

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2002

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-10709

**PS BUSINESS PARKS, INC.**

(Exact name of registrant as specified in its charter)

**California**

(State or Other Jurisdiction  
of Incorporation)

**95-4300881**

(I.R.S. Employer  
Identification Number)

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

(Address of principal executive offices) (Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes X No \_\_\_\_\_

Number of shares outstanding of each of the issuer's classes of common stock, as of May 1, 2002:

Common Stock, \$0.01 par value, 21,549,449 shares outstanding

**PS BUSINESS PARKS, INC.**

**INDEX**

	<u>Page</u>
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements	
Condensed Consolidated Balance Sheets as of March 31, 2002 and December 31, 2001.....	2
Condensed Consolidated Statements of Income for the Three Months Ended March 31, 2002 and 2001.....	3
Condensed Consolidated Statement of Shareholders' Equity for the Three Months Ended March 31, 2002.....	4
Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2002 and 2001.....	5
Notes to Condensed Consolidated Financial Statements.....	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.....	21
Item 3. Quantitative and Qualitative Disclosures about Market Risk.....	34
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings.....	35
Item 6. Exhibits and Reports on Form 8-K.....	36

**PS BUSINESS PARKS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	March 31, 2002	December 31, 2001
	(unaudited)	
<b><u>ASSETS</u></b>		
Cash and cash equivalents.....	\$ 84,098,000	\$ 3,076,000
Marketable securities .....	5,865,000	9,134,000
Real estate facilities, at cost:		
Land .....	288,792,000	288,792,000
Buildings and equipment .....	956,861,000	948,899,000
	1,245,653,000	1,237,691,000
Accumulated depreciation.....	(135,511,000)	(121,609,000)
	1,110,142,000	1,116,082,000
Property held for disposition, net .....	9,564,000	9,498,000
Land held for development .....	10,644,000	10,629,000
	1,130,350,000	1,136,209,000
Investment in joint venture.....	1,111,000	974,000
Rent receivable.....	945,000	745,000
Interest receivable .....	219,000	137,000
Note receivable.....	200,000	7,450,000
Deferred rent receivables .....	10,561,000	9,601,000
Intangible assets, net .....	604,000	679,000
Other assets .....	2,327,000	1,950,000
Total assets .....	\$1,236,280,000	\$1,169,955,000
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>		
Accrued and other liabilities .....	\$ 40,833,000	\$ 39,822,000
Deferred gain on property disposition.....	-	5,366,000
Line of credit.....	100,000,000	100,000,000
Unsecured note payable .....	50,000,000	-
Note payable to affiliate .....	-	35,000,000
Mortgage notes payable .....	28,140,000	30,145,000
Total liabilities .....	218,973,000	210,333,000
Minority interest:		
Preferred units.....	197,750,000	197,750,000
Common units.....	164,085,000	162,141,000
Shareholders' equity:		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized, 6,840 shares issued and outstanding at March 31, 2002 (4,840 shares issued and outstanding at December 31, 2001).....	171,000,000	121,000,000
Common stock, \$0.01 par value, 100,000,000 shares authorized, 21,549,449 shares issued and outstanding at March 31, 2002 (21,539,783 shares issued and outstanding at December 31, 2001)	215,000	215,000
Paid-in capital.....	421,083,000	422,161,000
Cumulative net income.....	191,562,000	174,860,000
Comprehensive gain .....	90,000	108,000
Cumulative distributions.....	(128,478,000)	(118,613,000)
Total shareholders' equity.....	655,472,000	599,731,000
Total liabilities and shareholders' equity .....	\$1,236,280,000	\$1,169,955,000

See accompanying notes.

**PS BUSINESS PARKS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**

	For the Three Months Ended March 31,	
	2002	2001
Revenues:		
Rental income .....	\$ 50,344,000	\$ 38,393,000
Facility management fees primarily from affiliates .....	195,000	161,000
Business services .....	41,000	157,000
Equity in income of joint venture.....	42,000	-
Interest and other income .....	245,000	764,000
	50,867,000	39,475,000
Expenses:		
Cost of operations.....	13,826,000	10,371,000
Cost of facility management.....	45,000	36,000
Cost of business services .....	176,000	184,000
Depreciation and amortization .....	13,978,000	9,646,000
General and administrative .....	1,136,000	1,128,000
Interest expense.....	1,551,000	237,000
	30,712,000	21,602,000
Income before gain on disposal of real estate, gain on investments and minority interest .....	20,155,000	17,873,000
Gain on disposition of real estate .....	5,366,000	-
Gain on investment in marketable securities ....	25,000	15,000
Income before minority interest.....	25,546,000	17,888,000
Minority interest in income – preferred units ...	(4,412,000)	(3,187,000)
Minority interest in income – common units....	(4,432,000)	(3,236,000)
Net income.....	\$ 16,702,000	\$ 11,465,000
Net income allocation:		
Allocable to preferred shareholders.....	\$ 3,617,000	\$ 1,272,000
Allocable to common shareholders .....	13,085,000	10,193,000
	\$ 16,702,000	\$ 11,465,000
Net income per common share:		
Basic .....	\$ 0.61	\$ 0.44
Diluted .....	\$ 0.60	\$ 0.44
Weighted average common shares outstanding:		
Basic .....	21,543,000	23,021,000
Diluted .....	21,736,000	23,097,000

See accompanying notes.

**PS BUSINESS PARKS, INC.**  
**CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2002**  
**(Unaudited)**

	Preferred Stock		Common Stock		Paid-in Capital
	Shares	Amount	Shares	Amount	
<b>Balances at December 31, 2001</b> .....	4,840	\$121,000,000	21,539,783	\$ 215,000	\$422,161,000
Issuance of preferred stock.....	2,000	50,000,000	-	-	(1,674,000)
Exercise of stock options.....	-	-	9,666	-	226,000
Unrealized loss – depreciation in marketable securities .....	-	-	-	-	-
Net income .....	-	-	-	-	-
Distributions paid:					
Preferred stock .....	-	-	-	-	-
Common stock .....	-	-	-	-	-
Adjustment to reflect minority interest to underlying ownership interest .....	-	-	-	-	370,000
<b>Balances at March 31, 2002</b> .....	<u>6,840</u>	<u>\$171,000,000</u>	<u>21,549,449</u>	<u>\$ 215,000</u>	<u>\$421,083,000</u>

	Cumulative	Other	Cumulative	Shareholders'
	Net Income	Comprehensive Loss	Distributions	Equity
<b>Balances at December 31, 2001</b> .....	\$174,860,000	108,000	\$ (118,613,000)	\$ 599,731,000
Issuance of preferred stock.....	-	-	-	48,326,000
Exercise of stock options.....	-	-	-	226,000
Unrealized loss – depreciation in marketable securities .....	-	(18,000)	-	(18,000)
Net income .....	16,702,000	-	-	16,702,000
Distributions paid:				
Preferred stock .....	-	-	(3,617,000)	(3,617,000)
Common stock .....	-	-	(6,248,000)	(6,248,000)
Adjustment to reflect minority interest to underlying ownership interest .....	-	-	-	370,000
<b>Balances at March 31, 2002</b> .....	<u>\$191,562,000</u>	<u>\$ 90,000</u>	<u>\$(128,478,000)</u>	<u>\$ 655,472,000</u>

See accompanying notes.

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

For the Three Months  
Ended March 31,

	2002	2001
<b>Cash flows from operating activities:</b>		
Net income .....	\$ 16,702,000	\$ 11,465,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sale of marketable securities .....	(25,000)	(15,000)
Gain on disposition of properties .....	(5,366,000)	-
Depreciation and amortization expense.....	13,978,000	9,646,000
Minority interest in income .....	8,844,000	6,423,000
Increase in receivables and other assets .....	(1,713,000)	509,000
Increase in accrued and other liabilities .....	5,338,000	(3,677,000)
Total adjustments .....	21,056,000	12,886,000
Net cash provided by operating activities.....	37,758,000	24,351,000
<b>Cash flows from investing activities:</b>		
Investment in marketable securities .....	-	(4,799,000)
Proceeds from liquidation of investments .....	3,232,000	5,043,000
Acquisition of real estate facilities .....	-	(43,000)
Proceeds from note receivable .....	7,250,000	-
Capital improvements to real estate facilities .....	(5,815,000)	(1,893,000)
Development of real estate facilities .....	(2,228,000)	(2,835,000)
Net cash provided by (used in) investing activities .....	2,439,000	(4,527,000)
<b>Cash flows from financing activities:</b>		
Proceeds from unsecured notes payable .....	50,000,000	-
Principal payments on mortgage notes payable.....	(2,005,000)	(202,000)
Repayment of borrowings from an affiliate.....	(35,000,000)	-
Net proceeds from the issuance of preferred stock .....	48,326,000	-
Redemption of common operating partnership units .....	-	(808,000)
Exercise of stock options .....	226,000	1,234,000
Repurchase of common stock .....	-	(6,550,000)
Distributions paid to preferred shareholders.....	(3,617,000)	(1,272,000)
Distributions paid to minority interests – preferred units .....	(4,412,000)	(3,187,000)
Distributions paid to common shareholders .....	(9,479,000)	(6,671,000)
Distributions paid to minority interests – common units.....	(3,214,000)	(2,119,000)
Net cash provided by (used in) financing activities.....	40,825,000	(19,575,000)
Net increase in cash and cash equivalents.....	81,022,000	249,000
Cash and cash equivalents at the beginning of the period.....	3,076,000	49,295,000
Cash and cash equivalents at the end of the period.....	\$ 84,098,000	\$ 49,544,000

See accompanying notes.

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

For the Three Months  
 Ended March 31,

	2002	2001
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**Supplemental schedule of non cash investing and financing activities:**

Adjustment to reflect minority interest to underlying ownership interest:

Minority interest – common units.....	\$ (370,000)	\$ 139,000
Paid-in capital.....	370,000	(139,000)

Unrealized gain/loss:

Marketable securities.....	18,000	140,000
Other comprehensive (loss) income.....	(18,000)	(140,000)

See accompanying notes.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

**1. Organization and description of business**

PS Business Parks, Inc. ("PSB") was incorporated in the state of California in 1990. As of March 31, 2002, PSB owned approximately 75% of the common partnership units of PS Business Parks, L.P. (the "Operating Partnership" or "OP"). The remaining common partnership units were owned by Public Storage, Inc. ("PSI") and its affiliated entities. PSB, as the sole general partner of the Operating Partnership, has full, exclusive and complete responsibility and discretion in managing and controlling the Operating Partnership. PSB and the Operating Partnership are collectively referred to as the "Company."

The Company is a fully-integrated, self-advised and self-managed real estate investment trust ("REIT") that acquires, develops, owns and operates commercial properties containing commercial and industrial rental space. As of March 31, 2002, the Company owned and operated approximately 14.8 million net rentable square feet of commercial space located in 9 states. The Company also managed approximately 1.7 million net rentable square feet on behalf of PSI and its affiliated entities, third party owners and a joint venture in which the Company held a 25% ownership interest (See Note 2).

**2. Summary of significant accounting policies**

*Basis of presentation*

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from estimates. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2002 are not necessarily indicative of the results that may be expected for the year ended December 31, 2002. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2001.

The condensed consolidated financial statements include the accounts of PSB and the Operating Partnership. All significant intercompany balances and transactions have been eliminated in the condensed consolidated financial statements.

*Financial instruments*

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



**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

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

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and accounts receivable. Cash and cash equivalents, which consist primarily of short-term investments, including commercial paper, are only invested in entities with an investment grade rating. Accounts receivable are not a significant portion of total assets and are comprised of receivables from a large number of customers.

*Marketable securities*

Marketable securities are classified as "available-for-sale" in accordance with Statement of Financial Accounting Standards ("SFAS") No. 115, Accounting for Certain Investments in Debt and Equity Securities. Investments are reflected on the balance sheet at fair market value based upon the quoted market price. The unrealized gain of \$90,000 is excluded from earnings and reported in a separate component of shareholders' equity. Dividend income is recognized when earned.

*Real estate facilities*

Real estate facilities are recorded at cost. Costs related to the renovation or improvement of the properties are capitalized. Expenditures for repairs and maintenance are expensed as incurred. Buildings and equipment are depreciated on the straight-line method over the estimated useful lives, which are generally 30 and 5 years, respectively.

Interest cost and property taxes incurred during the period of construction of real estate facilities are capitalized. The Company capitalized \$144,000 and \$412,000 of interest expense during the three months ended March 31, 2002 and 2001, respectively.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

*Investment in joint venture*

In October 2001, the Company formed a joint venture with an unaffiliated investor to own and operate an industrial park in the City of Industry submarket of Los Angeles County. The park, consisting of 294,000 square feet of industrial space, was acquired in December 2000 at a cost of approximately \$14.4 million. The property was contributed to the joint venture at its original cost. The partnership is capitalized with equity capital consisting of 25% from the Company and 75% from the unaffiliated investor in addition to a mortgage note payable. Summarized below is financial data for the joint venture as of March 31, 2002.

	For the three months and period ended March 31, 2002
Total revenues .....	\$ 462,000
Cost of operations .....	128,000
Depreciation and amortization .....	79,000
Interest expense .....	96,000
Other expenses .....	1,000
Total expenses .....	304,000
Net income .....	\$ 158,000
<hr/>	
Real estate, net .....	\$ 14,910,000
Total assets .....	15,517,000
Notes payable .....	7,015,000
Total liabilities .....	9,591,000
Partner's equity .....	5,927,000
The Company's investment at March 31, 2002 .....	\$ 1,111,000

The joint venture has a variable rate mortgage obligation of \$7,015,000, which currently bears interest at 5.45% per annum and is due on November 1, 2005. Under certain conditions, the Company has guaranteed repayment of the mortgage. The Company's investment is accounted for under the equity method in accordance with APB 18, "Equity Method of Accounting for Investments." In accordance with APB 18, the Company's share of the debt is netted against its share of the assets in determining the investment in the joint venture of \$1,111,000 and is not included in the Company's total liabilities.

*Intangible assets*

Intangible assets consist of property management contracts for properties managed, but not owned, by the Company. The intangible assets are being amortized over seven years. Intangible assets are net of accumulated amortization of \$1,553,000 and \$1,477,000 at March 31, 2002 and December 31, 2001, respectively.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

*Evaluation of asset impairment*

The Company evaluates its assets used in operations, by identifying indicators of impairment and by comparing the sum of the estimated undiscounted future cash flows for each asset to the asset's carrying amount. When indicators of impairment are present and the sum of the undiscounted future cash flows is less than the carrying value of such asset, an impairment loss is recorded equal to the difference between the asset's current carrying value and its value based on discounting its estimated future cash flows. In addition, the Company evaluates its assets held for disposition. Assets held for disposition are reported at the lower of their carrying amount or fair value, less cost of dispositions. At March 31, 2002, no such indicators of impairment have been identified.

*Loan from affiliate*

The Company borrowed an aggregate of \$35 million from PSI in 2001 and paid \$78,000 in interest expense in January 2002. The note bore interest at 3.25% (per annum) and was repaid in January 2002. A portion of the proceeds from the Series F preferred stock issuance described in Note 9 was used to repay the note in January 2002.

*Revenue and expense recognition*

All leases are classified as operating leases. Rental income is recognized on a straight-line basis over the terms of the leases. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as revenues in the period the applicable costs are incurred.

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

Property management fees are recognized in the period earned.

*General and administrative expense*

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

*Income taxes*

The Company qualified and intends to continue to qualify as a REIT, as defined in Section 856 of the Internal Revenue Code. As a REIT, the Company is not subject to federal income tax to the extent that it distributes its taxable income to its shareholders. A REIT must distribute at least 90% of its taxable income each year. In addition, REIT's are subject to a number of organizational and operating requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) based on its taxable income using corporate income tax rates. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property and to federal income and excise taxes on its undistributed taxable income. The Company believes it met all organizational and operating requirements to maintain its REIT status during 2001 and intends to continue to meet such requirements for 2002. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

*Net income per common share*

Per share amounts are computed using the number of weighted average common shares outstanding. "Diluted" weighted average common shares outstanding includes the dilutive effect of stock options under the treasury stock method. "Basic" weighted average common shares outstanding excludes such effect. Earnings per share have been calculated as follows:

	For the Three Months Ended March 31,	
	2002	2001
Net income allocable to common shareholders .....	\$ 13,085,000	\$ 10,193,000
Weighted average common shares outstanding:		
Basic weighted average common shares outstanding .....	21,543,000	23,021,000
Net effect of dilutive stock options - based on treasury stock method using average market price.....	193,000	76,000
Diluted weighted average common shares outstanding .....	21,736,000	23,097,000
Basic earnings per common share .....	\$ 0.61	\$ 0.44
Diluted earnings per common share .....	\$ 0.60	\$ 0.44

*Reclassifications*

Certain reclassifications have been made to the condensed consolidated financial statements for 2001 in order to conform to the 2002 presentation.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

**3. Real estate facilities**

The activity in real estate facilities for the three months ended March 31, 2002 is as follows:

	<u>Land</u>	<u>Buildings</u>	<u>Accumulated Depreciation</u>	<u>Total</u>
Balances at December 31, 2001 ....	\$ 288,792,000	\$ 948,899,000	\$(121,609,000)	\$1,116,082,000
Developed projects.....	-	2,228,000	-	2,228,000
Capital improvements.....	-	5,734,000	-	5,734,000
Depreciation expense .....	-	-	(13,902,000)	(13,902,000)
Balances at March 31, 2002 .....	<u>\$ 288,792,000</u>	<u>\$ 956,861,000</u>	<u>\$(135,511,000)</u>	<u>\$1,110,142,000</u>

During the three months ended March 31, 2002, the Company incurred \$2,228,000 in development costs.

Two properties have been identified as not meeting the Company's ongoing investment strategy and have been designated as a properties held for disposition at March 31, 2002. These properties are currently being marketed and the Company anticipates the net proceeds to approximate book value. The following summarizes the condensed results of operations of the property held for disposition which is also included in the condensed consolidated statements of income:

	<u>For the Three Months Ended March 31,</u>	
	<u>2002</u>	<u>2001</u>
Rental income .....	\$ 534,000	\$ 560,000
Cost of operations .....	(413,000)	(378,000)
Net operating income.....	<u>\$ 121,000</u>	<u>\$ 182,000</u>

**4. Leasing activity**

The Company leases space in its real estate facilities to tenants under non-cancelable leases generally ranging from one to ten years. Future minimum rental revenues excluding recovery of expenses as of March 31, 2002 under these leases are as follows:

2002 (April – December) .....	\$ 123,459,000
2003.....	140,695,000
2004.....	107,704,000
2005.....	76,930,000
2006.....	46,198,000
Thereafter .....	72,414,000
	<u>\$ 567,400,000</u>

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

In addition to minimum rental payments, tenants pay reimbursements for their pro rata share of specified operating expenses, which amounted to \$6,704,000 and \$4,790,000 for the three months ended March 31, 2002 and 2001, respectively. These amounts are included as rental income and cost of operations in the accompanying condensed consolidated statements of income.

**5. Bank Loans**

In September 2000, the Company extended its unsecured line of credit (the "Credit Facility") with Wells Fargo Bank. The Credit Facility has a borrowing limit of \$100 million and an expiration date of August 6, 2003. The expiration date may be extended by one year on each anniversary of the Credit Facility upon request by the Company and approval by Wells Fargo Bank. Interest on outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate ("LIBOR") plus 0.75% to LIBOR plus 1.35% depending on the Company's credit ratings and coverage ratios, as defined (currently LIBOR plus 1.00%). In addition, the Company is required to pay an annual commitment fee of 0.25% of the borrowing limit. The Company had drawn \$100 million on its line of credit at March 31, 2002 and December 31, 2001.

The Credit Facility requires the Company to meet certain covenants including (i) maintain a balance sheet leverage ratio (as defined) of less than 0.50 to 1.00, (ii) maintain interest and fixed charge coverage ratios (as defined) of not less than 2.25 to 1.00 and 1.75 to 1.00, respectively, (iii) maintain a minimum total shareholders' equity (as defined) and (iv) limit distributions to 95% of funds from operations (as defined). In addition, the Company is limited in its ability to incur additional borrowings (the Company is required to maintain unencumbered assets with an aggregate book value equal to or greater than two times the Company's unsecured recourse debt) or sell assets. The Company was in compliance with the covenants of the Credit Facility at March 31, 2002.

In February 2002, the Company entered into a seven year \$50 million unsecured term note agreement with Fleet National Bank. The note bears interest at LIBOR plus 1.45% and is due on February 20, 2009. The Company paid a one-time facility fee of 0.35% or \$175,000 for the loan. The Company expects to use the proceeds from the loan to reduce the amount drawn on the Credit Facility.

The unsecured note requires the Company to meet covenants that are substantially the same as the covenants in its credit facility.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

**6. Mortgage notes payable**

Mortgage notes consist of the following:	March 31, 2002	December 31, 2001
7.050% mortgage note, principal and interest payable monthly, due May 2006.....	\$ 8,323,000	\$ 8,374,000
8.190% mortgage note, principal and interest payable monthly, due March 2007.....	6,231,000	6,283,000
7.290% mortgage note, principal and interest payable monthly, due February 2009.....	6,136,000	6,164,000
7.280% mortgage note, principal and interest payable monthly, due February 2003.....	4,025,000	4,059,000
8.000% mortgage note, principal and interest payable monthly, due April 2003.....	1,906,000	1,930,000
8.500% mortgage note, principal and interest payable monthly, due July 2007 .....	-	1,797,000
8.000% mortgage note, principal and interest payable monthly, due April 2003.....	1,519,000	1,538,000
	\$28,140,000	\$30,145,000

At March 31, 2002, approximate principal maturities of mortgage notes payable are as follows:

2002 (March - December) .....	\$ 637,000
2003.....	7,811,000
2004.....	630,000
2005.....	680,000
2006.....	7,890,000
Thereafter .....	10,492,000
	\$ 28,140,000

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

**7. Minority interests**

*Common partnership units*

The Company presents the accounts of PSB and the Operating Partnership on a consolidated basis. Ownership interests in the Operating Partnership, other than PSB's interest, are classified as minority interest in the consolidated financial statements. Minority interest in income consists of the minority interests' share of the consolidated operating results.

Beginning one year from the date of admission as a limited partner and subject to certain limitations described below, each limited partner other than PSB has the right to require the redemption of its partnership interest.

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

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

On January 12, 2001, the Company redeemed 30,484 common units from unaffiliated third parties for an aggregate cost of \$808,000 in cash.

At March 31, 2002, there were 7,305,355 common units owned by PSI and affiliated entities and which are accounted for as minority interests. On a fully converted basis, assuming all 7,305,355 minority interest common units were converted into shares of common stock of PSB at March 31, 2002, the minority interest units would convert into approximately 25% of the common shares outstanding. At the end of each reporting period, the Company determines the amount of equity (book value of net assets) which is allocable to the minority interest based upon the ownership interest and an adjustment is made to the minority interest, with a corresponding adjustment to paid-in capital, to reflect the minority interests' equity in the Company.

*Preferred partnership units*

On April 23, 1999, the Operating Partnership completed a private placement of 510,000 preferred units with a preferred distribution rate of 8 7/8%. The net proceeds from the placement of preferred units were approximately \$12.5 million and were used to repay borrowings from PSI.

On September 3, 1999, the Operating Partnership completed a private placement of 3,200,000 preferred units with a preferred distribution rate of 8 3/4%. The net proceeds from the placement of preferred units were approximately \$78 million and part of the proceeds was used to prepay a mortgage note payable of approximately \$8.5 million.



**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

On September 7 and 23, 1999, the Operating Partnership completed private placements of 1,200,000 and 400,000 preferred units, respectively, with a preferred distribution rate of 8 7/8%. The net proceeds from the placements of preferred units were approximately \$39.2 million and were used for investment in real estate.

On July 12, 2000, the Operating Partnership completed a private placement of 480,000 preferred units with a preferred distribution rate of 8 7/8%. The net proceeds from the placement of preferred units were approximately \$11.7 million and were used for investment in real estate.

On September 21, 2001, the Operating Partnership completed a private placement of 2,120,000 preferred units with a preferred distribution rate of 9 1/4%. The net proceeds from the placement of preferred units were approximately \$51.6 million and were used for investment in real estate.

The Operating Partnership has the right to redeem preferred units on or after the fifth anniversary of the applicable issuance date at the original capital contribution plus the cumulative priority return, as defined, to the redemption date to the extent not previously distributed. The preferred units are exchangeable for Cumulative Redeemable Preferred Stock of the respective series of PS Business Parks, Inc. on or after the tenth anniversary of the date of issuance at the option of the Operating Partnership or a majority of the holders of the respective preferred units. The Cumulative Redeemable Preferred Stock will have the same distribution rate and par value as the corresponding preferred units and will otherwise have equivalent terms to the other series of preferred stock described in Note 9.

**8. Property management contracts**

The Operating Partnership manages industrial, office and retail facilities for PSI and affiliated entities. These facilities, all located in the United States, operate under the "Public Storage" or "PS Business Parks" names. In addition, the Operating Partnership manages properties for third party owners and a joint venture.

The property management contracts provide for compensation of a percentage of the gross revenues of the facilities managed. Under the supervision of the property owners, the Operating Partnership coordinates rental policies, rent collections, marketing activities, the purchase of equipment and supplies, maintenance activities, and the selection and engagement of vendors, suppliers and independent contractors. In addition, the Operating Partnership assists and advises the property owners in establishing policies for the hire, discharge and supervision of employees for the operation of these facilities, including property managers and leasing, billing and maintenance personnel.

The property management contract with PSI is for a seven year term with the term being extended one year on each anniversary. The property management contracts with affiliates of PSI are cancelable by either party upon sixty days notice.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

**9. Shareholders' equity**

*Preferred stock*

As of March 31, 2002 and December 31, 2001, the Company had the following series of preferred stock outstanding:

Series	Dividend Rate	March 31, 2002		December 31, 2001	
		Shares Outstanding	Carrying Amount	Shares Outstanding	Carrying Amount
Series A	9.250%	2,200	\$ 55,000,000	2,200	\$ 55,000,000
Series D	9.500%	2,640	\$ 66,000,000	2,640	\$ 66,000,000
Series F	8.750%	2,000	50,000,000	-	-
		<u>6,840</u>	<u>\$ 171,000,000</u>	<u>4,840</u>	<u>\$ 121,000,000</u>

On April 30, 1999, the Company issued 2,200,000 depositary shares, each representing 1/1,000 of a share of 9 1/4% Cumulative Preferred Stock, Series A. Net proceeds from the public perpetual preferred stock offering were approximately \$53.1 million and were used to repay borrowings from PSI and a mortgage note payable of approximately \$11 million. The remaining proceeds were used for investment in real estate.

On May 10, 2001, the Company issued 1,840,000 depositary shares, each representing 1/1,000 of a share of 9 1/2% Cumulative Preferred Stock, Series D in a public offering. On June 18, 2001, the Company issued 800,000 depositary shares, each representing 1/1,000 of a share of 9 1/2% Cumulative Preferred Stock, Series D in a directed placement. Net proceeds from the offerings were approximately \$64.3 million and were used for investment in real estate and general corporate purposes.

On January 28, 2002, the Company issued 2,000,000 depositary shares, each representing 1/1,000 of a share of 8 3/4% Cumulative Preferred Stock, Series F. Net proceeds from the public perpetual preferred stock offering were approximately \$48.3 million and were used to repay borrowings from PSI and general corporate purposes.

Holders of the Company's preferred stock will not be entitled to vote on most matters, except under certain conditions. In the event of a cumulative arrearage equal to six quarterly dividends, the holders of the preferred stock will have the right to elect two additional members to serve on the Company's Board of Directors until all events of default have been cured. At March 31, 2002, there were no dividends in arrears.

Except under certain conditions relating to the Company's qualification as a REIT, the preferred stock is not redeemable prior to the following dates: Series A - April 30, 2004, Series D - May 10, 2006 and Series F - January 28, 2007. On or after the respective dates, the respective series of preferred stock will be redeemable, at the option of the Company, in whole or in part, at \$25 per depositary share, plus any accrued and unpaid dividends.

The Company paid \$3,617,000 and \$1,272,000 in distributions to its preferred shareholders for the three months ended March 31, 2002 and 2001, respectively.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

*Common Stock*

The Company's Board of Directors has authorized the repurchase from time to time of up to 4,500,000 shares of the Company's common stock on the open market or in privately negotiated transactions. For the three months ended March 31, 2002, the Company has not repurchased any common stock. Since the inception of the program (March 2000), the Company has repurchased an aggregate total of 2,321,711 shares of common stock at an aggregate cost of approximately \$60.5 million (average cost of \$26.06 per share).

On March 31, 2000, a holder of common units in the Operating Partnership exercised its option and converted its 107,517 common units into an equal number of shares of PSB common stock. The conversion resulted in an increase in shareholders' equity and a corresponding decrease in minority interest of approximately \$2,531,000, representing the book value of the common units at the time of conversion.

The Company paid \$6,248,000 (\$0.29 per common share) and \$6,671,000 (\$0.29 per common share) in distributions to its common shareholders for the three months ended March 31, 2002 and 2001, respectively. Pursuant to restrictions imposed by the Credit Facility, distributions may not exceed 95% of funds from operations, as defined.

*Equity stock*

In addition to common and preferred stock, the Company is authorized to issue 100,000,000 shares of Equity Stock. The Articles of Incorporation provide that the Equity Stock may be issued from time to time in one or more series and give the Board of Directors broad authority to fix the dividend and distribution rights, conversion and voting rights, redemption provisions and liquidation rights of each series of Equity Stock.

**10. Recent accounting pronouncements**

In October 2001, the Financial Accounting Standards Board issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." This statement addresses financial accounting and reporting for the disposal of long-lived assets and becomes effective for financial statements issued for fiscal years beginning after December 15, 2001. The Company is studying this statement to determine its effect on the consolidated financial statements and will adopt this statement in the year ending December 31, 2002.

**11. Commitments and contingencies**

Substantially all of the Company's properties have been subjected to Phase I environmental reviews. Such reviews have not revealed, nor is management aware of, any probable or reasonably possible environmental costs that management believes would have a material adverse effect on the Company's business, assets or results of operations, nor is the Company aware of any potentially material environmental liability, except as discussed below.

The Company acquired a property in Beaverton, Oregon ("Creekside Corporate Park") in May 1998. A portion of Creekside Corporate Park, as well as properties adjacent to Creekside Corporate Park, are currently the subject of an environmental investigation that is being conducted by two current and past owner/operators of an industrial facility on adjacent property, pursuant to an Order on Consent issued by the Oregon Department of Environmental Quality ("ODEQ"). Results to date indicate that the contamination from the industrial facility has migrated onto portions of Creekside Corporate Park owned by the Company. There is no evidence that the Company's past or current use of the Creekside Corporate Park property contributed in any way to the contamination that is the subject of the current investigation, nor has the ODEQ alleged any such contribution.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

The Company, which is not a party to the Order on Consent, executed separate Access Agreements with the two owner/operators to allow access to portions of Creekside Corporate Park to conduct the required sampling and testing, and to permit one of the owner/operators subject to the Order on Consent to construct, install and operate a groundwater treatment system on a portion of Creekside Corporate Park owned by the Company. Operation and maintenance of this groundwater treatment system, which is required by the Interim Remedial Action Plan approved by ODEQ, is the sole responsibility of the owner/operator, and not the Company.

Based on the remedial investigation/feasibility study, ODEQ has selected a final remedy that would include permanent treatment of contaminants in the groundwater, including expanded groundwater extraction and treatment on all parcels of the former industrial property, including portions of Creekside Corporate Park. The estimated cost of this remedy is \$2.8 million over a 30-year time period. ODEQ is in the process of preparing a second Consent Order for remedy implementation.

One of the two owner/operators that will likely be a party to the Consent Order for remedy implementation recently filed for Chapter 11 bankruptcy protection. It is not clear at this point what impact, if any, this filing will have on the implementation of the removal or remedial activities ordered by the ODEQ. It is possible that the ODEQ could require the Company to participate in the implementation of removal or remedial actions that may be required on the Company's property, or to pay a portion of the costs to do so. In the event the Company is ultimately deemed responsible for any costs relating to this matter, the Company believes that it may have recourse against the party from whom the property was purchased. In addition, the Company believes it may have recourse against other potentially responsible parties, including, but not limited to, one or both of the owner/operators of the adjacent industrial facility.

Although the other environmental investigations conducted to date have not revealed any environmental liability that the Company believes would have a material adverse effect on the Company's business, assets or results of operations, and the Company is not aware of any such liability, it is possible that these investigations did not reveal all environmental liabilities or that there are material environmental liabilities of which the Company is unaware. No assurances can be given that (i) future laws, ordinances, or regulations will not impose any material environmental liability, or (ii) the current environmental condition of the Company's properties has not been, or will not be, affected by tenants and occupants of the Company's properties, by the condition of properties in the vicinity of the Company's properties, or by third parties unrelated to the Company.

On November 3, 1999, the Company filed an action titled *PS Business Parks, Inc. v. Larry Howard et al.* (Case No. BC219580) in Los Angeles Superior Court seeking damages in excess of \$1 million. The complaint alleges that Mr. Howard and entities controlled by him engaged in unfair trade practices. Some of the Company's claims have been dismissed on summary adjudication, and the balance has been referred to the arbitration proceedings described below for adjudication. Mr. Howard filed a cross-complaint which the Company intends to vigorously contest and which is also in the process of being referred to arbitration for adjudication.

On November 27, 2000, Mary Jayne Howard, a former officer of the Company filed a demand for arbitration with the American Arbitration Association alleging claims against the Company for breach of contract, gender discrimination, marital discrimination, and wrongful termination based on public policy. The demand seeks damages of approximately \$2 million. The Company plans to vigorously contest these claims. The Company has also filed in the arbitration a cross-claim against Ms. Howard alleging that she breached her fiduciary duties to the Company and committed fraud, among other claims, seeking damages in excess of \$1 million.

**PS BUSINESS PARKS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2002**

On February 2, 2000, the Company filed an action against Mary Piper, its former Vice President of operations, in Riverside County Superior Court, alleging claims for breach of fiduciary duties, fraud and deceit, constructive fraud, negligent misrepresentation, violation of Section 17000 of the Business and Professions Code, violation of Section 17200 of the Business and Professions Code and culpable negligence. The Company's claims arose from Ms. Piper's alleged participation in a plan that resulted in the payment of improper kickbacks to Larry Howard, a former vendor of the Company and the husband of Mary Jayne Howard, a former officer of the Company. Ms. Piper subsequently filed a cross-complaint which the Company intends to vigorously contest.

The Company currently is neither subject to any other material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company other than routine litigation and administrative proceedings arising in the ordinary course of business. Management believes that these items will not have a material adverse impact on the Company's condensed consolidated financial position or results of operations.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Forward-Looking Statements:** Forward-looking statements are made throughout this Quarterly Report on Form 10-Q. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "seeks," "estimates," and similar expressions are intended to identify forward-looking statements. There are a number of important factors that could cause the results of the Company to differ materially from those indicated by such forward-looking statements, including those detailed under the heading "Item 2A. Risk Factors." In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. Moreover, we assume no obligation to update these forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

### Overview

**Effect of Economic Conditions on the Company's Operations:** During 2001 and continuing into 2002, the Company has been affected by the slowdown in economic activity in the United States in most of its primary markets. These effects were exacerbated by the terrorist attacks of September 11, 2001 and the related aftermath. These effects include a decline in occupancy rates and a reduction in market rates throughout the portfolio, slower than expected lease-up of the Company's development properties, lower interest rates on invested cash and the rise in insurance costs upon the expiration of our policies expire in March 2002.

The reduction in occupancies and market rental rates has been the result of several factors related to general economic conditions. There are more businesses contracting than expanding, more businesses failing than starting-up and general uncertainty for businesses, resulting in slower decision-making and requests for shorter-term leases. There is also more competing vacant space including substantial amounts of sub-lease space in many of the Company's markets. Many of the Company's properties have lower vacancy rates than the average rates for the markets in which they are located; consequently, the Company may have difficulty in maintaining its occupancy rates as leases expire. An extended economic slowdown will put additional downward pressure on occupancies and market rental rates. The economic slowdown and the abundance of space alternatives available to customers has led to pressure for greater rent concessions, more generous tenant improvement allowances and higher broker commissions.

The Company's two development properties were 46% leased in the aggregate as of March 31, 2002, but they have not been leased as rapidly as the Company had anticipated. The development properties consist of a 141,000 square foot flex development in Northern Virginia that was 60% leased, and a 97,000 square foot development in the Beaverton submarket of Portland, Oregon that was 26% leased.

Historically, the Company has raised capital prior to identifying opportunities to deploy the capital. This has generally resulted in some short-term earnings dilution. Because interest rates on cash investments have declined 190 basis points over the past twelve months, however, continuing to employ this strategy would result in a significantly greater dilution to earnings from holding capital waiting to be deployed. Accordingly, during this period of low interest rates, the Company has determined that the cost of this strategy currently outweighs its benefits. As a result, the Company has used its line of credit and other short-term borrowing sources to provide the capital to complete acquisitions.

The Company also incurred a 30% increase in insurance costs when our current policies expired in 2002 due to the terrorist attacks of September 11, 2001. The Company does not expect the increase to materially impact its results since insurance expense represents less than 3% of the Company's operating costs and the Company

believes that most of the cost can be passed along to the Company's customers in accordance with the applicable lease agreements.

***Growth of the Company's Operations:*** During 2001 and continuing into 2002, the Company focused on increasing cash flow from its existing core portfolio of properties, seeking to expand its presence in existing markets through strategic acquisitions and developments and strengthening its balance sheet, primarily through the issuance of preferred stock/units. The Company has maintained low debt and overall leverage levels, including preferred stock/units, which give it the flexibility for future growth without the issuance of additional common stock.

During the first quarter of 2002, the Company did not complete any acquisitions or dispositions of properties. The Company plans to continue to seek to build its presence in existing markets by acquiring high quality facilities in selected markets. The Company targets properties with below market rents which offer the Company the ability to achieve economies of scale resulting in more efficient operations.

During 2001, the Company added approximately 2.2 million square feet of space to its portfolio at an aggregate cost of approximately \$303 million. These acquisitions increased the Company's presence in its existing markets. The Company acquired 658,000 square feet in Northern Virginia for approximately \$88 million, 685,000 square feet in Oregon for approximately \$88 million and 905,000 square feet in Maryland for approximately \$127 million. In addition, the Company completed development of three properties totaling 339,000 square feet in Northern Virginia, Portland and Dallas for approximately \$28.5 million. The Company also disposed of a property aggregating 77,000 square feet for approximately \$9 million. The Company also formed a joint venture to own and operate an industrial park. This park, consisting of 294,000 square feet, was acquired in December 2000 at a cost of approximately \$14.4 million and was contributed to the joint venture at its original cost for a 25% equity interest in the joint venture.

## **Results of Operations**

***Results of Operations:*** Net income for the three months ended March 31, 2002 was \$16,702,000 compared to \$11,465,000 for the same period in 2001. Net income allocable to common shareholders (net income less preferred stock dividends) for the three months ended March 31, 2002 was \$13,085,000 compared to \$10,193,000 for the same period in 2001. Net income per common share on a diluted basis was \$0.60 for the three months ended March 31, 2002 compared to \$0.44 for the same period in 2001 (based on weighted average diluted common shares outstanding of 21,736,000 and 23,097,000 at March 31, 2002 and March 31, 2001, respectively). Net income allocable to common shareholders in the first quarter of 2002 included recognizing a deferred gain on the disposal of a property of \$5.4 million or \$0.19 per common share.

The Company's property operations account for almost all of the net operating income earned by the Company. The following table presents the pre-depreciation operating results of the properties:

	Three Months Ended March 31,		Change
	2002	2001	
Rental income:			
“Same Park” facilities (12 million net rentable square feet)...	\$38,380,000	\$37,104,000	3.4%
Other facilities .....	11,964,000	1,289,000	828.2%
Total rental income .....	<u>\$50,344,000</u>	<u>\$38,393,000</u>	31.1%
Cost of operations (excluding depreciation):			
“Same Park” facilities .....	\$10,100,000	\$9,735,000	3.7%
Other facilities .....	3,726,000	636,000	485.8%
Total cost of operations .....	<u>\$13,826,000</u>	<u>\$10,371,000</u>	33.3%
Net operating income (rental income less cost of operations):			
“Same Park” facilities .....	\$28,280,000	\$27,369,000	3.3%
Other facilities .....	8,238,000	653,000	1161.6%
Total net operating income .....	<u>\$36,518,000</u>	<u>\$28,022,000</u>	30.3%

Rental income and rental income less cost of operations or net operating income ("NOI") prior to depreciation are summarized for the three months ended March 31, 2002 by major geographic region below:

Region	Square Footage	Percent of Total	Rental Income	Percent of Total	NOI	Percent of Total
Southern California	3,177,000	21.4%	\$10,640,000	21.1%	\$8,016,000	22.0%
Northern California	1,495,000	10.0%	5,262,000	10.4%	4,043,000	11.1%
Southern Texas	1,032,000	7.0%	2,775,000	5.5%	1,539,000	4.2%
Northern Texas	1,951,000	13.2%	5,430,000	10.8%	3,886,000	10.6%
Virginia	2,621,000	17.7%	9,945,000	19.8%	7,057,000	19.3%
Maryland	1,771,000	12.0%	6,824,000	13.6%	4,891,000	13.4%
Oregon	1,973,000	13.3%	7,640,000	15.2%	6,111,000	16.7%
Other	797,000	5.4%	1,828,000	3.6%	975,000	2.7%
	<u>14,817,000</u>	<u>100.0%</u>	<u>\$50,344,000</u>	<u>100.0%</u>	<u>\$36,518,000</u>	<u>100.0%</u>

**Supplemental Property Data and Trends:** In order to evaluate the performance of the Company's overall portfolio, management analyzes the operating performance of a consistent group of properties constituting 12 million net rentable square feet ("Same Park" facilities). The Company currently has an ownership interest in these properties and has owned and operated them for the comparable periods. These properties do not include properties that have been acquired or sold during 2001 and 2002. The "Same Park" facilities represent approximately 81% of the weighted average square footage of the Company's portfolio at March 31, 2002.



The following table summarizes the pre-depreciation historical operating results of the "Same Park" facilities excluding the effects of accounting for rental income on a straight-line basis.

**"Same Park" Facilities (12.0 million square feet)**

	Three Months Ended March 31,		Change
	2002	2001	
Rental income <sup>(1)</sup> .....	\$ 37,648,000	\$ 36,746,000	2.5%
Cost of operations .....	10,100,000	9,735,000	3.7%
Net operating income.....	<u>\$ 27,548,000</u>	<u>\$ 27,011,000</u>	2.0%
Gross margin <sup>(2)</sup> .....	73.2%	73.5%	(0.3%)
<u>Weighted average for period:</u>			
Occupancy.....	95.2%	96.5%	(1.3%)
Annualized realized rent per occupied sq. ft. <sup>(3)</sup> .....	\$13.14	\$12.66	3.8%

- (1) Rental income does not include the effect of straight-line accounting.
- (2) Gross margin is computed by dividing property net operating income by rental income.
- (3) Realized rent per square foot represents the actual revenues earned per occupied square foot.

The following tables summarize the "Same Park" operating results by major geographic region for the three months ended March 31, 2002 and 2001:

Region	Revenues 2002	Revenues 2001	Increase (Decrease)	NOI 2002	NOI 2001	Increase (Decrease)
Southern California....	\$10,523,000	\$9,993,000	5.3%	\$7,985,000	\$7,474,000	6.8%
Northern California....	5,071,000	4,524,000	12.1%	3,892,000	3,432,000	13.4%
Southern Texas .....	2,207,000	2,350,000	(6.1%)	1,419,000	1,491,000	(4.8%)
Northern Texas .....	4,786,000	4,706,000	1.7%	3,381,000	3,325,000	1.7%
Virginia.....	6,138,000	6,267,000	(2.1%)	4,274,000	4,546,000	(5.9%)
Maryland.....	2,330,000	2,468,000	(5.6%)	1,713,000	1,832,000	(6.5%)
Oregon .....	4,786,000	4,536,000	5.5%	3,901,000	3,674,000	6.2%
Other .....	1,807,000	1,902,000	(5.0%)	983,000	1,237,000	(20.5%)
	<u>\$37,648,000</u>	<u>\$36,746,000</u>	2.5%	<u>\$27,548,000</u>	<u>\$27,011,000</u>	2.0%

The increases noted above reflect the performance of the Company's existing markets. Northern and Southern California and Oregon continue to benefit from the expirations of leases during 2001 with below market rents. The decreases reflected above were primarily due to declining occupancy levels and declining rental rates. Total revenues include rental income that was determined to be uncollectible and was written-off in the amount of \$230,000 and \$83,000 for the three months ended March 31, 2002 and 2001, respectively.

**Facility Management Operations:** The Company's facility management accounts for a small portion of the Company's net operating income. During the three months ended March 31, 2002, \$150,000 in net operating income was recognized from facility management operations compared to \$125,000 for the same period in 2001. Facility management fees have increased due to the increase in rental rates of the properties managed by the Company and an additional property brought under management during 2001.

**Business Services:** Business services include construction management fees and fees from telecommunications service providers. During the three months ended March 31, 2002, Business Services generated a net operating loss of \$135,000 compared to net operating loss of \$27,000 for the same period in 2001. Business services revenue have declined due to the bankruptcies of Darwin Networks, Winstar and Teligent.

**Interest and Other Income:** Interest and other income reflects earnings on cash balances and dividends on marketable securities. Interest income was \$241,000 for the three months ended March 31, 2002 compared to \$760,000 for the same period in 2001. The decrease is attributable to lower average cash balances and interest rates. Average cash balances and effective interest rates for the three months ended March 31, 2002 were approximately \$23 million and 2.3% compared to \$55 million and 4.2% for the same period in 2001.

**Cost of Operations:** Cost of operations for the three months ended March 31, 2002 was \$13,826,000 compared to \$10,371,000 for the same period in 2001. The increase is due primarily to the growth in the square footage of the Company's portfolio of properties. Cost of operations as a percentage of rental income is fairly consistent at 27.5% in 2002 compared to 27.0% in 2001.

**Depreciation and Amortization Expense:** Depreciation and amortization expense for the three months ended March 31, 2002 was \$13,978,000 compared to \$9,646,000 for the same period in 2001. The increase is primarily due to depreciation expense on real estate facilities acquired or developed during 2001.

**General and Administrative Expense:** General and administrative expense was \$1,136,000 for the three months ended March 31, 2002 compared to \$1,128,000 for the same period in 2001. Included in general and administrative costs are acquisition costs and abandoned transaction costs. Acquisition expenses were \$163,000 and \$203,000 for the three months ended March 31, 2002 and 2001, respectively.

**Interest Expense:** Interest expense was \$1,551,000 for the three months ended March 31, 2002 compared to \$237,000 for the same period in 2001. The increase is primarily attributable to increased debt balances in 2002 due to the use of the Company's credit facilities to fund acquisitions completed during the fourth quarter of 2001. Interest expense of \$144,000 and \$412,000 was capitalized as part of building costs associated with properties under development during the three months ended March 31, 2002 and 2001 respectively.

**Gain on Disposition of Real Estate:** Gain on sale of real estate was \$5,366,000 for the three months ended March 31, 2002. The Company disposed of a property in San Diego for approximately \$9 million in November 2001 and deferred a gain of \$5,366,000 which was later recognized in 2002 when the buyer of the property obtained third party financing for the property and paid off its note to the Company.

**Gain on Investment in Marketable Securities:** Gain on investments in marketable securities was \$25,000 for the three months ended March 31, 2002 compared to \$15,000 for the same period in 2001.

**Minority Interest in Income:** Minority interest in income reflects the income allocable to equity interests in the Operating Partnership that are not owned by the Company. Minority interest in income was \$8,844,000 (\$4,412,000 allocated to preferred unitholders and \$4,432,000 allocated to common unitholders) for the three months ended March 31, 2002 compared to \$6,423,000 (\$3,187,000 allocated to preferred unitholders and \$3,236,000 allocated to common unitholders) for the same period in 2001. The increase in minority interest in

income is due primarily to the issuance of preferred operating partnership units during 2001 and higher earnings at the Operating Partnership level.

### **Liquidity and Capital Resources**

Net cash provided by operating activities for the three months ended March 31, 2002 and 2001 was \$37,801,000 and \$24,351,000, respectively. Management believes that the Company's internally generated net cash provided by operating activities will continue to be sufficient to enable it to meet its operating expenses, capital improvements and debt service requirements and to maintain the current level of distributions to shareholders.

The following table summarizes the Company's cash flow from operating activities:

	Three Months Ended March 31,	
	2002	2001
Net income.....	\$16,702,000	\$11,465,000
Gain on sale of marketable securities .....	(25,000)	(15,000)
Gain on disposal of properties .....	(5,366,000)	-
Depreciation and amortization.....	13,978,000	9,646,000
Minority interest in income.....	8,844,000	6,423,000
Change in working capital .....	3,625,000	(3,168,000)
Net cash provided by operating activities .....	<u>37,758,000</u>	<u>24,351,000</u>
Maintenance capital expenditures.....	(842,000)	(573,000)
Tenant improvements .....	(2,163,000)	(929,000)
Capitalized lease commissions .....	(858,000)	(391,000)
Funds available for distributions to shareholders, minority interests, acquisitions and other corporate purposes .....	33,895,000	22,458,000
Cash distributions to shareholders and minority interests.....	<u>(20,722,000)</u>	<u>(13,249,000)</u>
Excess funds available for principal payments on debt, investments in real estate and other corporate purposes .....	<u>\$ 13,173,000</u>	<u>\$ 9,209,000</u>

The Company's capital structure is characterized by a low level of leverage. As of March 31, 2002, the Company had six fixed rate mortgage notes payable totaling \$28,140,000, which represented 2.4% of its total capitalization (based on book value, including minority interest and debt). The weighted average interest rate for the mortgage notes is 7.50%.

The Company used its short-term borrowing capacity to complete acquisitions totaling \$303 million in 2001. The Company borrowed \$100 million from its line of credit and \$35 million from PSI. The remaining balance was funded from proceeds of the issuance of preferred stock and preferred units in the operating partnership totaling \$116 million and existing cash of \$52 million. During January 2002, the Company issued 2,000,000 depositary shares, each representing 1/1,000 of a share of 8 ¾% Cumulative Preferred Stock, Series F, resulting in net proceeds of \$48.4 million. This was used to repay PSI and to increase financial flexibility.

During February 2002, the Company entered into a seven year \$50 million term loan agreement with Fleet National Bank. The note bears interest at LIBOR plus 1.45% and is due on February 20, 2009. The Company paid

a one-time fee of 0.35% or \$175,000 for the facility. The Company expects to use the proceeds of the loan to reduce the amount drawn on its line of credit with Wells Fargo Bank.

When interest rise from their historically low levels, the Company expects to return to its strategy of funding primarily with permanent capital, including the issuance of common and preferred stock, and internally generated retained cash flows and to a lesser extent with secured or unsecured debt. In addition, the Company may sell properties that no longer meet its investment criteria. The Company may finance acquisitions on a temporary basis with borrowings from its Credit Facility. The Company intends to repay amounts borrowed under the Credit Facility from undistributed cash flow or, as market conditions permit and as determined to be advantageous, from the public or private placement of preferred and common stock/OP units of the Company or Operating Partnership or the formation of joint ventures. The Company targets a leverage ratio of 40% (defined as debt and preferred equity as a percentage of market capitalization). In addition, the Company targets a ratio of Funds from Operations ("FFO") to combined fixed charges and preferred distributions of 3.0 to 1.0. As of March 31, 2002, the leverage ratio was 35% and the FFO to fixed charges and preferred distributions coverage ratio was 3.6 to 1.0.

In September 2000, the Company extended its Credit Facility with Wells Fargo Bank. The Credit Facility has a borrowing limit of \$100 million and an expiration date of August 6, 2003. The expiration date may be extended by one year on each anniversary of the Credit Facility upon request by the Company and approval by Wells Fargo Bank. Interest on outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate ("LIBOR") plus 0.75% to LIBOR plus 1.35% depending on the Company's credit ratings and coverage ratios, as defined (currently LIBOR plus 1.00%). In addition, the Company is required to pay an annual commitment fee of 0.25% of the borrowing limit. As of March 31, 2002, the balance was fully utilized at \$100 million.

***Funds from Operations:*** FFO is defined as net income, computed in accordance with generally accepted accounting principles ("GAAP"), before depreciation, amortization, minority interest in income, straight line rent adjustments and extraordinary or non-recurring items. FFO is presented because the Company considers FFO to be a useful measure of the operating performance of a REIT which, together with net income and cash flows provides investors with a basis to evaluate the operating and cash flow performances of a REIT. FFO does not represent net income or cash flows from operations as defined by GAAP. FFO does not take into consideration scheduled principal payments on debt or capital improvements. The Company believes that in order to facilitate a clear understanding of the Company's operating results, FFO should be analyzed in conjunction with net income as presented in the Company's consolidated financial statements included elsewhere in this Form 10-Q. Accordingly, FFO is not necessarily a substitute for cash flow or net income as a measure of liquidity or operating performance or ability to make acquisitions and capital improvements or ability to make distributions or debt principal payments.

Also, FFO as computed and disclosed by the Company may not be comparable to FFO computed and disclosed by other REITs. FFO for the Company is computed as follows:

	Three Months Ended March 31,	
	2002	2001
Net income allocable to common shareholders .....	\$ 13,085,000	\$ 10,193,000
Less: Gain on investment in marketable securities .....	(25,000)	(15,000)
Less: Gain on disposition of real estate.....	(5,366,000)	-
Depreciation and amortization .....	13,978,000	9,646,000
Depreciation from joint venture.....	20,000	-
Minority interest in income – common units .....	4,432,000	3,236,000
Less: Straight-line rent adjustment .....	(960,000)	(370,000)
Consolidated FFO allocable to common shareholders and minority interests.....	25,164,000	22,690,000
FFO allocated to common minority interest – common units.....	(6,366,000)	(5,468,000)
FFO allocated to common shareholders .....	<u>\$ 18,798,000</u>	<u>\$ 17,222,000</u>

**Capital Expenditures:** On a recurring annual basis, the Company expects to expend between \$0.90 and \$1.20 per square foot in recurring capital expenditures (\$13-\$18 million based on square footage at March 31, 2002). In addition, the Company expects to make \$19 million in additional capital expenditures in 2002. These investments include improvements to bring acquired properties up to the Company's standards of \$6.6 million, first generation tenant improvements and leasing commissions on development properties of \$7 million and the renovation of properties in Southern California, Northern Virginia, Arizona and Maryland totaling \$5.4 million. During the three months ended March 31, 2002, the Company incurred approximately \$8 million in capital expenditures. These included \$3.9 million in maintenance capital expenditures, tenant improvements and capitalized leasing commissions, \$0.5 million to bring acquired properties up to the Company's standards, \$2.2 million in first generation tenant improvements and leasing commissions on developed properties and \$1.4 million property renovations.

**Stock Repurchase:** The Company's Board of Directors has authorized the repurchase from time to time of up to 4,500,000 shares of the Company's common stock on the open market or in privately negotiated transactions. The Company has not repurchased any common stock in 2002.

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

**Related Party Transactions:** At March 31, 2002, PSI owns 25% of the outstanding shares of the Company's common stock (44% upon conversion of its interest in the Operating Partnership) and 25% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company). Ronald L. Havner, Jr., the Company's Chairman, President and Chief Executive Officer, is also an employee of PSI. As of December 31, 2001, the Company had \$35 million in short-term borrowings from PSI. The notes bore interest at 3.25% and were repaid as of January 28, 2002. Finally, the Company provides property management services for properties owned by PSI and its affiliates for a fee of 5% of the gross revenues of such properties in addition to reimbursement of direct costs.

## ITEM 2A. RISK FACTORS

In addition to the other information in this Form 10-Q, the following factors should be considered in evaluating our company and our business.

### **PSI has significant influence over us.**

*PSI owns a substantial number of our shares and of the units of our operating partnership:* At March 31, 2002, PSI and its affiliates owned 25% of the outstanding shares of our common stock (44% upon conversion of its interest in our operating partnership) and 25% of the outstanding common units of our operating partnership (100% of the common units not owned by us). Consequently, PSI has the ability to significantly influence all matters submitted to a vote of our shareholders, including electing directors, changing our articles of incorporation, dissolving and approving other extraordinary transactions such as mergers, and all matters requiring the consent of the limited partners of the operating partnership. In addition, PSI's ownership may make it more difficult for another party to take over our company without PSI's approval.

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

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

*Our board can set the terms of certain securities without shareholder approval:* Our board of directors is authorized, without shareholder approval, to issue up to 50,000,000 shares of preferred stock and up to 100,000,000 shares of equity stock, in each case in one or more series. Our board has the right to set the terms of each of these series of stock. Consequently, the board could set the terms of a series of stock that could make it difficult (if not impossible) for another party to take over our company even if it might be favorable to our public shareholders. We can also cause our operating partnership to issue additional interests for cash or in exchange for property.

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

### **Our operating partnership poses additional risks to us.**

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

**We cannot sell certain properties without PSI's approval.**

Before 2007, we may not sell 12 specified properties without PSI's approval. Since PSI would be taxed on a sale of these properties, the interests of PSI and our other shareholders may differ as to the best time to sell.

**Certain institutional investors have special rights.**

Certain institutional investors have rights, such as the right to approve nominees to our board of directors, the right to purchase our securities in certain circumstances and the right to require registration of their shares, not available to our public shareholders.

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

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

*Our cash flow would be reduced if our predecessor failed to qualify as a REIT:* For us to qualify to be taxed as a REIT, our predecessor, American Office Park Properties, also needed to qualify to be taxed as a REIT. We believe American Office Park Properties qualified as a REIT beginning in 1997 until its March 1998 merger with us. If it is determined that it did not qualify as a REIT, we could also lose our REIT qualification. Before 1997, our predecessor was a taxable corporation and, to qualify as a REIT, was required to distribute all of its cumulative retained profits before the end of 1996. Because a determination of the precise amount of profits retained by a company over a sustained period of time is very difficult, there is some risk that not all of American Office Park Properties' profits were so distributed. While we believe American Office Park Properties qualified as a REIT since 1997, we did not obtain an opinion of an outside expert at the time of its merger with us.

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

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

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

- the national, state and local economic climate and real estate conditions, such as oversupply of or reduced demand for space and changes in market rental rates;
- how prospective tenants perceive the attractiveness, convenience and safety of our properties;
- our ability to provide adequate management, maintenance and insurance;

- our ability to collect rent from tenants on a timely basis;
- the expense of periodically renovating, repairing and reletting spaces;
- increasing operating costs, including real estate taxes, insurance and utilities, if these increased costs cannot be passed through to tenants;
- changes in tax, real estate and zoning laws;
- increase in new developments;
- tenant bankruptcies;
- sublease space; and
- concentration in non-rated private companies.

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

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

During 2001 and 2002, we were affected by the slowdown in economic activity in the United States in most of its primary markets. These effects were exacerbated by the terrorist attacks of September 11, 2001 and the related aftermath. These effects included a decline in occupancy rates and a reduction in market rates throughout the portfolio, slower than expected lease-up of our development properties, lower interest rates on invested cash and the expectation that insurance costs will rise as our policies have expired in March 2002. An extended economic slowdown will put additional downward pressure on occupancies and market rental rates and may lead to pressure for greater rent concessions, or generous tenant improvement allowances and higher broker commissions.

***We may encounter significant delays in reletting vacant space, resulting in losses of income:*** When leases expire, we will incur expenses and we may not be able to release the space on the same terms. Certain leases provide tenants with the right to terminate early if they pay a fee. Our properties as of March 31, 2002 generally have lower vacancy rates than the average for the markets in which they are located, and leases for 32% of our space expire in 2002 or 2003 (leases for 53% of the space occupied by small tenants expire in such years). While we have estimated our cost of renewing leases that expire in 2002, our estimates could be wrong. If we are unable to release space promptly, if the terms are significantly less favorable than anticipated or if the costs are higher, we may have to reduce our distributions to shareholders.

***Tenant defaults and bankruptcies may reduce our cash flow and distributions:*** We may have difficulty in collecting from tenants in default, particularly if they declare bankruptcy. This could reduce our cash flow and distributions to shareholders.

***We may be adversely affected by significant competition among commercial properties:*** Many other commercial properties compete with our properties for tenants and we expect that new properties will be built in our markets. Also, we compete with other buyers, many of whom are larger than we are, in seeking to acquire commercial properties. Therefore, we may not be able to grow as rapidly as we would like.



***We may be adversely affected if casualties to our properties are not covered by insurance:*** We carry insurance on our properties that we believe is comparable to the insurance carried by other operators for similar properties. However, we could suffer uninsured losses that adversely affect us or even result in loss of properties. We might still remain liable on any mortgage debt related to that property.

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

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

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

We acquired a property in Beaverton, Oregon (“Creekside Corporate Park”) in May 1998 that is currently the subject of an environmental investigation being conducted by two current and past owner/operators of an industrial facility on adjacent property, pursuant to an Order on Consent (“Order”) issued by the Oregon Department of Environmental Quality (“ODEQ”). There is no evidence that our past or current use of the Creekside Corporate Park property contributed in any way to the contamination that is the subject of the current investigation, nor has the ODEQ alleged any such contribution, and we are not a party to the Order.

Based on the results of the remedial investigation/feasibility study, ODEQ has selected a final remedy that would include permanent treatment of contaminants in the groundwater, including expanded groundwater extraction and treatment on all parcels of the former industrial property, including portions of Creekside Corporate Park. The estimated cost of this remedy is \$2.8 million over a 30-year time period. In the event we are ultimately deemed responsible for any costs relating to this matter, we believe that the party from whom the property was purchased will be responsible for any expenses or liabilities that we may incur as a result of this contamination. In addition, we believe we may have recourse against other potentially responsible parties, including, but not limited to, one or both of the owner/operators of the adjacent industrial facility. However, if we are deemed responsible for any expenses related to removal or remedial actions on the property, and we are not successful in obtaining reimbursement from one or more third parties, our operations and financial condition could be harmed.

***We may be affected by the Americans with Disabilities Act:*** The Americans with Disabilities Act of 1990 requires that access and use by disabled persons of all public accommodations and commercial properties be facilitated. Existing commercial properties must be made accessible to disabled persons. While we have not estimated the cost of complying with this act, we do not believe the cost will be material.

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

We own most of our properties through our operating partnership. Our organizational documents do not limit our ability to invest funds with others in partnerships or joint ventures. During 2001, we entered into a joint venture arrangement that holds property subject to debt. This type of investment may present additional risks. For example, our partners may have interests that differ from ours or that conflict with ours, or our partners may become bankrupt. In addition, the joint venture may default on its debt, which we have guaranteed under certain circumstances. We believe this risk is mitigated by the low level of debt (57% of the cost in the joint venture) and the financial strength of our joint venture partner.

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

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

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

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

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

One of the factors that influences the market price of our common stock is the annual rate of distributions that we pay on our common stock, as compared with interest rates. Interest rates in late 2001 and early 2002 have been at historically low levels. An increase in interest rates may lead purchasers of REIT shares to demand higher annual distribution rates, which could adversely affect the market price of our common stock.

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

Substantial sales of our common stock, or the perception that substantial sales may occur, could adversely affect the market price of our common stock. Certain of our shareholders hold significant numbers of shares of our common stock and, subject to compliance with applicable securities laws, could sell their shares.

**We depend on key personnel.**

We depend on our executive officers, including Ronald L. Havner, Jr., our chief executive officer and president. The loss of Mr. Havner or other executive officers could adversely affect our operations. We maintain no key person insurance on our executive officers.

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

To limit the Company's exposure to market risk, the Company principally finances its operations and growth with permanent equity capital consisting of either common or preferred stock. At March 31, 2002, the Company's debt as a percentage of shareholders' equity (based on book values) was 27.2%.

The Company's market risk sensitive instruments include mortgage notes payable which totaled \$28,140,000 at March 31, 2002. All of the Company's mortgage notes payable bear interest at fixed rates. See Note 6 of the Notes to Consolidated Financial Statements for terms, valuations and approximate principal maturities of the mortgage notes payable as of March 31, 2002. Based on borrowing rates currently available to the Company, the carrying amount of debt approximates fair value.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

On November 3, 1999, the Company filed an action titled *PS Business Parks, Inc. v. Larry Howard et al.* (Case No. BC219580) in Los Angeles Superior Court seeking damages in excess of \$1 million. The complaint alleges that Mr. Howard and entities controlled by him engaged in unfair trade practices. Some of the Company's claims have been dismissed on summary adjudication, and the balance has been referred to the arbitration proceedings described below for adjudication. Mr. Howard filed a cross-complaint which the Company intends to vigorously contest and which is also in the process of being referred to arbitration for adjudication.

On November 27, 2000, Mary Jayne Howard, a former officer of the Company filed a demand for arbitration with the American Arbitration Association alleging claims against the Company for breach of contract, gender discrimination, marital discrimination, and wrongful termination based on public policy. The demand seeks damages of approximately \$2 million. The Company plans to vigorously contest these claims. The Company has also filed in the arbitration a cross-claim against Ms. Howard alleging that she breached her fiduciary duties to the Company and committed fraud, among other claims, seeking damages in excess of \$1 million.

On February 2, 2000, the Company filed an action against Mary Piper, its former Vice President of operations, in Riverside County Superior Court, alleging claims for breach of fiduciary duties, fraud and deceit, constructive fraud, negligent misrepresentation, violation of Section 17000 of Business and Professions Code, violation of Section 17200 of the Business and Professions Code and culpable negligence. The Company's claims arose from Ms. Piper's alleged participation in a plan that resulted in the payment of improper kickbacks to Larry Howard, a former vendor of the Company and the husband of Mary Jayne Howard, a former officer of the Company. Ms. Piper subsequently filed a cross-complaint which the Company intends to vigorously contest.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) Exhibits

12 Statement re: Computation of Ratio of Earnings to Fixed Charges. Filed herewith.

(b) Reports on Form 8-K

The Registrant filed a Current Report on Form 8-K dated January 30, 2002 (filed January 31, 2002) pursuant to Item 9, relating to Regulation FD Disclosure.

## **SIGNATURES**

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

Dated: May 3, 2002

PS BUSINESS PARKS, INC.

BY: /s/ Jack Corrigan

Jack Corrigan

Vice President and Chief Financial Officer

**PS BUSINESS PARKS, INC.**  
**EXHIBIT 12:**  
**STATEMENT RE: COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**

	Three Months Ended March 31,	
	2002	2001
	Net income .....	\$ 16,702,000
Minority interest .....	8,844,000	6,423,000
Interest expense .....	1,551,000	237,000
Earnings available to cover fixed charges .....	\$ 27,097,000	\$ 18,125,000
Fixed charges (1) .....	\$ 1,695,000	\$ 649,000
Preferred distributions .....	8,029,000	4,459,000
Combined fixed charges and preferred distributions .....	\$ 9,724,000	\$ 5,108,000
Ratio of earnings to fixed charges .....	15.99	27.93
Ratio of earnings to combined fixed charges and preferred distributions .....	2.79	3.55

	Years Ended December 31,				
	2001	2000	1999	1998	1997
Net income.....	\$49,870,000	\$51,181,000	\$41,255,000	\$29,400,000	\$ 3,836,000
Minority interest .....	27,489,000	26,741,000	16,049,000	11,208,000	8,566,000
Interest expense .....	1,715,000	1,481,000	3,153,000	2,361,000	1,000
Earnings available to cover fixed charges .....	\$79,074,000	\$79,403,000	\$60,457,000	\$42,969,000	\$12,403,000
Fixed charges (1) .....	\$ 2,806,000	\$ 2,896,000	\$ 4,142,000	\$ 2,629,000	\$ 1,000
Preferred distributions .....	22,961,000	17,273,000	7,562,000	-	-
Combined fixed charges and preferred distributions .....	\$25,767,000	\$20,169,000	\$11,704,000	\$ 2,629,000	\$ 1,000
Ratio of earnings to fixed charges	28.18	27.42	14.60	16.34	12,403
Ratio of earnings to combined fixed charges and preferred distributions.....	3.07	3.94	5.17	16.34	12,403

(1) Fixed charges include interest expense plus capitalized interest.

**PS BUSINESS PARKS, INC.**  
**EXHIBIT 12**  
**STATEMENT RE: COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**

Supplemental disclosure of Ratio of Funds from Operations (“FFO”) to fixed charges:

	Three Months Ended March 31,	
	2002	2001
FFO.....	\$ 25,164,000	\$ 22,690,000
Interest expense .....	1,551,000	237,000
Minority interest in income – preferred units.....	4,412,000	3,187,000
Preferred dividends.....	3,617,000	1,272,000
Adjusted FFO available to cover fixed charges.....	<u>\$ 34,744,000</u>	<u>\$ 27,386,000</u>
Fixed charges (1).....	\$ 1,695,000	\$ 649,000
Preferred distributions .....	8,029,000	4,459,000
Combined fixed charges and preferred distributions .....	<u>\$ 9,724,000</u>	<u>\$ 5,108,000</u>
Ratio of FFO to fixed charges .....	<u>20.50</u>	<u>42.20</u>
Ratio of FFO to combined fixed charges and preferred distributions .....	<u>3.57</u>	<u>5.36</u>

	Years Ended December 31,				
	2001	2000	1999	1998	1997
FFO.....	\$ 93,568,000	\$ 85,977,000	\$ 76,353,000	\$ 57,430,000	\$ 17,597,000
Interest expense .....	1,715,000	1,481,000	3,153,000	2,361,000	1,000
Minority interest in income – preferred units .....	14,107,000	12,185,000	4,156,000	-	-
Preferred dividends.....	8,854,000	5,088,000	3,406,000	-	-
Adjusted FFO available to cover fixed charges .....	<u>\$118,244,000</u>	<u>\$104,731,000</u>	<u>\$ 87,068,000</u>	<u>\$ 59,791,000</u>	<u>\$ 17,598,000</u>
Fixed charges (1).....	\$ 2,806,000	\$ 2,896,000	\$ 4,142,000	\$ 2,629,000	\$ 1,000
Preferred distributions .....	22,961,000	17,273,000	7,562,000	-	-
Combined fixed charges and preferred distributions .....	<u>\$ 25,767,000</u>	<u>\$ 20,169,000</u>	<u>\$ 11,704,000</u>	<u>\$ 2,629,000</u>	<u>\$ 1,000</u>
Ratio of FFO to fixed charges .....	<u>42.14</u>	<u>36.16</u>	<u>21.02</u>	<u>22.74</u>	<u>17,598</u>
Ratio of FFO to combined fixed charges and preferred distributions.....	<u>4.59</u>	<u>5.19</u>	<u>7.44</u>	<u>22.74</u>	<u>17,598</u>

(1) Fixed charges include interest expense plus capitalized interest.