

COGENT COMMUNICATIONS GROUP INC
Form SC 13G/A
February 02, 2012

OMB APPROVAL
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Cogent Communications Group, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

19239V302
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 19239V302

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Peninsula Capital Advisors, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 19239V302

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Peninsula Investment Partners, L.P.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER

0
 6. SHARED VOTING POWER

0
 7. SOLE DISPOSITIVE POWER

0
 8. SHARED DISPOSITIVE POWER

0
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 19239V302

Item 1. (a). Name of Issuer:

Cogent Communications Group, Inc.

(b). Address of issuer's principal executive offices:

1015 31st Street N.W., Washington, D.C. 20007

Item 2. (a). Name of person filing:

Peninsula Capital Advisors, LLC
Peninsula Investment Partners, L.P.

(b). Address or principal business office or, if none, residence:

Peninsula Capital Advisors, LLC
404B East Main Street
Charlottesville, VA 22902

Peninsula Investment Partners, L.P.
c/o Peninsula Capital Advisors, LLC
404B East Main Street
Charlottesville, VA 22902

(c). Citizenship:

Peninsula Capital Advisors, LLC: Delaware
Peninsula Investment Partners, L.P.: Delaware

(d). Title of class of securities:

Common Stock, \$0.001 par value

(e). CUSIP No.:

19239V302

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
-

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Peninsula Capital Advisors, LLC: 0 shares
Peninsula Investment Partners, L.P.: 0 shares

(b) Percent of class:

Peninsula Capital Advisors, LLC: 0%
Peninsula Investment Partners, L.P.: 0%

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
Peninsula Capital Advisors, LLC: 0
Peninsula Investment Partners, L.P.: 0
- (ii) Shared power to vote or to direct the vote
Peninsula Capital Advisors, LLC: 0
Peninsula Investment Partners, L.P.: 0
- (iii) Sole power to dispose or to direct the disposition of
Peninsula Capital Advisors, LLC: 0
Peninsula Investment Partners, L.P.: 0
- (iv) Shared power to dispose or to direct the disposition of
Peninsula Capital Advisors, LLC: 0
Peninsula Investment Partners, L.P.: 0

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Instruction: Dissolution of a group requires a response to this item.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 2, 2012

Peninsula Capital Advisors, LLC

By: /s/ R. Ted Weschler
Name: R. Ted Weschler
Title: Managing Member

Peninsula Investment Partners, L.P.

By: Peninsula Capital Appreciation, LLC, its
general partner

By: /s/ R. Ted Weschler
Name: R. Ted Weschler
Title: Managing Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

AGREEMENT

The undersigned agree that this Schedule 13G dated February 2, 2012 relating to the Common Stock, \$0.001 par value, of Cogent Communications Group, Inc. shall be filed on behalf of the undersigned.

Peninsula Capital Advisors, LLC

By: /s/ R. Ted Weschler
Name: R. Ted Weschler
Title: Managing Member

Peninsula Investment Partners, L.P.

By: Peninsula Capital Appreciation, LLC, its
general partner

By: /s/ R. Ted Weschler
Name: R. Ted Weschler
Title: Managing Member

SK 03038 0001 1257245

SIZE="1">Shares

Beneficially

Owned Percentage

Michael R. Buchanan

22,989⁽⁶⁾ * 7,663⁽²⁾ 1,916 * 5,747 *

Wesley E. Cantrell

11,376 * 3,792 948 * 2,844 *

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William H. Keogler, Jr.

94,956⁽⁷⁾ * 31,652⁽³⁾ 7,913 * 23,739 *

Frank C. McDowell

21,489 * 7,163 1,791 * 5,372 *

Donald S. Moss

129,018⁽⁸⁾ * 43,006⁽⁴⁾ 10,752 * 32,254 *

Jeffrey L. Swope

12,027 * 4,009 1,002 * 3,007 *

W. Wayne Woody

21,990⁽⁹⁾ * 7,330⁽⁵⁾ 1,833 * 5,497 *

Donald A. Miller, CFA

174,273 * 58,091 14,523 * 43,568 *

Robert E. Bowers

65,598 * 21,866 5,467 * 16,399 *

Laura P. Moon

29,094 * 9,698 2,425 * 7,273 *

Raymond L. Owens

53,745 * 17,915 4,479 * 13,436 *

Carroll A. Reddic

28,860 * 9,620 2,405 * 7,215 *

All officers and directors as a group

665,415 * 221,805 55,454 * 166,351 *

* Less than 1% of the outstanding common stock.

(1) The address of each of the stockholders is c/o Piedmont Office Realty Trust, Inc., 11695 Johns Creek Parkway, Suite 350, Johns Creek, Georgia 30097.

(2) Includes options to purchase up to 2,167 shares of common stock, which are exercisable within 60 days of September 30, 2009.

(3) Includes options to purchase up to 3,167 shares of common stock, which are exercisable within 60 days of September 30, 2009.

(4) Includes options to purchase up to 3,167 shares of common stock, which are exercisable within 60 days of September 30, 2009.

(5) Includes options to purchase up to 1,833 shares of common stock, which are exercisable within 60 days of September 30, 2009.

(6) Includes options to purchase up to 6,500 shares of common stock, which are exercisable within 60 days of September 30, 2009.

(7) Includes options to purchase up to 9,500 shares of common stock, which are exercisable within 60 days of September 30, 2009.

(8) Includes options to purchase up to 9,500 shares of common stock, which are exercisable within 60 days of September 30, 2009.

(9) Includes options to purchase up to 5,500 shares of common stock, which are exercisable within 60 days of September 30, 2009.

PROPOSALS YOU MAY VOTE ON

WHETHER YOU PLAN TO ATTEND THE MEETING AND VOTE IN PERSON OR NOT, WE URGE YOU TO HAVE YOUR VOTE RECORDED. STOCKHOLDERS HAVE THE FOLLOWING THREE OPTIONS FOR SUBMITTING THEIR VOTES BY PROXY: (1) VIA THE INTERNET, (2) BY TELEPHONE OR (3) BY MAIL, USING THE ENCLOSED PROXY CARD. BECAUSE WE ARE A WIDELY-HELD REIT WITH APPROXIMATELY 107,000 STOCKHOLDERS, **YOUR VOTE IS VERY IMPORTANT!** YOUR IMMEDIATE RESPONSE WILL HELP AVOID POTENTIAL DELAYS AND MAY SAVE PIEDMONT SIGNIFICANT ADDITIONAL EXPENSES ASSOCIATED WITH SOLICITING STOCKHOLDER VOTES.

STOCKHOLDER PROPOSALS

In order to be eligible for presentation at our 2010 annual meeting, our current Bylaws require that written notice of any director nominations or other stockholder proposals must be received by our Secretary no earlier than June 17, 2010 and no later than July 17, 2010 at the following address: Robert E. Bowers, Secretary, Piedmont Office Realty Trust, 11695 Johns Creek Parkway, Suite 350, Johns Creek, Georgia 30097. Pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals submitted for inclusion in our proxy statement for the 2010 Annual Meeting must be received by March 24, 2010.

HOUSEHOLDING

The SEC has adopted a rule concerning the delivery of disclosure documents. The rule allows us to send a single annual report, Proxy Statement, Proxy Statement combined with a prospectus, or information statement to any household at which two or more stockholders reside if they share the same last name or we reasonably believe they are members of the same family. This procedure is referred to as Householding. This rule benefits both you and Piedmont. It reduces the volume of duplicate information received at your household and helps Piedmont reduce expenses. Each stockholder subject to Householding will continue to receive a separate proxy card or voting instruction card.

If any stockholders in your household wish to receive a separate annual report and a separate proxy statement, they may call us at 1-800-557-4830 or write to Piedmont Investor Services Department at P.O. Box 2828, Norcross, Georgia 30091-2828. If you are a stockholder that receives multiple copies of our proxy materials, you may request Householding by contacting us in the same manner and requesting a householding consent.

OTHER MATTERS

As of the date of this Proxy Statement, we know of no business that will be presented for consideration at the Special Meeting other than the items referred to herein. If any other matter is properly brought before the meeting for action by stockholders, proxies in the enclosed form returned to us will be voted in accordance with the recommendation of the board of directors or, in the absence of such a recommendation, in accordance with the discretion of the proxy holder.

APPENDIX A

PRELIMINARY COPY

PIEDMONT OFFICE REALTY
TRUST, INC.

YOUR VOTE IS IMPORTANT
AUTHORIZE YOUR PROXY BY
INTERNET/TELEPHONE

24 HOURS A DAY,
7 DAYS A WEEK

INTERNET

TELEPHONE

MAIL

Go to the Web site address shown above.
Have your proxy card ready.
Follow the simple instructions that appear on your computer screen.

O
R

Use any touch-tone telephone.
Have your proxy card ready.
Follow the simple recorded instructions.

O
R

Mark, sign, and date your proxy card.
Detach your proxy card.
Return your proxy card in the postage-paid envelope provided.

Authorizing your proxy via the Internet or telephone saves postage costs.
Internet and telephone proxy authorizations must be received by _____, 2010 in order for your votes to be certified in the final tabulation. In the event that the Special Meeting is adjourned, Internet and telephone proxy authorizations must be received by the day the meeting is resumed.

CALL TOLL-FREE TO AUTHORIZE YOUR PROXY

DETACH PROXY CARD HERE IF YOU ARE NOT AUTHORIZING YOUR PROXY BY TELEPHONE OR INTERNET

(Please sign, date, and return
this proxy card in the
enclosed envelope.)

X
Votes must be indicated
(x) in Black or Blue ink.

OUR BOARD RECOMMENDS THAT YOU VOTE FOR ALL PROPOSALS, AS DESCRIBED IN THE PROXY STATEMENT.

I: Amendment to the Charter to provide for the conversion of the common stock into our Class A and Class B-1, B-2 and B-3 common stock and the future conversion of our Class B-1, B-2 and B-3 common stock into our Class

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK.

To change your address, please mark this box and see the reverse side to record your new address.

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A common stock.

YES NO

FOR " AGAINST " ABSTAIN "

I plan to attend the special meeting. " "

S C A N L I N E

Please sign exactly as name appears on this proxy card. When shares of common stock are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by general partner or other authorized person.

II: Proposal to approve an adjournment or postponement of the Special Meeting, including, if necessary, to solicit additional proxies in favor of the foregoing proposal if there are not sufficient votes for the proposal.

Date Share Owner sign here Co-Owner sign here

FOR " AGAINST " ABSTAIN "

AUTHORIZE YOUR PROXY ONLINE, AUTHORIZE YOUR PROXY NOW!

Enclosed in this packet with your proxy card is your Piedmont proxy statement with a concise overview of the proposals, plus a full copy of the proxy statement. Piedmont must cover the costs of sending updates and reminders to any investor who does not vote. To help keep these costs to a minimum, please vote as soon as you can.

And as an extra cost savings, consider authorizing your proxy online or by calling the toll-free voting number.

Read the material to understand the items to be voted on and have your proxy card in hand.

Go to the Web site: or call toll-free to authorize your proxy by phone.

Follow the on-screen or recorded directions.

Do not mail your proxy card if you authorize your proxy by Internet or phone.

Relax. You've helped Piedmont save money!

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PROXY

PROXY

PIEDMONT OFFICE REALTY TRUST, INC.

SPECIAL MEETING OF STOCKHOLDERS , 2010

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned stockholder hereby appoints Donald A. Miller, CFA and Robert E. Bowers, and each of them, as proxy and attorney-in-fact, each with the power to appoint his substitute, on behalf and in the name of the undersigned, to attend the Special Meeting of stockholders of PIEDMONT OFFICE REALTY TRUST, INC. to be held on _____, 2010, and any adjournments or postponements thereof, to cast on behalf of the undersigned all votes that the undersigned would be entitled to cast if personally present, as indicated on the reverse side of this card, and otherwise to represent the undersigned at the meeting with all powers possessed by the undersigned if personally present. The undersigned acknowledges receipt of the notice of the Special Meeting of stockholders and the Proxy Statement, the terms of which are incorporated by reference, and revokes any proxy heretofore given with respect to such meeting.

The votes entitled to be cast by the undersigned, when this proxy is properly executed, will be cast in the manner directed herein. If this proxy is executed but no instruction is given, the votes entitled to be cast by the undersigned will be cast **FOR** the Amendment to the Charter to provide for the conversion of the common stock into our Class A and Class B-1, B-2 and B-3 common stock and the future conversion of our Class B-1, B-2 and B-3 common stock into Class A common stock and **FOR** an adjournment or postponement of the Special Meeting, including, if necessary, to solicit additional proxies in favor of the foregoing proposal. The votes entitled to be cast by the undersigned will be cast upon such other matters as may properly come before the meeting or any adjournments or postponements thereof in accordance with the recommendation of the board of directors or, in the absence of such a recommendation, in the proxies discretion, including, but not limited to, the power and authority to adjourn the meeting to a date not more than 120 days after the record date in the event that a quorum is not obtained by the _____, 2010 meeting date.

(Continued, and to be dated and signed on the reverse side.)

ADDRESS CHANGE

PIEDMONT OFFICE REALTY TRUST, INC.

P.O. BOX 11375

NEW YORK, N.Y. 10203-0375

TO VOTE BY MAIL PLEASE MARK, SIGN, DATE, AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

APPENDIX B

ARTICLES OF AMENDMENT

OF

PIEDMONT OFFICE REALTY TRUST, INC.

Piedmont Office Realty Trust, Inc., a Maryland corporation (the **Company**), hereby certifies to the State Department of Assessments and Taxation of Maryland (the **SDAT**) that:

FIRST: Pursuant to Section 2-602(b)(8) of the Maryland General Corporation Law (the **MGCL**), the charter of the Company (the **Charter**) is hereby amended to provide that, immediately upon the acceptance for record of these Articles of Amendment by the SDAT (the **Effective Time**), each Common Share (as defined in the Charter) which was issued and outstanding immediately prior to the Effective Time shall be changed into 1/12th of a share of Class A Common Stock, 1/12th of a share of Class B-1 Common Stock, 1/12th of a share of Class B-2 Common Stock and 1/12th of a share of Class B-3 Common Stock, the Class A Common Stock, Class B-1 Common Stock, Class B-2 Common Stock and Class B-3 Common Stock having the respective preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption set forth in the Charter upon the Effective Time.

SECOND: The charter of the Company is hereby further amended by adding the following paragraphs to Section 7.2 of Article VII:

(vi) **CLASSIFICATION.** 600,000,000 Common Shares shall be classified as Class A Common Stock (the **Class A Common Stock**), 50,000,000 Common Shares shall be classified as Class B-1 Common Stock (the **Class B-1 Common Stock**), 50,000,000 Common Shares shall be classified as Class B-2 Common Stock (the **Class B-2 Common Stock**) and 50,000,000 Common Shares shall be classified as Class B-3 Common Stock (the **Class B-3 Common Stock** and, together with the Class B-1 Common Stock and the Class B-2 Common Stock, the **Class B Common Stock**).

(vii) **CONVERSION.** The Class A Common Stock is not convertible into or exchangeable for any other property or securities of the Company. Each issued and outstanding share of Class B Common Stock shall, automatically and without any action on the part of the holder thereof, convert into one (1) share of Class A Common Stock as follows: (a) one hundred eighty (180) days following the date of the listing of the Class A Common Stock of the Company on a national securities exchange or over-the-counter market (the **Listing Date**), in the case of the Class B-1 Common Stock; (b) two hundred seventy (270) days following the Listing Date, in the case of the Class B-2 Common Stock; and (c) on January 30, 2011, in the case of the Class B-3 Common Stock; provided, however, that each issued and outstanding share of Class B Common Stock shall, automatically and without any action on the part of the holder thereof, convert into one (1) share of Class A Common Stock on January 30, 2011.

(viii) **GENERAL.** Except as set forth in the immediately preceding subparagraph, the Class A Common Stock and Class B Common Stock shall have identical preferences, rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption.

THIRD: Upon any restatement of the Charter, including any restatement that also includes amendments as permitted by Section 2-609(b) of the MGCL, the provisions set forth in paragraphs SECOND and THIRD above shall become part of the restated or amended and restated Charter, with any necessary or appropriate renumbering or relettering of the sections or subsections thereof.

FOURTH: The amendments to the Charter as set forth above have been duly advised by the Board of Directors and approved by the stockholders of the Company entitled to vote thereon as required by law.

FIFTH: The total number of shares of stock which the Company had authority to issue immediately prior to the foregoing amendments to the Charter was 1,000,000,000, consisting of 750,000,000 Common Shares, all of

one class, 100,000,000 Preferred Shares (as defined in the Charter) and 150,000,000 Shares-in-Trust (as defined in the Charter). The aggregate par value of all shares of stock having par value was \$7,500,000.

SIXTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendments to the Charter is 1,000,000,000, consisting of 750,000,000 Common Shares, of which 600,000,000 are classified as Class A Common Stock, 50,000,000 are classified as Class B-1 Common Stock, 50,000,000 are classified as Class B-2 Common Stock and 50,000,000 are classified as Class B-3 Common Stock, and 100,000,000 Preferred Shares and 150,000,000 Shares-in-Trust. The aggregate par value of all shares of stock having par value was \$7,500,000.

SEVENTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Company and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

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IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Secretary on this day of , 2010.

ATTEST:

PIEDMONT OFFICE REALTY TRUST, INC.

Name:
Title: Secretary

By: _____ (SEAL)
Name:
Title: President

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