

CORPORATE OFFICE PROPERTIES TRUST  
Form 10-Q  
October 30, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q**

(Mark one)

**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 1-14023



# **Corporate Office Properties Trust**

(Exact name of registrant as specified in its charter)



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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**23-2947217**  
(IRS Employer  
Identification No.)

**6711 Columbia Gateway Drive, Suite 300, Columbia, MD**  
(Address of principal executive offices)

**21046**  
(Zip Code)

Registrant's telephone number, including area code: **(443) 285-5400**

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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 the definitions 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   
(Do not check if a smaller reporting company)

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 23, 2009, 58,248,932 of the Company's Common Shares of Beneficial Interest, \$0.01 par value, were issued and outstanding.

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Table of Contents**PART I: FINANCIAL INFORMATION****ITEM 1. Financial Statements****Corporate Office Properties Trust and Subsidiaries****Consolidated Balance Sheets****(Dollars in thousands)****(unaudited)**

|   | <b>September 30,<br/>2009</b> | <b>December 31,<br/>2008</b> |
|---|-------------------------------|------------------------------|
| <b>Assets</b>   |                               |                              |
| Properties, net:  |                               |                              |
| Operating properties, net   | \$ 2,388,443                  | \$ 2,283,870                 |
| Projects under construction or development  | 480,264                       | 494,596                      |
| Total properties, net   | 2,868,707                     | 2,778,466                    |
| Cash and cash equivalents   | 9,981                         | 6,775                        |
| Restricted cash   | 16,779                        | 13,745                       |
| Accounts receivable, net  | 14,004                        | 13,684                       |
| Deferred rent receivable  | 69,816                        | 64,131                       |
| Intangible assets on real estate acquisitions, net  | 75,506                        | 91,848                       |
| Deferred charges, net   | 52,551                        | 51,801                       |
| Prepaid expenses and other assets   | 123,303                       | 93,789                       |
| <b>Total assets</b>   | <b>\$ 3,230,647</b>           | <b>\$ 3,114,239</b>          |
| <b>Liabilities and equity</b>   |                               |                              |
| Liabilities:  |                               |                              |
| Mortgage and other loans payable  | \$ 1,742,604                  | \$ 1,704,123                 |
| 3.5% Exchangeable Senior Notes, net   | 155,248                       | 152,628                      |
| Accounts payable and accrued expenses   | 113,416                       | 93,625                       |
| Rents received in advance and security deposits   | 33,322                        | 30,464                       |
| Dividends and distributions payable   | 28,411                        | 25,794                       |
| Deferred revenue associated with acquired operating leases  | 8,044                         | 10,816                       |
| Distributions in excess of investment in unconsolidated real estate joint venture   | 4,966                         | 4,770                        |
| Other liabilities   | 8,453                         | 9,596                        |
| Total liabilities   | 2,094,464                     | 2,031,816                    |
| Commitments and contingencies (Note 16)   |                               |                              |
| Equity:   |                               |                              |
| Corporate Office Properties Trust's shareholders' equity:   |                               |                              |
| Preferred Shares of beneficial interest with an aggregate liquidation preference of \$216,333 (\$0.01 par value; 15,000,000 shares authorized and 8,121,667 issued and outstanding at September 30, 2009 and December 31, 2008) | 81                            | 81                           |
| Common Shares of beneficial interest (\$0.01 par value; 75,000,000 shares authorized, shares issued and outstanding of 58,250,295 at September 30, 2009 and 51,790,442 at December 31, 2008)                                    | 583                           | 518                          |
| Additional paid-in capital  | 1,234,910                     | 1,112,734                    |
| Cumulative distributions in excess of net income  | (192,119)                     | (162,572)                    |
| Accumulated other comprehensive loss  | (2,291)                       | (4,749)                      |

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|  |                     |                     |
|--|---------------------|---------------------|
| Total Corporate Office Properties Trust's shareholders' equity | 1,041,164           | 946,012             |
| Noncontrolling interests in subsidiaries:                      |                     |                     |
| Common units in the Operating Partnership                      | 75,657              | 117,356             |
| Preferred units in the Operating Partnership                   | 8,800               | 8,800               |
| Other consolidated real estate joint ventures                  | 10,562              | 10,255              |
| Noncontrolling interests in subsidiaries                       | 95,019              | 136,411             |
| Total equity   | 1,136,183           | 1,082,423           |
| <b>Total liabilities and equity</b>                            | <b>\$ 3,230,647</b> | <b>\$ 3,114,239</b> |

See accompanying notes to consolidated financial statements.



Table of Contents**Corporate Office Properties Trust and Subsidiaries****Consolidated Statements of Operations****(Dollars in thousands, except per share data)****(unaudited)**

|   | For the Three Months<br>Ended September 30, |           | For the Nine Months<br>Ended September 30, |            |
|---|---|-----------|--|------------|
|   | 2009  | 2008      | 2009                                       | 2008       |
| <b>Revenues</b>   |   |           |  |            |
| Rental revenue  | \$ 87,653                                   | \$ 85,060 | \$ 265,501                                 | \$ 249,924 |
| Tenant recoveries and other real estate operations revenue  | 17,190                                      | 16,026    | 51,904                                     | 46,110     |
| Construction contract revenues  | 94,962                                      | 89,653    | 272,254                                    | 121,688    |
| Other service operations revenues   | 359   | 349       | 1,280                                      | 1,352      |
| Total revenues  | 200,164                                     | 191,088   | 590,939                                    | 419,074    |
| <b>Expenses</b>   |   |           |  |            |
| Property operating expenses   | 38,583                                      | 35,854    | 114,778                                    | 104,353    |
| Depreciation and amortization associated with real estate operations                                | 26,712                                      | 25,583    | 81,911                                     | 75,430     |
| Construction contract expenses  | 93,450                                      | 87,111    | 266,995                                    | 118,488    |
| Other service operations expenses   | 355   | 546       | 1,294                                      | 1,602      |
| General and administrative expenses   | 5,898                                       | 5,904     | 17,275                                     | 17,608     |
| Business development expenses   | 458   | 199       | 1,550                                      | 464        |
| Total operating expenses  | 165,456                                     | 155,197   | 483,803                                    | 317,945    |
| Operating income  | 34,708                                      | 35,891    | 107,136                                    | 101,129    |
| Interest expense  | (20,986)                                    | (22,503)  | (59,088)                                   | (65,580)   |
| Interest and other income   | 2,619                                       | 559       | 4,949                                      | 924        |
| Income from continuing operations before equity in loss of unconsolidated entities and income taxes | 16,341                                      | 13,947    | 52,997                                     | 36,473     |
| Equity in loss of unconsolidated entities   | (758)                                       | (57)      | (1,075)                                    | (167)      |
| Income tax expense  | (47)  | (97)      | (169)                                      | (102)      |
| Income from continuing operations   | 15,536                                      | 13,793    | 51,753                                     | 36,204     |
| Discontinued operations   |   | (9)       |  | 2,571      |
| Income before gain on sales of real estate  | 15,536                                      | 13,784    | 51,753                                     | 38,775     |
| Gain on sales of real estate, net of income taxes   |   | 4         |  | 1,104      |
| Net income  | 15,536                                      | 13,788    | 51,753                                     | 39,879     |
| Less net income attributable to noncontrolling interests:   |   |           |  |            |
| Common units in the Operating Partnership   | (956)                                       | (1,467)   | (4,032)                                    | (4,130)    |
| Preferred units in the Operating Partnership  | (165)                                       | (165)     | (495)                                      | (495)      |
| Other   | 40  | 90        | 15   | (132)      |
| Net income attributable to Corporate Office Properties Trust  | 14,455                                      | 12,246    | 47,241                                     | 35,122     |
| Preferred share dividends   | (4,025)                                     | (4,025)   | (12,076)                                   | (12,076)   |
| Net income attributable to Corporate Office Properties Trust common shareholders                    | \$ 10,430                                   | \$ 8,221  | \$ 35,165                                  | \$ 23,046  |
| Net income attributable to Corporate Office Properties Trust  |   |           |  |            |
| Income from continuing operations   | \$ 14,455                                   | \$ 12,254 | \$ 47,241                                  | \$ 32,943  |
| Discontinued operations   |   | (8)       |  | 2,179      |
| Net income attributable to Corporate Office Properties Trust  | \$ 14,455                                   | \$ 12,246 | \$ 47,241                                  | \$ 35,122  |

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|                                       |    |        |    |        |    |        |    |        |
|---------------------------------------|----|--------|----|--------|----|--------|----|--------|
| Basic earnings per common share (1)   |    |        |    |        |    |        |    |        |
| Income from continuing operations     | \$ | 0.18   | \$ | 0.17   | \$ | 0.62   | \$ | 0.43   |
| Discontinued operations               |    |        |    |        |    |        |    | 0.05   |
| Net income                            | \$ | 0.18   | \$ | 0.17   | \$ | 0.62   | \$ | 0.48   |
| Diluted earnings per common share (1) |    |        |    |        |    |        |    |        |
| Income from continuing operations     | \$ | 0.18   | \$ | 0.17   | \$ | 0.62   | \$ | 0.42   |
| Discontinued operations               |    |        |    |        |    |        |    | 0.05   |
| Net income                            | \$ | 0.18   | \$ | 0.17   | \$ | 0.62   | \$ | 0.47   |
| Dividends declared per common share   | \$ | 0.3925 | \$ | 0.3725 | \$ | 1.1375 | \$ | 1.0525 |

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(1) Basic and diluted earnings per common share are calculated based on amounts attributable to common shareholders of Corporate Office Properties Trust.

See accompanying notes to consolidated financial statements.

Table of Contents**Corporate Office Properties Trust and Subsidiaries****Consolidated Statements of Equity****(Dollars in thousands)****(unaudited)**

|   | Preferred<br>Shares | Common<br>Shares | Additional<br>Paid-in<br>Capital | Cumulative<br>Distributions in<br>Excess of Net<br>Income | Accumulated<br>Other<br>Comprehensive<br>Loss | Noncontrolling<br>Interests in<br>Subsidiaries | Total        |
|---|---------------------|------------------|----------------------------------|---|---|--|--------------|
| Balance at December 31, 2008<br>(51,790,442 common shares<br>outstanding)   | \$ 81               | \$ 518           | \$ 1,112,734                     | \$ (162,572)  | \$ (4,749)                                    | 136,411  | \$ 1,082,423 |
| Conversion of common units to<br>common shares (2,824,000 shares)   |                     | 28               | 61,368                           |   |   | (61,396)                                       |              |
| Common shares issued to the public<br>(2,990,000 shares)  |                     | 30               | 71,795                           |   |   |  | 71,825       |
| Exercise of share options (388,487<br>common shares)  |                     | 4                | 4,280                            |   |   |  | 4,284        |
| Share-based compensation  |                     | 3                | 7,905                            |   |   |  | 7,908        |
| Restricted common share<br>redemptions (76,090 shares)  |                     |                  | (1,930)                          |   |   |  | (1,930)      |
| Adjustments to noncontrolling<br>interests resulting from changes in<br>ownership of Operating Partnership<br>by COPT     |                     |                  | (21,090)                         |   |   | 21,090   |              |
| Adjustments related to derivatives<br>designated as cash flow hedges  |                     |                  |                                  |   | 2,458   | 549  | 3,007        |
| Decrease in tax benefit from<br>share-based compensation  |                     |                  | (152)                            |   |   |  | (152)        |
| Net income  |                     |                  |                                  | 47,241  |   | 4,512  | 51,753       |
| Dividends   |                     |                  |                                  | (76,788)  |   |  | (76,788)     |
| Distributions to owners of common<br>and preferred units in the Operating<br>Partnership                                  |                     |                  |                                  |   |   | (6,469)  | (6,469)      |
| Net contributions and distributions<br>to noncontrolling interests in other<br>consolidated real estate joint<br>ventures |                     |                  |                                  |   |   | 322  | 322          |
| Balance at September 30, 2009<br>(58,250,295) common shares<br>outstanding)   | \$ 81               | \$ 583           | \$ 1,234,910                     | \$ (192,119)  | \$ (2,291)                                    | 95,019   | \$ 1,136,183 |
| Balance at December 31, 2007<br>(47,366,475 common shares<br>outstanding)   | \$ 81               | \$ 474           | \$ 971,459                       | \$ (129,599)  | \$ (2,372)                                    | 129,437  | \$ 969,480   |
| Conversion of common units to<br>common shares (55,242 shares)  |                     | 1                | 1,981                            |   |   | (1,982)  |              |
| Common shares issued to the public<br>(3,737,500 shares)  |                     | 37               | 138,883                          |   |   |  | 138,920      |
| Exercise of share options (145,059<br>common shares)  |                     | 2                | 2,505                            |   |   |  | 2,507        |

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|  |    |          |    |          |    |           |    |              |
|--|----|----------|----|----------|----|-----------|----|--------------|
| Share-based compensation   | 1  | 6,811    |    |          |    |           |    | 6,812        |
| Restricted common share redemptions (41,242 shares)  |    | (1,316)  |    |          |    |           |    | (1,316)      |
| Adjustments to noncontrolling interests resulting from changes in ownership of Operating Partnership by COPT     |    | (14,323) |    |          |    | 14,323    |    |              |
| Adjustments related to derivatives designated as cash flow hedges  |    |          |    | 696      |    | 152       |    | 848          |
| Increase in tax benefit from share-based compensation  |    | 1,053    |    |          |    |           |    | 1,053        |
| Net income   |    |          |    | 35,122   |    | 4,757     |    | 39,879       |
| Dividends  |    |          |    | (63,629) |    |           |    | (63,629)     |
| Distributions to owners of common and preferred units in the Operating Partnership                               |    |          |    |          |    | (9,059)   |    | (9,059)      |
| Net contributions and distributions to noncontrolling interests in other consolidated real estate joint ventures |    |          |    |          |    | 2,869     |    | 2,869        |
| Balance at September 30, 2008 (51,530,162 common shares outstanding)   | \$ | 81       | \$ | 515      | \$ | 1,107,053 | \$ | (158,106)    |
|  |    |          |    |          |    |           | \$ | (1,676)      |
|  |    |          |    |          |    |           |    | 140,497      |
|  |    |          |    |          |    |           |    | \$ 1,088,364 |

See accompanying notes to consolidated financial statements.

Table of Contents**Corporate Office Properties Trust and Subsidiaries****Consolidated Statements of Cash Flows**

(Dollars in thousands)

(unaudited)

|   | For the Nine Months Ended<br>September 30, |           |
|---|--|-----------|
|   | 2009                                       | 2008      |
| <b>Cash flows from operating activities</b>                                       |  |           |
| Net income  | \$ 51,753                                  | \$ 39,879 |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |           |
| Depreciation and other amortization   | 83,660                                     | 76,659    |
| Amortization of deferred financing costs  | 3,089                                      | 2,805     |
| Amortization of deferred market rental revenue                                    | (1,448)                                    | (1,457)   |
| Amortization of net debt discounts  | 2,520                                      | 2,929     |
| Gain on sales of real estate  |  | (4,208)   |
| Share-based compensation  | 7,908                                      | 6,812     |
| Excess income tax shortfall (benefit) from share-based compensation               | 152  | (1,053)   |
| Other   | (3,710)                                    | 628       |
| Changes in operating assets and liabilities:                                      |  |           |
| Increase in deferred rent receivable  | (5,685)                                    | (8,600)   |
| (Increase) decrease in accounts receivable  | (320)                                      | 11,787    |
| Increase in restricted cash and prepaid expenses and other assets                 | (18,059)                                   | (26,864)  |
| Increase in accounts payable, accrued expenses and other liabilities              | 15,311                                     | 31,521    |
| Increase (decrease) in rents received in advance and security deposits            | 2,858                                      | (4,862)   |
| Net cash provided by operating activities   | 138,029                                    | 125,976   |
| <b>Cash flows from investing activities</b>                                       |  |           |
| Purchases of and additions to properties  | (146,120)                                  | (220,907) |
| Proceeds from sales of properties   | 65   | 33,412    |
| Mortgage loan receivable funded   | (1,995)                                    | (24,836)  |
| Leasing costs paid  | (6,778)                                    | (4,497)   |
| Other   | (6,118)                                    | (7,964)   |
| Net cash used in investing activities   | (160,946)                                  | (224,792) |
| <b>Cash flows from financing activities</b>                                       |  |           |
| Proceeds from mortgage and other loans payable                                    | 775,147                                    | 684,763   |
| Repayments of mortgage and other loans payable                                    | (736,566)                                  | (654,255) |
| Deferred financing costs paid   | (1,830)                                    | (6,347)   |
| Net proceeds from issuance of common shares                                       | 76,109                                     | 141,432   |
| Dividends paid  | (73,220)                                   | (60,541)  |
| Distributions paid  | (7,420)                                    | (8,815)   |
| Excess income tax (shortfall) benefit from share-based compensation               | (152)                                      | 1,053     |
| Restricted share redemptions  | (1,930)                                    | (1,316)   |
| Other   | (4,015)                                    | (480)     |
| Net cash provided by financing activities   | 26,123                                     | 95,494    |
| Net increase (decrease) in cash and cash equivalents                              | 3,206                                      | (3,322)   |
| <b>Cash and cash equivalents</b>  |  |           |
| Beginning of period   | 6,775                                      | 24,638    |

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|               |    |       |    |        |
|---------------|----|-------|----|--------|
| End of period | \$ | 9,981 | \$ | 21,316 |
|---------------|----|-------|----|--------|

See accompanying notes to consolidated financial statements.

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**Corporate Office Properties Trust and Subsidiaries**

**Notes to Consolidated Financial Statements**

**(Dollars in thousands, except per share data)**

**(unaudited)**

**1. Organization**

Corporate Office Properties Trust ( COPT ) and subsidiaries (collectively, the Company, we or us ) is a fully-integrated and self-managed real estate investment trust ( REIT ) that focuses primarily on strategic customer relationships and specialized tenant requirements in the United States Government, defense information technology and data sectors. We acquire, develop, manage and lease properties that are typically concentrated in large office parks primarily located adjacent to government demand drivers and/or in demographically strong markets possessing growth opportunities. As of September 30, 2009, our investments in real estate included the following:

- 246 wholly owned operating properties totaling 18.4 million square feet;
- 16 wholly owned properties under construction, development or redevelopment that we estimate will total approximately 2.0 million square feet upon completion;
- wholly owned land parcels totaling 1,524 acres that we believe are potentially developable into approximately 12.9 million square feet; and
- partial ownership interests in a number of other real estate projects in operation, under development or redevelopment or held for future development.

We conduct almost all of our operations through our operating partnership, Corporate Office Properties, L.P. (the Operating Partnership ), for which we are the managing general partner. The Operating Partnership owns real estate both directly and through subsidiary partnerships and limited liability companies ( LLCs ). A summary of our Operating Partnership s forms of ownership and the percentage of those securities owned by COPT as of September 30, 2009 follows:

|                          |      |
|--------------------------|------|
| Common Units             | 92%  |
| Series G Preferred Units | 100% |
| Series H Preferred Units | 100% |
| Series I Preferred Units | 0%   |
| Series J Preferred Units | 100% |
| Series K Preferred Units | 100% |

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Three of our trustees also controlled, either directly or through ownership by other entities or family members, 7% of the Operating Partnership's common units at that date.

In addition to owning interests in real estate, the Operating Partnership also owns 100% of a number of entities that provide real estate services such as property management, construction and development and heating and air conditioning services primarily for our properties but also for third parties.

### 2. Summary of Significant Accounting Policies

#### Basis of Presentation

The consolidated financial statements include the accounts of COPT, the Operating Partnership, their subsidiaries and other entities in which we have a majority voting interest and control. We also consolidate certain entities when control of such entities can be achieved through means other than voting rights ( variable interest entities or VIEs ) if we are deemed to be the primary beneficiary of such entities. We eliminate all significant intercompany balances and transactions in consolidation. We use the equity method of accounting when we own an interest in an entity and can exert significant influence over the entity's operations but cannot control the entity's operations. We use the cost method of accounting when we own an interest in an entity and cannot exert significant influence over its operations.



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In preparing the consolidated financial statements, we evaluated subsequent events occurring through October 30, 2009, the date the financial statements were issued.

These interim financial statements should be read together with the financial statements and notes thereto as of and for the year ended December 31, 2008 included in our Current Report on Form 8-K filed on June 2, 2009. The unaudited consolidated financial statements include all adjustments which are necessary, in the opinion of management, to fairly present our financial position and results of operations. All adjustments are of a normal recurring nature. The consolidated financial statements have been prepared using the accounting policies described in the financial statements included in our Current Report on Form 8-K filed on June 2, 2009.

We reclassified certain amounts from the prior periods to conform to the current period presentation of our Consolidated Financial Statements with no effect on previously reported net income or equity.

**Recent Accounting Pronouncements Resulting in Adjustments**

As discussed further in our Current Report on Form 8-K dated June 2, 2009, on January 1, 2009, we retrospectively adopted newly issued accounting standards that affected our accounting for noncontrolling interests and convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) and our determination of whether instruments granted in share-based payment transactions should be included in the calculation of earnings per share. This resulted in certain adjustments to amounts previously reported in our 2008 Annual Report on Form 10-K, including changes that affected our previously reported net income attributable to our common shareholders and earnings per common share. Our Current Report on Form 8-K dated June 2, 2009 updated our 2008 Annual Report on Form 10-K for the effect of these adjustments.

**Other Recent Accounting Pronouncements**

In June 2009, the FASB issued guidance which establishes the FASB Accounting Standards Codification as the source of authoritative accounting principles recognized by the FASB to be applied in the preparation of financial statements in conformity with generally accepted accounting principles for nongovernmental entities. The guidance explicitly recognizes rules and interpretive releases of the Securities and Exchange Commission ( SEC ) under federal securities laws as authoritative Generally Accepted Accounting Principles for SEC registrants. The guidance became effective for us on July 1, 2009 and did not have a material effect on our consolidated financial statements.

In June 2009, the FASB issued amended guidance related to the accounting and disclosure requirements for the consolidation of entities when control of such entities can be achieved through means other than voting rights ( variable interest entities or VIEs ). This guidance requires an enterprise to perform a qualitative analysis when determining whether or not it must consolidate a VIE based primarily on whether the entity (1) has the power to direct matters that most significantly impact the activities of the VIE and (2) has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. The standard also requires an enterprise to continuously reassess whether it must consolidate a VIE. Additionally, the standard requires enhanced disclosures about an enterprise's involvement with VIEs and any significant change in risk exposure due to that involvement, as well as how its involvement with VIEs impacts the enterprise's financial statements. The standard will become effective on January 1, 2010. We are currently evaluating the impact of the standard on our consolidated financial statements.

**Fair Value of Financial Instruments**

Authoritative guidance provided by the FASB Accounting Standards Codification defines fair value as the exit price, or the amount that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The guidance also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability developed based on market data obtained from sources independent of us. Unobservable inputs are inputs that reflect our assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The hierarchy of these inputs is broken down into three levels: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 inputs include (1) quoted prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in markets that are

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not active and (3) inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly; and Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The assets held in connection with our non-qualified elective deferred compensation plan and the corresponding liability to the participants are measured at fair value using quoted market prices. The assets are treated as trading securities for accounting purposes and included in restricted cash on our consolidated balance sheet. The offsetting liability is adjusted to fair value at the end of each accounting period based on the fair value of the plan assets and reported in other liabilities on our consolidated balance sheet. The assets and corresponding liability of our non-qualified elective deferred compensation plan are classified in Level 1 of the fair value hierarchy.

The valuation of our warrants to acquire additional common stock of an equity method investee is determined using the Flexible Monte Carlo valuation technique. This technique factors in the price and volatility of the underlying common stock, the exercise price of the warrant agreements, the risk-free rate of return, the probability of exercise and the effect of sub-optimal exercise behaviors. The various inputs used in the valuation of the warrants fall within each of the three levels of the fair value hierarchy. After considering the weighted effect of the various inputs on the valuations of the warrants as of September 30, 2009, we determined that these valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The valuation of our interest rate derivatives is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate market data and implied volatilities in such interest rates. While we determined that the majority of the inputs used to value our interest rate derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our interest rate derivatives also utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default. However, as of September 30, 2009, we assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our interest rate derivatives and determined that these adjustments are not significant. As a result, we determined that our interest rate derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The table below sets forth our financial assets and liabilities that are accounted for at fair value on a recurring basis as of September 30, 2009:

| Description   | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable Inputs<br>(Level 3) | Total    |
|---|---|---|---|----------|
| <b>Assets:</b>  |   |   |   |          |
| Deferred compensation plan assets (1)                             | \$ 6,427  | \$  | \$  | \$ 6,427 |
| Warrants to acquire common stock of<br>equity method investee (2) |   | 2,676   |   | 2,676    |
| Assets  | \$ 6,427  | \$ 2,676  | \$  | \$ 9,103 |
| <b>Liabilities:</b>   |   |   |   |          |
| Deferred compensation plan liability<br>(3)                       | \$ 6,427  | \$  | \$  | \$ 6,427 |
| Interest rate derivatives (3)                                     |   | 2,147   |   | 2,147    |
| Liabilities   | \$ 6,427  | \$ 2,147  | \$  | \$ 8,574 |

- (1) Included in the line entitled restricted cash on our Consolidated Balance Sheet.
- (2) Included in the line entitled prepaid and other assets on our Consolidated Balance Sheet (see Note 6).
- (3) Included in the line entitled other liabilities on our Consolidated Balance Sheet.

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, other assets (excluding mortgage loans receivable) and accounts payable and accrued expenses are reasonable estimates of their fair values because of the short maturities of these instruments. We estimated the fair values of our mortgage loans receivable by using discounted cash flow analyses based on an appropriate market rate for a similar type of instrument. We estimated fair values of our debt based on quoted market prices for publicly-traded debt and on the discounted estimated future cash payments to be made for other debt; the discount rates used approximate current market rates for loans, or groups of loans, with similar maturities and credit quality, and the estimated future payments include

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scheduled principal and interest payments. Fair value estimates are made at a specific point in time, are subjective in nature and involve uncertainties and matters of significant judgment. Settlement of such fair value amounts may not be possible and may not be a prudent management decision.

For additional fair value information, please refer to Note 6 for mortgage loans receivable, Note 7 for debt and Note 8 for derivatives.

**3. Earnings Per Share ( EPS )**

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We compute basic EPS by dividing net income available to common shareholders allocable to unrestricted common shares under the two-class method by the weighted average number of unrestricted common shares of beneficial interest ( common shares ) outstanding during the period. Our computation of diluted EPS is similar except that:

- the denominator is increased to include: (1) the weighted average number of potential additional common shares that would have been outstanding if securities that are convertible into our common shares were converted; and (2) the effect of dilutive potential common shares outstanding during the period attributable to share-based compensation using the treasury stock method; and
- the numerator is adjusted to add back any changes in income or loss that would result from the assumed conversion into common shares that we added to the denominator.

Summaries of the numerator and denominator for purposes of basic and diluted EPS calculations are set forth below (dollars and shares in thousands, except per share data):

|   | For the Three Months<br>Ended September 30, |           | For the Nine Months<br>Ended September 30, |           |
|---|---|-----------|--|-----------|
|   | 2009  | 2008      | 2009                                       | 2008      |
| <b>Numerator:</b>   |   |           |  |           |
| Income from continuing operations   | \$ 15,536                                   | \$ 13,793 | \$ 51,753                                  | \$ 36,204 |
| Add: Gain on sales of real estate, net  |   | 4         |  | 1,104     |
| Less: Preferred share dividends   | (4,025)                                     | (4,025)   | (12,076)                                   | (12,076)  |
| Less: Income from continuing operations attributable to noncontrolling interests                        | (1,081)                                     | (1,543)   | (4,512)                                    | (4,365)   |
| Less: Income from continuing operations attributable to restricted shares                               | (253)                                       | (192)     | (763)                                      | (528)     |
| Numerator for basic and diluted EPS from continuing operations attributable to COPT common shareholders | 10,177                                      | 8,037     | 34,402                                     | 20,339    |
| Add: Income from discontinued operations  |   | (9)       |  | 2,571     |
| Less: Income from discontinued operations attributable to noncontrolling interests                      |   | 1         |  | (392)     |
| Numerator for basic and diluted EPS on net income attributable to COPT common shareholders              | \$ 10,177                                   | \$ 8,029  | \$ 34,402                                  | \$ 22,518 |
| <b>Denominator (all weighted averages):</b>   |   |           |  |           |
| Denominator for basic EPS (common shares)   | 57,470                                      | 47,273    | 55,366                                     | 47,128    |
| Dilutive effect of stock option awards  | 485   | 779       | 506  | 765       |
| Denominator for diluted EPS   | 57,955                                      | 48,052    | 55,872                                     | 47,893    |
| <b>Basic EPS:</b>   |   |           |  |           |
| Income from continuing operations attributable to COPT common shareholders                              | \$ 0.18                                     | \$ 0.17   | \$ 0.62                                    | \$ 0.43   |
| Income from discontinued operations attributable to COPT common shareholders                            |   |           |  | 0.05      |
| Net income attributable to COPT common shareholders   | \$ 0.18                                     | \$ 0.17   | \$ 0.62                                    | \$ 0.48   |
| <b>Diluted EPS:</b>   |   |           |  |           |
| Income from continuing operations attributable to COPT common shareholders                              | \$ 0.18                                     | \$ 0.17   | \$ 0.62                                    | \$ 0.42   |
| Income from discontinued operations attributable to COPT common shareholders                            |   |           |  | 0.05      |
| Net income attributable to COPT common shareholders   | \$ 0.18                                     | \$ 0.17   | \$ 0.62                                    | \$ 0.47   |



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Our diluted EPS computations do not include the effects of the following securities since the conversions of such securities would increase diluted EPS for the respective periods:

|   | Weighted Average Shares                     |       |  |       |
|---|---|-------|--|-------|
|   | For the Three Months<br>Ended September 30, |       | For the Nine Months<br>Ended September 30, |       |
|   | 2009  | 2008  | 2009                                       | 2008  |
| Conversion of common units                    | 5,084                                       | 8,130 | 5,932                                      | 8,145 |
| Conversion of convertible preferred units     | 176   | 176   | 176  | 176   |
| Conversion of convertible preferred shares    | 434   | 434   | 434  | 434   |
| Anti-dilutive share-based compensation awards | 427   | 310   | 497  | 345   |

The 3.5% Exchangeable Senior Notes did not affect our diluted EPS reported above since the weighted average closing price of our common shares during each of the periods was less than the exchange price per common share applicable for such periods.

#### 4. Properties, net

Operating properties consisted of the following:

|                                | September 30,<br>2009 | December 31,<br>2008 |
|--------------------------------|-----------------------|----------------------|
| Land                           | \$ 434,693            | \$ 423,985           |
| Buildings and improvements     | 2,355,875             | 2,202,995            |
|                                | 2,790,568             | 2,626,980            |
| Less: accumulated depreciation | (402,125)             | (343,110)            |
|                                | \$ 2,388,443          | \$ 2,283,870         |

Projects we had under construction or development consisted of the following:

|                          | September 30,<br>2009 | December 31,<br>2008 |
|--------------------------|-----------------------|----------------------|
| Land                     | \$ 214,147            | \$ 220,863           |
| Construction in progress | 266,117               | 273,733              |
|                          | \$ 480,264            | \$ 494,596           |

#### 2009 Construction, Development and Redevelopment Activities



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During the nine months ended September 30, 2009, we had six properties (three located in the Baltimore/Washington Corridor, two in Colorado Springs, Colorado ( Colorado Springs ) and one in Suburban Maryland) totaling 627,000 square feet become fully operational, including two properties through consolidated joint ventures (85,000 of these square feet were placed into service in 2008).

**As of September 30, 2009, we had construction activities underway on nine properties, including one through a consolidated joint venture (three located in the Baltimore/Washington Corridor, two in Colorado Springs, two in San Antonio, Texas ( San Antonio ), one in Suburban Baltimore and one in Suburban Maryland). We also had development activities underway on seven properties (three in Suburban Baltimore, three in the Baltimore/Washington Corridor and one in San Antonio). In addition, we had redevelopment underway on two properties, including one through a consolidated joint venture (one in Greater Philadelphia and one in the Baltimore/Washington Corridor).**



Table of Contents**5. Real Estate Joint Ventures**

During the nine months ended September 30, 2009, we had an investment in one unconsolidated real estate joint venture accounted for using the equity method of accounting. Information pertaining to this joint venture investment is set forth below.

| Investment Balance at<br>September 30,<br>2009 | Investment Balance at<br>December 31,<br>2008 | Date<br>Acquired | Ownership | Nature of<br>Activity    | Maximum<br>Exposure<br>to Loss (1) |
|--|---|------------------|-----------|--------------------------|------------------------------------|
| \$ (4,966)(2)                                  | \$ (4,770)(2)                                 | 9/29/2005        | 20%       | Operates 16<br>buildings | \$                                 |

(1) Derived from the sum of our investment balance and maximum additional unilateral capital contributions or loans required from us. Not reported above are additional amounts that we and our partner are required to fund when needed by this joint venture; these funding requirements are proportional to our respective ownership percentages. Also not reported above are additional unilateral contributions or loans from us, the amounts of which are uncertain, which we would be required to make if certain contingent events occur (see Note 16).

(2) The carrying amount of our investment in this joint venture was lower than our share of the equity in the joint venture by \$5,196 at September 30, 2009 and December 31, 2008 due to our deferral of gain on the contribution by us of real estate into the joint venture upon its formation. A difference will continue to exist to the extent the nature of our continuing involvement in the joint venture remains the same.

The following table sets forth condensed balance sheets for this unconsolidated joint venture:

|                                      | September 30,<br>2009 | December 31,<br>2008 |
|--------------------------------------|-----------------------|----------------------|
| Properties, net                      | \$ 61,333             | \$ 62,308            |
| Other assets                         | 7,420                 | 7,530                |
| Total assets                         | \$ 68,753             | \$ 69,838            |
| Liabilities (primarily debt)         | \$ 67,621             | \$ 67,725            |
| Owners' equity                       | 1,132                 | 2,113                |
| Total liabilities and owners' equity | \$ 68,753             | \$ 69,838            |

The following table sets forth condensed statements of operations for this unconsolidated joint venture:

|   |  |
|---|--|
| <b>For the Three Months<br/>Ended September 30,</b> | <b>For the Nine Months<br/>Ended September 30,</b> |
|---|--|

4. Properties, net

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|                                       | 2009 |       | 2008 |       | 2009 |         | 2008 |         |
|---------------------------------------|------|-------|------|-------|------|---------|------|---------|
| Revenues                              | \$   | 2,202 | \$   | 2,432 | \$   | 6,935   | \$   | 7,228   |
| Property operating expenses           |      | (864) |      | (870) |      | (2,535) |      | (2,571) |
| Interest expense                      |      | (991) |      | (991) |      | (2,940) |      | (2,951) |
| Depreciation and amortization expense |      | (814) |      | (824) |      | (2,441) |      | (2,484) |
| Net loss                              | \$   | (467) | \$   | (253) | \$   | (981)   | \$   | (778)   |

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The table below sets forth information pertaining to our investments in consolidated joint ventures at September 30, 2009:

|                                | <b>Date<br/>Acquired</b> | <b>Ownership<br/>% at<br/>9/30/2009</b> | <b>Nature of<br/>Activity</b>          | <b>Total<br/>Assets at<br/>9/30/2009</b> | <b>Pledged<br/>Assets at<br/>9/30/2009</b> |
|--------------------------------|--------------------------|---|--|--|--|
| M Square Associates, LLC       | 6/26/2007                | 45.0%                                   | Developing and operating buildings (1) | \$ 46,465                                | \$   |
| Arundel Preserve #5, LLC       | 7/2/2007                 | 50.0%                                   | Operates one building (2)              | 30,066                                   | 29,525                                     |
| COPT Opportunity Invest I, LLC | 12/20/2005               | 92.5%                                   | Redeveloping one property (3)          | 28,846                                   |  |
| COPT-FD Indian Head, LLC       | 10/23/2006               | 75.0%                                   | Developing land parcel (4)             | 7,045                                    |  |
| MOR Forbes 2 LLC               | 12/24/2002               | 50.0%                                   | Operates one building (5)              | 3,802                                    |  |
|                                |                          |   |  | \$ 116,224                               | \$ 29,525                                  |

(1) This joint venture is developing and operating properties located in College Park, Maryland. We own a 90% interest in Enterprise Campus Developer, LLC, which in turn owns a 50% interest in M Square Associates, LLC.

(2) This joint venture's property is located in Hanover, Maryland (located in the Baltimore/Washington Corridor).

(3) This joint venture's property is located in Hanover, Maryland.

(4) This joint venture's property is located in Charles County, Maryland (located in our Other business segment).

(5) This joint venture's property is located in Lanham, Maryland (located in the Suburban Maryland region).

Our commitments and contingencies pertaining to our real estate joint ventures are disclosed in Note 16.

## 6. Prepaid Expenses and Other Assets

Prepaid expenses and other assets consisted of the following:

|  | <b>September 30,<br/>2009</b> | <b>December 31,<br/>2008</b> |
|--|-------------------------------|------------------------------|
| Mortgage loans receivable                                  | \$ 34,052                     | \$ 29,380                    |
| Construction contract costs incurred in excess of billings | 29,737                        | 21,934                       |
| Prepaid expenses   | 23,571                        | 18,357                       |
| Furniture, fixtures and equipment, net                     | 12,806                        | 12,819                       |
| Investment in unconsolidated entity                        | 9,655                         | 6,055                        |
| Other assets   | 13,482                        | 5,244                        |
| Prepaid expenses and other assets                          | \$ 123,303                    | \$ 93,789                    |

(1) The fair value of our mortgage loans receivable totaled \$33,644 at September 30, 2009 and \$28,951 at December 31, 2008.

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Included in mortgage loans receivable are amounts loaned to the owner of a 474,000 square foot office tower, a parking lot, a utility distribution center and four waterfront lots, all of which are part of the Canton Crossing planned unit development in Baltimore, Maryland. These properties are referred to collectively herein as the Canton Properties. The balance of this mortgage loan receivable was \$29,278 at September 30, 2009 and \$25,797 at December 31, 2008. Through a series of transactions in October 2009, we acquired the Canton Properties in exchange for: (1) our cancellation of the mortgage loan and interest due to us from the seller totaling \$29,974; (2) cash payments from us totaling approximately \$90,400; and (3) our assumption of other liabilities of approximately \$5,000.

The investment in unconsolidated entity reflected above consists of common shares and warrants to purchase additional common shares in an entity whose primary activity is not real estate related. We use the equity method of accounting for our investment in the common shares. We account for the warrants as derivatives and recognize changes in the warrants fair value as interest and other income on our Consolidated Statements of Operations. The fair value of the warrants as of September 30, 2009 totaled \$2,676. We recognized \$969 in income for the three and nine months ended September 30, 2009 resulting from an increase in the fair value of the warrants. We recognized equity in the losses of the investee of \$664 in the three months ended September 30, 2009 and \$878 in the nine months ended September 30, 2009.

Table of Contents**7. Debt**

Our debt consisted of the following:

|   | Maximum<br>Principal<br>Amount at<br>September 30,<br>2009 | Carrying Value at     |                      | Stated Interest Rates<br>at September 30, 2009 | Scheduled<br>Maturity<br>Dates at<br>September 30, 2009 |
|---|--|-----------------------|----------------------|--|---|
|   |  | September 30,<br>2009 | December 31,<br>2008 |  |   |
| Mortgage and other loans payable:       |  |                       |                      |  |   |
| Revolving Credit Facility               | \$ 600,000   | \$ 228,000            | \$ 392,500           | LIBOR + 0.75% to 1.25%<br>(1)                  | September 30, 2011<br>(2)                               |
| <u>Mortgage and Other Secured Loans</u> |  |                       |                      |  |   |
| Fixed rate mortgage loans (3)           | N/A  | 1,182,216             | 967,617              | 5.20% - 7.94% (4)                              | 2010 - 2034 (5)   |
| Revolving Construction Facility         | 225,000  | 43,612                | 81,267               | LIBOR + 1.60% to 2.00%<br>(6)                  | May 2, 2011 (2)   |
| Other variable rate secured loans       | N/A  | 271,273               | 221,400              | LIBOR + 2.25% to 3.00%<br>(7)                  | 2012-2014 (2)   |
| Other construction loan facilities      | 23,400   | 16,753                | 40,589               | LIBOR + 2.75% (8)                              | 2011 (2)  |
| Total mortgage and other secured loans  |  | 1,513,854             | 1,310,873            |  |   |
| <u>Note payable</u>                     |  |                       |                      |  |   |
| Unsecured seller note                   | N/A  | 750                   | 750                  | 5.95%  | 2016  |
| Total mortgage and other loans payable  |  | 1,742,604             | 1,704,123            |  |   |
| 3.5% Exchangeable Senior Notes          | N/A  | 155,248               | 152,628              | 3.50%  | September 2026 (9)                                      |
| Total debt                              |  | \$ 1,897,852          | \$ 1,856,751         |  |   |

(1) The interest rate on the Revolving Credit Facility was 1.07% at September 30, 2009.

(2) Includes loans that may be extended for a one-year period at our option, subject to certain conditions.

(3) Several of the fixed rate mortgages carry interest rates that were above or below market rates upon assumption and therefore were recorded at their fair value based on applicable effective interest rates. The carrying values of these loans reflect unamortized premiums totaling \$401 at September 30, 2009 and \$501 at December 31, 2008.

(4) The weighted average interest rate on these loans was 6.01% at September 30, 2009.

(5) A loan with a balance of \$4,681 at September 30, 2009 that matures in 2034 may be repaid in March 2014, subject to certain conditions.

(6) The weighted average interest rate on this loan was 1.87% at September 30, 2009.

(7) The loans in this category at September 30, 2009 are subject to floor interest rates ranging from 4.25% to 5.5%.

(8) The interest rate on this loan was 3.01% at September 30, 2009.

(9) As described further in our Current Report on Form 8-K filed on June 2, 2009, the notes have an exchange settlement feature that provides that they may, under certain circumstances, be exchangeable for cash (up to the principal amount of the notes) and, with respect to any excess exchange value, may be exchangeable into (at our option) cash, our common shares or a combination of cash and our common shares at an exchange rate (subject to adjustment) of 18.8834 shares per one thousand dollar principal amount of the notes (exchange rate is as of September 30, 2009 and is equivalent to an exchange price of \$52.96 per common share). The carrying value of these notes included a principal amount of \$162,500 and an unamortized discount totaling \$7,252 at September 30, 2009 and \$9,872 at December 31, 2008. The effective interest rate under the notes, including amortization of the discount, was 5.97%. The table below sets forth interest expense recognized on these notes before deductions for amounts capitalized:

|  | For the Three Months<br>Ended September 30, |                 | For the Nine Months<br>Ended September 30, |                 |
|--|---|-----------------|--|-----------------|
|  | 2009  | 2008            | 2009                                       | 2008            |
| Interest expense at stated interest rate                     | \$ 1,421                                    | \$ 1,750        | \$ 4,265                                   | \$ 5,250        |
| Interest expense associated with<br>amortization of discount | 886   | 1,027           | 2,620                                      | 3,038           |
| <b>Total</b>   | <b>\$ 2,307</b>                             | <b>\$ 2,777</b> | <b>\$ 6,885</b>                            | <b>\$ 8,288</b> |

We capitalized interest costs of \$3,121 in the three months ended September 30, 2009, \$4,646 in the three months ended September 30, 2008, \$11,605 in the nine months ended September 30, 2009 and \$13,944 in the nine months ended September 30, 2008.

The following table sets forth information pertaining to the fair value of our debt:



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|                    | September 30, 2009 |                      | December 31, 2008 |                      |
|--------------------|--------------------|----------------------|-------------------|----------------------|
|                    | Carrying Amount    | Estimated Fair Value | Carrying Amount   | Estimated Fair Value |
| Fixed-rate debt    | \$ 1,338,214       | \$ 1,251,893         | \$ 1,120,995      | \$ 1,010,127         |
| Variable-rate debt | 559,638            | 537,646              | 735,756           | 702,092              |
|                    | \$ 1,897,852       | \$ 1,789,539         | \$ 1,856,751      | \$ 1,712,219         |

**8. Interest Rate Derivatives**

We are exposed to certain risks arising from changes in market conditions relating to interest rates. We use interest rate derivatives to assist in managing our exposure to these changes in market conditions by managing differences in the amount, timing, and duration of our known or expected cash payments related to our borrowings.

Our primary objectives in using interest rate derivatives are to add stability to interest expense and to manage exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for our making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. During 2009, these derivatives were used to hedge the variable cash flows associated with both existing and future variable-rate debt. We defer the effective portion of the changes in fair value of the designated cash flow hedges to accumulated other comprehensive loss ( AOCL ) and reclassify such deferrals to interest expense as interest expense is recognized on the hedged forecasted transactions. We recognize the ineffective portion of the change in fair value of interest rate derivatives directly in interest expense. We do not use interest rate derivatives for trading or speculative purposes and do not have any interest rate derivatives that were not designated as hedges as of September 30, 2009.

As of September 30, 2009, we had four outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk with an aggregate notional value of \$370,000. All four derivative instruments were interest rate swaps. Under one of these interest rate derivatives, we are hedging our exposure to the variability in future cash flows for forecasted transactions over the period ending January 1, 2010. The table below sets forth the fair value of our interest rate derivatives as well as their classification on our Consolidated Balance Sheet as of September 30, 2009:

| Derivatives Designated as Hedging Instruments | September 30, 2009     |            |
|---|------------------------|------------|
|   | Balance Sheet Location | Fair Value |
| Interest Rate Swaps                           | Other liabilities      | (2,147)    |

The table below presents the effect of our interest rate derivatives on our Consolidated Statements of Operations and comprehensive income for the three and nine months ended September 30, 2009:

|   | For the Three Months Ended September 30, 2009 | For the Nine Months Ended September 30, 2009 |
|---|---|--|
| Amount of loss recognized in AOCL (effective portion)                           | (2,771)                                       | (2,494)                                      |
| Amount of loss reclassified from AOCL into interest expense (effective portion) | (1,555)                                       | (5,501)                                      |

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|  |      |       |
|--|------|-------|
| Amount of loss recognized in interest expense (ineffective portion and amount excluded from effectiveness testing) | (39) | (267) |
|--|------|-------|

Over the next 12 months, we estimate that approximately \$3,262 will be reclassified from AOCL as an increase to interest expense.

We have agreements with each of our interest rate derivative counterparties that contain provisions under which if we default or are capable of being declared in default on any of our indebtedness, we could also be declared in default on our derivative obligations. These agreements also incorporate the loan covenant provisions of our indebtedness with a lender affiliate of the derivative counterparties. Failure to comply with the loan covenant provisions would result in our being in default on any derivative instrument obligations covered by the agreements. As of September 30, 2009, the fair value of interest rate derivatives in a liability position related to these agreements

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was \$2,147, excluding the effects of accrued interest. As of September 30, 2009, we had not posted any collateral related to these agreements. We are not in default with any of these provisions. If we breached any of these provisions, we would be required to settle our obligations under the agreements at their termination value of \$2,519.

**9. Shareholders Equity****Common Shares**

In April 2009, we issued 2.99 million common shares in an underwritten public offering made in conjunction with our inclusion in the S&P MidCap 400 Index effective April 1, 2009. The shares were issued at a public offering price of \$24.35 per share for net proceeds of \$72,078 after underwriting discounts but before offering expenses.

During the nine months ended September 30, 2009, we converted 2,824,000 common units in our Operating Partnership into common shares on the basis of one common share for each common unit.

See Note 13 for disclosure of common share activity pertaining to our share-based compensation plans.

**Accumulated Other Comprehensive Loss**

The table below sets forth activity in the accumulated other comprehensive loss component of shareholders equity:

|   | <b>For the Nine Months<br/>Ended September 30,</b> |             |
|---|--|-------------|
|   | <b>2009</b>  | <b>2008</b> |
| Beginning balance   | \$ (4,749)   | \$ (2,372)  |
| Amount of loss recognized in AOCL (effective portion)       | (2,494)  | (1,249)     |
| Amount of loss reclassified from AOCL to income             | 5,501  | 2,097       |
| Adjustment to AOCL attributable to noncontrolling interests | (549)  | (152)       |
| Ending balance  | \$ (2,291)   | \$ (1,676)  |

The table below sets forth total comprehensive income and total comprehensive income attributable to COPT:

**For the Three Months**

**For the Nine Months**

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|  | Ended September 30, |           | Ended September 30, |           |
|--|---------------------|-----------|---------------------|-----------|
|  | 2009                | 2008      | 2009                | 2008      |
| Net income   | \$ 15,536           | \$ 13,788 | \$ 51,753           | \$ 39,879 |
| Amount of (loss) gain recognized in AOCL (effective portion)               | (2,771)             | 201       | (2,494)             | (1,249)   |
| Amount of loss reclassified from AOCL to income                            | 1,555               | 931       | 5,501               | 2,097     |
| Total comprehensive income   | 14,320              | 14,920    | 54,760              | 40,727    |
| Net income attributable to noncontrolling interests                        | (1,081)             | (1,542)   | (4,512)             | (4,757)   |
| Other comprehensive loss (income) attributable to noncontrolling interests | 102                 | (171)     | (314)               | (127)     |
| Total comprehensive income attributable to COPT                            | \$ 13,341           | \$ 13,207 | \$ 49,934           | \$ 35,843 |

Table of Contents**10. Dividends and Distributions**

The following table summarizes our dividends and distributions when either the payable dates or record dates occurred during the nine months ended September 30, 2009:

|                                   | <b>Record Date</b> | <b>Payable Date</b> |    | <b>Dividend/<br/>Distribution Per<br/>Share/Unit</b> |
|-----------------------------------|--------------------|---------------------|----|--|
| <b>Series G Preferred Shares:</b> |                    |                     |    |  |
| Fourth Quarter 2008               | December 31, 2008  | January 15, 2009    | \$ | 0.5000   |
| First Quarter 2009                | March 31, 2009     | April 15, 2009      | \$ | 0.5000   |
| Second Quarter 2009               | June 30, 2009      | July 15, 2009       | \$ | 0.5000   |
| Third Quarter 2009                | September 30, 2009 | October 15, 2009    | \$ | 0.5000   |
| <b>Series H Preferred Shares:</b> |                    |                     |    |  |
| Fourth Quarter 2008               | December 31, 2008  | January 15, 2009    | \$ | 0.4688   |
| First Quarter 2009                | March 31, 2009     | April 15, 2009      | \$ | 0.4688   |
| Second Quarter 2009               | June 30, 2009      | July 15, 2009       | \$ | 0.4688   |
| Third Quarter 2009                | September 30, 2009 | October 15, 2009    | \$ | 0.4688   |
| <b>Series J Preferred Shares:</b> |                    |                     |    |  |
| Fourth Quarter 2008               | December 31, 2008  | January 15, 2009    | \$ | 0.4766   |
| First Quarter 2009                | March 31, 2009     | April 15, 2009      | \$ | 0.4766   |
| Second Quarter 2009               | June 30, 2009      | July 15, 2009       | \$ | 0.4766   |
| Third Quarter 2009                | September 30, 2009 | October 15, 2009    | \$ | 0.4766   |
| <b>Series K Preferred Shares:</b> |                    |                     |    |  |
| Fourth Quarter 2008               | December 31, 2008  | January 15, 2009    | \$ | 0.7000   |
| First Quarter 2009                | March 31, 2009     | April 15, 2009      | \$ | 0.7000   |
| Second Quarter 2009               | June 30, 2009      | July 15, 2009       | \$ | 0.7000   |
| Third Quarter 2009                | September 30, 2009 | October 15, 2009    | \$ | 0.7000   |
| <b>Common Shares:</b>             |                    |                     |    |  |
| Fourth Quarter 2008               | December 31, 2008  | January 15, 2009    | \$ | 0.3725   |
| First Quarter 2009                | March 31, 2009     | April 15, 2009      | \$ | 0.3725   |
| Second Quarter 2009               | June 30, 2009      | July 15, 2009       | \$ | 0.3725   |
| Third Quarter 2009                | September 30, 2009 | October 15, 2009    | \$ | 0.3925   |
| <b>Series I Preferred Units:</b>  |                    |                     |    |  |
| Fourth Quarter 2008               | December 31, 2008  | January 15, 2009    | \$ | 0.4688   |
| First Quarter 2009                | March 31, 2009     | April 15, 2009      | \$ | 0.4688   |
| Second Quarter 2009               | June 30, 2009      | July 15, 2009       | \$ | 0.4688   |
| Third Quarter 2009                | September 30, 2009 | October 15, 2009    | \$ | 0.4688   |
| <b>Common Units:</b>              |                    |                     |    |  |
| Fourth Quarter 2008               | December 31, 2008  | January 15, 2009    | \$ | 0.3725   |
| First Quarter 2009                | March 31, 2009     | April 15, 2009      | \$ | 0.3725   |
| Second Quarter 2009               | June 30, 2009      | July 15, 2009       | \$ | 0.3725   |
| Third Quarter 2009                | September 30, 2009 | October 15, 2009    | \$ | 0.3925   |



Table of Contents**11. Supplemental Information to Statements of Cash Flows**

|   | <b>For the Nine Months Ended<br/>September 30,</b> |             |
|---|--|-------------|
|   | <b>2009</b>  | <b>2008</b> |
| <b>Supplemental schedule of non-cash investing and financing activities:</b>        |  |             |
| Increase (decrease) in accrued capital improvements, leasing, and acquisition costs | \$ 6,297   | \$ (14,326) |
| Consolidation of real estate joint venture:   |  |             |
| Real estate assets  | \$   | \$ 14,208   |
| Prepaid and other assets  |  | (10,859)    |
| Noncontrolling interests  |  | (3,349)     |
| Net adjustment  | \$   | \$          |
| Increase in fair value of derivatives applied to AOCL and noncontrolling interests  | \$ 2,962   | \$ 802      |
| Dividends/distribution payable  | \$ 28,411  | \$ 25,774   |

Table of Contents**12. Information by Business Segment**

As of September 30, 2009, we had nine primary office property segments: Baltimore/Washington Corridor; Northern Virginia; Suburban Baltimore; Colorado Springs; Suburban Maryland; Greater Philadelphia; St. Mary's and King George Counties; San Antonio; and Central New Jersey.

The table below reports segment financial information. Our segment entitled "Other" includes assets and operations not specifically associated with the other defined segments, including corporate assets and investments in unconsolidated entities. We measure the performance of our segments based on total revenues less property operating expenses, a measure we define as net operating income ("NOI"). We believe that NOI is an important supplemental measure of operating performance for a REIT's operating real estate because it provides a measure of the core operations that is unaffected by depreciation, amortization, financing and general and administrative expenses; this measure is particularly useful in our opinion in evaluating the performance of geographic segments, same-office property groupings and individual properties.

|   | Baltimore/<br>Washington<br>Corridor | Northern<br>Virginia | Suburban<br>Baltimore | Colorado<br>Springs | Suburban<br>Maryland | Greater<br>Philadelphia | St.<br>Mary's &<br>King<br>George<br>Counties | San<br>Antonio | Central<br>New<br>Jersey | Intersegment<br>Other | Elimination | Total      |
|---|--------------------------------------|----------------------|-----------------------|---------------------|----------------------|-------------------------|---|----------------|--------------------------|-----------------------|-------------|------------|
| Three<br>Months<br>Ended<br>September<br>30, 2009 |                                      |                      |                       |                     |                      |                         |   |                |                          |                       |             |            |
| Revenues  | \$ 49,568                            | \$ 19,158            | \$ 14,540             | \$ 6,275            | \$ 4,754             | \$ 1,343                | \$ 3,545                                      | \$ 3,269       | \$ 601                   | \$ 2,731              | \$ (941)    | \$ 104,843 |
| Property<br>operating<br>expenses                 | 17,837                               | 7,451                | 5,784                 | 1,796               | 2,067                | 574                     | 865   | 1,231          | 43                       | 955                   | (20)        | 38,583     |
| NOI   | \$ 31,731                            | \$ 11,707            | \$ 8,756              | \$ 4,479            | \$ 2,687             | \$ 769                  | \$ 2,680                                      | \$ 2,038       | \$ 558                   | \$ 1,776              | \$ (921)    | \$ 66,260  |
| Additions<br>to<br>properties,<br>net             | \$ 12,513                            | \$ 2,883             | \$ 5,394              | \$ 2,179            | \$ 696               | \$ (139)                | \$ 1,054                                      | \$ 11,535      | \$ 2                     | \$ (1,800)            | \$ (6)      | \$ 34,311  |
| Three<br>Months<br>Ended<br>September<br>30, 2008 |                                      |                      |                       |                     |                      |                         |   |                |                          |                       |             |            |
| Revenues  | \$ 46,139                            | \$ 19,523            | \$ 13,912             | \$ 5,612            | \$ 4,966             | \$ 2,507                | \$ 3,328                                      | \$ 2,641       | \$ 591                   | \$ 2,772              | \$ (902)    | \$ 101,089 |
| Property<br>operating<br>expenses                 | 16,463                               | 7,518                | 5,994                 | 1,859               | 1,998                | 43                      | 857   | 696            | 58                       | 787                   | (407)       | 35,866     |
| NOI   | \$ 29,676                            | \$ 12,005            | \$ 7,918              | \$ 3,753            | \$ 2,968             | \$ 2,464                | \$ 2,471                                      | \$ 1,945       | \$ 533                   | \$ 1,985              | \$ (495)    | \$ 65,223  |
| Additions<br>to<br>properties,<br>net             | \$ 8,521                             | \$ 2,121             | \$ 3,993              | \$ 9,131            | \$ 9,683             | \$ 428                  | \$ 904  | \$ 11,333      | \$                       | \$ 8,744              | \$ (16)     | \$ 54,842  |
| Nine<br>Months                                    |                                      |                      |                       |                     |                      |                         |   |                |                          |                       |             |            |



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|  |              |            |            |            |            |            |           |            |           |            |            |              |  |  |
|--|--------------|------------|------------|------------|------------|------------|-----------|------------|-----------|------------|------------|--------------|--|--|
| Ended<br>September<br>30, 2009                   |              |            |            |            |            |            |           |            |           |            |            |              |  |  |
| Revenues   | \$ 148,691   | \$ 60,728  | \$ 42,161  | \$ 16,956  | \$ 14,970  | \$ 6,356   | \$ 10,433 | \$ 9,761   | \$ 1,823  | \$ 8,326   | \$ (2,800) | \$ 317,405   |  |  |
| Property<br>operating<br>expenses                | 53,973       | 22,823     | 18,304     | 4,827      | 6,156      | 673        | 2,529     | 3,031      | 126       | 2,621      | (285)      | 114,778      |  |  |
| NOI  | \$ 94,718    | \$ 37,905  | \$ 23,857  | \$ 12,129  | \$ 8,814   | \$ 5,683   | \$ 7,904  | \$ 6,730   | \$ 1,697  | \$ 5,705   | \$ (2,515) | \$ 202,627   |  |  |
| Additions<br>to<br>properties,<br>net            | \$ 47,500    | \$ 5,251   | \$ 14,297  | \$ 20,246  | \$ 18,455  | \$ 4,272   | \$ 1,579  | \$ 30,912  | \$ 13     | \$ 6,816   | \$ (20)    | \$ 149,321   |  |  |
| Segment<br>assets at<br>September<br>30, 2009    | \$ 1,288,844 | \$ 454,116 | \$ 440,194 | \$ 269,495 | \$ 179,393 | \$ 100,129 | \$ 94,986 | \$ 127,573 | \$ 20,588 | \$ 256,324 | \$ (995)   | \$ 3,230,647 |  |  |
| Nine<br>Months<br>Ended<br>September<br>30, 2008 |              |            |            |            |            |            |           |            |           |            |            |              |  |  |
| Revenues   | \$ 138,142   | \$ 57,454  | \$ 41,324  | \$ 14,475  | \$ 14,457  | \$ 7,519   | \$ 9,622  | \$ 6,548   | \$ 1,929  | \$ 7,609   | \$ (2,687) | \$ 296,392   |  |  |
| Property<br>operating<br>expenses                | 48,364       | 21,757     | 18,008     | 5,179      | 5,249      | 147        | 2,346     | 1,572      | 305       | 2,600      | (964)      | 104,563      |  |  |
| NOI  | \$ 89,778    | \$ 35,697  | \$ 23,316  | \$ 9,296   | \$ 9,208   | \$ 7,372   | \$ 7,276  | \$ 4,976   | \$ 1,624  | \$ 5,009   | \$ (1,723) | \$ 191,829   |  |  |
| Additions<br>to<br>properties,<br>net            | \$ 62,802    | \$ 3,850   | \$ 11,730  | \$ 62,662  | \$ 31,779  | \$ 1,040   | \$ 2,140  | \$ 29,581  | \$ 43     | \$ 11,033  | \$ (45)    | \$ 216,615   |  |  |
| Segment<br>assets at<br>September<br>30, 2008    | \$ 1,249,995 | \$ 466,793 | \$ 441,058 | \$ 244,656 | \$ 149,520 | \$ 95,004  | \$ 95,124 | \$ 90,841  | \$ 21,929 | \$ 246,892 | \$ (981)   | \$ 3,100,831 |  |  |

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The following table reconciles our segment revenues to total revenues as reported on our Consolidated Statements of Operations:

|   | For the Three Months<br>Ended September 30, |            | For the Nine Months<br>Ended September 30, |            |
|---|---|------------|--|------------|
|   | 2009  | 2008       | 2009                                       | 2008       |
| Segment revenues  | \$ 104,843                                  | \$ 101,089 | \$ 317,405                                 | \$ 296,392 |
| Construction contract revenues                                    | 94,962                                      | 89,653     | 272,254                                    | 121,688    |
| Other service operations revenues                                 | 359   | 349        | 1,280                                      | 1,352      |
| Less: Revenues from discontinued real estate operations (Note 15) |   | (3)        |  | (358)      |
| Total revenues  | \$ 200,164                                  | \$ 191,088 | \$ 590,939                                 | \$ 419,074 |

The following table reconciles our segment property operating expenses to property operating expenses as reported on our Consolidated Statements of Operations:

|  | For the Three Months<br>Ended September 30, |           | For the Nine Months<br>Ended September 30, |            |
|--|---|-----------|--|------------|
|  | 2009  | 2008      | 2009                                       | 2008       |
| Segment property operating expenses  | \$ 38,583                                   | \$ 35,866 | \$ 114,778                                 | \$ 104,563 |
| Less: Property operating expenses from discontinued real estate operations (Note 15) |   | (12)      |  | (210)      |
| Total property operating expenses  | \$ 38,583                                   | \$ 35,854 | \$ 114,778                                 | \$ 104,353 |

As previously discussed, we own 100% of a number of entities that provide real estate services such as property management, construction and development and heating and air conditioning services primarily for our properties but also for third parties. The revenues and costs associated with these services include subcontracted costs that are reimbursed to us by the customer at no mark up. As a result, the operating margins from these operations are small relative to the revenue. We use the net of such revenues and expenses to evaluate the performance of our service operations since we view such service operations to be an ancillary component of our overall operations that we expect to continue to be a small contributor to our operating income relative to our real estate operations. The table below sets forth the computation of our income from service operations:

|                                   | For the Three Months<br>Ended September 30, |           | For the Nine Months<br>Ended September 30, |            |
|-----------------------------------|---|-----------|--|------------|
|                                   | 2009  | 2008      | 2009                                       | 2008       |
| Construction contract revenues    | \$ 94,962                                   | \$ 89,653 | \$ 272,254                                 | \$ 121,688 |
| Other service operations revenues | 359   | 349       | 1,280                                      | 1,352      |
| Construction contract expenses    | (93,450)                                    | (87,111)  | (266,995)                                  | (118,488)  |
| Other service operations expenses | (355)                                       | (546)     | (1,294)                                    | (1,602)    |
| Income from service operations    | \$ 1,516                                    | \$ 2,345  | \$ 5,245                                   | \$ 2,950   |

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The following table reconciles our NOI for reportable segments to income from continuing operations as reported on our Consolidated Statements of Operations:

|  | For the Three Months<br>Ended September 30, |           | For the Nine Months<br>Ended September 30, |            |
|--|---|-----------|--|------------|
|  | 2009  | 2008      | 2009                                       | 2008       |
| NOI for reportable segments  | \$ 66,260                                   | \$ 65,223 | \$ 202,627                                 | \$ 191,829 |
| Income from service operations   | 1,516                                       | 2,345     | 5,245                                      | 2,950      |
| Interest and other income  | 2,619                                       | 559       | 4,949                                      | 924        |
| Equity in loss of unconsolidated entities                                  | (758)                                       | (57)      | (1,075)                                    | (167)      |
| Income tax expense   | (47)  | (97)      | (169)                                      | (102)      |
| Other adjustments:   |   |           |  |            |
| Depreciation and other amortization associated with real estate operations | (26,712)                                    | (25,583)  | (81,911)                                   | (75,430)   |
| General and administrative expenses  | (5,898)                                     | (5,904)   | (17,275)                                   | (17,608)   |
| Business development expenses  | (458)                                       | (199)     | (1,550)                                    | (464)      |
| Interest expense on continuing operations                                  | (20,986)                                    | (22,503)  | (59,088)                                   | (65,580)   |
| Net operating loss (income) from discontinued operations                   |   | 9         |  | (148)      |
| Income from continuing operations  | \$ 15,536                                   | \$ 13,793 | \$ 51,753                                  | \$ 36,204  |

The accounting policies of the segments are the same as those previously disclosed for Corporate Office Properties Trust and subsidiaries, where applicable. We did not allocate interest expense and depreciation and other amortization to segments since they are not included in the measure of segment profit reviewed by management. We also did not allocate construction contract revenues, other service operations revenues, construction contract expenses, other service operations expenses, equity in loss of unconsolidated entities, general and administrative expenses, business development expenses, interest and other income and income taxes because these items represent general corporate items not attributable to segments.

### 13. Share-Based Compensation

During the nine months ended September 30, 2009, we granted 50,000 options to purchase common shares ( options ) to members of our Board of Trustees with a weighted average exercise price of \$31.51 per share. These options vest on the first anniversary of the grant date provided that the Trustees remain in their positions and expire ten years after the grant date. We computed share-based compensation expense for these options under the fair value method using the Black-Scholes option-pricing model; the assumptions we used in that model are set forth below:

|   |          |
|---|----------|
| Weighted average fair value of grants on grant date | \$ 10.15 |
| Risk-free interest rate                             | 2.20%    |
| Expected life (in years)                            | 5.32     |
| Expected volatility                                 | 47.71%   |
| Expected annual dividend yield                      | 3.77%    |

During the nine months ended September 30, 2009, 388,487 options to purchase common shares were exercised. The weighted average exercise price of these options was \$11.03 per share, and the total intrinsic value of the options exercised was \$8,617.

During the nine months ended September 30, 2009, certain employees were granted a total of 336,110 restricted shares with a weighted average grant date fair value of \$25.17 per share; these shares are subject to forfeiture restrictions that lapse in equal increments annually over periods of three to five years, beginning on or about the first anniversary of the grant date, provided that the employees remain employed

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by us. During the nine months ended September 30, 2009, forfeiture restrictions lapsed on 220,118 common shares previously issued to employees; these shares had a weighted average grant date fair value of \$36.09 per share, and the total fair value of the shares on the vesting dates was \$5,600.

We realized a windfall tax shortfall of \$152 in the nine months ended September 30, 2009 and windfall tax benefit of \$1,053 in the nine months ended September 30, 2008 on options exercised and vesting restricted shares in connection with employees of our subsidiaries that are subject to income tax.

**14. Income Taxes**

We own a taxable REIT subsidiary ( TRS ) that is subject to Federal and state income taxes. Our TRS provision for income tax consisted of the following:

|  | For the Three Months<br>Ended September 30, |         | For the Nine Months<br>Ended September 30, |          |
|--|---|---------|--|----------|
|  | 2009  | 2008    | 2009                                       | 2008     |
| Deferred   |   |         |  |          |
| Federal  | \$ (26)                                     | \$ (60) | \$ (126)                                   | \$ (363) |
| State  | (4)   | (9)     | (26)                                       | (80)     |
|  | (30)  | (69)    | (152)                                      | (443)    |
| Current  |   |         |  |          |
| Federal  | (14)  | (24)    | (14)                                       | (195)    |
| State  | (3)   | (4)     | (3)  | (42)     |
|  | (17)  | (28)    | (17)                                       | (237)    |
| Total income tax expense                                   | \$ (47)                                     | \$ (97) | \$ (169)                                   | \$ (680) |
| Reported on line entitled income tax expense               | \$ (47)                                     | \$ (97) | \$ (169)                                   | \$ (102) |
| Reported on line entitled gain on sale of real estate, net |   |         |  | (578)    |
| Total income tax expense                                   | \$ (47)                                     | \$ (97) | \$ (169)                                   | \$ (680) |

Items in our TRS contributing to temporary differences that lead to deferred taxes include depreciation and amortization, share-based compensation, certain accrued compensation and compensation paid in the form of contributions to a deferred nonqualified compensation plan.

Our TRS combined Federal and state effective tax rate was 39% for the three and nine months ended September 30, 2009 and 2008.

**15. Discontinued Operations**

Income from discontinued operations primarily includes revenues and expenses associated with the following:

- 429 Ridge Road property located in the Central New Jersey region that was sold on January 31, 2008;
- 47 Commerce Drive property located in the Central New Jersey region that was sold on April 1, 2008; and
- 7253 Ambassador Road property located in the Suburban Baltimore region that was sold on June 2, 2008.

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The table below sets forth the components of discontinued operations reported on our Consolidated Statements of Operations:

|   | <b>For the Three<br/>Months Ended<br/>September 30, 2008</b> | <b>For the Nine<br/>Months Ended<br/>September 30, 2008</b> |
|---|--|---|
| Revenue from real estate operations                         | \$ 3   | \$ 358  |
| Expenses from real estate operations:                       |  |   |
| Property operating expenses                                 | 12   | 210   |
| Depreciation and amortization                               |  | 52  |
| Interest expense  |  | 51  |
| Expenses from real estate operations                        | 12   | 313   |
| Discontinued operations before gain on sales of real estate | (9)  | 45  |
| Gain on sales of real estate                                |  | 2,526   |
| Discontinued operations                                     | \$ (9)   | \$ 2,571  |

**16. Commitments and Contingencies**

In the normal course of business, we are involved in legal actions arising from our ownership and administration of properties. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Management does not anticipate that any liabilities that may result from such proceedings will have a materially adverse effect on our financial position, operations or liquidity. Our assessment of the potential outcomes of these matters involves significant judgment and is subject to change based on future developments.

We are subject to various Federal, state and local environmental regulations related to our property ownership and operation. We have performed environmental assessments of our properties, the results of which have not revealed any environmental liability that we believe would have a materially adverse effect on our financial position, operations or liquidity.

**Joint Ventures**

In connection with our 2005 contribution of properties to an unconsolidated partnership in which we hold a limited partnership interest, we entered into standard nonrecourse loan guarantees (environmental indemnifications and guarantees against fraud and misrepresentation, including springing guarantees of partnership debt in the event of a voluntary bankruptcy of the partnership). The maximum amount we could be required to pay under the guarantees is approximately \$67 million. So long as we continue to be the property manager for the properties, 20% of any amounts paid under the guarantees are recoverable from an affiliate of the general partner pursuant to an indemnity agreement. In the event that we no longer manage the properties, the percentage recoverable under the indemnity agreement is increased to 80%. Management estimates that the aggregate fair value of the guarantees is not material and would not exceed the amounts included in distributions in excess of investment in unconsolidated real estate joint venture reported on the consolidated balance sheets.

We are party to a contribution agreement that formed a joint venture relationship with a limited partnership to develop up to 1.8 million square feet of office space on 63 acres of land located in Hanover, Maryland. Under the contribution agreement, we agreed to fund up to \$2,200 in

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pre-construction costs associated with the property. As we and the joint venture partner agree to proceed with the construction of buildings in the future, our joint venture partner would contribute land into newly-formed entities and we would make additional cash capital contributions into such entities to fund development and construction activities for which financing is not obtained. We owned a 50% interest in one such joint venture as of September 30, 2009.



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We may be required to make our pro rata share of additional investments in our real estate joint ventures (generally based on our percentage ownership) in the event that additional funds are needed. In the event that the other members of these joint ventures do not pay their share of investments when additional funds are needed, we may then deem it appropriate to make even larger investments in these joint ventures.

**Environmental Indemnity Agreement**

We agreed to provide certain environmental indemnifications in connection with a lease of three properties in our New Jersey region. The prior owner of the properties, a Fortune 100 company that is responsible for groundwater contamination at such properties, previously agreed to indemnify us for (1) direct losses incurred in connection with the contamination and (2) its failure to perform remediation activities required by the State of New Jersey, up to the point that the state declares the remediation to be complete. Under the lease agreement, we agreed to the following:

- to indemnify the tenant against losses covered under the prior owner's indemnity agreement if the prior owner fails to indemnify the tenant for such losses. This indemnification is capped at \$5,000 in perpetuity after the State of New Jersey declares the remediation to be complete;
- to indemnify the tenant for consequential damages (e.g., business interruption) at one of the buildings in perpetuity and another of the buildings for 15 years after the tenant's acquisition of the property from us. This indemnification is capped at \$12,500; and
- to pay 50% of additional costs related to construction and environmental regulatory activities incurred by the tenant as a result of the indemnified environmental condition of the properties. This indemnification is capped at \$300 annually and \$1,500 in the aggregate.

**17. Subsequent Events**

As discussed in Note 6, we acquired the Canton Properties through a series of transactions in October 2009.

On October 28, 2009, we acquired 1550 West Nursery Road, a newly constructed 156,000 square foot office property located in Linthicum, Maryland (located in the Baltimore/Washington Corridor), and a 0.9 acre adjacent land parcel that we believe can support a retail or bank pad for \$38,000.

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

**Overview**

We are a specialty office real estate investment trust ( REIT ) that focuses primarily on strategic customer relationships and specialized tenant requirements in the United States Government, defense information technology and data sectors. We acquire, develop, manage and lease properties that are typically concentrated in large office parks primarily located adjacent to government demand drivers and/or in demographically strong markets possessing growth opportunities. As of September 30, 2009, our investments in real estate included the following:

- 246 wholly owned operating properties totaling 18.4 million square feet;
- 16 wholly owned properties under construction, development or redevelopment that we estimate will total approximately 2.0 million square feet upon completion;
- wholly owned land parcels totaling 1,524 acres that we believe are potentially developable into approximately 12.9 million square feet; and
- partial ownership interests in a number of other real estate projects in operation, under development or redevelopment or held for future development.

During the nine months ended September 30, 2009, we:

- experienced significant growth in our revenues from real estate operations by amounts that exceeded the growth in our property operating expenses compared to the nine months ended September 30, 2008. This increase is attributable to both the growth of our portfolio from property additions and the performance of properties that were owned and 100% operational since January 1, 2008;
- finished the period with occupancy of our wholly owned portfolio of properties at 90.9%;
- placed into service an aggregate of 628,000 square feet in newly constructed space located in nine properties;
- closed on \$348.4 million in new borrowings; and
- issued 2.99 million common shares in an underwritten public offering made in conjunction with our inclusion in the S&P MidCap 400 Index effective April 1, 2009. The shares were issued at a public offering price of \$24.35 per share for net proceeds of \$72.1 million after underwriting discounts but before offering expenses.

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As discussed in greater detail in our 2008 Annual Report Form 10-K, the United States and world economies are in the midst of a significant recession that has had devastating effects on the capital markets, reducing stock prices and limiting credit availability. We believe that for much of the office real estate sector, since the core operations tend to be structured as long-term leases and since revenue streams generally remain in place until leases expire or tenants fail to satisfy lease terms, the effect of the changes in the overall economy on our operations has not been fully felt to date. As a result, while the economic downturn has affected the operations of our real estate properties to a certain extent, we expect the effects to become increasingly evident over the remainder of 2009 and 2010, and perhaps beyond. We continue to see signs of increased competition for tenants and downward pressure on rental rates in most of our regions, which we expect, along with an anticipated increased tendency by certain tenants to reduce costs through job cuts and associated space reductions, could adversely affect our occupancy and renewal rates. In addition, we may also experience higher bad debt expense should tenants be unable to pay their rents. However, we believe that our future real estate operations may be affected to a lesser degree than many of our peers for the following reasons:

- our expectation of continued strength in demand from our customers in the United States Government, defense information technology and data sectors; and
- our high concentration of large, high-quality tenants with a relatively small concentration of revenue from the financial services sector.

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In this section, we discuss our financial condition and results of operations as of and for the three and nine months ended September 30, 2009. This section includes discussions on, among other things:

- our results of operations and why various components of our Consolidated Statements of Operations changed for the three and nine months ended September 30, 2009 compared to the same periods in 2008;
- our cash flows;
- how we expect to generate cash for short and long-term capital needs;
- our commitments and contingencies at September 30, 2009; and
- the computation of our Funds from Operations.

You should refer to our Consolidated Financial Statements as you read this section.

This section contains forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995, that are based on our current expectations, estimates and projections about future events and financial trends affecting the financial condition and operations of our business. Forward-looking statements can be identified by the use of words such as may, will, should, expect, estimate or other comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, we can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements. Important factors that may affect these expectations, estimates and projections include, but are not limited to:

- our ability to borrow on favorable terms;
- general economic and business conditions, which will, among other things, affect office property demand and rents, tenant creditworthiness, interest rates and financing availability;
- adverse changes in the real estate markets, including, among other things, increased competition with other companies;
- risks of real estate acquisition and development activities, including, among other things, risks that development projects may not be completed on schedule, that tenants may not take occupancy or pay rent or that development and operating costs may be greater than anticipated;
- risks of investing through joint venture structures, including risks that our joint venture partners may not fulfill their financial obligations as investors or may take actions that are inconsistent with our objectives;

- our ability to satisfy and operate effectively under Federal income tax rules relating to real estate investment trusts and partnerships;
- governmental actions and initiatives; and
- environmental requirements.

We undertake no obligation to update or supplement forward-looking statements.

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The table below sets forth leasing information pertaining to our portfolio of wholly owned operating properties:

|  | September 30,<br>2009 | December 31,<br>2008 |
|--|-----------------------|----------------------|
| Occupancy rates  |                       |                      |
| Total  | 90.9%                 | 93.2%                |
| Baltimore/Washington Corridor  | 90.6%                 | 93.4%                |
| Northern Virginia  | 97.0%                 | 97.4%                |
| Suburban Baltimore   | 81.9%                 | 83.1%                |
| Colorado Springs   | 87.1%                 | 94.3%                |
| Suburban Maryland  | 92.0%                 | 97.7%                |
| St. Mary's and King George Counties                                      | 97.3%                 | 95.2%                |
| Greater Philadelphia   | 100.0%                | 100.0%               |
| San Antonio  | 100.0%                | 100.0%               |
| Central New Jersey   | 100.0%                | 100.0%               |
| Other  | 99.3%                 | 100.0%               |
| Average contractual annual rental rate per square foot at period end (1) | \$ 24.04              | \$ 22.40             |

(1) Includes estimated expense reimbursements.

We renewed 71.7% of the square footage scheduled to expire in the nine months ended September 30, 2009 (including the effects of early renewals and leases terminated less than one year prior to the scheduled lease expiration date).

As discussed in greater detail in our 2008 Annual Report Form 10-K, we expect that the effects of the global downturn in the economy on our real estate operations will make our leasing activities increasingly challenging during the remainder of 2009, 2010 and perhaps beyond. As a result, we expect that we may find it increasingly difficult to maintain high levels of occupancy and tenant retention. We believe that the immediacy of our exposure to the increased challenges in the leasing environment is lessened to a certain extent by the generally long-term nature of our leases and our operating strategy of monitoring concentrations of lease expirations occurring in any one year. Our weighted average lease term for wholly owned properties at September 30, 2009 was approximately five years, and no more than 15% of our annualized rental revenues at September 30, 2009 were scheduled to expire in any one calendar year between 2010 and 2013 (3.3% of our annualized rental revenues at September 30, 2009 were scheduled to expire during the three months ending December 31, 2009).

Annualized rental revenue is a measure that we use to evaluate the source of our rental revenue as of a point in time. It is computed by multiplying by 12 the sum of monthly contractual base rents and estimated monthly expense reimbursements under active leases as of a point in time. We consider annualized rental revenue to be a useful measure for analyzing revenue sources because, since it is point-in-time based, it does not contain increases and decreases in revenue associated with periods in which lease terms were not in effect; historical revenue under GAAP does contain such fluctuations. We find the measure particularly useful for leasing, tenant, segment and industry analysis. Most of the

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leases with our largest tenant, the United States Government, provide for consecutive one-year terms or provide for early termination rights; all of the leasing statistics set forth above assume that the United States Government will remain in the space that they lease through the end of the respective arrangements, without ending consecutive one-year leases prematurely or exercising early termination rights. We report the statistics in this manner since we manage our leasing activities using these assumptions and believe them to be probable.

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The table below sets forth occupancy information pertaining to operating properties in which we have a partial ownership interest:

| Geographic Region                 | Ownership Interest | Occupancy Rates at |                   |
|-----------------------------------|--------------------|--------------------|-------------------|
|                                   |                    | September 30, 2009 | December 31, 2008 |
| Greater Harrisburg (1)            | 20.0%              | 79.8%              | 89.4%             |
| Suburban Maryland (2)             | (2)                | 69.4%              | 94.8%             |
| Baltimore/Washington Corridor (3) | 50.0%              | 6.0%               | N/A               |

(1) Includes 16 properties totaling 671,000 square feet.

(2) Includes two properties totaling 174,000 operational square feet at September 30, 2009 (we had a 45% ownership interest in 118,000 square feet and a 50% ownership interest in 56,000 square feet). Includes two properties totaling 97,000 operational square feet at December 31, 2008 (we had a 50% interest in 56,000 square feet and a 45% interest in 41,000 square feet).

(3) Includes one property with 144,000 operational square feet at September 30, 2009.

### Revenues from real estate operations and property operating expenses

We typically view our changes in revenues from real estate operations and property operating expenses as being comprised of the following components:

- changes attributable to the operations of properties owned and 100% operational throughout the two periods being compared. We define these as changes from Same-Office Properties; and
- changes attributable to operating properties acquired during the two periods being compared and newly-constructed properties that were placed into service and not 100% operational throughout the two periods being compared. We define these as changes from Property Additions.

The tables included in this section set forth the components of our changes in revenues from real estate operations and property operating expenses (dollars in thousands). The tables, and the discussion that follows, include results and information pertaining to properties included in continuing operations.

|                                      | Changes From the Three Months Ended September 30, 2008 to 2009 |   |                      |                            |                        |
|--------------------------------------|--|---|----------------------|----------------------------|------------------------|
|                                      | Property Additions<br>Dollar Change (1)                        | Same-Office Properties<br>Dollar Change | Percentage<br>Change | Other<br>Dollar Change (2) | Total<br>Dollar Change |
| Revenues from real estate operations |  |   |                      |                            |                        |



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|   |    |       |    |       |      |    |         |    |       |
|---|----|-------|----|-------|------|----|---------|----|-------|
| Rental revenue  | \$ | 3,034 | \$ | 808   | 1.0% | \$ | (1,249) | \$ | 2,593 |
| Tenant recoveries and other real estate operations revenue    |    | 518   |    | 739   | 4.8% |    | (93)    |    | 1,164 |
| Total   | \$ | 3,552 | \$ | 1,547 | 1.6% | \$ | (1,342) | \$ | 3,757 |
| Property operating expenses                                   | \$ | 1,163 | \$ | 351   | 1.0% | \$ | 1,215   | \$ | 2,729 |
| Number of operating properties included in component category |    | 17    |    | 230   | N/A  |    | 3       |    | 250   |

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- (1) Includes 15 newly-constructed properties and one redeveloped property placed into service and one acquired property.  
(2) Includes, among other things, the effects of amounts eliminated in consolidation. Certain amounts eliminated in consolidation are attributable to the Property Additions and Same-Office Properties.

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|   | Changes From the Nine Months Ended September 30, 2008 to 2009 |                                      |  |                         |                     |
|---|---|--------------------------------------|--|-------------------------|---------------------|
|   | Property Additions Dollar Change (1)                          | Same-Office Properties Dollar Change | Same-Office Properties Percentage Change | Other Dollar Change (2) | Total Dollar Change |
| Revenues from real estate operations                          |   |                                      |  |                         |                     |
| Rental revenue  | \$ 9,389  | \$ 7,454                             | 3.2%                                     | \$ (1,266)              | \$ 15,577           |
| Tenant recoveries and other real estate operations revenue    |   |                                      |  |                         |                     |
|   | 2,135   | 3,836                                | 8.8%                                     | (177)                   | 5,794               |
| Total   | \$ 11,524   | \$ 11,290                            | 4.1%                                     | \$ (1,443)              | \$ 21,371           |
| Property operating expenses                                   |   |                                      |  |                         |                     |
|   | \$ 3,789  | \$ 5,190                             | 5.2%                                     | \$ 1,446                | \$ 10,425           |
| Number of operating properties included in component category |   |                                      |  |                         |                     |
|   | 27  | 220                                  | N/A                                      | 3                       | 250                 |

(1) Includes 21 newly-constructed properties and two redeveloped properties placed into service and four acquired properties.

(2) Includes, among other things, the effects of amounts eliminated in consolidation. Certain amounts eliminated in consolidation are attributable to the Property Additions and Same-Office Properties.

As the tables above indicate, much of our total increase in revenues from real estate operations and property operating expenses was attributable primarily to the Property Additions. In addition, the column in each of the tables above entitled Other Dollar Change include the effects of approximately 500,000 square feet of vacancy at three properties in Greater Philadelphia that we expect to redevelop; we recognized a decrease in revenue of \$1.3 million for the three and nine month periods and an increase in property operating expenses of approximately \$500,000 for the three and nine month periods attributable to these properties.

The increase in rental revenue for the Same-Office Properties for the nine month periods included the following:

- an increase of \$4.0 million in net revenue from the early termination of leases, most of which was due to the early termination of one lease at a property in Northern Virginia ; and
- an increase of \$3.4 million attributable primarily to changes in occupancy and rental rates between the two periods.

Tenant recoveries and other revenue for the Same-Office Properties for the nine month periods increased due primarily to the increase in property operating expenses described below. While we have some lease structures under which tenants pay for 100% of properties operating expenses, our most prevalent lease structure is for tenants to pay for a portion of property operating expenses to the extent that such expenses exceed amounts established in their respective leases that are based on historical expense levels. As a result, while there is an inherent direct relationship between our tenant recoveries and property operating expenses, this relationship does not result in a dollar for dollar increase in tenant recoveries as property operating expenses increase.

The increase in Same-Office Properties property operating expenses for the nine month periods included the following:

- an increase of \$1.6 million in electric utilities expense, which included the effects of: (1) increased usage at certain properties due to increased occupancy at such properties; and (2) rate increases;
- an increase of \$1.0 million in bad debt expense due to additional reserves on tenant receivables;

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- an increase of \$1.0 million in costs for asset and property management operations, much of which was due to an increase in compensation related expenses for existing employees and an increase in the size of the employee base supporting such operations;
- an increase of \$895,000 in snow removal due primarily to increased snow and ice in most of our regions; and
- an increase of \$668,000 in cleaning services and related supplies due in large part to increased contract rates and increased occupancy at certain properties.

Construction contract revenues and expenses

Construction contract revenues and expenses consist primarily of subcontracted costs that are reimbursed to us by the customer along with a construction management fee. As a result, the operating margins from these operations are small relative to the revenue. We use the net of these revenues and expenses to evaluate performance. The increase in the net of these revenues and expenses for the three and nine month periods was due primarily to a high volume of construction activity in the current periods in connection with one large construction contract.

Interest expense

Our interest expense included in continuing operations decreased by \$1.5 million for the three month periods and \$6.5 million for the nine month periods due primarily to a decrease in the weighted average interest rates of our debt from 5.1% to 4.9% for the three month periods and 5.2% to 4.8% for the nine month periods. The events in the economy have contributed towards significant reductions in interest rates on our variable rate debt. We expect interest expense in the last three months of 2009 to increase somewhat from the first nine months as a result of us having repaid a significant portion of our variable rate debt using proceeds from newly obtained fixed rate longer term debt bearing higher interest rates.

Interest and other income

Our interest and other income increased for the current periods due primarily to the following:

- an increase in interest income of \$782,000 for the three month periods and \$2.9 million for the nine month periods in connection with a mortgage loan receivable that we funded in August 2008; and
- a \$969,000 gain recognized in the current periods on changes in the value of warrants to purchase additional common shares of an equity method investee. Our equity in the loss of the investee, which recognized expense in connection with the warrants, was \$664,000 in the three months ended September 30, 2009 and \$878,000 in the nine months ended September 30, 2009.

Discontinued operations

Discontinued operations represents income from properties sold in 2008, and is comprised primarily of gain from the sales of such properties occurring during the nine months ended September 30, 2008. We had no discontinued operations in the nine months ended September 30, 2009.

Gain on sales of real estate, net of income taxes

Gain on sales of real estate was recognized on the sale of six office condominiums located in Northern Virginia during the nine months ended September 30, 2008. No similar sales occurred in the nine months ended September 30, 2009.

**Liquidity and Capital Resources**

Our primary cash requirements are for operating expenses, debt service, development of new properties, improvements to existing properties and acquisitions. While we may experience increasing challenges discussed elsewhere herein and in our 2008 Annual Report on Form 10-K due to the current economic environment, we believe that our liquidity and capital resources are adequate for our near-term

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and longer-term requirements. We maintain sufficient cash and cash equivalents to meet our operating cash requirements and short term investing and financing cash requirements. When we determine that the amount of cash and cash equivalents on hand is more than we need to meet such requirements, we may pay down our Revolving Credit Facility (defined below) or forgo borrowing under construction loan credit facilities to fund development activities.

We rely primarily on fixed-rate, non-recourse mortgage loans from banks and institutional lenders to finance most of our operating properties. We have also made use of the public equity and debt markets to meet our capital needs, principally to repay or refinance corporate and property secured debt and to provide funds for property development and acquisition costs. We have an unsecured revolving credit facility (the Revolving Credit Facility ) with a group of lenders that provides for borrowings of up to \$600.0 million, \$372.0 million of which was available at September 30, 2009; this facility is available through September 2011 and may be extended for one year at our option, subject to certain conditions. In addition, we have a Revolving Construction Facility, which provides for borrowings of up to \$225.0 million, \$181.4 million of which was available at September 30, 2009 to fund construction costs; this facility is available until May 2011 and may be extended for one year at our option, subject to certain conditions. Selective dispositions of operating and other properties may also provide capital resources for the remainder of 2009 and in future years. We are continually evaluating sources of capital and believe that there are satisfactory sources available for meeting our capital requirements without necessitating property sales.

We believe that we have sufficient capacity under our Revolving Credit Facility to satisfy our debt maturities occurring through 2010. We also believe that we have sufficient capacity under our Revolving Construction Facility to fund the construction of properties that were under construction at September 30, 2009, as well as projects expected to be started during the remainder of 2009 and 2010.

In our discussions of liquidity and capital resources herein and in our Current Report on Form 8-K filed on June 2, 2009, we describe certain of the risks and uncertainties relating to our business. Additional risks are described in Item 1A of our 2008 Annual Report on Form 10-K.

### Operating Activities

Our cash flow from operations increased \$12.1 million, or 9.6%, when comparing the nine months ended September 30, 2009 and 2008; this increase is attributable in large part to: (1) the timing of cash flow associated with third-party construction projects in the current period; and (2) the additional cash flow from operations generated by our property additions. We expect to continue to use cash flow provided by operations to meet our short-term capital needs, including all property operating expenses, general and administrative expenses, interest expense, scheduled principal amortization on debt, dividends to our shareholders, distributions to our noncontrolling interest holders of preferred and common units in the Operating Partnership and capital improvements and leasing costs. We do not anticipate borrowing to meet these requirements.

### Investing and Financing Activities During the Nine Months Ended September 30, 2009

We had six newly-constructed properties totaling 627,000 square feet (three located in the Baltimore/Washington Corridor, two in Colorado Springs and one in Suburban Maryland) become fully operational during the nine months ended September 30, 2009 (85,000 of these square feet were placed into service in 2008) (includes two properties owned through joint ventures). These properties were 47% leased or committed as of September 30, 2009. Costs incurred on these properties through September 30, 2009 totaled \$114.5 million, of which \$7.2 million was incurred during the nine months ended September 30, 2009.

As of September 30, 2009, we had construction activities underway on nine office properties totaling 1.2 million square feet that were 26% leased, or considered committed to lease (including one property owned through a joint venture) (86,000 of these square feet were placed in service in 2009). Costs incurred on these properties through September 30, 2009 totaled approximately \$160.8 million, of which approximately \$80.6 million was incurred during the nine months ended September 30, 2009. We estimate

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that remaining costs to be incurred through 2011 will total approximately \$89.6 million upon completion of these properties. We expect to fund these costs using primarily borrowings from our Revolving Construction Facility and Revolving Credit Facility.

As of September 30, 2009, we had development activities underway on seven office properties estimated to total 709,000 square feet. Costs incurred on these properties through September 30, 2009 totaled \$18.6 million, of which \$8.7 million was incurred during the nine months ended September 30, 2009. We estimate the remaining costs to be incurred will total approximately \$135.3 million; we expect to incur these costs through 2012. We expect to fund most of these costs using primarily borrowings from our Revolving Construction Facility.

We had redevelopment activities underway on two properties at September 30, 2009 for which we estimate remaining costs to be incurred of approximately \$40.8 million. We expect to fund most of the costs for these redevelopment projects using borrowings from our Revolving Credit Facility.

The table below sets forth the major components of our additions to the line entitled **Total Properties, net** on our Consolidated Balance Sheet for the nine months ended September 30, 2009 (in thousands):

|  |    |           |
|--|----|-----------|
| Construction, development and redevelopment  | \$ | 120,119   |
| Acquisitions                                 |    | 11,256    |
| Tenant improvements on operating properties  |    | 11,151(1) |
| Capital improvements on operating properties |    | 6,795     |
|  | \$ | 149,321   |

(1) Tenant improvement costs incurred on newly-constructed properties are classified in this table as construction, development and redevelopment.

During the nine months ended September 30, 2009, we closed on the following borrowings, using the proceeds primarily to repay maturing debt and pay down our revolving credit facilities:

- a \$185.0 million secured loan with a seven-year term at 7.25%;
- a \$90.0 million secured loan with a five-year term at 7.25%;
- a \$50.0 million secured loan with a five-year term at a variable rate of LIBOR plus 3.0% (subject to a LIBOR floor of 2.5%); and
- a \$23.4 million construction loan with a two-year term and the right to extend for an additional year, subject to certain conditions, at a variable rate of LIBOR plus 2.75%.



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In April 2009, we issued 2.99 million common shares in an underwritten public offering made in conjunction with our inclusion in the S&P MidCap 400 Index effective April 1, 2009. The shares were issued at a public offering price of \$24.35 per share for net proceeds of \$72.1 million after underwriting discounts but before offering expenses. The net proceeds were used to pay down our Revolving Credit Facility and for general corporate purposes.

Certain of our mortgage loans require that we comply with a number of restrictive financial covenants, including leverage ratio, minimum net worth, minimum fixed charge coverage, minimum debt service and maximum secured indebtedness. As of September 30, 2009, we were in compliance with these financial covenants.

### Analysis of Cash Flow Associated with Investing and Financing Activities

Our net cash flow used in investing activities decreased \$63.8 million when comparing the nine months ended September 30, 2009 and 2008 due primarily to the net effect of a \$74.8 million decrease in property additions and a \$33.3 million decrease in proceeds from sales of properties. Our cash flow provided by financing activities decreased \$69.4 million when comparing the nine months ended September 30, 2009 and 2008 due primarily to a decrease in proceeds from common share issuances.

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Off-Balance Sheet Arrangements

In connection with our 2005 contribution of properties to an unconsolidated partnership in which we hold a limited partnership interest, we entered into standard nonrecourse loan guarantees (environmental indemnifications and guarantees against fraud and misrepresentation, including springing guarantees of partnership debt in the event of a voluntary bankruptcy of the partnership). The maximum amount we could be required to pay under the guarantees is approximately \$67 million. So long as we continue to be the property manager for the properties, 20% of any amounts paid under the guarantees are recoverable from an affiliate of the general partner pursuant to an indemnity agreement. In the event that we no longer manage the properties, the percentage recoverable under the indemnity agreement is increased to 80%. Management estimates that the aggregate fair value of the guarantees is not material and would not exceed the amounts included in distributions in excess of investment in unconsolidated real estate joint venture reported on the consolidated balance sheets.

We had no significant changes in our off-balance sheet arrangements from those described in the section entitled "Off-Balance Sheet Arrangements" in our Current Report on Form 8-K filed on June 2, 2009.

Investing and Financing Activities Subsequent to September 30, 2009

Through a series of transactions in October 2009, we acquired a 474,000 square foot office tower, a parking lot, a utility distribution center and four waterfront lots, all of which are part of the Canton Crossing planned unit development in Baltimore, Maryland. These properties are referred to collectively herein as the "Canton Properties." We completed this acquisition in exchange for: (1) our cancellation of a mortgage loan that we had previously made to the seller and interest thereon totaling \$30.0 million; (2) cash payments from us totaling approximately \$90.4 million (which were financed using borrowings from our Revolving Credit Facility); and (3) our assumption of other liabilities of approximately \$5.0 million. The office building was 91% leased on the date of acquisition.

On October 28, 2009 we acquired 1550 West Nursery Road, a newly constructed 156,000 square foot office property in Linthicum, Maryland (located in the Baltimore/Washington Corridor) that was 100% leased to Northrop Grumman Corporation for a ten-year term and a 0.9 acre adjacent land parcel that we believe can support a retail or bank pad for \$38.0 million. This acquisition was financed using borrowings from our Revolving Credit Facility.

**Funds From Operations**

**Funds from operations ( FFO ) is defined as net income computed using GAAP, excluding gains (or losses) from sales of operating properties, plus real estate-related depreciation and amortization. Gains from sales of newly-developed properties less accumulated depreciation, if any, required under GAAP are included in FFO on the basis that development services are the primary revenue generating activity; we believe that inclusion of these development gains is in accordance with the National Association of Real Estate Investment Trusts ( NAREIT ) definition of FFO, although others may interpret the definition differently.**

Accounting for real estate assets using historical cost accounting under GAAP assumes that the value of real estate assets diminishes predictably over time. NAREIT stated in its April 2002 White Paper on Funds from Operations that since real estate asset values have historically risen or fallen with market conditions, many industry investors have considered presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. As a result, the concept of FFO was created by NAREIT for the REIT industry to address this problem. We agree with the concept of FFO and believe that FFO is useful to management and investors as a supplemental measure of operating performance because, by excluding gains and losses related to sales of previously depreciated operating real estate properties and excluding real estate-related depreciation and amortization, FFO can help one compare our operating performance between periods. In addition, since most equity REITs provide FFO

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**information to the investment community, we believe that FFO is useful to investors as a supplemental measure for comparing our results to those of other equity REITs. We believe that net income is the most directly comparable GAAP measure to FFO.**

**Since FFO excludes certain items includable in net income, reliance on the measure has limitations; management compensates for these limitations by using the measure simply as a supplemental measure that is weighed in the balance with other GAAP and non GAAP measures. FFO is not necessarily an indication of our cash flow available to fund cash needs. Additionally, it should not be used as an alternative to net income when evaluating our financial performance or to cash flow from operating, investing and financing activities when evaluating our liquidity or ability to make cash distributions or pay debt service. The FFO we present may not be comparable to the FFO presented by other REITs since they may interpret the current NAREIT definition of FFO differently or they may not use the current NAREIT definition of FFO.**

Basic FFO available to common share and common unit holders ( Basic FFO ) is FFO adjusted to subtract (1) preferred share dividends, (2) income attributable to noncontrolling interests through ownership of preferred units in the Operating Partnership or interests in other consolidated entities not owned by us, (3) depreciation and amortization allocable to noncontrolling interests in other consolidated entities and (4) Basic FFO allocable to restricted shares. With these adjustments, Basic FFO represents FFO available to common shareholders and common unitholders. Common units in the Operating Partnership are substantially similar to our common shares and are exchangeable into common shares, subject to certain conditions. We believe that Basic FFO is useful to investors due to the close correlation of common units to common shares. We believe that net income is the most directly comparable GAAP measure to Basic FFO. Basic FFO has essentially the same limitations as FFO; management compensates for these limitations in essentially the same manner as described above for FFO.

Diluted FFO available to common share and common unit holders ( Diluted FFO ) is Basic FFO adjusted to add back any changes in Basic FFO that would result from the assumed conversion of securities that are convertible or exchangeable into common shares. However, the computation of Diluted FFO does not assume conversion of securities other than common units in the Operating Partnership that are convertible into common shares if the conversion of those securities would increase Diluted FFO per share in a given period. We believe that Diluted FFO is useful to investors because it is the numerator used to compute Diluted FFO per share, discussed below. In addition, since most equity REITs provide Diluted FFO information to the investment community, we believe Diluted FFO is a useful supplemental measure for comparing us to other equity REITs. We believe that the numerator for diluted EPS is the most directly comparable GAAP measure to Diluted FFO. Since Diluted FFO excludes certain items includable in the numerator to diluted EPS, reliance on the measure has limitations; management compensates for these limitations by using the measure simply as a supplemental measure that is weighed in the balance with other GAAP and non-GAAP measures. Diluted FFO is not necessarily an indication of our cash flow available to fund cash needs. Additionally, it should not be used as an alternative to net income when evaluating our financial performance or to cash flow from operating, investing and financing activities when evaluating our liquidity or ability to make cash distributions or pay debt service. The Diluted FFO that we present may not be comparable to the Diluted FFO presented by other REITs.

Diluted FFO per share is (1) Diluted FFO divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. However, the computation of Diluted FFO per share does not assume conversion of securities other than common units in the Operating Partnership that are convertible into common shares if the conversion of those securities would increase Diluted FFO per share in a given period. We believe that Diluted FFO per share is useful to investors because it provides investors with a further context for evaluating our FFO results in the same manner that investors use earnings per share ( EPS ) in evaluating net income available to common shareholders. In addition, since most equity REITs provide Diluted FFO per share information to the investment community, we believe that Diluted FFO per share is a useful supplemental measure for comparing us to other equity REITs. We believe that diluted EPS is the most directly comparable GAAP measure to Diluted FFO per share. Diluted FFO per share has most of the same



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limitations as Diluted FFO (described above); management compensates for these limitations in essentially the same manner as described above for Diluted FFO.

Our Basic FFO, Diluted FFO and Diluted FFO per share for the three month and nine month periods ended September 30, 2009 and 2008 and reconciliations of (1) net income to FFO, (2) the numerator for diluted EPS to diluted FFO and (3) the denominator for diluted EPS to the denominator for diluted FFO per share are set forth in the following table (dollars and shares in thousands, except per share data):

|  | For the Three Months<br>Ended September 30, |           | For the Nine Months<br>Ended September 30, |           |
|--|---|-----------|--|-----------|
|  | 2009  | 2008      | 2009                                       | 2008      |
| Net income   | \$ 15,536                                   | \$ 13,788 | \$ 51,753                                  | \$ 39,879 |
| Add: Real estate-related depreciation and amortization   | 26,712                                      | 25,583    | 81,911                                     | 75,482    |
| Add: Depreciation and amortization on unconsolidated real estate entities                                | 160   | 162       | 481  | 489       |
| Less: Gain on sales of operating properties, net of income taxes   |   |           |  | (2,630)   |
| Funds from operations ( FFO )  | 42,408                                      | 39,533    | 134,145                                    | 113,220   |
| Less: Noncontrolling interests-preferred units in the Operating Partnership                              | (165)                                       | (165)     | (495)                                      | (495)     |
| Less: Noncontrolling interests-other consolidated entities   | 40  | 90        | 15   | (132)     |
| Less: Preferred share dividends  | (4,025)                                     | (4,025)   | (12,076)                                   | (12,076)  |
| Less: Depreciation and amortization allocable to noncontrolling interests in other consolidated entities | (91)  | (74)      | (251)                                      | (198)     |
| Less: Basic and diluted FFO allocable to restricted shares   | (395)                                       | (321)     | (1,298)                                    | (903)     |
| Funds from Operations - basic and diluted ( Basic and Diluted FFO )                                      | \$ 37,772                                   | \$ 35,038 | \$ 120,040                                 | \$ 99,416 |
| Weighted average common shares   | 57,470                                      | 47,273    | 55,366                                     | 47,128    |
| Conversion of weighted average common units  | 5,084                                       | 8,130     | 5,932                                      | 8,145     |
| Weighted average common shares/units - Basic FFO   | 62,554                                      | 55,403    | 61,298                                     | 55,273    |
| Dilutive effect of share-based compensation awards   | 485   | 779       | 506  | 765       |
| Weighted average common shares/units - Diluted FFO   | 63,039                                      | 56,182    | 61,804                                     | 56,038    |
| Diluted FFO per common share   | \$ 0.60                                     | \$ 0.62   | \$ 1.94                                    | \$ 1.77   |
| Numerator for diluted EPS  | \$ 10,177                                   | \$ 8,029  | \$ 34,402                                  | \$ 22,518 |
| Add: Income allocable to noncontrolling interests-common units in the Operating Partnership              | 956   | 1,467     | 4,032                                      | 4,130     |
| Add: Real estate-related depreciation and amortization   | 26,712                                      | 25,583    | 81,911                                     | 75,482    |
| Add: Depreciation and amortization of unconsolidated real estate entities                                | 160   | 162       | 481  | 489       |
| Add: Numerator for diluted EPS allocable to restricted shares  | 253   | 192       | 763  | 528       |
| Less: Depreciation and amortization allocable to noncontrolling interests in other consolidated entities | (91)  | (74)      | (251)                                      | (198)     |
| Less: Basic and diluted FFO allocable to restricted shares   | (395)                                       | (321)     | (1,298)                                    | (903)     |
|  |   |           |  | (2,630)   |

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Less: Gain on sales of operating properties, net of  
income taxes

|                                       |    |        |    |        |    |         |    |        |
|---------------------------------------|----|--------|----|--------|----|---------|----|--------|
| Diluted FFO                           | \$ | 37,772 | \$ | 35,038 | \$ | 120,040 | \$ | 99,416 |
| Denominator for diluted EPS           |    | 57,955 |    | 48,052 |    | 55,872  |    | 47,893 |
| Weighted average common units         |    | 5,084  |    | 8,130  |    | 5,932   |    | 8,145  |
| Denominator for Diluted FFO per share |    | 63,039 |    | 56,182 |    | 61,804  |    | 56,038 |

Our computation of FFO and the other measures described above changed as a result of our adoption on January 1, 2009 of newly issued accounting standards that affected our accounting for noncontrolling interests and convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) and our determination of whether instruments granted in share-based payment transactions

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should be included in the calculation of earnings per share, all of which were applied respectively to prior periods. We discuss these accounting standards in Note 2 to our consolidated financial statements.

**Inflation**

Most of our tenants are obligated to pay their share of a building's operating expenses to the extent such expenses exceed amounts established in their leases, based on historical expense levels. Some of our tenants are obligated to pay their full share of a building's operating expenses. These arrangements somewhat reduce our exposure to increases in such costs resulting from inflation. In addition, since our average lease life is approximately five years, we generally expect to be able to compensate for increased operating expenses through increased rental rates upon lease renewal or expiration.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to certain market risks, the most predominant of which is change in interest rates. Increases in interest rates can result in increased interest expense under our Revolving Credit Facility and other variable rate debt. Increases in interest rates can also result in increased interest expense when our fixed rate debt matures and needs to be refinanced. Our capital strategy favors long-term, fixed-rate, secured debt over variable-rate debt to minimize the risk of short-term increases in interest rates.

The following table sets forth as of September 30, 2009 our debt obligations and weighted average interest rates for fixed rate debt by expected maturity date (dollars in thousands):

|                                | For the Periods Ending December 31, |           |            |            |            |            |              |  |
|--------------------------------|-------------------------------------|-----------|------------|------------|------------|------------|--------------|--|
|                                | 2009                                | 2010      | 2011 (1)   | 2012       | 2013       | Thereafter | Total        |  |
| Long term debt:                |                                     |           |            |            |            |            |              |  |
| Fixed rate (2)                 | \$ 3,964                            | \$ 78,146 | \$ 276,735 | \$ 46,953  | \$ 142,827 | \$ 796,440 | \$ 1,345,065 |  |
| Weighted average interest rate | 6.14%                               | 6.05%     | 4.35%      | 6.42%      | 5.63%      | 5.80%      | 5.71%        |  |
| Variable rate                  | \$ 127                              | \$ 526    | \$ 288,929 | \$ 222,005 | \$ 649     | \$ 47,402  | \$ 559,638   |  |

(1) Includes amounts outstanding at September 30, 2009 of \$228.0 million under our Revolving Credit Facility and \$43.6 million under our Revolving Construction Facility that may be extended for a one-year period, subject to certain conditions.

(2) Represents principal maturities only and therefore excludes net discounts of \$6.9 million.

The fair market value of our debt was \$1.79 billion at September 30, 2009. If interest rates on our fixed-rate debt had been 1% lower, the fair value of this debt would have increased by \$61.9 million at September 30, 2009.



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The following table sets forth information pertaining to interest rate swap contracts in place as of September 30, 2009, and their respective fair values (dollars in thousands):

| Notional Amount | One-Month LIBOR base | Effective Date | Expiration Date | Fair Value at September 30, 2009 |
|-----------------|----------------------|----------------|-----------------|----------------------------------|
| \$ 50,000       | 4.3300%              | 10/23/2007     | 10/23/2009      | \$ (125)                         |
| 100,000         | 2.5100%              | 11/3/2008      | 12/31/2009      | (566)                            |
| 120,000         | 1.7600%              | 1/2/2009       | 5/1/2012        | (726)                            |
| 100,000         | 1.9750%              | 1/1/2010       | 5/1/2012        | (730)                            |
|                 |                      |                |                 | \$ (2,147)                       |

Based on our variable-rate debt balances, including the effect of interest rate swaps, our interest expense would have increased by \$3.0 million in the nine months ended September 30, 2009 if short-term interest rates were 1% higher.

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**Item 4. Controls and Procedures**

- (a) Evaluation of Disclosure Controls and Procedures



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Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of September 30, 2009. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of September 30, 2009 were functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed or submitted under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) Change in Internal Control over Financial Reporting



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No change in our internal control over financial reporting occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **PART II**

#### **Item 1. Legal Proceedings**

We are not aware of any material developments during the most recent fiscal quarter regarding the litigation described in our 2008 Annual Report on Form 10-K. We are not currently involved in any other material litigation nor, to our knowledge, is any material litigation currently threatened against the Company (other than routine litigation arising in the ordinary course of business, substantially all of which is expected to be covered by liability insurance).

#### **Item 1A. Risk Factors**

There have been no material changes to the risk factors included in our 2008 Annual Report on Form 10-K.



**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(a) Not applicable

(b) Not applicable

(c) Not applicable

**Item 3. Defaults Upon Senior Securities**

(a) Not applicable

(b) Not applicable

**Item 4. Submission of Matters to a Vote of Security Holders**

Not applicable



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**Item 5. Other Information**

Not applicable

**Item 6. Exhibits**

(a) Exhibits:

| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| 31.1        | Certification of the Chief Executive Officer of Corporate Office Properties Trust required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).  |
| 31.2        | Certification of the Chief Financial Officer of Corporate Office Properties Trust required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).  |
| 32.1        | Certification of the Chief Executive Officer of Corporate Office Properties Trust required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith.) |
| 32.2        | Certification of the Chief Financial Officer of Corporate Office Properties Trust required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith.) |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CORPORATE OFFICE PROPERTIES TRUST

Date: October 30, 2009

By:

/s/ Randall M. Griffin  
Randall M. Griffin  
President and Chief Executive Officer

Date: October 30, 2009

By:

/s/ Stephen E. Riffie  
Stephen E. Riffie  
Executive Vice President and Chief Financial Officer