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BNP RESIDENTIAL PROPERTIES INC  
Form 10-Q  
May 15, 2001

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 March 31, 2001

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-9496

BNP RESIDENTIAL PROPERTIES, INC.  
(Exact name of Registrant as specified in its charter)

Maryland	56-1574675
State or other jurisdiction of	(I.R.S. Employer
incorporation or organization	Identification No.)

3850 One First Union Center, Charlotte, NC 28202-6032  
(Address of principal executive offices) (Zip Code)

704/944-0100  
(Registrant's telephone number)

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. Yes X No \_\_\_\_

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of May 11, 2001 (the latest practicable date).

Common Stock, \$.01 par value	5,706,950
(Class)	(Number of shares)

Total number of pages: 18

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PART I - Financial Information

Item 1. Financial Statements.

BNP RESIDENTIAL PROPERTIES, INC.

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Consolidated Balance Sheets

	March 31 2001	Dece 2
	----- (Unaudited)	
Assets		
Real estate investments at cost:		
Apartment properties	\$219,034,217	\$21
Restaurant properties	39,702,060	3
	-----	-----
	258,736,277	25
Less accumulated depreciation	(34,969,870)	(3
	-----	-----
	223,766,407	22
Cash and cash equivalents	1,166,235	
Other current assets	2,145,914	
Investment in and advances to Management Company	-	
Notes receivable	100,000	
Intangible assets, net of accumulated amortization:		
Intangible related to acquisition of management operations	1,419,738	
Deferred financing costs	1,041,144	
	-----	-----
Total assets	\$229,639,438	\$23
	=====	=====
Liabilities and Shareholders' Equity		
Mortgage and other notes payable	\$163,560,329	\$16
Accounts payable and accrued expenses	1,666,461	
Escrowed security deposits and deferred revenue	1,190,175	
Deferred credit for defeasance of interest,		

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net of accumulated amortization	625,024	
Total liabilities	167,041,989	16
Minority interest in Operating Partnership	19,348,383	1
Shareholders' equity:		
Common stock, \$.01 par value, 100,000,000 shares authorized; issued and outstanding shares-- 5,706,950 at March 31, 2001 and at December 31, 2000	57,069	
Additional paid-in capital	69,707,155	6
Dividend distributions in excess of net income	(26,515,158)	(2)
Total shareholders' equity	43,249,066	4
Total liabilities and shareholders' equity	\$229,639,438	\$23

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BNP RESIDENTIAL PROPERTIES, INC.

Consolidated Statements of Operations  
(Unaudited)

	Three months end March 31 2001
Revenues	
Apartment rental income	\$7,740,980
Restaurant rental income	1,029,255
Management fee income	112,717
Equity in income of Management Company	-
Interest and other income	74,318
	8,957,270
Expenses	
Apartment operations	2,572,591
Apartment administration	215,220
Corporate administration	523,906
Depreciation	1,906,638
Amortization of intangibles	144,758
Interest	2,983,330
	8,346,443
Income before minority interest	610,827
Minority interest in Operating Partnership	140,668
Net income	\$ 470,159

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Per share data:	
Basic earnings per share	\$0.08
Diluted earnings per share	\$0.08
Dividends declared	\$0.31
Weighted average shares outstanding	5,706,950

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BNP RESIDENTIAL PROPERTIES, INC.

Consolidated Statement of Shareholders' Equity  
(Unaudited)

	Common Shares	Stock Amount	Additional paid-in capital	Dividends Distributed in excess of net income
Balance at December 31, 2000	5,706,950	\$57,069	\$69,707,155	\$(25,216,162)
Dividends paid (\$0.31)	-	-	-	(1,769,155)
Net income	-	-	-	470,159
Balance at March 31, 2001	5,706,950	\$57,069	\$69,707,155	\$(26,515,158)

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BNP RESIDENTIAL PROPERTIES, INC.

Consolidated Statements of Cash Flows  
(Unaudited)

	Three months end March 31 2001
Operating activities:	
Net income	\$ 470,159
Adjustments to reconcile net income to net cash provided by operations:	

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Minority interest in Operating Partnership	140,668	
Equity in income of Management Company	-	
Depreciation and amortization of intangibles	2,051,396	
Amortization of defeasance credit	(41,664)	
Changes in operating assets and liabilities:		
Other current assets	(608,501)	
Accounts payable and accrued expenses	695,118	
Security deposits and deferred revenue	2,919	
	-----	
Net cash provided by operating activities	2,710,095	
Investing activities:		
Additions to apartment properties	(622,176)	
Investment in/advances to Management Company	372,939	
Reduction in notes receivable	-	
	-----	
Net cash (used in) provided by investing activities	(249,237)	
Financing activities:		
Redemption of Operating Partnership minority units	-	
Repurchase of common stock	-	
Distributions to Operating Partnership minority unitholders	(529,320)	
Dividends paid to common shareholders	(1,769,155)	
Proceeds from notes payable	39,611	
Principal payments on notes payable	(91,019)	
(Payment) refund of deferred financing costs	(792)	
	-----	
Net cash used in financing activities	(2,350,675)	
	-----	
Net increase in cash and cash equivalents	110,183	
Cash and cash equivalents at beginning of period	1,056,052	
	-----	
Cash and cash equivalents at end of period	\$ 1,166,235	\$
	=====	=====

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BNP RESIDENTIAL PROPERTIES, INC.

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Notes to Consolidated Financial Statements - March 31, 2001  
(Unaudited)

Note 1. Interim financial statements

Our independent accountants have not audited the accompanying financial statements of BNP Residential Properties, Inc., except for the balance sheet at December 31, 2000. We derived the amounts in the balance sheet at December 31, 2000, from the financial statements included in our 2000 Annual Report on Form 10-K. We believe that we have included all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the financial position and results of operations for the periods presented.

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We have condensed or omitted certain notes and other information from the interim financial statements presented in this Quarterly Report on Form 10-Q. You should read these financial statements in conjunction with our 2000 Annual Report on Form 10-K.

We have reclassified amounts for apartment operations expense and administrative expense in the 2000 financial statements to conform to our 2001 presentation of these amounts.

### Note 2. Basis of Presentation

The consolidated financial statements include the accounts of BNP Residential Properties, Inc. (the "company"), and BNP Residential Properties Limited Partnership (the "Operating Partnership"). The company is the general partner and owns a majority interest in the Operating Partnership. All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

Effective January 2001, the consolidated financial statements include the accounts of BNP Management, Inc. (the "Management Company"). Prior to January 2001, the Operating Partnership had a 1% voting interest and 95% economic interest in the Management Company, and used the equity method to account for this investment. In January 2001, the Operating Partnership acquired the outstanding 99% voting interest and 5% economic interest in the Management Company for approximately \$16,000.

The impact of this change in basis of presentation on the balance sheet was to increase cash by approximately \$373,000 and net apartment properties equipment by approximately \$346,000, and to eliminate approximately \$715,000 investment in and advances to the Management Company previously reflected in our balance sheets.

In addition, we now reflect our third-party management operations, including management fee income and related administration expenses, directly in our statements of operations rather than reporting equity in the net income of the Management Company.

We do not expect this change in basis of presentation to have a significant impact on our financial position, operating results or cash flows.

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### Note 3. Shareholders' Equity

We calculated basic and diluted earnings per share using the following amounts:

	Three months ended March 31	
	2001	2000
Numerators:		
Numerator for basic earnings per share - net income	\$470,159	\$690,789
Add minority interest in Operating Partnership (1)	140,668	207,286
Numerator for diluted earnings per share - net income before minority interest (1)	\$610,827	\$898,075

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Denominators:

Denominator for basic earnings per share - weighted average shares outstanding	5,706,950	5,709,408
Effect of dilutive securities:		
Convertible Operating Partnership units	1,707,480	1,713,386
Stock options (2)	-	-
	-----	-----
Denominator for diluted earnings per share - adjusted weighted average shares and assumed conversions	7,414,430	7,422,794
	=====	=====

- (1) Assumes conversion of Operating Partnership units to common shares.
- (2) We excluded 140,000 options granted in 1994 (exercise price \$12.50), 110,000 options granted in 1997 (exercise price \$12.25), 180,000 options granted in 1998 (exercise price \$13.125 and \$11.25), and 47,500 options granted in February 2000 (exercise price \$9.25) from the above calculations because all outstanding options were antidilutive for these periods.

Note 3. Subsequent events

On April 19, 2001, we declared a regular quarterly cash dividend of \$0.31 per share, which we will pay on May 15, 2001, to shareholders of record on May 1, 2001.

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

The following discussion contains forward-looking statements within the meaning of federal securities law. You can identify such statements by the use of forward-looking terminology, such as "may," "will," "expect," "anticipate," "estimate," "continue" or other similar words. These statements discuss future expectations, contain projections of results of operations or of financial condition or state other "forward-looking" information.

Although we believe that our plans, intentions, and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve our plans, intentions or expectations. When you consider such forward-looking statements, you should keep in mind the following important factors that could cause our actual results to differ materially from those contained in any forward-looking statement:

- o our markets could suffer unexpected increases in the development of apartment, other rental, or competitive housing alternatives;
- o general economic conditions could cause the financial condition of a large number of our tenants to deteriorate;
- o we may not be able to complete development, acquisition or joint venture

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- projects as quickly or on as favorable terms as anticipated;
- o we may not be able to lease or re-lease apartments quickly or on as favorable terms as under existing leases;
  - o we may have incorrectly assessed the environmental condition of our properties;
  - o an unexpected increase in interest rates could increase our debt service costs;
  - o we may not be able to meet our long term liquidity requirements on favorable terms;
  - o we could lose key executive officers; and
  - o our concentrated markets may suffer an unexpected decline in economic growth or increase in unemployment rates.

Given these uncertainties, we caution you not to place undue reliance on forward-looking statements. We undertake no obligation to publicly release the results of any revision to these forward-looking statements that may be made to reflect any future events or circumstances or to reflect the occurrence of unanticipated events.

You should read the discussion in conjunction with the financial statements and notes thereto included in this Quarterly Report and our Annual Report on Form 10-K.

### Company Profile

BNP Residential Properties, Inc., is a self-administered and self-managed real estate investment trust that owns and operates apartment communities in North Carolina and Virginia.

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We currently own and operate 15 apartment communities containing 3,681 units and have the right to acquire one additional apartment community containing 108 units. We also own 42 restaurant properties, which we lease to a third party under a master lease on a triple-net basis. In addition, we manage three other apartment communities for a third-party owner.

We are structured as an UpREIT, or umbrella partnership real estate investment trust. The company is the sole general partner and owns a controlling interest in BNP Residential Properties Limited Partnership, through which we conduct all of our operations. We refer to this partnership as the Operating Partnership. We refer to the limited partners of the Operating Partnership as minority unitholders or as the minority interest.

Our executive offices are located at 3850 One First Union Center, Charlotte, North Carolina 28202-6032, telephone 704/944-0100.

### Results of Operations

#### Revenues

Total revenues for the first quarter of 2001 were \$9.0 million, an increase of 5.6% compared to the first quarter of 2000. Our primary source of revenue is apartment rental income, which generated approximately 86.4% of our



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total revenues in the first quarter of 2001, compared to 85.8% in the first quarter of 2000.

Apartment rental income totaled \$7.7 million in the first quarter of 2001, an increase of 6.4% compared to the first quarter of 2000. This increase is primarily attributable to \$458,000 of rental income at Oak Hollow Apartments Phase 2, which we acquired in December 2000.

For the first quarter of 2001, overall average economic occupancy declined by 1.2%, while average revenue per occupied unit increased by 1.0%, compared to the first quarter of 2000. On a same units basis (those units that we owned throughout the first quarters of both years), average economic occupancy declined by 0.9%, while average monthly revenue per occupied unit increased by 1.3%.

Summary amounts for our apartment communities' occupancy and revenue per occupied unit for the first quarter of 2001 follow:

	Three months ended March 31			
	Number of apartment units	Average physical occupancy	Average economic occupancy	Average monthly revenue per occupied unit
Abbingtion Place	360	95.7%	96.8%	\$763
Allerton Place	228	94.4%	95.0%	778
Chason Ridge	252	94.9%	95.9%	672
Harris Hill	184	95.5%	97.6%	714
Latitudes	448	96.3%	97.5%	759
Madison Hall	128	94.1%	95.5%	608
Oakbrook	162	94.8%	95.5%	772
Oak Hollow	221	93.5%	94.7%	740
Oak Hollow Ph2*	240	89.9%	90.1%	707

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	Three months ended March 31			
	Number of apartment units	Average physical occupancy	Average economic occupancy	Average monthly revenue per occupied unit
Paces Commons	336	91.9%	92.8%	702
Paces Village	198	90.7%	91.4%	680
Pepperstone	108	98.9%	99.8%	682
Savannah Place	172	92.3%	94.0%	698
Summerlyn Place	140	90.5%	92.1%	788
Waterford Place	240	94.1%	95.1%	851
Woods Edge	264	97.3%	98.1%	766
All apartments - 2001	3,681	94.2%	95.2%	736

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- 2000		95.7%	96.4%	729
Same units	3,440			
- 2001		94.5%	95.5%	738
- 2000		95.7%	96.4%	729

\*acquired December 2000

Apartment rental income was consistent with our expectations in the first quarter of 2001. We do not expect any significant improvement in our apartment markets in 2001. In light of this, we will continue to emphasize occupancy as a means of maximizing cash flow from our apartment communities. We will also strive to maintain our competitive position by keeping the apartment communities in an excellent state of repair and by making selective improvements. We believe that we have good properties in excellent locations, and that we are well positioned to compete effectively in our markets.

Restaurant rental income was \$1.0 million in the first quarter of 2001, a 2.3% decrease compared to the first quarter of 2000. The decrease in restaurant rental income is due to the sale of one restaurant property in June 2000. As of March 31, 2001, we had sold four of the original 47 restaurants to Boddie-Noell Enterprises, Inc. ("Enterprises"), the lessee, under the non-economic clause of an agreement that allows Enterprises to close up to seven restaurants and buy them back for no less than net carrying value. In January 2001, Enterprises notified us of its intention to close and buy back one additional restaurant; this sale was completed on April 30, 2001.

Restaurant rental income in the first quarters of both 2001 and 2000 was the minimum rent specified in the lease agreement. Under our master lease with Enterprises, restaurant rental income payments are the greater of a specified minimum rent or 9.875% of food sales. The minimum rent is reduced by approximately \$8,000 per month, or \$96,000 per year, for each restaurant that is sold.

"Same store" sales (for the 42 restaurants that were open throughout the first quarter of both 2001 and 2000) declined by 6.9% in 2001 compared to 2000. Sales at these restaurants would have to increase by approximately 19% before we would receive rent exceeding the minimum rent.

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As we discussed in the notes to our financial statements, effective January 1, 2001, we acquired the minority 5% economic interest and 99% voting interest in BNP Management, Inc. (the "Management Company"). We now include the revenues and expenses of our third-party management activities in our consolidated revenue and expense amounts. Management fee income totaled \$113,000 in the first quarter of 2001, while equity income from the Management Company was \$65,000 in the first quarter of 2000. If these activities had been reflected on a comparable basis in our 2000 financial statements, management fee income for the first quarter of 2000 would have been approximately \$113,000.

### Expenses

Total expenses for the first quarter of 2001 were \$8.3 million, an increase of 10.1% compared to the first quarter of 2000.

Apartment operations expense for the first quarter of 2001 totaled \$2.6 million, an increase of 12.8% compared to the first quarter of 2000. Approximately \$157,000 of this increase is attributable to the addition of Oak Hollow Apartments Phase 2, while the remaining \$135,000 increase reflects higher costs for on-site compensation, property taxes and insurance.

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Apartment operations expense includes only direct costs of on-site operations. Apartment operations expense represented 33.2% of related apartment rental income in the first quarter of 2001, compared to 31.4% in the first quarter of 2000.

Operating expenses for restaurant properties are insignificant because the triple-net lease arrangement requires the lessee to pay virtually all of the expenses associated with the restaurant properties.

We are now able to identify and compare apartment administration expenses for 2001 and 2000. These costs include our property management activities as well as accounting and support activities directly related to apartment management, and were previously included in our line item for administrative expenses. Apartment administration expense totaled \$215,000 for the first quarter of 2001, an increase of 1.0% compared to the first quarter of 2000.

Corporate administration expense totaled \$524,000 in the first quarter of 2001, a 22.5% increase compared to the first quarter of 2000. The \$96,000 increase is primarily attributable to earlier completion and payment for audit and tax return preparation services. In addition, we now include the revenues and expenses of our third-party management activities in our consolidated revenue and expense amounts. If these activities had been reflected on a consolidated basis in our 2000 financial statements, administrative expenses would have been approximately \$48,000 higher in the first quarter of 2000.

Depreciation expense totaled \$1.9 million in the first quarter of 2001, a 7.8% increase compared to the first quarter of 2000. This increase is attributable to the addition of Oak Hollow Apartments Phase 2 as well as the impact of additions and replacements at other apartment communities. Amortization expense was essentially the same for the first quarters of 2001 and 2000.

Interest expense was \$3.0 million in the first quarter of 2001, an increase of 8.6% compared to the first quarter of 2000. This increase is attributable to the \$12.8 million increase in long-term

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debt between the first quarter of 2000 and the first quarter of 2001. Overall, weighted average interest rates were 7.3% in both the first quarter of 2001 and 2000.

Net income

Net income available to common shareholders in the first quarter of 2001 was \$470,000, a decrease of 31.9% compared to the first quarter of 2000. This decline reflects the impact of increased interest expense as well as increased non-cash charges for depreciation and amortization. Operating Partnership earnings before interest, depreciation and amortization increased by 1.6% for the first quarter of 2001 compared to the first quarter of 2000.

Funds from Operations

Funds from operations is defined by the National Association of Real Estate Investment Trusts ("NAREIT") as "net income (computed in accordance with generally accepted accounting principles), excluding gains (losses) from sales of property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures."

We calculate funds available for distribution as funds from operations

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plus non-cash expense for amortization of loan costs, less recurring capital expenditures.

We consider funds from operations and funds available for distribution to be useful in evaluating potential property acquisitions and measuring the operating performance of an equity REIT. We believe that, together with net income and cash flows, funds from operations and funds available for distribution provide investors with additional measures to evaluate the ability of the REIT to incur and service debt and to fund acquisitions and other capital expenditures. Funds from operations and funds available for distribution do not represent net income or cash flows from operations as defined by generally accepted accounting principles. You should not consider funds from operations or funds available for distribution:

- o to be alternatives to net income as reliable measures of our operating performance, or
- o to be alternatives to cash flows as measures of liquidity.

Funds from operations and funds available for distribution do not measure whether cash flow is sufficient to fund all of our cash needs, including principal amortization, capital improvements and distributions to shareholders. Funds from operations and funds available for distribution do not represent cash flows from operating, investing or financing activities as defined by generally accepted accounting principles. Further, funds from operations and funds available for distribution as disclosed by other REITs might not be comparable to our calculation of funds from operations or funds available for distribution.

Funds from operations of the Operating Partnership declined by 5.4% for the first quarter of 2001 compared to the first quarter of 2000. This decline reflects the impact of the increase in interest expense.

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We calculated funds from operations of the Operating Partnership as follows (all amounts in thousands):

	Three months ended March 31	
	2001	2000
Income before minority interest	\$ 611	\$ 898
Depreciation	1,907	1,769
Amortization of management intangible	102	102
Funds from operations - Operating Partnership	\$2,619	\$2,769

A reconciliation of funds from operations to funds available for distribution follows (all amounts in thousands):

	Three months ended March 31	
	2001	2000
Funds from operations - Operating Partnership	\$2,619	\$2,769
Amortization of loan costs	43	43

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Recurring capital expenditures	(251)	(160)
Funds available for distribution	\$2,412	\$2,652

A further reconciliation of funds from operations of the Operating Partnership to basic funds from operations available to common shareholders follows (all amounts in thousands):

	Three months ended March 31	
	2001	2000
Funds from operations -		
Operating Partnership	\$2,619	\$2,769
Minority interest in		
funds from operations	(603)	(639)
Basic funds from operations		
available to common shareholders	\$2,016	\$2,130

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Other information about our historical cash flows follows (all amounts in thousands):

	Three months ended March 31	
	2001	2000
Net cash provided by (used in):		
Operating activities	\$ 2,710	\$ 3,053
Investing activities	(249)	162
Financing activities	(2,351)	(2,793)
Dividends and distributions paid to:		
Shareholders	\$ 1,769	\$ 1,769
Minority unitholders in		
Operating Partnership	529	511
Scheduled debt principal payments	\$ 91	\$ 81
Non-recurring capital expenditures	371	303
Weighted average common		
shares outstanding	5,707	5,709
Weighted average Operating		
Partnership minority units		
outstanding	1,707	1,713

### Capital Resources and Liquidity

#### Capital Resources

At March 31, 2001, total long-term debt was \$163.6 million, including \$116.3 million of notes payable at fixed interest rates ranging from 6.345% to 8.55%, and \$47.3 million at variable rates indexed on 30-day LIBOR rates. Approximately \$1 million additional borrowings are available under our line of

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credit arrangements.

The weighted average interest rate on debt outstanding at March 31, 2001, was 7.1%, compared to 7.5% at December 31, 2000, and 7.3% at March 31, 2000. A 1% fluctuation in variable interest rates would increase or decrease our annual interest expense by approximately \$480,000.

### Cash flows and liquidity

As we discussed in the notes to our financial statements, effective January 1, 2001, we acquired the minority 5% economic interest and 99% voting interest in BNP Management, Inc. (the "Management Company"). We now include the assets and liabilities related to our third-party management operations in our consolidated balance sheet. The effect of this transaction and change in basis of presentation was to increase cash by approximately \$373,000 and net apartment properties equipment by approximately \$346,000.

Net cash flows from operating activities for the first quarter of 2001 were \$2.7 million, a decrease of 11.2% compared to the first quarter of 2000. Investing and financing activities

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focused on capital expenditures at apartment communities, along with payments of dividends and distributions.

To date we have produced sufficient cash flow to fund our regular dividend. We have announced that the company will pay a regular quarterly dividend of \$0.31 per share on May 15, 2001, to shareholders of record on May 1, 2001.

We capitalize our expenditures to acquire new assets, to materially enhance the value of existing assets, or to substantially extend the useful life of existing assets. We record all floor covering, appliance, and HVAC replacements, as well as major capital maintenance projects, as capital expenditures.

We generally expect to meet our short-term liquidity requirements through net cash provided by operations and utilization of credit facilities. We believe that net cash provided by operations is, and will continue to be, adequate to meet the REIT operating requirements in both the short term and the long term. We anticipate funding our future acquisition activities primarily by using short-term credit facilities as an interim measure, to be replaced by funds from equity offerings, long-term debt, or joint venture investments. We expect to meet our long-term liquidity requirements, such as scheduled debt maturities and repayment of short-term financing of possible property acquisitions, through long-term secured and unsecured borrowings and the issuance of debt securities or additional equity securities. We believe we have sufficient resources to meet our short-term liquidity requirements.

We do not believe that inflation poses a material risk to the company. The leases at our apartment properties are short term in nature; none are longer than two years. The restaurant properties are leased on a triple-net basis, which places the risk of rising operating and maintenance costs on the lessee.

### Recently Issued Accounting Standards

We adopted Financial Accounting Standards Board Statement No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended by Statements No. 137 and No. 138, effective January 2001. This Statement requires

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the recognition of all derivatives on our consolidated balance sheet at fair value. This adoption had no impact on our results of operations or financial position.

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

There have been no material changes in information that would be provided under Item 305 of Regulation S-K since December 31, 2000. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Capital Resources and Liquidity" above.

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## PART II - Other Information

### Item 6. Exhibits and Reports on Form 8-K

a) Exhibits:

None

b) Reports on Form 8-K:

None

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## 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.

BNP RESIDENTIAL PROPERTIES, INC.  
(Registrant)

May 14, 2001

/s/ Philip S. Payne  
Philip S. Payne  
Executive Vice President and  
Chief Financial Officer  
(Duly authorized officer)

May 14, 2001

/s/ Pamela B. Bruno

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Pamela B. Bruno  
Vice President, Controller and  
Chief Accounting Officer