

BERKSHIRE INCOME REALTY INC  
Form 10-Q  
August 14, 2006  
United States

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2006

or

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

\_\_\_\_\_  
Commission File number 001-31659

**Berkshire Income Realty, Inc.**

Maryland

32-0024337

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

One Beacon Street, Boston, Massachusetts

02108

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

(617) 523-7722

\_\_\_\_\_  
(Registrant's telephone number, including area code)

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

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Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, 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

There were 1,406,196 shares of Class B common stock outstanding as of August 14, 2006.

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**BERKSHIRE INCOME REALTY, INC.**

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**Part I. FINANCIAL INFORMATION**

## Item 1. CONSOLIDATED FINANCIAL STATEMENTS

BERKSHIRE INCOME REALTY, INC.

## CONSOLIDATED BALANCE SHEETS

(unaudited)

	June 30, 2006	December 31, 2005
<b>ASSETS</b>		
Multifamily apartment communities, net of accumulated depreciation of \$136,310,283 and \$126,910,939, respectively	\$ 388,935,545	\$ 384,046,110
Cash and cash equivalents	17,518,116	22,134,658
Cash restricted for tenant security deposits	1,811,920	1,448,440
Cash held in escrow for 1031 exchange	1,644,662	-
Replacement reserve escrow	769,667	1,570,379
Prepaid expenses and other assets	12,126,852	8,973,313
Investment in Mortgage Funds	-	-
Investment in Multifamily Venture and Limited Partnership Venture	5,630,872	3,397,825
Acquired in place leases and tenant relationships, net of accumulated amortization of \$5,604,229 and \$5,047,287, respectively	512,531	917,064
Deferred expenses, net of accumulated amortization of \$871,570, and \$645,268, respectively	3,468,275	3,174,103
Total assets	\$ 432,418,440	\$ 425,661,892
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Mortgage notes payable	\$ 389,333,379	\$ 370,521,700
Due to affiliates	1,495,742	1,379,602
Dividend and distributions payable	837,607	1,837,607
Accrued expenses and other liabilities	8,524,529	10,050,160
Tenant security deposits	2,100,523	1,945,989
Total liabilities	402,291,780	385,735,058
Commitments and contingencies		-
Minority interest in properties	111,636	7,003,446
Minority common interest in Operating Partnership	-	-
Stockholders' equity:		
Series A 9% Cumulative Redeemable Preferred Stock, no par value, \$25 stated value, 5,000,000 shares authorized, 2,978,110 shares issued and outstanding at June 30, 2006 and December 31, 2005, respectively	70,210,830	70,210,830
Class A common stock, \$.01 par value, 5,000,000 shares authorized, 0 shares issued and outstanding at June 30, 2006 and December 31, 2005, respectively	-	-
Class B common stock, \$.01 par value, 5,000,000 shares authorized, 1,406,196 issued and outstanding at June 30, 2006 and December 31, 2005, respectively	14,062	14,062
	-	-

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Excess stock, \$.01 par value, 15,000,000 shares authorized, 0 shares issued and outstanding at June 30, 2006 and December 31, 2005, respectively

Accumulated deficit	(40,209,868)	(37,301,504)
Accumulated other comprehensive income (loss)	-	-
Total stockholders' equity	30,015,024	32,923,388
Total liabilities and stockholders' equity	\$ 432,418,440	\$ 425,661,892

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

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BERKSHIRE INCOME REALTY, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

	Three months ended Six months ended			
	June 30, June 30, 2006	2005	2006	2005
Revenue:				
Rental	\$ 17,167,373	\$ 14,761,159	\$ 34,463,460	\$ 27,712,358
Interest	242,954	68,690	442,523	172,616
Utility reimbursement	268,518	210,959	560,833	411,597
Other	735,767	583,314	1,362,483	1,022,627
Total revenue	18,414,612	15,624,122	36,829,299	29,319,198
Expenses:				
Operating	4,639,176	3,680,750	9,784,922	7,278,095
Maintenance	1,524,226	1,260,111	2,618,904	2,117,831
Real estate taxes	2,004,486	1,704,384	4,025,437	3,217,918
General and administrative	654,130	1,023,264	1,229,740	1,873,731
Management fees	1,131,223	1,003,648	2,262,508	1,948,127
Depreciation	6,758,271	4,833,016	13,200,225	9,015,409
Interest	5,059,313	4,205,369	9,979,555	7,968,953
Amortization of acquired in-place leases and tenant relationships				
	220,709	1,016,570	556,942	2,079,387
Total expenses	21,991,534	18,727,112	43,658,233	35,499,451
Loss before minority interest in properties, equity in income( loss) of Multifamily Venture and Limited Partnership Venture, equity in income of Mortgage Funds, minority common interest in Operating Partnership and income from discontinued operations				
	(3,576,922)	(3,102,990)	(6,828,934)	(6,180,253)
Minority interest in properties	(173,861)	(138,978)	(1,213,378)	62,936
Equity in income (loss) of Multifamily Venture and Limited Partnership Venture	9,617,881	(199)	9,484,345	(43,373)
Equity in income of Mortgage Funds	-	68,118	-	1,154,158
Minority common interest in Operating Partnership	-	(244,025)	(976,100)	(244,025)
Net income (loss) from continuing operations	5,867,098	(3,418,074)	465,933	(5,250,557)
Discontinued operations:				
Loss from discontinued operations	-	(1,157,867)	-	(1,113,813)
Gain on disposition of real estate assets	-	25,257,837	-	25,257,837
Income from discontinued operations	-	24,099,970	-	24,144,024

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Net income (loss)	\$ 5,867,098	\$ 20,681,896	\$ 465,933	\$ 18,893,467
Preferred Dividend	(1,675,199)	(1,675,199)	(3,350,397)	(3,350,399)
Net income (loss) available to common shareholders				
	\$ 4,191,899	\$ 19,006,697	\$ (2,884,464)	\$ 15,543,068
Net income (loss) from continuing operations per common share, basic and diluted	\$ 4.17	\$ (2.63)	\$ 0.33	\$ (4.07)
Income from discontinued operations per common share, basic and diluted	\$ -	\$ 18.56	\$ -	\$ 18.70
Net income (loss) available to common shareholders, per common share, basic and diluted	\$ 2.98	\$ 14.64	\$ (2.05)	\$ 12.04
Weighted average number of common shares outstanding, basic and diluted	1,406,196	1,298,167	1,406,196	1,290,781
Dividend declared per common share	\$ -	\$ -	\$ 0.02	\$ -

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

BERKSHIRE INCOME REALTY, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(unaudited)

	Three months ended		Six months ended	
	June 30, June 30,			
	2006	2005	2006	2005
Comprehensive loss:				
Net comprehensive income (loss)	\$ 5,867,098	\$ 20,681,896	\$ 465,933	\$ 18,893,467

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

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BERKSHIRE INCOME REALTY, INC.

## CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

FOR THE SIX MONTHS ENDED JUNE 30, 2006

(unaudited)

	Series A Preferred Stock		Class B Common Stock		Accumulated	Other	Total
	Shares	Amount	Shares	Amount	Deficit	Comprehensive	Stockholders
						Income	Equity
Balance at December 31, 2005	2,978,110	\$ 70,210,830	1,406,196	\$ 14,062	\$ (37,301,504)	\$ -	\$ 32,923,388
Net loss	-	-	-	-	465,933	-	465,933
Distributions to common shareholders	-	-	-	-	(23,900)	-	(23,900)
Distributions to preferred shareholders	-	-	-	-	(3,350,397)	-	(3,350,397)
Balance at June 30, 2006	2,978,110	\$ 70,210,830	1,406,196	\$ 14,062	\$ (40,209,868)	\$ -	\$ 30,015,024

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

## BERKSHIRE INCOME REALTY, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

	For the six months ended June 30,	
	2006	2005
Cash flows from operating activities:		
Net income (loss)	\$ 465,933	\$ 18,893,467
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization of deferred financing costs	226,302	175,320
Amortization of acquired in-place leases and tenant relationships	556,942	2,079,387
Depreciation	13,200,225	9,475,934
Loss on extinguishment of debt	-	206,769
Minority interest in properties	1,213,378	(263,630)
Accretion of Mortgage Funds	-	(558,488)
Equity in (income) loss of Multifamily Venture and Limited Partnership Venture	(9,484,345)	43,373
Minority common interest in Operating Partnership	976,100	244,025
Interest earned on 1031 deposits	(72,147)	-
Gain on disposition of real estate assets	-	(25,257,837)
Increase (decrease) in cash attributable to changes in assets and liabilities:		
Tenant security deposits, net	(243,353)	112,438
Prepaid expenses and other assets	(311,286)	792,517
Due to/from affiliates	116,140	104,867
Accrued expenses and other liabilities	(1,723,038)	723,318
Net cash provided by operating activities	4,920,851	6,771,460
Cash flows from investing activities:		
Capital improvements	(8,507,205)	(8,659,169)
Acquisition of multifamily apartment communities	-	(32,537,414)
Acquisition of real estate limited partnership interests	-	(39,614,714)
Distributions from investments in Mortgage Funds	-	3,850,720
Deposits to replacement reserve	(23,830)	(273,366)
Withdrawals from replacement reserve	824,542	666,332
Earnest money deposits on acquisition	-	(150,000)
Investment in Multifamily Venture and Limited Partnership Venture	(4,514,552)	(38,958)
Distributions from Multifamily Venture and Limited Partnership Venture	692,031	136,707
Acquisition of in-place leases and tenant relationships	-	(512,993)
Net cash used in investing activities	(11,529,014)	(77,132,855)
Cash flows from financing activities:		
Borrowings from mortgage notes payable	19,941,000	45,625,000
Principal payments on mortgage notes payable	(1,129,321)	(1,025,728)
Borrowings from revolving credit facility - affiliate	7,000,000	16,000,000
Principal payments on revolving credit facility - affiliate	(7,000,000)	-
Good faith deposits on mortgage notes payable	(2,843,999)	1,137,825
Issuance of common stock	-	290,004
Deferred financing costs	(520,474)	(408,908)
Distributions to minority interest in properties	(8,105,188)	(210,000)
Distributions on common operating partnership units	(2,000,000)	(500,000)
Distributions to preferred shareholders	(3,350,397)	(3,350,399)
Distribution paid to tax authority on behalf of partners	-	(110,500)
Contributions from holder of minority interest in properties	-	705,583
Net cash provided by financing activities	1,991,621	58,152,877
Net decrease in cash and cash equivalents	(4,616,542)	(12,208,518)
Cash and cash equivalents at beginning of period	22,134,658	31,913,045
Cash and cash equivalents at end of period	\$ 17,518,116	\$ 19,704,527

Supplemental disclosure:

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Cash paid for interest	\$ 10,266,625	\$ 10,076,233
Supplemental disclosure of non-cash investing and financing activities:		
Capital improvements included in accrued expenses and other liabilities	\$ 209,176	\$ 228,389
Dividends declared and payable to preferred shareholders	837,607	837,607

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

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## BERKSHIRE INCOME REALTY, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

(unaudited)

	For the six months ended	
	June 30, 2006	2005
Acquisition of real estate limited partnership interests:		
Assets purchased:		
Cash restricted for tenant security deposits	\$ -	\$ (137,722)
Prepaid expenses and other assets	-	(122,216)
Acquired in place leases and tenant relationships	-	(732,219)
Multifamily apartment communities	-	(38,948,802)
Liabilities assumed:		
Accounts payable and accrued expenses	-	188,523
Tenant security deposits	-	137,722
Net cash used for acquisition of real estate limited partnership interests	\$ -	\$ (39,614,714)
Acquisition of multifamily apartment communities:		
Assets purchased:		
Multifamily apartment communities	\$ (9,602,273)	\$ (32,537,414)
Acquired in-place leases	(152,410)	
Accrued expenses	217,226	
Tenant security deposit liability	34,407	
Prepaid expenses	1,747	
Use of cash held in escrow from Section 1031 tax exchange	9,501,303	-
Net cash used for acquisition of Multifamily apartment communities	\$ -	\$ (32,537,414)
Sale of real estate interests:		
Gross selling price	\$ 19,108,704	\$ 34,725,000
Payoff of mortgage note payable	(7,900,784)	(13,136,623)
Cost of sale	(134,102)	(137,501)
Cash held in escrow for 1031 exchange	(11,073,818)	(21,450,876)
Cash flows from sale of real estate assets	\$ -	\$ -

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

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BERKSHIRE INCOME REALTY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

## 1. ORGANIZATION AND BASIS OF PRESENTATION

### *Organization*

Berkshire Income Realty, Inc. (the Company), a Maryland corporation, was organized on July 19, 2002. The Company is engaged primarily in the business of acquiring, owning, operating, and rehabilitating multifamily apartment communities. As of June 30, 2006, the Company owned, or had an interest in, 24 multifamily apartment communities consisting of a total of 7,183 apartment units.

### *Discussion of acquisitions for the six months ended June 30, 2006*

The Company acquired one property in the six month period ended June 30, 2006. The Company has deemed the acquisition individually insignificant based on its purchase price. The total aggregated purchase price of the property was \$9,625,000. Specific details of the acquisition are presented as follows:

On June 28, 2006, the operating partnership of the Company, Berkshire Income Realty OP, L.P. (the Operating Partnership), through a newly formed and wholly owned subsidiary, BIR Chisholm Limited Partnership, consummated the acquisition of 100% of the fee simple interest of Chisholm Place Apartments, a 142 unit multifamily apartment community located in Plano, Texas, from an unaffiliated third party. The purchase price of \$9,625,000 was paid from an escrow account administered by a qualified intermediary institution in connection with the prior sale of a qualified property structured to comply with the requirements of a Section 1031 tax deferred exchange under the Internal Revenue Code of 1986, as amended. The purchase price was subject to normal operating pro rations and adjustments as provided for in the purchase and sale agreement.

### *Discussion of dispositions for the six months ended June 30, 2006*

On April 18, 2006, the Operating Partnership completed the sale of 100% of its interest in the Berkshires at Marina Mile property in Fort Lauderdale, Florida. The Company's share of the proceeds were deposited in an escrow account with a qualified 1031 exchange intermediary. The operating results of the Company's interest in Marina Mile, which is accounted for using the equity method of accounting, have not been presented in the consolidated statement of operations as discontinued operations in accordance with FAS 144 Accounting for the Impairment or Disposal of Long Lived Assets as those results were not previously reported as part of continuing operations.

### *Discussion of accounting policies Sale of Real Estate*

The Company considers real estate assets held for sale upon the approval of a sale by management, the execution of a purchase and sale agreement and the satisfaction and resolution of significant contingencies related to the transaction. The satisfaction of the conditions is often complete at the time of closing on the sale of the property.

Pursuant to Financial Accounting Standard 66 ( FAS 66 ), Accounting for Sales of Real Estate , the Company recognizes profit on real estate transactions by the full accrual method when the promulgated criteria of the FAS 66 have been met for the transaction. Specifically, the Company recognizes profit by the full accrual method of accounting on the sale of real estate when a sale is consummated, usually at closing, the buyer has paid for the property, the Company's receivable from the transaction, if any, is not subject to future subordination and the Company has transferred the usual risk and rewards of ownership to the buyer and does not continue to have a substantial involvement with the property.

Gain and losses on the transfer of real estate properties may result from the transfer of a partial interest in a property to an unconsolidated venture if the economic substance of the transfer is a sale under SOP 78-9 and accordingly would be recognized using the partial sales provisions of FAS 66.

***Recent Accounting Pronouncements***

On June 1, 2005, the Financial Accounting Standards Board ( FASB ) issued Statement No. 154, Accounting Changes and Error Corrections ( FAS 154 ) which is a replacement of APB Opinion No. 20 and FASB Statement No. 3. FAS 154 addresses the accounting for voluntary changes in accounting principles and changes the requirements of the accounting for and reporting of a change in accounting principles. The Statement requires the retrospective application, to prior periods financial statements, of voluntary changes in accounting principles unless it is impracticable to do so. APB Opinion 20 previously required that most voluntary changes in accounting principles be included in the net income of the period of the change the cumulative effect of changing to the new accounting principles. The FASB believes that FAS 154 improves financial reporting because its requirements enhance the consistency of financial information between accounting periods. FAS 154 is effective for changes and corrections made in fiscal years beginning after December 15, 2005. The Company is not currently contemplating any changes in accounting principles and is not aware of any errors that would require correction as promulgated by Statement No. 154. FAS 154 became effective and was adopted by the Company as required effective January 1, 2006. The adoption of FAS 154 did not have a material impact on the financial position or operating results of the Company.

In July 2006, the FASB released FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement 109 ( FIN 48 or the Interpretation ), which clarifies the accounting for uncertainty in income taxes recognized in companies financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The evaluation of a tax position in accordance with FIN 48 is a two-step process. The first step is recognition whereby companies must determine whether it is more likely than not that a tax position will be sustained upon examination. The second step is measurement whereby a tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The Interpretation also provides guidance on derecognition of recognized tax benefits, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company will adopt FIN 48 as of January 1, 2007. The Company has not assessed the impact of FIN 48 but believes, based on its election to be treated as a real estate investment trust under Section 856 of the Internal Revenue Code of 1986, as amended, that it will not have an impact on its financial condition or results of operations.

***Reclassifications***

Certain prior period balances have been reclassified in order to conform to the current period presentation.

***Unaudited interim consolidated financial statements***

The accompanying interim consolidated financial statements of the Company are unaudited; however, the consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America ( GAAP ) for interim financial information and in conjunction with the rules and regulations of the SEC. Accordingly, certain disclosures accompanying annual financial statements prepared in accordance with GAAP are omitted. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair statement for the interim periods have been included. The results of operations for the interim periods are not necessarily indicative of the results to be obtained for other interim periods or for the full fiscal year. The interim financial statements and notes thereto should be read in conjunction with the Company s financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2005.



**2. MULTIFAMILY APARTMENT COMMUNITIES**

The following summarizes the carrying value of the Company's multifamily apartment communities:

	June 30, 2006	December 31, 2005
Land	\$ 52,701,401	\$ 51,448,117
Buildings, improvements and personal property	472,544,427	459,508,932
Multifamily apartment communities	525,245,828	510,957,049
Accumulated depreciation	(136,310,283)	(126,910,939)
Multifamily apartment communities, net	\$ 388,935,545	\$ 384,046,110

The Company accounts for its acquisitions of investments in real estate in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations, which requires the fair value of the real estate acquired to be allocated to the acquired tangible assets, consisting of land, building, furniture, fixtures and equipment and identified intangible assets and liabilities, consisting of the value of the above-market and below-market leases, the value of in-place leases and the value of other tenant relationships, based in each case on their fair values. The value of in-place leases and tenant relationships are amortized over the specific expiration dates of the in-place leases over a period of 12 months and the tenant relationships are based on the straight-line method of amortization over a 24-month period.

The following condensed table provides the amounts assigned to each major balance sheet asset caption for the 2006 acquisition as of the acquisition date, which is included on the Company's June 30, 2006 consolidated balance sheet:

Property	Multifamily Apartment Communities	Acquired In-Place Leases	Tenant Relationships	Total Recorded at Acquisition Date
Chisholm Place	\$ 9,602,273	\$ 113,668	\$ 38,742	\$ 9,754,683

***Discontinued Operations***

On June 22, 2005, the Operating Partnership completed the sale of 100% of the fee simple interest of Windward Lakes. The assets and liabilities related to the sale of the Windward Lakes property have been removed from the accounts of the Company pursuant to the recording of the sale of the property. The net proceeds from the sale of Windward Lakes, in the amount of \$21,450,876, were held in an escrow account at a qualified institution pursuant to a transaction structured to comply with a Section 1031 tax deferred exchange under the Internal Revenue Code of 1986, as amended. The Company reinvested the proceeds from the sale of Windward Lakes in the acquisition of Lakeridge Apartments, which acquisition was completed on July 1, 2005.

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The results of operations for the Windward Lakes property have been restated and are presented as results from discontinued operations in the statement of operations for the three and six months ended June 30, 2006 and 2005, respectively, pursuant to FASB 144 Accounting for the Impairment or Disposal of Long-Lived Assets.

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The operating results of discontinued operations for the three and six months ended June 30, 2006 and 2005 are presented in the following table.

	Three months ended		Six months ended	
	June 30,		June 30,	
	2006	2005	2006	2005
Revenue:				
Rental	\$ -	\$ 681,374	\$ -	\$ 1,422,690
Interest	-	79	-	1,707
Utility reimbursement	-	10,216	-	24,276
Other	-	69,614	-	133,693
Total revenue	-	761,283	-	1,582,366
Expenses:				
Operating	-	194,468	-	354,077
Maintenance	-	41,512	-	96,803
Real estate taxes	-	102,299	-	213,374
General and administrative	-	20,657	-	37,853
Management fees	-	32,633	-	63,372
Depreciation	-	232,499	-	460,525
Loss on early extinguishment of debt	-	1,121,055	-	1,121,055
Interest	-	174,027	-	349,120
Total expenses	-	1,919,150	-	2,696,179
Loss from discontinued operations	\$ -	\$ (1,157,867)	\$ -	\$ (1,113,813)

### 3. INVESTMENT IN MORTGAGE FUNDS

In 2002, the Company filed a registration statement on Form S-11 with the SEC with respect to its offers to issue its 9% Series A Cumulative Redeemable Preferred Stock in exchange for interests in the following six mortgage funds: Krupp Government Income Trust, Krupp Government Income Trust II ( GIT II ), Krupp Insured Mortgage Limited Partnership, Krupp Insured Plus Limited Partnership, Krupp Insured Plus II Limited Partnership, and Krupp Insured Plus III Limited Partnership (collectively, the Mortgage Funds ).

As of November 14, 2005, all of the Mortgage Funds had been liquidated as the underlying loans within the funds were retired and the related proceeds were distributed to the funds' shareholders, including the Company.

The summarized balance sheets of the Company's investment in the GIT II Mortgage Fund as of June 30, 2006 and December 31, 2005 have not been presented because the Mortgage funds were liquidated.

The summarized statements of operations of each individually significant investment in the Mortgage Funds for the three and six months ended June 30, 2006 and 2005 are presented in the following table. The balances for the three and six months ended June 30, 2006 are zero as the final Mortgage Fund was liquidated on November 14, 2005.

	Three months ended		Six months ended	
	June 30,		June 30,	
	2006	2005	2006	2005
Revenue	\$ -	\$ 423,044	\$ -	\$ 2,702,796
Expenses	-	282,930	-	635,216
Net income	\$ -	\$ 140,114	\$ -	\$ 2,067,580
Company's share of net income	\$ -	\$ 40,367	\$ -	\$ 595,670
Amortization of basis differential	-	27,751	-	558,488
Equity in income of Mortgage Funds	\$ -	\$ 68,118	\$ -	\$ 1,154,158

#### 4. INVESTMENT IN MULTIFAMILY VENTURE

Effective May 1, 2004, the Company consummated the Limited Liability Company Agreement of JV Marina Mile ( Multifamily Venture ) with a partner, whereby each of the parties to the agreement agreed to participate, on a pro rata basis, in the economic benefits of the ownership of The Berkshires at Marina Mile Apartments ( Marina Mile ). Under the terms of the Multifamily Venture agreement governing the entity, the partner contributed, in cash, 65% of the total venture equity in exchange for a 65% interest in the Multifamily Venture. The Operating Partnership contributed its interest in Marina Mile, L.L.C., the fee simple owner of the property, in exchange for a 35% interest in the Multifamily Venture and a cash distribution of approximately \$3,594,693 net of \$387,236 of additional capital invested by the Operating Partnership. Both parties are entitled to proportional distributions of available cash up to the effective 10% Preferred Return. After payment of the Preferred Return and the return of each party's capital contribution, the Operating Partnership is entitled to additional distributions equal to approximately 30% of the distributions otherwise payable to the venture partner. The Operating Partnership is the managing member of the Multifamily Venture. The Company evaluated its investment in the Multifamily Venture and concluded that the investment did not fall under the requirements of FIN 46R as the Multifamily Venture partner retains a majority control over the Multifamily Venture through the decision-making authority granted in the agreement consistent with its economic interests; therefore, the Company accounted for the investment under Statement of Position 78-9, Accounting for Investments in Real Estate ( SOP 78-9 ), as an equity method investment.

On April 18, 2006, Marina Mile was sold to an unrelated party. According to the provisions of the Multifamily Venture agreement, the Company's overall ownership interest in the proceeds from the sale of Marina Mile increased from 35.00% to 45.52% and pursuant to additional agreements executed in relation to the sale, this increase was effective as of February 1, 2006. The Company evaluated the change in the ownership interests in the Multifamily Venture and has determined that the increased ownership interests do not materially change the economic interests of the Multifamily Venture partners and would not result in the Company controlling the Multifamily Venture as promulgated in EITF 04-05, Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights.

Pursuant to the Operating Partnerships completion of the sale of 100% of the interest in the Marina Mile property, the net proceeds from the sale in the amount of \$11,073,818 were held in an escrow account at a qualified institution pursuant to a transaction structured to comply with a Section 1031 tax deferred exchange under the Internal Revenue Code of 1986, as amended. As of June 30, 2006, the Company has reinvested \$9,501,301 of the proceeds from the sale of interests in Marina Mile in the acquisition of Chisholm Place Apartments, which was completed on June 28, 2006. The Operating Partnership has entered into a purchase and sale agreement dated April 26, 2006 for the purchase of Briarwood Village Apartments, a 342-unit property located in Houston, Texas, for \$13,816,700, which will fulfill the purchase requirement under the 1031 exchange.



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The summarized balance sheets of the Multifamily Venture are as follows:

	June 30, 2006	December 31, 2005
<b>ASSETS</b>		
Multifamily apartment communities, net	\$ -	\$ 22,518,235
Cash and cash equivalents	318,034	632,902
Other assets	54,691	495,575
Total assets	\$ 372,725	\$ 23,646,712
<b>LIABILITIES AND OWNERS' EQUITY</b>		
Mortgage note payable	\$ -	\$ 17,400,000
Other liabilities	49,323	346,030
Owners' equity	323,402	5,900,682
Total liabilities and owners' equity	\$ 372,725	\$ 23,646,712
Company's share of equity (1)	\$ 147,213	\$ 1,887,134

(1) As of June 30, 2006 and December 31, 2005, amount represents the Company's carrying values of its share of equity in the Multifamily Venture. At June 30, 2006 the Company's carrying value of its share of equity in the Multifamily Venture is equal to its ownership interest if computed using the Company's 45.52% ownership percentage applied to the Multifamily Venture owner's equity as presented in the table above, as of June 30, 2006. At December 31, 2005 the Company's carrying value of its share of equity in the Multifamily Venture is different than its ownership interest if computed using the Company's 35.00% ownership percentage applied to the Multifamily Venture owner's equity as presented in the table above, as of December 31, 2005. The difference relates mainly to the Company's share of the gain on the initial transfer of Marina Mile to the Multifamily Venture, or \$117,718, the effect of preferential distributions paid to the Company under the terms of the Multifamily Venture, which as of December 31, 2005 total \$52,448, and other differences of \$7,939.

The summarized statement of operations of the Multifamily Venture for the three and six months ended June 30, 2006 and 2005 is as follows:

	Three months ended		Six months ended	
	June 30,	June 30,	June 30,	June 30,
	2006	2005	2006	2005
Revenue	\$ 167,668	\$ 901,594	\$ 1,143,240	\$ 1,794,240
Expenses	621,177	902,159	1,570,439	1,918,161
Operating income (loss)	(453,509)	(565)	(427,199)	(123,921)
Gain on sale of real estate assets	19,833,255	-	19,833,255	-
Net income (loss)	\$ 19,379,746	\$ (565)	\$ 19,406,056	\$ (123,921)
Equity in income (loss) of Multifamily				

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Venture	\$ 8,821,944	\$ (199)	\$ 8,833,637	\$ (43,373)
Adjustment of carrying value	1,088,210	-	1,088,210	-
Adjusted equity in income (loss) of				
Multifamily Venture (1)	\$ 9,910,154	\$ (199)	\$ 9,921,847	\$ (43,373)

- (1) As of June 30, 2006, this amount represents the Company's share of the net loss of the Multifamily Venture if computed using the Company's 35.00% ownership percentage for the month of January 2006 and the 45.52% ownership percentage, pursuant to the increase in ownership interest related to the sale of the property, for the months of February and March 2006 and the gain on the sale of real estate assets as presented in the table above. Additionally, the adjustment of the Company's equity method carrying value in the Multifamily Venture results from the sale of the real estate assets in the venture. The adjustment reflects the difference between the Company's historical carrying value of the investment and the net proceeds realized from the sale of assets. The remaining carrying value reflected on the balance sheet represents the Company's share of the remaining net assets held by the venture which is currently expected to be distributed by the end of 2006. As of June 30, 2005, this amount represents the Company's share of the net loss of Multifamily Venture if computed using the Company's 35.00% ownership percentage as presented in the table above.

## 5. INVESTMENT IN MULTIFAMILY LIMITED PARTNERSHIP VENTURE

On August 12, 2005, the Company, together with affiliates and other unaffiliated parties, entered into a subscription agreement to invest in the Berkshire Multifamily Value Fund, L.P. ( BVF ), an affiliate of Berkshire Property Advisors, L.L.C. ( Berkshire Advisor or the Advisor ). Under the terms of the agreement and the related limited partnership agreement, the Company and its affiliates agreed to invest up to \$25,000,000, or approximately 7%, of the total capital of the partnership. The Company's final commitment under the subscription agreement with BVF totals \$23,400,000. BVF's investment strategy is to acquire middle-market properties where there is an opportunity to add value through repositioning or rehabilitation. Under the terms of the BVF partnership agreement, the Company's ability to acquire additional properties is restricted to the two following conditions: (1) the Company can invest up to \$8,000,000 per year in new properties from available cash or cash generated from the refinancing of existing properties, for a period of up to thirty-nine months, at which time such restriction will lapse, and (2) the Company is authorized to sell existing properties and reinvest those proceeds through transactions structured to comply with Section 1031 tax deferred exchanges under the Internal Revenue Code of 1986, as amended ( 1031 Exchanges ) without limit.

The managing partner of BVF is an affiliate of the Company. The Company has evaluated its investment in BVF and concluded that the investment, although subject to the requirements of FIN 46R, will not require the Company to consolidate the activity of BVF as the Company has determined that it is not the primary beneficiary of the venture as defined in FIN 46R.

In relation to its investment in BVF, the Company has elected to adopt a three-month lag period in which it recognizes its share of the equity earnings of BVF in arrears. The lag period is allowed under the provisions of

Accounting Principles Board Opinion No. 18 (As Amended) The Equity Method of Accounting for Investments in Common Stock Statement of Position 78-9 and is necessary in order for the Company to consistently meet its regulatory filing deadlines. As of June 30, 2006 and December 31, 2005, the Company has accounted for its share of the equity in BVF operating activity through March 31, 2005 and September 30, 2005, respectively.

On June 20, 2006, the Company received notice of the third capital call by BVF. The capital call represents 6.9%, or \$1,610,172, of the total capital committed to BVF by the Company. The contribution was paid to BVF on June 26, 2006 and brings the total direct investment by the Company to \$5,950,636 or approximately 25.4% of the total committed capital amount of \$23,400,000.

The summarized statement of assets, liabilities and partners' capital of BVF is as follows:



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	March 31, 2006	September 30, 2005
<b>ASSETS</b>		
Multifamily apartment communities, net	\$ 307,998,374	\$ -
Cash and cash equivalents	17,797,105	-
Other assets	11,637,206	-
Total assets	\$ 337,432,685	\$ -
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Mortgage notes payable	\$ 170,065,000	\$ -
Revolving credit facility	83,100,000	-
Other liabilities	11,779,579	718,346
Minority interest	25,737,812	-
Partners' capital	46,750,294	(718,346)
Total liabilities and partners' capital	\$ 337,432,685	\$ -
Company's share of partners' capital	\$ 3,272,869	\$ (50,284)
Basis differential (1)	2,210,791	1,560,975
Carrying value of the Company's investment in		
Multifamily Limited Partnership	\$ 5,483,660	\$ 1,510,691

(1) - This amount represents the difference between the Company's investment in BVF and its share of the underlying equity in the net assets of BVF (adjusted to conform with GAAP) including the timing of the lag period, as described above. At March 31, 2006, the differential relates mainly to the contribution of capital made by the Operating Partnership, in the amount of \$1,610,172 to BVF during the second quarter of 2006. Additionally, \$579,740 represents the Company's share of syndication costs incurred by BVF of which the Company was not required to fund via a separate capital call. At September 30, 2005, the differential relates to the contribution of capital made by the Operating Partnership, in the amount of \$1,560,975, to BVF during the fourth quarter of 2005.

The summarized statement of operations of BVF for the three and six months ended March 31, 2006 and 2005 is as follows:

	Three months ended		Six months ended	
	March 31,		March 31,	
	2006	2005	2006	2005
Revenue	\$ 7,351,093	\$ -	\$ 8,589,526	\$ -
Expenses	11,525,972	-	14,838,883	-
Net loss attributable to investment	\$ (4,174,879)	\$ -	\$ (6,249,357)	\$ -
Equity in loss of Multifamily				
Limited Partnership	\$ (292,273)	\$ -	\$ (437,502)	\$ -

**6. MORTGAGE NOTES PAYABLE**

On March 22, 2006, the Company, through its wholly owned subsidiary, BIR Bear Creek Limited Partnership, executed a non-recourse mortgage note payable on Bear Creek Apartments for \$3,825,000, which is collateralized by the related property. The interest rate on the note is fixed at 5.83% for a term of 10 years. The note is interest only for five years and matures on April 1, 2016, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

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On June 9, 2006, the Company, through the Multifamily Venture, JV BIR/ERI, L.L.C., executed a non-recourse second mortgage note payable on Arrowhead Apartments for \$3,120,000, which is collateralized by the related property. The interest rate on the note is fixed at 6.45% for a term of approximately 7.5 years. The note is interest only for 24 months and matures on December 1, 2013, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

On June 9, 2006, the Company, through the Multifamily Venture, JV BIR/ERI, L.L.C., executed a non-recourse second mortgage note payable on The Moorings Apartments for \$3,280,000, which is collateralized by the related property. The interest rate on the note is fixed at 6.45% for a term of approximately 7.5 years. The note is interest only for 24 months and matures on December 1, 2013, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

On June 12, 2006, the Company, through the Multifamily Venture, JV BIR/ERI, L.L.C., executed a non-recourse second mortgage note payable on the Country Place I and Country Place II Apartments for \$9,716,000, which is collateralized by the related properties. The interest rate on the note is fixed at 6.43% for a term of approximately 8.5 years. The note is interest only for 24 months and matures on January 1, 2015, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

The combined aggregate principal maturities of mortgage notes payable at June 30, 2006 are as follows:

2006	\$ 968,822
2007	4,630,765
2008	5,572,477
2009	87,114,356
2010	5,053,594
Thereafter	285,993,365
	\$ 389,333,379

### 7. REVOLVING CREDIT FACILITY - AFFILIATE

On June 30, 2005, the Company obtained new financing in the form of a revolving credit facility. The revolving credit facility in the amount of \$20,000,000 was provided by an affiliate of the Company. The facility provides for interest on borrowings at a rate of 5% above the 30 day LIBOR rate, as announced by Reuters, fees based on borrowings under the facility and various operational and financial covenants, including a maximum leverage ratio and a maximum debt service ratio. The agreement has a maturity date of December 31, 2006, with a one-time six-month extension available at the option of the Company. The terms of the facility were agreed upon through negotiations and were approved by the Audit Committee of the Board of Directors of the Company (the Board), which is comprised solely of directors who are independent under applicable rules and regulations of the Securities and Exchange Commission and the American Stock Exchange.

During the six months ended June 30, 2006 and 2005, the Company borrowed \$7,000,000 and \$16,000,000, respectively, related to the acquisition activities of the Company. During the six months ended June 30, 2006 and 2005 the Company repaid advances of \$7,000,000 and \$0, respectively. There were no borrowings outstanding as of June 30, 2006 and December 31, 2005. The Company incurred interest and fees of

\$3,860 and \$160,000, related to the facility during the six months ended June 30, 2006 and 2005, respectively.

**8. STOCKHOLDERS EQUITY**

On March 25, 2003, the Board declared a dividend at an annual rate of 9%, on the stated liquidation preference of \$25 per share of the outstanding Preferred Shares of the Company which is payable quarterly in arrears, on February 15, May 15, August 15, and November 15 of each year to shareholders of record in the amount of \$0.5625 per share per quarter. For the six months ended June 30, 2006 and 2005, the Company's aggregate

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dividends totaled \$1,675,198 and \$1,675,199, respectively, of which \$837,607 was payable and included on the balance sheet in Dividends and Distributions Payable as of June 30, 2006.

On November 9, 2005, the Board authorized the general partner of the Operating Partnership to distribute two quarterly distribution of \$1,000,000 each from its operating cash flows to common general and common limited partners, payable on February 15, 2006 and May 15, 2006. On the same day, the Board also declared a common dividend of \$0.016996 per share on the Company's Class B common stock payable concurrently with the Operating Partnership distributions.

The Company's policy to provide for common distributions is based on available cash and Board approval.

### 9. COMMITMENTS AND CONTINGENCIES

The Company is party to certain legal actions arising in the ordinary course of its business, such as those relating to tenant issues. All such proceedings taken together are not expected to have a material adverse effect on the Company. While the resolution of these matters cannot be predicted with certainty, management believes that the final outcome of such legal proceedings and claims will not have a material adverse effect on the Company's liquidity, financial position or results of operations.

On July 8, 2005 and August 1, 2005, the Company, through its wholly owned subsidiary, BIR Lakeridge, L.L.C., executed two non-recourse mortgage notes payable on Lakeridge for \$13,130,000 and \$12,520,000, respectively. As a condition of the financing, the lender required a guarantee of \$1,444,000 from the Company to ensure achievement of certain minimum levels of occupancy within the first eighteen months of the loan period. On May 26, 2006, the Company met the requirements to satisfy the guarantee and obtained a complete reduction in the base guaranty to \$0.

On July 22, 2005, the Company, through its wholly owned subsidiary, BIR Brompton Limited Partnership, executed a non-recourse mortgage note payable on Berkshires on Brompton for \$6,400,000, which is collateralized by the related property. As a condition of obtaining the mortgage, the lender required a guarantee of \$4,100,000 from the Company to ensure the completion of the rehabilitation project currently under way at the property. As of June 30, 2006 the rehabilitation project continues to move forward and the Company currently anticipates satisfying the guarantee per the mortgage requirements.

On July 22, 2005, the Company, through its wholly owned subsidiary, BIR Westchase Limited Partnership, executed a non-recourse mortgage note payable on Berkshires at Westchase for \$6,500,000, which is collateralized by the related property. As a condition of obtaining the mortgage, the lender required a guarantee of \$2,215,000 from the Company to ensure achievement of certain minimum levels of occupancy within the first eighteen months of the loan period. On June 21, 2006, the Company met the requirements to satisfy the guarantee and obtained a complete reduction in the base guaranty to \$0.

On May 5, 2006, the Company locked the interest rate on \$99,200,000 of first mortgage debt to refinance the current mortgage debt, comprised of first and second mortgages, on the Seasons Apartments. The terms of the debt commitment include a fixed interest rate of 6.10%, an approximate maturity date of November 1, 2021 and an interest only option for the first ten years with amortization based on a 360 month payment term beginning in year eleven. Under the terms of the rate lock agreement, the Company was required to make a good faith deposit equal to approximately three percent of the committed loan amounts, or \$3,000,000. The Company anticipates closing on this refinancing in the fourth quarter of 2006.



**10. MINORITY INTERESTS***Minority Interests in Properties*

Three of the Company's properties, Dorsey's Forge Apartments, Hannibal Grove Apartments and Century II Apartments, are owned with a third party. The Company's interest in each of Dorsey's Forge and Hannibal Grove Apartments is 91.382% and its interest in Century II Apartments is 75.82%.

Effective September 24, 2004, the Company consummated the JV BIR/ERI, L.L.C. multifamily venture agreement (JV BIR/ERI) with Equity Resources Investments, L.L.C. (ERI), an unrelated third party, whereby each of the parties to the agreement agreed to participate, on a pro rata basis, in the economic benefits of the venture. Under the terms of the limited liability company agreement, the Company owns a 58% interest as the managing member and ERI owns the remaining 42% interest. The Company evaluated its investment in JV BIR/ERI and concluded that the investment did not fall under the requirements of FIN 46R. Therefore the Company accounted for the investment under Accounting Research Bulletin 51, Consolidated Financial Statements based on its controlling interest in the subsidiary.

*Minority Common Interest in Operating Partnership*

The following table sets forth the calculation of minority common interest in the Operating Partnership for the six months ended June 30:

	2006	2005
Net income (loss)	\$ 465,933	\$ 18,893,467
Add:		
Minority common interest in Operating Partnership	976,100	244,025
Net income before minority interest in Operating Partnership		
Partnership	1,442,033	19,137,492
Preferred dividend	(3,350,397)	(3,350,399)
Loss available to common equity	(1,908,364)	15,787,093
Common Operating Partnership units of minority interest	97.61%	97.61%
Minority common interest in Operating Partnership	\$ (1,862,753)	\$ 15,409,781

In the six months ended June 30, 2006, the Operating Partnership incurred a net loss and therefore no allocation was made to the minority common interest in Operating Partnership at June 30, 2006, except to the extent distributions were paid or accrued. In the quarter ended June 30, 2005, the Operating Partnership incurred net income. The net income was not sufficient to create positive basis in the Operating Partnership and therefore no allocation was made to the minority common interest in Operating Partnership at June 30, 2005, except to the extent distributions were paid or accrued.

The following table sets forth a summary of the items affecting the minority common interest in the Operating Partnership:

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	Minority Common Interest in Operating Partnership	Company's Interest in Operating Partnership	Total Common Owners' Deficit
Balance at December 31, 2005	\$ (38,362,419)	\$ 895,473	\$ (37,466,946)
Minority common interest in			
Operating Partnership	(1,862,754)	(45,610)	(1,908,364)
Distributions to common			
interest in Operating Partnership	(976,100)	(23,900)	(1,000,000)
Balance at June 30, 2006 (1)	\$ (41,201,273)	\$ 825,963	\$ (40,375,310)

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- (1) Minority common interest in Operating Partnership is carried at zero on the balance sheet due to the minority interest having no obligation to fund losses/deficits.

As of June 30, 2006 and December 31, 2005, respectively, the minority interest in the Operating Partnership consisted of 5,242,223 Operating Partnership units held by parties other than the Company.

## 11. RELATED PARTY TRANSACTIONS

Amounts accrued or paid to the Company's affiliates are as follows:

	Three months ended		Six months ended	
	June 30, 2006		June 30, 2005	
	2006	2005	2006	2005
Property management fees	\$ 712,863	\$ 627,297	\$ 1,425,781	\$ 1,193,532
Expense reimbursements	79,002	54,060	158,136	108,918
Salary reimbursements	1,994,788	1,684,808	4,020,772	3,241,369
Asset management fees	418,360	408,984	836,727	817,967
Construction management fees	196,378	329,860	395,756	329,860
Acquisition fees	96,250	82,000	96,250	717,500
Interest on revolving credit facility	3,860	-	3,860	-
Total	\$ 3,501,501	\$ 3,187,009	\$ 6,937,282	\$ 6,409,146

Expense reimbursements due to affiliates of \$1,944,202 and \$2,044,060 are included in Due to affiliates at June 30, 2006 and December 31, 2005, respectively, in the accompanying Consolidated Balance Sheets.

Expense reimbursements due from affiliates of \$448,460 and \$664,458 are included in Due to affiliates at June 30, 2006 and December 31, 2005, respectively, in the accompanying Consolidated Balance Sheets.

Amounts due to affiliates of \$1,495,742 and \$1,379,602 at June 30, 2006 and December 31, 2005, respectively, represent intercompany development fees and shared services.

The Company pays property management fees to Berkshire Advisor, an affiliate of the Company, for property management services. The fees are payable at a rate of 4% of gross income pursuant to property management agreements with respect to the properties being managed. The Company also reimburses affiliates for certain expenses incurred in connection with the operation of the properties, including administrative expenses and salary reimbursements.

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The Company pays asset management fees to Berkshire Advisor, an affiliate of the Company, for asset management services. These fees are payable quarterly, in arrears, and may be paid only after all distributions currently payable on the Company's Preferred Shares have been paid. Pursuant to the advisory services agreement, the Company pays Berkshire Advisor an annual asset management fee equal to 0.40%, up to a maximum of \$1,600,000 in any calendar year, of the purchase price of real estate properties owned by the Company, as adjusted from time to time to reflect the then current fair market value of the properties.

As of January 1, 2005, the Company pays a construction management fee to Berkshire Advisor, an affiliate of the Company, for services related to the management and oversight of renovation and rehabilitation projects at its properties. The fees are payable at a rate of 7.5% of related construction costs up to \$10,000,000 and at a rate of 5% on costs in excess of \$10,000,000. The fees are capitalized as part of the project cost in the year they are incurred.

The Company pays acquisition fees to Berkshire Advisor, an affiliate of the Company, for acquisition services. These fees are payable upon the closing of an acquisition of real property. The fee is equal to 1% of the purchase price of any new property acquired directly and indirectly by the Company. During the three and six months ended June 30, 2006 and 2005, the Company incurred fees on the following acquisitions:

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	Three months ended		Six months ended	
	June 30, 2006		June 30, 2005	
	2006	2005	2006	2005
Chisholm Place	\$ 96,250	\$ -	\$ 96,250	\$ -
Riverbirch	-	82,000	-	82,000
Westchester West	-	-	-	392,500
Berkshires on Brompton	-	-	-	144,000
Berkshires at Westchase	-	-	-	99,000
Total	\$ 96,250	\$ 82,000	\$ 96,250	\$ 717,500

During the six months ended June 30, 2006 and 2005, the Company borrowed \$7,000,000 and \$16,000,000, respectively, on the revolving credit facility available from an affiliate. During the six months ended June 30, 2006 and 2005 the Company repaid advances of \$7,000,000 and \$0, respectively. There were no borrowings outstanding as of June 30, 2006 and December 31, 2005. The Company incurred interest and fees of \$3,860 and \$160,000, related to the facility during the six months ended June 30, 2006 and 2005, respectively.

In addition to the fees listed above, the Multifamily Venture paid Berkshire Advisor a property management fee of \$18,707 and \$33,692 for the three months ended June 30, 2006 and 2005, respectively, and \$42,864 and \$67,050 for the six months ended June 30, 2006 and 2005, respectively, relating to its management of the Berkshires at Marina Mile property. The Multifamily Venture also paid Berkshire Advisor a construction management fee of \$0 and \$1,667 for the three months ended June 30, 2006 and 2005, respectively, and \$0 and \$1,667 for the six months ended June 30, 2006 and 2005, respectively, relating to its management of ongoing rehabilitation project at the Berkshires at Marina Mile property.

The Company had an investment in the Mortgage Fund, GIT II, which was an affiliate of the Company, which it did not control. The investment was liquidated as of November 14, 2005. The investment, which was recorded using the equity method of accounting during the holding period, was included in the Consolidated Balance Sheet, and the related equity in income of the GIT II was included as a component of net income in the Consolidated Statements of Operations for the six months ended June 30, 2005.

On March 9, 2006, the Company received notice of the second capital call by BVF, an affiliate of the Company. The capital call represented 12%, or \$2,800,299, of the total capital committed to BVF by the Company. The contribution was paid to BVF on March 20, 2006 and brought the total direct investment by the Company to \$4,340,464 or 18.5% of the total committed capital amount of \$23,400,000.

On June 20, 2006, the Company received notice of the third capital call by BVF, an affiliate of the Company. The capital call represents 6.9%, or \$1,610,172, of the total capital committed to BVF by the Company. The contribution was paid to BVF on June 26, 2006 and brings the total direct investment by the Company to \$5,950,636 or 25.4% of the total committed capital amount of \$23,400,000. The Company does not anticipate receiving distributions from this investment before 2008.

### 12. SUBSEQUENT EVENTS

On August 1, 2006, the Company closed on \$6,953,000 of fixed rate mortgage debt on the Chisholm Place property. The loan is an unsecured first mortgage note collateralized by the property with a fixed interest rate of 6.25% and a term of 10 years of which interest only payments are due for the first 60 months of the loan.

On August 10, 2006, the Board authorized the general partner of the Operating Partnership to distribute quarterly distributions of \$1,000,000 each from its operating cash flows to common general and common limited partners, payable on August 15, 2006 and November 15, 2006. On the same day, the Board also declared a common dividend of \$0.016996 per share on the Company's Class B common stock payable concurrently with the Operating Partnership distributions.



Also on August 10, 2006, the Board authorized the general partner of the Operating Partnership to distribute a special distribution of \$8,000,000 from its operating cash flows to common general and common limited partners, payable on November 15, 2006. On the same day, the Board also declared a common dividend of \$0.135970 per share on the Company's Class B common stock payable concurrently with the Operating Partnership distribution

Additionally, on August 10, 2006, the Board authorized a development fee to be charged by an affiliate of the Company on a proposed development project to be constructed on a parcel of vacant land owned by the Company. The vacant parcel is contiguous with an existing multifamily property owned by the Company. The fee approved will be determined by the total development cost of the project and is payable over the predevelopment and development phases of the project. Predevelopment charges are anticipated to be billed to the Company beginning in the third quarter of 2006.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF BERKSHIRE INCOME REALTY, INC.

You should read the following discussion in conjunction with Berkshire Income Realty, Inc.'s (the Company) consolidated financial statements and their related notes and other financial information included in this report. For further information please refer to the Company's consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

***Forward Looking Statements***

Certain statements contained in this report, including information with respect to our future business plans, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements, subject to a number of risks and uncertainties that could cause actual results to differ significantly from those described in this report. These forward-looking statements include statements regarding, among other things, our business strategy and operations, future expansion plans, future prospects, financial position, anticipated revenues or losses and projected costs and objectives of management. Without limiting the foregoing, the words may, will, should, could, expects, plans, anticipates, believes, estimates, potential, or continue or the negative of such terms and other comparable terminology are intended to identify forward-looking statements. There are a number of important factors that could cause our results to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, changes in economic conditions generally and the real estate and bond markets specifically, legislative/regulatory changes (including changes to laws governing the taxation of real estate investment trusts (REITs)), possible sales of assets, the acquisition restrictions placed on the Company by its investment in Berkshire Multifamily Value Fund, LP (BVF or the Fund), availability of capital, the cost of rehabilitation projects, interest rates and interest rate spreads, changes in accounting principles generally accepted in the United States of America (GAAP) and policies and guidelines applicable to REITs, those set forth in the Risk Factors section of the Company's Annual Report on Form 10-K for the year ended December 31, 2005 and other risks and uncertainties as may be detailed from time to time in our public announcements and Securities and Exchange Commission (SEC) filings. The risks listed herein are not exhaustive. Other sections of this report may include additional factors that could adversely affect our business and financial performance. Moreover, we operate in a competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

***Overview***

The Company is engaged primarily in the ownership, acquisition, operation and rehabilitation of multifamily apartment communities in the Baltimore/Washington D.C., Southeast, Southwest and Midwest areas of the United States. We conduct substantially all of our business and own, either directly or through subsidiaries, substantially all of our assets through Berkshire Income Realty OP, L.P. (the Operating Partnership), a Delaware limited partnership. The Company's wholly owned subsidiary, BIR GP, L.L.C., a Delaware limited liability company, is the sole general partner of the Operating Partnership. As of August 11, 2006, the Company is the owner of 100% of the preferred limited partner units of the Operating Partnership, whose terms mirror the terms of the Company's Series A 9% Cumulative Redeemable Preferred Stock and, through BIR GP, L.L.C., owns 100% of the general partner interest of the Operating Partnership, which represents approximately 2.39% of the common economic interest of the Operating Partnership.

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Our general and limited partner interests in the Operating Partnership entitle us to share in cash distributions from, and in the profits and losses of, the Operating Partnership in proportion to our percentage interest therein. The other partners of the Operating Partnership are affiliates who contributed their direct or indirect interests in certain properties to the Operating Partnership in exchange for common units of limited partnership interest in the Operating Partnership.

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Since the inception of the Company, earnings from the Company's investments in the Mortgage Funds (refer to Note 3 Investment in Mortgage Funds in the financial statements) had been a substantial component of the Company's overall earnings until, as was expected, the liquidation of the final investment on November 14, 2005. The Company expects that earnings from multifamily apartment community investments will continue to increase, both as a result of growth in the existing portfolio and as a result of future acquisitions. The Company expects the growth in real estate earnings to substantially compensate for the drop in earnings from the investments in the Mortgage Funds and foresees the Company having the ability to make distributions on its Series A 9% Cumulative Redeemable Preferred Stock in accordance with charter of the Company.

Our highlights of the six months ended June 30, 2006 included the following:

On January 8, 2006, the Company executed an agreement to sell the Berkshires at Marina Mile ( Marina Mile ) property in Fort Lauderdale, Florida to a third party. The selling price was \$41,978,700. The transaction was structured to comply with a Section 1031 tax deferred exchange under the Internal Revenue Code of 1986, as amended.

On March 22, 2006, the Company closed on a non-recourse mortgage note payable on Bear Creek Apartments for \$3,825,000, which is collateralized by the related property. The interest rate on the note is fixed at 5.83% for a term of 10 years. The note is interest only for five years and matures on April 1, 2016, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

On April 18, 2006, the Company completed the sale of Marina Mile, a 306-unit multifamily apartment community located in Ft Lauderdale, Florida, to an unaffiliated buyer. The sale price of the property was \$41,978,700 and was subject to normal operating prorations and adjustments as provided for in the purchase and sale agreement. The Company has structured the transaction to comply with the requirements of a Section 1031 tax deferred exchange under the Internal Revenue Code of 1986, as amended. The Company has reinvested a substantial portion of its share of the proceeds from the sale of Marina Mile in the purchase of Chisholm Place Apartments and intends to reinvest the balance of the funds in an additional qualified replacement property.

On June 9, 2006, the Company, through the Multifamily Venture, JV BIR/ERI, L.L.C., executed a non-recourse second mortgage note payable on Arrowhead Apartments for \$3,120,000, which is collateralized by the related property. The interest rate on the note is fixed at 6.45% for a term of approximately 7.5 years. The note is interest only for 24 months and matures on December 1, 2013, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

On June 9, 2006, the Company, through the Multifamily Venture, JV BIR/ERI, L.L.C., executed a non-recourse second mortgage note payable on The Moorings Apartments for \$3,280,000, which is collateralized by the related property. The interest rate on the note is fixed at 6.45% for a term of approximately 7.5 years. The note is interest only for 24 months and matures on December 1, 2013, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

On June 12, 2006, the Company, through the Multifamily Venture, JV BIR/ERI, L.L.C., executed a non-recourse second mortgage note payable on the Country Place I and Country Place II Apartments for \$9,716,000, which is collateralized by the related properties. The interest rate on the note is fixed at 6.43% for a term of approximately 8.5 years. The note is interest only for 24 months and matures on January 1, 2015, at which time the remaining principal and accrued interest is due. The note may be prepaid, subject to a prepayment penalty, at anytime with 30 days of notice.

On June 28, 2006, the Company, through a newly formed and wholly owned subsidiary, BIR Chisholm Limited Partnership, consummated the acquisition of 100% of the fee simple interest of Chisholm Place Apartments, a 142 unit multifamily apartment community located in Plano, Texas, from an unaffiliated third party. The purchase price of \$9,625,000 was paid from an escrow account administered by a qualified Section 1031 tax deferred exchange intermediary institution in connection with the prior sale of Marina Mile. The purchase price was subject to normal operating pro rations and

adjustments as provided for in the purchase and sale agreement.

### ***General***

The Company detailed a number of significant trends and specific factors affecting the real estate industry in general and the Company's business in particular in Management's Discussion and Analysis of Financial Condition and Results of Operations Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2005. The Company believes those trends and factors continue to be relevant to the Company's performance and financial condition.

### ***Recent Accounting Pronouncements***

On June 1, 2005, The Financial Accounting Standards Board (FASB) issued Statement No. 154, Accounting Changes and Error Corrections (FAS 154) which is a replacement of APB Opinion No. 20 and FASB Statement No. 3. FAS 154 address the accounting for voluntary changes in accounting principles and changes the requirements of the accounting for and reporting of a change in accounting principles. The Statement requires the retrospective application, to prior periods financial statements, of voluntary changes in accounting principles unless it is impracticable to do so. APB Opinion 20 previously required that most voluntary changes in accounting principle be included in the net income of the period of the change the cumulative effect of changing to the new accounting principles. The FASB believes that FAS 154 improves financial reporting because its requirements enhance the consistency of financial information between accounting periods. FAS 154 is effective for changes and corrections made in fiscal years beginning after December 15, 2005. The Company is not currently contemplating any changes in accounting principles and is not aware of any errors that would require correction as promulgated by Statement No. 154. FAS 154 became effective and was adopted by the Company as required effective January 1, 2006. The adoption of FAS 154 did not have a material impact on the financial position or operating results of the Company.

In July 2006, the FASB released FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement 109 (FIN 48 or the Interpretation), which clarifies the accounting for uncertainty in income taxes recognized in companies financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The evaluation of a tax position in accordance with FIN 48 is a two-step process. The first step is recognition whereby companies must determine whether it is more likely than not that a tax position will be sustained upon examination. The second step is measurement whereby a tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The Interpretation also provides guidance on derecognition of recognized tax benefits, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company will adopt FIN 48 as of January 1, 2007. The Company has not assessed the impact of FIN 48 but believes, based on its election to be treated as a real estate investment trust under Section 856 of the Internal Revenue Code of 1986, as amended, that it will not have an impact on its financial condition or results of operations.

### ***Liquidity and Capital Resources***

#### **Cash and Cash Flows**

As of June 30, 2006 and December 31, 2005, the Company had \$17,518,116 and \$22,134,658 of cash and cash equivalents, respectively.



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	Three months ended		Six months ended	
	June 30,		June 30,	
	2006	2005	2006	2005
Cash provided by operating activities	\$ 3,541,942	\$ 4,193,936	\$ 4,920,851	6,771,460
Cash used in investing activities	(5,641,367)	(14,694,065)	(11,529,014)	(77,132,855)
Cash provided by financing activities	2,479,927	14,670,417	1,991,621	58,152,877

During the six months ended June 30, 2006, cash decreased by \$4,616,542. The main component of the overall decrease was \$11,529,014 used in the investing activities of the Company. The activities relate mainly to the capital expenditures related to the rehabilitation of the Company's properties and additional investment in BVF. The decrease was partially offset by increases in cash of \$1,991,621, in the Company's financing activities, which include proceeds from a new mortgage on one property in the amount of \$3,825,000 and proceeds from second mortgage loans of \$16,116,000 on four properties financed as a group. The increases from the financings were offset by payments of principal on existing mortgage loans, distributions to common and preferred shareholders and distributions to minority owners in the properties. The cash used in the investing and financing activities of the Company were partially offset by an increase of \$4,920,851 provided by the operating activities of the Company.

The Company's principal liquidity demands are expected to be distributions to our preferred and common shareholders and Operating Partnership unitholders, capital improvements, rehabilitation projects and repairs and maintenance for the properties, acquisition of additional properties, debt repayment and investment in BVF (refer to footnote 5 Investment in Multifamily Limited Partnership Venture in the financial statements).

The Company intends to meet its short-term liquidity requirements through net cash flows provided by operating activities, cash distributions from its investments, including the Company's investments in Multifamily Venture and the Multifamily Limited Partnership Venture, and advances from the revolving credit facility. The Company considers its ability to generate cash to be adequate to meet all operating requirements and make distributions to its stockholders in accordance with the provisions of the Internal Revenue Code of 1986, as amended, applicable to REITs.

The Company intends to meet its long-term liquidity requirements through property debt financing and refinancing, and, to a lesser degree, advances from the revolving credit facility. The Company may seek to expand its purchasing power through the use of venture relationships with other companies.

The Company has obtained fixed interest rate mortgage financing on all of the properties in the portfolio with the exception of the Arboretum Land, a parcel of vacant land adjacent to the Arboretum Place Apartments. Fixed interest rate mortgage financing was obtained on the Chisholm Place property on August 1, 2006. The Company has rate locked on refinancing first mortgage debt on the Seasons of Laurel property, which is anticipated to close in the fourth quarter of 2006, and will provide the Company with additional liquidity.

On June 30, 2005, the Company closed on a new credit facility in the form of a \$20,000,000 revolving credit agreement. The financing was obtained from an affiliate of the Company, was based on arms-length negotiations and was approved by the Audit Committee of the Board of Directors of the Company (the Board), which is comprised solely of directors who are independent under applicable rules and regulations of the

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SEC and AMEX. Concurrently with the closing, the Company borrowed \$16,000,000. The proceeds from the borrowing were used to fund the July 1, 2005 acquisition of Lake Ridge Apartments as well as ongoing rehabilitation projects at certain of the Company's existing properties. The Company repaid the advance from the credit facility in the third quarter of 2005. During the quarter ended June 30, 2006, the Company borrowed \$7,000,000 from the credit facility for the potential acquisition of a property pursuant to a foreclosure auction. The Company was not the winning bidder and the funds were immediately repaid. There are no borrowings outstanding on the credit facility as of June 30, 2006. The Company currently expects that repayment of future advances from the credit facility, if any, will be funded by proceeds from conventional mortgages on newly acquired properties and potential re-financing of existing properties, including those properties undergoing substantial rehabilitation projects where resulting

increases in value, if any, would allow refinancing of the properties at increased levels from the existing mortgages currently outstanding on the rehabilitated properties. The credit facility will expire on December 31, 2006 if the Company does not exercise a one-time six-month extension available to it. Currently, the Company anticipates exercising the option to extend the credit facility for six months to June 30, 2007.

The Company's has rate locked on the refinancing of the existing mortgage debt on its Seasons of Laurel property which is due in 2009 and includes the additional \$20,378,000 of mortgage debt obtained in fiscal year 2003 that is coterminous with the first mortgage. Total long-term obligations due in 2009 are \$87,114,356 which the Company plans to pay through the refinancing of the respective property. Refer to Note 13, subsequent events, for additional information.

### *Capital Expenditures*

The Company incurred \$2,021,345 and \$4,072,031 in recurring capital expenditures during the six months ended June 30, 2006 and 2005, respectively. Recurring capital expenditures typically include items such as appliances, carpeting, flooring, HVAC equipment, kitchen and bath cabinets, site improvements and various exterior building improvements.

The Company incurred \$6,485,860 and \$4,587,138 in renovation related capital expenditures during the six months ended June 30, 2006 and 2005, respectively. Renovation related capital expenditures generally include capital expenditures of a significant non-recurring nature, including construction management fees payable to an affiliate of the Company, where the Company expects to see a financial return on the expenditure or where the Company believes the expenditure preserves the status of a property within its sub-market.

In April 2003, the Company began a significant renovation project at its Seasons of Laurel property. The renovation involved substantial upgrades to the kitchens and bathrooms in all of the property's 1,088 apartment units and was originally expected to cost approximately \$8,100,000, or \$7,444 per apartment unit. In 2004, the original contractor sent notification to the Company of its desire to renegotiate the contract. As a result of that notification, the Company sought new bids from several contractors and ultimately dismissed the original contractor and awarded the contract to a new company based on the new bids. The current cost estimate is approximately \$8,109,000. As of June 30, 2006, the project is approximately 98% complete and the project continues to be on track to meet the adjusted cost estimate. The Company currently anticipates spending, and has budgeted, approximately \$3,928,000 for continued renovations of the Seasons of Laurel property in 2006 in accordance with the renovation project currently in process as well as other anticipated renovations, including the installation of gas and electric meters for each apartment unit. The Company currently anticipates completion of the ongoing upgrade project to occur by September 30, 2006.

In January 2004, the Company authorized the renovation of 252 apartment units at its Hannibal Grove property (Hannibal) to provide for in-unit washer and dryer hookups. The total cost of the project was estimated to be approximately \$1,455,000, or \$5,775 per apartment unit. The Company believes the renovations are necessary to maintain the property's competitiveness in its sub-market and that the property will also achieve significant growth in rental rates as a result of the renovations. In September 2005, in addition to the washer and dryer program, the Company approved, after a successful trial project on a certain number of units, the interior renovation of all 252 units at Hannibal, including the in-unit washer and dryer hookups in units not yet converted, at an anticipated total cost of \$5,292,000, or \$21,000 per unit. As of June 30, 2006, 105 units or 42%, of 252 apartment units at Hannibal have been renovated at a cost of approximately \$2,546,817. The Company currently anticipates spending, and has budgeted in 2006, approximately \$2,467,000 for continued renovations at Hannibal and currently anticipates completing the project in the second quarter of 2007.

In May 2005, the Company authorized the interior renovation of 216 apartment units as well as significant renovation to the exterior siding and decks of its Yorktowne property. As of June 30, 2006, the exterior renovations were complete. The interior renovation includes the replacement and upgrade of the kitchens, bathrooms and doors of each unit. The total cost of the project is currently estimated at approximately \$2,494,877.

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As of June 30, 2006, the interior unit renovation project is ongoing and is approximately 84% complete as 181 of the 216 units have been renovated, approximately \$2,084,953 has been spent to date and the project is substantially on track to meet original cost estimates. The Company believes the renovations will yield significant growth in

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rental rates and must be undertaken in order to maintain its competitiveness in its sub-market. The Company currently anticipates completing the project by the end of 2006.

Also in May 2005, the Company authorized the renovation of its Berkshires on Brompton property. The renovations at the 362 unit property include significant rehabilitation to the interior and exterior common areas as well as individual interior unit renovations. The total cost of the project, including interior and exterior renovations, is currently estimated at approximately \$6,800,000. The Company has tested the interior rehabilitation plan on 100 units, at a cost of approximately \$6,300 per unit or \$630,000, and has determined that the financial returns estimated in the plan are achievable. Based on the successful financial returns of the 100 unit test, the Company decided to move forward with the renovation of the remaining 262 units. The costs associated with the renovation of the remaining 262 units were approved as part of the 2006 capital budget, which included a per unit estimated cost of \$7,300 or \$1,912,600. As of June 30, 2006, 209 units or 58%, including the 100 test units, have been renovated at a cost of \$1,875,239.

Other properties are undergoing limited scope renovation projects during 2006. The projects include exterior renovations of the Savannah at Citrus Park property. The renovations were approved as part of the decision to acquire the property in 2005. Total costs are estimated at approximately \$670,500 of which approximately \$322,000 have been incurred to date. Additionally, exterior renovations of the Riverbirch property, also approved as part of the decision to acquire the property in 2005 are currently being undertaken with completion expected by the end of 2006. Total costs are estimated at approximately \$1,335,000 of which approximately \$1,090,000 have been incurred to date.

The Company owns two parcels of vacant land, which are contiguous with other properties the Company currently owns. The Company continues to assess the viability of developing additional apartment units on those parcels. No decisions to proceed or funds have been committed to any development projects as of June 30, 2006.

The Company's capital budgets for 2006 anticipate spending approximately \$17,652,000 for ongoing rehabilitation and development of current portfolio properties during the year. As of June 30, 2006, the Company has not committed to any new significant rehabilitation projects.

### *Acquisitions*

On June 28, 2006, the Operating Partnership, through a newly formed and wholly owned subsidiary, BIR Chisholm Limited Partnership, consummated the acquisition of 100% of the fee simple interest of Chisholm Place Apartments, a 142 unit multifamily apartment community located in Plano, Texas, from an unaffiliated third party. The purchase price of \$9,625,000 was paid from an escrow account administered by a qualified intermediary institution in connection with the prior sale of a qualified property structured to comply with the requirements of a Section 1031 tax deferred exchange under the Internal Revenue Code of 1986, as amended. The purchase price was subject to normal operating pro rations and adjustments as provided for in the purchase and sale agreement.

### *Declaration of Dividends and Distributions*

On March 25, 2003, the Board declared a dividend at an annual rate of 9% on the stated liquidation preference of \$25 per share of the outstanding shares of the 9% Cumulative Redeemable Preferred Stock, which is payable quarterly in arrears, on February 15, May 15, August 15, and November 15 of each year to shareholders of record in the amount of \$0.5625 per share per quarter.

On November 9, 2005, the Board authorized the general partner of the Operating Partnership to distribute two quarterly distributions of \$1,000,000 each from its operating cash flows to common general and common limited partners, payable on February 15, 2006 and May 15, 2006. On the same day, the Board also declared a common dividend of \$0.016996 per share on the Company's Class B common stock payable concurrently with the Operating Partnership distributions.

***Results of Operations and Financial Condition***

During the six months ended June 30, 2006, the Company's portfolio (the Total Property Portfolio), which consists of all properties acquired or placed in service on or prior to January 1, 2005 and owned through June 30, 2006, did not increase as one property was acquired late in the period and the interests in another property were sold during the period, which was accounted for under the equity method of accounting. (the Total Property Portfolio). As a result of changes in the Total Portfolio over the twelve month period ended June 30, 2006, the consolidated financial statements show considerable changes in revenue and expenses from period to period. The Company does not believe that its period-to-period financial data are comparable. Therefore, the comparison of operating results for the three and six months ended June 30, 2006 and 2005 reflects changes attributable to the properties that were owned by the Company throughout each period presented (the Same Property Portfolio).

Net Operating Income (NOI) falls within the definition of a non-GAAP financial measure as stated in Item 10(e) of Regulation S-K promulgated by the SEC. The Company believes NOI is a measure of operating results that is useful to investors to analyze the performance of a real estate company because it provides a direct measure of the operating results of the Company's multifamily apartment communities. The Company also believes it is a useful measure to facilitate the comparison of operating performance among competitors. The calculation of NOI requires classification of income statement items between operating and non-operating expenses, where operating items include only those items of revenue and expense which are directly relate to the income producing activities of the properties. We believe that to achieve a more complete understanding of the Company's performance, NOI should be compared with our reported net income (loss). Management uses NOI to evaluate the operating results of properties without reflecting the effect of capital decisions such as the issuance of mortgage debt and investments in capital items, in turn these capital decisions have an impact of interest expense and depreciation and amortization.

The most directly comparable financial measure of our NOI, calculated and presented in accordance with GAAP, is net income (loss), shown on the statement of operations. For the three and six months ended June 30, 2006 and 2005, the net income (loss) was \$5,867,098 and \$20,681,896 and \$465,933 and \$18,893,467, respectively.



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*Comparison of the three months ended June 30, 2006 to the three months ended June 30, 2005.*

The table below reflects selected operating information for the Same Property Portfolio, which consists of the 18 properties acquired or placed in service on or prior to January 1, 2005 and owned through June 30, 2006 and the Total Property Portfolio, which consists of all properties acquired or placed in service on or prior to January 1, 2005 and owned through June 30, 2006. (The operating results for the six month period ended June 30, 2005 for the Windward Lakes property has been removed from the presentation of Net Operating income as those results have been reflected as discontinued operations in the consolidated statements of operations.)

	Same Property Portfolio Three months ended June 30,				Total Property Portfolio Three months ended June 30,			
	2006	2005	Increase/ (Decrease)	% Change	2006	2005	Increase/ (Decrease)	% Change
Revenue:								
Rental	13,166,269	12,525,554	640,715	5.12%	17,167,373	14,761,159	2,406,214	16.30%
Interest utility reimbursement and other	745,904	718,445	27,459	3.82	1,247,239	862,963	384,276	44.53
Total Revenue	13,912,173	13,243,999	668,174	5.05	18,414,612	15,624,122	2,790,490	17.86
Operating Expenses:								
Operating	3,448,024	3,025,247	422,777	13.97	4,639,176	3,680,750	958,426	26.04
Maintenance	1,231,693	1,052,890	178,803	16.98	1,524,226	1,260,111	264,115	20.96
Real estate taxes	1,515,686	1,463,863	51,823	3.54	2,004,486	1,704,384	300,102	17.61
General and administrative	201,044	227,306	(26,262)	(11.55)	654,130	1,023,264	(369,134)	(36.07)
Management fees	544,089	506,935	37,154	7.33	1,131,223	1,003,648	127,575	12.71
Total operating expenses	6,940,536	6,276,241	664,295	10.58	9,953,241	8,672,157	1,281,084	14.77
Net Operating Income	6,971,637	6,967,758	3,879	0.06	8,461,371	6,951,965	1,509,406	21.71
Non-operating expenses:								
Depreciation	4,591,758	4,035,967	555,791	13.77	6,758,271	4,833,016	1,925,255	39.84
Interest	3,867,592	3,603,484	264,108	7.33	5,059,313	4,205,369	853,944	20.31
Amortization of acquired in-								
place leases and tenant								
relationships	72,527	1,035,781	(963,254)	(93.00)	220,709	1,016,570	(795,861)	(78.29)
Total non operating								
expenses	8,531,877	8,675,232	(143,355)	(1.65)	12,038,293	10,054,955	1,983,338	19.72
Loss before minority interest in								
properties, equity in loss of								
Multifamily Venture and								
Limited Partnership, equity in								
income of Mortgage Funds,								

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minority common interest in

Operating Partnership and

income from discontinued operations	(1,560,240)	(1,707,474)	147,234	(8.62)	(3,576,922)	(3,102,990)	(473,932)	15.27
Minority interest in properties	-	-	-	-	(173,861)	(138,978)	(34,883)	25.10
Equity in loss of Multifamily								
Venture and Limited Partnership	-	-	-	-	9,617,881	(199)	9,618,080	100.00
Equity in income of Mortgage								
Funds	-	-	-	-	-	68,118	(68,118)	(100.00)
Minority common interest in								
Operating Partnerships	-	-	-	-	-	(244,025)	244,025	100.00
Income from discontinued operations	-	-	-	-	-	24,099,970	(24,099,970)	(100.00)
Net income (loss)	(1,560,240)	(1,707,474)	147,234	(8.62)	5,867,098	20,681,896	(14,814,798)	(71.63)

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*Comparison of the three months ended June 30, 2006 to the three months ended June 30, 2005.*

*(Same Property Portfolio)*

***Revenue***

***Rental Revenue***

Rental revenue of the Same Property Portfolio increased for the three-month period ended June 30, 2006 in comparison to the similar period of 2005. The increase is attributable to positive occupancy and rental revenue momentum in the Baltimore, Mid Atlantic and Southeastern rental markets, continued improvement in market conditions in the Southwest and benefits realized from ongoing successful property rehabilitation projects at various properties in the Same Property Portfolio, specifically the Seasons of Laurel and Hannibal Grove Apartments. The success of the renovation projects benefits the Company by yielding enhanced rental revenues as rehabilitated units are placed back into service with incrementally higher rental rates than pre-rehabilitation levels. Additionally, benefits are also being realized from reductions in rent losses suffered as units remain vacant while undergoing renovation. Management continues to assess the success of the rehabilitation projects, which include the updating of apartment units at select properties with new kitchens, bathrooms or in-unit laundry equipment. Also contributing to the positive results is the effect of general rent increases across the Same Property Portfolio as well as stable occupancy levels which have met or exceeded, at most properties, managements budgeted expectations. Management continues to believe that the recent trend of rising interest rates will dilute the popularity of home purchases and anticipates this effect will continue to stabilize occupancy rates, which we believe continues to be reflective of the positive occupancy trends and rental revenue levels in the three-month period ended June 30, 2006.

***Interest, utility reimbursement and other revenue***

Same Property Portfolio interest, utility reimbursement and other revenues increased slightly for the three-month period ended June 30, 2006 as compared to the three-month period ended June 30, 2005. Interest and utility reimbursements were consistent period over period while other miscellaneous revenues increased, mainly due to increases in damage, relet and late fees. Miscellaneous revenues consist primarily of the fees charged to tenants and potential tenants, including late fees, parking fees, pet fees, laundry fees, application fees and other similar items.

***Operating Expenses***

***Operating***

Overall operating expenses increased in the quarter ended June 30, 2006 as compared to the same period of 2005. Increases in payroll and related benefits, due to increases in office staff and maintenance coverage at the properties, property insurance and utilities, including gas, electricity and water and sewer were the main contributors to the increases. The Seasons of Laurel property contributed significantly to the Company's utility expense, as the related charges at the property are paid by the Company and are not currently billed directly to individual

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tenants for their respective apartment unit. The Company continues to evaluate the possibility of passing the unit utility costs to its tenants and will implement the necessary changes in the systems to allow for direct billing by apartment unit. The majority of the other properties in the Same Property Portfolio also experienced an increase in utility costs, but to a lesser degree than the Seasons of Laurel property. As anticipated, the Company renewed its insurance coverage effective July 1, 2006 at increased levels from the expiring coverage mainly due to substantial increases in property insurance premiums. Property insurance expense on our existing portfolio is expected to increase by approximately \$500,000 per year over 2005 rates.

### *Maintenance*

Maintenance expense increased in the three-month period ended June 30, 2006 as compared to the same period of 2005 and is due mainly to repair expenses not otherwise covered by insurance as well as other normal maintenance

activities including cleaning and interior painting. Snow removal was lower than the comparable period due to the mild winter plowing season while other recurring maintenance costs were consistent with the same period of 2005. It is management's belief that the proactive maintenance of multifamily apartment communities within its portfolio is an effective program that contributes to preserving, and in some cases increasing, its occupancy levels. Additionally, the maintenance program also facilitates the minimization of vacancy and rental concessions required to operate the properties at desired occupancy levels.

#### ***Real Estate Taxes***

Real estate taxes increased for the three-month period ended June 30, 2006 from the comparable period of 2005. The increase is due to the continual escalation of assessed property valuations for assets in the Same Property Portfolio. The Company scrutinizes the assessed values of its properties and avails itself of arbitration or similar forums made available by the taxing authority for increases in assessed value that it considers to be unreasonable. The Company anticipates a continued upward trend in real estate tax expense as local and state taxing agencies continue to place significant reliance on property tax revenue.

#### ***General and Administrative***

General and administrative expenses decreased for the comparable three-month periods ended June 30, 2006 and 2005. The slight overall decrease is due mainly to normal operating expense fluctuations experienced throughout the properties of the Same Property Portfolio including savings in equipment rentals and legal fees related to tenant issues including those related to rent collection.

#### ***Management Fees***

Management fees of the Same Property Portfolio increased in the three-month period ended June 30, 2006 compared to the same period of 2005 based on increased revenues of the Same Property Portfolio. Property management fees are assessed on the revenue stream of the properties managed by an affiliate of the Company.

#### ***Non Operating Expenses***

#### ***Depreciation***

Depreciation expense of the Same Property Portfolio increased for the three months ended June 30, 2006 as compared to the same period of the prior year. The increased expense is related to the additions to the basis of fixed assets in the portfolio driven by substantial rehabilitation projects ongoing at the Yorktowne, Brompton, Seasons of Laurel and Hannibal Grove properties and to a lesser degree, normal recurring capital spending activities over the remaining properties in the Same Property Portfolio.

#### ***Interest***

Interest expense for the three months ended June 30, 2006 increased over the comparable period of 2005. The increase is attributable to the refinancing of a property mortgage at an incrementally higher principal level than the related paid-off loan, which was partially offset by the reduced interest rate obtained on the new debt and new second mortgage debt on seven other existing properties. Additionally, the mortgage debt on the Yorktowne and Bear Creek properties were obtained after the closing on the properties and the related interest on the debt was less in the comparable period of 2005.

*Amortization of acquired in-place leases and tenant relationships*

Amortization of acquired in-place-leases and tenant relationships decreased significantly in the three months ended June 30, 2006 as compared to the same three-month period of 2005. The decrease is related mainly to the completion of amortization of the acquired-in-place lease intangible assets booked at acquisition and amortized over a 12 month period which did not extend into the six month period ended June 30, 2006. Additionally, there was only one acquisition late in 2006 and amortization of the related intangible assets, including acquired-in-place leases, did not commence in the period ended June 30, 2006.

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*Comparison of the six months ended June 30, 2006 to the six months ended June 30, 2005.*

The table below reflects selected operating information for the Same Property Portfolio, which consists of the 18 properties acquired or placed in service on or prior to January 1, 2005 and owned through June 30, 2006 and the Total Property Portfolio, which consists of all properties acquired or placed in service on or prior to January 1, 2005 and owned through June 30, 2006. (The operating results for the six month period ended June 30, 2005 for the Windward Lakes property has been removed from the presentation of Net Operating income as those results have been reflected as discontinued operations in the consolidated statements of operations.)

	Same Property Portfolio Six months ended June 30,		Increase/ (Decrease)	%	Total Property Portfolio Six months ended June 30,		Increase/ (Decrease)	%
	2006	2005			2006	2005		
Revenue:								
Rental	26,414,798	24,749,567	1,665,231	6.73%	34,463,460	27,712,358	6,751,102	24.36%
Interest utility reimbursement and other	1,451,958	1,362,066	89,892	6.60	2,365,839	1,606,840	758,999	47.24
Total Revenue	27,866,756	26,111,633	1,755,123	6.72	36,829,299	29,319,198	7,510,101	25.61
Operating Expenses:								
Operating	7,348,369	6,351,289	997,080	15.70	9,784,922	7,278,095	2,506,827	34.44
Maintenance	2,109,214	1,865,306	243,908	13.08	2,618,904	2,117,831	501,073	23.66
Real estate taxes	3,048,261	2,915,648	132,613	4.55	4,025,437	3,217,918	807,519	25.09
General and administrative	417,947	443,723	(25,776)	(5.81)	1,229,740	1,873,731	(643,991)	(34.37)
Management fees	1,087,891	1,009,553	78,338	7.76	2,262,508	1,948,127	314,381	16.14
Total operating expenses	14,011,682	12,585,519	1,426,163	11.33	19,921,511	16,435,702	3,485,809	21.21
Net Operating Income	13,855,074	13,526,114	328,960	2.43	16,907,788	12,883,496	4,024,292	31.24
Non-operating expenses:								
Depreciation	9,119,006	7,928,926	1,190,080	15.01	13,200,225	9,015,409	4,184,816	46.42
Interest	7,615,699	7,118,806	496,893	6.98	9,979,555	7,968,953	2,010,602	25.23
Amortization of acquired in-place								
leases and tenant relationships	153,673	1,605,151	(1,451,478)	(90.43)	556,942	2,079,387	(1,522,445)	(73.22)
Total non operating expenses	16,888,378	16,652,883	235,495	1.41	23,736,722	19,063,749	4,672,973	24.51
Loss before minority interest in								
properties, equity in loss of								
Multifamily Venture and Limited								
Partnership, equity in income of								
Mortgage Funds, minority								
common interest in Operating								

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Partnership and income from discontinued operations	(3,033,304)	(3,126,769)	93,465	(2.99)	(6,828,934)	(6,180,253)	(648,681)	10.50
Minority interest in properties	-	-	-	-	(1,213,378)	62,936	(1,276,314)	(2027.9)
Equity in loss of Multifamily Venture and Limited Partnership	-	-	-	-	9,484,345	(43,373)	9,527,718	(100.00)
Equity in income of Mortgage Funds	-	-	-	-	-	1,154,158	(1,154,158)	(100.00)
Minority common interest in Operating Partnerships	-	-	-	-	(976,100)	(244,025)	(732,075)	300.00
Income from discontinued operations	-	-	-	-	-	24,144,024	(24,144,024)	(100.00)
Net income (loss)	(3,033,304)	(3,126,769)	93,465	(2.99)	465,933	18,893,467	(18,427,534)	(97.53)

*Comparison of the six months ended June 30, 2006 to the six months ended June 30, 2005.*

*(Same Property Portfolio)*

***Revenue***

***Rental Revenue***

Rental revenue of the Same Property Portfolio increased for the six-month period ended June 30, 2006 in comparison to the similar period of 2005. The increase is attributable to positive occupancy and rental revenue momentum in the Baltimore, Mid Atlantic and Southeastern rental markets, continued improvement in market conditions in the Southwest and benefits realized from ongoing successful property rehabilitation projects at various properties in the Same Property Portfolio, specifically the Seasons of Laurel and Hannibal Grove Apartments. The success of the renovation projects benefits the Company by yielding enhanced rental revenues as rehabilitated units are placed back into service with incrementally higher rental rates than pre-rehabilitation levels. Additionally, benefits are also being realized from reductions in rent losses suffered as units remain vacant while undergoing renovation. Management continues to assess the success of the rehabilitation projects, which include the updating of apartment units at select properties with new kitchens, bathrooms or in-unit laundry equipment. Also contributing to the positive results is the effect of general rent increases across the Same Property Portfolio as well as stable occupancy levels which have met or exceeded, at most properties, managements budgeted expectations. Management continues to believe that the recent trend of rising interest rates will dilute the popularity of home purchases and anticipates this effect will continue to stabilize occupancy rates, which we believe continues to be reflective of the positive occupancy trends and rental revenue levels in the six-month period ended June 30, 2006.

***Interest, utility reimbursement and other revenue***

Same Property Portfolio interest, utility reimbursement and other revenues increased slightly for the six-month period ended June 30, 2006 as compared to the six-month period ended June 30, 2005. Interest and utility reimbursements were consistent period over period while other miscellaneous revenues increased, mainly due to increases in damage, relet and late fees. Miscellaneous revenues consist primarily of the fees charged to tenants and potential tenants, including late fees, parking fees, pet fees, laundry fees, application fees and other similar items.

***Operating Expenses***

***Operating***

Overall operating expenses increased in the quarter ended June 30, 2006 as compared to the same period of 2005. Increases in payroll and related benefits, due to increased levels of office staff and maintenance coverage at the properties, property insurance, and utilities, including gas, electricity and water and sewer were the main contributors to the increases. The Seasons of Laurel property contributed significantly to the Company's utility expense, as the related charges at the property are paid by the Company and are not currently billed directly to individual

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tenants for their respective apartment unit. The Company continues to evaluate the possibility of passing the unit utility costs to its tenants and will implement the necessary changes in the systems to allow for direct billing by apartment unit. The majority of the other properties in the Same Property Portfolio also experienced an increase in utility costs, but to a lesser degree than the Seasons of Laurel property. As anticipated, the Company renewed its insurance coverage effective July 1, 2006 at increased levels from the expiring coverage mainly due to substantial increases in property insurance premiums. Property insurance expense on our existing portfolio is expected to increase by approximately \$500,000 per year over 2005 rates.

### *Maintenance*

Maintenance expense increased in the six-month period ended June 30, 2006 as compared to the same period of 2005 and is due mainly to repair expenses not otherwise covered by insurance as well as other normal maintenance

activities including cleaning and interior painting. Snow removal was lower than the comparable period due to the mild winter plowing season while other recurring maintenance costs were consistent with the same period of 2005. It is management's belief that the proactive maintenance of multifamily apartment communities within its portfolio is an effective program that contributes to preserving, and in some cases increasing, its occupancy levels. Additionally, the maintenance program also facilitates the minimization of vacancy and rental concessions required to operate the properties at desired occupancy levels.

#### ***Real Estate Taxes***

Real estate taxes increased for the six-month period ended June 30, 2006 from the comparable period of 2005. The increase is due to the continual escalation of assessed property valuations for assets in the Same Property Portfolio. The Company scrutinizes the assessed values of its properties and avails itself of arbitration or similar forums made available by the taxing authority for increases in assessed value that it considers to be unreasonable. The Company anticipates a continued upward trend in real estate tax expense as local and state taxing agencies continue to place significant reliance on property tax revenue.

#### ***General and Administrative***

General and administrative expenses decreased for the comparable six-month periods ended June 30, 2006 and 2005. The slight overall decrease is due mainly to normal operating expense fluctuations experienced throughout the properties of the Same Property Portfolio including savings in equipment rentals and legal fees related to tenant issues including those related to rent collection.

#### ***Management Fees***

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#### ***Non Operating Expenses***

#### ***Depreciation***

Depreciation expense of the Same Property Portfolio increased for the six months ended June 30, 2006 as compared to the same period of the prior year. The increased expense is related to the additions to the basis to fixed assets in the portfolio driven by substantial rehabilitation projects ongoing at the Yorktowne, Brompton, Seasons of Laurel and Hannibal Grove properties and to a lesser degree, normal recurring capital spending activities over the remaining properties in the Same Property Portfolio.

#### ***Interest***

Interest expense for the six months ended June 30, 2006 increased over the comparable period of 2005. The increase is attributable to the refinancing of a property mortgage at an incrementally higher principal level than the related paid-off loan, which was partially offset by the reduced interest rate obtained on the new debt and new second mortgage debt on seven other existing properties. Additionally, the mortgage debt on the Yorktowne and Bear Creek properties were obtained after the closing on the properties and the related interest on the debt was less in the comparable period of 2005.

*Amortization of acquired in-place leases and tenant relationships*

Amortization of acquired in-place-leases and tenant relationships decreased significantly in the six months ended June 30, 2006 as compared to the same six-month period of 2005. The decrease is related mainly to the completion of amortization of the acquired-in-place lease intangible assets booked at acquisition and amortized over a 12 month period, of which did not extend into the six month period ended June 30, 2006. Additionally, there was only one acquisition late in the six months ended June 30, 2006 and amortization of the related intangible assets, including acquired-in-place leases, did not commence in the period.

**Debt to Fair Value of Real Estate Assets**

The Company's total debt summary and debt maturity schedule, as of June 30, 2006, is as follows:

**Debt Summary**

	Balance	Weighted Average Rate
Total - Collateralized - Fixed Rate Debt	\$ 389,333,379	5.21%

**Debt Maturity Summary**

<u>Year</u>	Balance	% of Total
2006	\$ 968,822	.25%
2007	4,630,765	1.19%
2008	5,572,477	1.43%
2009	87,114,356	22.38%
2010	5,053,594	1.30%
Thereafter	285,993,365	73.45%
Total	\$ 389,333,379	100.00%

The Company's Debt-to-Fair Value of Real Estate Assets as of June 30, 2006 is presented in the following table. Fair value of real estate assets is based on management's best estimate of fair value for properties purchased in prior years or purchase price for properties acquired within the current year. As with any estimate, management's estimate of the fair value of properties purchased in prior years represents only its good faith opinion as to that value, and there can be no assurance that the actual value that might, in fact, be realized for any such property would approximate that fair value. The following information is presented in lieu of information regarding the Company's Debt-to-Total Market Capitalization Ratio, which is a commonly used measure in our industry, because the Company's market capitalization is not readily determinable since there was no public market for its common equity during the periods presented in this report.

The Board has established investment guidelines under which management may not incur indebtedness such that at the time we incur the indebtedness our ratio of debt to total assets exceeds 75%. This measure is calculated based on the fair value of the assets determined by management as described above.

The information regarding Debt-to-Fair Value of Real Estate Assets is presented to allow investors to calculate our loan-to-value ratios in a manner consistent with those used by management and others in our industry, including those used by our current and potential lenders. Management uses this information when making decisions about financing or refinancing properties. Management also uses fair value information when making decisions about selling assets as well as evaluating acquisition opportunities within markets where we have assets.

Fair Value of Real Estate Assets is not a GAAP financial measure and should not be considered as an alternative to net book value of real estate assets, the most directly comparable financial measure calculated and presented in accordance with GAAP. The net book value of our real estate assets was \$388,935,545 at June 30, 2006 and is presented on the balance sheet as multifamily apartment communities, net of accumulated depreciation. The following table reconciles the fair value of our real estate assets to the net book value of real estate assets as of June 30, 2006.



**Debt-to-Fair Value of Real Estate Assets as of**

June 30, 2006

Net book value of multifamily apartment communities	\$ 388,935,545
Accumulated depreciation	140,111,164
Historical cost	529,046,709
Increase in fair value over historical cost	90,333,791
Fair Value estimated	\$ 619,380,500
 Mortgage Debt	 \$ 389,333,379
 Debt-to-Fair Value	 62.86%

The debt-to-fair value of real estate assets does not include any outstanding borrowings under the revolving credit facility, which were \$0 at June 30, 2006 and December 31, 2005. The revolving credit facility contains covenants that require the Company to maintain certain financial ratios, including an indebtedness to value ratio not to exceed 75%. If the Company were to be in violation of this covenant, we would be unable to draw advances from our line which could have a material impact on our ability to meet our short-term liquidity requirements. Further, if we were unable to draw on the line, we may have to slow or temporarily stop our rehabilitation projects which could have a negative impact on our results of operations and cash flows. As of June 30, 2006, the Company is in compliance with the covenants of the revolving credit facility.

**Funds From Operations**

The Company has adopted the revised definition of Funds from Operations ( FFO ) adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ( NAREIT ). Management considers FFO to be an appropriate measure of performance of an equity REIT. We calculate FFO by adjusting net income (loss) (computed in accordance with GAAP, including non-recurring items), for gains (or losses) from sales of properties, real estate related depreciation and amortization, and adjustment for unconsolidated partnerships and ventures. Management believes that in order to facilitate a clear understanding of the historical operating results of the Company; FFO should be considered in conjunction with net income as presented in the consolidated financial statements included elsewhere herein. Management considers FFO to be a useful measure for reviewing the comparative operating and financial performance of the Company because, by excluding gains and losses related to sales of previously depreciated operating real estate assets and excluding real estate asset depreciation and amortization (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates), FFO can help one compare the operating performance of a company's real estate between periods or as compared to different companies.

The Company's calculation of FFO may not be directly comparable to FFO reported by other REITs or similar real estate companies that have not adopted the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently. FFO is not a GAAP financial measure and should not be considered as an alternative to net income (loss), the most directly comparable financial measure of our performance calculated and presented in accordance with GAAP, as an indication of our performance. FFO does not represent cash generated from operating activities determined in accordance with GAAP and is not a measure of liquidity or an indicator of our ability to make cash distributions. We believe that to further understand our performance; FFO should be compared with our reported net income and considered in addition to cash flows in accordance with GAAP, as presented in our consolidated financial statements.



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The following table presents a reconciliation of net income (loss) to FFO for the three and six months ended June 30, 2006 and 2005:

	Three months ended		Six months ended	
	June 30, June 30,			
	2006	2005	2006	2005
Net income (loss)	\$ 5,867,098	\$ 20,681,896	\$ 465,933	\$ 18,893,467
Add				
Depreciation of real property	5,184,836	4,765,361	10,323,094	8,102,886
Depreciation included in results of				
discontinued operations	-	196,193	-	389,520
Minority common interest in Operating				
Partnership	-	244,025	976,100	244,025
Minority interest in properties	175,824	138,978	1,215,341	-
Amortization of acquired in-place leases				
and tenant relationships	220,708	1,016,570	556,942	2,079,387
Equity in loss of Multifamily Venture	292,273	199	437,502	43,373
Funds from operations of Multifamily				
Venture	226,449	84,008	260,899	181,390
Less				
Minority interest in properties	-	-	-	(62,936)
Minority interest in properties share of				
funds from operations	(258,811)	(455,878)	(474,888)	(565,472)
Equity in income of Multifamily Venture	(9,910,154)	-	(9,921,847)	-
Gain on disposition of real estate assets	-	(25,257,837)	-	(25,257,837)
Funds from Operations	\$ 1,798,223	\$ 1,413,515	\$ 3,839,076	\$ 4,047,803

During the three months and six months ended June 30, 2006 and 2005, changes in FFO were due mainly to normal operating fluctuations after adjusting for the effect of the sale of the Company's interests in the Marina Mile property in 2006 and the sale of the Windward Lakes property in 2005. Fluctuations included increases in depreciation of real property due to acquisition of additional properties in the comparable periods as well as increases in real property related to significant rehabilitation projects ongoing at four of the Company's properties. Additionally, increases in distributions paid were offset by a reduction in the amortization of intangible assets.

**Environmental Issues**

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There are no recorded amounts resulting from environmental liabilities because there are no known contingencies with respect to environmental liabilities. The Company obtains environmental audits through various sources, including lender evaluations and acquisition due diligence, for each of its properties at various intervals throughout a property's useful life. The Company has not been advised by any third party as to the existence of, nor has it identified on its own, any material liability for site restoration or other costs that may be incurred with respect to any of its properties.

### *Inflation and Economic Conditions*

Substantially all of the leases at the Company's properties are for a term of one year or less, which enables the Company to seek increased rents for new leases or upon renewal of existing leases. These short-term leases minimize the potential adverse effect of inflation on rental income, although residents may leave without penalty at the end of their lease terms and may do so if rents are increased significantly. Certain properties are subject to

regulations that require lease periods of two years, which management deems as having minimal effect on the overall inflation risk to the Company.

The Company believes the multifamily sector will benefit from the ongoing economic recovery and favorable current demographic trends. While the apartment sector has experienced slower growth over the past four years due to rising unemployment and a significant renter migration to single family homes, a reversal of both trends is now expected to spur an apartment recovery. The economic recovery is generating increased job growth, which typically translates into household formation and rising apartment occupancy. The Company feels, for single family homebuyers over the next several years, increasing housing costs and potentially higher interest rates may make purchases increasingly expensive and out of reach. In addition, we believe the projected demographic trends strongly favor the multifamily sector, driven primarily by the initial wave of echo boomers (age 20 to 29), the fastest growing segment of the population, and an increasing number of immigrants who are typically renters by necessity.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company's mortgage notes and revolving credit facility are fixed rate instruments; therefore, the Company's outstanding debt is not sensitive to changes in the capital market except upon maturity. The table below provides information about the Company's financial instruments, specifically debt obligations.

The table presents principal cash flows and related weighted average interest rates by expected maturity dates for the mortgage notes payable as of June 30, 2006. There was no balance outstanding on the revolving credit facility as of June 30, 2006.

	2006	2007	2008	2009	2010	Thereafter	Total
Fixed Rate Debt	\$ 968,822	\$ 4,630,765	\$ 5,572,477	\$ 87,114,356	\$ 5,053,594	\$ 285,993,365	\$ 389,333,379
Average Interest Rate	5.19%	5.13%	5.16%	5.46%	5.09%	5.98%	5.21%

The level of market interest rate risk remained relatively consistent from December 31, 2005 to June 30, 2006.

As of June 30, 2006, none of the Company's outstanding debt is at variable interest rates. The Company estimates that the effect of a 1% increase or decrease in interest rates would not have an impact on interest expense as all of the outstanding mortgage debt is at fixed interest rates.

Item 4. CONTROLS AND PROCEDURES

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Based on their evaluation, required by the Securities Exchange Act Rules 13a-15(d) and 15d-15(d), the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Securities Exchange Act Rules 13a-15(d) and 15d-15(d)) are effective as of June 30, 2006 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and were effective as of June 30, 2006 to ensure that information required to be disclosed by the Company issuer in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

No changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**PART II. OTHER INFORMATION**

Item 1. LEGAL PROCEEDINGS  
- None

Item 1A. RISK FACTORS  
- Please read the risk factors disclosed in our Annual Report on Form 10K for the fiscal year ended December 31, 2005 filed with the Securities and Exchange Commission on March 29, 2006. As of June 30, 2006 there have been no material changes to the risk factors as presented therein. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our financial condition and/or operating results.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS  
- None

Item 3. DEFAULTS UPON SENIOR SECURITIES  
- None

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS  
- None

Item 5. OTHER INFORMATION  
- None

Item 6. EXHIBITS

10.1 Purchase and Sale Agreement between Marina Mile, LLC and BIR I, LLC (individually and collectively, as applicable, Seller ) and Metro Real Estate Group, Inc. dated January 3, 2006. (Incorporated by reference to Exhibit No. 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2006).

10.2 Second Amendment to Purchase and Sale Agreement between Marina Mile, LLC and BIR I, LLC (collectively, Seller ) and Metro Real Estate Group, Inc. dated February 8, 2006. (Incorporated by reference to Exhibit No. 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on February 8, 2006).

31.1 Certification of Principal Executive Officer Pursuant of 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Principal Executive Officer Pursuant of 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



## 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.

### **BERKSHIRE INCOME REALTY, INC.**

August 14, 2006

/s/ David C. Quade  
David C. Quade

President, Chief Financial Officer and

Principal Executive Officer

August 14, 2006

/s/ Christopher M. Nichols  
Christopher M. Nichols

Vice President and Principal Accounting Officer