

PS BUSINESS PARKS INC/CA

Form 10-Q

August 07, 2009

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**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 June 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 July 31, 2009, the number of shares of the registrant's common stock, \$0.01 par value per share, outstanding was 20,547,592.

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

	<b>June 30, 2009 (Unaudited)</b>	<b>December 31, 2008</b>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 21,998	\$ 55,015
Real estate facilities, at cost:		
Land	494,849	494,849
Buildings and equipment	1,527,091	1,517,484
	2,021,940	2,012,333
Accumulated depreciation	(679,991)	(637,948)
	1,341,949	1,374,385
Land held for development	6,829	7,869
	1,348,778	1,382,254
Rent receivable	1,849	2,055
Deferred rent receivable	21,817	21,633
Other assets	6,015	8,366
Total assets	\$ 1,400,457	\$ 1,469,323
 <b>LIABILITIES AND EQUITY</b>		
Accrued and other liabilities	\$ 48,793	\$ 46,428
Mortgage notes payable	53,519	59,308
Total liabilities	102,312	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 June 30, 2009 and December 31, 2008, respectively	626,046	706,250
Common stock, \$0.01 par value, 100,000,000 shares authorized, 20,545,511 and 20,459,916 shares issued and outstanding at June 30, 2009 and December 31, 2008, respectively	205	204
Paid-in capital	396,930	363,587
Cumulative net income	659,028	622,113

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Cumulative distributions	(614,518)	(571,340)
Total PS Business Parks, Inc. s shareholders equity	1,067,691	1,120,814
Noncontrolling interests:		
Preferred units	73,418	94,750
Common units	157,036	148,023
Total noncontrolling interests	230,454	242,773
Total equity	1,298,145	1,363,587
Total liabilities and equity	\$ 1,400,457	\$ 1,469,323

See accompanying notes.

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2009	2008	2009	2008
Revenues:				
Rental income	\$ 67,976	\$ 70,446	\$ 137,723	\$ 140,557
Facility management fees	173	177	350	372
Total operating revenues	68,149	70,623	138,073	140,929
Expenses:				
Cost of operations	21,549	21,939	44,304	44,429
Depreciation and amortization	21,412	25,120	43,803	50,567
General and administrative	1,538	2,085	3,514	4,131
Total operating expenses	44,499	49,144	91,621	99,127
Other income and expenses:				
Interest and other income	68	282	247	610
Interest expense	(881)	(990)	(1,811)	(1,983)
Gain on sale of land	1,488		1,488	
Total other income and expenses	675	(708)	(76)	(1,373)
Net income	\$ 24,325	\$ 20,771	\$ 46,376	\$ 40,429
Net income allocation:				
Net income allocable to noncontrolling interests:				
Noncontrolling interests common units	\$ 3,080	\$ 1,639	\$ 14,794	\$ 2,987
Noncontrolling interests preferred units	1,381	1,752	(5,333)	3,504
Total net income allocable to noncontrolling interests.	4,461	3,391	9,461	6,491
Net income allocable to PS Business Parks, Inc.:				
Common shareholders	8,657	4,561	41,518	8,310
Preferred shareholders	11,155	12,757	(4,871)	25,513
Restricted stock unit holders	52	62	268	115
Total net income allocable to PS Business Parks, Inc.	19,864	17,380	36,915	33,938
	\$ 24,325	\$ 20,771	\$ 46,376	\$ 40,429
Net income per common share:				
Basic	\$ 0.42	\$ 0.22	\$ 2.03	\$ 0.41

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Diluted	\$	0.42	\$	0.22	\$	2.01	\$	0.40
Weighted average common shares outstanding:								
Basic		20,531		20,430		20,501		20,432
Diluted		20,652		20,639		20,605		20,620

See accompanying notes.

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**PS BUSINESS PARKS, INC.**  
**CONSOLIDATED STATEMENT OF EQUITY**  
**FOR THE SIX MONTHS ENDED JUNE 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
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			63,495	1	249			250		250
Shelf registration					(75)			(75)		(75)
Net income						36,915		36,915	9,461	46,376
Distributions:										
Preferred stock							(22,351)	(22,351)		(22,351)
Common stock							(18,044)	(18,044)		(18,044)
Noncontrolling interests									(9,512)	(9,512)
Adjustment to noncontrolling interests in underlying operating partnership					(9,645)			(9,645)	9,645	
<b>Balances at June 30, 2009</b>	25,042	\$ 626,046	20,545,511	\$ 205	\$ 396,930	\$ 659,028	\$ (614,518)	\$ 1,067,691	\$ 230,454	\$ 1,298,145

See accompanying notes.





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

	<b>For the Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 46,376	\$ 40,429
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	43,803	50,567
In-place lease adjustment	(161)	(96)
Lease incentives net of tenant improvement reimbursements	(174)	(69)
Amortization of mortgage premium	(134)	(128)
Gain on disposition of real estate	(1,488)	
Stock compensation, net	1,713	2,030
Decrease in receivables and other assets	2,019	3,514
Increase in accrued and other liabilities	1,332	2,116
 Total adjustments	 46,910	 57,934
 Net cash provided by operating activities	 93,286	 98,363
<b>Cash flows from investing activities:</b>		
Capital improvements to real estate facilities	(11,367)	(19,936)
Proceeds from disposition of land	2,557	
 Net cash used in investing activities	 (8,810)	 (19,936)
<b>Cash flows from financing activities:</b>		
Principal payments on mortgage notes payable	(527)	(560)
Repayment of mortgage note payable	(5,128)	
Proceeds from the exercise of stock options	678	447
Shelf registration costs	(75)	
Repurchase of common stock		(21,626)
Repurchase of preferred stock	(50,199)	
Repurchase of preferred units	(12,335)	
Distributions paid to common shareholders	(18,044)	(17,975)
Distributions paid to preferred shareholders	(22,351)	(25,513)
Distributions paid to noncontrolling interests common units	(6,428)	(6,428)
Distributions paid to noncontrolling interests preferred units	(3,084)	(3,504)
 Net cash used in financing activities	 (117,493)	 (75,159)
 Net (decrease) increase in cash and cash equivalents	 (33,017)	 3,268
Cash and cash equivalents at the beginning of the period	55,015	35,041
 Cash and cash equivalents at the end of the period	 \$ 21,998	 \$ 38,309

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

Adjustment to noncontrolling interests in underlying operating partnership:

Noncontrolling interests common units	\$	9,645	\$	(2,410)
Paid-in capital	\$	(9,645)	\$	2,410

See accompanying notes.

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

**1. Organization and description of business**

PS Business Parks, Inc. ( PSB ) was incorporated in the state of California in 1990. As of June 30, 2009, PSB owned 73.8% 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 June 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 six months ended June 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 August 7, 2009, the date of issuance of the consolidated financial statements.

*Noncontrolling Interests*

The Company applies Statement of Financial Accounting Standards ( SFAS ) No. 160 Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51, for arrangements with noncontrolling interests. SFAS No. 160 requires that minority interests be recharacterized as noncontrolling interests and be 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 should be 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, should be recorded at fair value with any gain or loss recognized in earnings. The Company adopted SFAS No. 160 beginning January 1, 2009, which applies prospectively, except for presentation and disclosure requirements, which apply retrospectively. The adoption of SFAS No. 160 on January 1, 2009 did not have a material impact on the Company s consolidated financial position or earnings per share.

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*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 June 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.

*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

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Company recorded net amortization of \$75,000 and \$48,000 of intangible assets and liabilities resulting from the above-market and below-market lease values during the three months ended June 30, 2009 and 2008, respectively. Amortization was \$161,000 and \$96,000 for each of the six months ended June 30, 2009 and 2008, respectively. As of June 30, 2009, the value of in-place leases resulted in a net intangible asset of \$137,000, net of \$1.1 million of accumulated amortization, and a net intangible liability of \$381,000, net of \$977,000 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 June 30, 2009, the Company did not consider any assets to be impaired.

*Stock-based compensation*

Stock-based compensation is accounted for in accordance with SFAS No. 123(R) Share-Based Payment, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. See Note 11.

*Revenue and expense recognition*

Revenue is recognized in accordance with Staff Accounting Bulletin No. 104 of the Securities and Exchange Commission, Revenue Recognition in Financial Statements ( SAB 104 ). SAB 104 requires that four basic criteria must be met 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.

*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.

**Table of Contents***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 FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes ( FIN 48 ). FIN 48 is an interpretation of FASB Statement No. 109, Accounting for Income Taxes, and it seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. In addition, FIN 48 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 FIN 48 as of January 1, 2007 and did not record any adjustment as a result of such adoption.

*Accounting for preferred equity issuance costs*

In accordance with Emerging Issues Task Force ( EITF ) Topic D-42, 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 June 30,</b>		<b>For the Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Net income allocable to noncontrolling interests:				
Noncontrolling interests common units	\$ 3,080	\$ 1,639	\$ 14,794	\$ 2,987
Noncontrolling interests preferred units:				
Distributions to preferred unit holders	1,381	1,752	3,084	3,504
Gain on repurchase of preferred units, net of issuance costs			(8,417)	
Total net income allocable to noncontrolling interests preferred units	1,381	1,752	(5,333)	3,504
Total net income allocable to noncontrolling interests	4,461	3,391	9,461	6,491
Net income allocable to PS Business Parks, Inc.:				
Common shareholders	8,657	4,561	41,518	8,310
Preferred shareholders:				
Distributions to preferred shareholders	11,155	12,757	22,351	25,513
Gain on repurchase of preferred stock, net of issuance costs			(27,222)	

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Total net income allocable to preferred shareholders	11,155	12,757	(4,871)	25,513
Restricted stock unit holders	52	62	268	115
Total net income allocable to PS Business Parks, Inc.	19,864	17,380	36,915	33,938
	\$ 24,325	\$ 20,771	\$ 46,376	\$ 40,429



**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. In accordance with FASB Staff Position EITF No. 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities ( FSP EITF 03-6-1 ), the Company's restricted stock units are participating securities and included in the computation of basic and diluted weighted average common shares outstanding. The Company adopted FSP EITF 03-6-1 effective January 1, 2009 retroactive to all periods presented which resulted in the allocation of net income to the restricted stock unit holders which are paid non-forfeitable dividends in excess of the expense recorded resulting 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):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2009	2008	2009	2008
Net income allocable to common shareholders	\$ 8,657	\$ 4,561	\$ 41,518	\$ 8,310
Weighted average common shares outstanding:				
Basic weighted average common shares outstanding	20,531	20,430	20,501	20,432
Net effect of dilutive stock compensation based on treasury stock method using average market price	121	209	104	188
Diluted weighted average common shares outstanding	20,652	20,639	20,605	20,620
Net income per common share Basic	\$ 0.42	\$ 0.22	\$ 2.03	\$ 0.41
Net income per common share Diluted	\$ 0.42	\$ 0.22	\$ 2.01	\$ 0.40

Options to purchase approximately 210,000 and 66,000 shares for the three months ended June 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 220,000 and 66,000 shares for the six months ended June 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 six months ended June 30, 2009 is as follows (in thousands):

	Land	Buildings and Equipment	Accumulated Depreciation	Total
Balances at December 31, 2008	\$ 494,849	\$ 1,517,484	\$ (637,948)	\$ 1,374,385
Capital improvements, net		11,367		11,367
Disposals		(1,760)	1,760	
Depreciation expense			(43,803)	(43,803)

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Balances at June 30, 2009	\$ 494,849	\$ 1,527,091	\$ (679,991)	\$ 1,341,949
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In accordance with SFAS No. 141(R), Business Combinations, 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 and liabilities acquired. 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 six months ended June 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.

**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 June 30, 2009 under these leases are as follows (in thousands):

2009	\$ 104,077
2010	177,307
2011	128,381
2012	87,630
2013	53,378
Thereafter	80,691
Total	\$ 631,464

In addition to minimum rental payments, certain tenants reimburse the Company for their pro rata share of specified operating expenses. Such reimbursements amounted to \$13.8 million and \$13.5 million for the three months ended June 30, 2009 and 2008, respectively and \$27.6 million and \$26.5 million for the six months ended June 30, 2009 and 2008, respectively. These amounts are included as rental income in the accompanying consolidated statements of income.

Leases accounting for approximately 4.3% of total leased square footage are subject to termination options which include leases for approximately 1.0% 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.

**5. Bank loans**

On July 30, 2008, the Company extended the term of its line of credit (the Credit Facility) with Wells Fargo Bank to 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%).



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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 June 30, 2009 or December 31, 2008. The Credit Facility requires the Company to meet certain covenants, with which the Company was in compliance with at June 30, 2009.

**6. Mortgage notes payable**

Mortgage notes consist of the following (in thousands):

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
5.73% mortgage note, secured by one commercial property with a net book value of \$29.4 million, principal and interest payable monthly, due March, 2013	\$ 14,114	\$ 14,247
6.15% mortgage note, secured by one commercial property with a net book value of \$29.0 million, principal and interest payable monthly, due November, 2031 <sup>(1)</sup>	16,681	16,912
5.52% mortgage note, secured by one commercial property with a net book value of \$15.9 million, principal and interest payable monthly, due May, 2013	9,938	10,053
5.68% mortgage note, secured by one commercial property with a net book value of \$17.6 million, principal and interest payable monthly, due May, 2013	9,952	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>	2,834	2,887
7.29% mortgage note, secured by one commercial property with a net book value of \$5.9 million, principal and interest payable monthly, repaid February, 2009		5,144
Total	\$ 53,519	\$ 59,308

(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 \$532,000 and \$635,000 as of June 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 \$105,000 and \$136,000 as of June 30, 2009 and December 31, 2008, respectively.

At June 30, 2009, mortgage notes payable had a weighted average interest rate of 5.81% and a weighted average maturity of 3.3 years with principal payments as follows (in thousands):

2009	\$	633
2010		1,376
2011		19,426
2012		856
2013		31,228
Total	\$	53,519



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

As described in Note 2, in accordance with SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51, the Company reports noncontrolling interests within equity in the consolidated financial statements, but separate from the Company's shareholders' equity. In addition, the adoption of SFAS No. 160 resulted in net income allocable to noncontrolling interests no longer being treated as a reduction to net income but 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 June 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 June 30, 2009, the noncontrolling interests—common units would convert into approximately 26.2% of the common shares outstanding. Combined with PS's common stock ownership, on a fully converted basis, PS has a combined ownership of approximately 45.7% 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 June 30, 2009 and December 31, 2008:

Series	Issuance Date	Redemption Date	Earliest Potential Dividend Rate	June 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





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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. In accordance with EITF Topic D-42, 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 June 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**

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 June 30, 2009 and 2008, respectively, and \$186,000 and \$195,000 for the six months ended June 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 \$173,000 and \$177,000 for the three months ended June 30, 2009 and 2008, respectively and \$350,000 and \$372,000 for the six months ended June 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.

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Either the Company or PS can cancel the property management contract upon 60 days notice. Management fee expenses under the contract were approximately \$10,000 and \$13,000 for the three months ended June 30, 2009 and 2008, respectively and \$27,000 and \$24,000 for the six months ended June 30, 2009 and 2008, respectively. The Company had amounts due from PS of \$252,000 and \$763,000 at June 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 June 30, 2009 and December 31, 2008, the Company had the following series of preferred stock outstanding:

Series	Issuance Date	Redemption Date	Earliest Potential Dividend Rate	June 30, 2009		December 31, 2008	
				Shares	Amount	Shares	Amount
				(in thousands)		(in thousands)	
Series H	January & October, 2004	January, 2009	7.000%	6,340,776	\$ 158,520	8,200,000	\$ 205,000
Series I	April, 2004	April, 2009	6.875%	2,745,050	68,626	3,000,000	75,000
Series K	June, 2004	June, 2009	7.950%	2,165,000	54,125	2,300,000	57,500
Series L	August, 2004	August, 2009	7.600%	1,935,000	48,375	2,300,000	57,500
Series M	May, 2005	May, 2010	7.200%	3,182,000	79,550	3,300,000	82,500
Series O	June & August, 2006	June, 2011	7.375%	3,384,000	84,600	3,800,000	95,000
Series P	January, 2007	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 depository 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 depository share. In accordance with EITF Topic D-42, the purchase price discount, equaling the liquidation value of \$25.00 per depository share over the weighted average purchase price per depository 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 June 30, 2009 and 2008, respectively. The Company paid \$22.4 million and \$25.5 million in distributions to its preferred shareholders for the six months ended June 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 depository share, plus any accrued and unpaid dividends. As of June 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*

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 six months ended June 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 six months ended June 30, 2009.



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The Company paid \$9.0 million (\$0.44 per common share) in distributions to its common shareholders for the three months ended June 30, 2009 and 2008 and \$18.0 million (\$0.88 per common share) for the six months ended June 30, 2009 and 2008.

*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-based 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 six months ended June 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 six months ended June 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 six months ended June 30, 2009 and 2008 was \$35.00 and \$52.35, respectively. The Company calculated the fair value of each restricted stock unit grant using the market value on the date of grant.

At June 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:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contract Life	Aggregate Intrinsic Value (in thousands)
<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 June 30, 2009	560,253	\$ 39.39	4.48 Years	\$ 6,113
Exercisable at June 30, 2009	450,053	\$ 36.59	3.71 Years	\$ 5,727

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	<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	(101,817)	\$ 54.91
Forfeited	(7,500)	\$ 55.96
Nonvested at June 30, 2009	132,071	\$ 52.92

Included in the Company's consolidated statements of income for the three months ended June 30, 2009 and 2008, was \$142,000 and \$111,000, respectively, in net compensation expense related to stock options. Net compensation expense of \$264,000 and \$217,000 related to stock options was recognized during the six months ended June 30, 2009 and 2008, respectively. Net compensation expense of \$415,000 and \$882,000 related to restricted stock units was recognized during the three months ended June 30, 2009 and 2008, respectively. Net compensation expense of \$1.3 million and \$1.8 million related to restricted stock units was recognized during the six months ended June 30, 2009 and 2008, respectively.

As of June 30, 2009, there was \$646,000 of unamortized compensation expense related to stock options expected to be recognized over a weighted average period of 2.7 years. As of June 30, 2009, there was \$4.6 million of unamortized compensation expense related to restricted stock units expected to be recognized over a weighted average period of 3.5 years.

Cash received from 22,100 stock options exercised during the six months ended June 30, 2009 was \$678,000. Cash received from 17,500 stock options exercised during the six months ended June 30, 2008 was \$447,000. The aggregate intrinsic value of the stock options exercised during the six months ended June 30, 2009 and 2008 was \$312,000 and \$509,000, respectively.

During the six months ended June 30, 2009, 101,817 restricted stock units vested; in settlement of these units, 63,495 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the six months ended June 30, 2009 was \$3.6 million. During the six months ended June 30, 2008, 22,469 restricted stock units vested; in settlement of these units, 14,441 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the six months ended June 30, 2008 was \$1.2 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 \$68,000 and \$25,000 in compensation expense for the three months ended June 30, 2009 and 2008, respectively and \$99,000 and \$51,000 for the six months ended June 30, 2009 and 2008, respectively. As of June 30, 2009 and 2008, there was \$321,000 and \$261,000, respectively, of unamortized compensation expense related to these shares.

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**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.

**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 six months of 2009, the Company successfully leased or re-leased 2.8 million square feet of space while experiencing a decrease in rental rates. Total net operating income for the six months ended June 30, 2009 decreased \$2.7 million, or 2.8%, compared to the six months ended June 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, 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:*** We recognize revenue in accordance with Staff Accounting Bulletin No. 104 of the Securities and Exchange Commission, Revenue Recognition in Financial Statements ( SAB 104 ), as amended. SAB 104 requires that the following four basic criteria must be met 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 Acquisitions:*** In accordance with Statement of Financial Accounting Standards ( SFAS ) No. 141(R), Business Combinations, we allocate 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.





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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

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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. Since SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, provides that the future cash flows used in this analysis be considered on an undiscounted basis, 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.

**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 six 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 third 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 July 31, 2009, the Company had approximately 42,000 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 628,000 square feet who vacated their space during the six months ended June 30, 2009 as a result of business failures. 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 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 six months ended June 30, 2009, rental rates on new and renewed leases within the Company's overall portfolio decreased 12.6% over expiring rents. 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 in Los Angeles, Orange and San Diego Counties. Market vacancies have increased due to the continued weakening in the economy 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 rental rates. Vacancy rates in Southern California range from 4.1% to 18.2%. The Company's vacancy rate in this region at June 30, 2009 was 8.6%. For the six months ended June 30, 2009, the overall market experienced negative net absorption of 0.5% 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 94.7% for the first six months of 2008 to 90.4% for the first six months of 2009. Annualized realized rent per square foot decreased 0.5% from \$17.30 per square foot for the first six months of 2008 to \$17.22 per square foot for the first six 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 22.3%, 20.1% and 17.8%, respectively. The Company's vacancy rate in its Northern California portfolio at June 30, 2009 was 18.4%. Demand in these submarkets slowed measurably in the second half of 2008 and continued to slow in the first six months of 2009. The time necessary to execute a transaction has lengthened as tenants weigh various options. During the second half of 2008 and continuing into 2009, lease renewals and short-term leases were the most common leasing activity in the market as firms are seeking ways of reducing costs. For the six months ended June 30, 2009, the combined submarkets noted above experienced negative net absorption of 2.1%. The Company's weighted average occupancy in this region decreased from 92.1% for the first six months of 2008 to 86.7% for the first six months of 2009 due in part to two large tenant defaults comprising 134,000 square feet. Annualized realized rent per square foot decreased 3.9% from \$14.28 per square foot for the first six months of 2008 to \$13.72 per square foot for the first six 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 14.6% in the Austin market and 13.9% in the Houston market. The Company's vacancy rate for these combined markets at June 30, 2009 was 14.9%. 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 six months ended June 30, 2009, the combined markets experienced negative net absorption of 0.9%. The Company's weighted average occupancy in this region decreased from 95.6% for the first six months of 2008 to 86.5% for the first six months of 2009 due in part to two large tenant defaults comprising 61,000 square feet. Annualized realized rent per square foot increased 8.5% from \$11.34 per square foot for the first six months of 2008 to \$12.30 per square foot for the first six months of 2009.

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 June 30, 2009 in this market was 10.1%. During the end of 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 slowing job growth. As a result, the market experienced negative net absorption of 0.1% for the six months ended June 30, 2009. The Company's weighted average occupancy for the region decreased from 93.0% for the first six months of 2008 to 91.8% for the first six months of 2009. Annualized realized rent per square foot decreased 0.3% from \$10.66 per square foot for the first six months of 2008 to \$10.63 per square foot for the first six months of 2009.



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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 8.9% and 11.9%, respectively, compared with the Company's South Florida vacancy rate of 6.4% at June 30, 2009. For the six months ended June 30, 2009, the combined markets experienced negative net absorption of 2.0%. The Company's weighted average occupancy in this region outperformed the market, decreasing from 96.4% for the first six months of 2008 to 95.4% for the first six months of 2009. Annualized realized rent per square foot increased 2.4% from \$9.23 per square foot for the first six months of 2008 to \$9.45 per square foot for the first six 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 13.9%. The Company's vacancy rate at June 30, 2009 was 7.4%. 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 has lengthened the time of lease negotiations. For the six months ended June 30, 2009, the market experienced negative net absorption of 0.4%. The Company's annualized realized rent per square foot increased 4.3% from \$19.99 per square foot for the first six months of 2008 to \$20.84 per square foot for the first six months of 2009. The Company's weighted average occupancy decreased from 97.2% for the first six months of 2008 to 93.2% for the first six 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 June 30, 2009 was 9.5% compared to 13.9% for the market as a whole. For the six months ended June 30, 2009, the market experienced negative net absorption of 0.6%, 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 90.7% for the first six months of 2008 to 92.0% for the first six months of 2009. Annualized realized rent per square foot increased 2.9% from \$23.08 per square foot for the first six months of 2008 to \$23.74 per square foot for the first six 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 23.9%. The Company's vacancy rate in the market was 21.6% at June 30, 2009. Recent economic trends and the economic recession have resulted in increases in both vacancy rates and rent concessions in the market. For the six months ended June 30, 2009, the market experienced negative net absorption of 0.9%. The Company's weighted average occupancy decreased from 84.4% for the first six months of 2008 to 80.3% for the first six 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. As a result of the recent trends and slowdown, annualized realized rent per square foot decreased 0.8% from \$16.67 per square foot for the first six months of 2008 to \$16.54 per square foot for the first six 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 15.2% compared to the Company's vacancy rate of 13.0% at June 30, 2009. For the six months ended June 30, 2009, the market experienced negative net absorption of 1.5%. Annualized realized rent per square foot decreased 7.3% from \$11.75 per square foot for the first six months of 2008 to \$10.89 per square foot for the first six months of 2009. The Company's weighted average occupancy in the region decreased from 87.1% for the first six months of 2008 to 86.9% for the first six months of 2009.

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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 fewer imports and exports resulting in a softened demand in this market. The market vacancy rate is 11.6%. For the six months ended June 30, 2009, this market experienced negative net absorption of 2.2%. The Company's vacancy rate in this region at June 30, 2009 was 11.6%. The Company's weighted average occupancy decreased from 94.3% for the first six months of 2008 to 90.8% for the first six months of 2009. Annualized realized rent per square foot increased 3.5% from \$19.10 per square foot for the first six months of 2008 to \$19.77 per square foot for the first six 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 six months ended June 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 six months ended J