

PS BUSINESS PARKS INC/CA

Form 10-Q

November 04, 2009

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 September 30, 2009**

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 1-10709  
PS BUSINESS PARKS, INC.**

(Exact name of registrant as specified in its charter)

**California**  
(State or Other Jurisdiction  
of Incorporation)

**95-4300881**  
(I.R.S. Employer  
Identification Number)

**701 Western Avenue, Glendale, California 91201-2397**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(818) 244-8080**

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  No**

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

**Yes  No**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

(Do not check if a smaller reporting company)

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

**Yes  No**

As of October 31, 2009, the number of shares of the registrant's common stock, \$0.01 par value per share, outstanding was 24,386,083.



**PS BUSINESS PARKS, INC.**  
**INDEX**

	<b>Page</b>
<b>PART I. FINANCIAL INFORMATION</b>	
Item 1. Financial Statements	
<u>Consolidated balance sheets as of September 30, 2009 (unaudited) and December 31, 2008</u>	3
<u>Consolidated statements of income (unaudited) for the three and nine months ended September 30, 2009 and 2008</u>	4
<u>Consolidated statement of equity (unaudited) for the nine months ended September 30, 2009</u>	5
<u>Consolidated statements of cash flows (unaudited) for the nine months ended September 30, 2009 and 2008</u>	6
<u>Notes to consolidated financial statements (unaudited)</u>	7
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	19
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	34
<u>Item 4. Controls and Procedures</u>	34
<b><u>PART II. OTHER INFORMATION</u></b>	
<u>Item 1. Legal Proceedings</u>	34
<u>Item 1A. Risk Factors</u>	35
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	41
<u>Item 6. Exhibits</u>	42
<u>Exhibit 12</u>	
<u>Exhibit 31.1</u>	
<u>Exhibit 31.2</u>	
<u>Exhibit 32.1</u>	

---

**Table of Contents**

**PS BUSINESS PARKS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data)

	September 30, 2009 (Unaudited)	December 31, 2008
<b>ASSETS</b>		
Cash and cash equivalents	\$ 203,204	\$ 55,015
Real estate facilities, at cost:		
Land	494,849	494,849
Buildings and equipment	1,533,208	1,517,484
	2,028,057	2,012,333
Accumulated depreciation	(697,879)	(637,948)
	1,330,178	1,374,385
Land held for development	6,829	7,869
	1,337,007	1,382,254
Rent receivable	1,978	2,055
Deferred rent receivable	21,952	21,633
Other assets	7,180	8,366
Total assets	\$ 1,571,321	\$ 1,469,323
<b>LIABILITIES AND EQUITY</b>		
Accrued and other liabilities	\$ 50,727	\$ 46,428
Mortgage notes payable	53,196	59,308
Total liabilities	103,923	105,736
Commitments and contingencies		
Equity:		
PS Business Parks, Inc. s shareholders equity:		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized, 25,042 and 28,250 shares issued and outstanding at September 30, 2009 and December 31, 2008, respectively	626,046	706,250
Common stock, \$0.01 par value, 100,000,000 shares authorized, 24,385,891 and 20,459,916 shares issued and outstanding at September 30, 2009 and December 31, 2008, respectively	243	204
Paid-in capital	547,860	363,587
Cumulative net income	679,212	622,113

Edgar Filing: PS BUSINESS PARKS INC/CA - Form 10-Q

Cumulative distributions	(636,403)	(571,340)
Total PS Business Parks, Inc. s shareholders equity	1,216,958	1,120,814
Noncontrolling interests:		
Preferred units	73,418	94,750
Common units	177,022	148,023
Total noncontrolling interests	250,440	242,773
Total equity	1,467,398	1,363,587
Total liabilities and equity	\$ 1,571,321	\$ 1,469,323

See accompanying notes.

**Table of Contents**

**PS BUSINESS PARKS, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited, in thousands, except per share data)

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Revenues:				
Rental income	\$ 67,546	\$ 71,464	\$ 205,269	\$ 212,021
Facility management fees	172	178	522	550
Total operating revenues	67,718	71,642	205,791	212,571
Expenses:				
Cost of operations	21,550	22,591	65,854	67,020
Depreciation and amortization	19,828	24,703	63,631	75,270
General and administrative	1,413	1,950	4,927	6,081
Total operating expenses	42,791	49,244	134,412	148,371
Other income and expenses:				
Interest and other income	134	404	381	1,014
Interest expense	(875)	(988)	(2,686)	(2,971)
Gain on sale of land			1,488	
Total other income and expenses	(741)	(584)	(817)	(1,957)
Net income	\$ 24,186	\$ 21,814	\$ 70,562	\$ 62,243
Net income allocation:				
Net income allocable to noncontrolling interests:				
Noncontrolling interests common units	\$ 2,838	\$ 1,910	\$ 17,414	\$ 4,897
Noncontrolling interests preferred units	1,382	1,752	(3,951)	5,256
Total net income allocable to noncontrolling interests	4,220	3,662	13,463	10,153
Net income allocable to PS Business Parks, Inc.:				
Common shareholders	8,762	5,336	50,517	13,646
Preferred shareholders	11,156	12,756	6,285	38,269
Restricted stock unit holders	48	60	297	175
Total net income allocable to PS Business Parks, Inc.	19,966	18,152	57,099	52,090
	\$ 24,186	\$ 21,814	\$ 70,562	\$ 62,243

Edgar Filing: PS BUSINESS PARKS INC/CA - Form 10-Q

Net income per common share:

Basic	\$	0.39	\$	0.26	\$	2.38	\$	0.67
Diluted	\$	0.39	\$	0.26	\$	2.37	\$	0.66

Weighted average common shares outstanding:

Basic	22,549	20,448	21,191	20,438
Diluted	22,709	20,642	21,311	20,627

See accompanying notes.

Table of Contents

**PS BUSINESS PARKS, INC.**  
**CONSOLIDATED STATEMENT OF EQUITY**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009**  
(Unaudited, in thousands, except share data)

	Preferred Stock		Common Stock		Paid-in Capital	Cumulative Net Income	Cumulative Distributions	Total PS Business Parks, Inc. s Shareholder Equity	Noncontrolling Interests	Total Equity
	Shares	Amount	Shares	Amount						
<b>Balances at December 31, 2008</b>	28,250	\$ 706,250	20,459,916	\$ 204	\$ 363,587	\$ 622,113	\$(571,340)	\$ 1,120,814	\$ 242,773	\$ 1,363,587
Issuance of common stock, net of issuance costs			3,833,333	38	171,194			171,232		171,232
Repurchase of preferred stock, net of issuance costs	(3,208)	(80,204)			32,788		(2,783)	(50,199)		(50,199)
Repurchase of preferred units, net of issuance costs					9,578			9,578	(21,913)	(12,335)
Repurchase of common stock					(230)			(230)		(230)
Exercise of stock options			22,100		678			678		678
Stock compensation, net Shelf registration			70,542	1	565			566		566
Net income					(75)	57,099		(75)	13,463	(75)
Distributions:										
Preferred stock							(33,507)	(33,507)		(33,507)
Common stock							(28,773)	(28,773)		(28,773)
Noncontrolling interests									(14,108)	(14,108)
Adjustment to noncontrolling interests in underlying operating partnership								(30,225)	30,225	

**Balances at  
September 30,  
2009**      25,042   \$ 626,046   24,385,891   \$ 243   \$ 547,860   \$ 679,212   \$(636,403)   \$ 1,216,958   \$ 250,440   \$ 1,467,398

See accompanying notes.

**Table of Contents**

**PS BUSINESS PARKS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited, in thousands)**

	<b>For the Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 70,562	\$ 62,243
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	63,631	75,270
In-place lease adjustment	(214)	(145)
Lease incentives net of tenant improvement reimbursements	(294)	(147)
Amortization of mortgage premium	(203)	(194)
Gain on disposition of real estate	(1,488)	
Stock compensation	2,324	3,057
Decrease in receivables and other assets	422	1,111
Increase in accrued and other liabilities	3,542	6,717
 Total adjustments	 67,720	 85,669
 Net cash provided by operating activities	 138,282	 147,912
<b>Cash flows from investing activities:</b>		
Capital improvements to real estate facilities	(19,424)	(28,985)
Proceeds from disposition of land	2,557	
 Net cash used in investing activities	 (16,867)	 (28,985)
<b>Cash flows from financing activities:</b>		
Principal payments on mortgage notes payable	(781)	(865)
Repayment of mortgage note payable	(5,128)	
Net proceeds from the issuance of common stock	171,232	
Proceeds from the exercise of stock options	678	733
Shelf registration costs	(75)	
Repurchase of common stock	(230)	(21,626)
Repurchase of preferred stock	(50,199)	
Repurchase of preferred units	(12,335)	
Distributions paid to common shareholders	(28,773)	(26,975)
Distributions paid to preferred shareholders	(33,507)	(38,269)
Distributions paid to noncontrolling interests common units	(9,642)	(9,642)
Distributions paid to noncontrolling interests preferred units	(4,466)	(5,256)
 Net cash provided by (used in) financing activities	 26,774	 (101,900)
 Net increase in cash and cash equivalents	 148,189	 17,027
Cash and cash equivalents at the beginning of the period	55,015	35,041
 Cash and cash equivalents at the end of the period	 \$ 203,204	 \$ 52,068

**Supplemental schedule of non-cash investing and financing activities:**

Adjustment to noncontrolling interests in underlying operating partnership:

Noncontrolling interests common units	\$ 30,225	\$ (2,228)
Paid-in capital	\$ (30,225)	\$ 2,228

See accompanying notes.

**Table of Contents**

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**September 30, 2009**

**1. Organization and description of business**

PS Business Parks, Inc. ( PSB ) was incorporated in the state of California in 1990. As of September 30, 2009, PSB owned 76.9% of the common partnership units of PS Business Parks, L.P. (the Operating Partnership ). The remaining common partnership units were owned by Public Storage ( PS ). PSB, as the sole general partner of the Operating Partnership, has full, exclusive and complete responsibility and discretion in managing and controlling the Operating Partnership. PSB and the Operating Partnership are collectively referred to as the Company.

The Company is a fully-integrated, self-advised and self-managed real estate investment trust ( REIT ) that acquires, develops, owns and operates commercial properties, primarily multi-tenant flex, office and industrial space. As of September 30, 2009, the Company owned and operated approximately 19.6 million rentable square feet of commercial space located in eight states. The Company also manages approximately 1.4 million rentable square feet on behalf of PS and its affiliated entities.

References to the number of properties or square footage are unaudited and outside the scope of the Company s independent registered public accounting firm s review of the Company s financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States).

**2. Summary of significant accounting policies**

*Basis of presentation*

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2009 are not necessarily indicative of the results that may be expected for the year ended December 31, 2009. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company s Annual Report on Form 10-K as amended for the year ended December 31, 2008.

The accompanying consolidated financial statements include the accounts of PSB and the Operating Partnership. All significant inter-company balances and transactions have been eliminated in the consolidated financial statements. The Company has evaluated subsequent events through November 4, 2009, the date of issuance of the consolidated financial statements.

Effective July 1, 2009, the Financial Accounting Standards Board Accounting Standards Codification (the FASB Codification ) became the single source of authoritative GAAP in the United States of America. The FASB Codification reorganized the previous GAAP pronouncements into accounting topics, which are displayed using a single numerical structure. Certain Securities and Exchange Commission ( SEC ) guidance is also included in the FASB Codification and follows a similar topical structure in separate SEC sections. Any technical references contained in the accompanying interim financial statements have been updated to correspond to the new FASB Codification references.

*Noncontrolling Interests*

The Company s noncontrolling interests are reported as a component of equity separate from the parent s equity. Purchases or sales of equity interests that do not result in a change in control are accounted for as equity transactions. In addition, net income attributable to the noncontrolling interest is included in consolidated net income on the face of the income statement and, upon a gain or loss of control, the interest purchased or sold, as well as any interest retained, is recorded at fair value with any gain or loss recognized in earnings. The Company adopted this guidance beginning January 1, 2009 and it was applied prospectively, except for presentation and disclosure requirements, which was applied retrospectively. The adoption of this guidance did not have a material impact on the Company s consolidated financial position or earnings per share.



**Table of Contents**

*Use of estimates*

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from these estimates.

*Allowance for doubtful accounts*

The Company monitors the collectability of its receivable balances including the deferred rent receivable on an ongoing basis. Based on these reviews, the Company maintains an allowance for doubtful accounts for estimated losses resulting from the possible inability of tenants to make contractual rent payments to the Company. A provision for doubtful accounts is recorded during each period. The allowance for doubtful accounts, which represents the cumulative allowances less write-offs of uncollectible rent, is netted against tenant and other receivables on the consolidated balance sheets. Tenant receivables are net of an allowance for uncollectible accounts totaling \$400,000 and \$300,000 at September 30, 2009 and December 31, 2008, respectively.

*Financial instruments*

The methods and assumptions used to estimate the fair value of financial instruments are described below. The Company has estimated the fair value of financial instruments using available market information and appropriate valuation methodologies. Considerable judgment is required in interpreting market data to develop estimates of market value. Accordingly, estimated fair values are not necessarily indicative of the amounts that could be realized in current market exchanges.

The Company considers all highly liquid investments with a remaining maturity of three months or less at the date of purchase to be cash equivalents. Due to the short period to maturity of the Company's cash and cash equivalents, accounts receivable, other assets and accrued and other liabilities, the carrying values as presented on the consolidated balance sheets are reasonable estimates of fair value. Based on borrowing rates currently available to the Company, the carrying amount of debt approximates fair value.

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and receivables. Cash and cash equivalents, which consist primarily of short-term investments, including commercial paper, are only invested in entities with an investment grade rating. Receivables are comprised of balances due from a large number of customers. Balances that the Company expects to become uncollectible are reserved for or written off.

*Real estate facilities*

Real estate facilities are recorded at cost. Costs related to the renovation or improvement of the properties are capitalized. Expenditures for repairs and maintenance are expensed as incurred. Expenditures that are expected to benefit a period greater than two years and exceed \$2,000 are capitalized and depreciated over the estimated useful life. Buildings and equipment are depreciated on the straight-line method over the estimated useful lives, which are generally 30 and five years, respectively. Transaction costs in excess of \$1,000 for leases with terms greater than one year are capitalized and depreciated over their estimated useful lives. Transaction costs for leases of one year or less or less than \$1,000 are expensed as incurred.

**Table of Contents***Intangible assets/liabilities*

Intangible assets and liabilities include above-market and below-market in-place lease values of acquired properties based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market and below-market lease values (included in other assets and accrued liabilities in the accompanying consolidated balance sheets) are amortized, net, to rental income over the remaining non-cancelable terms of the respective leases. The Company recorded net amortization of \$53,000 and \$49,000 of intangible assets and liabilities resulting from the above-market and below-market lease values during the three months ended September 30, 2009 and 2008, respectively. Amortization was \$214,000 and \$145,000 for each of the nine months ended September 30, 2009 and 2008, respectively. As of September 30, 2009, the value of in-place leases resulted in a net intangible asset of \$116,000, net of \$1.1 million of accumulated amortization, and a net intangible liability of \$306,000, net of \$1.1 million of accumulated amortization. As of December 31, 2008, the value of in-place leases resulted in a net intangible asset of \$181,000, net of \$1.0 million of accumulated amortization, and a net intangible liability of \$585,000, net of \$772,000 of accumulated amortization.

*Evaluation of asset impairment*

The Company evaluates its assets used in operations by identifying indicators of impairment and by comparing the sum of the estimated undiscounted future cash flows for each asset to the asset's carrying value. When indicators of impairment are present and the sum of the undiscounted future cash flows is less than the carrying value of such asset, an impairment loss is recorded equal to the difference between the asset's current carrying value and its value based on discounting its estimated future cash flows. In addition, the Company evaluates its assets held for disposition for impairment. Assets held for disposition are reported at the lower of their carrying value or fair value, less cost of disposition. At September 30, 2009, the Company did not consider any assets to be impaired.

*Stock compensation*

All share-based payments to employees, including grants of employee stock options, are recognized as stock compensation in the Company's income statement based on their fair values. See Note 11.

*Revenue and expense recognition*

The Company must meet four basic criteria before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services rendered; the fee is fixed or determinable; and collectability is reasonably assured. All leases are classified as operating leases. Rental income is recognized on a straight-line basis over the terms of the leases. Straight-line rent is recognized for all tenants with contractual increases in rent that are not included on the Company's credit watch list. Deferred rent receivable represents rental revenue recognized on a straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as revenues in the period the applicable costs are incurred. Property management fees are recognized in the period earned.

Costs incurred in connection with leasing (primarily tenant improvements and lease commissions) are capitalized and amortized over the lease period.

*Gains from sales of real estate*

The Company recognizes gains from sales of real estate at the time of sale using the full accrual method, provided that various criteria related to the terms of the transactions and any subsequent involvement by the Company with the properties sold are met. If the criteria are not met, the Company defers the gains and recognizes them when the criteria are met or using the installment or cost recovery methods as appropriate under the circumstances.

**Table of Contents***General and administrative expense*

General and administrative expense includes executive and other compensation, office expense, professional fees, state income taxes and other such administrative items.

*Income taxes*

The Company qualified and intends to continue to qualify as a REIT, as defined in Section 856 of the Internal Revenue Code. As a REIT, the Company is not subject to federal income tax to the extent that it distributes its taxable income to its shareholders. A REIT must distribute at least 90% of its taxable income each year. In addition, REITs are subject to a number of organizational and operating requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) based on its taxable income using corporate income tax rates. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property and to federal income and excise taxes on its undistributed taxable income. The Company believes it met all organization and operating requirements to maintain its REIT status during 2008 and intends to continue to meet such requirements for 2009. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements. In July 2006, the Financial Accounting Standards Board ( FASB ) issued authoritative guidance that seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes, which provides guidance on derecognition, classification, interest and penalties, and accounting in interim periods and requires expanded disclosure with respect to the uncertainty in income taxes. The Company adopted this guidance as of January 1, 2007 and did not record any adjustment as a result of such adoption.

*Accounting for preferred equity issuance costs*

The Company records its issuance costs as a reduction to paid-in capital on its balance sheet at the time the preferred securities are issued and reflects the carrying value of the preferred equity at the stated value. The Company records issuance costs as non-cash preferred equity distributions at the time it notifies the holders of preferred stock or units of its intent to redeem such shares or units.

*Net income allocation*

Net income was allocated as follows (in thousands):

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Net income allocable to noncontrolling interests:				
Noncontrolling interests common units	\$ 2,838	\$ 1,910	\$ 17,414	\$ 4,897
Noncontrolling interests preferred units:				
Distributions to preferred unit holders	1,382	1,752	4,466	5,256
Gain on repurchase of preferred units, net of issuance costs			(8,417)	
Total net income allocable to noncontrolling interests preferred units	1,382	1,752	(3,951)	5,256
Total net income allocable to noncontrolling interests	4,220	3,662	13,463	10,153
Net income allocable to PS Business Parks, Inc.:				
Common shareholders	8,762	5,336	50,517	13,646
Preferred shareholders:				
Distributions to preferred shareholders	11,156	12,756	33,507	38,269
Gain on repurchase of preferred stock, net of issuance costs			(27,222)	

Total net income allocable to preferred shareholders	11,156	12,756	6,285	38,269
Restricted stock unit holders	48	60	297	175
Total net income allocable to PS Business Parks, Inc.	19,966	18,152	57,099	52,090
	\$ 24,186	\$ 21,814	\$ 70,562	\$ 62,243

**Table of Contents***Net income per common share*

Per share amounts are computed using the number of weighted average common shares outstanding. Diluted weighted average common shares outstanding includes the dilutive effect of stock options and restricted stock units under the treasury stock method. Basic weighted average common shares outstanding excludes such effect. The Company's restricted stock units are participating securities and included in the computation of basic and diluted weighted average common shares outstanding. Effective January 1, 2009, retroactive to all periods presented, the Company's allocation of net income to the restricted stock unit holders are paid non-forfeitable dividends in excess of the expense recorded which results in a reduction in net income allocable to common shareholders and unit holders. Earnings per share has been calculated as follows (in thousands, except per share amounts):

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Net income allocable to common shareholders	\$ 8,762	\$ 5,336	\$ 50,517	\$ 13,646
Weighted average common shares outstanding:				
Basic weighted average common shares outstanding	22,549	20,448	21,191	20,438
Net effect of dilutive stock compensation based on treasury stock method using average market price	160	194	120	189
Diluted weighted average common shares outstanding	22,709	20,642	21,311	20,627
Net income per common share Basic	\$ 0.39	\$ 0.26	\$ 2.38	\$ 0.67
Net income per common share Diluted	\$ 0.39	\$ 0.26	\$ 2.37	\$ 0.66

Options to purchase approximately 76,000 and 66,000 shares for the three months ended September 30, 2009 and 2008, respectively, were not included in the computation of diluted net income per share because such options were considered anti-dilutive. Options to purchase approximately 144,000 and 66,000 shares for the nine months ended September 30, 2009 and 2008, respectively, were not included in the computation of diluted net income per share because such options were considered anti-dilutive.

*Segment reporting*

The Company views its operations as one segment.

*Reclassifications*

Certain reclassifications have been made to the consolidated financial statements for 2008 in order to conform to the 2009 presentation.

**3. Real estate facilities**

The activity in real estate facilities for the nine months ended September 30, 2009 is as follows (in thousands):

	<b>Land</b>	<b>Buildings and Equipment</b>	<b>Accumulated Depreciation</b>	<b>Total</b>
Balances at December 31, 2008	\$ 494,849	\$ 1,517,484	\$ (637,948)	\$ 1,374,385
Capital improvements, net		19,424		19,424
Disposals		(3,700)	3,700	
Depreciation expense			(63,631)	(63,631)
Balances at September 30, 2009	\$ 494,849	\$ 1,533,208	\$ (697,879)	\$ 1,330,178



**Table of Contents**

The purchase price of acquired properties is allocated to land, buildings and equipment and identified tangible and intangible assets and liabilities associated with in-place leases (including tenant improvements, unamortized lease commissions, value of above-market and below-market leases, acquired in-place lease values, and tenant relationships, if any) based on their respective estimated fair values. In addition, acquisition-related costs are recognized separately and expensed as incurred.

In determining the fair value of the tangible assets of the acquired properties, management considers the value of the properties as if vacant as of the acquisition date. Management must make significant assumptions in determining the value of assets acquired and liabilities assumed. Using different assumptions in the allocation of the purchase cost of the acquired properties would affect the timing of recognition of the related revenue and expenses. Amounts allocated to land are derived from comparable sales of land within the same region. Amounts allocated to buildings and improvements, tenant improvements and unamortized lease commissions are based on current market replacement costs and other market information. The amount allocated to acquired in-place leases is determined based on management's assessment of current market conditions and the estimated lease-up periods for the respective spaces. The Company did not acquire any assets or assume any liabilities during the nine months ended September 30, 2009 and 2008.

During May, 2009, the Company sold 3.4 acres of land held for development in Portland, Oregon, for a gross sales price of \$2.7 million, resulting in a net gain of \$1.5 million.

As of September 30, 2009, the Company had commenced development on a parcel within its Miami International Commerce Center in Miami, Florida, which upon completion is expected to comprise 75,000 square feet of leasable small-bay industrial space. As of September 30, 2009, \$596,000 of the estimated \$5.6 million has been expended for the development.

**4. Leasing activity**

The Company leases space in its real estate facilities to tenants primarily under non-cancelable leases generally ranging from one to 10 years. Future minimum rental revenues excluding recovery of operating expenses as of September 30, 2009 under these leases are as follows (in thousands):

2009	\$ 52,722
2010	187,510
2011	138,807
2012	95,736
2013	58,867
Thereafter	90,323
Total	\$ 623,965

In addition to minimum rental payments, certain tenants reimburse the Company for their pro rata share of specified operating expenses. Such reimbursements amounted to \$13.6 million and \$13.7 million for the three months ended September 30, 2009 and 2008, respectively and \$41.2 million and \$40.2 million for the nine months ended September 30, 2009 and 2008, respectively. These amounts are included as rental income in the accompanying consolidated statements of income.

Leases accounting for approximately 4.7% of total leased square footage are subject to termination options which include leases accounting for approximately 1.2% of total leased square footage having termination options exercisable through December 31, 2009. In general, these leases provide for termination payments should the termination options be exercised. The above table is prepared assuming such options are not exercised.

**Table of Contents****5. Bank loans**

The Company has a line of credit (the Credit Facility) with Wells Fargo Bank which expires on August 1, 2010. The Credit Facility has a borrowing limit of \$100.0 million. Interest on outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate (LIBOR) plus 0.70% to LIBOR plus 1.50% depending on the Company's credit ratings and coverage ratios, as defined (currently LIBOR plus 0.85%). In addition, the Company is required to pay an annual commitment fee ranging from 0.15% to 0.30% of the borrowing limit (currently 0.20%). In connection with the modification of the Credit Facility, the Company paid a fee of \$300,000, which is being amortized over the life of the Credit Facility. The Company had no borrowings outstanding on its Credit Facility at September 30, 2009 or December 31, 2008. The Credit Facility requires the Company to meet certain covenants, with which the Company was in compliance at September 30, 2009.

**6. Mortgage notes payable**

Mortgage notes consist of the following (in thousands):

	<b>September 30, 2009</b>	<b>December 31, 2008</b>
5.73% mortgage note, secured by one commercial property with a net book value of \$29.3 million, principal and interest payable monthly, due March, 2013	\$ 14,050	\$ 14,247
6.15% mortgage note, secured by one commercial property with a net book value of \$28.7 million, principal and interest payable monthly, due November, 2031 <sup>(1)</sup>	16,566	16,912
5.52% mortgage note, secured by one commercial property with a net book value of \$15.7 million, principal and interest payable monthly, due May, 2013	9,879	10,053
5.68% mortgage note, secured by one commercial property with a net book value of \$17.5 million, principal and interest payable monthly, due May, 2013	9,894	10,065
5.61% mortgage note, secured by one commercial property with a net book value of \$5.8 million, principal and interest payable monthly, due January, 2011 <sup>(2)</sup>	2,807	2,887
7.29% mortgage note, repaid February, 2009		5,144
<b>Total</b>	<b>\$ 53,196</b>	<b>\$ 59,308</b>

(1) The mortgage note has a stated principal balance of \$16.1 million and a stated interest rate of 7.20%. Based on the fair market value at the time of assumption, a mortgage

premium was computed based on an effective interest rate of 6.15%. The unamortized premiums were \$480,000 and \$635,000 as of September 30, 2009 and December 31, 2008, respectively. This mortgage is repayable without penalty beginning November, 2011.

- (2) The mortgage note has a stated principal balance of \$2.7 million and a stated interest rate of 7.61%. Based on the fair market value at the time of assumption, a mortgage premium was computed based on an effective interest rate of 5.61%. The unamortized premiums were \$89,000 and \$136,000 as of September 30, 2009 and December 31, 2008, respectively.

At September 30, 2009, mortgage notes payable had a weighted average interest rate of 5.81% and a weighted average maturity of 3.0 years with principal payments as follows (in thousands):

2009	\$	310
------	----	-----

Edgar Filing: PS BUSINESS PARKS INC/CA - Form 10-Q

2010	1,376
2011	19,426
2012	856
2013	31,228
Total	\$ 53,196

**Table of Contents****7. Noncontrolling interests**

As described in Note 2, the Company reports noncontrolling interests within equity in the consolidated financial statements, but separate from the Company's shareholders' equity. In addition, net income allocable to noncontrolling interests is shown as a reduction from net income in calculating net income allocable to common shareholders.

*Common partnership units*

The Company presents the accounts of PSB and the Operating Partnership on a consolidated basis. Ownership interests in the Operating Partnership that can be redeemed for common stock, other than PSB's interest, are classified as noncontrolling interests' common units in the consolidated financial statements. Net income allocable to noncontrolling interests' common units consists of the common units' share of the consolidated operating results after allocation to preferred units and shares. Beginning one year from the date of admission as a limited partner (common units) and subject to certain limitations described below, each limited partner other than PSB has the right to require the redemption of its partnership interest.

A limited partner (common units) that exercises its redemption right will receive cash from the Operating Partnership in an amount equal to the market value (as defined in the Operating Partnership Agreement) of the partnership interests redeemed. In lieu of the Operating Partnership redeeming the partner for cash, PSB, as general partner, has the right to elect to acquire the partnership interest directly from a limited partner exercising its redemption right, in exchange for cash in the amount specified above or by issuance of one share of PSB common stock for each unit of limited partnership interest redeemed.

A limited partner (common units) cannot exercise its redemption right if delivery of shares of PSB common stock would be prohibited under the applicable articles of incorporation, or if the general partner believes that there is a risk that delivery of shares of common stock would cause the general partner to no longer qualify as a REIT, would cause a violation of the applicable securities laws, or would result in the Operating Partnership no longer being treated as a partnership for federal income tax purposes.

At September 30, 2009, there were 7,305,355 common units owned by PS, which are accounted for as noncontrolling interests. On a fully converted basis, assuming all 7,305,355 noncontrolling interests' common units were converted into shares of common stock of PSB at September 30, 2009, the noncontrolling interests' common units would convert into approximately 23.1% of the common shares outstanding. Combined with PS's common stock ownership, on a fully converted basis, PS has a combined ownership of approximately 41.4% of the Company's common equity. At the end of each reporting period, the Company determines the amount of equity (book value of net assets) which is allocable to the noncontrolling interest based upon the ownership interest, and an adjustment is made to the noncontrolling interest, with a corresponding adjustment to paid-in capital, to reflect the noncontrolling interests' equity interest in the Company.

*Preferred partnership units*

Through the Operating Partnership, the Company had the following preferred units outstanding as of September 30, 2009 and December 31, 2008:

Series	Issuance Date	Earliest Potential Redemption Date	Dividend Rate	September 30, 2009		December 31, 2008	
				Units Outstanding	Amount (in thousands)	Units Outstanding	Amount (in thousands)
Series G	October, 2002	October, 2007	7.950%	800,000	\$ 20,000	800,000	\$ 20,000
Series J	May & June, 2004	May, 2009	7.500%	1,710,000	42,750	1,710,000	42,750
Series N	December, 2005	December, 2010	7.125%	223,300	5,583	800,000	20,000
Series Q	March, 2007	March, 2012	6.550%	203,400	5,085	480,000	12,000

Total	2,936,700	\$	73,418	3,790,000	\$	94,750
-------	-----------	----	--------	-----------	----	--------

**Table of Contents**

During the first quarter of 2009, the Company paid \$12.3 million to repurchase 853,300 units of various series of Cumulative Redeemable Preferred Units for a weighted average purchase price of \$14.46 per unit. The purchase price discount, equaling the liquidation value of \$25.00 per unit over the weighted average purchase price of \$14.46 per unit, is added to net income allocable to common shareholders, net of the original issue discount.

The Operating Partnership has the right to redeem preferred units on or after the fifth anniversary of the applicable issuance date at the original capital contribution plus the cumulative priority return, as defined, to the redemption date to the extent not previously distributed. The preferred units are exchangeable for Cumulative Redeemable Preferred Stock of the respective series of PSB on or after the tenth anniversary of the date of issuance at the option of the Operating Partnership or a majority of the holders of the respective preferred units. The Cumulative Redeemable Preferred Stock will have the same distribution rate and par value as the corresponding preferred units and will otherwise have equivalent terms to the other series of preferred stock described in Note 9. As of September 30, 2009, the Company had \$2.1 million of deferred costs in connection with the issuance of preferred units, which the Company will report as additional distributions upon notice of redemption.

**8. Related party transactions**

Concurrent with the public offering, as discussed in Note 9, the Company sold 383,333 shares of common stock to PS for net proceeds of \$17.8 million.

Pursuant to a cost sharing and administrative services agreement, the Company shares costs with PS and its affiliated entities for certain administrative services, which are allocated among PS and its affiliates in accordance with a methodology intended to fairly allocate those costs. These costs totaled \$93,000 and \$97,000 for the three months ended September 30, 2009 and 2008, respectively, and \$279,000 and \$292,000 for the nine months ended September 30, 2009 and 2008, respectively.

The Operating Partnership manages industrial, office and retail facilities for PS and its affiliated entities. These facilities, all located in the United States, operate under the Public Storage or PS Business Parks names. Under the property management contracts, the Operating Partnership is compensated based on a percentage of the gross revenues of the facilities managed. Under the supervision of the property owners, the Operating Partnership coordinates rental policies, rent collections, marketing activities, the purchase of equipment and supplies, maintenance activities, and the selection and engagement of vendors, suppliers and independent contractors. In addition, the Operating Partnership assists and advises the property owners in establishing policies for the hire, discharge and supervision of employees for the operation of these facilities, including property managers and leasing, billing and maintenance personnel.

The property management contract with PS is for a seven-year term with the agreement automatically extending for an additional one-year period upon each one-year anniversary of its commencement (unless cancelled by either party). Either party can give notice of its intent to cancel the agreement upon expiration of its current term. Management fee revenues under these contracts were \$172,000 and \$178,000 for the three months ended September 30, 2009 and 2008, respectively and \$522,000 and \$550,000 for the nine months ended September 30, 2009 and 2008, respectively. In December, 2006, PS began providing property management services for the mini storage component of two assets owned by the Company. These mini storage facilities, located in Palm Beach County, Florida, operate under the Public Storage name.

Under the property management contracts, PS is compensated based on a percentage of the gross revenues of the facilities managed. Under the supervision of the Company, PS coordinates rental policies, rent collections, marketing activities, the purchase of equipment and supplies, maintenance activities, and the selection and engagement of vendors, suppliers and independent contractors. In addition, PS assists and advises the Company in establishing policies for the hire, discharge and supervision of employees for the operation of these facilities, including on-site managers, assistant managers and associate managers.

**Table of Contents**

Either the Company or PS can cancel the property management contract upon 60 days notice. Management fee expenses under the contract were approximately \$12,000 for the three months ended September 30, 2009 and 2008. Management fee expenses under the contract were approximately \$38,000 and \$36,000 for the nine months ended September 30, 2009 and 2008, respectively.

The Company had amounts due from PS of \$72,000 and \$763,000 at September 30, 2009 and December 31, 2008, respectively, for these contracts, as well as for certain operating expenses paid by the Company on behalf of PS.

**9. Shareholders equity***Preferred stock*

As of September 30, 2009 and December 31, 2008, the Company had the following series of preferred stock outstanding:

Series	Issuance Date	Earliest Potential Dividend	Redemption Date	Rate	September 30, 2009		December 31, 2008	
					Shares	Amount	Shares	Amount
					(in thousands)		(in thousands)	
Series H	January & October, 2004	January, 2009	January, 2009	7.000%	6,340,776	\$ 158,520	8,200,000	\$ 205,000
Series I	April, 2004	April, 2009	April, 2009	6.875%	2,745,050	68,626	3,000,000	75,000
Series K	June, 2004	June, 2009	June, 2009	7.950%	2,165,000	54,125	2,300,000	57,500
Series L	August, 2004	August, 2009	August, 2009	7.600%	1,935,000	48,375	2,300,000	57,500
Series M	May, 2005	May, 2010	May, 2010	7.200%	3,182,000	79,550	3,300,000	82,500
Series O	June & August, 2006	June, 2011	June, 2011	7.375%	3,384,000	84,600	3,800,000	95,000
Series P	January, 2007	January, 2012	January, 2012	6.700%	5,290,000	132,250	5,350,000	133,750
Total					25,041,826	\$ 626,046	28,250,000	\$ 706,250

During the first quarter of 2009, the Company paid \$50.2 million to repurchase 3,208,174 depositary shares, each representing 1/1,000 of a share of various series of Cumulative Redeemable Preferred Stock for a weighted average purchase price of \$15.65 per depositary share. The purchase price discount, equaling the liquidation value of \$25.00 per depositary share over the weighted average purchase price per depositary share of \$15.65, is added to net income allocable to common shareholders, net of the original issue discount.

The Company paid \$11.2 million and \$12.8 million in distributions to its preferred shareholders for the three months ended September 30, 2009 and 2008, respectively. The Company paid \$33.5 million and \$38.3 million in distributions to its preferred shareholders for the nine months ended September 30, 2009 and 2008, respectively.

Holders of the Company's preferred stock will not be entitled to vote on most matters, except under certain conditions. In the event of a cumulative arrearage equal to six quarterly dividends, the holders of the preferred stock will have the right to elect two additional members to serve on the Company's Board of Directors until all events of default have been cured.

Except under certain conditions relating to the Company's qualification as a REIT, the preferred stock is not redeemable prior to the previously noted redemption dates. On or after the respective redemption dates, the respective series of preferred stock will be redeemable, at the option of the Company, in whole or in part, at \$25.00 per depositary share, plus any accrued and unpaid dividends. As of September 30, 2009, the Company had \$20.7 million of deferred costs in connection with the issuance of preferred stock, which the Company will report as additional non-cash distributions upon notice of its intent to redeem such shares.

*Common stock*

On August 14, 2009, the Company closed the sale of 3,450,000 shares of common stock in a public offering and concurrently sold 383,333 shares of common stock to PS. The aggregate net proceeds were \$171.2 million.

The Company's Board of Directors previously authorized the repurchase, from time to time, of up to 6.5 million shares of the Company's common stock on the open market or in privately negotiated transactions. During the nine months ended September 30, 2008, the Company repurchased 370,042 shares of common stock at an aggregate cost of

\$18.3 million or an average cost per share of \$49.52. Since inception of the program, the Company has repurchased an aggregate of 4.3 million shares of common stock at an aggregate cost of \$152.8 million or an average cost per share of \$35.84. Under existing board authorizations, the Company can repurchase an additional 2.2 million shares. No shares were repurchased during the nine months ended September 30, 2009.

**Table of Contents**

The Company paid \$10.7 million (\$0.44 per common share) and \$9.0 million (\$0.44 per common share) in distributions to its common shareholders for the three months ended September 30, 2009 and 2008, respectively and \$28.8 million (\$1.32 per common share) and \$27.0 million (\$1.32 per common share) for the nine months ended September 30, 2009 and 2008, respectively.

*Equity Stock*

In addition to common and preferred stock, the Company is authorized to issue 100.0 million shares of Equity Stock. The Articles of Incorporation provide that the Equity Stock may be issued from time to time in one or more series and give the Board of Directors broad authority to fix the dividend and distribution rights, conversion and voting rights, redemption provisions and liquidation rights of each series of Equity Stock.

**10. Commitments and contingencies**

The Company currently is neither subject to any material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company other than routine litigation and administrative proceedings arising in the ordinary course of business.

**11. Stock compensation**

PSB has a 1997 Stock Option and Incentive Plan (the 1997 Plan) and a 2003 Stock Option and Incentive Plan (the 2003 Plan), each covering 1.5 million shares of PSB's common stock. Under the 1997 Plan and 2003 Plan, PSB has granted non-qualified options to certain directors, officers and key employees to purchase shares of PSB's common stock at a price no less than the fair market value of the common stock at the date of grant. Additionally, under the 1997 Plan and 2003 Plan, PSB has granted restricted stock units to officers and key employees.

The weighted average grant date fair value of options granted during the nine months ended September 30, 2009 and 2008 was \$4.14 per share and \$8.50 per share, respectively. The Company has calculated the fair value of each option grant on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants during the nine months ended September 30, 2009 and 2008, respectively: a dividend yield of 4.4% and 3.1%; expected volatility of 19.4% and 19.1%; expected life of five years; and risk-free interest rates of 2.0% and 3.1%.

The weighted average grant date fair value of restricted stock units granted during the nine months ended September 30, 2009 and 2008 was \$35.00 and \$52.66, respectively. The Company calculated the fair value of each restricted stock unit grant using the market value on the date of grant.

**Table of Contents**

At September 30, 2009, there were a combined total of 1.2 million options and restricted stock units authorized to grant. Information with respect to outstanding options and nonvested restricted stock units granted under the 1997 Plan and 2003 Plan is as follows:

	<b>Number of Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contract Life</b>	<b>Aggregate Intrinsic Value (in thousands)</b>
<b>Options:</b>				
Outstanding at December 31, 2008	556,353	\$ 39.00		
Granted	26,000	\$ 40.50		
Exercised	(22,100)	\$ 30.71		
Forfeited				
Outstanding at September 30, 2009	560,253	\$ 39.39	4.22 Years	\$ 7,508
Exercisable at September 30, 2009	464,053	\$ 36.59	3.54 Years	\$ 7,016
			<b>Number of Units</b>	<b>Weighted Average Grant Date Fair Value</b>
<b>Restricted Stock Units:</b>				
Nonvested at December 31, 2008			229,688	\$ 54.81
Granted			11,700	\$ 35.00
Vested			(113,697)	\$ 54.03
Forfeited			(7,500)	\$ 55.96
Nonvested at September 30, 2009			120,191	\$ 53.55

Included in the Company's consolidated statements of income for the three months ended September 30, 2009 and 2008, was \$92,000 and \$111,000, respectively, in net compensation expense related to stock options. Net compensation expense of \$356,000 and \$328,000 related to stock options was recognized during the nine months ended September 30, 2009 and 2008, respectively. Net compensation expense of \$485,000 and \$890,000 related to restricted stock units was recognized during the three months ended September 30, 2009 and 2008, respectively. Net compensation expense of \$1.8 million and \$2.7 million related to restricted stock units was recognized during the nine months ended September 30, 2009 and 2008, respectively.

As of September 30, 2009, there was \$554,000 of unamortized compensation expense related to stock options expected to be recognized over a weighted average period of 2.5 years. As of September 30, 2009, there was \$4.1 million of unamortized compensation expense related to restricted stock units expected to be recognized over a weighted average period of 3.4 years.

Cash received from 22,100 stock options exercised during the nine months ended September 30, 2009 was \$678,000. Cash received from 27,834 stock options exercised during the nine months ended September 30, 2008 was \$733,000. The aggregate intrinsic value of the stock options exercised during the nine months ended September 30, 2009 and 2008 was \$312,000 and \$806,000, respectively.

During the nine months ended September 30, 2009, 113,697 restricted stock units vested; in settlement of these units, 70,542 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the nine months ended September 30, 2009 was \$4.2 million. During the nine months ended September 30, 2008, 34,399 restricted stock units vested; in settlement of these units, 21,799 shares were issued, net of shares applied to payroll

taxes. The aggregate fair value of the shares vested for the nine months ended September 30, 2008 was \$1.8 million. In May of 2004, the shareholders of the Company approved the issuance of up to 70,000 shares of common stock under the Retirement Plan for Non-Employee Directors (the Director Plan ). Under the Director Plan, the Company grants 1,000 shares of common stock for each year served as a director up to a maximum of 5,000 shares issued upon retirement. The Company recognizes compensation expense with regards to grants to be issued in the future under the Director Plan. As a result, included in the Company's consolidated statements of income was \$34,000 and \$25,000 in compensation expense for the three months ended September 30, 2009 and 2008, respectively and \$133,000 and \$76,000 for the nine months ended September 30, 2009 and 2008, respectively. As of September 30, 2009 and 2008, there was \$287,000 and \$236,000, respectively, of unamortized compensation expense related to these shares.

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Forward-Looking Statements:** Forward-looking statements are made throughout this Quarterly Report on Form 10-Q. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words may, believes, anticipates, plans, expects, seeks, estimates, intends, and similar expressions are intended to identify forward-looking statements. There are a number of important factors that could cause the results of the Company to differ materially from those indicated by such forward-looking statements, including those detailed under the heading Item 1A. Risk Factors in Part II of this quarterly report on Form 10-Q. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. Moreover, we assume no obligation to update these forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements, except as required by law.

**Overview**

The Company owns and operates approximately 19.6 million rentable square feet of flex, industrial and office properties located in eight states.

The Company focuses on increasing profitability and cash flow aimed at maximizing shareholder value. The Company strives to maintain high occupancy levels while increasing rental rates when market conditions allow. The Company also acquires properties it believes will create long-term value, and from time to time disposes of properties which no longer fit within the Company's strategic objectives or in situations where the Company believes it can optimize cash proceeds. Operating results are driven by income from rental operations and are therefore substantially influenced by rental demand for space within our properties.

During the first nine months of 2009, the Company successfully leased or re-leased 4.4 million square feet of space while experiencing a decrease in rental rates. Total net operating income for the nine months ended September 30, 2009 decreased \$5.6 million, or 3.9%, compared to the nine months ended September 30, 2008. See further discussion of operating results below.

***Critical Accounting Policies and Estimates:***

Our accounting policies are described in Note 2 to the consolidated financial statements included in this Form 10-Q. We believe our most critical accounting policies relate to revenue recognition, property acquisitions, allowance for doubtful accounts, impairment of long-lived assets, depreciation, accruals of operating expenses and accruals for contingencies, each of which we discuss below.

**Revenue Recognition:** The Company must meet four basic criteria before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services rendered; the fee is fixed or determinable; and collectability is reasonably assured. All leases are classified as operating leases. Rental income is recognized on a straight-line basis over the terms of the leases. Straight-line rent is recognized for all tenants with contractual increases in rent that are not included on the Company's credit watch list. Deferred rent receivable represents rental revenue recognized on a straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as rental income in the period the applicable costs are incurred. Property management fees are recognized in the period earned.

**Property Acquisitions:** The Company allocates the purchase price of acquired properties to land, buildings and equipment and identified tangible and intangible assets and liabilities associated with in-place leases (including tenant improvements, unamortized lease commissions, value of above-market and below-market leases, acquired in-place lease values, and tenant relationships, if any) based on their respective estimated fair values. In addition, acquisition-related costs are recognized separately and expensed as incurred.

**Table of Contents**

In determining the fair value of the tangible assets of the acquired properties, management considers the value of the properties as if vacant as of the acquisition date. Management must make significant assumptions in determining the value of assets acquired and liabilities assumed. Using different assumptions in the allocation of the purchase cost of the acquired properties would affect the timing of recognition of the related revenue and expenses. Amounts allocated to land are derived from comparable sales of land within the same region. Amounts allocated to buildings and improvements, tenant improvements and unamortized lease commissions are based on current market replacement costs and other market rate information.

The value allocable to the above-market or below-market in-place lease values of acquired properties is determined based upon the present value (using a discount rate which reflects the risks associated with the acquired leases) of the difference between (i) the contractual rents to be paid pursuant to the in-place leases, and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The amounts allocated to above-market or below-market leases are included in other assets or other liabilities in the accompanying consolidated balance sheets and are amortized on a straight-line basis as an increase or reduction of rental income over the remaining non-cancelable term of the respective leases.

***Allowance for Doubtful Accounts:*** Rental revenue from our tenants is our principal source of revenue. We monitor the collectability of our receivable balances including the deferred rent receivable on an ongoing basis. Based on these reviews, we maintain an allowance for doubtful accounts for estimated losses resulting from the possible inability of our tenants to make required rent payments to us. Tenant receivables and deferred rent receivables are carried net of the allowances for uncollectible tenant receivables and deferred rent. As discussed below, determination of the adequacy of these allowances requires significant judgments and estimates. Our estimate of the required allowance is subject to revision as the factors discussed below change and is sensitive to the effect of economic and market conditions on our tenants.

Tenant receivables consist primarily of amounts due for contractual lease payments, reimbursements of common area maintenance expenses, property taxes and other expenses recoverable from tenants. Determination of the adequacy of the allowance for uncollectible current tenant receivables is performed using a methodology that incorporates specific identification, aging analysis, an overall evaluation of the historical loss trends and the current economic and business environment. The specific identification methodology relies on factors such as the age and nature of the receivables, the payment history and financial condition of the tenant, the assessment of the tenant's ability to meet its lease obligations, and the status of negotiations of any disputes with the tenant. The allowance also includes a reserve based on historical loss trends not associated with any specific tenant. This reserve as well as the specific identification reserve is reevaluated quarterly based on economic conditions and the current business environment.

Deferred rent receivable represents the amount that the cumulative straight-line rental income recorded to date exceeds cash rents billed to date under the lease agreement. Given the long-term nature of these types of receivables, determination of the adequacy of the allowance for unbilled deferred rent receivable is based primarily on historical loss experience. Management evaluates the allowance for unbilled deferred rent receivable using a specific identification methodology for significant tenants designed to assess their financial condition and ability to meet their lease obligations.

***Impairment of Long-Lived Assets:*** The Company evaluates a property for potential impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. On a quarterly basis, we evaluate our entire portfolio for impairment based on current operating information. In the event that these periodic assessments reflect that the carrying amount of a property exceeds the sum of the undiscounted cash flows (excluding interest) that are expected to result from the use and eventual disposition of the property, the Company would recognize an impairment loss to the extent the carrying amount exceeded the estimated fair value of the property. The estimation of expected future net cash flows is inherently uncertain and relies on subjective assumptions dependent upon future and current market conditions and events that affect the ultimate value of the property. Management must make assumptions related to the property such as future rental rates, tenant allowances, operating expenditures, property taxes, capital improvements, occupancy levels and the estimated proceeds generated from the future sale of the property. These assumptions could differ materially from actual results in future periods. Our intent to hold properties over the long-term directly decreases the likelihood of recording an impairment loss. If our strategy changes

or if market conditions otherwise dictate an earlier sale date, an impairment loss could be recognized, and such loss could be material.

**Table of Contents**

***Depreciation:*** We compute depreciation on our buildings and equipment using the straight-line method based on estimated useful lives of generally 30 and five years, respectively. A significant portion of the acquisition cost of each property is allocated to building and building components. The allocation of the acquisition cost to building and building components, as well as the determination of their useful lives, are based on estimates. If we do not appropriately allocate to these components or we incorrectly estimate the useful lives of these components, our computation of depreciation expense may not appropriately reflect the actual impact of these costs over future periods, which will affect net income. In addition, the net book value of real estate assets could be overstated or understated. The statement of cash flows, however, would not be affected.

***Accruals of Operating Expenses:*** The Company accrues for property tax expenses, performance bonuses and other operating expenses each quarter based on historical trends and anticipated disbursements. If these estimates are incorrect, the timing and amount of expense recognized will be affected.

***Accruals for Contingencies:*** The Company is exposed to business and legal liability risks with respect to events that may have occurred, but in accordance with U.S. generally accepted accounting principles ( GAAP ) has not accrued for such potential liabilities because the loss is either not probable or not estimable. Future events and the result of pending litigation could result in such potential losses becoming probable and estimable, which could have a material adverse impact on our financial condition or results of operations.

***Effect of Economic Conditions on the Company s Operations:***

During the first nine months of 2009, the severe recession and weak economic conditions continued to impact commercial real estate as the Company experienced a decrease in new rental rates over expiring rental rates on executed leases as well as declining occupancy. Although it is uncertain what impact the current recession will have on the Company s ability to maintain current occupancy levels and rental rates, management expects that the decrease in rental rates on new and renewal transactions combined with further reductions in occupancy will result in a decrease in rental income for the fourth quarter of 2009 when compared to the same period of 2008. A continued deepening economic recession may have a significant impact on the Company, potentially resulting in further reductions in occupancy and rental rates.

While the Company historically has experienced a moderate level of write-offs due to business failures and bankruptcy filing, there is inherent uncertainty in a tenant s ability to continue paying rent when in bankruptcy. As of October 31, 2009, the Company had approximately 31,000 square feet of leased space that is occupied by tenants that are protected by Chapter 11 of the U.S. Bankruptcy Code. In addition, the Company had tenants occupying approximately 713,000 square feet who vacated their space during the nine months ended September 30, 2009 as a result of business failures. As of September 30, 2009, 320,000 square feet has been re-leased. During the nine months ended September 30, 2009 and 2008, write-offs of unpaid rents were \$733,000 and \$485,000, respectively. A number of other tenants have contacted us, requesting a reduction in space under lease, or rent deferment or abatement. At this time, the Company cannot anticipate what impact, if any, the ultimate outcome of these discussions will have on our future operating results.

**Table of Contents*****Company Performance and Effect of Economic Conditions on Primary Markets:***

The Company's operations are substantially concentrated in 10 regions. Current market conditions for each region are summarized below. During the nine months ended September 30, 2009, rental rates on new and renewed leases within the Company's overall portfolio decreased 14.5% over expiring rents. The Company's overall vacancy rate at September 30, 2009 was 9.5%. Below is a summary of the general market conditions as well as the Company's operating statistics for each of the 10 regions in which the Company operates. The Company has compiled the market information set forth below using third party reports for each respective market. The Company considers these sources to be reliable, but there can be no assurance that the information in these reports is accurate.

The Company owns approximately 4.0 million square feet in Southern California located in Los Angeles, Orange and San Diego Counties. Market vacancies have increased due to the continued weakness in the economy and the resulting job losses combined with the lack of credit availability and its effect on small businesses. These factors have also created significantly more competition for tenants, which in turn has placed pressure on occupancy and rental rates. Vacancy rates in Southern California range from 4.2% to 18.8%. The Company's vacancy rate in this region at September 30, 2009 was 7.2%. For the nine months ended September 30, 2009, the overall market experienced negative net absorption of 0.6% for the reasons noted above as well as the completion of newly constructed space in 2008. The Company's weighted average occupancy for the region decreased from 94.3% for the first nine months of 2008 to 90.8% for the first nine months of 2009. Annualized realized rent per square foot decreased 1.6% from \$17.42 per square foot for the first nine months of 2008 to \$17.14 per square foot for the first nine months of 2009.

The Company owns approximately 1.8 million square feet in Northern California with concentrations in Sacramento, the East Bay (Hayward and San Ramon) and Silicon Valley (San Jose and Santa Clara). Vacancy rates in these submarkets are 23.8%, 21.2% and 18.4%, respectively. The Company's vacancy rate in its Northern California portfolio at September 30, 2009 was 16.0%. Demand in these submarkets slowed measurably in the second half of 2008 and has continued to slow in the first nine months of 2009. The time necessary to execute a transaction has lengthened as tenants weigh various options. For the nine months ended September 30, 2009, the combined submarkets experienced negative net absorption of 4.4%. The Company's weighted average occupancy in this region decreased from 92.1% for the first nine months of 2008 to 85.5% for the first nine months of 2009 due in part to two tenant defaults comprising 134,000 square feet. Annualized realized rent per square foot decreased 6.4% from \$14.28 per square foot for the first nine months of 2008 to \$13.36 per square foot for the first nine months of 2009.

The Company owns approximately 1.2 million square feet in Southern Texas, specifically in the Austin and Houston markets. Market vacancy rates are 14.4% in the Austin market and 15.3% in the Houston market. The Company's vacancy rate for these combined markets at September 30, 2009 was 9.8%. During the second half of 2008 and continuing into 2009, demand eased in these markets due to the slowdown in the oil and gas industry as a result of declining oil prices. For the nine months ended September 30, 2009, the combined markets experienced negative net absorption of 1.2%. The Company's weighted average occupancy in this region decreased from 95.4% for the first nine months of 2008 to 86.8% for the first nine months of 2009 due in part to large tenant defaults comprising 61,000 square feet. Annualized realized rent per square foot increased 8.2% from \$11.30 per square foot for the first nine months of 2008 to \$12.23 per square foot for the first nine months of 2009 primarily due to the decrease in occupancy.

The Company owns approximately 1.7 million square feet in Northern Texas, primarily located in the Dallas Metroplex market. The market vacancy rate in Las Colinas, where significant concentrations of the Company's properties are located, is 10.7%. The Company's vacancy rate at September 30, 2009 in this market was 9.5%. In late 2008 and continuing into 2009, this market began to show signs of softening in fundamentals as a result of the impact of the national recession. Vacancy is on the rise due to a high volume of construction completed in 2008 and minimal job growth. The market's net absorption was flat for the nine months ended September 30, 2009. The Company's weighted average occupancy for the region decreased from 93.0% for the first nine months of 2008 to 91.1% for the first nine months of 2009. Annualized realized rent per square foot increased 0.7% from \$10.69 per square foot for the first nine months of 2008 to \$10.76 per square foot for the first nine months of 2009.



**Table of Contents**

The Company owns approximately 3.6 million square feet in South Florida, which consists of Miami International Commerce Center ( MICC ) business park located in the Airport West submarket of Miami-Dade County and two multi-tenant flex parks located in Palm Beach County. MICC is located less than one mile from the cargo entrance of the Miami International Airport, which is one of the most active ports in the United States. The effect of the current economic recession on the import/export business has had a measurable negative impact on demand in Miami. Market vacancy rates for Miami-Dade County and Palm Beach County are 11.6% and 11.3%, respectively, compared with the Company's South Florida vacancy rate of 6.4% at September 30, 2009. For the nine months ended September 30, 2009, the combined markets experienced negative net absorption of 2.4%. The Company's weighted average occupancy in this region outperformed the market, decreasing from 96.5% for the first nine months of 2008 to 94.4% for the first nine months of 2009. Annualized realized rent per square foot increased 0.4% from \$9.30 per square foot for the first nine months of 2008 to \$9.34 per square foot for the first nine months of 2009.

The Company owns approximately 3.0 million square feet in the Northern Virginia submarket of Washington D.C., where the average market vacancy rate is 14.2%. The Company's vacancy rate at September 30, 2009 was 5.8%. Vacancy rates in this market increased as tenants downsize their existing space due to the economic recession. The increase in sublease space and decrease in demand have lengthened the time of lease negotiations. For the nine months ended September 30, 2009, the market experienced negative net absorption of 0.4%. The Company's annualized realized rent per square foot increased 3.9% from \$20.09 per square foot for the first nine months of 2008 to \$20.87 per square foot for the first nine months of 2009. The Company's weighted average occupancy decreased from 97.3% for the first nine months of 2008 to 93.3% for the first nine months of 2009.

The Company owns approximately 1.8 million square feet in the Maryland submarket of Washington D.C. The Company's vacancy rate in the region at September 30, 2009 was 7.8% compared to 14.9% for the market as a whole. For the nine months ended September 30, 2009, the market experienced negative net absorption of 0.9%, which is attributed to a decrease in demand for large blocks of space due to the slowing economy. The Company's weighted average occupancy increased from 91.3% for the first nine months of 2008 to 91.7% for the first nine months of 2009. Annualized realized rent per square foot increased 2.6% from \$23.29 per square foot for the first nine months of 2008 to \$23.90 per square foot for the first nine months of 2009.

The Company owns approximately 1.3 million square feet in the Beaverton submarket of Portland, Oregon. The market vacancy rate in this region is 24.9%. The Company's vacancy rate in the market was 21.1% at September 30, 2009. The economic recession has resulted in increases in higher vacancy rates and increased rent concessions in the market. For the nine months ended September 30, 2009, the market experienced negative net absorption of 1.9%. The Company's weighted average occupancy decreased from 84.3% for the first nine months of 2008 to 79.7% for the first nine months of 2009. The decrease was primarily related to a 120,000 square foot tenant vacating its space during the second quarter of 2008 and a 28,000 square foot tenant defaulting during the second quarter of 2009. Annualized realized rent per square foot decreased 2.4% from \$16.79 per square foot for the first nine months of 2008 to \$16.38 per square foot for the first nine months of 2009.

The Company owns approximately 679,000 square feet in the Phoenix and Tempe submarkets of Arizona. Market vacancies increased significantly due in part to the number of housing-related tenants who have vacated space combined with companies contracting and reorganizing business operations. These factors have also created significantly more competition for tenants, which may result in higher lease concessions while limiting the Company's ability to generate rental rate growth. The market vacancy rate is 15.8% compared to the Company's vacancy rate of 15.5% at September 30, 2009. For the nine months ended September 30, 2009, the market experienced negative net absorption of 1.5%. Annualized realized rent per square foot decreased 6.8% from \$11.85 per square foot for the first nine months of 2008 to \$11.04 per square foot for the first nine months of 2009. The Company's weighted average occupancy in the region decreased from 87.0% for the first nine months of 2008 to 86.3% for the first nine months of 2009.

**Table of Contents**

The Company owns approximately 521,000 square feet in the state of Washington which mostly consists of Overlake Business Center, a 493,000 square foot multi-tenant office and flex business park located in Redmond. The weakened aerospace manufacturing industry and global economic slowdown has resulted in a softened demand in this market. The market vacancy rate is 13.6%. For the nine months ended September 30, 2009, this market experienced negative net absorption of 2.9%. The Company's vacancy rate in this region at September 30, 2009 was 15.0%. The Company's weighted average occupancy decreased from 94.5% for the first nine months of 2008 to 89.0% for the first nine months of 2009. Annualized realized rent per square foot increased 1.9% from \$19.17 per square foot for the first nine months of 2008 to \$19.53 per square foot for the first nine months of 2009.

***Growth of the Company's Operations and Acquisitions and Dispositions of Properties:***

The Company is focused on maximizing cash flow from its existing portfolio of properties by expanding its presence in existing and new markets through strategic acquisitions and the disposition of non-strategic assets. The Company has historically maintained a low-leverage-level approach intended to provide the Company with the flexibility for future growth.

The Company made no acquisitions during the nine months ended September 30, 2009 and 2008.

During May, 2009, the Company sold 3.4 acres of land held for development in Portland, Oregon, for a gross sales price of \$2.7 million, resulting in a net gain of \$1.5 million. The Company made no dispositions during the nine months ended September 30, 2008.

***Scheduled Lease Expirations:***

In addition to the 1.8 million square feet, or 9.5%, of space available in our total portfolio as of September 30, 2009, leases representing approximately 5.0% of the leased square footage of our total portfolio are scheduled to expire during the remainder of 2009. Our ability to re-lease available space depends upon the market conditions in the specific submarkets in which our properties are located.

***Impact of Inflation:***

Although inflation has not been significant in recent years, it remains a factor in our economy, and the Company continues to seek ways to mitigate its potential impact. A substantial portion of the Company's leases require tenants to pay operating expenses, including real estate taxes, utilities, and insurance, as well as increases in common area expenses, partially reducing the Company's exposure to inflation.

***Concentration of Portfolio by Region:***

Rental income, cost of operations and rental income less cost of operations, excluding depreciation and amortization, or net operating income prior to depreciation and amortization (defined as NOI for purposes of the following tables), are summarized for the three and nine months ended September 30, 2009 by major geographic region below. The Company uses NOI and its components as a measurement of the performance of its commercial real estate. Management believes that these financial measures provide them as well as the investor the most consistent measurement on a comparative basis of the performance of the commercial real estate and its contribution to the value of the Company. Depreciation and amortization has been excluded from these financial measures as they are generally not used in determining the value of commercial real estate by management or the investment community. Depreciation and amortization is generally not used in determining value as they consider the historical costs of an asset compared to its current value; therefore, to understand the effect of the assets' historical cost on the Company's results, investors should look at GAAP financial measures, such as total operating costs including depreciation and amortization. The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with GAAP. The tables below reflect rental income, operating expenses and NOI for the three and nine months ended September 30, 2009 based on geographical concentration. The total of all regions is equal to the amount of rental income and cost of operations recorded by the Company in accordance with GAAP. As part of the tables below, we have shown the effect of depreciation and amortization on NOI. We have reconciled NOI to net income in the table under Results of Operations below. The percent of total by region reflects the actual contribution to rental income, cost of operations and NOI during the period (in thousands):



**Table of Contents****Three Months Ended September 30, 2009:**

<b>Region</b>	<b>Weighted Square Footage</b>	<b>Percent of Total</b>	<b>Rental Income</b>	<b>Percent of Total</b>	<b>Cost of Operations</b>	<b>Percent of Total</b>	<b>NOI</b>	<b>Percent of Total</b>
Southern								
California	3,988	20.4%	\$ 15,511	23.0%	\$ 4,612	21.4%	\$ 10,899	23.7%
Northern								
California	1,818	9.3%	4,763	7.1%	1,823	8.5%	2,940	6.4%
Southern Texas	1,161	5.9%	3,069	4.5%	1,273	5.9%	1,796	3.9%
Northern Texas	1,689	8.6%	4,181	6.2%	1,382	6.4%	2,799	6.1%
South Florida	3,596	18.4%	7,573	11.2%	2,562	11.9%	5,011	10.9%
Virginia	3,020	15.4%	14,784	21.9%	4,034	18.7%	10,750	23.4%
Maryland	1,770	9.1%	9,768	14.5%	3,014	14.0%	6,754	14.7%
Oregon	1,314	6.7%	4,141	6.1%	1,575	7.3%	2,566	5.6%
Arizona	679	3.5%	1,640	2.4%	663	3.1%	977	2.1%
Washington	521	2.7%	2,116	3.1%	612	2.8%	1,504	3.2%
Total before depreciation and amortization	19,556	100.0%	67,546	100.0%	21,550	100.0%	45,996	100.0%
Depreciation and amortization					19,828		(19,828)	
Total based on GAAP			\$ 67,546		\$ 41,378		\$ 26,168	

**Nine Months Ended September 30, 2009:**

<b>Region</b>	<b>Weighted Square Footage</b>	<b>Percent of Total</b>	<b>Rental Income</b>	<b>Percent of Total</b>	<b>Cost of Operations</b>	<b>Percent of Total</b>	<b>NOI</b>	<b>Percent of Total</b>
Southern								
California	3,988	20.4%	\$ 46,528	22.7%	\$ 13,352	20.3%	\$ 33,176	23.8%
Northern								
California	1,818	9.3%	15,576	7.6%	5,109	7.8%	10,467	7.5%
Southern Texas	1,161	5.9%	9,247	4.5%	3,947	6.0%	5,300	3.8%
Northern Texas	1,689	8.6%	12,423	6.0%	4,431	6.7%	7,992	5.7%
South Florida	3,596	18.4%	23,786	11.6%	7,790	11.8%	15,996	11.5%
Virginia	3,020	15.4%	44,095	21.5%	13,128	19.9%	30,967	22.2%
Maryland	1,770	9.1%	29,104	14.2%	9,155	13.9%	19,949	14.3%
Oregon	1,314	6.7%	12,866	6.3%	5,115	7.8%	7,751	5.6%
Arizona	679	3.5%	4,851	2.3%	2,016	3.1%	2,835	2.0%
Washington	521	2.7%	6,793	3.3%	1,811	2.7%	4,982	3.6%
	19,556	100.0%	205,269	100.0%	65,854	100.0%	139,415	100.0%

Total before  
depreciation and  
amortization

Depreciation and  
amortization

Total based on  
GAAP

\$ 205,269

63,631

(63,631)

\$ 129,485

\$ 75,784

**Table of Contents****Concentration of Credit Risk by Industry:**

The information below depicts the industry concentration of our tenant base as of September 30, 2009. The Company analyzes this concentration to understand significant industry exposure risk.

<b>Industry</b>	<b>% of Total Annualized Rental Income</b>
Business Services	14.8%
Health Services	11.1%
Computer Hardware, Software and Related Services	9.1%
Warehouse, Distribution, Transportation and Logistics	8.8%
Government	8.3%
Engineering and Construction	7.7%
Insurance and Financial Services	7.0%
Retail, Food, and Automotive	6.9%
Communications	5.2%
Home Furnishings	3.8%
Electronics	3.5%
Educational Services	2.8%
Aerospace/Defense Products and Services	2.4%
Other	8.6%
Total	100.0%

The information below depicts the Company's top 10 customers by annual rents as of September 30, 2009 (in thousands):

<b>Tenants</b>	<b>Square Footage</b>	<b>Annualized Rental Income<sup>(1)</sup></b>	<b>% of Total Annualized Rental Income</b>
U.S. Government	505	\$ 12,982	4.7%
Kaiser Permanente	186	4,587	1.6%
Wells Fargo Bank	101	1,772	0.6%
AARP	102	1,702	0.6%
American Intercontinental University	75	1,461	0.5%
Northrop Grumman	58	1,432	0.5%
Verizon	72	1,361	0.5%
Montgomery County Public Schools	47	1,357	0.5%
Intel Corporation	94	1,322	0.5%
Symantec Corporation	73	1,245	0.4%
Total	1,313	\$ 29,221	10.4%

(1) For leases expiring prior to

December 31,  
2009,  
annualized  
rental income  
represents  
income to be  
received under  
existing leases  
from  
September 30,  
2009 through  
the date of  
expiration.

**Comparative Analysis of the Three and Nine Months Ended September 30, 2009 to the Three and Nine Months Ended September 30, 2008**

***Results of Operations:*** In order to evaluate the performance of the Company's overall portfolio over two comparable periods, management analyzes the operating performance of a consistent group of properties owned and operated throughout both periods (herein referred to as "Same Park"). As the Company has had no building acquisitions or dispositions since January 1, 2008, for the three and nine months ended September 30, 2009 and 2008, the Same Park facilities constitute 19.6 million rentable square feet, which includes 100.0% of the assets of the Company.

**Table of Contents**

Rental income, cost of operations and rental income less cost of operations, excluding depreciation and amortization or net operating income prior to depreciation and amortization (defined as NOI for purposes of the following table) are summarized for the three and nine months ended September 30, 2009 and 2008. The Company's property operations account for substantially all of the net operating income earned by the Company. See Concentration of Portfolio by Region above for more information on NOI, including why the Company presents NOI and how the Company uses NOI. The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with GAAP.

The following table presents the operating results of the Company's properties for the three and nine months ended September 30, 2009 and 2008 in addition to other income and expense items affecting net income (in thousands, except per square foot data):

	For the Three Months Ended			For the Nine Months Ended		
	September 30, 2009	September 30, 2008	Change	September 30, 2009	September 30, 2008	Change
Rental income:						
Same Park <sup>(1)</sup>	\$ 67,546	\$ 71,464	(5.5%)	\$ 205,269	\$ 212,021	(3.2%)
Cost of operations:						
Same Park	21,550	22,591	(4.6%)	65,854	67,020	(1.7%)
Net operating income <sup>(2)</sup> :						
Same Park	45,996	48,873	(5.9%)	139,415	145,001	(3.9%)
Other income and expenses:						
Facility management fees	172	178	(3.4%)	522	550	(5.1%)
Interest and other income	134	404	(66.8%)	381	1,014	(62.4%)
Interest expense	(875)	(988)	(11.4%)	(2,686)	(2,971)	(9.6%)
Depreciation and amortization	(19,828)	(24,703)	(19.7%)	(63,631)	(75,270)	(15.5%)
General and administrative	(1,413)	(1,950)	(27.5%)	(4,927)	(6,081)	(19.0%)
Gain on sale of land				1,488		100.0%
Net income	\$ 24,186	\$ 21,814	10.9%	\$ 70,562	\$ 62,243	13.4%
Same Park gross margin <sup>(3)</sup>	68.1%	68.4%	(0.4%)	67.9%	68.4%	(0.7%)
Same Park weighted average for the period:						
Occupancy	89.5%	93.7%	(4.5%)	90.3%	93.7%	(3.6%)
Annualized realized rent per square foot <sup>(4)</sup>	\$ 15.44	\$ 15.60	(1.0%)	\$ 15.50	\$ 15.43	0.5%

(1) See above for a definition of Same Park.

- (2) Net operating income ( NOI ) is an important measurement in the commercial real estate industry for determining the value of the real estate generating the NOI. See Concentration of Portfolio by Region above for more information on NOI. The Company s calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with GAAP.
- (3) Same Park gross margin is computed by dividing Same Park NOI by Same Park rental income.
- (4) Same Park realized rent per square foot represents the annualized Same Park rental income earned per occupied square foot.

The following tables summarize the Same Park operating results by major geographic region for the three and nine months ended September 30, 2009 and 2008 (in thousands):

**Three Months Ended September 30, 2009 and 2008:**

Region	Rental	Rental	Increase	Cost of	Cost of	Increase	NOI	NOI	Increase
	Income	Income		Operations	Operations		September	September	
	September	September	(Decrease)	September	September	(Decrease)	September	September	(Decrease)
	30,	30,		30,	30,		30,	30,	
	2009	2008		2009	2008		2009	2008	
Southern California	\$ 15,511	\$ 16,454	(5.7%)	\$ 4,612	\$ 5,131	(10.1%)	\$ 10,899	\$ 11,323	(3.7%)
Northern California	4,763	5,972	(20.2%)	1,823	1,634	11.6%	2,940	4,338	(32.2%)
Southern Texas	3,069	3,100	(1.0%)	1,273	1,337	(4.8%)	1,796	1,763	1.9%
Northern Texas	4,181	4,219	(0.9%)	1,382	1,543	(10.4%)	2,799	2,676	4.6%
South Florida	7,573	8,206	(7.7%)	2,562	2,300	11.4%	5,011	5,906	(15.2%)
Virginia	14,784	14,937	(1.0%)	4,034	4,454	(9.4%)	10,750	10,483	2.5%
Maryland	9,768	9,708	0.6%	3,014	2,961	1.8%	6,754	6,747	0.1%
Oregon	4,141	4,705	(12.0%)	1,575	1,814	(13.2%)	2,566	2,891	(11.2%)
Arizona	1,640	1,773	(7.5%)	663	776	(14.6%)	977	997	(2.0%)
Washington	2,116	2,390	(11.5%)	612	641	(4.5%)	1,504	1,749	(14.0%)
Total Same Park	67,546	71,464	(5.5%)	21,550	22,591	(4.6%)	45,996	48,873	(5.9%)
Depreciation and amortization				19,828	24,703	(19.7%)	(19,828)	(24,703)	(19.7%)
Total based on GAAP	\$ 67,546	\$ 71,464	(5.5%)	\$ 41,378	\$ 47,294	(12.5%)	\$ 26,168	\$ 24,170	8.3%

**Table of Contents****Nine Months Ended September 30, 2009 and 2008:**

Region	Rental Income			Cost of Operations			NOI		
	September 30, 2009	September 30, 2008	Increase (Decrease)	September 30, 2009	September 30, 2008	Increase (Decrease)	September 30, 2009	September 30, 2008	Increase (Decrease)
Southern California	\$ 46,528	\$ 49,115	(5.3%)	\$ 13,352	\$ 13,550	(1.5%)	\$ 33,176	\$ 35,565	(6.7%)
Northern California	15,576	17,932	(13.1%)	5,109	5,204	(1.8%)	10,467	12,728	(17.8%)
Southern Texas	9,247	9,392	(1.5%)	3,947	4,159	(5.1%)	5,300	5,233	1.3%
Northern Texas	12,423	12,591	(1.3%)	4,431	4,638	(4.5%)	7,992	7,953	0.5%
South Florida	23,786	24,212	(1.8%)	7,790	7,709	1.1%	15,996	16,503	(3.1%)
Virginia	44,095	44,263	(0.4%)	13,128	13,313	(1.4%)	30,967	30,950	0.1%
Maryland	29,104	28,239	3.1%	9,155	8,923	2.6%	19,949	19,316	3.3%
Oregon	12,866	13,948	(7.8%)	5,115	5,217	(2.0%)	7,751	8,731	(11.2%)
Arizona	4,851	5,249	(7.6%)	2,016	2,327	(13.4%)	2,835	2,922	(3.0%)
Washington	6,793	7,080	(4.1%)	1,811	1,980	(8.5%)	4,982	5,100	(2.3%)
Total Same Park	205,269	212,021	(3.2%)	65,854	67,020	(1.7%)	139,415	145,001	(3.9%)
Depreciation and amortization				63,631	75,270	(15.5%)	(63,631)	(75,270)	(15.5%)
Total based on GAAP	\$ 205,269	\$ 212,021	(3.2%)	\$ 129,485	\$ 142,290	(9.0%)	\$ 75,784	\$ 69,731	8.7%

**Rental Income:** Rental income decreased \$3.9 million for the three months ended September 30, 2009 driven primarily by a decrease in weighted average occupancy from 93.7% to 89.5% over the same period in 2008. Rental income decreased \$6.8 million for the nine months ended September 30, 2009 driven primarily by a decrease in weighted average occupancy from 93.7% to 90.3% over the same period in 2008.

**Facility Management Operations:** The Company's facility management operations account for a small portion of the Company's net income. During the three months ended September 30, 2009, \$172,000 in revenue was recognized from facility management operations compared to \$178,000 for the same period in 2008. During the nine months ended September 30, 2009, \$522,000 in revenue was recognized from facility management operations compared to \$550,000 for the same period in 2008.

**Cost of Operations:** Cost of operations for the three months ended September 30, 2009 was \$21.6 million compared to \$22.6 million for the same period in 2008, a decrease of \$1.0 million, or 4.6%. The decrease in cost of operations for the three months ended September 30, 2009 compared to the same period in 2008 was primarily due to a decrease in repairs and maintenance costs of \$648,000, a decrease in other expenses of \$303,000, a decrease in payroll costs of \$290,000 and a decrease in utility costs of \$252,000 partially offset by increases in property taxes and property insurance of \$251,000 and \$200,000, respectively. Cost of operations for the nine months ended September 30, 2009 was \$65.9 million compared to \$67.0 million for the same period in 2008. The decrease in cost of operations for the nine months ended September 30, 2009 compared to the same period in 2008 was primarily due to a decrease in repairs and maintenance costs of \$1.4 million, a decrease in payroll costs of \$240,000 and a decrease in other expenses

of \$776,000 as a result of decreases in travel and meeting expenses and broker events partially offset by increases in property taxes and utility costs of \$735,000 and \$359,000, respectively. Utility costs increased due in part to the expiration of various contractual rate agreements and the increase in property taxes was a result of an increase in assessed values combined with an increase in tax rates.

***Depreciation and Amortization Expense:*** Depreciation and amortization expense for the three months ended September 30, 2009 was \$19.8 million compared to \$24.7 million for the same period in 2008. Depreciation and amortization expense for the nine months ended September 30, 2009 was \$63.6 million compared to \$75.3 million for the same period in 2008. The decrease was primarily due to a number of capital improvements that became fully depreciated combined with a decrease in capital expenditures and no acquisition activity for 2009 and 2008.

**Table of Contents**

**General and Administrative Expense:** General and administrative expense consisted of the following expenses (in thousands):

	<b>For the Three Months Ended September 30,</b>		<b>Increase (Decrease)</b>
	<b>2009</b>	<b>2008</b>	
Compensation expense	\$ 628	\$ 818	(23.2%)
Stock compensation expense	308	666	(53.8%)
Professional and investor services	312	288	8.3%
Other expenses	165	178	(7.3%)
<b>Total</b>	<b>\$ 1,413</b>	<b>\$ 1,950</b>	<b>(27.5%)</b>

	<b>For the Nine Months Ended September 30,</b>		<b>Increase (Decrease)</b>
	<b>2009</b>	<b>2008</b>	
Compensation expense	\$ 2,076	\$ 2,585	(19.7%)
Stock compensation expense	1,386	2,081	(33.4%)
Professional and investor services	972	871	11.6%
Other expenses	493	544	(9.4%)
<b>Total</b>	<b>\$ 4,927</b>	<b>\$ 6,081</b>	<b>(19.0%)</b>

For the three months ended September 30, 2009, general and administrative costs have decreased \$537,000, or 27.5%, over the same period in 2008. For the nine months ended September 30, 2009, general and administrative costs have decreased \$1.2 million, or 19.0%, over the same period in 2008. The decreases for the three and nine months ended September 30, 2009 compared to the same periods in 2008 were primarily due to lower stock compensation expense resulting from the completion of a four year long-term incentive plan for senior management in March, 2009 and a decrease in cash compensation expense due to personnel reductions.

**Interest and Other Income:** Interest and other income reflect earnings on cash balances in addition to miscellaneous income items. Interest income was \$108,000 for the three months ended September 30, 2009 compared to \$377,000 for the same period in 2008. Interest income was \$304,000 and \$938,000 for the nine months ended September 30, 2009 and 2008, respectively. The decrease was primarily attributable to lower effective interest rates. The effective interest rate for the nine months ended September 30, 2009 was 0.5% compared to 2.5% for the same period in 2008.

**Interest Expense:** Interest expense was \$875,000 for the three months ended September 30, 2009 compared to \$988,000 for the same period in 2008. Interest expense was \$2.7 million and \$3.0 million for the nine months ended September 30, 2009 and 2008, respectively. The decreases were primarily attributable to the repayment of a mortgage note of \$5.1 million during the first quarter of 2009.

**Gain on Sale of Land:** During May, 2009, the Company sold 3.4 acres of land held for development in Portland, Oregon, for a gross sales price of \$2.7 million, resulting in a net gain of \$1.5 million.

**Net Income Allocable to Noncontrolling Interests:** Net income allocable to noncontrolling interests reflects the net income allocable to equity interests in the Operating Partnership that are not owned by the Company. Net income allocable to noncontrolling interests was \$4.2 million of allocated income (\$1.4 million allocated to preferred unit holders and \$2.8 million allocated to common unit holders) for the three months ended September 30, 2009 compared to \$3.7 million of allocated income (\$1.8 million allocated to preferred unit holders and \$1.9 million allocated to common unit holders) for the same period in 2008. The increase in net income allocable to noncontrolling interests for the three months ended September 30, 2009 over the same period of 2008 was primarily due to a decrease in

depreciation expense offset by a decrease in net operating income. Net income allocable to noncontrolling interests was \$13.5 million (\$4.0 million of loss allocated to preferred unit holders and \$17.4 million of income allocated to common unit holders) for the nine months ended September 30, 2009 compared to \$10.2 million of allocated income (\$5.3 million allocated to preferred unit holders and \$4.9 million allocated to common unit holders) for the same period in 2008. The increase in net income allocable to noncontrolling interests for the nine months ended September 30, 2009 over the same period of 2008 was primarily due to the net gain on the repurchase of preferred equity combined with a decrease in depreciation expense partially offset by a decrease in net operating income.

**Table of Contents**

**Liquidity and Capital Resources**

Cash and cash equivalents increased \$148.2 million from \$55.0 million at December 31, 2008 to \$203.2 million at September 30, 2009. The increase was primarily due to net proceeds received from a public offering of the Company's common stock and the sale of common stock to Public Storage ( PS ) combined with retained cash from operations partially offset by the repurchase of preferred equity.

Net cash provided by operating activities for the nine months ended September 30, 2009 and 2008 was \$138.3 million and \$147.9 million, respectively. Management believes that the Company's net cash provided by operating activities will be sufficient to enable it to meet its operating expenses, capital improvements, debt service requirements and distributions to shareholders in addition to providing additional cash for future growth and debt repayment.

Net cash used in investing activities was \$16.9 million and \$29.0 million for the nine months ended September 30, 2009 and 2008, respectively. The change of \$12.1 million was primarily due to a decrease in recurring capital improvements of \$9.6 million combined with proceeds received from land disposition of \$2.6 million during 2009. No properties were acquired in either the first nine months of 2009 or 2008.

Net cash provided by financing activities was \$26.8 million for the nine months ended September 30, 2009 compared to net cash used in financing activities of \$101.9 million for the nine months ended September 30, 2008. The change of \$128.7 million was primarily due to net proceeds received from a public offering of the Company's common stock and the sale of common stock to PS of \$171.2 million combined with a decrease in cash paid for common stock repurchases of \$21.4 million and a decrease in preferred equity distributions of \$5.6 million partially offset by cash paid for preferred equity repurchases of \$62.5 million and the repayment of a mortgage note payable of \$5.1 million combined with an increase in common equity distributions of \$1.8 million as a result of the common stock issuance. The Company repurchased \$111.5 million of preferred equity during the fourth quarter of 2008 and the first quarter of 2009 resulting in a reduction of quarterly preferred equity distributions of \$2.0 million.

The Company's preferred equity outstanding decreased to 29.4% of its market capitalization during the nine months ended September 30, 2009 due to the repurchase of preferred equity and issuance of common stock during 2009. The Company's capital structure is characterized by a low level of leverage. As of September 30, 2009, the Company had five fixed-rate mortgages totaling \$53.2 million, which represented 2.2% of its total market capitalization. The Company calculates market capitalization by adding (1) the liquidation preference of the Company's outstanding preferred equity, (2) principal value of the Company's outstanding mortgages and (3) the total number of common shares and common units outstanding at September 30, 2009 multiplied by the closing price of the stock on that date. The weighted average interest rate for the mortgages is approximately 5.8% per annum. The Company had approximately 7.3% of its properties, in terms of net book value, encumbered at September 30, 2009.

On August 14, 2009, the Company closed the sale of 3,450,000 shares of common stock in a public offering and concurrently sold 383,333 shares of common stock to PS. The aggregate net proceeds were \$171.2 million.

**Table of Contents**

The Company focuses on retaining cash for reinvestment as we believe that this provides the greatest level of financial flexibility. During the nine months ended September 30, 2009 and 2008, the Company generated approximately \$38.6 million and \$32.4 million, respectively, of retained cash. The Company defines retained cash as funds from operations less recurring capital expenditures, distributions and other non-cash adjustments. The amount of cash we retain depends in part on the amount of distributions we make to our shareholders, and, because the U.S. federal income tax rules applicable to real estate investment trusts ( REIT ) require us to distribute 90% of our taxable income to our shareholders, the amount of our distributions depends in part on the amount of our taxable income. Taxable income is a function of many factors which include, among others, the Company's operating income, acquisition activity and preferred distributions. Changes in tax law will also impact the amount of taxable income. The Company takes these requirements into account when formulating strategies to maximize the amount of retained cash. Taxable income has historically grown as a result of both external growth and improving operating fundamentals, requiring increased distributions to the Company's common shareholders. While operating performance has been down recently due to the economic recession, it is possible that when the economy recovers and operating fundamentals improve, additional increases in distributions to the Company's common shareholders may be required. With retained cash of \$38.6 million for the nine months ended September 30, 2009, the Company believes it has sufficient cash flow to cover the increased dividend. Going forward, the Company will continue to monitor its taxable income and the corresponding dividend requirements.

The Company has a line of credit (the Credit Facility ) with Wells Fargo Bank which expires on August 1, 2010. The Credit Facility has a borrowing limit of \$100.0 million. Interest on outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate ( LIBOR ) plus 0.70% to LIBOR plus 1.50% depending on the Company's credit ratings and coverage ratios, as defined (currently LIBOR plus 0.85%). In addition, the Company is required to pay an annual commitment fee ranging from 0.15% to 0.30% of the borrowing limit (currently 0.20%). In connection with the modification of the Credit Facility, the Company paid a fee of \$300,000, which is being amortized over the life of the Credit Facility. The Company had no borrowings outstanding as of September 30, 2009 or December 31, 2008.

***Non-GAAP Supplemental Disclosure Measure: Funds from Operations:*** Management believes that Funds from Operations ( FFO ) is a useful supplemental measure of the Company's operating performance. The Company computes FFO in accordance with the White Paper on FFO approved by the Board of Governors of the National Association of Real Estate Investment Trusts ( NAREIT ). The White Paper defines FFO as net income, computed in accordance with GAAP, before depreciation, amortization, net income allocable to noncontrolling interests' common units, net income allocable to restricted stock unit holders, gains or losses on asset dispositions and extraordinary items. Management believes that FFO provides a useful measure of the Company's operating performance and when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities, general and administrative expenses and interest costs, providing a perspective not immediately apparent from net income.

FFO should be analyzed in conjunction with net income. However, FFO should not be viewed as a substitute for net income as a measure of operating performance or liquidity as it does not reflect depreciation and amortization costs or the level of capital expenditure and transaction costs necessary to maintain the operating performance of the Company's properties, which are significant economic costs and could materially impact the Company's results from operations.

Management believes FFO provides useful information to the investment community about the Company's operating performance when compared to the performance of other real estate companies, as FFO is generally recognized as the industry standard for reporting operations of REITs. Other REITs may use different methods for calculating FFO and, accordingly, our FFO may not be comparable to other real estate companies.

**Table of Contents**

FFO for the Company is computed as follows (in thousands):

	<b>For the Three Months</b>		<b>For the Nine Months Ended</b>	
	<b>Ended</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Net income allocable to common shareholders	\$ 8,762	\$ 5,336	\$ 50,517	\$ 13,646
Gain on disposition of real estate			(1,488)	
Depreciation and amortization	19,828	24,703	63,631	75,270
Net income allocable to noncontrolling interests common units	2,838	1,910	17,414	4,897
Net income allocable to restricted stock unit holders	48	60	297	175
Consolidated FFO allocable to common and dilutive shares	31,476	32,009	130,371	93,988
FFO allocated to noncontrolling interests common units	(7,670)	(8,387)	(33,265)	(24,625)
FFO allocated to restricted stock unit holders	(132)	(60)	(610)	(175)
FFO allocated to common shares	\$ 23,674	\$ 23,562	\$ 96,496	\$ 69,188

FFO allocable to common and dilutive shares for the three months ended September 30, 2009 decreased \$533,000 compared to the same periods in 2008. The decrease in FFO for the three months ended September 30, 2009 over the same period in 2008 was primarily due to a decrease in net operating income partially offset by a decrease in preferred equity distributions resulting from the repurchase of preferred equity. FFO allocable to common and dilutive shares for the nine months ended September 30, 2009 increased \$36.4 million compared to the same periods in 2008. The increase was primarily due to a net gain of \$35.6 million on the repurchase of preferred equity combined with a decrease in preferred equity distributions and a decrease in general and administrative expense partially offset by a decrease in net operating income.

**Capital Expenditures:** During the nine months ended September 30, 2009, the Company expended \$19.1 million in recurring capital expenditures, or \$0.97 per weighted average square foot owned. The Company defines recurring capital expenditures as those necessary to maintain and operate its commercial real estate at its current economic value. During the nine months ended September 30, 2008, the Company expended \$27.3 million in recurring capital expenditures, or \$1.39 per weighted average square foot owned. The following table shows total capital expenditures for the stated periods (in thousands):

	<b>For the Nine Months Ended</b>	
	<b>2009</b>	<b>2008</b>
Recurring capital expenditures	\$ 19,053	\$ 27,274
Property renovations and other capital expenditures	371	1,711
Total capital expenditures	\$ 19,424	\$ 28,985

**Stock Repurchase:** The Company's Board of Directors previously authorized the repurchase, from time to time, of up to 6.5 million shares of the Company's common stock on the open market or in privately negotiated transactions. During the nine months ended September 30, 2008, the Company repurchased 370,042 shares of common stock at an aggregate cost of \$18.3 million, or an average cost per share of \$49.52. Since inception of the program, the Company

has repurchased an aggregate of 4.3 million shares of common stock at an aggregate cost of \$152.8 million, or an average cost per share of \$35.84. Under existing board authorizations, the Company can repurchase an additional 2.2 million shares. No shares were repurchased during the nine months ended September 30, 2009.

**Distributions:** The Company has elected and intends to qualify as a REIT for federal income tax purposes. In order to maintain its status as a REIT, the Company must meet, among other tests, sources of income, share ownership and certain asset tests. As a REIT, the Company is not taxed on that portion of its taxable income that is distributed to its shareholders, provided that at least 90% of its taxable income is distributed to its shareholders prior to the filing of its tax return.

**Table of Contents**

***Related Party Transactions:*** Concurrent with the public offering that closed August 14, 2009, the Company sold 383,333 shares of common stock to PS for net proceeds of \$17.8 million.

At September 30, 2009, PS owned 23.8% of the outstanding shares of the Company's common stock and 23.1% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company).

Assuming conversion of its partnership units, PS would own 41.4% of the outstanding shares of the Company's common stock. Ronald L. Havner, Jr., the Company's chairman, is also the Chief Executive Officer, President and a Director of PS. Harvey Lenkin is a Director of both the Company and PS.

Pursuant to a cost sharing and administrative services agreement, the Company shares costs with PS and its affiliated entities for certain administrative services, which are allocated among PS and its affiliates in accordance with a methodology intended to fairly allocate those costs. These costs totaled \$93,000 and \$97,000 for the three months ended September 30, 2009 and 2008, respectively and \$279,000 and \$292,000 for the nine months ended September 30, 2009 and 2008, respectively. In addition, the Company provides property management services for properties owned by PS and its affiliates for a fee of 5% of the gross revenues of such properties in addition to reimbursement of direct costs. These management fee revenues recognized under management contracts with affiliated parties totaled \$172,000 and \$178,000 for the three months ended September 30, 2009 and 2008, respectively and \$522,000 and \$550,000 for the nine months ended September 30, 2009 and 2008, respectively. In December, 2006, PS also began providing property management services for the mini storage component of two assets owned by the Company for a fee of 6% of the gross revenues of such properties in addition to reimbursement of certain costs. Management fee expenses recognized under the management contracts with PS totaled approximately \$12,000 for the three months ended September 30, 2009 and 2008. Management fee expenses under the management contracts were approximately \$38,000 and \$36,000 for the nine months ended September 30, 2009 and 2008, respectively.

***Off-Balance Sheet Arrangements:*** The Company does not have any off-balance sheet arrangements.

***Contractual Obligations:*** The Company is scheduled to pay cash dividends of \$50.1 million per year on its preferred equity outstanding as of September 30, 2009. Dividends are paid when and if declared by the Company's Board of Directors and accumulate if not paid. Shares and units of preferred equity are redeemable by the Company in order to preserve its status as a REIT and are also redeemable five years after issuance.

**Table of Contents**

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

To limit the Company's exposure to market risk, the Company principally finances its operations and growth with permanent equity capital consisting of either common or preferred stock. At September 30, 2009, the Company's debt as a percentage of equity was 3.6%.

The Company's market risk sensitive instruments at September 30, 2009 include mortgage notes payable of \$53.2 million and the Company's Credit Facility. All of the Company's mortgage notes payable bear interest at fixed rates. At September 30, 2009, the Company had no borrowings outstanding under its Credit Facility. See Notes 5 and 6 to the consolidated financial statements for terms, valuations and approximate principal maturities of the mortgage notes payable and line of credit as of September 30, 2009. Based on borrowing rates currently available to the Company, combined with the amount of fixed-rate debt financing, the difference between the carrying amount of debt and its fair value is insignificant.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company's management, with the participation of the Company's chief executive officer and chief financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2009. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of the Company's disclosure controls and procedures as of September 30, 2009, the Company's chief executive officer and chief financial officer concluded that, as of such date, the Company's disclosure controls and procedures were effective at the reasonable assurance level. No change in the Company's 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 September 30, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

The Company currently is neither subject to any material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company other than routine litigation and administrative proceedings arising in the ordinary course of business.

**Table of Contents**

**ITEM 1A. RISK FACTORS**

In addition to the other information in this Form 10-Q, the following factors should be considered in evaluating our company and our business. There have been no material changes from the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2008.

**PS has significant influence over us.**

At September 30, 2009, PS and its affiliates owned 23.8% of the outstanding shares of the Company's common stock and 23.1% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company). Assuming conversion of its partnership units, PS would own 41.4% of the outstanding shares of the Company's common stock. Ronald L. Havner, Jr., the Company's chairman, is also the Chief Executive Officer, President and a Director of PS. Harvey Lenkin is a Director of both the Company and PS. Consequently, PS has the ability to significantly influence all matters submitted to a vote of our shareholders, including electing directors, changing our articles of incorporation, dissolving and approving other extraordinary transactions such as mergers, and all matters requiring the consent of the limited partners of the Operating Partnership. PS's interest in such matters may differ from other shareholders. In addition, PS's ownership may make it more difficult for another party to take over our company without PS's approval.

**Provisions in our organizational documents may prevent changes in control.**

***Our articles generally prohibit owning more than 7% of our shares:*** Our articles of incorporation restrict the number of shares that may be owned by any other person, and the partnership agreement of our Operating Partnership contains an anti-takeover provision. No shareholder (other than PS and certain other specified shareholders) may own more than 7% of the outstanding shares of our common stock, unless our board of directors waives this limitation. We imposed this limitation to avoid, to the extent possible, a concentration of ownership that might jeopardize our ability to qualify as a REIT. This limitation, however, also makes a change of control much more difficult (if not impossible) even if it may be favorable to our public shareholders. These provisions will prevent future takeover attempts not approved by PS even if a majority of our public shareholders consider it to be in their best interests because they would receive a premium for their shares over market value or for other reasons.

***Our board can set the terms of certain securities without shareholder approval:*** Our board of directors is authorized, without shareholder approval, to issue up to 50.0 million shares of preferred stock and up to 100.0 million shares of Equity Stock, in each case in one or more series. Our board has the right to set the terms of each of these series of stock. Consequently, the board could set the terms of a series of stock that could make it difficult (if not impossible) for another party to take over our company even if it might be favorable to our public shareholders. Our articles of incorporation also contain other provisions that could have the same effect. We can also cause our Operating Partnership to issue additional interests for cash or in exchange for property.

***The partnership agreement of our Operating Partnership restricts mergers:*** The partnership agreement of our Operating Partnership generally provides that we may not merge or engage in a similar transaction unless the limited partners of our Operating Partnership are entitled to receive the same proportionate payments as our shareholders. In addition, we have agreed not to merge unless the merger would have been approved had the limited partners been able to vote together with our shareholders, which has the effect of increasing PS's influence over us due to PS's ownership of operating partnership units. These provisions may make it more difficult for us to merge with another entity.

**Our Operating Partnership poses additional risks to us.**

Limited partners of our Operating Partnership, including PS, have the right to vote on certain changes to the partnership agreement. They may vote in a way that is against the interests of our shareholders. Also, as general partner of our Operating Partnership, we are required to protect the interests of the limited partners of the Operating Partnership. The interests of the limited partners and of our shareholders may differ.

**Table of Contents****We would incur adverse tax consequences if we fail to qualify as a REIT.**

***Our cash flow would be reduced if we fail to qualify as a REIT:*** While we believe that we have qualified since 1990 to be taxed as a REIT, and will continue to be so qualified, we cannot be certain. To continue to qualify as a REIT, we need to satisfy certain requirements under the federal income tax laws relating to our income, assets, distributions to shareholders and shareholder base. In this regard, the share ownership limits in our articles of incorporation do not necessarily ensure that our shareholder base is sufficiently diverse for us to qualify as a REIT. For any year we fail to qualify as a REIT, we would be taxed at regular corporate tax rates on our taxable income unless certain relief provisions apply. Taxes would reduce our cash available for distributions to shareholders or for reinvestment, which could adversely affect us and our shareholders. Also we would not be allowed to elect REIT status for five years after we fail to qualify unless certain relief provisions apply.

***We may need to borrow funds to meet our REIT distribution requirements:*** To qualify as a REIT, we must generally distribute to our shareholders 90% of our taxable income. Our income consists primarily of our share of our Operating Partnership's income. We intend to make sufficient distributions to qualify as a REIT and otherwise avoid corporate tax. However, differences in timing between income and expenses and the need to make nondeductible expenditures such as capital improvements and principal payments on debt could force us to borrow funds to make necessary shareholder distributions.

**The recent market disruptions may adversely affect our operating results and financial condition.**

The global financial markets are currently undergoing pervasive and fundamental disruptions. The continuation or intensification of any such volatility may have an adverse impact on the availability of credit to businesses generally and could lead to a further weakening of the U.S. and global economies. To the extent that turmoil in the financial markets continues or intensifies, it has the potential to materially affect the value of our properties, the availability or the terms of financing and may impact the ability of our customers to enter into new leasing transactions or satisfy rental payments under existing leases. The current market disruption could also affect our operating results and financial condition as follows:

***Debt and Equity Markets:*** Our results of operations and share price are sensitive to the volatility of the credit markets. The commercial real estate debt markets are currently experiencing volatility as a result of certain factors, including the tightening of underwriting standards by lenders and credit rating agencies and the significant inventory of unsold collateralized mortgage-backed securities in the market. Credit spreads for major sources of capital have widened significantly as investors have demanded a higher risk premium. This is resulting in lenders increasing the cost for debt financing. Should the overall cost of borrowings increase, either by increases in the index rates or by increases in lender spreads, we will need to factor such increases into the economics of our acquisitions. In addition, the state of the debt markets could have an effect on the overall amount of capital being invested in real estate, which may result in price or value decreases of real estate assets and affect our ability to raise equity capital.

***Valuations:*** The recent market volatility will likely make the valuation of our properties more difficult. There may be significant uncertainty in the valuation, or in the stability of the value, of our properties, which could result in a substantial decrease in the value of our properties. As a result, we may not be able to recover the carrying amount of our properties, which may require us to recognize an impairment charge in earnings.

***Government Intervention:*** The pervasive and fundamental disruptions that the global financial markets are currently undergoing have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an emergency basis, suddenly and substantially eliminating market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies. It is impossible to predict what, if any, additional interim or permanent governmental restrictions may be imposed on the markets or the effect of such restrictions on us and our results of operations. There is a high likelihood of significantly increased regulation of the financial markets that could have a material effect on our operating results and financial condition.



**Table of Contents**

**Since we buy and operate real estate, we are subject to general real estate investment and operating risks.**

***Summary of real estate risks:*** We own and operate commercial properties and are subject to the risks of owning real estate generally and commercial properties in particular. These risks include:

the national, state and local economic climate and real estate conditions, such as oversupply of or reduced demand for space and changes in market rental rates;

how prospective tenants perceive the attractiveness, convenience and safety of our properties;

difficulties in consummating and financing acquisitions and developments on advantageous terms and the failure of acquisitions and developments to perform as expected;

our ability to provide adequate management, maintenance and insurance;

our ability to collect rent from tenants on a timely basis;

the expense of periodically renovating, repairing and reletting spaces;

environmental issues;

compliance with the Americans with Disabilities Act and other federal, state, and local laws and regulations;

increasing operating costs, including real estate taxes, insurance and utilities, if these increased costs cannot be passed through to tenants;

changes in tax, real estate and zoning laws;

increase in new commercial properties in our market;

tenant defaults and bankruptcies;

tenants' right to sublease space; and

concentration of properties leased to non-rated private companies.

Certain significant costs, such as mortgage payments, real estate taxes, insurance and maintenance, generally are not reduced even when a property's rental income is reduced. In addition, environmental and tax laws, interest rate levels, the availability of financing and other factors may affect real estate values and property income. Furthermore, the supply of commercial space fluctuates with market conditions.

If our properties do not generate sufficient income to meet operating expenses, including any debt service, tenant improvements, lease commissions and other capital expenditures, we may have to borrow additional amounts to cover fixed costs, and we may have to reduce our distributions to shareholders.

**Table of Contents**

***We may be unable to consummate acquisitions and developments on advantageous terms, or new acquisitions and developments may fail to perform as expected:*** While we have not acquired a property since August, 2007, we continue to seek to acquire and develop flex, industrial and office properties where they meet our criteria and we believe that they will enhance our future financial performance and the value of our portfolio. Our belief, however, is subject to risks, uncertainties and other factors, many of which are forward-looking and are uncertain in nature or are beyond our control, including the risks that our acquisitions and developments may not perform as expected, that we may be unable to quickly integrate new acquisitions and developments into our existing operations, and that any costs to develop projects or redevelop acquired properties may exceed estimates. Further, we face significant competition for suitable acquisition properties from other real estate investors, including other publicly traded real estate investment trusts and private institutional investors. As a result, we may be unable to acquire additional properties we desire or the purchase price for desirable properties may be significantly increased. In addition, some of these properties may have unknown characteristics or deficiencies or may not complement our portfolio of existing properties. In addition, we may finance future acquisitions and developments through a combination of borrowings, proceeds from equity or debt offerings by us or the Operating Partnership, and proceeds from property divestitures. These financing options may not be available when desired or required or may be more costly than anticipated, which could adversely affect our cash flow. Real property development is subject to a number of risks, including construction delays, complications in obtaining necessary zoning, occupancy and other governmental permits, cost overruns, financing risks, and the possible inability to meet expected occupancy and rent levels. If any of these problems occur, development costs for a project may increase, and there may be costs incurred for projects that are not completed. As a result of the foregoing, some properties may be worth less or may generate less revenue than, or simply not perform as well as, we believed at the time of acquisition or development, negatively affecting our operating results. Any of the foregoing risks could adversely affect our financial condition, operating results and cash flow, and our ability to pay dividends on, and the market price of, our stock. In addition, we may be unable to successfully integrate and effectively manage the properties we do acquire and develop, which could adversely affect our results of operations.

***We may encounter significant delays and expense in reletting vacant space, or we may not be able to relet space at existing rates, in each case resulting in losses of income:*** When leases expire, we will incur expenses in retrofitting space and we may not be able to re-lease the space on the same terms. Certain leases provide tenants with the right to terminate early if they pay a fee. As of September 30, 2009, our properties generally had lower vacancy rates than the average for the markets in which they are located, and leases accounting for 4.1% of our total annualized rental income expire in 2009 and 23.1% in 2010. While we have estimated our cost of renewing leases that expire in 2009 and 2010, our estimates could be wrong. If we are unable to re-lease space promptly, if the terms are significantly less favorable than anticipated or if the costs are higher, we may have to reduce our distributions to shareholders.

***Tenant defaults and bankruptcies may reduce our cash flow and distributions:*** We may have difficulty collecting from tenants in default, particularly if they declare bankruptcy. This could affect our cash flow and our ability to fund distributions to shareholders. Since many of our tenants are non-rated private companies, this risk may be enhanced. There is inherent uncertainty in a tenant's ability to continue paying rent if they are in bankruptcy. As of October 31, 2009, the Company had approximately 31,000 square feet of leased space that is occupied by tenants that are protected by Chapter 11 of the U.S. Bankruptcy Code. In addition, we had tenants occupying approximately 713,000 square feet who vacated their space during the nine months ended September 30, 2009 as a result of business failures. As of September 30, 2009, 320,000 square feet has been re-leased. During the nine months ended September 30, 2009 and 2008, write-offs of unpaid rents were \$733,000 and \$485,000, respectively. A number of other tenants have contacted us requesting early termination of their lease, reduction in space under lease, or rent deferment or abatement. At this time, the Company cannot anticipate what effect, if any, the ultimate outcome of these discussions will have on our future operating results.

***We may be adversely affected by significant competition among commercial properties:*** Many other commercial properties compete with our properties for tenants. Some of the competing properties may be newer and better located than our properties. We also expect that new properties will be built in our markets. In addition, we compete with other buyers, many of which are larger than us, for attractive commercial properties. Therefore, we may not be able to

grow as rapidly as we would like.

***We may be adversely affected if casualties to our properties are not covered by insurance:*** We could suffer uninsured losses or losses in excess of our insurance policy limits for occurrences such as earthquakes or hurricanes that adversely affect us or even result in loss of the property. We might still remain liable on any mortgage debt or other unsatisfied obligations related to that property.

**Table of Contents**

***The illiquidity of our real estate investments may prevent us from adjusting our portfolio to respond to market changes:*** There may be delays and difficulties in selling real estate. Therefore, we cannot easily change our portfolio when economic conditions change. Also, tax laws limit a REIT's ability to sell properties held for less than four years.

***We may be adversely affected by changes in laws:*** Increases in income and service taxes may reduce our cash flow and ability to make expected distributions to our shareholders. Our properties are also subject to various federal, state and local regulatory requirements, such as state and local fire and safety codes. If we fail to comply with these requirements, governmental authorities could fine us or courts could award damages against us. We believe our properties comply with all significant legal requirements. However, these requirements could change in a way that would reduce our cash flow and ability to make distributions to shareholders.

***We may incur significant environmental remediation costs:*** Under various federal, state and local environmental laws, an owner or operator of real estate may have to clean spills or other releases of hazardous or toxic substances on or from a property. Certain environmental laws impose liability whether or not the owner knew of, or was responsible for, the presence of the hazardous or toxic substances. In some cases, liability may exceed the value of the property. The presence of toxic substances, or the failure to properly remedy any resulting contamination, may make it more difficult for the owner or operator to sell, lease or operate its property or to borrow money using its property as collateral. Future environmental laws may impose additional material liabilities on us.

**We depend on external sources of capital to grow our company.**

We are generally required under the Internal Revenue Code to distribute at least 90% of our taxable income. Because of this distribution requirement, we may not be able to fund future capital needs, including any necessary building and tenant improvements, from operating cash flow. Consequently, we may need to rely on third-party sources of capital to fund our capital needs. We may not be able to obtain the financing on favorable terms or at all. Access to third-party sources of capital depends, in part, on general market conditions, the market's perception of our growth potential, our current and expected future earnings, our cash flow, and the market price per share of our common stock. If we cannot obtain capital from third-party sources, we may not be able to acquire properties when strategic opportunities exist, satisfy any debt service obligations, or make cash distributions to shareholders.

**Our ability to control our properties may be adversely affected by ownership through partnerships and joint ventures.**

We own most of our properties through our Operating Partnership. Our organizational documents do not prevent us from acquiring properties with others through partnerships or joint ventures. This type of investment may present additional risks. For example, our partners may have interests that differ from ours or that conflict with ours, or our partners may become bankrupt.

**We can change our business policies and increase our level of debt without shareholder approval.**

Our board of directors establishes our investment, financing, distribution and our other business policies and may change these policies without shareholder approval. Our organizational documents do not limit our level of debt. A change in our policies or an increase in our level of debt could adversely affect our operations or the price of our common stock.

**We can issue additional securities without shareholder approval.**

We can issue preferred equity, common stock and Equity Stock without shareholder approval. Holders of preferred stock have priority over holders of common stock, and the issuance of additional shares of stock reduces the interest of existing holders in our company.

**Table of Contents**

**Increases in interest rates may adversely affect the market price of our common stock.**

One of the factors that influences the market price of our common stock is the annual rate of distributions that we pay on our common stock, as compared with interest rates. An increase in interest rates may lead purchasers of REIT shares to demand higher annual distribution rates, which could adversely affect the market price of our common stock.

**Shares that become available for future sale may adversely affect the market price of our common stock.**

Substantial sales of our common stock, or the perception that substantial sales may occur, could adversely affect the market price of our common stock. As of September 30, 2009, PS and its affiliates owned 23.8% of the outstanding shares of the Company's common stock and 23.1% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company). Assuming conversion of its partnership units, PS would own 41.4% of the outstanding shares of the Company's common stock. These shares, as well as shares of common stock held by certain other significant shareholders, are eligible to be sold in the public market, subject to compliance with applicable securities laws.

**We depend on key personnel.**

We depend on our key personnel, including Joseph D. Russell, Jr., our President and Chief Executive Officer. The loss of Mr. Russell or other key personnel could adversely affect our operations. We maintain no key person insurance on our key personnel.

**Change in taxation of corporate dividends may adversely affect the value of our shares.**

The Jobs and Growth Tax Relief Reconciliation Act of 2003, enacted on May 28, 2003, generally reduced to 15% the maximum marginal rate of federal tax payable by individuals on dividends received from a regular C corporation. This reduced tax rate, however, does not apply to dividends paid to individuals by a REIT on its shares except for certain limited amounts. The earnings of a REIT that are distributed to its shareholders are generally subject to less federal income taxation on an aggregate basis than earnings of a regular C corporation that are distributed to its shareholders net of corporate-level income tax. The Jobs and Growth Tax Act, however, could cause individual investors to view stocks of regular C corporations as more attractive relative to shares of REITs than was the case prior to the enactment of the legislation because the dividends from regular C corporations, which previously were taxed at the same rate as REIT dividends, are now at a maximum marginal rate of 15% while REIT dividends are generally taxed at a maximum marginal rate of 35%.

**Table of Contents**

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Concurrent with a public offering of 3,450,000 shares of common stock, on August 14, 2009, the Company sold 383,333 shares of its common stock, par value \$0.01 per share, to Public Storage at \$46.50 per share, the same price as the public offering price. Total proceeds from the sale of shares to Public Storage were \$17.8 million. The issuance and sale of common shares to Public Storage was made in a private placement exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended. The Company used the proceeds from the offering for general corporate purposes.

The Company's Board of Directors has authorized the repurchase, from time to time, of up to 6.5 million shares of the Company's common stock on the open market or in privately negotiated transactions. The program does not expire. Purchases will be made subject to market conditions and other investment opportunities available to the Company. During the three months ended September 30, 2009, there were no shares of the Company's common stock repurchased. As of September 30, 2009, 2,206,221 shares remain available for repurchase under the program.

**Table of Contents**

**ITEM 6. EXHIBITS**

Exhibits

- Exhibit 12 Statement re: Computation of Ratio of Earnings to Fixed Charges. Filed herewith.
- Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
- Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
- Exhibit 32.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.

**Table of Contents**

**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.

Dated: November 4, 2009

PS BUSINESS PARKS, INC.

BY: /s/ Edward A. Stokx

Edward A. Stokx  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

**Table of Contents**

**EXHIBIT INDEX**

Exhibit 12	Statement re: Computation of Ratio of Earnings to Fixed Charges. Filed herewith.
Exhibit 31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
Exhibit 31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
Exhibit 32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.