only 4.0% of reduced demand for the entire United States.

MSA Market Area	Market Demographics							
	% of Owned Units	2009 Number of Households	Growth Trailing 12 Months % Change	December Job	Growth Trailing 12 Months Actual	December Unemployment Rate	2009 Median Home Value	2009 Multifamily Units as a % of Total Housing Stock (4)
Northern VA/DC	26.1 %	2,024,798	(0.5 %)	(15,700)	6.2 %	\$ 365,988	31.0 %	667,471
Baltimore, MD	21.8 %	1,029,371	(1.8 %)	(24,200)	7.6 %	275,345	22.2 %	246,226
Suburban New York City (1)	19.5 %	6,823,897	(1.7 %)	(150,400)	9.2 %	411,078	45.0 %	3,310,802
Eastern PA (2)	15.6 %	2,536,067	(2.5 %)	(80,000)	9.1 %	210,785	19.2 %	523,761
Boston, MA	6.7 %	1,727,074	(1.4 %)	(34,800)	8.2 %	349,713	33.2 %	603,869
Chicago, IL	6.3 %	3,452,213	(4.1 %)	(182,300)	10.6 %	239,850	32.4 %	1,205,855
Southeast Florida (3)	2.3 %	2,063,242	(2.3 %)	(53,000)	10.9 %	256,618	42.2 %	1,010,398
Portland, ME	1.7 %	211,560	(2.7 %)	(5,300)	6.7 %	223,334	17.0 %	43,237
Home Properties Markets	100.0 %	19,868,222	(2.1 %)	(545,700)	8.1 %	\$ 316,677	35.3 %	7,611,619
United States		115,306,103	(3.6 %)	(4,823,000)	9.7 %	\$ 172,352	21.6 %	27,781,347

(1) Suburban New York City is defined for this report as New York-Northern New Jersey-Long Island, NY-NJ-PA MSA.

(2) Eastern Pennsylvania is defined for this report as Philadelphia-Camden-Wilmington, PA-NJ-DE-MD MSA & Allentown-Bethlehem-Easton PA-NJ MSA.

(3) Southeast Florida is defined for this report as Miami-Fort Lauderdale-Miami Beach, FL MSA.

(4) Based on Claritas 2009 estimates calculated from the 2000 U.S. Census figures.

(5) 2009 Multifamily Housing Stock is from Claritas estimates based on the 2000 U.S. Census.

Sources: Bureau of Labor Statistics (BLS); Claritas, Inc.; US Census Bureau - Manufacturing & Construction Div. Data collected is data available as of February 5, 2010 and in some cases may be preliminary.

BLS is the principal fact-finding agency for the Federal Government in the broad field of labor economics and statistics.

Claritas, Inc. is a leading provider of precision marketing solutions and related products/services.

U.S. Census Bureau's parent federal agency is the U.S. Dept. of Commerce, which promotes American business and trade.

Multifamily Supply and Demand

MSA Market Area	Estimated 2009		Estimated 2009		Estimated 2009 New	Estimated Net New Multifamily Supply as a % of New Multifamily Demand		Estimated Net New Multifamily Supply as a % of Multifamily Stock		Expected Excess Demand (10)	Expected Excess Revenue Growth (11)
	(6)	(7)	(8)	(9)	(9)	(%)	(%)	(%)			
Northern VA/DC	2,708	3,337	(629)	(3,246)	19.4 %	(0.1 %)	(2,617)	(0.4 %)			
Baltimore, MD	1,814	1,231	583	(3,583)	(16.3 %)	0.2 %	(4,166)	(1.7 %)			
Suburban New York City (1)	8,029	16,554	(8,525)	(45,143)	18.9 %	(0.3 %)	(36,618)	(1.1 %)			
Eastern PA (2)	1,913	2,619	(706)	(10,245)	6.9 %	(0.1 %)	(9,539)	(1.8 %)			
Boston, MA	1,950	3,019	(1,069)	(7,706)	13.9 %	(0.2 %)	(6,637)	(1.1 %)			
Chicago, IL	1,379	6,029	(4,650)	(39,396)	11.8 %	(0.4 %)	(34,746)	(2.9 %)			
Southeast Florida (3)	1,074	5,052	(3,978)	(14,918)	26.7 %	(0.4 %)	(10,940)	(1.1 %)			
Portland, ME	10	216	(206)	(601)	34.3 %	(0.5 %)	(395)	(0.9 %)			
Home Properties Markets	18,877	38,057	(19,180)	(124,838)	15.4 %	(0.3 %)	(105,658)	(1.4 %)			
United States	111,359	138,907	(27,548)	(694,859)	4.0 %	(0.1 %)	(667,311)	(2.4 %)			

(1)-(5) see footnotes prior page

(6) Estimated 2009 New Supply of Multifamily = Multifamily permits (2009 figures U.S. Census Bureau, Mfg. & Constr. Div., 5+ permits only) adjusted by the average % of permits resulting in a construction start (estimated at 95%).

(7) Estimated 2009 Multifamily Obsolescence = 0.5% of Estimated 2009 Multifamily Housing Stock.

(8) Estimated 2009 Net New Multifamily Supply = Estimated 2009 New Supply of Multifamily - Estimated 2009 Multifamily Obsolescence.

(9) Estimated 2009 New Multifamily Household Demand = Trailing 12 month job growth (Nonfarm, not seasonally adjusted payroll employment figures) (12/31/2008-12/31/2009) multiplied by the expected % of new household formations resulting from new jobs (66.7%) and the % of multifamily households in each market (based on Claritas estimates).

(10) Expected Excess Demand = Estimated 2009 New Multifamily Household Demand - Estimated 2009 Net New Multifamily Supply.

(11) Expected Excess Revenue Growth = Expected Excess Demand divided by 2009 Multifamily Housing Stock. This percentage is expected to reflect the relative impact that changes in the supply and demand for multifamily housing units will have on occupancy rates and/or rental rates in each market, beyond the impact caused by broader economic factors, such as inflation and interest rates.

Environmental Matters

As a current or prior owner, operator and developer of real estate, the Company is subject to various federal, state and local environmental laws, regulations and ordinances and also could be liable to third parties as a result of environmental contamination or noncompliance at its properties. See the discussion under the caption, "We may incur costs due to environmental contamination or non-compliance" in Item 1A, Risk Factors, for information concerning the potential effect of environmental regulations on the Company's operations.

Available Information

The Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other reports required by Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are electronically filed with the Securities and Exchange Commission ("SEC"). The public may read and copy any materials the Company files with the SEC at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549-2521. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. The SEC maintains a Web site at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, which are available without charge.

Company Web Site

The Company maintains an Internet Web site at www.homeproperties.com. The Company provides free-of-charge access to its reports filed with the SEC, and any amendments thereto, through this Web site. These reports are available as soon as reasonably practicable after the reports are filed electronically with the SEC and are found under "Investors/SEC Filings." In addition, paper copies of annual and periodic reports filed with the SEC may be obtained at no charge by contacting the Corporate Secretary, Home Properties, Inc., 850 Clinton Square, Rochester, New York 14604.

Current copies of the Company's Code of Business Conduct and Ethics, Code of Ethics for Senior Financial Officers, Corporate Governance Guidelines and Charters for the Audit, Compensation, Corporate Governance/Nominating and Real Estate Investment Committees of the Board of Directors are also available on the Company's Web site under the heading "Investors/Corporate Overview/Governance Documents Highlights." Copies of these documents are also available at no charge upon request addressed to the Corporate Secretary at Home Properties, Inc., 850 Clinton Square, Rochester, New York 14604.

The reference to our Web site does not incorporate by reference the information contained in the Web site and such information should not be considered a part of this report.

Item 1A. Risk Factors

As used in this section, references to "we" or "us" or "our" refer to the Company, the Operating Partnership, and HPRS, taken as a whole.

Our business is subject to uncertainties and risks. Please carefully consider the risk factors described below, which apply to Home Properties, the Operating Partnership, and HPRS, in addition to other risks and factors set forth elsewhere in this Form 10-K. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business or prospects. The risk factors we describe contain or refer to certain forward-looking statements. You should review the explanation of the limitations of forward-looking statements contained in the section entitled "Forward-Looking Statements" on Page 51 of this Form 10-K.

Real Estate Investment Risks

We are subject to risks that are part of owning residential real estate.

Real property investments are subject to varying degrees of risk. If our communities do not generate revenues sufficient to meet operating expenses, debt service and capital expenditures, our cash flow and ability to make distributions to our stockholders will be adversely affected. A multifamily apartment community's revenues and value may be adversely affected by general economic conditions (including unemployment); local economic

conditions; local real estate considerations (such as oversupply of or reduced demand for apartments); the perception by prospective residents of the safety, convenience and attractiveness of the communities or neighborhoods in which they are located and the quality of local schools and other amenities; and increased operating costs (including real estate taxes and utilities). Certain significant fixed expenses are generally not reduced when circumstances cause a reduction in income from the investment.

We depend on rental income for cash flow to pay expenses and make distributions.

We are dependent on rental income from our multifamily properties to pay operating expenses, debt service and capital expenditures, and in order to generate cash to enable us to make distributions to our stockholders. If we are unable to attract and retain residents or if our residents are unable, due to an adverse change in the economic condition of the region or otherwise, to pay their rental obligations, our ability to make expected distributions will be adversely affected. In addition, the weather and other factors outside of our control can result in an increase in the operating expenses for which we are responsible.

The current economic crisis might negatively impact our occupancy rates, our residents' ability to pay rent and our ability to raise rents.

In 2008, 2009 and continuing into 2010, problems in the financial system have caused consumer confidence to plunge and unemployment to soar. Increasing job losses typically slow household formations, which could affect occupancy. In addition, continued job losses and weak economic conditions might negatively impact our current residents' ability to pay rent and would likely continue to impact our ability to raise rents.

Attractive acquisitions may not be available and acquisitions we may be able to make may fail to meet expectations.

In 2010, we plan to selectively acquire apartment communities that meet our investment criteria. We expect that other real estate investors, including insurance companies, pension funds, other REITs and other well-capitalized investors will compete with us to acquire existing properties and to develop new properties. This competition could increase prices for properties of the type we would likely pursue and adversely affect our growth and profitability. If we are able to make acquisitions, there are risks that those acquisitions will fail to meet our expectations. Our estimates of future income, expenses and the costs of improvements or redevelopment that are necessary to allow us to operate an acquired property as originally intended may prove to be inaccurate.

Real estate investments are relatively illiquid, and we may not be able to respond to changing conditions quickly.

Real estate investments are relatively illiquid and, therefore, we have limited ability to adjust our portfolio quickly in response to changes in economic or other conditions. In addition, the prohibition in the Internal Revenue Code (the "Code") on REITs holding property for sale and related regulations may affect our ability to sell properties without adversely affecting distributions to stockholders. A significant number of our properties were acquired using UPREIT Units and are subject to certain agreements which may restrict our ability to sell such properties in transactions that would create current taxable income to the former owners.

Current economic conditions may make it difficult for us to sell apartment communities on favorable terms.

We periodically sell apartment communities that no longer meet our strategic objectives. The uncertainty in the credit markets and the economy in general could negatively impact our ability to make dispositions or may adversely affect the price we receive since buyers may experience increased borrowing costs or an inability to obtain financing.

Competition could limit our ability to lease apartments or increase or maintain rents.

Our apartment communities compete with other housing alternatives to attract residents, including other rental apartments, condominiums and single-family homes that are available for rent, as well as new and existing condominiums and single-family homes for sale. Competitive residential housing in a particular area could adversely affect our ability to lease apartment units and to increase or maintain rental rates.

Repositioning and development risks could affect our profitability.

A key component of our strategy is to acquire properties and to reposition them for long-term growth. In addition, we have developed and are in the process of developing new apartment units. We plan to continue to selectively expand our development activities. Development projects generally require various governmental and other approvals, which have no assurance of being received. Our repositioning and development activities generally entail certain risks, including the following:

- funds may be expended and management's time devoted to projects that may not be completed due to a variety of factors, including without limitation, the inability to obtain necessary zoning or other approvals;
- construction costs of a project may exceed original estimates, possibly making the project economically unfeasible or the economic return on a repositioned property less than anticipated;
- projects may be delayed due to delays in obtaining necessary zoning and other approvals, adverse weather conditions, labor shortages, or other unforeseen complications;
- occupancy rates and rents at a completed development project or at a repositioned property may be less than anticipated; and
 - the operating expenses at a completed development may be higher than anticipated.

These risks may reduce the funds available for distribution to our stockholders. Further, the repositioning and development of properties is also subject to the general risks associated with real estate investments.

Short-term leases expose us to the effects of declining market conditions.

Virtually all of the leases for our properties are short-term leases (generally, one year or less). Typically, our residents can leave after the end of a one-year lease term. As a result, our rental revenues are impacted by declines in market conditions more quickly than if our leases were for longer terms.

A significant uninsured property or liability loss could adversely affect us in a material way.

The Company carries comprehensive liability, fire, extended and rental loss insurance for each of our properties. There are however certain types of extraordinary losses, such as losses for terrorism and natural catastrophes, for which the Company may not have insurance coverage. If an uninsured loss occurred, we could lose our investment in, and cash flow from, the affected property, and could be required to repay any indebtedness secured by that property and related taxes and other charges.

Insurance costs and policy deductibles expose us to unpredictable expenses which may be material.

The Company's general liability, property and workers' compensation policies provide for deductibles and self-insured retention amounts. These deductibles and self-insured retention amounts expose the Company to potential uninsured losses. Management believes that this exposure is justified by savings in insurance premium amounts and, in some cases, was necessary in order for the Company to secure coverage. Depending on the level of claims experienced, insurance coverage may become difficult to obtain at the current premium and expense levels.

Changes in applicable laws, or noncompliance with applicable laws, could adversely affect our operations or expose us to liability.

We must operate our properties in compliance with numerous federal, state and local laws and regulations, including landlord tenant laws and other laws generally applicable to business operations. Noncompliance with laws could expose us to liability.

Compliance with changes in: (i) laws increasing the potential liability for environmental conditions existing on properties or the restrictions on discharges or other conditions; (ii) rent control or rent stabilization laws; or (iii) other governmental rules and regulations or enforcement policies affecting the use and operation of our communities, including changes to building codes and fire and life-safety codes, may result in lower revenue growth or significant unanticipated expenditures.

We may incur costs and increased expenses to repair property damage resulting from inclement weather.

In every market except Florida, we are exposed to risks associated with inclement winter weather, including increased costs for the removal of snow and ice. In addition, in Southeast Florida, we have exposure to severe storms which could also increase the need for maintenance and repair of our communities in that region.

We may incur costs due to environmental contamination or non-compliance.

Under various federal, state and local environmental laws, regulations and ordinances, we may be required, regardless of knowledge or responsibility, to investigate and remediate the effects of hazardous or toxic substances at our properties and may be held liable under these laws or common law to a governmental entity or to third parties for property, personal injury or natural resources damages and for investigation and remediation costs incurred as a result of the contamination. These damages and costs may be substantial. The presence of such substances, or the failure to properly remediate the contamination, may adversely affect our ability to borrow against, sell or rent the affected property.

The development, construction and operation of our communities are subject to regulations and permitting under various federal, state and local laws, regulations and ordinances, which regulate matters including wetlands protection, storm water runoff and wastewater discharge. Noncompliance with such laws and regulations may subject us to fines and penalties. We do not currently anticipate that we will incur any material liabilities as a result of noncompliance with these laws.

Certain federal, state and local laws, regulations and ordinances govern the removal, encapsulation or disturbance of asbestos containing materials ("ACMs") when such materials are in poor condition or in the event of renovation or demolition of a building. These laws and the common law may impose liability for release of ACMs and may allow third parties to seek recovery from owners or operators of real properties for personal injury associated with exposure to ACMs. ACMs are present at several of our communities. We implement an operations and maintenance program at each of the communities at which ACMs are detected. We do not currently anticipate that we will incur any material liabilities as a result of the presence of ACMs at our communities.

We are aware that some of our communities have or may have lead paint and have implemented an operations and maintenance program at each of those communities to contain, remove or test for lead paint to limit the exposure of our residents. We do not currently anticipate that we will incur any material liabilities as a result of the presence of lead paint at our communities.

All of the Owned Properties and all of the communities that we are currently developing have been subjected to at least a Phase I or similar environmental assessment, which generally does not involve invasive techniques such as soil or ground water sampling. These assessments, together with subsurface assessments conducted on some of our properties, have not revealed, and we are not otherwise aware of, any environmental conditions that we believe would have a material adverse effect on our business, assets, financial condition or results of operation. There is no assurance that Phase I assessments would reveal all environmental liabilities or that environmental conditions not known to the Company may exist now or in the future which would result in liability to the Company for remediation or fines, either under existing laws and regulations or future changes to such requirements.

Mold growth may occur when excessive moisture accumulates in buildings or on building materials, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Although the occurrence of mold at multifamily and other structures, and the need to remediate such mold, is not a new phenomenon, there has been increased awareness in recent years that certain molds may in some instances lead to adverse health effects, including allergic or other reactions. There have been only limited cases of mold identified to us. We do not currently anticipate that we will incur any material liabilities relating to mold.

Additionally, we occasionally have been involved in managing, leasing and operating various properties for third parties. Consequently, we may be considered to have been an operator of such properties and, therefore, potentially liable for removal or remediation costs or other potential costs which could relate to hazardous or toxic substances. We are not aware of any material environmental liabilities with respect to properties managed by us for such third parties.

We may incur increased energy and other costs resulting from the climate change regulations.

The current concerns about climate change have resulted in various treaties, laws and regulations which are intended to limit carbon emissions. The Company believes these laws being enacted or proposed may cause energy and waste removal costs at our properties to increase, but we do not expect the direct impact of these increases to be material to our results of operations. Increased costs relating to energy either would be the responsibility of our residents directly or in large part may be passed through by us to our residents through the utility recovery programs. We may be able to pass increased waste removal costs on to our residents in the form of increased rental rates. If this is not possible in the current economic environment, it is still not expected that these additional costs would affect the Company's financial performance in any material way.

Financing and compliance requirements could limit our income and the ability to raise rents.

As a requirement relating to some of our financing, or, in some instances, relating to zoning or other municipal approvals, we have committed to make some of the apartments in a community available to households whose income does not exceed certain thresholds and/or to limit rent increases. As of December 31, 2009, approximately 10% of our apartment units were under some form of such limitations. These commitments typically expire after a period of time, and may limit our ability to raise rents aggressively and, in consequence, can also limit increases in the value of the communities subject to these restrictions.

Real Estate Financing Risks

The current instability in the credit markets could adversely affect our ability to obtain financing or re-financing at favorable rates.

As of December 31, 2009, we had approximately \$2.11 billion of mortgage debt, a significant portion of which is subject to balloon payments. We do not expect to have cash flows from operations to make all of these balloon payments. The mortgage debt matures as follows:

2010	\$ 146 million
2011	299 million
2012	127 million
2013	205 million
2014	96 million
Thereafter	1,240 million

In addition, in 2006, the Company issued \$200 million of exchangeable notes with a coupon rate of 4.125%. The outstanding principal balance of the notes is \$140 million. Holders of the notes may require the Company to repurchase the notes on November 1, 2011. Based on the fact that the current stock price for the Company's Common Stock is well below the exchange rate on the notes, we anticipate that the holders will exercise their repurchase rights.

Our ability to refinance these obligations and to obtain new financing could be negatively impacted by the instability and tightening in the credit and capital markets which has led to an increase in spreads and pricing of secured and

unsecured debt. Our established relationship with our lenders, including Fannie Mae and Freddie Mac, have provided some insulation to us from the turmoil being experienced by many other real estate companies. The Company has benefited from borrowing from Fannie Mae and Freddie Mac, but there are no assurances that these entities will remain in existence and will lend to the Company in the future. The Company has experienced more restrictive loan to value and debt service coverage ratio limits and an expansion in credit spreads. Continued turmoil in the capital markets could negatively impact the Company's ability to make acquisitions, develop communities, obtain new financing, and refinance existing borrowing at competitive rates. If we cannot refinance or extend the maturity of some of our current debt, the properties that are mortgaged could be foreclosed upon. This could adversely affect our cash flow and, consequently, the amount available for distribution to our stockholders. In order to finance the repurchase of the exchangeable notes, we might be forced to sell some of the properties at otherwise unacceptable prices or to issue equity at prices that would dilute the interests of our current stockholders.

The Company in part relies on its line of credit to meet its short-term liquidity requirements.

As of December 31, 2009, the Company had an unsecured line of credit agreement with M&T Bank, as administrative agent and lead bank, of \$175 million which expires August 31, 2011, with an optional one-year extension. The credit facility succeeds the \$140 million credit facility that matured on September 1, 2009. The Company had \$53.5 million outstanding under the credit facility on December 31, 2009.

The credit agreement relating to the line of credit requires the Company to maintain certain financial covenants, ratios and measurements. A default in these requirements, if uncured, could result in a termination of the line of credit and a requirement that we repay outstanding amounts, which could adversely affect our liquidity and increase our financing costs.

Rising interest rates could adversely affect operations and cash flow.

As of December 31, 2009, approximately 89% of our debt was at fixed rates. This limits our exposure to changes in interest rates. Prolonged interest rate increases, however, could negatively affect our ability to make acquisitions, to dispose of properties at favorable prices, to develop properties and to refinance existing borrowings at acceptable rates.

There is no legal limit on the amount of debt we can incur.

The Board of Directors has adopted a policy of limiting our indebtedness to approximately 55% of our total market capitalization (with the equity component of total market capitalization based on the per share NAV presented to our Board of Directors at its most recent Board meeting), but our organizational documents do not contain any limitation on the amount or percentage of indebtedness we may incur. Accordingly, the Board of Directors could alter or eliminate its current policy on borrowing. If this policy were changed, we could become more highly leveraged, resulting in an increase in debt service that could adversely affect our ability to make expected distributions to stockholders and increase the risk of default on our indebtedness. Our NAV fluctuates based on a number of factors. Our line of credit agreement limits the amount of indebtedness we may incur.

Federal Income Tax Risks

There is no assurance that we will continue to qualify as a REIT.

We believe that we have been organized and have operated in such manner so as to qualify as a REIT under the Internal Revenue Service Code, commencing with our taxable year ended December 31, 1994. A REIT generally is not taxed at the corporate level on income it currently distributes to its shareholders as long as it distributes currently at least 90% of its taxable income (excluding net capital gains). No assurance can be provided, however, that we have qualified or will continue to qualify as a REIT or that new legislation, Treasury Regulations, administrative

interpretations or court decisions will not significantly change the tax laws with respect to our qualification as a REIT or the federal income tax consequences of such qualification.

We are required to make certain distributions to qualify as a REIT, and there is no assurance that we will have the funds necessary to make the distributions.

In order to continue to qualify as a REIT, we currently are required each year to distribute to our stockholders at least 90% of our taxable income (excluding net capital gains). In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which certain distributions made by us with respect to the calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income for that year, and any undistributed taxable income from prior periods. We intend to make distributions to our stockholders to comply with the 90% distribution requirement and to avoid the nondeductible excise tax and will rely for this purpose on distributions from the Operating Partnership. However, differences in timing between taxable income and cash available for distribution could require us to borrow funds or to issue additional equity to enable us to meet the 90% distribution requirement (and, therefore, to maintain our REIT qualification) and to avoid the nondeductible excise tax. The Operating Partnership is required to pay (or reimburse us, as its general partner, for) certain taxes and other liabilities and expenses that we incur, including any taxes that we must pay in the event we were to fail to qualify as a REIT. In addition, because we are unable to retain earnings (resulting from REIT distribution requirements), we will generally be required to refinance debt that matures with additional debt or equity. There can be no assurance that any of these sources of funds, if available at all, would be available to meet our distribution and tax obligations.

Our failure to qualify as a REIT would have adverse consequences.

If we fail to qualify as a REIT, we will be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. In addition, unless entitled to relief under certain statutory provisions, we will be disqualified from treatment as a REIT for the four taxable years following the year during which REIT qualification is lost. The additional tax burden on us would significantly reduce the cash available for distribution by us to our stockholders. Our failure to qualify as a REIT could reduce materially the value of our common stock and would cause all our distributions to be taxable as ordinary income to the extent of our current and accumulated earnings and profits (although, subject to certain limitations under the Code, corporate distributees may be eligible for the dividends received deduction with respect to these distributions).

The Operating Partnership intends to qualify as a partnership but there is no guaranty that it will qualify.

We believe that the Operating Partnership qualifies as a partnership for federal income tax purposes. No assurance can be provided, however, that the Internal Revenue Service (the "IRS") will not challenge its status as a partnership for federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were to be successful in treating the Operating Partnership as an entity that is taxable as a corporation, we would cease to qualify as a REIT because the value of our ownership interest in the Operating Partnership would exceed 5% of our assets and because we would be considered to hold more than 10% of the voting securities of another corporation. Also, the imposition of a corporate tax on the Operating Partnership would reduce significantly the amount of cash available for distribution to its limited partners. Finally, the classification of the Operating Partnership as a corporation would cause its limited partners to recognize gain (upon the event that causes the Operating Partnership to be classified as a corporation) at least equal to their "negative capital accounts" (and possibly more, depending upon the circumstances).

Other Risks

The ability of our stockholders to effect a change of control is limited by certain provisions of our Articles of Incorporation as well as by Maryland law and our Executive Retention Plan.

Our Articles of Amendment and Restatement of the Articles of Incorporation, as amended (the "Articles of Incorporation"), authorize the Board of Directors to issue up to a total of 80 million shares of common stock, 10 million shares of excess stock and 10 million shares of preferred stock and to establish the rights and preferences of any shares issued. Further, under the Articles of Incorporation, the stockholders do not have cumulative voting rights.

In order for us to maintain our qualification as a REIT, not more than 50% in value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of its taxable year. We have limited ownership of the issued and outstanding shares of common stock by any single stockholder to 8.0% of the aggregate value of our outstanding shares.

The percentage ownership limit described above, the issuance of preferred stock in the future and the absence of cumulative voting rights could have the effect of: (i) delaying or preventing a change of control of us even if a change in control were in the stockholders' interest; (ii) deterring tender offers for our common stock that may be beneficial to the stockholders; or (iii) limiting the opportunity for stockholders to receive a premium for their common stock that might otherwise exist if an investor attempted to assemble a block of our common stock in excess of the percentage ownership limit or otherwise to effect a change of control of us.

As a Maryland corporation, we are subject to the provisions of the Maryland General Corporation Law. Maryland law imposes restrictions on some business combinations and requires compliance with statutory procedures before some mergers and acquisitions may occur, which may delay or prevent offers to acquire us or increase the difficulty of completing any offers, even if they are in our stockholders' best interests. In addition, other provisions of the Maryland General Corporation Law permit the Board of Directors to make elections and to take actions without stockholder approval (such as classifying our Board such that the entire Board is not up for re-election annually) that, if made or taken, could have the effect of discouraging or delaying a change in control.

Also, to assure that our management has appropriate incentives to focus on our business and properties in the face of a change of control situation, we have adopted an executive retention plan which provides some key employees with salary, bonus and some benefits continuation in the event of a change of control.

Potential conflicts of interest could affect some directors' decisions.

Unlike persons acquiring common stock, certain of our directors, who constitute less than a majority of the Board of Directors, own a significant portion of their interest in us through UPREIT Units. As a result of their status as holders of UPREIT Units, those directors and other limited partners may have interests that conflict with stockholders with respect to business decisions affecting us and the Operating Partnership. In particular, those directors may suffer different or more adverse tax consequences than us upon the sale or refinancing of some of the properties as a result of unrealized gain attributable to those properties. Thus, those directors and the stockholders may have different objectives regarding the appropriate pricing and timing of any sale or refinancing of properties. In addition, those directors, as limited partners of the Operating Partnership, have the right to approve certain fundamental transactions such as the sale of all or substantially all of the assets of the Operating Partnership, merger or consolidation or dissolution of the Operating Partnership and certain amendments to the Operating Partnership Agreement.

The future sale of shares under our At-The-Market offering and other programs may negatively impact our stock price.

In December 2009, the Company filed a Prospectus Supplement pursuant to a previously filed registration statement. Pursuant to the Prospectus Supplement, the Company may sell up to 3.7 million common shares from time to time in "at the market offerings" or negotiated transactions (not to exceed \$150 million of gross proceeds). Prior to December 31, 2009, the Company issued 871,600 common shares under this offering. Sales of substantial amounts of shares of common stock in the public market or the perception that such sales might occur could adversely affect the market price of the common stock.

As of December 31, 2009, the Operating Partnership has issued and outstanding approximately 11.7 million UPREIT Units held by persons other than us or the QRS. The UPREIT Units may be exchanged on a one-for-one basis for shares of Common Stock under certain circumstances. In addition, Home Properties has granted options to purchase shares of stock to certain directors, officers and employees of Home Properties, of which, as of December 31, 2009, 3.2 million options remained outstanding and unexercised.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2009, the Owned Properties consisted of 105 multifamily residential communities containing 35,797 apartment units. In 2009, the Company sold five communities with a total of 1,333 units in three transactions for total consideration of \$108.3 million.

The Owned Properties are generally located in established markets in suburban neighborhoods and are well maintained and well leased. Average physical occupancy at the Owned Properties was 94.8% for 2009. Occupancy is defined as total possible rental income, net of vacancy; as a percentage of total possible rental income. Total possible rental income is determined by valuing occupied units at contract rates and vacant units at market rents. The Owned Properties are typically two- and three-story garden style apartment buildings in landscaped settings and a majority are of brick or other masonry construction. The Company believes that its strategic focus on appealing to middle income residents and the quality of the services it provides to such residents results in lower resident turnover. Average turnover at the Owned Properties was approximately 40% for 2009, which is significantly below the national average of approximately 52% for garden style apartments.

Resident leases are generally for a one year term. Security deposits equal to one month's rent or less are generally required.

Certain of the Owned Properties collateralize mortgage loans. See Schedule III contained herein (Pages 84 to 86).

The table on the following pages illustrates certain of the important characteristics of the Owned Properties as of December 31, 2009.

Communities Wholly Owned and Managed by Home Properties

Regional Area		# Of Apts	Age In Years	Year Acq/De Ft	Average Apt Size (Sq Ft)	(2)	(3)	(3)	Avg Mo Rent Rate per Apt	Avg Mo Rent Rate per Apt	12/31/2009 Total Cost (000)
						2009	2009	2008			
	Core Communities (1)										
FL-Southeast	The Hamptons	668	20	2004	1,052	50 %	94 %	95 %	\$1,007	\$1,035	\$69,078
FL-Southeast	Vinings at Hampton Village	168	20	2004	1,207	46 %	96 %	94 %	1,115	1,143	17,727
IL-Chicago	Blackhawk Apartments	371	48	2000	793	46 %	96 %	96 %	872	889	24,838
IL-Chicago	Courtyards Village	224	38	2001	674	48 %	97 %	97 %	826	828	17,671
IL-Chicago	Cypress Place	192	39	2000	852	43 %	97 %	97 %	938	951	15,029
IL-Chicago	The Colony	783	36	1999	704	43 %	96 %	97 %	882	896	56,801
IL-Chicago	The New Colonies	672	35	1998	657	56 %	96 %	96 %	726	723	36,348
MA-Boston	Gardencrest Apartments	696	61	2002	847	35 %	95 %	96 %	1,507	1,478	113,634
MA-Boston	Highland House	172	40	2006	733	31 %	96 %	97 %	1,145	1,140	19,832
MA-Boston	Liberty Place	107	21	2006	994	42 %	97 %	95 %	1,408	1,398	17,359
MA-Boston	Stone Ends Apartments	280	30	2003	815	39 %	97 %	95 %	1,223	1,231	39,211
MA-Boston	The Heights at Marlborough	348	36	2006	876	45 %	95 %	96 %	1,166	1,156	54,332
MA-Boston	The Meadows at Marlborough	264	37	2006	855	48 %	96 %	97 %	1,131	1,142	37,802
MA-Boston	The Townhomes of Beverly	204	39	2007	1,103	40 %	96 %	94 %	1,437	1,444	39,785
MA-Boston	The Village at Marshfield	276	37	2004	735	45 %	96 %	94 %	1,131	1,164	35,682
MA-Boston	Westwoods	35	19	2007	904	57 %	93 %	97 %	1,242	1,245	4,344
MD-Baltimore	Bonnie Ridge Apartments	960	43	1999	998	42 %	92 %	93 %	1,079	1,063	85,091
MD-Baltimore	Canterbury Apartments	618	31	1999	934	37 %	94 %	94 %	943	934	40,371

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MD-Baltimore	Country Village Apartments	344	38	1998	776	51	%	96	%	95	%	903	894	24,730
MD-Baltimore	Dunfield Townhouses	312	22	2007	916	43	%	96	%	94	%	1,086	1,057	35,311
MD-Baltimore	Falcon Crest Townhomes	396	40	1999	993	37	%	93	%	93	%	974	973	24,510
MD-Baltimore	Fox Hall Apartments	720	33	2007	946	45	%	92	%	93	%	821	840	69,744
MD-Baltimore	Gateway Village Apartments	132	20	1999	963	38	%	96	%	96	%	1,277	1,272	11,157
MD-Baltimore	Heritage Woods	164	36	2006	965	47	%	97	%	96	%	1,028	1,021	17,202
MD-Baltimore	Mill Towne Village	384	36	2001	812	38	%	94	%	94	%	868	862	31,347
MD-Baltimore	Morningside Heights Apartments	1,050	44	1998	864	40	%	93	%	93	%	868	875	67,626
MD-Baltimore	Owings Run Apartments	504	14	1999	1,136	51	%	95	%	96	%	1,184	1,180	47,432
MD-Baltimore	Ridgeview at Wakefield Valley	204	21	2005	916	48	%	95	%	95	%	1,161	1,155	23,949
MD-Baltimore	Selford Townhomes	102	22	1999	987	51	%	92	%	92	%	1,291	1,300	8,669
MD-Baltimore	The Coves at Chesapeake	469	27	2006	986	45	%	93	%	91	%	1,186	1,200	72,981
MD-Baltimore	Timbercroft Townhomes	284	37	1999	998	15	%	99	%	99	%	884	851	14,868
MD-Baltimore	Top Field Village	156	36	2006	1,149	29	%	96	%	96	%	1,181	1,158	21,217
MD-Baltimore	Square (MD) Woodholme Manor	370	41	1999	948	45	%	94	%	95	%	1,132	1,151	26,436
MD-Baltimore	Liberty Apartments	177	40	2001	817	20	%	96	%	94	%	858	847	11,277
ME-Portland	Commons	120	3	2006	1,064	48	%	97	%	97	%	1,187	1,178	14,772

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Regional Area		# Of Apts	Age		Average Apt Size (Sq Ft)	(2) 2009		(3) 2009		(3) 2008		2009	2008	12/31/2009 Total Cost (000)
			In	Year		Resident	%	Average	%	Average	%	Avg Mo Rent Rate per Apt	Avg Mo Rent Rate per Apt	
ME-Portland	Redbank Village Apartments	500	65	1998	735	43	%	96	%	95	%	861	849	28,385
NJ-Northern	Barrington Gardens	148	36	2005	922	43	%	96	%	96	%	1,115	1,068	12,890
NJ-Northern	Chatham Hill Apartments	308	42	2004	944	33	%	94	%	95	%	1,708	1,722	62,245
NJ-Northern	East Hill Gardens	33	51	1998	654	24	%	94	%	95	%	1,481	1,500	3,314
NJ-Northern	Hackensack Gardens	198	61	2005	636	26	%	92	%	94	%	1,058	1,014	18,509
NJ-Northern	Jacob Ford Village	270	61	2007	842	23	%	96	%	95	%	1,139	1,094	31,794
NJ-Northern	Lakeview Apartments	106	60	1998	492	28	%	94	%	96	%	1,354	1,345	9,320
NJ-Northern	Northwood Apartments	134	44	2004	937	29	%	97	%	95	%	1,309	1,311	19,027
NJ-Northern	Oak Manor Apartments	77	53	1998	918	30	%	95	%	96	%	1,763	1,780	8,377
NJ-Northern	Pleasant View Gardens	1,142	41	1998	746	45	%	94	%	94	%	1,132	1,156	84,229
NJ-Northern	Pleasure Bay Apartments	270	38	1998	685	41	%	94	%	93	%	1,038	1,077	17,216
NJ-Northern	Royal Gardens Apartments	550	41	1997	874	30	%	96	%	96	%	1,217	1,229	37,477
NJ-Northern	Wayne Village	275	44	1998	760	33	%	96	%	96	%	1,385	1,383	24,408
NJ-Northern	Windsor Realty Company	67	56	1998	628	54	%	93	%	96	%	1,182	1,194	6,230
NY-Long Island	Bayview & Colonial	160	42	2000	884	31	%	95	%	95	%	1,215	1,190	15,641
NY-Long Island	Cambridge Village Associates	82	42	2002	747	33	%	98	%	98	%	1,667	1,643	8,494
NY-Long Island	Devonshire Hills	297	41	2001	803	36	%	96	%	97	%	1,679	1,697	58,371

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NY-Long Island	Hawthorne Court	434	41	2002	678	40	%	97	%	96	%	1,369	1,393	51,568
NY-Long Island	Heritage Square	80	60	2002	718	36	%	96	%	97	%	1,682	1,661	9,885
NY-Long Island	Holiday Square	144	30	2002	570	22	%	95	%	97	%	1,178	1,160	12,271
NY-Long Island	Lake Grove Apartments	368	39	1997	836	44	%	96	%	96	%	1,377	1,397	36,874
NY-Long Island	Mid-Island Apartments	232	44	1997	546	30	%	97	%	96	%	1,320	1,313	17,879
NY-Long Island	Sayville Commons	342	8	2005	1,106	18	%	96	%	95	%	1,538	1,509	65,966
NY-Long Island	South Bay Manor	61	49	2000	849	44	%	96	%	94	%	1,618	1,630	8,473
NY-Long Island	Southern Meadows	452	38	2001	845	39	%	96	%	95	%	1,367	1,358	53,510
NY-Long Island	Stratford Greens Associates	359	35	2002	725	38	%	96	%	96	%	1,428	1,446	58,949
NY-Long Island	Westwood Village Apartments	242	40	2002	829	36	%	96	%	97	%	2,321	2,316	43,231
NY-Long Island	Woodmont Village Apartments	96	41	2002	704	38	%	96	%	94	%	1,282	1,332	11,873
NY-Long Island	Yorkshire Village Apartments	40	40	2002	779	38	%	97	%	98	%	1,751	1,724	4,709
PA-Philadelphia	Castle Club Apartments	158	42	2000	878	40	%	95	%	94	%	951	947	15,578
PA-Philadelphia	Chesterfield Apartments	247	36	1997	812	38	%	96	%	95	%	905	923	17,879
PA-Philadelphia	Curren Terrace	318	38	1997	782	44	%	94	%	94	%	879	902	21,789
PA-Philadelphia	Glen Brook Apartments	174	46	1999	707	46	%	91	%	93	%	823	824	10,419
PA-Philadelphia	Glen Manor Apartments	174	33	1997	667	37	%	95	%	95	%	802	801	9,049
PA-Philadelphia	Golf Club Apartments	399	40	2000	857	47	%	94	%	95	%	1,068	1,061	40,329
PA-Philadelphia	Hill Brook Place Apartments	274	41	1999	699	40	%	96	%	96	%	854	872	18,816

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		In	Year Acq/De		Resident Turnover	% Occupancy	% Occupancy	Average Mo Rent Rate per Apt	Average Mo Rent Rate per Apt					
PA-Philadelphia	Home Properties of Bryn Mawr	316	58	2000	822	65	%	91	%	94	%	1,121	1,062	33,651
PA-Philadelphia	Home Properties of Devon	631	46	2000	917	46	%	93	%	93	%	1,093	1,112	70,634
PA-Philadelphia	New Orleans Park	442	38	1997	685	42	%	94	%	95	%	862	862	28,114
PA-Philadelphia	Racquet Club East Apartments	466	38	1998	911	37	%	95	%	96	%	1,028	1,033	37,031
PA-Philadelphia	Racquet Club South	103	40	1999	816	39	%	95	%	95	%	890	899	6,833
PA-Philadelphia	Ridley Brook Apartments	244	47	1999	925	40	%	95	%	95	%	917	907	14,570
PA-Philadelphia	Sherry Lake Apartments	298	44	1998	812	40	%	95	%	95	%	1,171	1,187	29,710
PA-Philadelphia	The Brooke at Peachtree Village	146	23	2005	1,261	30	%	97	%	96	%	1,108	1,106	19,137
PA-Philadelphia	The Landings Trexler Park Apartments	384	36	1996	912	47	%	96	%	96	%	981	993	30,953
PA-Philadelphia	William Henry Apartments	250	35	2000	921	52	%	93	%	94	%	1,048	1,059	24,670
PA-Philadelphia	Braddock Lee Apartments	363	38	2000	938	43	%	93	%	95	%	1,105	1,123	42,102
VA-Suburban DC	Cider Mill	255	54	1998	757	33	%	97	%	96	%	1,273	1,265	21,533
VA-Suburban DC	Cinnamon Run	864	31	2002	834	34	%	95	%	95	%	1,102	1,095	98,239
VA-Suburban DC	East Meadow Apartments	511	49	2005	1,006	30	%	95	%	96	%	1,194	1,176	74,899
VA-Suburban DC	Elmwood Terrace	150	38	2000	1,034	37	%	98	%	96	%	1,282	1,307	16,617
VA-Suburban DC	Falkland Chase Apartments	504	36	2000	946	46	%	93	%	94	%	917	912	32,879
VA-Suburban DC	Mount Vernon Square	450	72	2003	759	39	%	94	%	93	%	1,349	1,359	67,013
VA-Suburban DC	Orleans Village	1,387	35	2006	868	39	%	95	%	95	%	1,196	1,174	153,406
VA-Suburban DC		851	41	2000	1,015	38	%	95	%	96	%	1,321	1,303	94,256

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VA-Suburban DC	Park Shirlington Apartments	294	54	1998	858	31	%	96	%	96	%	1,290	1,264	24,678
VA-Suburban DC	Peppertree Farm	879	55	2005	1,051	33	%	93	%	94	%	1,174	1,148	111,144
VA-Suburban DC	Seminary Hill Apartments	296	49	1999	888	34	%	97	%	97	%	1,249	1,235	24,299
VA-Suburban DC	Seminary Towers Apartments	541	45	1999	879	38	%	95	%	95	%	1,295	1,284	46,642
VA-Suburban DC	Tamarron Apartments	132	22	1999	1,075	41	%	97	%	95	%	1,444	1,453	13,195
VA-Suburban DC	The Apartments at Wellington Trace	240	7	2004	1,106	49	%	97	%	92	%	1,269	1,279	31,496
VA-Suburban DC	The Manor Apartments (MD)	435	40	2001	1,004	33	%	96	%	92	%	1,211	1,183	49,223
VA-Suburban DC	The Manor Apartments (VA)	198	35	1999	845	38	%	96	%	96	%	1,029	1,040	12,786
VA-Suburban DC	The Sycamores	185	31	2002	876	42	%	97	%	96	%	1,341	1,356	24,491
VA-Suburban DC	Virginia Village West	344	42	2001	1,010	38	%	98	%	97	%	1,259	1,235	40,311
VA-Suburban DC	Springfield Terrace	244	31	2002	1,019	52	%	97	%	97	%	1,413	1,432	39,201
VA-Suburban DC	Woodleaf Apartments	228	24	2004	709	35	%	94	%	93	%	1,181	1,156	24,195
	Core Total/Weighted Avg	34,768	39		874	40	%	95	%	95	%	\$1,137	\$1,136	\$3,541,045

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			In	Year		Resident Turnover	%	Average Occupancy	%	Average Occupancy	%	Avg Mo Rent Rate per Apt	Avg Mo Rent Rate per Apt	
	2008 Acquisition Communities (4)													
MD-Baltimore	Saddle Brooke	468	36	2008	889	43	%	91	%	93	%	\$1,042	\$1,041	\$53,860
VA-Suburban	Westchester													
DC	West	345	37	2008	1,005	38	%	92	%	94	%	1,278	1,334	49,975
	2008 Construction Communities (5)													
PA-Philadelphia	Trexler Park West	216	1	2008	1,049	49	%	95	%	92	%	\$1,235	\$1,234	\$25,816
	2008 Total/Weighted Avg	1,029	25	2008	961	42	%	93	%	93	%	\$1,162	\$1,176	\$129,651