

CORPORATE OFFICE PROPERTIES TRUST  
Form 10-Q  
May 10, 2007

**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 AND EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2007**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND 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)

**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 is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  Yes  No

On April 27, 2007, 47,069,523 shares of the Company's Common Shares of Beneficial Interest, \$0.01 par value, were issued.

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**PART I: FINANCIAL INFORMATION****ITEM 1. Financial Statements**

**Corporate Office Properties Trust and Subsidiaries**  
**Consolidated Balance Sheets**  
(Dollars in thousands)  
(unaudited)

|   | March 31,<br>2007   | December 31,<br>2006 |
|---|---------------------|----------------------|
| <b>Assets</b>   |                     |                      |
| Investment in real estate:  |                     |                      |
| Operating properties, net   | \$ 2,080,310        | \$ 1,812,883         |
| Property held for sale, net   | 14,573              |                      |
| Projects under construction or development  | 379,294             | 298,427              |
| Total commercial real estate properties, net  | 2,474,177           | 2,111,310            |
| Cash and cash equivalents   | 22,003              | 7,923                |
| Restricted cash   | 19,030              | 52,856               |
| Accounts receivable, net  | 24,478              | 26,367               |
| Deferred rent receivable  | 44,294              | 41,643               |
| Intangible assets on real estate acquisitions, net  | 131,934             | 87,325               |
| Deferred charges, net   | 45,496              | 43,710               |
| Prepaid and other assets  | 53,311              | 48,467               |
| <b>Total assets</b>   | <b>\$ 2,814,723</b> | <b>\$ 2,419,601</b>  |
| <b>Liabilities and shareholders' equity</b>   |                     |                      |
| Liabilities:  |                     |                      |
| Mortgage and other loans payable  | \$ 1,515,183        | \$ 1,298,537         |
| 3.5% Exchangeable Senior Notes  | 200,000             | 200,000              |
| Accounts payable and accrued expenses   | 61,131              | 68,190               |
| Rents received in advance and security deposits   | 25,127              | 20,237               |
| Dividends and distributions payable   | 20,687              | 19,164               |
| Deferred revenue associated with acquired operating leases  | 14,607              | 11,120               |
| Distributions in excess of investment in unconsolidated real estate joint venture   | 3,797               | 3,614                |
| Fair value of derivatives   | 556                 | 308                  |
| Other liabilities   | 8,395               | 7,941                |
| Total liabilities   | 1,849,483           | 1,629,111            |
| Minority interests:   |                     |                      |
| Common units in the Operating Partnership   | 118,614             | 104,934              |
| Preferred units in the Operating Partnership  | 8,800               | 8,800                |
| Other consolidated real estate joint ventures   | 2,408               | 2,453                |
| Total minority interests  | 129,822             | 116,187              |
| Commitments and contingencies (Note 20)   |                     |                      |
| Shareholders' equity:   |                     |                      |
| Preferred Shares of beneficial interest (\$0.01 par value; shares authorized of 15,000,000, issued and outstanding of 8,121,667 at March 31, 2007 and 7,590,000 at December 31, 2006 (Note 13)) | 81                  | 76                   |
| Common Shares of beneficial interest (\$0.01 par value; 75,000,000 shares authorized, shares issued and outstanding of 46,879,852 at March 31, 2007 and 42,897,639 at December 31, 2006)        | 469                 | 429                  |
| Additional paid-in capital  | 932,287             | 758,032              |
| Cumulative distributions in excess of net income  | (96,516)            | (83,541)             |
| Accumulated other comprehensive loss  | (903)               | (693)                |
| Total shareholders' equity  | 835,418             | 674,303              |
| <b>Total liabilities and shareholders' equity</b>   | <b>\$ 2,814,723</b> | <b>\$ 2,419,601</b>  |

See accompanying notes to consolidated financial statements.

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

|  | <b>For the Three Months<br/>Ended March 31,</b> |                 |
|--|---|-----------------|
|  | <b>2007</b>                                     | <b>2006</b>     |
| <b>Revenues</b>  |   |                 |
| Rental revenue   | \$ 75,882                                       | \$ 60,562       |
| <b>Tenant recoveries and other</b>   |   |                 |
| real estate operations revenue   | 13,793  | 8,660           |
| Construction contract revenues   | 8,691   | 14,544          |
| Other service operations revenues  | 1,386   | 1,765           |
| <b>Total revenues</b>  | <b>99,752</b>                                   | <b>85,531</b>   |
| <b>Expenses</b>  |   |                 |
| Property operating expenses  | 31,748  | 21,061          |
| Depreciation and other amortization<br>associated with real estate operations  | 26,569  | 18,672          |
| Construction contract expenses   | 8,483   | 14,026          |
| Other service operations expenses  | 1,405   | 1,678           |
| General and administrative expenses  | 4,614   | 3,963           |
| <b>Total operating expenses</b>  | <b>72,819</b>                                   | <b>59,400</b>   |
| Operating income   | 26,933  | 26,131          |
| Interest expense   | (19,876)  | (17,029)        |
| Amortization of deferred financing costs   | (884)   | (556)           |
| Income from continuing operations before equity in loss of unconsolidated entities,<br>income taxes and minority interests | 6,173   | 8,546           |
| Equity in loss of unconsolidated entities  | (94)  | (23)            |
| Income tax expense   | (105)   | (215)           |
| Income from continuing operations before minority interests  | 5,974   | 8,308           |
| <b>Minority interests in income from continuing operations</b>   |   |                 |
| Common units in the Operating Partnership  | (308)   | (826)           |
| Preferred units in the Operating Partnership   | (165)   | (165)           |
| Other consolidated entities  | 47  | 33              |
| Income from continuing operations  | 5,548   | 7,350           |
| (Loss) income from discontinued operations, net of minority interests  | (1)   | 2,477           |
| Income before gain on sales of real estate   | 5,547   | 9,827           |
| Gain on sales of real estate, net  |   | 110             |
| <b>Net income</b>  | <b>5,547</b>                                    | <b>9,937</b>    |
| Preferred share dividends  | (3,993)   | (3,654)         |
| <b>Net income available to common shareholders</b>   | <b>\$ 1,554</b>                                 | <b>\$ 6,283</b> |
| <b>Basic earnings per common share</b>   |   |                 |
| Income from continuing operations  | \$ 0.03   | \$ 0.10         |
| Discontinued operations  |   | 0.06            |
| Net income available to common shareholders  | \$ 0.03   | \$ 0.16         |
| <b>Diluted earnings per common share</b>   |   |                 |
| Income from continuing operations  | \$ 0.03   | \$ 0.09         |
| Discontinued operations  |   | 0.06            |
| Net income available to common shareholders  | \$ 0.03   | \$ 0.15         |

See accompanying notes to consolidated financial statements.



## Corporate Office Properties Trust and Subsidiaries

## Consolidated Statements of Cash Flows

(Dollars in thousands)

(unaudited)

|   | For the Three Months<br>Ended March 31, |           |
|---|---|-----------|
|   | 2007                                    | 2006      |
| <b>Cash flows from operating activities</b>                                       |   |           |
| Net income  | \$ 5,547                                | \$ 9,937  |
| Adjustments to reconcile net income to net cash provided by operating activities: |   |           |
| Minority interests  | 426                                     | 1,538     |
| Depreciation and other amortization   | 26,626                                  | 19,337    |
| Amortization of deferred financing costs  | 884                                     | 559       |
| Amortization of deferred market rental revenue                                    | (511 )                                  | (556 )    |
| Equity in loss of unconsolidated entities   | 94                                      | 23        |
| Gain on sales of real estate  |   | (2,571 )  |
| Share-based compensation  | 1,340                                   | 642       |
| Excess income tax benefits from share-based compensation                          | (865 )                                  | (258 )    |
| Changes in operating assets and liabilities:                                      |   |           |
| Increase in deferred rent receivable  | (2,651 )                                | (2,198 )  |
| Decrease (increase) in accounts receivable  | 1,889                                   | (1,123 )  |
| Decrease in restricted cash and prepaid and other assets                          | 1,349                                   | 5,152     |
| Decrease in accounts payable, accrued expenses and other liabilities              | (4,005 )                                | (2,637 )  |
| Increase in rents received in advance and security deposits                       | 4,890                                   | 1,620     |
| Other   | (25 )                                   | (79 )     |
| Net cash provided by operating activities   | 34,988                                  | 29,386    |
| <b>Cash flows from investing activities</b>                                       |   |           |
| Purchases of and additions to commercial real estate properties                   | (187,966 )                              | (38,267 ) |
| Proceeds from sales of properties   |   | 28,217    |
| Investments in and advances to unconsolidated entities                            |   | (190 )    |
| Acquisition of partner interests in consolidated joint ventures                   |   | (3,016 )  |
| Distributions from unconsolidated entities  | 89                                      | 113       |
| Leasing costs paid  | (4,059 )                                | (1,984 )  |
| Decrease in restricted cash associated with investing activities                  | 13,858                                  | 218       |
| Other   | (5,951 )                                | (175 )    |
| Net cash used in investing activities   | (184,029 )                              | (15,084 ) |
| <b>Cash flows from financing activities</b>                                       |   |           |
| Proceeds from mortgage and other loans payable                                    | 188,090                                 | 47,905    |
| Repayments of mortgage and other loans payable                                    | (10,380 )                               | (36,559 ) |
| Deferred financing costs paid   | (507 )                                  | (49 )     |
| Distributions paid to partners in consolidated joint ventures                     |   | (787 )    |
| Net proceeds from issuance of common shares                                       | 5,120                                   | 1,581     |
| Dividends paid  | (16,931 )                               | (14,721 ) |
| Distributions paid  | (2,787 )                                | (2,553 )  |
| Excess income tax benefits from share-based compensation                          | 865                                     | 258       |
| Other   | (349 )                                  | 8         |
| Net cash provided by (used in) financing activities                               | 163,121                                 | (4,917 )  |
| Net increase in cash and cash equivalents   | 14,080                                  | 9,385     |
| <b>Cash and cash equivalents</b>  |   |           |
| Beginning of period   | 7,923                                   | 10,784    |
| End of period   | \$ 22,003                               | \$ 20,169 |

See accompanying notes to consolidated financial statements.





**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 ) is a fully-integrated and self-managed real estate investment trust ( REIT ) that focuses on the acquisition, development, ownership, management and leasing of primarily Class A suburban office properties in the Greater Washington, D.C. region and other select submarkets. We also have a core customer expansion strategy that is built on meeting, through acquisitions and development, the multi-location requirements of our strategic tenants. As of March 31, 2007, our investments in real estate included the following:

- 226 wholly owned operating properties in our portfolio totaling 17.4 million square feet;
- 17 wholly owned properties under construction or development that we estimate will total approximately 1.9 million square feet upon completion and two wholly owned office properties totaling approximately 129,000 square feet that were under redevelopment;
- wholly owned land parcels totaling 1,254 acres that we believe are potentially developable into approximately 10.3 million square feet; and
- partial ownership interests in a number of other real estate projects in operations or under development or redevelopment.

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 March 31, 2007 follows:

|                          |                                  |
|--------------------------|----------------------------------|
| Common Units             | 84%                              |
| 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% (issued on January 9, 2007) |

Two of our trustees also controlled, either directly or through ownership by other entities or family members, 13% of the Operating Partnership 's common units.

In addition to owning interests in real estate, the Operating Partnership also owns 100% of Corporate Office Management, Inc. ( COMI ) and owns, either directly or through COMI, 100% of the consolidated subsidiaries that are set forth below (collectively defined as the Service Companies ):

| Entity Name   | Type of Service Business     |
|---|------------------------------|
| COPT Property Management Services, LLC ( CPM )        | Real Estate Management       |
| COPT Development & Construction Services, LLC ( CDC ) | Construction and Development |
| Corporate Development Services, LLC ( CDS )           | Construction and Development |
| COPT Environmental Systems, LLC ( CES )               | Heating and Air Conditioning |

Most of the services that CPM provides are for us. CDC, CDS and CES provide services to us and to third parties.

2. **Basis of Presentation**

The accompanying unaudited interim Consolidated Financial Statements have been prepared in accordance with the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and disclosures required by accounting principles generally accepted in the United States for complete Consolidated Financial

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Statements are not included herein. These interim financial statements should be read together with the financial statements and notes thereto included in our 2006 Annual Report on Form 10-K. The interim financial statements on the previous pages reflect all adjustments that we believe are necessary for the fair statement of our financial position and results of operations for the interim periods presented. These adjustments are of a normal recurring nature. The results of operations for such interim periods are not necessarily indicative of the results for a full year.

### 3. Earnings Per Share ( EPS )

We present both basic and diluted EPS. We compute basic EPS by dividing net income available to common shareholders by the weighted average number of 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 of securities into common shares that were added to the denominator.

Our computation of diluted EPS does not assume conversion of securities into our common shares if conversion of those securities would increase our diluted EPS in a given period. A summary of the numerator and denominator for purposes of basic and diluted EPS calculations is set forth below (dollars and shares in thousands, except per share data):

|  | <b>For the Three Months Ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2007</b>                                 | <b>2006</b> |
| <b>Numerator:</b>  |   |             |
| Income from continuing operations  | \$ 5,548                                    | \$ 7,350    |
| Add: Gain on sales of real estate, net   |   | 110         |
| Less: Preferred share dividends  | (3,993 )                                    | (3,654 )    |
| Numerator for basic and diluted EPS from continuing operations                     | 1,555                                       | 3,806       |
| (Loss) income from discontinued operations, net                                    | (1 )  | 2,477       |
| Numerator for basic and diluted EPS on net income available to common shareholders | \$ 1,554                                    | \$ 6,283    |
| <b>Denominator (all weighted averages):</b>  |   |             |
| Denominator for basic EPS (common shares)  | 45,678                                      | 39,668      |
| Dilutive effect of share-based compensation awards                                 | 1,465                                       | 1,842       |
| Denominator for diluted EPS  | 47,143                                      | 41,510      |
| <b>Basic EPS:</b>  |   |             |
| Income from continuing operations  | \$ 0.03                                     | \$ 0.10     |
| Income from discontinued operations  |   | 0.06        |
| Net income available to common shareholders  | \$ 0.03                                     | \$ 0.16     |
| <b>Diluted EPS:</b>  |   |             |
| Income from continuing operations  | \$ 0.03                                     | \$ 0.09     |
| Income from discontinued operations  |   | 0.06        |
| Net income available to common shareholders  | \$ 0.03                                     | \$ 0.15     |

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:

|   | <b>Weighted Average Shares in<br/>Denominator<br/>For the Three Months Ended<br/>March 31,</b> |             |
|---|--|-------------|
|   | <b>2007</b>  | <b>2006</b> |
| Conversion of weighted average common units                 | 8,411  | 8,520       |
| Conversion of weighted average convertible preferred units  | 176  | 176         |
| Conversion of weighted average convertible preferred shares | 395  |             |

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 the period over which the notes were outstanding was less than \$54.30.

#### 4. Recent Accounting Pronouncements

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109 ( FIN 48 ). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. Our adoption of FIN 48 did not have a material effect on our financial position, results of operations or cash flows.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ( SFAS 157 ). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. The Statement does not require any new fair value measurements but does apply under other accounting pronouncements that require or permit fair value measurements. The changes to current practice resulting from the Statement relate to the definition of fair value, the methods used to measure fair value and the expanded disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years, with earlier application encouraged. We do not expect that the adoption of this Statement will have a material effect on our financial position, results of operations or cash flows.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ). SFAS 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We are currently assessing the impact of SFAS 159 on our consolidated financial position and results of operations.

#### 5. Commercial Real Estate Properties

Operating properties consisted of the following:

|                                | <b>March 31,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|--------------------------------|---------------------------|------------------------------|
| Land                           | \$ 409,859                | \$ 343,098                   |
| Buildings and improvements     | 1,904,154                 | 1,689,359                    |
|                                | 2,314,013                 | 2,032,457                    |
| Less: accumulated depreciation | (233,703 )                | (219,574 )                   |
|                                | \$ 2,080,310              | \$ 1,812,883                 |

At March 31, 2007, 429 Ridge Road, an office property located in Dayton, New Jersey that we were under contract to sell for \$17,000, was classified as held for sale (Dayton, New Jersey is located in the Northern/Central New Jersey Region). We expect to complete the sale of this property by January 2008. The components associated with 429 Ridge Road as of March 31, 2007 included the following:

|                                |                           |
|--------------------------------|---------------------------|
|                                | <b>March 31,<br/>2007</b> |
| Land                           | \$ 2,932                  |
| Buildings and improvements     | 14,588                    |
|                                | 17,520                    |
| Less: accumulated depreciation | (2,947 )                  |
|                                | \$ 14,573                 |

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

|                          |                           |                              |
|--------------------------|---------------------------|------------------------------|
|                          | <b>March 31,<br/>2007</b> | <b>December 31,<br/>2006</b> |
| Land                     | \$ 193,715                | \$ 153,436                   |
| Construction in progress | 185,579                   | 144,991                      |
|                          | \$ 379,294                | \$ 298,427                   |

#### 2007 Acquisitions

On January 9 and 10, 2007, we completed a series of transactions that resulted in the acquisition of 56 operating properties totaling approximately 2.4 million square feet and land parcels totaling 187 acres. We refer to these transactions collectively as the Nottingham Acquisition. All of the acquired properties are located in Maryland, with 36 of the operating properties, totaling 1.6 million square feet, and land parcels totaling 175 acres, located in White Marsh, Maryland (located in the Suburban Baltimore region) and the remaining properties and land parcels located in other regions in Northern Baltimore County and the Baltimore/Washington Corridor. We believe that the land parcels can support at least 2.0 million developable square feet. We completed the Nottingham Acquisition for an aggregate cost of \$366,830. The table below sets forth the allocation of the acquisition costs of the Nottingham Acquisition:

|  |            |
|--|------------|
| Land, operating properties                                 | \$ 69,322  |
| Land, construction or development                          | 37,789     |
| Building and improvements                                  | 211,194    |
| Intangible assets on real estate acquisitions              | 53,214     |
| Total assets   | 371,519    |
| Deferred revenue associated with acquired operating leases | (4,689 )   |
| Total acquisition cost                                     | \$ 366,830 |

Intangible assets recorded in connection with the Nottingham Acquisition include the following:

|   |             |  |
|---|-------------|--|
|   | <b>Cost</b> | <b>Weighted<br/>Average<br/>Amortization<br/>Period (in<br/>Years)</b> |
| Tenant relationship value                   | \$ 25,778   | 8  |
| Lease-up value                              | 19,425      | 4  |
| Lease cost portion of deemed cost avoidance | 4,206       | 5  |
| Lease to market value                       | 3,805       | 4  |
|   | \$ 53,214   | 6  |

#### 2007 Construction and Development Activities

**As of March 31, 2007, we had construction underway on four new buildings in the Baltimore/Washington Corridor (including one partially operational property owned through a 50% joint venture), two in Colorado Springs, Colorado and one each in Suburban Baltimore, Southwest Virginia and Chesterfield, Virginia. We also had development activities underway on five new buildings located in the Baltimore/Washington Corridor (including one owned through a joint venture), two in Suburban Baltimore, two in Suburban Maryland and one each**





**in King George County, Virginia and Colorado Springs, Colorado (we owned a 50% undivided interest in the Colorado Springs property until April 6, 2007, when we purchased the remaining 50%). In addition, we had redevelopment underway on two wholly owned existing buildings (one is located in the Baltimore/Washington Corridor and the other in Colorado Springs, Colorado) and two buildings owned by a joint venture (one is located in Northern Virginia and the other in the Baltimore/Washington Corridor).**

## 6. Real Estate Joint Ventures

During the three months ended March 31, 2007, 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>March 31,<br>2007 | December 31,<br>2006 | Date<br>Acquired | Owner-<br>ship | Nature of<br>Activity    | Total<br>Assets at<br>3/31/2007 | Maximum<br>Exposure<br>to Loss (1) |
|---|--|----------------------|------------------|----------------|--------------------------|---------------------------------|------------------------------------|
| Harrisburg Corporate Gateway Partners, L.P. | \$(3,797)(2)                               | \$(3,614)(2)         | 9/29/2005        | 20%            | Operates 16 buildings(3) | \$75,190                        |                                    |

(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.

(2) The carrying amount of our investment in this joint venture was lower than our share of the equity in the joint venture by \$4,860 at March 31, 2007 and \$5,072 at December 31, 2006 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.

(3) This joint venture's properties are located in Greater Harrisburg, Pennsylvania.

The following table sets forth condensed balance sheets for Harrisburg Corporate Gateway Partners, L.P.:

|                                      | March 31,<br>2007 | December 31,<br>2006 |
|--------------------------------------|-------------------|----------------------|
| Commercial real estate property      | \$ 72,199         | \$ 72,688            |
| Other assets                         | 2,991             | 3,207                |
| Total assets                         | \$ 75,190         | \$ 75,895            |
| Liabilities                          | \$ 68,149         | \$ 67,350            |
| Owners' equity                       | 7,041             | 8,545                |
| Total liabilities and owners' equity | \$ 75,190         | \$ 75,895            |

The following table sets forth a combined condensed statement of operations for Harrisburg Corporate Gateway Partners, L.P. for the three months ended March 31, 2007:

|                                       |           |
|---------------------------------------|-----------|
| Revenues                              | \$ 2,444  |
| Property operating expenses           | (960 )    |
| Interest expense                      | (1,138 )  |
| Depreciation and amortization expense | (867 )    |
| Net loss                              | \$ (521 ) |

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Our investments in consolidated real estate joint ventures included the following:

|                                | Date<br>Acquired | Ownership<br>% at<br>3/31/2007 | Nature of<br>Activity           | Total<br>Assets at<br>3/31/2007 | Collateralized<br>Assets at<br>3/31/2007 |
|--------------------------------|------------------|--------------------------------|---------------------------------|---------------------------------|--|
| COPT Opportunity Invest I, LLC | 12/20/2005       | 92.5%                          | Redeveloping two properties (1) | \$ 44,919                       | \$                                       |
| Commons Office 6-B, LLC        | 2/10/2006        | 50.0%                          | Developing land parcel (2)      | 7,466                           | 7,430                                    |
| MOR Forbes 2 LLC               | 12/24/2002       | 50.0%                          | Operates one building (3)       | 4,074                           | 3,697                                    |
| COPT-FD Indian Head, LLC       | 10/23/2006       | 75.0%                          | Developing land parcel (4)      | 3,003                           |  |
|                                |                  |                                |                                 | \$ 59,462                       | \$ 11,127                                |

- (1) This joint venture owns one property in the Northern Virginia region and one in the Baltimore/Washington Corridor region.
- (2) This joint venture's property is located in Hanover, Maryland (located in the Baltimore/Washington Corridor region).
- (3) This joint venture's property is located in Lanham, Maryland (located in the Suburban Maryland region).
- (4) This joint venture's property is located in Charles County, Maryland (located in our other business segment).

Our commitments and contingencies pertaining to our real estate joint ventures are disclosed in Note 20.

#### 7. Intangible Assets on Real Estate Acquisitions

Intangible assets on real estate acquisitions consisted of the following:

|   | March 31, 2007           |                             |                        | December 31, 2006        |                             |                        |
|---|--------------------------|-----------------------------|------------------------|--------------------------|-----------------------------|------------------------|
|   | Gross Carrying<br>Amount | Accumulated<br>Amortization | Net Carrying<br>Amount | Gross Carrying<br>Amount | Accumulated<br>Amortization | Net Carrying<br>Amount |
| Lease-up value                                    | \$ 125,144               | \$ 43,900                   | \$ 81,244              | \$ 105,719               | \$ 38,279                   | \$ 67,440              |
| Tenant relationship<br>value                      | 35,149                   | 2,691                       | 32,458                 | 9,371                    | 1,178                       | 8,193                  |
| Lease cost portion of<br>deemed<br>cost avoidance | 17,086                   | 6,591                       | 10,495                 | 12,880                   | 5,819                       | 7,061                  |
| Lease to market value                             | 14,428                   | 7,869                       | 6,559                  | 10,623                   | 7,178                       | 3,445                  |
| Market concentration<br>premium                   | 1,333                    | 155                         | 1,178                  | 1,333                    | 147                         | 1,186                  |
|   | \$ 193,140               | \$ 61,206                   | \$ 131,934             | \$ 139,926               | \$ 52,601                   | \$ 87,325              |

Amortization of the intangible asset categories set forth above totaled \$8,628 in the three months ended March 31, 2007 and \$5,017 in the three months ended March 31, 2006. The approximate weighted average amortization periods of the categories set forth below follow: lease-up value: nine years; tenant relationship value: eight years; lease cost portion of deemed cost avoidance: six years; lease to market value: five years; and market concentration premium: 35 years. The approximate weighted average amortization period for all of the categories combined is nine years. Estimated amortization expense associated with the intangible asset categories set forth above for the nine months ended December 31, 2007 is \$20.1 million, for 2008 is \$21.8 million, for 2009 is \$19.1 million, for 2010 is \$14.8 million, for 2011 is \$11.9 million and for 2012 is \$9.6 million.

#### 8. Deferred Charges

Deferred charges consisted of the following:

| March 31,<br>2007 | December 31,<br>2006 |
|-------------------|----------------------|
|-------------------|----------------------|

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|                          |           |           |
|--------------------------|-----------|-----------|
| Deferred leasing costs   | \$ 55,716 | \$ 52,263 |
| Deferred financing costs | 28,837    | 28,275    |
| Goodwill                 | 1,853     | 1,853     |
| Deferred other           | 155       | 155       |
|                          | 86,561    | 82,546    |
| Accumulated amortization | (41,065 ) | (38,836 ) |
| Deferred charges, net    | \$ 45,496 | \$ 43,710 |

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**9. Accounts Receivable**

Our accounts receivable are reported net of an allowance for bad debts of \$286 at March 31, 2007 and \$252 at December 31, 2006.

**10. Prepaid and Other Assets**

Prepaid and other assets consisted of the following:

|  | March 31,<br>2007 | December 31,<br>2006 |
|--|-------------------|----------------------|
| Construction contract costs incurred in excess of billings | \$ 19,194         | \$ 18,324            |
| Furniture, fixtures and equipment                          | 10,587            | 10,495               |
| Prepaid expenses   | 7,714             | 9,059                |
| Other assets   | 15,816            | 10,589               |
| Prepaid and other assets                                   | \$ 53,311         | \$ 48,467            |

**11. Debt**

Our debt consisted of the following:

|   | Maximum                                       |                                  |                   | Stated Interest Rates at |  | Scheduled Maturity Dates at |          |
|---|---|----------------------------------|-------------------|--------------------------|--|-----------------------------|----------|
|   | Principal Amount Under Debt at March 31, 2007 | Carrying Value at March 31, 2007 | December 31, 2006 | March 31, 2007           |  | March 31, 2007              |          |
| <b>Mortgage and other loans payable:</b>      |   |                                  |                   |                          |  |                             |          |
| <u>Revolving Credit Facility</u>              |   |                                  |                   |                          |  |                             |          |
| Wachovia Bank, N.A. Revolving Credit Facility | \$ 500,000                                    | \$ 264,000                       | \$ 185,000        | LIBOR + 1.15% to 1.55%   |  | March 2008 (1)              |          |
| <u>Mortgage Loans</u>                         |   |                                  |                   |                          |  |                             |          |
| Fixed rate mortgage loans (2)                 | N/A   | 1,048,913                        | 1,020,619         | 5.20% 9.48% (3)          |  | 2007                        | 2034 (4) |
| Variable rate construction loan facilities    | 122,447                                       | 76,324                           | 56,079            | LIBOR + 1.40% to 2.20%   |  | 2007                        | 2008 (5) |
| Other variable rate mortgage loans            | N/A   | 123,615                          | 34,500            | LIBOR + 1.20% to 1.50%   |  | 2007 (6)                    |          |
| Total mortgage loans                          |   | 1,248,852                        | 1,111,198         |                          |  |                             |          |
| <u>Note payable</u>                           |   |                                  |                   |                          |  |                             |          |
| Unsecured seller notes                        | N/A   | 2,331                            | 2,339             | 0% 5.95%                 |  | 2007-2008                   |          |
| Total mortgage and other loans payable        |   | 1,515,183                        | 1,298,537         |                          |  |                             |          |
| 3.5% Exchangeable Senior Notes                | N/A   | 200,000                          | 200,000           | 3.50%                    |  | September 2026(7)           |          |
| Total debt                                    |   | \$ 1,715,183                     | \$ 1,498,537      |                          |  |                             |          |

(1) The Revolving Credit Facility may be extended for a one-year period, subject to certain conditions.

(2) Several of the fixed rate mortgages carry interest rates that were above or below market rates upon assumption and therefore are recorded at their fair value based on applicable effective interest rates. The carrying values of these loans reflect net premiums totaling \$839 at March 31, 2007 and \$210 at December 31, 2006.

(3) The weighted average interest rate on these loans was 6.05% at March 31, 2007.

(4) A loan with a balance of \$4,874 at March 31, 2007 that matures in 2034 may be repaid in March 2014, subject to certain conditions.

(5) At March 31, 2007, \$53,505 in loans scheduled to mature in 2008 may be extended for a one-year period, subject to certain conditions.

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- (6) At March 31, 2007, a \$34,500 loan scheduled to mature in 2007 may be extended for a one-year period, subject to certain conditions.
- (7) Refer to our 2006 Annual Report on Form 10-K for descriptions of provisions for early redemption and repurchase of these notes.

We capitalized interest costs of \$4,132 in the three months ended March 31, 2007 and \$3,130 in three months ended March 31, 2006.

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**12. Derivatives**

The following table sets forth our derivative contracts at March 31, 2007 and their respective fair values:

| Nature of Derivative | Notional Amount | One-Month LIBOR base | Effective Date | Expiration Date | Fair Value at March 31, 2007 | December 31, 2006 |
|----------------------|-----------------|----------------------|----------------|-----------------|------------------------------|-------------------|
| Interest rate swap   | \$ 50,000       | 5.0360               | % 3/28/2006    | 3/30/2009       | \$ (174 )                    | \$ (42 )          |
| Interest rate swap   | 25,000          | 5.2320               | % 5/1/2006     | 5/1/2009        | (191 )                       | (133 )            |
| Interest rate swap   | 25,000          | 5.2320               | % 5/1/2006     | 5/1/2009        | (191 )                       | (133 )            |
|                      |                 |                      |                |                 | \$ (556 )                    | \$ (308 )         |

We designated these derivatives as cash flow hedges. These contracts hedge the risk of changes in interest rates on certain of our one-month LIBOR-based variable rate borrowings until their respective maturities.

The table below sets forth our accounting application of changes in derivative fair values:

|  | For the Three Months Ended |        |
|--|----------------------------|--------|
|  | March 31, 2007             | 2006   |
| (Decrease) increase in fair value applied to accumulated other comprehensive loss and minority interests | \$ (248 )                  | \$ 110 |

**13. Shareholders Equity****Preferred Shares**

Preferred shares of beneficial interest ( preferred shares ) consisted of the following:

|   | March 31, 2007 | December 31, 2006 |
|---|----------------|-------------------|
| 2,200,000 designated as Series G Cumulative Redeemable Preferred Shares of beneficial interest (2,200,000 shares issued with an aggregate liquidation preference of \$55,000)         | \$ 22          | \$ 22             |
| 2,000,000 designated as Series H Cumulative Redeemable Preferred Shares of beneficial interest (2,000,000 shares issued with an aggregate liquidation preference of \$50,000)         | 20             | 20                |
| 3,390,000 designated as Series J Cumulative Redeemable Preferred Shares of beneficial interest (3,390,000 shares issued with an aggregate liquidation preference of \$84,750)         | 34             | 34                |
| 531,667 designated as Series K Cumulative Redeemable Convertible Preferred Shares of beneficial interest (531,667 shares issued with an aggregate liquidation preference of \$26,583) | 5              |                   |
| Total preferred shares  | \$ 81          | \$ 76             |

We issued the Series K Cumulative Redeemable Convertible Preferred Shares of beneficial interest (the Series K Preferred Shares ) in the Nottingham Acquisition at a value of, and liquidation preference equal to, \$50 per share. The Series K Preferred Shares are nonvoting, redeemable for cash at \$50 per share at our option on or after January 9, 2017, and are convertible, subject to certain conditions, into common shares on the basis of 0.8163 common shares for each preferred share, in accordance with the terms of the Articles Supplementary describing the Series K Preferred Shares. Holders of the Series K Preferred Shares are entitled to cumulative dividends, payable quarterly (as and if declared by our Board of Trustees). Dividends accrue from the date of issue at the annual rate of \$2.80 per share, which is equal to 5.6% of the \$50 per share liquidation preference.

**Common Shares**

In connection with the Nottingham Acquisition in January 2007, we issued 3,161,000 common shares at a value of \$49.57 per share.

During the three months ended March 31, 2007, we converted 221,350 common units in our Operating Partnership into common shares on the basis of one common share for each common unit.

See Note 17 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 AOCL component of shareholders' equity:

|  | <b>For the Three Months<br/>Ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2007</b>                                     | <b>2006</b> |
| Beginning balance  | \$ (693 )                                       | \$ (482 )   |
| Unrealized (loss) gain on derivatives, net of minority interests | (223 )  | 90          |
| Realized loss on derivatives, net of minority interests          | 13  | 12          |
| Ending balance   | \$ (903 )                                       | \$ (380 )   |

The table below sets forth our comprehensive income:

|  | <b>For the Three Months<br/>Ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2007</b>                                     | <b>2006</b> |
| Net income   | \$ 5,547  | \$ 9,937    |
| Unrealized (loss) gain on derivatives, net of minority interests | (223 )  | 90          |
| Realized loss on derivatives, net of minority interests          | 13  | 12          |
| Total comprehensive income                                       | \$ 5,337  | \$ 10,039   |



**14. Dividends and Distributions**

The following table summarizes our dividends and distributions when either the payable dates or record dates occurred during the three months ended March 31, 2007:

|                                   | Record Date       | Payable Date     | Dividend/<br>Distribution Per<br>Share/Unit | Total Dividend/<br>Distribution |
|-----------------------------------|-------------------|------------------|---|---------------------------------|
| <b>Series G Preferred Shares:</b> |                   |                  |   |                                 |
| Fourth Quarter 2006               | December 29, 2006 | January 17, 2007 | \$ 0.5000                                   | \$ 1,100                        |
| First Quarter 2007                | March 30, 2007    | April 17, 2007   | \$ 0.5000                                   | \$ 1,100                        |
| <b>Series H Preferred Shares:</b> |                   |                  |   |                                 |
| Fourth Quarter 2006               | December 29, 2006 | January 17, 2007 | \$ 0.4688                                   | \$ 938                          |
| First Quarter 2007                | March 30, 2007    | April 17, 2007   | \$ 0.4688                                   | \$ 938                          |
| <b>Series J Preferred Shares:</b> |                   |                  |   |                                 |
| Fourth Quarter 2006               | December 29, 2006 | January 17, 2007 | \$ 0.4766                                   | \$ 1,616                        |
| First Quarter 2007                | March 30, 2007    | April 17, 2007   | \$ 0.4766                                   | \$ 1,616                        |
| <b>Series K Preferred Shares:</b> |                   |                  |   |                                 |
| First Quarter 2007                | March 30, 2007    | April 17, 2007   | \$ 0.7466                                   | \$ 397                          |
| <b>Common Shares:</b>             |                   |                  |   |                                 |
| Fourth Quarter 2006               | December 29, 2006 | January 17, 2007 | \$ 0.3100                                   | \$ 13,292                       |
| First Quarter 2007                | March 30, 2007    | April 17, 2007   | \$ 0.3100                                   | \$ 14,529                       |
| <b>Series I Preferred Units:</b>  |                   |                  |   |                                 |
| Fourth Quarter 2006               | December 29, 2006 | January 17, 2007 | \$ 0.4688                                   | \$ 165                          |
| First Quarter 2007                | March 30, 2007    | April 17, 2007   | \$ 0.4688                                   | \$ 165                          |
| <b>Common Units:</b>              |                   |                  |   |                                 |
| Fourth Quarter 2006               | December 29, 2006 | January 17, 2007 | \$ 0.3100                                   | \$ 2,622                        |
| First Quarter 2007                | March 30, 2007    | April 17, 2007   | \$ 0.3100                                   | \$ 2,554                        |

**15. Supplemental Information to Statements of Cash Flows**

|  | For the Three Months Ended<br>March 31, |           |
|--|---|-----------|
|  | 2007                                    | 2006      |
| Supplemental schedule of non-cash investing and financing activities:  |   |           |
| Debt assumed in connection with acquisition of properties  | \$ 38,848                               | \$        |
| (Decrease) increase in accrued capital improvements and leasing costs  | \$ (2,600 )                             | \$ 6,307  |
| Amortization of discounts and premiums on mortgage loans to commercial real estate properties  | \$ 255                                  | \$ 45     |
| (Decrease) increase in fair value of derivatives applied to AOCL and minority interests  | \$ (248 )                               | \$ 110    |
| Issuance of common shares in connection with acquisition of properties   | \$ 156,691                              | \$        |
| Issuance of preferred shares in connection with acquisition of properties  | \$ 26,583                               | \$        |
| Restricted cash used in connection with acquisition of properties  | \$ 20,122                               | \$        |
| Adjustments to minority interests resulting from changes in ownership of Operating Partnership by COPT                                   | \$ 26,511                               | \$ 778    |
| Dividends/distribution payable   | \$ 20,687                               | \$ 16,878 |
| Decrease in minority interests and increase in shareholders' equity in connection with the conversion of common units into common shares | \$ 10,563                               | \$ 1,945  |



**16. Information by Business Segment**

As of March 31, 2007, 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 Northern/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, investments in unconsolidated entities and elimination entries required in consolidation. 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. Mary's<br>&<br>King<br>George<br>Counties | San<br>Antonio | Northern/<br>Central<br>New Jersey | Other      | Total        |
|--|--------------------------------------|----------------------|-----------------------|---------------------|----------------------|-------------------------|---|----------------|------------------------------------|------------|--------------|
| Three Months Ended                             |                                      |                      |                       |                     |                      |                         |   |                |                                    |            |              |
| March 31, 2007                                 |                                      |                      |                       |                     |                      |                         |   |                |                                    |            |              |
| Revenues                                       | \$ 43,837                            | \$ 17,172            | \$ 13,081             | \$ 3,595            | \$ 3,967             | \$ 2,506                | \$ 3,098                                      | \$ 1,781       | \$ 1,786                           | \$ (428)   | \$ 90,395    |
| Property operating expenses                    | 14,526                               | 6,328                | 5,771                 | 1,280               | 1,663                | 33                      | 771   | 359            | 697                                | 596        | 32,024       |
| NOI  | \$ 29,311                            | \$ 10,844            | \$ 7,310              | \$ 2,315            | \$ 2,304             | \$ 2,473                | \$ 2,327                                      | \$ 1,422       | \$ 1,089                           | \$ (1,024) | \$ 58,371    |
| Additions to commercial real estate properties | \$ 77,115                            | \$ 10,852            | \$ 261,734            | \$ 3,803            | \$ 496               | \$ 232                  | \$ 69   | \$ (34)        | \$ 254                             | \$ 25,421  | \$ 379,942   |
| Segment assets at March 31, 2007               | \$ 1,153,457                         | \$ 480,989           | \$ 462,330            | \$ 137,948          | \$ 117,496           | \$ 97,306               | \$ 96,884                                     | \$ 57,250      | \$ 44,486                          | \$ 166,577 | \$ 2,814,723 |
| Three Months Ended                             |                                      |                      |                       |                     |                      |                         |   |                |                                    |            |              |
| March 31, 2006                                 |                                      |                      |                       |                     |                      |                         |   |                |                                    |            |              |
| Revenues                                       | \$ 34,393                            | \$ 15,573            | \$ 7,357              | \$ 1,289            | \$ 3,553             | \$ 2,505                | \$ 2,988                                      | \$ 1,810       | \$ 2,893                           | \$ (182)   | \$ 72,179    |
| Property operating expenses                    | 10,369                               | 5,490                | 2,840                 | 491                 | 1,317                | 40                      | 691   | 333            | 985                                | (489)      | 22,067       |
| NOI  | \$ 24,024                            | \$ 10,083            | \$ 4,517              | \$ 798              | \$ 2,236             | \$ 2,465                | \$ 2,297                                      | \$ 1,477       | \$ 1,908                           | \$ 307     | \$ 50,112    |
| Additions to commercial real estate properties | \$ 31,563                            | \$ 3,123             | \$ 871                | \$ 5,833            | \$ 404               | \$ 338                  | \$ 311  | \$ 7,702       | \$ 587                             | \$ (268)   | \$ 50,464    |
| Segment assets at March 31, 2006               | \$ 925,067                           | \$ 462,441           | \$ 187,732            | \$ 69,086           | \$ 114,873           | \$ 99,029               | \$ 98,818                                     | \$ 51,570      | \$ 58,203                          | \$ 76,056  | \$ 2,142,875 |

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

|   | <b>For the Three Months<br/>Ended March 31,</b> |                  |
|---|---|------------------|
|   | <b>2007</b>                                     | <b>2006</b>      |
| Segment revenues  | \$ 90,395                                       | \$ 72,179        |
| Construction contract revenues                                    | 8,691   | 14,544           |
| Other service operations revenues                                 | 1,386   | 1,765            |
| Less: Revenues from discontinued real estate operations (Note 19) | (720 )  | (2,957 )         |
| <b>Total revenues</b>   | <b>\$ 99,752</b>                                | <b>\$ 85,531</b> |

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

|  | <b>For the Three Months<br/>Ended March 31,</b> |                  |
|--|---|------------------|
|  | <b>2007</b>                                     | <b>2006</b>      |
| Segment property operating expenses  | \$ 32,024                                       | \$ 22,067        |
| Less: Property operating expenses from discontinued real estate operations (Note 19) | (276 )  | (1,006 )         |
| <b>Total property operating expenses</b>   | <b>\$ 31,748</b>                                | <b>\$ 21,061</b> |

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

|  | <b>For the Three Months<br/>Ended March 31,</b> |                 |
|--|---|-----------------|
|  | <b>2007</b>                                     | <b>2006</b>     |
| NOI for reportable segments  | \$ 58,371                                       | \$ 50,112       |
| Construction contract revenues   | 8,691   | 14,544          |
| Other service operations revenues  | 1,386   | 1,765           |
| Equity in loss of unconsolidated entities                                  | (94 )   | (23 )           |
| Income tax expense   | (105 )  | (215 )          |
| Less:  |   |                 |
| Depreciation and other amortization associated with real estate operations | (26,569 )                                       | (18,672 )       |
| Construction contract expenses   | (8,483 )  | (14,026 )       |
| Other service operations expenses  | (1,405 )  | (1,678 )        |
| General and administrative expenses  | (4,614 )  | (3,963 )        |
| Interest expense on continuing operations                                  | (19,876 )                                       | (17,029 )       |
| Amortization of deferred financing costs                                   | (884 )  | (556 )          |
| Minority interests in continuing operations                                | (426 )  | (958 )          |
| NOI from discontinued operations   | (444 )  | (1,951 )        |
| <b>Income from continuing operations</b>                                   | <b>\$ 5,548</b>                                 | <b>\$ 7,350</b> |

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, amortization of deferred financing costs 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 expense, income taxes and minority interests because these items represent general corporate items not attributable to segments.

## 17. Share-Based Compensation

During the three months ended March 31, 2007, we granted to employees 226,660 options to purchase common shares with a weighted average exercise price of \$49.25 per share. All of these options vest in equal increments annually over a three-year period beginning on the first anniversary of the grant date provided that the employees remain employed by us, and they 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 weighted average assumptions we used in that model are set forth below:

|  |         |      |
|--|---------|------|
| Weighted average fair value per share option granted during the period | \$ 9.85 |      |
| Risk-free interest rate  | 4.61    | %(1) |
| Expected life (in years)   | 6.25    |      |
| Expected volatility  | 21.51   | %(2) |
| Expected annual dividend yield   | 3.27    | %(3) |

(1) Ranged from 4.53% to 4.91%.

(2) Ranged from 21.41% to 21.75%.

(3) Ranged from 3.21% to 3.35%.

During the three months ended March 31, 2007, 469,918 options to purchase common shares were exercised. The weighted average exercise price of these options was \$10.92 per share, and the total intrinsic value of options exercised was \$19,642.

During the three months ended March 31, 2007, certain employees were granted 128,776 restricted shares with a weighted average grant date fair value of \$50.57 per share. All of these shares are subject to forfeiture restrictions that lapse in equal increments annually over a three-year period beginning on the first anniversary of the grant date provided that the employees remain employed by us. During the three months ended March 31, 2007, forfeiture restrictions lapsed on 126,619 common shares previously issued to employees. These shares had a weighted average grant date fair value of \$21.97 per share, and the total fair value of the shares on the vesting date was \$6,514.

Expenses from share-based compensation are reflected in our Consolidated Statements of Operations as follows:

|   | For the<br>Three Months Ended<br>March 31, |        |
|---|--|--------|
|   | 2007                                       | 2006   |
| Increase in general and administrative expenses                         | \$ 879                                     | \$ 469 |
| Increase in construction contract and other service operations expenses | 354  | 144    |
| Share-based compensation expense  | 1,233                                      | 613    |
| Income taxes  | (35 )                                      | (17 )  |
| Minority interests  | (193 )                                     | (109 ) |
| Net share-based compensation expense                                    | \$ 1,005                                   | \$ 487 |

**18. Income Taxes**

COMI's provision for income tax expense consisted of the following:

|          | For the Three Months<br>Ended March 31, |        |
|----------|---|--------|
|          | 2007                                    | 2006   |
| Deferred |   |        |
| Federal  | \$ 86                                   | \$ 176 |
| State    | 19                                      | 39     |
| Total    | \$ 105                                  | \$ 215 |

Items contributing to temporary differences that lead to deferred taxes include net operating losses that are not deductible until future periods, depreciation and amortization, certain accrued compensation and compensation paid in the form of contributions to a deferred nonqualified compensation plan.

COMI's combined Federal and state effective tax rate was 39% for the three months ended March 31, 2007 and 2006.

**19. Discontinued Operations**

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

- the two Lakeview at the Greens properties that were sold on February 6, 2006;
- the 68 Culver Road property that was sold on March 8, 2006;
- the 710 Route 46 property that was sold on July 26, 2006;
- the 230 Schilling Circle property that was sold on August 9, 2006;
- the 7 Centre Drive property that was sold on August 30, 2006;
- the Brown's Wharf property that was sold on September 28, 2006; and
- the 429 Ridge Road property which, as of March 31, 2007, we were under contract to sell, and was classified as held for sale.

The table below sets forth the components of income from discontinued operations:

|  | For the Three Months<br>Ended March 31, |          |
|--|---|----------|
|  | 2007                                    | 2006     |
| Revenue from real estate operations  | \$ 720                                  | \$ 2,957 |
| Expenses from real estate operations:  |   |          |
| Property operating expenses  | 276                                     | 1,006    |
| Depreciation and amortization  | 57                                      | 665      |
| Interest expense   | 388                                     | 686      |
| Other  |   | 3        |
| Expenses from real estate operations   | 721                                     | 2,360    |
| Income from discontinued operations before gain on sales of real estate and minority interests | (1 )                                    | 597      |
| Gain on sales of real estate   |   | 2,435    |
| Minority interests in discontinued operations  |   | (555 )   |
| Income from discontinued operations, net of minority interests                                 | \$ (1 )                                 | \$ 2,477 |

## 20. Commitments and Contingencies

In the normal course of business, we are involved in legal actions arising from our ownership and administration of properties. Management does not anticipate that any liabilities that may result will have a materially adverse effect on our financial position, operations or liquidity. 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.

### Acquisitions

As of March 31, 2007, we were under contract to acquire the following properties:

- a parcel of land in Aberdeen, Maryland for \$10,000, of which we paid a deposit of \$100 in 2006; and
- the remaining 91 acres of land not yet acquired as part of the acquisition of the former Fort Ritchie United States Army base located in Cascade, Washington County, Maryland; we expect to make the following additional future cash payments to the seller for (1) the acquisition of the remaining 91 acres and (2) portions of the contract price on which payment was deferred by the contract: \$1,310 in 2007, \$1,000 in 2008 and \$155 in 2009. We could incur an additional cash obligation to the seller after that of up to \$4,000; this \$4,000 cash obligation is subject to reduction by an amount ranging between \$750 and \$4,000, with the amount of such reduction to be determined based on defined levels of (1) job creation resulting from the future development of the property and (2) future real estate taxes generated by the property. Following completion of this acquisition, we will be obligated to incur \$7,500 in development and construction costs for the property.

### Joint Ventures

As part of our obligations under the partnership agreement of Harrisburg Corporate Gateway Partners, LP, we may be required to make unilateral payments to fund rent shortfalls on behalf of a tenant that was in bankruptcy at the time the partnership was formed. Our total unilateral commitment under this guaranty is approximately \$153; the tenant's account was current as of March 31, 2007. We also agreed to indemnify the partnership's lender for 80% of any losses under standard nonrecourse loan guarantees (environmental indemnifications and guarantees against fraud and misrepresentation) during the period of time in which we manage the partnership's properties; we do not expect to incur any losses under these loan guarantees.

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 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, we would make additional cash capital contributions into newly-formed entities and our joint venture partner would contribute land into such entities. We will have a 50% interest in this joint venture relationship.

We may need 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 need to make even larger investments in these joint ventures.

In two of the consolidated joint ventures that we owned as of March 31, 2007, we would be obligated to acquire the other members' 50% interests in the joint ventures if defined events were to occur. The amounts we would need to pay for those membership interests are computed based on the amounts that the owners of the interests would receive under the joint venture agreements in the event that office properties owned by the joint ventures were sold for a capitalized fair value (as defined in the agreements) on a defined date. We estimate the aggregate amount we would need to pay for the other members' membership





interests in these joint ventures to be \$2,383; however, since the determination of this amount is dependent on the operations of the office properties, which are not both completed and sufficiently occupied, this estimate is preliminary and could be materially different from the actual obligation.

#### Ground Lease

On April 4, 2006, we entered into a 62-year ground lease agreement on a six-acre land parcel on which we expect to construct a 110,000 square foot property. We paid \$550 to the lessor upon lease execution and expect to pay an additional amount of approximately \$1,898 in rent under the lease in 2007. No other rental payments are required over the life of the lease, although we are responsible for expenses associated with the property. We will recognize the total lease payments incurred under the lease evenly over the term of the lease

#### Office Space Operating Leases

We are obligated as lessee under five operating leases for office space. Future minimum rental payments due under the terms of these leases as of March 31, 2007 follow:

|                                     |        |
|-------------------------------------|--------|
| Nine months ended December 31, 2007 | \$ 212 |
| 2008                                | 261    |
| 2009                                | 176    |
| 2010                                | 135    |
| 2011                                | 57     |
|                                     | \$ 841 |

#### Other Operating Leases

We are obligated under various leases for vehicles and office equipment. Future minimum rental payments due under the terms of these leases as of March 31, 2007 follow:

|                                     |          |
|-------------------------------------|----------|
| Nine months ended December 31, 2007 | \$ 426   |
| 2008                                | 493      |
| 2009                                | 317      |
| 2010                                | 142      |
| 2011                                | 21       |
|                                     | \$ 1,399 |

#### 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, if such

acquisition occurs. 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.

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We have insurance coverage in place that we believe will indemnify us, at least in part, for losses incurred as a result of this agreement.

## 21. Pro Forma Financial Information (Unaudited)

We accounted for our acquisitions using the purchase method of accounting. We included the results of operations on our acquisitions in our Consolidated Statements of Operations from their respective purchase dates through March 31, 2007.

We prepared our pro forma condensed consolidated financial information presented below as if the Nottingham Acquisition had occurred at the beginning of the respective periods. The pro forma financial information is unaudited and is not necessarily indicative of the results that actually would have occurred if this acquisition had occurred at the beginning of the respective periods, nor does it purport to indicate our results of operations for future periods.

|  | <b>For the Three Months<br/>Ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2007</b>                                     | <b>2006</b> |
| Pro forma total revenues   | \$ 100,571                                      | \$ 93,804   |
| Pro forma net income   | \$ 5,809  | \$ 8,046    |
| Pro forma net income available to common shareholders                              | \$ 1,783  | \$ 4,020    |
| Pro forma earnings per common share on net income available to common shareholders |   |             |
| Basic  | \$ 0.04   | \$ 0.09     |
| Diluted  | \$ 0.04   | \$ 0.09     |

## 22. Subsequent Events

At March 31, 2007, we owned a 50% undivided interest in a 132 acre parcel of land that we believe can support future development of 1.75 million square feet of office space in Colorado Springs, Colorado. On April 6, 2007, we acquired the remaining 50% interest for approximately \$14.0 million. We issued 262,165 common units in our Operating Partnership valued at \$47.68 per unit in connection with this transaction.

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

### Overview

We are a REIT that focuses on the acquisition, development, ownership, management and leasing of primarily Class A suburban office properties in select, demographically strong submarkets where we can achieve critical mass, operating synergies and key competitive advantages, including attracting high quality tenants and securing acquisition and development opportunities. We also have a core customer expansion strategy that is built on meeting, through acquisitions and development, the multi-location requirements of our strategic tenants. As of March 31, 2007, our investments in real estate included the following:

- 226 wholly owned operating properties in our portfolio totaling 17.4 million square feet;
- 17 wholly owned properties under construction or development that we estimate will total approximately 1.9 million square feet upon completion and two wholly owned office properties totaling approximately 129,000 square feet that were under redevelopment;
- wholly owned land parcels totaling 1,254 acres that we believe are potentially developable into approximately 10.3 million square feet; and
- partial ownership interests in a number of other real estate projects in operations or under development or redevelopment.

During the three months ended March 31, 2007, we:

- experienced increased revenues, operating expenses and operating income due primarily to the addition of properties through acquisition and construction activities since January 1, 2006;
- finished the period with occupancy of our wholly owned portfolio of properties at 93.0%;
- completed, on January 9 and 10, 2007, a series of transactions that resulted in the acquisition of 56 operating properties totaling approximately 2.4 million square feet and land parcels totaling 187 acres. We refer to these transactions collectively as the Nottingham Acquisition. All of the acquired properties are located in Maryland, with 36 of the operating properties, totaling 1.6 million square feet, and land parcels totaling 175 acres, located in White Marsh, Maryland (located in the Suburban Baltimore region) and the remaining properties and land parcels located in other regions in Northern Baltimore County and the Baltimore/Washington Corridor. We believe that the land parcels can support at least 2.0 million developable square feet. We completed the Nottingham Acquisition for an aggregate cost of \$366.8 million. We financed the acquisition by issuing \$26.6 million in Series K Cumulative Redeemable Convertible Preferred Shares of beneficial interest (the "Series K Preferred Shares") to the seller, issuing \$156.7 million in common shares of beneficial interest ("common shares") to the seller at a value of \$49.57 per share, using \$20.1 million from an escrow funded by proceeds from one of our property sales and using debt borrowings for the remainder.

In this section, we discuss our financial condition and results of operations as of and for the three months ended March 31, 2007. 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 months ended March 31, 2007 compared to the same period in 2006;

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- how we raised cash for acquisitions and other capital expenditures during the three months ended March 31, 2007;
- our cash flows;
- how we expect to generate cash for short and long-term capital needs;
- our commitments and contingencies; and
- the computation of our Funds from Operations for the three months ended March 31, 2007 and 2006.

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

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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.

**Corporate Office Properties Trust and Subsidiaries**  
**Operating Data Variance Analysis**

(Dollars for this table are in thousands, except per share data)

|  | For the Three Months Ended March 31, |           |             |          |    |
|--|--------------------------------------|-----------|-------------|----------|----|
|  | 2007                                 | 2006      | Variance    | % Change |    |
| <b>Revenues</b>  |                                      |           |             |          |    |
| Rental revenue   | \$ 75,882                            | \$ 60,562 | \$ 15,320   | 25.3     | %  |
| Tenant recoveries and other real estate operations revenue                 | 13,793                               | 8,660     | 5,133       | 59.3     | %  |
| Construction contract revenues   | 8,691                                | 14,544    | (5,853 )    | (40.2    | %) |
| Other service operations revenues  | 1,386                                | 1,765     | (379 )      | (21.5    | %) |
| Total revenues   | 99,752                               | 85,531    | 14,221      | 16.6     | %  |
| <b>Expenses</b>  |                                      |           |             |          |    |
| Property operating expenses  | 31,748                               | 21,061    | 10,687      | 50.7     | %  |
| Depreciation and other amortization associated with real estate operations | 26,569                               | 18,672    | 7,897       | 42.3     | %  |
| Construction contract expenses   | 8,483                                | 14,026    | (5,543 )    | (39.5    | %) |
| Other service operations expenses  | 1,405                                | 1,678     | (273 )      | (16.3    | %) |
| General and administrative expense   | 4,614                                | 3,963     | 651         | 16.4     | %  |
| Total operating expenses   | 72,819                               | 59,400    | 13,419      | 22.6     | %  |
| Operating income   | 26,933                               | 26,131    | 802         | 3.1      | %  |
| Interest expense and amortization of deferred financing costs              | (20,760 )                            | (17,585 ) | (3,175 )    | 18.1     | %  |
| Equity in loss of unconsolidated entities                                  | (94 )                                | (23 )     | (71 )       | 308.7    | %  |
| Income tax expense   | (105 )                               | (215 )    | 110         | (51.2    | %) |
| Income from continuing operations before minority interests                | 5,974                                | 8,308     | (2,334 )    | (28.1    | %) |
| Minority interests in income from continuing operations                    | (426 )                               | (958 )    | 532         | (55.5    | %) |
| Income from continuing operations  | 5,548                                | 7,350     | (1,802 )    | (24.5    | %) |
| (Loss) income from discontinued operations, net                            | (1 )                                 | 2,477     | (2,478 )    | (100.0   | %) |
| Gain on sales of real estate, net  |                                      | 110       | (110 )      | (100.0   | %) |
| Net income   | 5,547                                | 9,937     | (4,390 )    | (44.2    | %) |
| Preferred share dividends  | (3,993 )                             | (3,654 )  | (339 )      | 9.3      | %  |
| Net income available to common shareholders                                | \$ 1,554                             | \$ 6,283  | \$ (4,729 ) | (75.3    | %) |
| <b>Basic earnings per common share</b>                                     |                                      |           |             |          |    |
| Income from continuing operations  | \$ 0.03                              | \$ 0.10   | \$ (0.07 )  | (70.0    | %) |
| Net income available to common shareholders                                | \$ 0.03                              | \$ 0.16   | \$ (0.13 )  | (81.3    | %) |
| <b>Diluted earnings per common share</b>                                   |                                      |           |             |          |    |
| Income from continuing operations  | \$ 0.03                              | \$ 0.09   | \$ (0.06 )  | (66.7    | %) |
| Net income available to common shareholders                                | \$ 0.03                              | \$ 0.15   | \$ (0.12 )  | (80.0    | %) |

## Results of Operations

While reviewing this section, you should refer to the Operating Data Variance Analysis table set forth on the preceding page, as it reflects the computation of the variances described in this section.

### Geographic Concentration of Property Operations

The table below sets forth the changes in the regional allocation of our annualized rental revenue from December 31, 2006 to March 31, 2007. These changes occurred primarily as a result of the Nottingham Acquisition:

| Region                              | Percentage of Annualized Rental Revenue of Wholly Owned Properties as of |   |                   |   |
|-------------------------------------|--|---|-------------------|---|
|                                     | March 31, 2007   |   | December 31, 2006 |   |
| Baltimore/Washington Corridor       | 46.6   | % | 51.2              | % |
| Northern Virginia                   | 20.2   | % | 20.5              | % |
| Suburban Baltimore                  | 15.1   | % | 7.5               | % |
| Suburban Maryland                   | 4.3  | % | 4.1               | % |
| Colorado Springs, Colorado          | 3.9  | % | 4.2               | % |
| St. Mary's and King George Counties | 3.6  | % | 4.2               | % |
| Greater Philadelphia                | 3.2  | % | 3.7               | % |
| San Antonio, Texas                  | 2.1  | % | 2.4               | % |
| Northern/Central New Jersey         | 1.0  | % | 2.2               | % |
|                                     | 100.0  | % | 100.0             | % |

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.

Since most of the operating properties included in the Nottingham Acquisition were located in the Suburban Baltimore region, the percentage of annualized revenue derived from wholly owned properties in that region increased to approximately twice what it was prior to the acquisition.

### Concentration of Leases With Certain Tenants

We experienced changes in our tenant base during the three months ended March 31, 2007 due primarily to the Nottingham Acquisition, but also due to development and leasing activity. The following table lists our 20 largest tenants in our portfolio of wholly owned properties based on percentage of annualized rental revenue:



| Tenant   | Percentage of Annualized Rental Revenue of Wholly Owned Properties for 20 Largest Tenants as of |   |                   |   |
|--|---|---|-------------------|---|
|  | March 31, 2007  |   | December 31, 2006 |   |
| United States Government                       | 14.4  | % | 16.3              | % |
| Booz Allen Hamilton, Inc.                      | 6.2   | % | 6.9               | % |
| Northrop Grumman Corporation                   | 5.4   | % | 4.2               | % |
| Computer Sciences Corporation(1)               | 3.4   | % | 3.8               | % |
| L-3 Communications Holdings, Inc.(1)           | 2.6   | % | 3.0               | % |
| Unisys Corporation(2)                          | 2.6   | % | 3.0               | % |
| General Dynamics Corporation                   | 2.1   | % | 2.4               | % |
| Wachovia Corporation                           | 2.0   | % | 2.1               | % |
| The Aerospace Corporation                      | 1.9   | % | 2.1               | % |
| AT&T Corporation(1)                            | 1.7   | % | 3.0               | % |
| Comcast Corporation                            | 1.5   | % | N/A               |   |
| The Boeing Company(1)                          | 1.2   | % | 1.4               | % |
| Ciena Corporation                              | 1.1   | % | 1.2               | % |
| Science Applications International Corporation | 1.0   | % | 1.1               | % |
| Lockheed Martin Corporation                    | 0.9   | % | 1.0               | % |
| Magellan Health Services, Inc.                 | 0.9   | % | 1.0               | % |
| BAE Systems PLC                                | 0.8   | % | 1.0               | % |
| Merck & Co., Inc.(2)                           | 0.8   | % | 0.8               | % |
| Johns Hopkins University(1)                    | 0.7   | % | N/A               |   |
| Wyle Laboratories, Inc.                        | 0.7   | % | 0.8               | % |
| Harris Corporation                             | N/A   |   | 0.8               | % |
| EDO Corporation                                | N/A   |   | 0.8               | % |
| Subtotal of 20 largest tenants                 | 51.9  | % | 56.7              | % |
| All remaining tenants                          | 48.1  | % | 43.3              | % |
| Total  | 100.0   | % | 100.0             | % |

(1) Includes affiliated organizations and agencies and predecessor companies.

(2) Unisys Corporation subleases space to Merck and Co., Inc.; revenue from this subleased space is classified as Merck & Co., Inc. revenue.

#### Industry Concentration of Tenants

The percentage of total annualized rental revenue in our wholly owned properties derived from the United States defense industry decreased during the three months ended March 31, 2007 due primarily to the Nottingham Acquisition, since the properties included in that transaction had an insignificant number of tenants in that industry. The table below sets forth the percentage of annualized rental revenue in our portfolio of wholly owned properties derived from that industry:

|                                     | Percentage of Annualized<br>Rental Revenue of Wholly<br>Owned Properties from Defense<br>Industry Tenants as of |   |                      |   |
|-------------------------------------|---|---|----------------------|---|
|                                     | March 31,<br>2007   |   | December 31,<br>2006 |   |
| Total Portfolio                     | 48.3  | % | 54.4                 | % |
| Baltimore/Washington Corridor       | 64.4  | % | 66.7                 | % |
| Northern Virginia                   | 49.4  | % | 54.5                 | % |
| Suburban Baltimore                  | 6.7   | % | 9.8                  | % |
| Suburban Maryland                   | 11.2  | % | 13.3                 | % |
| Colorado Springs                    | 37.1  | % | 39.4                 | % |
| St. Mary's and King George Counties | 89.8  | % | 89.8                 | % |
| San Antonio                         | 100.0   | % | 100.0                | % |

### Occupancy and Leasing

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

|  | March 31,<br>2007 | December 31,<br>2006 |   |
|--|-------------------|----------------------|---|
| Occupancy rates  |                   |                      |   |
| Total  | 93.0              | % 92.8               | % |
| Baltimore/Washington Corridor  | 94.1              | % 95.1               | % |
| Northern Virginia  | 99.4              | % 90.9               | % |
| Suburban Baltimore   | 85.2              | % 81.1               | % |
| Suburban Maryland  | 94.8              | % 83.2               | % |
| Colorado Springs, Colorado   | 94.1              | % 92.8               | % |
| St. Mary's and King George Counties                                      | 92.1              | % 92.1               | % |
| Greater Philadelphia   | 100.0             | % 100.0              | % |
| San Antonio, Texas   | 100.0             | % 100.0              | % |
| Northern/Central New Jersey  | 68.7              | % 97.2               | % |
| Average contractual annual rental rate per square foot at period end (1) | \$ 20.92          | \$ 20.90             |   |

(1) Includes estimated expense reimbursements.

The total occupancy rate of our wholly owned properties was negatively affected by the operating properties included in the Nottingham Acquisition, which were 86.1% occupied at March 31, 2007. We also had a decrease in occupancy in our New Jersey region that was attributable to a lease termination at our 429 Ridge Road property located in Dayton, New Jersey (we are under contract to sell our 429 Ridge Road property and expect to complete such sale by January 2008). However, we had a net positive increase in occupancy in our other properties that offset the decreasing effects of the Nottingham Acquisition and the 429 Ridge Road property; this positive increase was largely attributable to lease commencements for space in our Northern Virginia and Suburban Maryland regions.

We renewed 72.1% of the square footage scheduled to expire in the three months ended March 31, 2007 (including the effect of early renewals and excluding the effect of early lease terminations).

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

| Geographic Region  | Ownership Interest | Occupancy Rates at |      |                   |      |
|--------------------|--------------------|--------------------|------|-------------------|------|
|                    |                    | March 31, 2007     |      | December 31, 2006 |      |
| Suburban Maryland  | 50.0               | % 47.9             | %    | 47.9              | %    |
| Northern Virginia  | 92.5               | % 100.0            | %(1) | 100.0             | %(1) |
| Greater Harrisburg | 20.0               | % 91.2             | %    | 91.2              | %    |

(1) Excludes the effect of 62,000 unoccupied square feet undergoing redevelopment at period end.

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

We view our changes in revenues from real estate operations and property operating expenses as being comprised of the following main 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. For example, when comparing the three months ended March 31, 2006 and 2007, Same-Office Properties would be properties owned and 100% operational from January 1, 2006 through March 31, 2007.
- 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 table below sets forth the components of our changes in revenues from real estate operations and property operating expenses (dollars in thousands):

|   | Changes From the Three Months Ended March 31, 2006 to 2007 |                                      |                   |                        |                     |
|---|--|--------------------------------------|-------------------|------------------------|---------------------|
|   | Property Additions Dollar Change(1)                        | Same-Office Properties Dollar Change | Percentage Change | Other Dollar Change(2) | Total Dollar Change |
| Revenues from real estate operations                                |  |                                      |                   |                        |                     |
| Rental revenue  | \$ 13,684  | \$ 1,869                             | 3.1 %             | \$ (233 )              | \$ 15,320           |
| Tenant recoveries and other real estate operations revenue          | 2,688  | 2,427                                | 29.1 %            | 18                     | 5,133               |
| Total   | \$ 16,372  | \$ 4,296                             | 6.3 %             | \$ (215 )              | \$ 20,453           |
| Property operating expenses   | \$ 5,722   | \$ 3,900                             | 18.5 %            | \$ 1,065               | \$ 10,687           |
| Straight-line rental revenue adjustments included in rental revenue | \$ 1,218   | \$ (592 )                            | N/A               | \$ 3                   | \$ 629              |
| Amortization of deferred market rental revenue                      | \$ 120   | \$ (76 )                             | N/A               | \$                     | \$ 44               |
| Number of operating properties included in component category       | 70   | 157                                  | N/A               |                        | 227                 |

(1) Includes 63 acquired properties and seven newly-constructed 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.

The analysis set forth in this section pertains to properties included in continuing operations.

As the table above indicates, our total increase in revenues from real estate operations and property operating expenses was attributable primarily to the Property Additions.

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With regard to changes in the Same-Office Properties revenues from real estate operations:

- the increase in revenues from real estate operations for the Same-Office Properties included the following:
- an increase of \$1.4 million, or 2.3%, in rental revenue from the Same-Office Properties attributable primarily to changes in rental rates and occupancy between the two periods; and
- an increase of \$492,000, or 99.3%, in net revenue from the early termination of leases. To explain further the term net revenue from the early termination of leases, when tenants terminate their lease obligations prior to the end of the agreed lease terms, they typically pay fees to break these obligations. We recognize such fees as revenue and write off against such revenue any (1) deferred rents receivable and (2) deferred revenue and deferred assets that are amortizable into rental revenue associated with the leases; the resulting net amount is the net revenue from the early termination of the leases.
- tenant recoveries and other revenue from the Same-Office Properties increased due primarily to the increase in property operating expenses described below.

The increase in operating expenses for the Same-Office Properties included the following:

- an increase of \$1.3 million, or 28.1%, in utilities due primarily to (1) rate increases that we believe are the result of (a) increased oil prices and (b) energy deregulation in Maryland and (2) our assumption of responsibility for payment of utilities at certain properties due to changes in occupancy and lease structure;
- an increase of \$1.2 million, or 165.1%, in snow removal due to increased snow and ice in our regions;
- an increase of \$452,000, or 11.2%, in real estate taxes reflecting primarily an increase in the assessed value of many of our properties; and
- an increase of \$292,000, or 32.1% in heating and air conditioning repairs and maintenance due to an increase in general repair activity and the commencement of new service contracts at certain properties.

Construction contract and other service revenues and expenses

The table below sets forth changes in our construction contract and other service revenues and expenses (dollars in thousands):

|                                | Changes Between the Three Month Periods<br>Ended March 31, 2007 and 2006 |  |                        |
|--------------------------------|--|--|------------------------|
|                                | Construction<br>Contract Dollar<br>Change                                | Other Service<br>Operations Dollar<br>Change | Total Dollar<br>Change |
| Service operations             |  |  |                        |
| Revenues                       | \$ (5,853 )  | \$ (379 )                                    | \$ (6,232 )            |
| Expenses                       | (5,543 )   | (273 )                                       | (5,816 )               |
| Income from service operations | \$ (310 )  | \$ (106 )                                    | \$ (416 )              |

The gross revenues and costs associated with these services generally bear little relationship to the level of activity from these operations since a substantial portion of the costs are 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 service operations revenues and expenses to evaluate

performance. We believe that the changes in net amounts reflected above were not significant.

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Depreciation and amortization

Our increase in depreciation and other amortization expense was due primarily to a \$9.0 million increase attributable to the Property Additions, of which \$6.3 million was attributable to the Nottingham Acquisition. Compared to other acquisitions that we have completed in recent years, a considerably larger portion of the value of the operating properties included in the Nottingham Acquisition was allocated to assets with lives that are based on the lives of the underlying leases; due to that fact and the fact that a large number of the leases in these properties have lives of four years or less, much of the depreciation and amortization associated with these properties will be front-loaded to the four years following the completion of the acquisition. This will result in increased depreciation and amortization expense over the initial four years following the acquisition.

The change in depreciation and other amortization expense also included a \$1.1 million, or 6.3%, decrease attributable to the Same Office Properties due to unamortized costs expensed in the prior period in connection with lease terminations.

General and administrative expenses

The increase in general and administrative expenses included the following:

- a \$921,000, or 27.4%, increase in compensation expense due in large part to the increased number of employees in response to the continued growth of the Company, increased salaries and bonuses for existing employees and increased expense associated with share-based compensation due to an increase in the award values being amortized into expense;
- a \$298,000 increase in the write off of costs incurred on acquisition opportunities that we ultimately decided not to pursue; and
- an \$823,000, or 73.4%, decrease attributable to increased allocation of corporate overhead primarily to our service companies. The increased allocation of corporate overhead to our service companies was attributable primarily to our increased general and administrative expenses and the increase in the number of employees in our service companies in response to the continued growth of the Company.

Interest expense and amortization of deferred financing costs

The increase in interest expense and amortization of deferred financing costs included in continuing operations was due primarily to a 23.7% increase in our average outstanding debt balance, resulting primarily from our acquisition and construction activities, offset in part by the effects of: (1) a \$1.0 million, or 32.0%, increase in interest capitalized to construction and development projects due to increased construction and development activity; and (2) a decrease in our weighted average interest rates from 6.1% to 5.8%.

Minority interests

Interests in our Operating Partnership are in the form of preferred and common units. The line entitled minority interests in income from continuing operations includes primarily income before continuing operations allocated to preferred and common units not owned by us; for the amount of this line attributable to preferred units versus common units, you should refer to our Consolidated Statements of Operations. Income is allocated to minority interest preferred unitholders in an amount equal to the priority return from the Operating Partnership to which they are entitled. Income is allocated to minority interest common unitholders based on the income earned by the Operating Partnership after allocation to preferred unitholders multiplied by the percentage of the common units in the Operating Partnership owned by those common unitholders.

As of March 31, 2007, we owned 96% of the outstanding preferred units and 84% of the outstanding common units. The percentage of the Operating Partnership owned by minority interests decreased in the aggregate due primarily to the effect of the following transactions:





- the issuance of additional units to us as we issued new preferred shares and common shares due to the fact that we receive preferred units and common units in the Operating Partnership each time we issue preferred shares and common shares;
- the exchange of common units for our common shares by certain minority interest holders of common units;
- our issuance of common units to third parties totaling 181,097 in 2006;
- the redemption by us of the Series E and Series F Preferred Shares in 2006.

The decrease in income allocated to minority interest holders of common units included in income from continuing operations was attributable primarily to the following:

- a decrease in the Operating Partnership's income from continuing operations before minority interests due in large part to the changes described above; and
- a decrease attributable to our increasing ownership of common units (from 82% at December 31, 2005 to 84% at March 31, 2007).

#### Income from discontinued operations, net of minority interests

Our income from discontinued operations decreased due primarily to the sale of three properties in the prior period from which we recognized gain of \$2.4 million before allocation to minority interests.

#### Diluted earnings per common share

Diluted earnings per common share on net income available to common shareholders decreased due to the following:

- decreases in net income available to common shareholders, attributable primarily to the reasons set forth above; and
- a larger number of common shares outstanding due to share issuances since January 1, 2006.

#### **Liquidity and Capital Resources**

##### Cash and cash equivalents

Our cash and cash equivalents balance totaled \$22.0 million as of March 31, 2007, a 177.7% increase from the balance at December 31, 2006. The cash and cash equivalents balances that we carry as of a point in time can vary significantly due in part to the inherent variability of the cash needs of our acquisition and development activities. 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 or forgo borrowing under construction loan credit facilities to fund construction activities.

##### Operating Activities

We generated most of our cash from the operations of our properties. Most of the amount by which our revenues from real estate operations exceeded property operating expenses was cash flow; we applied most of this cash flow towards interest expense, scheduled principal amortization on debt, dividends to our shareholders, distributions to minority interest holders of preferred and common units in the Operating Partnership, capital improvements and leasing costs for our operating properties and general and administrative expenses.

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Our cash flow from operations determined in accordance with GAAP increased \$5.6 million, or 19.1%, when comparing the three months ended March 31, 2007 and 2006; this increase is attributable primarily to the additional cash flow from operations generated by our newly-acquired and newly-constructed properties. We expect to continue to use cash flow provided by operations to meet our short-term capital

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needs, including all property operating expenses, general and administrative expenses, interest expense, scheduled principal amortization on debt, dividends to our shareholders, distributions to our minority 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 Three Months Ended March 31, 2007

As discussed above, we completed the Nottingham Acquisition on January 9 and 10, 2007. The acquired properties included 56 operating properties totaling approximately 2.4 million square feet and land parcels totaling 187 acres that we believe can support at least 2.0 million developable square feet. We completed the Nottingham Acquisition for an aggregate cost of \$366.8 million, which was financed using the following:

- the issuance of 3,161,000 common shares to the seller at a value of \$156.7 million, or \$49.57 per share;
- the issuance of 531,667 Series K Preferred Shares to the seller at a value of \$26.6 million, or \$50.00 per share;
- \$89.1 million in borrowings under a variable-rate loan bearing interest at LIBOR plus 1.15 to 1.55% depending on our leverage levels;
- borrowings assumed under fixed-rate mortgage loans with an aggregate fair value of \$38.6 million;
- \$33.7 million in borrowings under our Revolving Credit Facility;
- \$20.1 million in cash from a previous property sale that was released from escrow; and
- a \$2.0 million deposit previously paid.

We issued the Series K Preferred Shares in the Nottingham Acquisition at a value, and liquidation preference equal to, \$50 per share. The Series K Preferred Shares are nonvoting, redeemable for cash at \$50 per share at our option on or after January 9, 2017, and are convertible, subject to certain conditions, into common shares on the basis of 0.8163 common shares for each preferred share, in accordance with the terms of the Articles Supplementary describing the Series K Preferred Shares. Holders of the Series K Preferred Shares are entitled to cumulative dividends, payable quarterly (as and if declared by our Board of Trustees). Dividends accrue from the date of issue at the annual rate of \$2.80 per share, which is equal to 5.6% of the \$50 per share liquidation preference.

At March 31, 2007, we had construction activities underway on nine office properties totaling 935,000 square feet that were 71.9% pre-leased, including 68,196 square feet already placed in service in a partially operational property. One of these properties is owned through a consolidated joint venture in which we have a 50% interest. Costs incurred on these properties through March 31, 2007 totaled approximately \$139.5 million, of which approximately \$29.8 million was incurred in the three months ended March 31, 2007. We have construction loan facilities in place totaling \$117.7 million to finance the construction of five of these properties; borrowings under these facilities totaled \$72.6 million at March 31, 2007, \$20.2 of which was borrowed in the three months ended March 31, 2007. The remaining costs incurred in the three months ended March 31, 2007 were funded using primarily borrowings from our Revolving Credit Facility and cash reserves.

The table below sets forth the major components of our additions to the line entitled Total Commercial Real Estate Properties on our Consolidated Balance Sheet for the three months ended March 31, 2007 (in thousands):

|  |            |
|--|------------|
| Acquisitions                                 | \$ 320,867 |
| Construction and development                 | 47,108     |
| Capital improvements on operating properties | 6,164      |
| Tenant improvements on operating properties  | 5,803 (1)  |
|  | \$ 379,942 |

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

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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 March 31, 2007, 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 increased \$168.9 million when comparing the three months ended March 31, 2007 and 2006. This increase was due primarily to the following:

- a \$149.7 million, or 391%, increase in purchases of and additions to commercial real estate due primarily to the completion of the Nottingham Acquisition;
- a \$28.2 million decrease in proceeds from sales of properties; and
- a \$13.6 million decrease in restricted cash associated with investing activities due primarily to the release of funds held in escrow relating to a property sale completed in 2006.

Our cash flow provided by financing activities increased \$168.0 million due primarily to a \$140.2 million, or 293%, increase in proceeds from mortgage and other loans payable driven mostly by the financing needs of the Nottingham Acquisition.

#### Off-Balance Sheet Arrangements

We had no significant changes in our off-balance sheet arrangements from those described in the section entitled "Off-Balance Sheet Arrangements" in our 2006 Annual Report on Form 10-K.

#### Investing and Financing Activities Subsequent to March 31, 2007

At March 31, 2007, we owned a 50% undivided interest in a 132 acre parcel of land that we believe can support future development of 1.75 million square feet of office space in Colorado Springs, Colorado. On April 6, 2007, we acquired the remaining 50% interest for approximately \$14.0 million. We issued 262,165 common units in our Operating Partnership valued at \$47.68 per unit in connection with this transaction.

#### Other Future Cash Requirements for Investing and Financing Activities

As of March 31, 2007, we were under contract to acquire the following:

- a parcel of land in Aberdeen, Maryland for \$10.0 million, of which we paid a deposit of \$100,000 in 2006; and
- the remaining 91 acres of land not yet acquired as part of the acquisition of the former Fort Ritchie United States Army base located in Cascade, Washington County, Maryland; we expect to make the following additional future cash payments to the seller for (1) the acquisition of the remaining 91 acres and (2) portions of the contract price on which payment was deferred by the contract: \$1.3 million in 2007, \$1.0 million in 2008 and \$155,000 in 2009. We could incur an additional cash obligation to the seller after that of up to \$4.0 million; this \$4.0 million cash obligation is subject to reduction by an amount ranging between \$750,000 and \$4.0 million, with the amount of such reduction to be determined based on defined levels of (1) job creation resulting from the future development of the property and (2) future real estate taxes generated by the property.

We expect to fund these acquisitions and development costs using borrowings under our Revolving Credit Facility.

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As previously discussed, as of March 31, 2007, we had construction activities underway on nine office properties totaling 935,000 square feet that were 71.9% pre-leased (one of these properties is owned

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through a consolidated joint venture in which we have a 50% interest). We estimate remaining costs to be incurred will total approximately \$72.5 million upon completion of these properties; we expect to incur these costs primarily in 2007 and 2008. We have \$45.1 million remaining to be borrowed under construction loan facilities totaling \$117.7 million for five of these properties. We expect to fund the remaining portion of these costs using borrowings from new construction loan facilities and our Revolving Credit Facility.

As of March 31, 2007, we had development activities underway on 11 new office properties estimated to total 1.3 million square feet (we owned a 50% interest in two of these properties as of March 31, 2007). We estimate that costs for these properties will total approximately \$260.0 million. As of March 31, 2007, costs incurred on these properties totaled \$30.9 million and the balance is expected to be incurred from 2007 through 2009. We expect to fund most of these costs using borrowings from new construction loan facilities.

As of March 31, 2007, we had redevelopment activities underway on four properties totaling 740,000 square feet (two of these properties are owned through a consolidated joint venture in which we own a 92.5% interest). We estimate that the remaining costs of the redevelopment activities will total approximately \$44.1 million. We expect to fund most of these costs using borrowings under new construction loan facilities.

During the remainder of 2007 and beyond, we expect to complete other acquisitions of properties and commence construction and development activities in addition to the ones previously described. We expect to finance these activities as we have in the past, using mostly a combination of borrowings from new debt, borrowings under our Revolving Credit Facility, proceeds from sales of existing properties and additional equity issuances of common and/or preferred shares or units.

The maximum principal amount on our Revolving Credit Facility is \$500.0 million, with a right to further increase the maximum principal amount in the future to \$600.0 million, subject to certain conditions. The borrowing capacity under this Revolving Credit Facility is generally computed based on 65% of the value of assets identified by us to support repayment of the loan. As of April 30, 2007, the borrowing capacity under the Revolving Credit Facility was \$500.0 million, of which \$202.0 million was available.

#### **Funds From Operations**

**Funds from operations ( FFO ) is defined as net income computed using GAAP, excluding gains (or losses) from sales of real estate, plus real estate-related depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. 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 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.**

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**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 funds from operations ( Basic FFO ) is FFO adjusted to (1) subtract preferred share dividends and (2) add back GAAP net income allocated to common units in the Operating Partnership not owned by us. 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 funds from operations ( 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 funds from operations per share ( 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 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 limitations as Diluted FFO (described above); management compensates for these limitations in essentially the same manner as described above for Diluted FFO.

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Our Basic FFO, Diluted FFO and Diluted FFO per share for the three months ended March 31, 2007 and 2006 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):

|  | <b>For the Three Months Ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2007</b>                                 | <b>2006</b> |
| Net income   | \$ 5,547                                    | \$ 9,937    |
| Add: Real estate-related depreciation and amortization   | 26,300                                      | 19,068      |
| Add: Depreciation and amortization on unconsolidated real estate entities                          | 168   | 85          |
| Less: Depreciation and amortization allocable to minority interests in other consolidated entities | (42 )                                       | (33 )       |
| Less: Gain on sales of real estate, excluding development portion (1)                              |   | (2,459 )    |
| Funds from operations ( FFO )  | 31,973                                      | 26,598      |
| Add: Minority interests-common units in the Operating Partnership                                  | 308   | 1,406       |
| Less: Preferred share dividends  | (3,993 )                                    | (3,654 )    |
| Funds from Operations - basic and diluted ( Basic and Diluted FFO )                                | \$ 28,288                                   | \$ 24,350   |
| Weighted average common shares   | 45,678                                      | 39,668      |
| Conversion of weighted average common units  | 8,411                                       | 8,520       |
| Weighted average common shares/units - Basic FFO   | 54,089                                      | 48,188      |
| Dilutive effect of share-based compensation awards   | 1,465                                       | 1,842       |
| Weighted average common shares/units - Diluted FFO   | 55,554                                      | 50,030      |
| Diluted FFO per common share   | \$ 0.51                                     | \$ 0.49     |
| Numerator for diluted EPS  | \$ 1,554                                    | \$ 6,283    |
| Add: Minority interests-common units in the Operating Partnership                                  | 308   | 1,406       |
| Add: Real estate-related depreciation and amortization   | 26,300                                      | 19,068      |
| Add: Depreciation and amortization on unconsolidated real estate entities                          | 168   | 85          |
| Less: Depreciation and amortization allocable to minority interests in other consolidated entities | (42 )                                       | (33 )       |
| Less: Gain on sales of real estate, excluding development portion (1)                              |   | (2,459 )    |
| Diluted FFO  | \$ 28,288                                   | \$ 24,350   |
| Denominator for diluted EPS  | 47,143                                      | 41,510      |
| Weighted average common units  | 8,411                                       | 8,520       |
| Denominator for Diluted FFO per share  | 55,554                                      | 50,030      |

(1) Gains from the sale of real estate that are attributable to sales of non-operating properties are included in FFO. Gains from newly-developed or re-developed properties less accumulated depreciation, if any, required under GAAP are also 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 compliance with the NAREIT definition of FFO, although others may interpret the definition differently.

**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 our other debt carrying variable interest rate terms. Increases in interest rates can also result in increased interest expense when our debt carrying fixed interest rate terms mature and need to be refinanced. Our debt strategy favors long-term, fixed-rate, secured debt over variable-rate debt to minimize the risk of short-term increases in interest rates. As of March 31, 2007, 77.9% of our fixed-rate debt was scheduled to mature after 2008. As of March 31, 2007, 21.2% of our total debt had variable interest rates, including the effect of interest rate swaps. As of March 31, 2007, the percentage of variable-rate debt, including the effect of interest rate swaps, relative to total assets was 12.9%.

The following table sets forth our long-term debt obligations by scheduled maturity and weighted average interest rates at March 31, 2007 (dollars in thousands):

|                       | For the Periods Ended December 31, |            |           |           |            |            | Total        |
|-----------------------|------------------------------------|------------|-----------|-----------|------------|------------|--------------|
|                       | 2007(2)                            | 2008(3)    | 2009      | 2010      | 2011       | Thereafter |              |
| Long term debt:       |                                    |            |           |           |            |            |              |
| Fixed rate (1)        | \$ 74,215                          | \$ 157,660 | \$ 62,745 | \$ 74,141 | \$ 109,930 | \$ 771,714 | \$ 1,250,405 |
| Average interest rate | 5.58                               | % 5.42     | % 5.25    | % 5.17    | % 5.09     | % 4.31     | % 4.81       |
| Variable rate         | \$ 146,435                         | \$ 317,504 | \$        | \$        | \$         | \$         | \$ 463,939   |
| Average interest rate | 6.31                               | % 6.66     | %         |           |            |            | 6.31         |

(1) Represents scheduled principal maturities only and therefore excludes a net premium of \$839,000.

(2) Our loan maturities in 2007 include \$49.0 million that may be extended until 2008, subject to certain conditions, and \$159.2 million under various loans that we expect to either refinance or repay using borrowings under our Revolving Credit Facility; the balance of the 2007 maturities represent primarily scheduled principal amortization payments that we expect to pay using cash flow from operations.

(3) Our loan maturities in 2008 include \$317.5 million that may be extended until 2009, subject to certain conditions

The fair market value of our debt was \$1.72 billion at March 31, 2007. If interest rates on our fixed-rate debt had been 1% lower, the fair value of this debt would have increased by \$49.2 million at March 31, 2007.

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The following table sets forth information pertaining to our derivative contracts in place as of March 31, 2007, and their respective fair values (dollars in thousands):

| Nature of Derivative | Notional Amount | One-Month LIBOR base | Effective Date | Expiration Date | Fair Value at March 31, 2007 |
|----------------------|-----------------|----------------------|----------------|-----------------|------------------------------|
| Interest rate swap   | \$50,000        | 5.0360               | % 3/28/2006    | 3/30/2009       | \$(174 )                     |
| Interest rate swap   | 25,000          | 5.2320               | % 5/1/2006     | 5/1/2009        | (191 )                       |
| Interest rate swap   | 25,000          | 5.2320               | % 5/1/2006     | 5/1/2009        | (191 )                       |

Based on our variable-rate debt balances, our interest expense would have increased by \$705,000 in the three months ended March 31, 2007 if short-term interest rates were 1% higher.

**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 March 31, 2007. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of March 31, 2007 are 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**

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Jim Lemon and Robin Biser, as plaintiffs, initiated a suit on May 12, 2005, in The United States District Court for the District of Columbia (Case No. 1:05CV00949), against The Secretary of the United States Army, PenMar Development Corporation ( PMDC ) and the Company, as defendants, in connection with the then pending acquisition by the Company of the former army base known as Fort Ritchie located in Cascade, Maryland. The case was dismissed by the United States District Court on September 28, 2006, due to the plaintiffs' lack of standing. The plaintiffs have filed an appeal in the case in the United States Court of Appeals for the District of Columbia Circuit and that appeal is pending. The plaintiffs were unsuccessful in their request for an emergency injunction pending appeal. The Company acquired from PMDC fee simple title to 500 acres of the 591 acres comprising Fort Ritchie on October 5, 2006.

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**

Not applicable





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

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- (a) During the three months ended March 31, 2007, 221,350 of the Operating Partnership's common units were exchanged for 221,350 common shares in accordance with the Operating Partnership's Second Amended and Restated Limited Partnership Agreement, as amended. The issuance of these common shares was effected in reliance upon the exemption from registration under Section 4(2) of the Securities Act of 1933, as amended.
- (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

### Item 5. Other Information

Not applicable

### Item 6. Exhibits

- (a) Exhibits:

#### EXHIBIT

| NO.  | DESCRIPTION  |
|------|--|
| 10.1 | Amended and Restated 1998 Long Term Incentive Plan (filed with the Company's Current Report on Form 8-K dated April 3, 2007 and incorporated herein by reference)  |
| 10.2 | Twenty-Third Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 6, 2007 (filed with the Company's Current Report on Form 8-K dated April 12, 2007 and incorporated herein by reference). |
| 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 |  |

## Edgar Filing: CORPORATE OFFICE PROPERTIES TRUST - Form 10-Q

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

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**EXHIBIT**

| <b>NO.</b> | <b>DESCRIPTION</b>  |
|------------|---|
|            | 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 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: May 10, 2007

By: /s/ RANDALL M. GRIFFIN  
Randall M. Griffin  
President and Chief Executive Officer

Date: May 10, 2007

By: /s/ STEPHEN E. RIFFEE  
Stephen E. Riffée  
Executive Vice President and Chief  
Financial Officer