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## Press Release

DENVER, CO - April 25, 2016

Contact: Shelby Noble  
Phone: 720.922.6082

### UDR ANNOUNCES FIRST QUARTER 2016 RESULTS LED BY STRONG SAME-STORE GROWTH

#### UDR (the “Company”) First Quarter 2016 Highlights:

- Funds from Operations (“FFO”) per share was \$0.43, FFO as Adjusted per share was \$0.43 (+8% year-over-year), and AFFO per share was \$0.41 (+11%).
- Year-over-year same-store revenue and net operating income (“NOI”) growth for the quarter were 6.4 percent and 8.0 percent, respectively.
- Commenced the construction of 345 Harrison Street, a 585-home development in Boston’s South End, with an estimated cost of \$367 million.
- Sold two land parcels located in Santa Monica, CA for \$24 million.
- Issued \$174 million of common equity in conjunction with S&P 500 Inclusion.
- The Company increased its annualized dividend by 6 percent to \$1.18 per share versus \$1.11 in 2015.
- Reaffirmed full-year 2016 earnings and same-store guidance ranges.

	Q1 2016	Q1 2015
<b>FFO per common share and unit, diluted</b>	<b>\$0.43</b>	<b>\$0.43</b>
Acquisition-related costs/(fees), including joint ventures	-	0.001
Texas Joint Venture promote and disposition fee income	-	(0.036)
Long-term incentive plan transition costs	0.001	0.003
Net gain on the sale of non-depreciable real estate owned	(0.006)	-
Casualty-related (recoveries)/charges, including joint ventures, net	0.004	0.004
<b>FFO as Adjusted per common share and unit, diluted</b>	<b>\$0.43</b>	<b>\$0.40</b>
Recurring capital expenditures	(0.024)	(0.027)
<b>AFFO per common share and unit, diluted</b>	<b>\$0.41</b>	<b>\$0.37</b>

A reconciliation of FFO, FFO as Adjusted and AFFO to GAAP Net income attributable to common stockholders can be found on Attachment 2 of the Company’s first quarter supplemental package.

## Operations

Same-store NOI increased 8.0 percent year-over-year in the first quarter of 2016 driven by same-store revenue growth of 6.4 percent against a 2.7 percent increase in same-store expenses. Same-store physical occupancy was 96.5 percent as compared to 96.7 percent in the prior year period. The annualized rate of turnover increased 110 basis points year-over-year to 42.2 percent in the quarter.

### Summary of Same-Store Results First Quarter 2016 versus First Quarter 2015

Region	Revenue Growth	Expense Growth/ (Decline)	NOI Growth	% of Same-Store Portfolio <sup>(1)</sup>	Same-Store Occupancy <sup>(2)</sup>	Number of Same-Store Homes <sup>(3)</sup>
West	9.1%	4.2%	10.9%	41.3%	96.1%	11,298
Mid-Atlantic	2.0%	2.4%	1.9%	21.1%	96.6%	8,304
Northeast	5.9%	4.3%	6.5%	17.3%	96.8%	3,124
Southeast	7.3%	(0.6)%	11.3%	14.1%	96.7%	7,683
Southwest	5.4%	1.4%	7.9%	6.2%	97.0%	3,608
<b>Total</b>	<b>6.4%</b>	<b>2.7%</b>	<b>8.0%</b>	<b>100.0%</b>	<b>96.5%</b>	<b>34,017</b>

<sup>(1)</sup> Based on Q1 2016 NOI.

<sup>(2)</sup> Average same-store occupancy for the quarter.

<sup>(3)</sup> During the first quarter, 34,017 apartment homes, or approximately 84 percent of 40,728 total consolidated apartment homes (versus 51,231 apartment homes inclusive of joint ventures and development pipeline homes upon completion), were classified as same-store. The Company defines QTD SS Communities as those communities stabilized for five full consecutive quarters. These communities were owned and had stabilized occupancy and operating expenses as of the beginning of the quarter in the prior year, were not in process of any substantial redevelopment activities, and not held for disposition.

Sequentially, same-store NOI increased by 2.0 percent on revenue growth of 1.7 percent against a 1.1 percent increase in expenses in the first quarter of 2016.

## Development Activity

At the end of the first quarter, the Company had an under-construction development pipeline for which its pro rata share totaled \$1 billion. The development projects will be delivered over the next three years, with \$162 million expected to be completed in 2016, \$166 million in 2017, \$342 million in 2018 and the balance in early 2019. The development pipeline is currently expected to produce a weighted average spread between estimated stabilized yields and current market cap rates above the upper end of the Company's 150 to 200 basis point targeted range.

During the quarter, the Company commenced one new development project. 345 Harrison Street, a 585-home community located in the South End neighborhood of Boston, MA, is being developed for a budgeted cost of \$367 million. The project is expected to be completed in early 2019.

In addition, the Company had preferred equity and participating loan investments for which its pro rata share totaled \$364 million with 100 percent of the equity commitment funded. The \$364 million consisted of a \$93 million completed, non-stabilized project and \$271 million of under construction projects. Of the \$271 million in development projects left to complete, \$215 million is expected to be completed in 2016 and the balance in 2017.

## **Transactions**

During the first quarter, the Company sold its 95 percent ownership interest in two land parcels located in Santa Monica, CA for \$24 million. This resulted in a gain of \$1.7 million to FFO, but was excluded from FFO as Adjusted.

## **Capital Markets**

During the first quarter, in conjunction with the Company's inclusion in the S&P 500 Index, the Company issued 5 million common shares, at a net price of \$34.73, for total net proceeds of \$174 million.

In addition, the Company paid down \$83.3 million of 5.25% Medium Term Notes on January 15, 2016.

## **Balance Sheet**

At March 31, 2016, the Company had \$1.1 billion in availability through a combination of cash and undrawn capacity on its credit facilities.

The Company's total indebtedness at March 31, 2016 was \$3.4 billion. The Company ended the quarter with fixed-rate debt representing 84.3 percent of its total debt, a total blended interest rate of 3.95 percent and a weighted average term to maturity of 4.9 years. The Company's leverage was 33.0 percent versus 37.5 percent a year ago, net debt-to-EBITDA was 5.4x versus 6.4x a year ago and fixed charge coverage was 4.4x versus 4.0x a year ago.

## **Dividend**

As previously announced, the Company's Board of Directors declared a regular quarterly dividend on its common stock for the first quarter of 2016 in the amount of \$0.295 per share. The dividend will be paid in cash on May 2, 2016 to UDR common stock shareholders of record as of April 11, 2016. The first quarter 2016 dividend will represent the 174<sup>th</sup> consecutive quarterly dividend paid by the Company on its common stock.

On an annualized basis, the Company's 2016 dividend per share of \$1.18 represents a 6 percent increase versus 2015.

## **Outlook**

**For the second quarter of 2016**, the Company has established the following earnings guidance ranges:

FFO per share	\$0.43 to \$0.45
FFO as Adjusted per share	\$0.43 to \$0.45
AFFO per share	\$0.39 to \$0.41

**For the full-year 2016**, the Company has reaffirmed its previously provided guidance ranges:

FFO per share	\$1.75 to \$1.81
FFO as Adjusted per share	\$1.75 to \$1.81
AFFO per share	\$1.59 to \$1.65

**For the full-year 2016**, the Company has reaffirmed its previously provided same-store growth guidance ranges:

Revenue	5.50% to 6.00%
Expense	3.00% to 3.50%
Net operating income	6.50% to 7.00%

Additional assumptions for the Company's second quarter and full-year 2016 guidance can be found on Attachment 15 of the Company's first quarter Supplemental Financial Information.

### **Supplemental Information**

The Company offers Supplemental Financial Information that provides details on the financial position and operating results of the Company which is available on the Company's website at [ir.udr.com](http://ir.udr.com).

### **Conference Call and Webcast Information**

UDR will host a webcast and conference call at 1:00 p.m. Eastern Time on April 26, 2016 to discuss first quarter results. The webcast will be available on UDR's website at [ir.udr.com](http://ir.udr.com). To listen to a live broadcast, access the site at least 15 minutes prior to the scheduled start time in order to register, download and install any necessary audio software.

To participate in the teleconference dial 877-723-9517 for domestic and 719-325-4745 for international and provide the following conference ID number: 7493963.

A replay of the conference call will be available through May 26, 2016, by dialing 888-203-1112 for domestic and 719-457-0820 for international and entering the confirmation number, 7493963, when prompted for the pass code.

A replay of the call will be available for 30 days on UDR's website at [ir.udr.com](http://ir.udr.com).

### **Full Text of the Earnings Report and Supplemental Data**

Internet -- The full text of the earnings report and Supplemental Financial Information will be available on the Company's website at [ir.udr.com](http://ir.udr.com).

Mail -- For those without Internet access, the first quarter 2016 earnings report and Supplemental Financial Information will be available by mail or fax, on request. To receive a copy, please call UDR Investor Relations at 720-922-6082.



## Attachment 16(B)

### UDR, Inc. Definitions and Reconciliations March 31, 2016 (Unaudited)

#### Joint Venture Reconciliation at UDR's Weighted Average Pro-Rata Ownership Interest

##### In thousands

	1Q 2016
Income/(loss) from unconsolidated entities	\$ 679
Management fee	1,105
Interest expense	7,882
Depreciation	10,350
General and administrative	160
West Coast Development JV	(1,427)
Steele Creek	(1,519)
Other income/expense (includes 717 Olympic casualty expense)	(23)
<b>Total Joint Venture NOI at UDR's Pro-Rata Ownership Interest</b>	<b>\$ 17,207</b>

**JV Return on Equity ("ROE"):** The Company defines JV ROE as the pro rata share of property NOI plus property and asset management fee revenue less interest expense, divided by the average of beginning and ending equity capital for the quarter.

Management considers ROE a useful metric for investors as it provides a widely used measure of how well the Company is investing its capital on a leveraged basis.

**JV Return on Invested Capital ("ROIC"):** The Company defines JV ROIC as the pro rata share of property NOI plus property and asset management fee revenue divided by the average of beginning and ending invested capital for the quarter.

Management considers ROIC a useful metric for investors as it provides a widely used measure of how well the Company is investing its capital on an unleveraged basis.

**Net Debt to EBITDA:** The Company defines net debt to EBITDA as total debt net of cash and cash equivalents divided by EBITDA. EBITDA is defined as net income, excluding the impact of interest expense, real estate depreciation and amortization of wholly owned and other joint venture communities, other depreciation and amortization, noncontrolling interests, net gain/(loss) on the sale of real estate owned, and TRS income tax.

Management considers net debt to EBITDA a useful metric for investors as it provides ratings agencies, investors and lending partners with a widely-used measure of the Company's ability to service its debt obligations as well as compare leverage against that of its peer REITs. A reconciliation between net income and EBITDA is provided on Attachment 4(C) of the Company's quarterly supplemental disclosure.

**Net Operating Income ("NOI"):** The Company defines NOI as rental income less direct property rental expenses. Rental income represents gross market rent less adjustments for concessions, vacancy loss and bad debt. Rental expenses include real estate taxes, insurance, personnel, utilities, repairs and maintenance, administrative and marketing. Excluded from NOI is property management expense which is calculated as 2.75% of property revenue to cover the regional supervision and accounting costs related to consolidated property operations, and land rent.

Management considers NOI a useful metric for investors as it is a more meaningful representation of a community's continuing operating performance than net income as it is prior to corporate-level expense allocations, general and administrative costs, capital structure and depreciation and amortization and is a widely used input, along with capitalization rates, in the determination of real estate valuations. A reconciliation from net income attributable to UDR, Inc. to NOI is provided below.

##### In thousands

	1Q 2016	4Q 2015	3Q 2015	2Q 2015	1Q 2015
Net income/(loss) attributable to UDR, Inc.	\$ 10,393	\$ 162,200	\$ 13,291	\$ 86,855	\$ 73,822
Property management	6,379	6,445	5,988	5,851	5,694
Other operating expenses	1,752	3,534	2,639	1,769	1,766
Real estate depreciation and amortization	105,339	104,909	90,568	90,344	88,777
Interest expense	31,104	33,170	30,232	29,673	28,800
Casualty-related (recoveries)/charges, net	-	(45)	541	843	996
General and administrative	13,844	17,993	15,824	13,721	12,152
Tax (benefit)/provision, net	(403)	(1,424)	(633)	(1,404)	(425)
(Income)/loss from unconsolidated entities	(679)	(1,052)	(2,691)	573	(59,159)
Interest income and other (income)/expense, net	(431)	(407)	(402)	(382)	(360)
Joint venture management and other fees	(2,858)	(3,253)	(3,653)	(3,098)	(12,706)
Other depreciation and amortization	1,553	1,899	1,457	1,700	1,623
(Gain)/loss on sale of real estate owned, net of tax	(3,070)	(172,635)	-	(79,042)	-
Net income/(loss) attributable to noncontrolling interests	1,211	14,963	404	3,029	2,595
<b>Total consolidated NOI</b>	<b>\$ 164,134</b>	<b>\$ 166,297</b>	<b>\$ 153,565</b>	<b>\$ 150,432</b>	<b>\$ 143,575</b>

**Non-Mature:** The Company defines Non-Mature Communities as those communities that have not met the criteria to be included in Same-Store Communities.

**Non-Residential / Other:** The Company defines Non-Residential / Other as non-apartment components of mixed-use properties, land held, properties being prepared for redevelopment and properties where a material change in home count has occurred.

**Physical Occupancy:** The Company defines physical occupancy as the number of occupied homes divided by the total homes available at a community.

**QTD Same-Store ("SS") Communities:** The Company defines QTD SS Communities as those communities stabilized for five full consecutive quarters. These communities were owned and had stabilized occupancy and operating expenses as of the beginning of the quarter in the prior year, were not in process of any substantial redevelopment activities, and not held for disposition.

**Recurring Capital Expenditures:** The Company defines recurring capital expenditures as expenditures that are necessary to help preserve the value of and maintain functionality at its communities.

**Redevelopment Communities:** The Company generally defines Redevelopment Communities as those communities where substantial redevelopment is in progress that is expected to have a material impact on the community's operations, including occupancy levels and future rental rates.

**Redevelopment Projected Weighted Average Return on Incremental Capital Invested:** The projected weighted average return on incremental capital invested for redevelopment projects is NOI as set forth in the Stabilization Period for Redevelopment Yield definition, less Recurring Capital Expenditures, minus the project's annualized operating NOI prior to commencing the redevelopment, less Recurring Capital Expenditures, divided by total cost of the project.

## **Forward Looking Statements**

Certain statements made in this press release may constitute “forward-looking statements.” Words such as “expects,” “intends,” “believes,” “anticipates,” “plans,” “likely,” “will,” “seeks,” “estimates” and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements, by their nature, involve estimates, projections, goals, forecasts and assumptions and are subject to risks and uncertainties that could cause actual results or outcomes to differ materially from those expressed in a forward-looking statement, due to a number of factors, which include, but are not limited to, unfavorable changes in the apartment market, changing economic conditions, the impact of inflation/deflation on rental rates and property operating expenses, expectations concerning availability of capital and the stabilization of the capital markets, the impact of competition and competitive pricing, acquisitions, developments and redevelopments not achieving anticipated results, delays in completing developments, redevelopments and lease-ups on schedule, expectations on job growth, home affordability and demand/supply ratio for multifamily housing, expectations concerning development and redevelopment activities, expectations on occupancy levels, expectations concerning the joint ventures with third parties, expectations that automation will help grow net operating income, expectations on annualized net operating income and other risk factors discussed in documents filed by the Company with the Securities and Exchange Commission from time to time, including the Company's Annual Report on Form 10-K and the Company's Quarterly Reports on Form 10-Q. Actual results may differ materially from those described in the forward-looking statements. These forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this press release, and the Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in the Company's expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required under the U.S. securities laws.

This press release and these forward-looking statements include UDR's analysis and conclusions and reflect UDR's judgment as of the date of these materials. UDR assumes no obligation to revise or update to reflect future events or circumstances.

## **About UDR, Inc.**

UDR, Inc. (NYSE:[UDR](#)), an S&P 500 company, is a leading multifamily real estate investment trust with a demonstrated performance history of delivering superior and dependable returns by successfully managing, buying, selling, developing and redeveloping attractive real estate properties in targeted U.S. markets. As of March 31, 2016, UDR owned or had an ownership position in 51,231 apartment homes including 3,556 homes under development. For 44 years, UDR has delivered long-term value to shareholders, the best standard of service to residents and the highest quality experience for associates. Additional information can be found on the Company's website at [ir.udr.com](http://ir.udr.com).



# Attachment 1

## UDR, Inc. Consolidated Statements of Operations <sup>(1)</sup> (Unaudited)

In thousands, except per share amounts	Three Months Ended March 31,	
	2016	2015
<b>REVENUES:</b>		
Rental income	\$ 231,957	\$ 207,047
Joint venture management and other fees <sup>(2)</sup>	2,858	12,706
Total revenues	<u>234,815</u>	<u>219,753</u>
<b>OPERATING EXPENSES:</b>		
Property operating and maintenance	39,446	37,250
Real estate taxes and insurance	28,377	26,222
Property management	6,379	5,694
Other operating expenses	1,752	1,766
Real estate depreciation and amortization	105,339	88,777
Acquisition costs	-	199
General and administrative	13,844	11,953
Casualty-related (recoveries)/charges, net	-	996
Other depreciation and amortization	1,553	1,623
Total operating expenses	<u>196,690</u>	<u>174,480</u>
<b>Operating income</b>	<b>38,125</b>	<b>45,273</b>
Income/(loss) from unconsolidated entities <sup>(2)</sup>	679	59,159
Interest expense	(31,104)	(28,800)
Interest income and other income/(expense), net	431	360
<b>Income/(loss) before income taxes and gain/(loss) on sale of real estate owned</b>	<b>8,131</b>	<b>75,992</b>
Tax benefit/(provision), net	403	425
<b>Income/(loss) from continuing operations</b>	<b>8,534</b>	<b>76,417</b>
Gain/(loss) on sale of real estate owned, net of tax	3,070	-
<b>Net income/(loss)</b>	<b>11,604</b>	<b>76,417</b>
Net (income)/loss attributable to redeemable noncontrolling interests in the OP and DownREIT Partnership	(905)	(2,588)
Net (income)/loss attributable to noncontrolling interests	(306)	(7)
<b>Net income/(loss) attributable to UDR, Inc.</b>	<b>10,393</b>	<b>73,822</b>
Distributions to preferred stockholders - Series E (Convertible)	(929)	(931)
<b>Net income/(loss) attributable to common stockholders</b>	<b>\$ 9,464</b>	<b>\$ 72,891</b>
<b>Income/(loss) per weighted average common share - basic:</b>	<b>\$0.04</b>	<b>\$0.28</b>
<b>Income/(loss) per weighted average common share - diluted:</b>	<b>\$0.04</b>	<b>\$0.28</b>
Common distributions declared per share	\$0.2950	\$0.2775
Weighted average number of common shares outstanding - basic	262,456	256,834
Weighted average number of common shares outstanding - diluted	264,285	258,662

(1) See Attachment 16 for definitions and other terms.

(2) In January 2015, the eight communities held by the Texas Joint Venture were sold, generating proceeds to UDR of \$43.5 million. The Company recorded promote and disposition fee income of approximately \$9.6 million and a gain of approximately \$59.1 million in connection with the sale during the three months ended March 31, 2015.





## Attachment 2

### UDR, Inc. Funds From Operations <sup>(1)</sup> (Unaudited)

In thousands, except per share and unit amounts	Three Months Ended March 31,	
	2016	2015
Net income/(loss) attributable to common stockholders	\$ 9,464	\$ 72,891
Real estate depreciation and amortization	105,339	88,777
Noncontrolling interests	1,211	2,595
Real estate depreciation and amortization on unconsolidated joint ventures	10,350	9,850
Net gain on the sale of unconsolidated depreciable property <sup>(2)</sup>	-	(59,073)
Net gain on the sale of depreciable real estate owned <sup>(5)</sup>	(1,385)	-
<b>Funds from operations ("FFO") attributable to common stockholders and unitholders, basic</b>	<b>\$ 124,979</b>	<b>\$ 115,040</b>
Distributions to preferred stockholders - Series E (Convertible) <sup>(3)</sup>	929	931
<b>FFO attributable to common stockholders and unitholders, diluted</b>	<b>\$ 125,908</b>	<b>\$ 115,971</b>
<b>FFO per common share and unit, basic</b>	<b>\$ 0.43</b>	<b>\$ 0.43</b>
<b>FFO per common share and unit, diluted</b>	<b>\$ 0.43</b>	<b>\$ 0.43</b>
Weighted average number of common shares and OP/DownREIT Units outstanding - basic	287,647	265,999
Weighted average number of common shares, OP/DownREIT Units, and common stock equivalents outstanding - diluted	292,504	270,863
<b>Impact of adjustments to FFO:</b>		
Acquisition-related costs/(fees), including joint ventures	\$ -	\$ 199
Texas Joint Venture promote and disposition fee income <sup>(2)</sup>	-	(9,633)
Long-term incentive plan transition costs	323	854
Net gain on the sale of non-depreciable real estate owned <sup>(5)</sup>	(1,685)	-
Casualty-related (recoveries)/charges, including joint ventures, net <sup>(4)</sup>	1,126	996
	<b>\$ (236)</b>	<b>\$ (7,584)</b>
<b>FFO as Adjusted attributable to common stockholders and unitholders, diluted</b>	<b>\$ 125,672</b>	<b>\$ 108,387</b>
<b>FFO as Adjusted per common share and unit, diluted</b>	<b>\$ 0.43</b>	<b>\$ 0.40</b>
Recurring capital expenditures	(6,961)	(7,243)
<b>AFFO attributable to common stockholders and unitholders</b>	<b>\$ 118,711</b>	<b>\$ 101,144</b>
<b>AFFO per common share and unit, diluted</b>	<b>\$ 0.41</b>	<b>\$ 0.37</b>

(1) See Attachment 16 for definitions and other terms.

(2) In January 2015, the eight communities held by the Texas Joint Venture were sold, generating proceeds to UDR of \$43.5 million. The Company recorded promote and disposition fee income of approximately \$9.6 million and a gain of approximately \$59.1 million in connection with the sale during the three months ended March 31, 2015.

(3) Series E preferred shares are dilutive for purposes of calculating FFO per share. Consequently, distributions to Series E preferred shareholders are added to FFO and the weighted average number of shares are included in the denominator when calculating FFO per common share and unit, diluted.

(4) Casualty-related charges for the three months ended March 31, 2016 include \$1.1 million related to UDR's share of the 717 Olympic casualty, which is included in income/(loss) from unconsolidated entities in Attachment 1.

(5) The GAAP gain for the three months ended March 31, 2016 is \$3.1 million, of which \$1.7 million is FFO gain related to the sale of two land parcels. The FFO gain is backed out for FFO as Adjusted.



# Attachment 3

## UDR, Inc. Consolidated Balance Sheets <sup>(1)</sup> (Unaudited)

In thousands, except share and per share amounts	March 31, 2016	December 31, 2015
<b>ASSETS</b>		
Real estate owned:		
Real estate held for investment	\$ 9,000,652	\$ 9,053,599
Less: accumulated depreciation	(2,743,461)	(2,646,044)
Real estate held for investment, net	<u>6,257,191</u>	<u>6,407,555</u>
Real estate under development (net of accumulated depreciation of \$0 and \$0)	196,402	124,072
Real estate held for disposition (net of accumulated depreciation of \$802 and \$830)	31,744	11,775
Total real estate owned, net of accumulated depreciation	<u>6,485,337</u>	<u>6,543,402</u>
Cash and cash equivalents	3,668	6,742
Restricted cash	21,030	20,798
Notes receivable, net	16,694	16,694
Investment in and advances to unconsolidated joint ventures, net	944,864	938,906
Other assets	129,975	137,302
Total assets	<u>\$ 7,601,568</u>	<u>\$ 7,663,844</u>
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Secured debt	\$ 1,374,670	\$ 1,376,945
Unsecured debt	2,037,155	2,193,850
Real estate taxes payable	16,147	18,786
Accrued interest payable	28,589	29,162
Security deposits and prepaid rent	35,995	36,330
Distributions payable	86,963	80,368
Accounts payable, accrued expenses, and other liabilities	77,676	81,356
Total liabilities	<u>3,657,195</u>	<u>3,816,797</u>
Redeemable noncontrolling interests in the OP and DownREIT Partnership	970,620	946,436
Equity:		
Preferred stock, no par value; 50,000,000 shares authorized 2,796,903 shares of 8.00% Series E Cumulative Convertible issued and outstanding (2,796,903 shares at December 31, 2015)	46,457	46,457
16,452,496 shares of Series F outstanding (16,452,496 shares at December 31, 2015)	1	1
Common stock, \$0.01 par value; 350,000,000 shares authorized 267,137,288 shares issued and outstanding (261,844,521 shares at December 31, 2015)	2,671	2,618
Additional paid-in capital	4,620,946	4,447,816
Distributions in excess of net income	(1,685,173)	(1,584,459)
Accumulated other comprehensive income/(loss), net	(12,035)	(12,678)
Total stockholders' equity	<u>2,972,867</u>	<u>2,899,755</u>
Noncontrolling interests	886	856
Total equity	<u>2,973,753</u>	<u>2,900,611</u>
Total liabilities and equity	<u>\$ 7,601,568</u>	<u>\$ 7,663,844</u>

(1) See Attachment 16 for definitions and other terms.



## Attachment 4(C)

### UDR, Inc. Selected Financial Information <sup>(1)</sup> (Unaudited)

	Quarter Ended March 31, 2016
<b>Coverage Ratios</b>	
Net income/(loss) attributable to UDR, Inc.	\$ 10,393
Adjustments (includes continuing and discontinued operations):	
Interest expense	31,104
Real estate depreciation and amortization	105,339
Real estate depreciation and amortization on unconsolidated joint ventures	10,350
Other depreciation and amortization	1,553
Noncontrolling interests	1,211
Income tax expense/(benefit)	(403)
EBITDA	<u>\$ 159,547</u>
(Gain)/loss on sale of real estate owned, net of tax	(3,070)
Long-term incentive plan transition costs	323
Casualty-related (recoveries)/charges, including joint ventures, net	1,126
EBITDA - adjusted for non-recurring items	<u>\$ 157,926</u>
Annualized EBITDA - adjusted for non-recurring items	<u>\$ 631,704</u>
Interest expense	\$ 31,104
Capitalized interest expense	4,203
Total interest	<u>\$ 35,307</u>
Preferred dividends	\$ 929
Total debt	\$ 3,411,825
Cash	3,668
Net debt	<u>\$ 3,408,157</u>
<b>Interest Coverage Ratio</b>	<u><b>4.52x</b></u>
<b>Fixed Charge Coverage Ratio</b>	<u><b>4.40x</b></u>
<b>Interest Coverage Ratio - adjusted for non-recurring items</b>	<u><b>4.47x</b></u>
<b>Fixed Charge Coverage Ratio - adjusted for non-recurring items</b>	<u><b>4.36x</b></u>
<b>Net Debt-to-EBITDA - adjusted for non-recurring items</b>	<u><b>5.4x</b></u>

#### Debt Covenant Overview

Unsecured Line of Credit Covenants <sup>(2)</sup>	Required	Actual	Compliance
Maximum Leverage Ratio	≤60.0%	33.6% <sup>(2)</sup>	Yes
Minimum Fixed Charge Coverage Ratio	≥1.5	3.5	Yes
Maximum Secured Debt Ratio	≤40.0%	17.6%	Yes
Minimum Unencumbered Pool Leverage Ratio	≥150.0%	400.7%	Yes

Senior Unsecured Note Covenants <sup>(3)</sup>	Required	Actual	Compliance
Debt as a percentage of Total Assets	≤60.0%	33.1% <sup>(3)</sup>	Yes
Consolidated Income Available for Debt Service to Annual Service Charge	≥1.5	4.8	Yes
Secured Debt as a percentage of Total Assets	≤40.0%	13.3%	Yes
Total Unencumbered Assets to Unsecured Debt	≥150.0%	346.3%	Yes

Securities Ratings	Debt	Preferred	Outlook
Moody's Investors Service	Baa1	Baa2	Stable
Standard & Poor's	BBB+	BB+	Stable

(1) See Attachment 16 for definitions and other terms.

(2) As defined in our credit agreement dated October 20, 2015.

(3) As defined in our indenture dated November 1, 1995 as amended, supplemented or modified from time to time.



## Attachment 16(D)

### UDR, Inc. Definitions and Reconciliations March 31, 2016 (Unaudited)

All guidance is based on current expectations of future economic conditions and the judgment of the Company's management team. The following reconciles from GAAP net income/(loss) per share for full year 2016 and second quarter of 2016 to forecasted FFO, FFO as Adjusted and AFFO per share and unit:

	Full Year 2016	
	Low	High
Forecasted earnings per diluted share	\$ 0.35	\$ 0.42
Conversion from GAAP share count	(0.16)	(0.17)
Depreciation	1.56	1.56
Noncontrolling interests	(0.01)	(0.01)
Preferred dividends	0.01	0.01
<b>Forecasted FFO per diluted share and unit</b>	<b>\$ 1.75</b>	<b>\$ 1.81</b>
Disposition-related FFO	(0.01)	(0.01)
Long-term incentive plan transition costs	0.01	0.01
<b>Forecasted FFO as Adjusted per diluted share and unit</b>	<b>\$ 1.75</b>	<b>\$ 1.81</b>
Recurring capital expenditures	(0.16)	(0.16)
<b>Forecasted AFFO per diluted share and unit</b>	<b>\$ 1.59</b>	<b>\$ 1.65</b>

	2Q 2016	
	Low	High
Forecasted earnings per diluted share	\$ 0.08	\$ 0.10
Conversion from GAAP share count	(0.04)	(0.04)
Depreciation	0.39	0.39
Noncontrolling interests	-	-
Preferred dividends	-	-
<b>Forecasted FFO per diluted share and unit</b>	<b>\$ 0.43</b>	<b>\$ 0.45</b>
Disposition-related FFO	-	-
Long-term incentive plan transition costs	-	-
<b>Forecasted FFO as Adjusted per diluted share and unit</b>	<b>\$ 0.43</b>	<b>\$ 0.45</b>
Recurring capital expenditures	(0.04)	(0.04)
<b>Forecasted AFFO per diluted share and unit</b>	<b>\$ 0.39</b>	<b>\$ 0.41</b>