

Pebblebrook Hotel Trust  
Form 10-Q  
April 27, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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, 2016

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 001-34571

PEBBLEBROOK HOTEL TRUST  
(Exact Name of Registrant  
as Specified in Its Charter)

Maryland 27-1055421  
(State of Incorporation (I.R.S. Employer  
or Organization) Identification No.)

7315 Wisconsin Avenue, 1100 West 20814  
Bethesda, Maryland (Address of Principal Executive Offices) (Zip Code)  
(240) 507-1300  
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (do not check if a smaller reporting company) Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at April 22, 2016
Common shares of beneficial interest (\$0.01 par value per share)	72,057,540

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements.

Pebblebrook Hotel Trust  
 Consolidated Balance Sheets  
 (In thousands, except share data)

	March 31, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
Investment in hotel properties, net	\$2,684,285	\$ 2,673,584
Investment in joint venture	243,283	248,794
Ground lease asset, net	30,070	30,218
Cash and cash equivalents	28,282	26,345
Restricted cash	10,010	9,453
Hotel receivables (net of allowance for doubtful accounts of \$324 and \$243, respectively)	31,403	25,062
Prepaid expenses and other assets	44,680	45,015
Total assets	\$3,072,013	\$ 3,058,471
<b>LIABILITIES AND EQUITY</b>		
Senior unsecured revolving credit facility	\$180,000	\$ 165,000
Term loans, net of unamortized deferred financing costs	671,201	521,883
Senior unsecured notes, net of unamortized deferred financing costs	99,409	99,392
Mortgage debt, net of unamortized loan premiums and deferred financing costs	316,967	319,320
Accounts payable and accrued expenses	156,739	141,897
Advance deposits	18,758	17,726
Accrued interest	4,265	2,550
Distribution payable	32,367	29,869
Total liabilities	1,479,706	1,297,637
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Preferred shares of beneficial interest, \$.01 par value (liquidation preference \$210,000 at March 31, 2016 and \$350,000 at December 31, 2015), 100,000,000 shares authorized; 8,400,000 shares issued and outstanding at March 31, 2016 and 14,000,000 shares issued and outstanding at December 31, 2015	84	140
Common shares of beneficial interest, \$.01 par value, 500,000,000 shares authorized; 71,922,904 issued and outstanding at March 31, 2016 and 71,735,129 issued and outstanding at December 31, 2015	719	717
Additional paid-in capital	1,731,920	1,868,047
Accumulated other comprehensive income (loss)	(16,234 )	(4,750 )
Distributions in excess of retained earnings	(126,871 )	(105,765 )
Total shareholders' equity	1,589,618	1,758,389
Non-controlling interests	2,689	2,445
Total equity	1,592,307	1,760,834
Total liabilities and equity	\$3,072,013	\$ 3,058,471

The accompanying notes are an integral part of these financial statements.

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Pebblebrook Hotel Trust  
Consolidated Statements of Operations and Comprehensive Income  
(In thousands, except share and per-share data)  
(Unaudited)

	For the three months ended March 31,	
	2016	2015
Revenues:		
Room	\$ 131,404	\$ 108,834
Food and beverage	50,696	43,238
Other operating	14,145	11,363
Total revenues	196,245	163,435
Expenses:		
Hotel operating expenses:		
Room	32,225	27,983
Food and beverage	34,037	29,393
Other direct and indirect	55,648	49,836
Total hotel operating expenses	121,910	107,212
Depreciation and amortization	25,061	21,325
Real estate taxes, personal property taxes, property insurance, and ground rent	12,465	11,280
General and administrative	6,796	7,572
Hotel acquisition and disposition costs	6	131
Total operating expenses	166,238	147,520
Operating income (loss)	30,007	15,915
Interest income	625	635
Interest expense	(10,801 )	(8,321 )
Other	(1,771 )	—
Equity in earnings (loss) of joint venture	(4,915 )	(4,448 )
Income (loss) before income taxes	13,145	3,781
Income tax (expense) benefit	3,492	3,389
Net income (loss)	16,637	7,170
Net income (loss) attributable to non-controlling interests	58	27
Net income (loss) attributable to the Company	16,579	7,143
Distributions to preferred shareholders	(5,844 )	(6,488 )
Issuance costs of redeemed preferred shares	(4,169 )	—
Net income (loss) attributable to common shareholders	\$ 6,566	\$ 655
Net income (loss) per share available to common shareholders, basic and diluted	\$ 0.09	\$ 0.01

Compensation Committee and the Nominating and Governance Committee. Mr. Roubos was Chairman of the Board of Dover Corporation from 1989 to 1998 and was President from 1977 to 1993. He is also a Director of Dover Corporation and Omnicom Group, Inc.

*Frederick J. Schwab* was appointed to the Board of Directors in September 2004. He was President and CEO of Porsche Cars North America (PCNA) from 1992 to 2003. He joined PCNA in 1985 as Executive Vice President of Finance & Administration and was appointed Senior Vice President in 1988. Prior to joining PCNA, Mr. Schwab, a certified public accountant, was with Fruehauf Corp. and Touche Ross & Company. Currently, Mr. Schwab serves on the Board of Michigan State University's Eli Broad College of Business, the National Board of Directors of the Hope Foundation, the Board of Trustees at the Atlanta International School, and the Board of Governors at the Ravinia Club. He also serves as a Director to Indus, International Inc. and Boyd Gaming Corporation.

**Executive Committee (led by Alan Aldworth).**

*Kevin G. Gregory* has been Senior Vice President since November 2002 and has been Vice President and Chief Financial Officer since April 2002. From February 2001 to April 2002, he served as Vice President, Controller and Treasurer, and from August 1996 to February 2001, he served as Tax Counsel and Vice President Tax. Prior to joining us, he was Senior Manager at Ernst & Young LLP, and prior to that spent seven years at PricewaterhouseCoopers LLP.

*Todd W. Buchardt* has been Senior Vice President since November 2002, Vice President in March 2000, and General Counsel in April 1998 and in September 1998 was elected to the additional office of Secretary. Prior to joining us, he held various legal positions with First Data Corporation from 1986 to 1998.

*Linda Longo-Kazanova* has been Senior Vice President, Human Resources & Business Optimization since November 2002 and has been Vice President, Human Resources since May 2000. Prior to joining us, she was Senior Vice President, Human Resources-North America, for Information Resources, Inc. from 1995 to 2000. From 1985 to 1995, she held various human resource positions with Kraft Foods, Inc.

*Bruce E. Rhoades* has been Senior Vice President, Strategy & Technology since April 2003. He was President and Chief Executive Officer of ProQuest Business Solutions from January 2001 to April 2003. He joined us in 1999 and has managed several of our business units. Prior to joining us, he was Chief Executive Officer of a consulting practice specializing in business and product strategy formulation, software and information product development, and strategic alliances and acquisitions from 1995 to 1999. Prior to that, he held a number of executive positions at LexisNexis Group from 1979 to 1995, and held various positions at ADP Network Services from 1975 to 1979.

*Andrew H. Wyszowski* has been President of ProQuest Business Solutions since April 2003 and prior to that was the Vice President and Chief Operating Officer of ProQuest Business Solutions since October 2002. He joined Business Solutions as Chief Technology Officer in January 2001. From May 2002 to February 2003 he also served as Senior Vice President and General Manager of ProQuest Media Solutions. From January 1999 to September 2000 he held various positions at the West Group, a legal publisher. Prior to that, he held various positions at Brief Reporter LLC, The Michie Company, Incon Associates, Inc. and BRS.

*Ronald Klausner* has been President of ProQuest Information and Learning since April 2003. He came to ProQuest from D&B (formerly known as Dun & Bradstreet), a global business information and technology solutions provider, where he worked for 27 years. He most recently served as the company's Senior Vice President, U.S. Sales, leading a segment with more than \$900 million in revenue. Previously, he led global data and operations, and customer service, providing business-to-business, credit, marketing and purchasing information in over 200 countries.

**Part II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock is traded on the New York Stock Exchange under the symbol PQE .

As of March 1, 2005, there were 195 holders of record of our common stock.

The high and low closing prices of our common stock were as follows:

Fiscal Quarter	2004		2003	
	High	Low	High	Low
First	\$ 32.39	\$ 28.48	\$ 21.30	\$ 14.82
Second	31.73	25.12	28.00	19.86
Third	27.00	24.17	30.58	23.69
Fourth	32.11	24.74	31.40	26.30

The following table presents a summary of share repurchases made during the quarter ended January 1, 2005:

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
October 3, 2004 - November 6, 2004 (1)	36,000	\$ 26.03	36,000	
October 3, 2004 - November 6, 2004 (2)	14,300	\$ 26.27	14,300	\$ 39.6 million
November 7, 2004 - December 4, 2004 (2)	20,000	\$ 26.56	20,000	\$ 39.1 million
December 5, 2004 - January 1, 2005 (2)		\$		\$ 39.1 million
	<u>70,300</u>	<u>\$ 26.23</u>	<u>70,300</u>	

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- (1) In July 2004, the Board of Directors approved a plan, in conjunction with our acquisition of Serials Solutions, to buy back up to 105,000 shares of ProQuest stock. During the fourth quarter of fiscal 2004, we repurchased the remaining 36,000 shares for \$937 thousand under this announced plan.
  
- (2) In September 2004, the Board of Directors approved an additional authorization to acquire up to \$40 million of ProQuest stock. We expect the repurchases will be made using our cash resources. This authorization is valid through September 2007. During the fourth quarter of fiscal 2004, we repurchased 34,300 shares for \$907 thousand.

We have not declared or paid any cash dividends to our shareholders. We have no plans to declare or pay cash dividends in the near future. Any future determination to pay dividends will be at the discretion of our Board of Directors.

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Securities authorized for issuance under equity compensation plans at January 1, 2005 are as follows:

Plan Category	Number of securities to be issued upon exercise of outstanding options and rights	Weighted-average exercise price of outstanding options and rights	Number of securities remaining available for future issuance under equity compensation plans (a)
Equity compensation plans approved by security holders	4,129	\$ 28.63	449
Equity compensation plans not approved by security holders			
Total	4,129	\$ 28.63	449

(a) Excludes securities reflected in the first column, Number of securities to be issued upon exercise of outstanding options and rights .

**Item 6. Selected Financial Data.**

The following selected consolidated financial and operating data have been derived from our audited Consolidated Financial Statements as of the end of and for each of the fiscal years in the five-year period ended January 1, 2005. You should read Management's Discussion and Analysis of Financial Condition and Results of Operations and our Consolidated Financial Statements and the accompanying notes included elsewhere herein. Our historical financial data may not be indicative of our future performance.

	Fiscal				
	2004	2003	2002	2001	2000
(Dollars in thousands, except per share data)					
Continuing Operations Data(1)(2):					
Net sales	\$ 462,814	\$ 451,015	\$ 412,826	\$ 386,049	\$ 360,776
Cost of sales	(230,315)	(221,960)	(196,584)	(180,943)	(184,097)
Gross profit	232,499	229,055	216,242	205,106	176,679
Research and development expense	(16,603)	(18,367)	(20,945)	(19,504)	(17,456)
Selling and administrative expense	(120,592)	(122,251)	(110,011)	(119,501)	(119,095)
Other income		775			
Gain/(loss) on sales of assets	900			(2,312)	2,726
Restructuring charge					(5,196)
Earnings from continuing operations before interest, income taxes, equity in loss of affiliate and cumulative effect of a change in accounting principle	96,204	89,212	85,286	63,789	37,658
Net interest expense	(16,435)	(17,139)	(28,922)	(24,674)	(27,567)
Income tax expense	(27,039)	(25,363)	(16,449)	(14,864)	(4,036)
Equity in loss of affiliate				(13,374)	(20,848)
Earnings (loss) from continuing operations before cumulative effect of a change in accounting principle (2)	\$ 52,730	\$ 46,710	\$ 39,915	\$ 10,877	\$ (14,793)
Diluted earnings (loss) from continuing operations before cumulative effect of a change in accounting principle, per common share (2)	\$ 1.83	\$ 1.64	\$ 1.50	\$ 0.45	\$ (0.63)
Other Continuing Operations Data:					
Gross profit as a percent of net sales	50.2%	50.8%	52.4%	53.1%	49.0%
Expenditures for property, plant, equipment product masters and software	\$ 66,774	\$ 70,819	\$ 80,795	\$ 70,866	\$ 60,791
Cash flow provided by (used in):					
Operating activities	107,816	121,078	71,026	47,193	57,466
Investing activities	(62,355)	(126,601)	(106,735)	187,336	(67,885)
Financing activities	(45,510)	7,575	39,024	(252,155)	(14,236)
At the End of Fiscal					
	2004	2003	2002	2001	2000

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(Dollars in thousands)

Balance Sheet Data:					
Cash and cash equivalents	\$ 4,313	\$ 4,023	\$ 1,782	\$ 495	\$ 5,626
Total assets	752,929	724,036	631,517	606,367	801,602
Long-term debt, less current maturities	150,000	191,000	187,000	252,782	501,821
Total shareholders' equity (deficit)	269,721	187,400	129,756	(45,072)	(69,659)

### Footnotes to the Selected Financial Data:

- (1) In June 2004, we sold our DMS business, which was a component of PQBS. In fiscal 2001, we completed the divestiture of our Imaging, Mail and Messaging Technologies, and finance-related businesses. Accordingly, the operating results of these businesses have been segregated from our continuing operations, and are separately reported as discontinued operations in our Consolidated Financial Statements.
- (2) Excludes cumulative effect of a change in accounting principle of a net charge of \$65.3 million taken in fiscal 2000 related to a change in the method of revenue recognition pursuant to SAB 101.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation.**

This section should be read in conjunction with the Consolidated Financial Statements of ProQuest Company and Subsidiaries (collectively the Company), and the notes thereto included in this Annual Report for the year ended January 1, 2005.

**Safe Harbor for Forward-looking Statements.** Except for the historical information and discussions contained herein, statements contained in this document may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors, which could cause actual results to differ materially. In some cases, you can identify forward-looking statements by terminology such as may, should, expects, plans, anticipates, believes, estimates, predicts, potential, continue, projects, intends, prospects, priorities, or the negative of such terms or similar terminology. These factors may cause our actual results to differ from any forward-looking statements. We undertake no obligation to update any of our forward-looking statements. In addition to risk factors otherwise set forth in this Annual Report on Form 10-K, factors that could cause actual results to differ materially from the Company's forward-looking statements include, but are not limited to, the following:

**Our sales and profitability depend on our ability to continue to develop new products that appeal to customers and end users.**

We compete in markets characterized by continual technological change, product introductions and enhancements, changes in customer demands and evolving industry standards. The technological life cycles of our products are difficult to estimate. The demand for some of our more mature products and services has begun to migrate to other products and services. For example, demand for our microform-based products has decreased due to the development of electronic-based products. We may be unable to develop products that offset the declining revenues of our mature products. To remain competitive, we must continue to develop new products and invest in technologies that help customers use our products and services, enhance the quality of images being transmitted, increase delivery of our products over the Internet and other electronic media, and reduce the time in which such products are transmitted.

**Our products and services currently depend on data access agreements with third parties, and the failure to maintain these agreements on commercially reasonable terms could harm our business.**

Our products are in part based on content supplied pursuant to data access agreements with third parties. We may not be able to maintain our current agreements at cost-effective prices. In addition, data used in our products might become unavailable or not be updated as required. If a significant number of our content providers decide to terminate their relationships with us, we may:

be at a competitive disadvantage with respect to our competitors;

lose customers that rely on us as a single source of resources;

lose revenue generated from particular clients; and

incur charges related to early contract terminations.

Moreover, the content supplied by many of our licensors, such as The New York Times Company and automotive manufacturers, is unique, and cannot be replaced. The failure to acquire alternative data access sources could harm our business. Even if we are able to substitute content providers, we may not be able to enter into alternative data access agreements on commercially reasonable terms or on a timely basis. Any of these results could harm our business.

**Changes in funding for public schools and libraries could cause the demand for our products to decrease.**

We derive a significant portion of our revenues from public schools and libraries, which are heavily dependent on federal, state, and local government funding. In addition, the government appropriations process is often slow, unpredictable and subject to factors outside of our control. Curtailments, delays, or reductions in the funding of schools, colleges, or libraries could delay or reduce our revenues. Funding difficulties experienced by schools, colleges, or libraries could also cause those institutions to be more resistant to price increases and could slow investments in educational technology and products, which could harm our business.

**We face intense competition and may not be able to successfully attract and retain customers.**

The market for our products and services is highly competitive. In our PQIL segment, our main competitors are Gale Group, a division of Thomson Corporation, and EBSCO Publishing, a division of EBSCO Industries. For distribution of dissertations, we compete with universities. PQIL competitors also include free Internet sites such as Google, Yahoo, and MSN, newspaper and book publishers, software publishers, and electronic commerce providers. Furthermore, our print classroom products compete with small print shops. Barriers to entering the education market, especially the online component, are relatively low, and we expect competition in this market to intensify.

In our PQBS segment, we compete with Universal Computer Systems Inc., Lexcom GmbH, Infomedia Ltd., Enigma, and the proprietary electronic parts systems of certain OEMs such as DaimlerChrysler and Honda Motor Company.



Many of our current and potential future competitors may have substantially greater financial resources, name recognition, experience, and larger customer bases than we do. Accordingly, our competitors may be able to respond more quickly to new technologies and changes in customer requirements, have more favorable access to suppliers and devote greater resources to the development and sale of their products. Any of the above results could adversely affect our ability to attract and retain customers and harm our business.

**Our products depend on components licensed from third parties, and the failure to maintain these licenses, or the failure of these third parties to improve and maintain these components, could harm our ability to produce and develop products.**

Our products incorporate third party technologies. For example, many of our products and services rely on databases from providers such as Oracle. We may be unable to obtain all of the necessary licenses for the third party technology required by our products on commercially reasonable terms, on a timely basis, or at all. In addition, technology used in our products might become unavailable or not be updated as required.

**Our intellectual property protection may be inadequate, allowing others to use our technologies and thereby reduce our ability to compete.**

We regard certain of the technology underlying our services and products as proprietary, such as our search and retrieval and database management features. The steps that we take to protect our proprietary technology may be inadequate to prevent misappropriation of our technology, or to prevent third parties from developing similar technology independently. We rely on a combination of trademark, copyright and trade secret laws, employee and third-party nondisclosure agreements and other contracts to establish and protect our technology and other intellectual property rights.

**Our products could infringe on the intellectual property of others, which may cause us to engage in costly litigation and could cause us to pay substantial damages and prohibit us from selling our products.**

Third parties may assert infringement or other intellectual property claims against us based on their intellectual property rights. If such claims are successful, we may have to pay substantial damages, possibly including treble damages, for past infringement. We might also be prohibited from selling our products or providing certain content without first obtaining a license from the third party, which, if available at all, may require us to pay additional royalties. Authors and photographers have been successful in asserting their rights to receive royalty payments and to control the reproduction of their works into electronic

format. These authors and photographers could elect to withdraw their works from our electronic product offerings. Even if infringement claims against us are without merit, defending a lawsuit takes significant time, may be expensive, and may divert management attention from other business concerns.

**A component of our growth strategy is to expand our international operations. We may not succeed with this strategy.**

Engaging in business internationally subjects us to a number of risks, such as acceptance by foreign educational systems of our approach to educational products, expenses associated with customizing products for foreign countries, longer accounts receivable collection periods and greater difficulty in collection, unexpected changes in regulatory and legal requirements, potentially adverse tax consequences, tariffs and other trade barriers, difficulties in staffing and managing foreign operations, changing economic conditions, exposure to different legal standards (particularly with respect to intellectual property), burdens of complying with a variety of foreign laws and fluctuations in currency exchange rates. If any of these risks were to materialize, our business could be harmed.

**We have entered into strategic alliances and acquisitions and may pursue others that could disrupt our operations or fail to result in the benefits that we anticipated.**

We may continue to make strategic acquisitions of companies, products, or technologies or enter into strategic alliances as necessary to implement our business strategy. If we are unable to fully integrate acquired businesses, products, or technologies with our operations, we may not receive the intended benefits of these acquisitions. In addition, the acquisitions or joint ventures may subject us to unanticipated risks or liabilities or disrupt our operations and divert management's attention from day-to-day operations.

**Our success depends on our ability to attract and retain key personnel, and our key personnel, especially those holding multiple positions, may not be able to fulfill their roles effectively if we become understaffed.**

Our success depends on our ability to attract and retain highly qualified management and technical personnel. Members of our senior management team bring substantial industry and management experience to our planning and execution. If they or other key employees were to leave us, and we were unable to find a qualified replacement, our business could be harmed.

**We could experience system failures, software errors or capacity constraints, any of which would cause interruptions in our delivery of electronic content to customers and ultimately may cause us to lose customers.**

Any delays or failures in the systems or errors in the software that we use to deliver our electronic content to customers would harm our business. We have occasionally suffered failures of the computer and telecommunication systems that we use to deliver our electronic content to customers. The growth of our customer base, as well as the number of sites we provide, may strain our systems in the future. The systems we currently use to deliver our services to customers (except for external telecommunications systems) are located in our facilities in Michigan and Ohio. Although we maintain property insurance, claims for any system failure could exceed our coverage. In addition, our products could be affected by failures of third party technology used in our products, and we could have no control over remedying these failures. Any failures or problems with our systems or software could force us to incur significant costs to remedy the failure or problem, decrease customer demand for our products, tarnish our reputation and thus harm our business.

**Our systems face security risks, and our customers have concerns about their privacy.**

Our systems and websites may be vulnerable to unauthorized access by hackers, computer viruses and other disruptive problems. Any security breaches or problems could lead to misappropriation of our customers information, our websites, our intellectual property and other rights, as well as disruption in the use of our systems and websites. Unauthorized access to, as well as denial of, various Internet, and online services has occurred, and will likely occur again. Any security breach related to our websites could tarnish our reputation and expose us to damages and litigation. We may also incur significant costs to maintain our security precautions or to correct problems caused by security breaches. Further, to maintain these security measures, we will be required to monitor our customers' access to our websites which may cause disruption to our customers' use of our systems and websites. These disruptions and interruptions could harm our business.

**The occurrence of a fire, flood, or other form of natural disaster at certain of our locations would adversely impact our business.**

Copies of our microfilm collections are stored at some of our locations. If a fire, flood, or similar event were to occur at any of these locations and destroy those collections, our business would be significantly harmed.

**We have \$155.0 million of total indebtedness, which could hurt our ability to borrow and utilize cash flow as necessary and restrict our operations. Our debt increased significantly in January 2005 (See Note 23 Subsequent Events to the Consolidated Financial Statements).**

The degree to which we are leveraged could have important consequences, including the following:

our ability to borrow may be limited and additional amounts for working capital and capital expenditures may not be available; and

a substantial portion of our cash flows must be used to pay our interest expense and repay our debt, which reduces the funds that would otherwise be available for our operations or product development.

In addition, our senior credit facility contains numerous covenants imposing financial and operating restrictions on our business. These restrictions may affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise. Our ability to satisfy the financial ratios and tests and other provisions contained in our senior credit facility could be affected by changes in economic or business conditions or other events beyond our control. Any failure to comply with the obligations in our senior credit facility could result in an event of default under this facility, which, if not cured or waived, could permit acceleration of our indebtedness and have a material adverse effect on us.

**Unless we maintain a strong brand identity, our business may not grow as anticipated.**

We believe that maintaining and enhancing our brands is important to attracting and retaining customers. Our success in growing brand awareness will depend in part on our ability to continually provide information access technology that enhances the learning process. There are other entities using the name Proquest. Some of these entities may offer goods and services similar to those offered by us, which may diminish the value of our brand. In addition, some of our brand names are new or have changed, and we may not have any success in maintaining and growing our brand equity.

**Our operating results continue to fluctuate, and a revenue or earnings shortfall in a particular quarter could have a negative impact on the price of our common stock.**

Variations in our operating results occur from time to time as a result of many factors, such as the timing and amount of customers' expenditures, our product mix, new product introductions, and general economic conditions. Our sales cycles are relatively long and depend on factors such as the size of customer orders and the terms of subscription agreements. Consequently, it is difficult to predict if and when we will receive a customer order. Because a high percentage of our expenses are fixed, the timing of customer orders can cause variations in quarterly operating results. Certain customers' buying patterns and funding availability generally cause our sales and cash flow to be higher in the fourth quarter of the year. As a result of the difficulty in forecasting our quarterly

revenues, our operating results for a quarter may fall below securities analysts' expectations, which may cause the price of our common stock to fall abruptly and significantly.

**Our stock price may be volatile, and your investment in our stock could decline in value.**

Our common stock price has fluctuated significantly in the recent past. In addition, market prices for securities of companies in our industries have been highly volatile and may continue to be highly volatile in the future. Often the volatility in our common stock price is unrelated to our operating performance. As a result of these fluctuations in the price of our common stock, you may not be able to sell your common stock at or above the price you pay for it.

You should carefully consider the previous factors in addition to the other information contained and incorporated by reference in this Annual Report on Form 10-K before making an investment decision with respect to our common stock. This list of factors may affect future performance and the accuracy of forward-looking statements is illustrative, but by no means exhaustive. You should read the following discussion in conjunction with the Selected Financial Data and our Consolidated Financial Statements and Notes thereto appearing elsewhere in this Annual Report on Form 10-K.

**Organization of Information**

Management's Discussion and Analysis provides a narrative on the Company's financial performance and condition that should be read in conjunction with the accompanying financial statements. It includes the following sections:

Overview

Critical Accounting Policies

Results of Operations

Fiscal Year 2004 Compared to Fiscal Year 2003

Fiscal Year 2003 Compared to Fiscal Year 2002

Staff Accounting Bulletin No. 101 Implementation

International Operations

Liquidity and Capital Resources

Financial Condition

Capital Expenditures and Outlook

Commitments and Contractual Obligations

Seasonality

Recently Issued Financial Accounting Standards

**Overview**

We are a leading publisher of solutions for the education, automotive and power equipment markets. We have more than 50 years of experience in information, content development, and aggregation.

We provide products and services to our customers through two business segments: PQIL and PQBS. Through our PQIL segment, which primarily serves the education market, we collect, organize, and publish content from a wide range of sources including newspapers, periodicals, and books. Our PQBS segment is primarily engaged in the delivery in electronic form of comprehensive parts and service information for the automotive and outdoor power market (motorcycle, marine, recreational vehicle, lawn & garden and heavy equipment) and business performance products and services for the automotive market.

Financial information for each of our business segments and operations by geographic area is contained in Note 2 to our Consolidated Financial Statements which is incorporated herein by reference.

We believe that the following items are essential to our continued success:

Relationships with Publishers and OEMs - PQIL has licensing arrangements with over 9,000 publishers such as *The New York Times*, *The Washington Post*, *U.S. News & World Report*, *Wall Street Journal*, *Chicago Tribune*, *Los Angeles Times*, *The Economist*, *Time Inc.*, *University of California Press*, *Fairfax Publishing*, and *McGraw Hill*. Many of our publisher relationships began prior to the advent of electronic databases. More recently, we have been able to successfully extend many of our relationships to include various forms of electronic media, despite strong competition from other providers. We have leveraged many relationships to enter into unique or preferred content supply arrangements. For example, our agreement with The New York Times Company provides that we are the exclusive distributor in the education market for page images of *The New York Times* in electronic form. Our relationship with John Wiley & Sons has given us content that is not available in other aggregated databases. PQBS publishes APSP for approximately 32 automobile brands manufactured by General Motors, Ford Motor Company, DaimlerChrysler, Honda/Acura, Toyota/Lexus, Hyundai, Kia, Isuzu, Lotus, Mazda, Mercedes-Benz, Nissan, Saturn, Subaru, Suzuki, and Volvo, among others.

Content PQIL's expansive information vault includes content from over 18,000 periodical titles and 7,000 newspaper titles, as well as a unique content collection consisting of approximately two million dissertations, 150,000 out-of-print books, 550 research collections, and over 15 million proprietary abstracts. Our information vault covers all major areas of study including business, humanities, social science, math and science, medical/health, ethnic and diversity studies, genealogy, psychology, biology, and current events. Our content is primarily in English, but we also have content in 40 other languages including German, Latin, Portuguese, Italian, French, and Spanish.

**Proprietary Products** Along with PQIL's expansive information vault, we provide proprietary tools that assist the user in finding the right content. Our ProQuest interface assists users in the navigation of our databases and obtaining productive results by incorporating features such as context-sensitive help, simple search-building tips, intuitive icons and dropdown menus. PQBS pioneered the EPC in 1985. In the years since then, we have added features and functions to the EPC such that our product is no longer merely just an EPC. Our APSP offer information on more automobile brands than similar products from any other provider, and provide a powerful and flexible technical reference system using CD-ROM and web-based technology. Over 31,000 automobile dealerships now use our APSP worldwide.

**Experience** Some of our publisher relationships span more than 50 years. These relationships enable us to develop our unique information capabilities and have resulted in the high market penetration of our products in the markets that we serve. Our original EPC products have been around for over 20 years.

**Recurring revenue** Many of PQIL's Published Products, General Reference Products, and Traditional Products are sold on twelve month subscriptions. Also, PQBS's APSP and PSP are sold on long-term contracts typically spanning 24 to 60 months. These subscriptions and contracts allow us to accurately forecast approximately 80% of our annual revenue.

**Net Sales.** We derive revenue from licenses of database content (electronic products), sales of microfilm subscriptions, microfilm backfile sales, paper products, service, software, equipment, and product royalties. See **Critical Accounting Policies** for further discussion.

**Cost of Sales.** Cost of sales consists of product and service costs. Product costs include production costs, depreciation of electronic and microfilm product masters, amortization of capitalized software costs, royalties for the use of content, Internet hosting costs, and technical support costs. Service costs consist primarily of installation and training costs, including personnel, materials, facilities, and travel costs. These costs of sales are generally recognized as incurred, except for amortization-related expenses associated with capitalized product master costs development and internal use software costs. See the discussion below in **Critical Accounting Policies - Capitalization and Depreciation**.

**Research and Development Expense.** Our research and development expenditures include expenses primarily for database development and information delivery systems. We expense all software development costs associated with products until technological feasibility is established.

Selling and Administrative Expense. Our selling expenses primarily consist of salaries and compensation paid to employees engaged in sales and marketing activities, advertising, and promotional materials, public relations costs and travel. Administrative expenses principally consist of salaries and compensation paid to our executives and other corporate employees as well as incidental costs incurred in managing our business.

Discontinued Operations. We sold our Dealer Management System business, which was a component of PQBS, in fiscal 2004. Accordingly, the operating results of this business have been segregated from our continuing operations and are separately reported as discontinued operations in the Consolidated Financial Statements.

### **Critical Accounting Policies**

Our Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the U.S., which require management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue, and expenses and related disclosure of contingent assets and liabilities.

On an ongoing basis, we evaluate our estimates including those related to accounting for revenue recognition, royalties, impairment of product masters and goodwill, capitalization and depreciation, allowance for doubtful accounts, income taxes, and other contingencies. We base our estimates on historical experience and other assumptions we believe are reasonable under the circumstances, the result of which form the basis for making judgments about the carrying value of assets and liabilities that may not be readily available from other sources. Actual results may differ from these estimates, which could have a material impact on our financial statements. Our significant accounting policies are described in Note 1 to our Consolidated Financial Statements.

Net Sales. We derive revenue from licenses of database content, sales of microfilm subscriptions, microfilm backfile sales, paper products, service, software, equipment, and product royalties. Services consist of training and installation with respect to our PSP and performance management products. Revenues from services accounted for less than 10% of our revenues for 2004, 2003, and 2002.

### *Published Products*

PQIL's published products provide users with access to our comprehensive databases, including Historical Newspapers, EEBO, e-dissertations, and topic specific products on either a subscription basis that normally covers twelve months, or a perpetual license. PQIL follows the guidance under SAB 101/SAB 104 for all subscription products. Revenue from subscription agreements is

recognized ratably over the term of the subscription using the straight-line method. For sales of perpetual licenses, revenue is recognized when we provide access to the content and bill the customer.

#### *General Reference Products*

For PQIL's general reference products, customers purchase access to periodicals, newspapers, and other resources contained in our databases in exchange for a fee that normally covers a subscription period of twelve months. Revenue from subscription agreements is recognized ratably over the term of the subscription using the straight-line method.

PQIL provides content on a wholesale basis to premier information companies such as Factiva and LexisNexis. We receive a royalty from these wholesalers based on the usage of our products by their customers. We recognize this revenue based on the usage of our product.

#### *Traditional Products*

PQIL derives revenue from sales of microform subscriptions and backfiles, publishing fees, and sales of dissertations. For newspaper subscription products, revenue is recognized ratably over the term of the subscription, which is normally twelve months. For periodical subscription products, we accumulate the product on microfilm and ship the completed set to our customers quarterly or annually. Revenue for these products is recognized when the product is shipped. For our backfile products, dissertations and publishing fees, revenue is also recognized when the product is shipped.

#### *Classroom Products*

For the classroom market, we provide digital and paper products. The majority of our classroom product sales are from print coursepacks. Revenue is recognized when the print coursepacks are shipped. Our digital coursepacks comprised 41.8% of classroom products in 2004. These products are static databases of information in which we provide access, through a URL sold to the customer, for the semester the related class is being offered. Revenue for digital coursepacks is recognized when the URL is delivered to the customer. There is a right of return for coursepack sales. Therefore, a reserve has been recorded based on historical experience. The reserve was \$681 thousand and \$250 thousand in 2004 and 2003, respectively.

#### *Parts and Service Products*

A majority of the APSP revenue is related to multiple element contracts in which PQBS provides hardware, training and installation, database content licenses, and ongoing support to our customers. PQBS follows the guidance under EITF 00-21 in



allocating the contract revenue to the various elements. EITF 00-21 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting. EITF 00-21 prescribes that in circumstances where there are multiple units of accounting in a contract; revenue should be allocated to each unit based on fair value, irrespective of the amount ascribed in the contract. Determination of fair value is judgmental and is typically based on our pricing of similar products that are not part of a multi-element arrangement and/or pricing of a market competitor. PQBS follows SAB 101 and SAB 104 for determination of revenue recognition. Assuming fair value exists for all elements, the amount assigned to the hardware value is recognized upon shipment of the hardware to the customer. The amounts assigned to training and installation are recognized as the services are performed. The amounts assigned to the database licenses and the ongoing support is recognized over the term of the contract, typically 24 to 60 months.

We provide certain APSP customers with the option to bundle into monthly payments hardware or training and installation. An interest factor of approximately 8% is charged for the bundled items and recorded as deferred interest income. Deferred interest income was \$538 thousand at January 1, 2005. This amount will be recognized as interest income over the collection period. The receivable related to these items and the related deferred interest income are recorded in Long term receivables in our Consolidated Financial Statements. Interest income recognized related to these arrangements in 2004 was approximately \$1.0 million.

We also provide PSP products for the power equipment markets. Certain of these products are highly customized for the individual customer. As such, PQBS follows the guidance under EITF 00-21 which addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting. EITF 00-21 prescribes that in circumstances where there are multiple units of accounting in a contract; revenue should be allocated to each unit based on fair value, irrespective of the amount ascribed in the contract. Determination of fair value is judgmental and is typically based on our pricing of similar products that are not part of a multi-element arrangement and/or pricing of a market competitor. PQBS follows SAB 101, SAB 104 and SOP 97-2 for determination of revenue recognition. Software revenue is recognized when evidence of an arrangement exists, delivery has occurred, the fee is fixed and collectibility is probable. Initial license and project management fees are recognized over the term of the contract. An annual license fee is charged and is recognized ratably over the year. Ongoing services revenue is recognized over the term of the contract.

#### *Performance Management Products*

Revenue from performance management products is primarily derived from business management information systems and business

products provided to both OEMs and their dealerships in the automotive industry. Dealer information is collected and published, typically on a monthly or quarterly basis. This content is used to monitor and evaluate dealer performance against various metrics and to manage dealer contracts and track compliance with the European Common Market's block exemption regulations. Revenue is recognized when the dealer information collecting and publishing cycle is completed and delivered.

Royalties. Royalty expense at PQIL, which is included in Cost of sales, in our Consolidated Statement of Operations, is recorded monthly based on actual monthly revenue and historical average royalty rates by product line. Royalty rates by product line are reviewed on an ongoing basis to ensure that estimates are appropriate and take into consideration any significant changes to the royalty calculations or contractual minimum royalties due to the individual publisher. Estimates are necessary as monthly revenue can be attributable to thousands of publishers and most of the royalties are paid annually, semi-annually or quarterly. Royalty accruals are reviewed monthly to ensure that we have adequately reserved for all estimated future royalty payments.

Impairment of Product Masters. We review the carrying value of product masters for impairment whenever events or changes in circumstances indicate that the net book value of this asset may not be recoverable from the estimated undiscounted future cash flows expected to result from its use and eventual disposition. If such assets are considered to be impaired, the impairment is measured as the amount by which the carrying amount of the assets exceeds the fair value as estimated by discounted cash flows. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost of disposal.

Impairment of Goodwill. We review the carrying value of goodwill for impairment annually based on the requirements of SFAS No. 142. This annual analysis is performed during the second fiscal quarter, based on the goodwill balance as of the end of the first fiscal quarter. The impairment test requires us to compare the fair value of each reporting unit to its carrying value. The determination whether these assets are impaired involves significant judgment based on long-term and short-term projections of future performance. Changes in strategy and/or market conditions may result in adjustments to recorded asset balances.

Capitalization and Depreciation. A fixed asset is recognized for items with a purchase price over one thousand dollars and an estimated useful life of greater than one year. We currently employ the straight-line depreciation method for all fixed assets over the estimated useful life of the asset, except for product masters. Traditional products (microfilm and microfiche) and electronic products each have capitalizable product masters. Costs associated with the creation of traditional and electronic product masters are capitalized. For product masters, PQIL uses the double declining balance method of depreciation over a 10 year

useful life as this methodology most closely mirrors the way in which revenue is derived from the content. In order to facilitate the timely determination of depreciation expense for the year, we use a half-year convention for depreciation.

Software Capitalization. We follow the guidance in SOP 98-1 for capitalizing software projects. We consider the following two characteristics when evaluating software for internal use:

The software is internally developed, acquired, or modified solely to meet our internal needs.

During the software's development or modification, no substantive plan exists or is being developed to market the software externally.

In accordance with SOP 98-1, there are three stages identified for development of software:

preliminary project stage

application development stage

post implementation / operating stage

We capitalize computer software costs incurred during the application development stage. All other costs incurred in connection with internal use software are expensed as incurred.

We follow SFAS No. 86 for software projects related to external use.

According to SFAS No. 86, there are two types of costs related to a software development project:

Research and development costs which are incurred internally in creating a computer software product prior to establishing technological feasibility, and

Software production costs incurred after technological feasibility has been established.

The first type of costs is expensed as incurred while the second type of costs is capitalized and amortized over the estimated economic life of the product. All of our software development projects are amortized on a straight-line basis primarily over three to five years. Software that is purchased with a license is amortized over the life of the related license.

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Allowance for Doubtful Accounts. We estimate a reserve, as required, for outstanding accounts receivable. There are two elements to the calculation of this reserve:

Specific identification of invoices that are at risk due to performance problems or impending bankruptcy.

An allowance for all other outstanding receivables is calculated based on historical data, length of time outstanding and other known factors.

Bad debt reserves are reviewed on a quarterly basis and any required adjustments are made.

Equity Securities. We classify our investments in equity securities as available-for-sale in accordance with SFAS No. 115 *Accounting for Certain Investments in Debt and Equity Securities*. Our available-for-sale securities represent assets held in a rabbi trust, related to an executive deferred compensation plan, that permits immediate diversification by the employee. Available-for-sale securities are carried at fair value with the unrealized gain or loss, net of tax, reported in Other comprehensive income on our Consolidated Balance Sheet. The estimated fair market values of investments are based on quoted market prices as of the end of the reporting period. In 2004, the change in net unrealized gains on our available-for-sale securities was \$328 thousand.

Income Taxes. Provision is made for the expense, or benefit, associated with taxes based on income. The provision for income taxes is based on laws currently enacted in every jurisdiction in which we do business and considers available laws mitigating the taxation of the same income by more than one jurisdiction. Significant judgment is required in determining income tax expense, current receivables and payables, deferred tax assets and liabilities and any valuation allowance recorded against the net deferred tax assets. In determining realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and taxable income in prior carryback years, loss carryforward limitations, and tax planning strategies in making this assessment. If, after consideration of these factors, management believes it is more likely than not that a portion of the deferred tax assets will not be realized, a valuation allowance is established. The amount of the deferred tax asset considered realizable could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

Other Contingencies. Other contingencies are recorded when it is probable that a liability exists and the value can be reasonably estimated.

**Results of Operations**

	2004		2003		2002	
	(dollars in millions)					
	Amount	% of sales	Amount	% of sales	Amount	% of sales
Net sales	\$ 462.8	100.0	\$ 451.1	100.0	\$ 412.8	100.0
Cost of sales	(230.3)	(49.8)	(222.0)	(49.2)	(196.6)	(47.6)
Gross profit	232.5	50.2	229.1	50.8	216.2	52.4
Research and development expense	(16.6)	(3.6)	(18.4)	(4.1)	(20.9)	(5.1)
Selling and administrative expense	(120.6)	(26.1)	(122.3)	(27.1)	(110.0)	(26.6)
Other income			0.8	0.2		
Gain on sale of fixed assets	0.9	0.2				
Earnings from continuing operations before interest and income taxes	96.2	20.7	89.2	19.8	85.3	20.7
Net interest expense	(16.4)	(3.5)	(17.1)	(3.8)	(28.9)	(7.0)
Income tax expense	(27.1)	(5.9)	(25.4)	(5.6)	(16.5)	(4.0)
Earnings from continuing operations	\$ 52.7	11.3	\$ 46.7	10.4	\$ 39.9	9.7

**Fiscal Year 2004 Compared to Fiscal Year 2003.**
Net Sales.

	2004	2003
(dollars in millions)		
<b>PQIL</b>		
Published Products	\$ 120.1	\$ 95.9
General Reference Products	65.1	73.0
Traditional Products	91.8	97.2
Classroom Products	13.6	13.4
<b>TOTAL PQIL</b>	<b>\$ 290.6</b>	<b>\$ 279.5</b>
<b>PQBS</b>		
Automotive Group	\$ 162.7	\$ 160.7
Power Equipment PSP	8.2	7.7
Exited Film Products		2.1
Other	1.3	1.1

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TOTAL PQBS	\$ 172.2	\$ 171.6
TOTAL PROQUEST	\$ 462.8	\$ 451.1

Our net sales from continuing operations increased \$11.7 million, or 2.6%, to \$462.8 million in 2004.

**ProQuest Information and Learning**

Net sales at PQIL increased \$11.1 million, or 4.0%, to \$290.6 million.

**Published Products.**

Sales of our published products grew \$24.2 million, or 25.2%, to \$120.1 million in 2004 primarily driven by strong sales of our Genealogy products, which increased \$2.6 million, Historical Newspaper products, which increased \$3.2 million and other Digital Vault Initiative products. Additional incremental growth of \$6.6

million came from a full year of sales from the SIRS product line which was acquired during the third quarter of 2003.

General Reference Products.

Sales of our general reference products decreased \$7.9 million, or 10.8%, to \$65.1 million primarily due to a decrease in our re-seller business and a decrease in our general reference products for K-12 libraries, most of which was the result of products discontinued from the Bigchalk acquisition. There is competitive pricing pressure with our general reference products, primarily as a result of tight library budgets. We have started to see some stabilization of pricing during the 2005 renewal cycle.

Traditional Products.

Sales of traditional products decreased \$5.4 million, or 5.6%, to \$91.8 million due to decline in microfilm units partially offset by price increases. As expected, during the fourth quarter of 2004, our typical microfilm renewal period, we continued to see unit declines. As a result, we expect a revenue decline at approximately \$3-5 million in 2005.

Classroom Products.

Sales of our classroom products increased \$0.2 million, or 1.5%, to \$13.6 million as the market continues its migration to electronic delivery. During 2004, we established strong relationships with large campus bookstores, but we have been less successful in displacing the small print shops that supply this type of product to the independent bookstores.

ProQuest Business Solutions

Net sales at PQBS increased \$0.6 million, or 0.4%, to \$172.2 million.

Automotive Products.

Sales of our automotive product revenue increased by \$2.0 million, or 1.2%, to \$162.7 million, driven by an 8.0% increase in dealership performance management products. Revenue growth in dealership performance management products is driven by the sales of our web-based dealer performance management products. PSP revenue showed a slight decline in 2004 as a result of a reduction in one time revenues from hardware and training and installation.

Power Equipment - PSP.

Electronic product sales increased \$0.5 million, or 6.5%, to \$8.2 million driven by increased revenue from the sales of new OEM products in the outdoor power market.

Exited Film Products.

Revenue from power equipment film products decreased as a

result of exiting this business. We transferred the few remaining customers to a third party provider in the fourth quarter of 2003.

Gross Profit.

	<u>2004</u>	<u>2003</u>
	(dollars in millions)	
PQIL	\$ 123.0	\$ 123.0
PQBS	109.5	106.1
Total	<u>\$ 232.5</u>	<u>\$ 229.1</u>

Our gross profit percentage decreased 60 basis points to 50.2% compared to the 2003 results.

At PQIL, the gross profit margin decreased from 44.0% to 42.3%, a decrease of 170 basis points for the fiscal year ended January 1, 2005 compared to the fiscal year ended January 3, 2004. This decrease resulted from increased cost of sales primarily due to increased content royalties and higher depreciation (\$7.0 million) from investments in product capital.

At PQBS, the gross profit margin increased from 61.8% to 63.6%, an increase of 180 basis points for the fiscal year ended January 1, 2005 compared to the fiscal year ended January 3, 2004. This increase resulted from decreased lower-margin hardware sales and lower performance management product costs as a result of the new Next Generation Electronic Platform ( NXC ).

Research and Development.

	<u>2004</u>	<u>2003</u>
	(dollars in millions)	
PQIL	\$ 7.7	\$ 9.9
PQBS	8.9	8.5
Total	<u>\$ 16.6</u>	<u>\$ 18.4</u>

Our research and development expenditures include investments for database and software development, information delivery systems and other electronic products. Research and development expense for fiscal 2004 decreased \$1.8 million to \$16.6 million compared to fiscal 2003.

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The decrease at PQIL is primarily due to our ongoing efforts to consolidate operations, reduce staff, and increase efficiencies.

The increase at PQBS is primarily due to typical salary and cost increases.

Selling and Administrative.

	<u>2004</u>	<u>2003</u>
	(dollars in millions)	
PQIL	\$ 58.0	\$ 58.0
PQBS	46.8	48.0
Corporate	15.8	16.3
	<u>          </u>	<u>          </u>
Total	\$ 120.6	\$ 122.3
	<u>          </u>	<u>          </u>

Selling and administrative expense on a consolidated basis decreased \$1.7 million, or 1.4%, to \$120.6 million compared to fiscal 2003.

PQIL expenses as a percentage of sales decreased to 20.0% in 2004 from 20.8% in 2003 due to our ongoing initiative to align our costs more closely with our revenue.

PQBS expenses as a percentage of sales decreased to 27.2% in 2004 from 28.0% in 2003 due to reduced sales incentive compensation.

The decrease at Corporate is primarily due to our former chairman's incentive compensation plan in 2003 which was not incurred in 2004.

Net Interest Expense.

	<u>2004</u>	<u>2003</u>
	(dollars in millions)	
Interest income	\$ (1.5)	\$ (1.4)
Debt	10.5	10.6
Monetized contracts	6.8	7.1
Other	0.6	0.8
	<u>          </u>	<u>          </u>
Total	\$ 16.4	\$ 17.1
	<u>          </u>	<u>          </u>

Net interest expense decreased \$0.7 million, or 4.1%, to \$16.4 million in 2004, as a result of reduced debt levels in 2004.

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Income Tax Expense. Income tax expense increased in 2004 as a result of higher operating earnings partially offset by a lower effective tax rate for fiscal 2004. The lower effective tax rate in 2004 is primarily the result of lower foreign tax rates, lower state taxes, revisions to prior year estimates and audit settlements.

Discontinued Operations. In June 2004, we sold our DMS business, which was a component of PQBS. The DMS business was a software business which did not fit with our core electronic publishing strategy. Accordingly, the operating results of this business have been segregated from our continuing operations and reported as earnings from discontinued operations. We recognized a gain on sales of discontinued operations of \$13.5 million (net of tax) due to the sale of DMS.

Acquisitions. In fiscal 2004, we completed a number of acquisitions including Copley Publishing Group, Reading A-Z, Axiom

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Press, Serials Solutions, and Entigo Inc. for an aggregate cash consideration of \$23.5 million, 105 thousand shares of our \$.001 par value common stock and the assumption of certain liabilities. These acquisitions did not have a material impact on our Consolidated Financial Statements.

### Fiscal Year 2003 Compared to Fiscal Year 2002

#### Net Sales.

	2003	2002
	(dollars in millions)	
<b>PQIL</b>		
Published Products	\$ 95.9	\$ 76.3
General Reference Products	73.0	62.0
Traditional Products	97.2	101.5
Classroom Products	13.4	9.6
	\$ 279.5	\$ 249.4
<b>PQBS</b>		
Automotive Group	\$ 160.7	\$ 150.2
Power Equipment PSP	7.7	8.5
Exited Film Products	2.1	4.7
Other	1.1	
	\$ 171.6	\$ 163.4
<b>TOTAL PROQUEST</b>	\$ 451.1	\$ 412.8

Our net sales from continuing operations increased \$38.3 million, or 9.3%, to \$451.1 million in 2003.

#### **ProQuest Information and Learning**

Net sales at PQIL increased \$30.1 million, or 12.1%, to \$279.5 million.

#### Published Products.

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Sales of our published products grew \$19.6 million, or 25.7%, to \$95.9 million in 2003 primarily driven by strong sales of our Historical Newspaper products, which increased \$8.0 million, and other Digital Vault Initiative products. Additional incremental growth of \$6.3 million came from the SIRS product line, which was acquired during the third quarter of 2003.

### General Reference Products.

Sales of our general reference products increased \$11.0 million, or 17.7%, to \$73.0 million primarily due to an increase in our general reference products for K-12 libraries due to \$16.2 million in incremental revenue from Bigchalk partially offset by a decline in our reseller business related to a Canadian reseller arrangement that we exited during fiscal 2002. There is pricing pressure with our general reference products, primarily as a result of tight library budgets.

Traditional Products.

Sales of traditional products decreased \$4.3 million, or 4.2%, to \$97.2 million due to a decline in revenue as a result of reduced sales of microfilm backfiles and special collections. In the past, librarians have used excess budget dollars to fill gaps in their microfilm backfiles. In 2003, we saw very little surplus, and as a result revenue from our microfilm backfiles and microfilm collection continued to be soft. Microfilm is a mature business, however, we expect libraries to continue to purchase film for several reasons: (1) a great deal of desired content is not currently offered electronically, and most cannot be found anywhere else; (2) to maintain accreditation, college libraries are required to own a certain amount of content and electronic databases do not fulfill this requirement; and (3) microfilm is considered a stable medium for preservation.

Classroom Products.

Sales of our classroom products increased \$3.8 million, or 39.6%, to \$13.4 million as the market continues its migration to electronic delivery. We feel that we have two important competitive advantages in this market, especially for electronic coursepacks: (1) our extensive content and (2) our publisher relationships. We need to continue to establish our distribution channels for our print coursepacks. During 2003, we established strong relationships with large campus bookstores, but we have been less successful in displacing the small print shops that supply this type of product to the independent bookstores. To address this issue, we are adjusting pricing on our print products to be more competitive and we are exploring partnership opportunities. The market appears to be migrating to electronic coursepacks.

ProQuest Business Solutions

Net sales at PQBS increased \$8.2 million, or 5.0%, to \$171.6 million.

Automotive Products.

Sales of our automotive product revenue increased by \$10.5 million, or 7.0%, to \$160.7 million, driven by a 4.6% increase in APSP and a 16.2% increase in dealership performance management products. Revenue growth in APSP continues to be driven by price increases and increases in our installed dealer base. Revenue growth in dealership performance management products is driven by the sales of our web-based dealer performance management products and our standards products, which assist manufacturers and their dealerships to comply with the European Common Market's new block exemption regulations. In the future, we expect to work more directly with OEMs on various automotive products.

Power Equipment PSP

Electronic product sales decreased \$0.8 million, or 9.4%, to \$7.7 million driven by decreases in one time revenue partially offset by increases in recurring revenue.

Exited Film Products.

Revenue from power equipment film products decreased \$2.6 million, or 55.3%, to \$2.1 million as a result of exiting this business. We transferred the few remaining customers to a third party provider, in the fourth quarter of 2003.

Gross Profit.

	<u>2003</u>	<u>2002</u>
	(dollars in millions)	
PQIL	\$ 123.0	\$ 113.9
PQBS	106.1	102.3
	<u>          </u>	<u>          </u>
Total	\$ 229.1	\$ 216.2
	<u>          </u>	<u>          </u>

Our gross profit percentage decreased 160 basis points to 50.8% compared to the 2002 results.

At PQIL, the gross profit margin decreased from 45.7% to 44.0%, a decrease of 170 basis points for the fiscal year ended January 3, 2004 compared to the fiscal year ended December 28, 2002. This decrease resulted from increased cost of sales primarily due to higher depreciation and content royalties.

At PQBS, the gross profit margin decreased from 62.6% to 61.8%, a decrease of 80 basis points for the fiscal year ended January 3, 2004 compared to the fiscal year ended December 28, 2002. This decrease resulted from increased cost of sales primarily due to lower-margin hardware sales, exiting of the film business and increased content costs.

Research and Development.

<u>2003</u>	<u>2002</u>
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	(dollars in millions)	
PQIL	\$ 9.9	\$ 11.5
PQBS	8.5	9.4
	<u>          </u>	<u>          </u>
Total	\$ 18.4	\$ 20.9
	<u>          </u>	<u>          </u>

Our research and development expenditures include investments for database and software development, information delivery systems and other electronic products. Research and development expense for fiscal 2003 decreased \$2.5 million to \$18.4 million compared to fiscal 2002.

The decrease at PQIL is primarily due to moving to a more variable cost structure. In our effort to accomplish this we consolidated operations, reduced staff and increased efficiencies.

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The decrease at PQBS is primarily due to the timing and nature of certain development projects.

### Selling and Administrative.

	2003	2002
	(dollars in millions)	
PQIL	\$ 58.0	\$ 53.4
PQBS	48.0	45.1
Corporate	16.3	11.5
	\$ 122.3	\$ 110.0

Selling and administrative expense on a consolidated basis increased \$12.3 million, or 11.2%, to \$122.3 million compared to fiscal 2002.

PQIL expenses as a percentage of sales decreased from 21.4% in 2002 to 20.8% in 2003 due increased productivity.

PQBS expenses as a percentage of sales were relatively flat in 2003 compared to 2002.

The increase at Corporate is primarily due to an increase in pension expense for our pension plan in the U.K. (\$1.0 million), increased costs associated with new corporate governance requirements (\$0.5 million), higher insurance premiums (\$0.4 million) and a chairman's incentive compensation plan, which was based on our stock price at December 31, 2003 (\$2.3 million).

### Net Interest Expense.

	2003	2002
	(dollars in millions)	
Interest income	\$ (1.4)	\$ (4.8)
Debt	10.6	11.7
Interest rate swaps		12.8
Monetized contracts	7.1	7.2
Other	0.8	2.0
	\$ 17.1	\$ 28.9

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Net interest expense decreased \$11.8 million, or 40.8%, to \$17.1 million in 2003, primarily due to refinancing our long-term debt in 2002 and an \$8.3 million pre-tax charge taken in the third quarter of 2002 related to the settlement of our interest rate swaps as a result of our debt refinancing. In October 2002, we refinanced \$150.0 million of our debt to long-term fixed rate senior notes with a 5.45% coupon rate. As a result, we are not currently entering into interest rate swap contracts.

Income Tax Expense. Income tax expense increased in 2003 as a result of higher operating earnings and a higher effective tax rate for fiscal 2003. The lower effective tax rate in 2002 is primarily the result of one-time benefits related to the utilization of a capital loss carryback and a lower state effective tax rate.

**Discontinued Operations.** In 2002 we recognized a gain on sales of discontinued operations of \$0.6 million (net of tax) due to a reversal of an accrual which we determined we no longer needed related to the 2001 sale of our Imaging, MMT and finance-related businesses.

**Acquisitions.** On December 30, 2002, the second day of our fiscal year 2003, we purchased all the interest in Bigchalk that we did not previously own for a negotiated value of \$27.0 million, which includes a holdback of approximately \$3.4 million and is net of approximately \$19.7 million in cash held by Bigchalk that we received after the acquisition. In July, we purchased SIRS for \$26.4 million and the assumption of certain liabilities.

Bigchalk develops and markets products and services for research, curriculum integration, assessment, peer collaboration, professional development, online community and e-commerce for teachers, students, parents, librarians and school administrators in the K-12 educational community. See Note 3 to our Consolidated Financial Statements for the pro forma impact of this acquisition.

SIRS is a leading provider of online, CD-ROM and print reference databases to more than 50,000 libraries worldwide. SIRS proprietary published products have been designed to address curriculum-related, assignment-driven information needs that arise as students study social problems, controversies, legal issues and ethics. This acquisition did not have a material impact on our Consolidated Financial Statements.

#### International Operations

	%		%		%	
	2004	of Total	2003	of Total	2002	of Total
(dollars in millions)						
Domestic sales	\$ 338.8	73%	\$ 339.1	75%	\$ 307.6	75%
Foreign sales	124.0	27%	112.0	25%	105.2	25%
<b>Total sales</b>	<b>\$ 462.8</b>	<b>100%</b>	<b>\$ 451.1</b>	<b>100%</b>	<b>\$ 412.8</b>	<b>100%</b>

Foreign sales increased \$12.0 million, or 10.7%, to \$124.0 million in 2004 primarily as a result of sales of our performance management products and our published products as well as favorable foreign currency translation.

For PQIL, we generally invoice international customers in U.S. dollars. However, as our international operations have matured, we have begun invoicing certain customers in their local currencies.

Our translation and transaction exposure from international operations is immaterial, as it constitutes less than 1% of selling and administrative expense.



## Liquidity and Capital Resources

Debt decreased by \$36.3 million to \$155.0 million in 2004.

We generated cash from operations of \$107.8 million during 2004, compared to \$121.1 million in 2003, a decrease of \$13.3 million. The decrease in cash generated from continuing operations during 2004 compared to 2003 was primarily related to the following:

	<u>Inc/(Dec) vs. 2003</u>
	(dollars in millions)
Tax court refund (included in accounts receivable and deferred taxes)	\$ (13.1)
Deferred income (decline in microfilm sales)	(13.1)
Accounts payable	(4.0)
Accounts receivable, net of tax court refund	(3.6)
Other current assets (primarily prepayment of content royalties)	(3.0)
Depreciation & amortization	10.9
Accrued expenses (primarily Bigchalk severance in 2003)	9.8
Long-term liabilities (primarily prepayment of distributor agreement with the DMS buyer)	3.7

Cash from operations is seasonal with less cash generated in the first half of the year and more cash generated during the second half of the year. Cash is typically generated during the second half of the year primarily because we bill and collect a significant portion of our annual microfilm subscription fees in the late third quarter and during the fourth quarter.

We used \$62.4 million of cash in our investing activities for fiscal 2004, a decrease of \$64.2 million compared to fiscal 2003. This decrease is primarily due to the following:

	<u>Inc/(Dec) vs. 2003</u>
	(dollars in millions)
Proceeds from sale of DMS	\$ (35.9)
Acquisitions, net of cash acquired	(26.0)
Property, plant, equipment, product masters, and software	(4.0)
Proceeds from disposal of fixed assets	(0.9)
Net purchases of equity investments available for sale	2.1

We used cash in financing activities of \$45.5 million in fiscal 2004 compared to \$7.6 million generated in fiscal 2003, a decrease of \$53.1 million. This decrease is primarily due to the following:

**Inc/(Dec) vs. 2003**

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	<b>(dollars in millions)</b>
Proceeds from long-term debt (net of payments made)	\$ (45.0)
Monetized future billings	(6.5)
Proceeds from exercise of stock options, net	(3.3)
Repurchase of common stock	(2.2)
Net increase in short-term debt	4.4

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We believe that current cash balances, cash generated from operations, and availability under our Credit Agreement will be adequate to fund the growth in working capital and capital expenditures necessary to support our currently expected sales for the foreseeable future. Under our \$175.0 million Credit Agreement, \$5.0 million was outstanding as of January 1, 2005. The interest rate on borrowings under the credit facility as of January 1, 2005 was (at our option) either LIBOR + 1.00%, which was 3.08% (\$5.0 million outstanding at January 1, 2005), or the prime rate + 0.25%, which was 5.50% (\$0 outstanding at January 1, 2005).

A portion of our availability under the credit facility has been utilized to issue letters of credit to support our insurance coverage, leases, and certain customer contracts. At January 1, 2005, the total of the face amounts of the outstanding letters of credit was \$2,347 thousand. The letters of credit renew either annually or automatically with the face amount adjusted based on the underlying insurance requirement. At the end of fiscal 2004, we had \$167,653 thousand of additional credit available under our credit facility. We also have the ability to borrow up to \$5.0 million on an uncommitted line of credit. The borrowing period under this line of credit cannot exceed seven days. There was no balance outstanding under this line as of January 1, 2005.

The final maturity date of the Credit Agreement is October 3, 2005 with no principal payments due until that date. For the outstanding balance on the \$175.0 million Credit Agreement, annual maturities are (dollars in millions):

2005	\$ 5.0
	<hr style="width: 100%;"/>
Total	\$ 5.0
	<hr style="width: 100%;"/>

For the term of the 5.45% senior notes, annual maturities are (dollars in millions):

2005	\$
2006	21.4
2007	21.4
2008	21.4
2009	21.4
2010	21.4
2011	21.4
2012	21.6
	<hr style="width: 100%;"/>
Total	\$ 150.0
	<hr style="width: 100%;"/>

We are in compliance with all debt covenants as of January 1, 2005.

In January 2005, we acquired Voyager Expanded Learning Inc. ( Voyager ). We financed our acquisition through a new \$175 million issuance of private-placement notes and a new revolving line of credit. The 5.38% fixed notes mature January 2015. Our previous revolving credit agreement was replaced with a new variable interest rate facility with capacity of \$275 million which expires in January 2010.



**Financial Condition***Selected Balance Sheet information.*

	As of		Inc/(Dec) vs. 2003	
	January 1,	January 3,	\$	%
	2005	2004		
	(dollars in millions)			
Accounts receivable, net	\$ 95.3	\$ 94.2	\$ 1.1	1.2%
Other current assets	50.1	43.0	7.1	16.5%
Purchased and developed software, net	41.7	55.0	(13.3)	(24.2%)
Other assets	21.5	23.8	(2.3)	(9.7%)
Accrued expenses	35.3	39.4	(4.1)	(10.4%)
Deferred income	100.5	121.9	(21.4)	(17.6%)
Other liabilities	82.5	62.4	20.1	32.2%

Accounts receivable increased by \$1.1 million during the fiscal year ended January 1, 2005, primarily due to increased sales.

Other current assets increased by \$7.1 million primarily due to increased prepayments made for royalties (\$2.6 million) and prepayment of sales commissions (\$4.9 million) as well as an increase in securities available for sale (\$3.9 million) partially offset by a decrease in taxes (\$5.8 million).

Net purchased and developed software decreased by \$13.3 million primarily due to annual amortization expense as well as lower software expenditures in 2004.

Other assets decreased by \$2.3 million primarily due to a decrease in long term deferred tax assets as a result of the utilization of a capital loss carryforward.

Accrued expenses decreased by \$4.1 million primarily due to payments related to our discontinued operations and a decrease in accrued compensation, partially offset by increased taxes.

Deferred income decreased by \$21.4 million primarily as a result of the decline in microfilm and general reference subscriptions as well as the timing of billings in 2004 compared to 2003.

Other liabilities increased \$20.1 million primarily due to increased deferred income taxes as well as increased long-term compensation liabilities.



**Capital Expenditures and Outlook**

	<u>2004</u>	<u>2003</u>	<u>2002</u>
	(dollars in millions)		
Product masters			
PQIL	\$ 52.8	\$ 46.3	\$ 51.7
Fixed capital			
PQIL	2.0	2.5	3.9
PQBS	4.1	2.8	2.9
Corporate	0.2		0.2
Total fixed capital	\$ 6.3	\$ 5.3	\$ 7.0
Software			
PQIL	7.4	11.4	20.0
PQBS	0.3	7.4	2.1
Corporate		0.4	
Total software expenditures	\$ 7.7	\$ 19.2	\$ 22.1
Total expenditures for property, plant, equipment, product masters and software	\$ 66.8	\$ 70.8	\$ 80.8

Capital spending for product masters increased \$6.5 million from 2003 to 2004 due to higher international costs and development of content associated with acquisitions made during the year.

We expect to meet our needs for working capital for operations, to fund capital expenditures, software spending and potential acquisitions and to meet our debt service requirements through cash generated from operations and our Credit Agreement. Although there are no material commitments for capital spending, we expect spending in 2005 to be approximately 10 percent to 12 percent of sales. Capital expenditures will be concentrated primarily on ongoing and new product master prepublication costs that management believes will generate future revenue growth. Our plans are dependent on the availability of funds as well as the identification of projects showing sufficient returns. As a result, there is no assurance that our planned level or type of capital spending will actually occur in the future.

**Commitments and Contractual Obligations**

We have various contractual obligations which are recorded as liabilities in our Consolidated Financial Statements. Other items, such as certain purchase commitments and other executory contracts are not recognized as liabilities in our Consolidated Financial Statements but are required to be disclosed.

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The following table summarizes our significant contractual obligations and commercial commitments at January 1, 2005 and the future periods in which such obligations are expected to be settled in cash:

	<u>Total</u>	<u>2005</u>	<u>2006 &amp; 2007</u>	<u>2008 &amp; 2009</u>	<u>After 2009</u>
	(dollars in millions)				
Operating leases	\$ 96.4	\$ 17.6	\$ 28.6	\$ 16.4	\$ 33.8
Short-term debt	5.0	5.0			
Long-term debt	150.0		42.9	42.9	64.2
Unconditional purchase obligations	15.0	5.1	9.9		
Royalty guarantees	166.1	36.7	57.5	47.7	24.2
<b>Total Contractual Obligations</b>	<b>\$ 432.5</b>	<b>\$ 64.4</b>	<b>\$ 138.9</b>	<b>\$ 107.0</b>	<b>\$ 122.2</b>

We also have obligations with respect to our pension and postretirement medical benefit plans. For further information see Note 15 to our Consolidated Financial Statements.

We have letters of credit in the amount of \$2,347 thousand outstanding as of January 1, 2005 to support insurance coverage, leases, and certain customer contracts. For further information see Note 12 to our Consolidated Financial Statements.

### Seasonality

Our quarterly operating results fluctuate as a result of a number of factors including the sales cycle, the amount and timing of new products and our spending patterns. In addition, many of our PQIL customers experience cyclical funding issues that can impact our revenue patterns. Historically, we have experienced less net sales, net earnings, and cash flow in the first fiscal quarter with our highest net sales, net earnings, and cash flow in the fourth fiscal quarter.

The historical fluctuation of our operating results is described in Note 22 to our Consolidated Financial Statements.

### Recently Issued Financial Accounting Standards

In December 2004, the Financial Accounting Standards Board (FASB) issued a revised Statement of Financial Accounting Standards No. 123R, *Share Based Payment*. ( SFAS No. 123R ), which requires companies to expense the value of employee stock options and similar awards. As permitted by SFAS 123 *Accounting for Stock-Based Compensation* ( SFAS No. 123 ), we currently account for our stock option plan using the intrinsic method prescribed in APB Opinion No. 25 *Accounting for Stock Issued to Employees* and, as such, generally recognize no compensation cost for employee stock options. Under SFAS No. 123R, share-based payment awards result in a cost that will be measured at fair value on the awards' grant date, based on the estimated number of awards that are expected to vest and expensed over the vesting period. Additionally, SFAS No. 123R will require us to expense the

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unvested portion of previously granted options. SFAS 123R is effective for interim and annual periods beginning after June 15, 2005. We will adopt this standard in the third quarter of fiscal 2005. We are planning to use the modified prospective transition method, which does not require restating previous periods' results.

The impact of the adoption of SFAS 123R cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had we adopted SFAS 123R in prior periods, the impact of that standard would have approximated the impact of SFAS 123 as described in the disclosure of pro forma net earnings and earnings per share in Note 1 to our Consolidated Financial Statements.

In December 2004, the FASB issued FASB Staff Position 109-1, *Application of FASB Statement No. 109, Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004* ( FSP 109-1 ). Under the guidance of FSP 109-1, the deduction will be treated as a special deduction as described in Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* ( SFAS No. 109 ). As such, the special deduction has no effect on deferred tax assets and liabilities existing at the enactment date. Rather, the impact of this deduction will be reported in the period in which the deduction is claimed on our tax return.

In November 2004, the FASB issued SFAS No. 151, *Inventory Costs* . This statement clarifies the accounting for the abnormal amount of idle facilities expense, freight, handling costs and wasted material. This statement requires that those items be recognized as current-period expense. In addition the statement requires that allocation of fixed overhead to the cost of conversion be based on the normal capacity of the production facilities. This statement is effective for inventory costs incurred after December 31, 2005. Adoption of this statement will not have a material effect on our Consolidated Financial Statements.

On October 22, 2004, the President of the United States signed The American Jobs Creation Act of 2004. Among the provisions of the Act is a provision that allows for the exclusion from income of a portion of the remittances of earnings of foreign subsidiaries to U.S. shareholders through December 31, 2005. In December 2004, the FASB issued FASB Staff Position 109-2, *Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004* ( FSP 109-2 ). Under the guidance of FSP 109-2, an enterprise is allowed time beyond the financial reporting period of enactment to evaluate the effect of the American Jobs Creation Act of 2004 on its plan for reinvestment or repatriation of foreign earnings for purposes of applying SFAS No. 109. The deduction is subject to a number of limitations. We have not yet decided whether, or to what extent, foreign earnings will be repatriated. Based on our analysis to date, however, it is possible that we may repatriate an amount between \$0 to \$9,600. The related range of income tax effects of such repatriation cannot be reasonably estimated at the time of issuance of these financial statements. We expect to be in a position to finalize our assessment by December 31, 2005.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

**Interest Rate Risk**

As a result of our financing activities we are exposed to changes in interest rates which may adversely affect our results of operations and financial position. We are not currently hedging this interest rate risk. Instead, in 2002 we limited this risk by refinancing \$150.0 million of our debt to long-term fixed rate notes with a 5.45% fixed coupon rate and a 5.60% effective rate. These notes have a seven year average life. Our remaining debt is variable rate long-term debt which exposes us to variability in interest payments due to changes in interest rates.

In December 2004, in anticipation of our 2005 debt refinancing, we entered into Treasury Rate Locks ( 2004 Locks ) with the notional amount of \$125 million and a seven year term. At January 1, 2005, the unrealized marked to market gain on the 2004 Locks in the amount of \$130 thousand (net of tax) was recorded in Other comprehensive income on our Consolidated Balance Sheet. These 2004 Locks effectively fixed the underlying treasury rate for the pricing of our private placement at 4.04% and settled on January 14, 2005, the same day our private placement of debt was priced (see Note 23 to our Consolidated Financial Statements). Upon settlement, a loss was incurred.

**Foreign Currency Risk**

As a result of our global operations, we are exposed to changes in foreign currency rates. At January 1, 2005, we had no outstanding foreign currency forward or option contracts. The potential impact on our earnings from a 10% adverse change in quoted foreign currency rates would be insignificant.

**Item 8. Financial Statements and Supplementary Data.**

**ProQuest Company - Management's Report on Internal Controls over Financial Reporting**

The following report is provided by management in respect of ProQuest Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Securities Exchange Act of 1934):

1. ProQuest Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for ProQuest Company.
2. ProQuest Company management has used the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework to evaluate the effectiveness of ProQuest Company's internal control over financial reporting. Management believes that the COSO framework is a suitable framework for its evaluation of ProQuest Company's internal control over financial reporting because it is free from bias, permits reasonably consistent qualitative and quantitative measurements of ProQuest Company's internal controls, is sufficiently complete so that those relevant factors that would alter a conclusion about the effectiveness of ProQuest Company's internal controls are not omitted and is relevant to an evaluation of internal control over financial reporting.
3. Management has assessed the effectiveness of ProQuest Company's internal control over financial reporting, as of January 1, 2005, and has concluded that such internal control over financial reporting is effective. There are no material weaknesses in ProQuest Company's internal control over financial reporting that have been identified by management.
4. In fiscal year 2004 ProQuest Company acquired Serials Solutions. Total assets for Serials Solutions were \$17.6 million, which was 2.3% of total ProQuest Company assets at January 1, 2005. Total revenue for Serials Solutions in 2004 was \$2.1 million, which was 0.45% of total ProQuest Company revenues for 2004. Management has elected to exclude Serials Solutions from the scope of its report on internal controls over financial reporting.
5. KPMG LLP, who has audited the consolidated financial statements of ProQuest Company for the year ended January 1, 2005, has also issued a report on financial statements and internal controls under Auditing Standard No. 2 of the Public Company Accounting Oversight Board (United States). This report is located on the following page of this Annual Report.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors

ProQuest Company:

We have audited management's assessment, included in the accompanying ProQuest Company Management's Report on Internal Control over Financial Reporting, that ProQuest Company maintained effective internal control over financial reporting as of January 1, 2005, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). ProQuest Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that ProQuest Company maintained effective internal control over financial reporting as of January 1, 2005, is fairly stated, in all material respects, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also, in our opinion, ProQuest Company maintained, in all material respects, effective internal control over financial reporting as of January 1, 2005, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

ProQuest Company acquired Serials Solutions during 2004, and management excluded this entity from its assessment of the effectiveness of ProQuest Company's internal control over financial reporting as of January 1, 2005. Serials Solutions' internal control over financial reporting is associated with total assets of \$17.6 million and total revenues of \$2.1 million included in the consolidated financial statements of ProQuest Company and subsidiaries as of and for the year ended January 1, 2005. Our audit of internal control over financial reporting of ProQuest Company also excluded an evaluation of the internal control over financial reporting of Serials Solutions.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of ProQuest Company and subsidiaries as of January 1, 2005 and January 3, 2004, and the related consolidated statements of operations, shareholders' equity and comprehensive income (loss), and cash flows for the fiscal years ended January 1, 2005, January 3, 2004, and December 28, 2002, and our report dated March 16, 2005 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Detroit, Michigan

March 16, 2005

**Report of Independent Registered Public Accounting Firm**

The Board of Directors

ProQuest Company:

We have audited the accompanying consolidated balance sheets of ProQuest Company and subsidiaries (the Company) as of January 1, 2005 and January 3, 2004, and the related consolidated statements of operations, shareholders' equity and comprehensive income (loss), and cash flows for the fiscal years ended January 1, 2005, January 3, 2004, and December 28, 2002. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of ProQuest Company and subsidiaries as of January 1, 2005 and January 3, 2004 and the results of their operations and their cash flows for the fiscal years ended January 1, 2005, January 3, 2004, and December 28, 2002 in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of ProQuest Company's internal control over financial reporting as of January 1, 2005, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 16, 2005 expressed an unqualified opinion on management's assessment of, and the effective operation of, internal control over financial reporting.

/s/ KPMG LLP

Detroit, Michigan

**March 16, 2005**

## ProQuest Company and Subsidiaries

## Consolidated Statements of Operations

For the fiscal years ended January 1, 2005, January 3, 2004, and December 28, 2002

(In thousands, except per share data)

	2004	2003	2002
Net sales	\$ 462,814	\$ 451,015	\$ 412,826
Cost of sales	(230,315)	(221,960)	(196,584)
Gross profit	232,499	229,055	216,242
Research and development expense	(16,603)	(18,367)	(20,945)
Selling and administrative expense	(120,592)	(122,251)	(110,011)
Other income		775	
Gain on sale of fixed assets	900		
Earnings from continuing operations before interest and income taxes	96,204	89,212	85,286
Net interest expense:			
Interest income	1,517	1,370	4,791
Interest expense	(17,952)	(18,509)	(33,713)
Net interest expense	(16,435)	(17,139)	(28,922)
Earnings from continuing operations before income taxes	79,769	72,073	56,364
Income tax expense	(27,039)	(25,363)	(16,449)
Earnings from continuing operations	52,730	46,710	39,915
Earnings from discontinued operations (less applicable income taxes of \$485, \$1,814 and \$1,473, respectively)	778	3,111	2,465
Gain on sales of discontinued operations (less applicable income taxes of \$2,565, \$0 and \$361, respectively)	13,484		639
Net earnings	\$ 66,992	\$ 49,821	\$ 43,019
Net earnings per common share:			
Basic:			
Earnings from continuing operations	\$ 1.85	\$ 1.66	\$ 1.53
Earnings from discontinued operations	0.03	0.11	0.09
Gain on sales of discontinued operations	0.47		0.02
Basic net earnings per common share	\$ 2.35	\$ 1.77	\$ 1.64
Diluted:			
Earnings from continuing operations	\$ 1.83	\$ 1.64	\$ 1.50
Earnings from discontinued operations	0.03	0.11	0.09
Gain on sales of discontinued operations	0.46		0.02

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Diluted net earnings per common share	\$ 2.32	\$ 1.75	\$ 1.61
<hr/>			
Average number of common shares and equivalents outstanding:			
Basic	28,514	28,192	26,190
Diluted	28,844	28,426	26,588

The accompanying Notes to the Consolidated Financial Statements are  
an integral part of these statements.

## ProQuest Company and Subsidiaries

## Consolidated Balance Sheets

As of January 1, 2005 and January 3, 2004

(In thousands)

	<u>2004</u>	<u>2003</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 4,313	\$ 4,023
Accounts receivable, net	95,279	94,242
Inventory:		
Finished products	3,411	2,710
Products in process and materials	1,901	2,229
Total inventory, net	5,312	4,939
Other current assets	50,133	43,035
Total current assets	155,037	146,239
Property, plant, equipment and product masters, at cost:		
Land	672	824
Buildings and improvements	29,747	30,995
Machinery and equipment	59,695	66,423
Product masters	332,689	296,983
Total property, plant, equipment and product masters, at cost	422,803	395,225
Accumulated depreciation and amortization	(222,806)	(214,480)
Net property, plant, equipment and product masters	199,997	180,745
Long-term receivables	8,084	5,106
Goodwill	311,279	303,693
Identifiable intangibles, net	15,379	9,435
Purchased and developed software, net	41,699	55,005
Other assets	21,454	23,813
Total assets	\$ 752,929	\$ 724,036

The accompanying Notes to the Consolidated Financial Statements are

an integral part of these statements.

## ProQuest Company and Subsidiaries

## Consolidated Balance Sheets

As of January 1, 2005 and January 3, 2004

(In thousands)

	<u>2004</u>	<u>2003</u>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Notes payable	\$	\$ 300
Current maturities of long-term debt	5,000	
Accounts payable	49,364	49,156
Accrued expenses	35,303	39,428
Current portion of monetized future billings	24,331	25,583
Deferred income	100,480	121,890
	<u>214,478</u>	<u>236,357</u>
Long-term liabilities:		
Long-term debt, less current maturities	150,000	191,000
Monetized future billings, less current portion	36,197	46,835
Other liabilities	82,533	62,444
	<u>268,730</u>	<u>300,279</u>
Shareholders' equity:		
Common stock (\$.001 par value, 50,000 shares authorized, 29,389 shares issued and 28,731 shares outstanding at the end of fiscal 2004, and 28,964 shares issued and 28,378 shares outstanding at the end of fiscal 2003)	29	28
Capital surplus	320,033	310,461
Unearned compensation on restricted stock	(236)	
Notes receivable arising from stock purchases	(194)	(279)
Retained earnings (accumulated deficit)	(36,019)	(103,011)
Treasury stock, at cost (658 shares at the end of fiscal 2004 and 586 shares at the end of fiscal 2003)	(16,276)	(14,515)
Other comprehensive income/(loss):		
Accumulated foreign currency translation adjustment	4,562	(3,231)
Unrealized (loss) from derivatives, net of tax	(536)	(806)
Minimum pension liability, net of tax	(1,970)	(1,247)
Net unrealized gain on securities, net of tax	328	
	<u>2,384</u>	<u>(5,284)</u>
Total shareholders' equity	<u>269,721</u>	<u>187,400</u>
Total liabilities and shareholders' equity	<u>\$ 752,929</u>	<u>\$ 724,036</u>

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The accompanying Notes to the Consolidated Financial Statements are  
an integral part of these statements.

## ProQuest Company and Subsidiaries

## Consolidated Statements of Cash Flows

For the fiscal years ended January 1, 2005, January 3, 2004, and December 28, 2002

(In thousands)

	2004	2003	2002
<b>Operating activities:</b>			
Net earnings	\$ 66,992	\$ 49,821	\$ 43,019
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Gain on sale of discontinued operations	(13,484)		(639)
Depreciation and amortization	71,561	60,696	47,648
Deferred income taxes	21,894	26,544	7,299
Interest expense due to swap settlement			7,414
Gain on sales of fixed assets	(900)		
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable, net	(174)	12,729	(4,732)
Inventory, net	(923)	167	(389)
Other current assets	(8,772)	(5,733)	(4,713)
Long-term receivables	(2,911)	(471)	(3,185)
Other assets	(2,916)	(623)	1,209
Accounts payable	623	4,647	(3,873)
Accrued expenses	(2,563)	(12,368)	(9,466)
Deferred income	(25,560)	(12,510)	(7,747)
Other long-term liabilities	3,692	37	(1,321)
Other, net	1,257	(1,858)	502
<b>Net cash provided by operating activities</b>	<b>107,816</b>	<b>121,078</b>	<b>71,026</b>
<b>Investing activities:</b>			
Expenditures for property, plant, equipment, product masters and software	(66,774)	(70,819)	(80,795)
Acquisitions, net of cash acquired	(25,767)	(51,754)	(8,393)
Purchases of equity investments available for sale	(7,893)	(1,978)	(1,911)
Proceeds from disposals of equity investments available for sale	4,261	490	1,134
Proceeds from asset sales	900		
Proceeds from (expenditures associated with) sales of discontinued operations	32,918	(2,540)	(16,770)
<b>Net cash used in investing activities</b>	<b>(62,355)</b>	<b>(126,601)</b>	<b>(106,735)</b>
<b>Financing activities:</b>			
Net increase (decrease) in short-term debt	4,614	218	(830)
Proceeds from long-term debt	371,570	483,450	389,170
Repayment of long-term debt	(412,570)	(479,450)	(455,244)
Cash paid for settlement of interest rate swap contracts			(9,765)
Debt issuance costs	(395)		(1,654)
Monetized future billings	(11,988)	(5,391)	(11,072)
Repurchases of common stock	(3,566)	(1,328)	
Proceeds from sales of common stock, net			123,295

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Proceeds from exercise of stock options, net	6,825	10,076	5,124
	<u>          </u>	<u>          </u>	<u>          </u>
Net cash (used in) provided by financing activities	(45,510)	7,575	39,024
	<u>          </u>	<u>          </u>	<u>          </u>
Effect of exchange rate changes on cash	339	189	(2,028)
	<u>          </u>	<u>          </u>	<u>          </u>
Increase in cash and cash equivalents	290	2,241	1,287
Cash and cash equivalents, beginning of period	4,023	1,782	495
	<u>          </u>	<u>          </u>	<u>          </u>
Cash and cash equivalents, end of period	\$ 4,313	\$ 4,023	\$ 1,782
	<u>          </u>	<u>          </u>	<u>          </u>

The accompanying Notes to the Consolidated Financial Statements are

an integral part of these statements.

## ProQuest Company and Subsidiaries

## Consolidated Statements of Shareholders Equity and Comprehensive Income (Loss)

For the fiscal years ended January 1, 2005, January 3, 2004, and December 28, 2002

(In thousands)

	Common Stock		Unearned Compensation Capital	Notes Restricted stock	Notes Receivable for Stock Purchases	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income(Loss)	Total
	Issued	Treasury						
Balance, at the end of fiscal 2001 (Common stock, 24,546 shares; treasury stock 450 shares)	\$ 24	\$ (11,335)	\$ 169,050	\$	\$ (1,071)	\$ (195,851)	\$ (5,889)	\$ (45,072)
Comprehensive income:								
Net earnings						43,019		43,019
Foreign currency translation adjustments							(3,507)	(3,507)
Minimum pension liability (net of tax benefit of \$215)							(383)	(383)
Unrealized gain (loss) from derivatives (net of tax expense of \$4,049)							5,943	5,943
Total comprehensive income								45,072
Common stock, \$.001 par value, 3,702 shares issued June 21, 2002, net of expenses	4		123,291					123,295
Stock options exercised, net 234 shares			5,124					5,124
Tax benefit from stock options exercised			1,083					1,083
Notes receivable payments					254			254
Treasury stock, net 9 shares		(294)			294			
Balance, at the end of fiscal 2002 (Common stock, 28,482 shares issued, treasury stock,	\$ 28	\$ (11,629)	\$ 298,548	\$	\$ (523)	\$ (152,832)	\$ (3,836)	\$ 129,756

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459 shares)								
Comprehensive income:								
Net earnings				49,821				49,821
Foreign currency translation adjustments						(725)		(725)
Minimum pension liability (net of tax benefit of \$465)						(864)		(864)
Unrealized gain (loss) from derivatives (net of tax expense of \$78)						141		141
Total comprehensive income								48,373
Stock repurchase, 70 shares		(1,328)						(1,328)
Stock options exercised, net 482 shares			10,076					10,076
Tax benefit from stock options exercised			414					414
Notes receivable payments		(135)		244				109
Treasury stock, net 57 shares		(1,423)	1,423					
Balance, at the end of fiscal 2003 (Common stock, 28,964 shares issued, treasury stock, 586 shares)	\$ 28	\$ (14,515)	\$ 310,461	\$	\$ (279)	\$ (103,011)	\$ (5,284)	\$ 187,400
Comprehensive income:								
Net earnings				66,992				66,992
Foreign currency translation adjustments						7,793		7,793
Minimum pension liability (net of tax benefit of \$372)						(723)		(723)
Unrealized gain (loss) from derivatives (net of tax expense of \$146)						270		270
Unrealized gain on securities						328		328
Total comprehensive income								74,660
Unearned compensation on restricted stock				(236)				(236)
Stock repurchase, 139 shares		(3,566)						(3,566)
Serials Solutions Purchase, 105 shares		2,795						2,795
Stock options exercised, net 368 shares	1		6,825					6,826

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Stock option swaps/reloads, 46 shares	(990)	892						(98)
Restricted stock grant, 11 shares		300						300
Tax benefit from stock options exercised		1,555						1,555
Notes receivable payments				85				85
<hr/>								
Balance, at the end of fiscal 2004 (Common stock, 29,389 shares issued, treasury stock, 658 shares)	\$ 29	\$ (16,276)	\$ 320,033	\$ (236)	\$ (194)	\$ (36,019)	\$ 2,384	\$ 269,721
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The accompanying Notes to the Consolidated Financial Statements are

an integral part of these statements.

**ProQuest Company and Subsidiaries**

**Notes to the Consolidated Financial Statements**

**(In thousands, except per share data)**

**Note 1 - Significant Accounting Policies**

Nature of Operations. ProQuest Company is a leading publisher of solutions for the education, automotive, and power equipment markets. We have more than 50 years of experience in information and content aggregation. Our predecessor company, Bell & Howell Company, was known for creative technology-based solutions. It was incorporated in Delaware in 1907. In 2001, we changed our name to ProQuest Company.

We provide products and services to our customers through two business segments: ProQuest Information and Learning ( PQIL ) and ProQuest Business Solutions ( PQBS ). Through our PQIL segment, which primarily serves the education market, we collect, organize, and publish content from a wide range of sources including newspapers, periodicals and books. Our PQBS segment is primarily engaged in the delivery in electronic form of comprehensive parts and service information for the automotive and outdoor power market (motorcycle, marine, recreational vehicle, lawn & garden and heavy equipment) and business performance products and services for the automotive market. Financial information for each of our business segments and operations by geographic area is contained in Note 2 to these Consolidated Financial Statements.

Basis of Presentation. Certain amounts in the prior years' financial statements have been reclassified to conform to the current year presentation.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Subsequent actual results may differ from those estimates.

Principles of Consolidation. The Consolidated Financial Statements include the accounts of ProQuest Company and its majority owned subsidiaries except where control is temporary.

In June 2004, we sold our Dealer Management System ( DMS ) business, which was a component of PQBS. The DMS business was a software business which did not fit with our core electronic publishing strategy.

In 2001, we initiated the divestiture of our Imaging, Mail and Messaging Technologies ( MMT ), and finance-related businesses.



Accordingly, the operating results of these businesses and any gain on sale have been segregated from our continuing operations in our Consolidated Financial Statements. (see Note 5).

Fiscal Year. Our fiscal year ends on the Saturday nearest to December 31. References to fiscal 2004 are for the 52 weeks ended January 1, 2005, references to fiscal 2003 are for the 53 weeks ended January 3, 2004 and references to fiscal 2002 are for the 52 weeks ended December 28, 2002.

Revenue Recognition. We derive revenue from licenses of database content, sales of microfilm subscriptions, microfilm backfile sales, paper products, service, software, equipment, and product royalties. Services consist of training and installation with respect to our Automotive Parts and Service Products ( APSP ) and performance management products. Revenue from these services accounted for less than 10% of our revenue in 2004, 2003, and 2002.

#### *Published Products*

PQIL's published products provide users with access to our comprehensive databases, including Historical Newspapers, Early English Books Online ( EEBO ), e-dissertations, and topic-specific products on either a subscription basis that normally covers twelve months, or a perpetual license. PQIL follows the guidance under Staff Accounting Bulletin ( SAB ) 101 *Revenue Recognition in Financial Statements* ( SAB 101 ) and SAB 104 *Revenue Recognition* ( SAB 104 ), for all subscription products. Revenue from subscription agreements is recognized ratably over the term of the subscription using the straight-line method. For sales of perpetual licenses, revenue is recognized when we provide access to the content and bill the customer.

#### *General Reference Products*

For PQIL's general reference products, customers purchase access to periodicals, newspapers and other resources contained in our databases in exchange for a fee that normally covers a subscription period of twelve months. Revenue from subscription agreements is recognized ratably over the term of the subscription using the straight-line method.

PQIL provides content on a wholesale basis to premier information companies such as Factiva and LexisNexis. We receive a royalty from these wholesalers based on the usage of our products by their customers. We recognize this revenue based on the usage of our product.

#### *Traditional Products*

PQIL derives revenue from sales of microform subscriptions and backfiles, publishing fees and sales of dissertations. For newspaper subscription products, revenue is recognized ratably over the term of the subscription, which is normally twelve months. For periodical subscription products, we accumulate the product on



microfilm and ship the completed microfilm to our customers quarterly or annually. Revenue for these products is recognized when the product is shipped. For our backfile products, dissertations and publishing fees, revenue is recognized when the product is shipped.

#### *Classroom Products*

For the classroom market, we provide digital and paper products. The majority of our classroom product sales are from print coursepacks. Revenue is recognized when the print coursepacks are shipped. Our digital coursepacks comprised 41.8% of classroom products in 2004. These products are static databases of information wherein we provide access, through a URL sold to the customer, for the semester the related class is being offered. Revenue for digital coursepacks is recognized when the URL is delivered to the customer. There is a right of return for coursepack sales. Therefore, a reserve has been recorded based on historical experience. The reserve was \$681 and \$250 in 2004 and 2003, respectively.

#### *Parts and Service Products*

A majority of the APSP revenue is related to multiple element contracts in which PQBS provides hardware, training and installation, database content licenses, and ongoing support to our customers. PQBS follows the guidance under Emerging Issues Task Force ( EITF ) 00-21 *Revenue Arrangements with Multiple Deliverables* ( EITF 00-21 ) in allocating the contract revenue to the various elements. EITF 00-21 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting. EITF 00-21 prescribes that in circumstances where there are multiple units of accounting in a contract, revenue should be allocated to each unit based on fair value, irrespective of the amount ascribed in the contract. Determination of fair value is judgmental and is typically based on our pricing of similar products that are not part of a multi-element arrangement and/or pricing of a market competitor. PQBS follows SAB 101 and SAB 104 for determination of revenue recognition. Assuming fair value exists for all elements, the amount assigned to the hardware value is recognized upon shipment of the hardware to the customer. The amounts assigned to training and installation are recognized as the services are performed. The amounts assigned to the database licenses and the ongoing support are recognized over the term of the contract, typically 24 to 60 months.

We provide certain APSP customers with the option to bundle into monthly payments hardware or training and installation. An interest factor of approximately 8% is charged for the bundled items and recorded as deferred interest income. Deferred interest income was \$538 at January 1, 2005. This amount will be recognized as interest income over the collection period. The receivable related to these items and the related deferred interest income are recorded in Long term receivables in our

Consolidated Financial Statements. Interest income recognized related to these arrangements in 2004 was approximately \$1.0 million.

We also provide PSP products for the power equipment markets. Certain of these products are highly customized for the individual customer. As such, PQBS follows the guidance under EITF 00-21 which addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting. EITF 00-21 prescribes that in circumstances where there are multiple units of accounting in a contract; revenue should be allocated to each unit based on fair value, irrespective of the amount ascribed in the contract. Determination of fair value is judgmental and is typically based on our pricing of similar products that are not part of a multi-element arrangement and/or pricing of a market competitor. PQBS follows SAB 101, SAB 104 and Statement of Position 97-2 ( SOP 97-2 ) for determination of revenue recognition. Software revenue is recognized when evidence of an arrangement exists, delivery has occurred, the fee is fixed and collectibility is probable. Initial license and project management fees are recognized over the term of the contract. An annual license fee is charged and is recognized ratably over each year. Ongoing services revenue is recognized over the term of the contract.

#### *Performance Management Products*

Revenue from performance management products is primarily derived from business management information systems and business products provided to both OEMs and their dealerships in the automotive industry. Dealer information is collected and published, typically on a monthly or quarterly basis. This content is used to monitor and evaluate dealer performance against various metrics and to manage dealer contracts and track compliance with the European Common Market's block exemption regulations. Revenue is recognized when the dealer information collecting and publishing cycle is completed and delivered.

Allowance for Doubtful Accounts. We estimate a reserve, as required, for outstanding accounts receivable.

Allowances for doubtful accounts are reviewed on a quarterly basis and any required adjustments to reserve levels are made. Allowances for doubtful accounts at the end of fiscal 2004 and 2003 were \$1,452 and \$1,702, respectively.

Foreign Currency Translation. The financial position and results of operations of each of our foreign subsidiaries are measured using the local currency as the functional currency. Revenues and expenses are translated at average exchange rates prevailing during the respective fiscal periods. Assets and liabilities are translated into United States ( U.S. ) dollars using the exchange rates at the end of the respective fiscal

periods. Balance sheet translation adjustments arising from differences in exchange rates from period to period are included in the determination of our other comprehensive income which is reflected as a component of shareholders equity.

Net Earnings per Common Share. Basic net earnings per common share are computed by dividing net earnings by the weighted average number of common shares outstanding during the period. Diluted net earnings per common share is computed by dividing net earnings by the weighted average number of common shares outstanding during the period, and reflects the potential dilution that could occur if all of our outstanding stock options that are in-the-money were exercised, using the treasury stock method. Under the treasury stock method, the tax-effected proceeds that would be received from the exercise of all in-the-money options are assumed to be used to repurchase shares. A reconciliation of the weighted average number of common shares and equivalents outstanding used in the calculation of basic and diluted net earnings per common share are shown in the table below for the periods indicated:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Basic	28,514	28,192	26,190
Dilutive effect of stock options	330	234	398
	<u>28,844</u>	<u>28,426</u>	<u>26,588</u>

Options to purchase 3,890 shares, 2,156 shares, and 1,883 shares were outstanding at January 1, 2005, January 3, 2004, and December 28, 2002, respectively, but were not included in the computation of diluted net earnings per common share because the options' exercise prices were greater than the average market price of the common shares and, therefore, would be antidilutive.

Cash and Cash Equivalents. We consider all highly liquid investments with maturities of three months or less (when purchased) to be cash equivalents. The carrying amount reported in the Consolidated Balance Sheets approximates fair value.

Inventory. Inventory costs include material, labor and overhead. Inventories are stated at the lower of cost (determined using the first-in, first-out ( FIFO ) method) or market. We have one purchase obligation for raw materials in the amount of \$2,550 per year until 2007.

Property, Plant, Equipment and Product Masters. Property, plant, equipment and product masters are recorded at cost. The straight-line method of depreciation is primarily used, except for PQIL product masters (which represent the cost to create electronic and microform master document copies which are subsequently used in the production process to fulfill customers' information requirements), which are depreciated on the double declining balance method. Estimated lives range from 10 to 40 years for buildings and building improvements, 3 to 15 years for machinery and equipment and 10 years for product masters.

Goodwill and Other Intangible Assets. In the first quarter of fiscal 2002, we adopted Statement of Financial Accounting Standards ( SFAS ) No. 141 *Business Combinations* ( SFAS No. 141 ) and SFAS No. 142 *Goodwill and Other Intangible Assets* ( SFAS No. 142 ). Under SFAS No. 141, intangible assets are recognized as assets apart from goodwill when they arise from contractual or other legal rights (regardless of whether those rights are transferable or separable from the acquired entity or from other rights and obligations) or if they are separable (capable of being separated or divided from the acquired entity regardless of whether there is an intent to do so). SFAS No. 142 requires that goodwill no longer be amortized to earnings, but instead be reviewed for impairment on an annual basis using a two-step goodwill impairment test. We perform this annual analysis during the second fiscal quarter, based on the goodwill balance as of the end of the first fiscal quarter. The first step of the impairment test requires us to define our reporting units and then compare the fair value of each of these reporting units to its carrying value. If the carrying value is higher than the fair value, there is an indication that impairment may exist; if the carrying value is less than the fair value, no impairment exists, and the second step does not need to be completed. The first step of our 2004 impairment test indicated that no impairment existed; therefore, the second test was not necessary.

Intangible assets determined to have definite useful lives are amortized over their useful lives, generally 3 to 5 years. We review our intangibles with definite lives for impairment to ensure they are appropriately valued if conditions exist that may indicate the carrying value may not be recoverable.

Impairment of Long-Lived Assets. We review the carrying value of property, plant, equipment and product masters and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate that the net book value of an asset may not be recoverable from the estimated undiscounted future cash flows expected to result from its use and eventual disposition. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment is measured as the amount by which the carrying amount of the assets exceeds the fair value as estimated by discounted cash flows. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost of disposal. In our 2004 review of long-lived assets, no impairment was indicated.

Royalties. Royalty expense at PQIL, which is included in *Cost of sales* , in our Consolidated Statement of Operations, is recorded monthly based on actual monthly revenue and historical average royalty rates by product line. Royalty rates by product line are reviewed on an ongoing basis to ensure that estimates are appropriate and take into consideration any significant changes to the royalty calculations or contractual minimum royalties due to the individual publisher.

Monetized Future Billings. With regard to our PQBS APSP agreements, we have monetized a portion of the future cash stream to be generated by these customer contracts. At the time of monetization, we receive an amount equal to the discounted value of future billings that will be received from the customer. The amount received at the time of monetization is recorded as Monetized future billings in our Consolidated Balance Sheet. The monthly payments received from our customers are retained by the third party with whom we have monetized these contracts and a portion of the discount is recognized as interest expense. Our obligation related to certain portions of these monetized amounts will be satisfied within the next twelve months; these amounts have been classified as the Current portion of monetized future billings. In connection with these transactions, we retain a maximum credit risk of \$1,300.

As part of the sale of discontinued operations in 2001, our financing subsidiary was sold. We entered into certain contractual obligations with that previously owned financing subsidiary and continued to monetize a specified number of new and renewal APSP contracts from customers through September 2004. We have no remaining obligations to monetize any future contracts under this agreement.

Income Taxes. We account for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to be in effect for the year in which those temporary differences are expected to be recovered or settled.

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**Stock Option Plan.** As permitted by SFAS No. 123 *Accounting for Stock Based Compensation* ( SFAS No. 123 ), we account for our stock option plan using the intrinsic method prescribed in APB Opinion No. 25 *Accounting for Stock Issued to Employees* and related interpretations. Accordingly, compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeds the exercise price. Pro forma net earnings and earnings per share disclosures for employee stock option grants based on the fair value-based method (defined in SFAS No. 123), whereby the fair value of stock-based awards at the date of grant would be subsequently expensed over the related vesting periods, are indicated below:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Net earnings, as reported	\$ 66,992	\$ 49,821	\$ 43,019
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(6,301)	(6,628)	(5,429)
Pro forma net earnings	<u>\$ 60,691</u>	<u>\$ 43,193</u>	<u>\$ 37,590</u>
Net earnings per share:			
Basic-as reported	\$ 2.35	\$ 1.77	\$ 1.64
Basic-pro forma	\$ 2.13	\$ 1.53	\$ 1.44
Diluted-as reported	\$ 2.32	\$ 1.75	\$ 1.61
Diluted-pro forma	\$ 2.10	\$ 1.52	\$ 1.41

The fair value of each option granted is estimated on the date of grant using either the Black-Scholes option-pricing model or a binomial model.

The assumptions for the Black-Scholes option-pricing model are as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Expected stock volatility	38.53%	49.94%	40.92%
Risk-free interest rate	3.04%	2.35%	4.31%
Expected years until exercise	4	4	5
Dividend yield	0.00%	0.00%	0.00%

On February 4, 2004, the Compensation Committee of our Board of Directors granted 1,961.5 nonqualified stock options with an exercise price of \$30.97 per share to six members of our senior executive team. These stock options are intended to serve as a long-term incentive consistent with the Board's desire that management deliver long-term sustainable shareholder value.

Based on the complexity of this plan, we have utilized a binomial model to estimate the fair value of the options, utilizing the following assumptions:

Expected stock volatility	31.50%
Risk-free interest rate	3.07%
Expected years until exercise	5.00

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Dividend yield

0.00%

Derivative Financial Instruments and Hedging Activities. We comply with the provisions of SFAS No. 133 *Accounting for Derivative Instruments and Hedging Activities* ( SFAS No. 133 ) and SFAS No. 138 *Accounting for Certain Derivative Instruments and Certain Hedging Activities* ( SFAS No. 138 ). SFAS No. 133, as amended, requires that we recognize all derivative instruments as assets or liabilities in the balance sheet at fair value.

Interest Rate Risk

In the past, all of our interest-bearing loans and borrowings were subject to interest rate risk.

In December 2004, in anticipation of our debt refinancing, we entered into Treasury Rate Locks ( 2004 Locks ) with the notional amount of \$125 million and a seven year term. At January 1, 2005, the unrealized marked to market gain of the 2004 Locks in the amount of \$130 (net of tax) was recorded in Other comprehensive income , in our Consolidated Balance Sheet. These 2004 Locks effectively fixed the underlying treasury rate for the pricing of our private placement at 4.04% and settled on January 14, 2005, the same day our private placement of debt was priced (see Note 23). Upon settlement, a loss was incurred.

During the third quarter of fiscal 2002, as part of our debt refinancing, we dedesignated and settled \$200 million notional amount of interest rate swaps (see Note 12). As a result, we recognized an additional \$8,272 in interest expense.

In August 2002, also in anticipation of our debt refinancing (see Note 12), we entered into Treasury Rate Locks ( 2002 Locks ) with the notional amount of \$75 million. These 2002 Locks effectively fixed the underlying treasury rate for the pricing of our private placement at 3.67% and settled on September 17, 2002, the same day our private placement of debt was priced. The unrealized loss of the 2002 Locks in the amount of \$981 (net of tax) was recorded in Other comprehensive income and will be recognized over the life of the notes. Approximately \$140 of derivative losses included in Other comprehensive income , at January 1, 2005 will be recognized as expense within twelve months from that date.

Foreign Exchange Risks

A portion of revenue, earnings, and net investment in foreign affiliates is exposed to changes in foreign exchange rates. Substantially all foreign exchange risks are managed through operational means. However, we believe that from time to time some foreign exchange risks related to certain transactions are better managed by utilizing foreign currency forwards or option contracts. These contracts are reported at fair value and any changes in fair value are recognized currently in earnings. These contracts are not designated for hedging treatment under SFAS No. 133, as amended. At January 1, 2005, we did not have any foreign currency forwards or option contracts outstanding.

The following table summarizes the net activities in other comprehensive income related to derivatives classified as cash flow hedges when they were outstanding:

Balance as of January 03, 2004	\$ (806)
Losses recognized as expense	219
Year-to-date net unrealized losses on derivatives	197
Income tax benefit related to derivatives	(146)
	<hr/>
Total, net of tax	\$ (536)
	<hr/>

**Note 2 - Business Segments**

Our operating segments are internally organized primarily by the type of products produced and markets served. In accordance with SFAS No. 131 *Disclosures about Segments of an Enterprise and Related Information*, we have aggregated similar operating segments into two reportable segments, PQIL and PQBS. (Refer to Note 1 for a description of segment operations.) We evaluate the performance of and allocate resources to each of the segments based on their operating results excluding interest and taxes. The accounting policies for each of the segments are described in the summary of significant accounting policies in Note 1.

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Information concerning our operating business segments for fiscal 2004, 2003, and 2002 for our continuing operations is as follows:

	<b>2004</b>			
	<b>PQIL</b>	<b>PQBS</b>	<b>Corporate</b>	<b>Total</b>
Net sales	\$ 290,597	\$ 172,217	\$	\$ 462,814
Earnings(loss) from continuing operations before interest and income taxes	\$ 58,224	\$ 53,784	\$ (15,804)	\$ 96,204
Capital expenditures	\$ 62,180	\$ 4,346	\$ 248	\$ 66,774
Depreciation and amortization	\$ 64,207	\$ 7,050	\$ 304	\$ 71,561
Total assets	\$ 626,404	\$ 101,861	\$ 24,664	\$ 752,929

	<b>2003</b>			
	<b>PQIL</b>	<b>PQBS</b>	<b>Corporate</b>	<b>Total</b>
Net sales	\$ 279,510	\$ 171,505	\$	\$ 451,015
Earnings(loss) from continuing operations before interest and income taxes	\$ 55,144	\$ 50,440	\$ (16,372)	\$ 89,212
Capital expenditures	\$ 60,110	\$ 10,259	\$ 450	\$ 70,819
Depreciation and amortization	\$ 54,583	\$ 5,919	\$ 194	\$ 60,696
Total assets	\$ 572,367	\$ 119,927	\$ 31,742	\$ 724,036

	<b>2002</b>			
	<b>PQIL</b>	<b>PQBS</b>	<b>Corporate</b>	<b>Total</b>
Net sales	\$ 249,382	\$ 163,444	\$	\$ 412,826
Earnings(loss) from continuing operations before interest and income taxes	\$ 48,964	\$ 47,789	\$ (11,467)	\$ 85,286
Capital expenditures	\$ 75,585	\$ 4,975	\$ 235	\$ 80,795
Depreciation and amortization	\$ 42,602	\$ 4,879	\$ 167	\$ 47,648
Total assets	\$ 489,474	\$ 105,490	\$ 36,553	\$ 631,517

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Information on our operations by geographic area for fiscal 2004, 2003, and 2002 for continuing operations is as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
<b>Geographic Area Data</b>			
Net Sales (1):			
United States	\$ 338,802	\$ 339,046	\$ 307,607
Europe	48,076	47,909	44,461
Other	75,936	64,060	60,758
<b>Total</b>	<b>\$ 462,814</b>	<b>\$ 451,015</b>	<b>\$ 412,826</b>
<b>Total Assets:</b>			
United States	\$ 625,660	\$ 600,388	\$ 524,690
Europe	111,845	105,147	95,022
Other	15,424	18,501	11,805
<b>Total</b>	<b>\$ 752,929</b>	<b>\$ 724,036</b>	<b>\$ 631,517</b>

(1) Revenue is classified according to its country of destination (including exports to such areas).

### Note 3 - Acquisitions

In fiscal 2004, we completed a number of acquisitions including Copley Publishing Group, Reading A-Z, Axiom Press, Serials Solutions, and Entigo Inc. for cash consideration of \$23.5 million, 105 thousand shares of our \$.001 par value common stock and the assumption of certain liabilities. The goodwill associated with these acquisitions totaled \$19,580. These acquisitions did not have a material impact on our Consolidated Financial Statements.

In July 2003, we acquired SIRS Publishing, Inc. ( SIRS ) for \$26,400 and the assumption of certain liabilities. The amount of \$31,214 of goodwill was assigned to PQIL. This acquisition did not have a material impact on our Consolidated Financial Statements.

On December 30, 2002, the second day of our 2003 fiscal year, we purchased all the interest in Bigchalk that we did not previously own for a negotiated value of \$27,000, which includes a holdback of \$3,380 and is net of approximately \$19,700 in cash held by Bigchalk that we received after the acquisition. In 2004, we paid \$2,431 related to these holdbacks. The results of Bigchalk's operations have been included in our Consolidated Financial Statements since the date of acquisition. Had Bigchalk been acquired effective the first day of our 2002 fiscal year, pro forma unaudited consolidated net sales, net earnings, and net earnings per common share would have been as follows:

**Pro Forma for the**

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**Fifty-Two Weeks  
Ended December 28, 2002**

Net sales	\$	436,363
Earnings from continuing operations	\$	38,058
Net earnings per common share:		
Basic	\$	1.45
Diluted	\$	1.43

**Note 4 Income Taxes**

Earnings from continuing operations before income taxes in fiscal 2004, 2003, and 2002 were attributable to the following locations:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
United States	\$ 65,308	\$ 63,628	\$ 52,655
Foreign	14,461	8,445	3,709
Earnings from continuing operations before income taxes	<u>\$ 79,769</u>	<u>\$ 72,073</u>	<u>\$ 56,364</u>

Income tax expense attributable to income from continuing operations in fiscal 2004, 2003, and 2002 included the following:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Current income tax expense (benefit):			
United States	\$ 2,116	\$ (812)	\$ (6,987)
State and local	1,845	4,573	(3,318)
Foreign	4,290	3,714	549
Current income tax expense (benefit)	<u>8,251</u>	<u>7,475</u>	<u>(9,756)</u>
Deferred income tax expense (benefit):			
United States	17,544	15,955	26,647
State and local	23	2,164	290
Foreign	1221	(231)	(732)
Deferred income tax expense	<u>18,788</u>	<u>17,888</u>	<u>26,205</u>
Income tax expense	<u>\$ 27,039</u>	<u>\$ 25,363</u>	<u>\$ 16,449</u>

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Included above are current tax benefits of \$1,286 in 2003 and \$5,595 in 2002, related to the utilization of previously unrecognized capital and net operating loss carryforwards and the increase in the net operating loss carryforwards as a result of favorable federal IRS settlements.

The significant components of deferred income tax expense attributable to income from continuing operations in fiscal 2004, 2003, and 2002 were as follows:

	2004	2003	2002
Deferred income tax expense (benefit), exclusive of components listed below:	\$ 17,503	\$ 17,902	\$ 29,333
Allocation of valuation allowance reducing goodwill	1,385		
Benefits of net operating loss carryforwards	(100)	(14)	(3,128)
	\$ 18,788	\$ 17,888	\$ 26,205
	\$ 18,788	\$ 17,888	\$ 26,205

The differences between our effective tax rate for income taxes attributable to continuing operations and the domestic federal statutory income tax rate in fiscal 2004, 2003, and 2002 were as follows:

	2004	2003	2002
Statutory federal income tax rate	35.0 %	35.0 %	35.0 %
Increase (reduction) in taxes resulting from:			
State income taxes, net of federal benefit	2.2	3.0	1.1
Statutory rate difference	(0.5)	(0.1)	(0.2)
Capital loss carryback			(2.5)
Prior year adjustments	(1.8)	1.6	(1.9)
Benefit from research incentives	(0.8)	(1.0)	(0.9)
Benefit from export tax incentives	(0.8)	(1.3)	(2.0)
Other	0.6	(2.0)	0.6
	33.9%	35.2%	29.2%
Effective income tax rate	33.9%	35.2%	29.2%

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Deferred income taxes are primarily provided for temporary differences between the financial reporting basis and the tax basis of our assets and liabilities. The tax effects of each type of temporary difference and carryforward that gives rise to a significant portion of deferred tax assets (liabilities) at the end of fiscal 2004 and 2003 were as follows:

	<b>2004</b>	<b>2003</b>
Deferred tax assets are attributable to:		
Accrued expenses	\$ 2,594	\$ 5,172
Deferred compensation & pension benefits	16,688	14,371
Net operating loss carryforwards	19,328	21,855
Net capital loss carryforwards	33,027	46,751
Tax credit carryforwards	18,406	24,205
Other	5,816	4,529
Total gross deferred tax assets	95,859	116,883
Valuation allowance	(40,713)	(56,311)
Net deferred tax assets	55,146	60,572
Deferred tax liabilities are attributable to:		
Purchased and developed software	(7,956)	(9,887)
Goodwill	(22,502)	(22,830)
Property, plant and equipment	(18,036)	(8,760)
Other	(2,575)	(2,718)
Total gross deferred tax liabilities	(51,069)	(44,195)
Net deferred tax asset	\$ 4,077	\$ 16,377

The net deferred tax asset is classified as follows:

	<b>2004</b>	<b>2003</b>
Short-term deferred tax asset	\$ 7,705	\$ 9,549
Long-term deferred tax asset	3,218	6,828
Long-term deferred tax liability	(6,846)	
Net deferred tax asset	\$ 4,077	\$ 16,377

The principal component of the valuation allowance is a U.S. capital loss carryforward. The net change in the valuation allowance for 2004 and 2003 were (\$15,598) and (\$3,084), respectively. The reduction in the valuation allowance during fiscal 2004 primarily relates to the partial utilization of the capital loss carryforward. The utilization of the capital loss carryforward resulted in a \$3,749 tax benefit to our discontinued operations. Additionally, there was a reduction to both the foreign net operating loss carryforward and the related valuation allowance as a result of tax audit adjustments. In 2004, the amount of valuation allowance for which the recognized benefits were allocated to goodwill was \$1,385. The amount of the valuation allowance for which subsequently recognized benefits will be allocated to reduce goodwill is \$3,100.

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In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible or creditable. We consider the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. As of January 1, 2005, we believe it is more likely than not that we will realize the benefits of these deductible and creditable differences, net of the existing valuation allowances. However, the amount of the deferred tax asset considered realizable could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

At the end of fiscal 2004, the federal domestic net operating loss carryforwards were \$43,495 and expire in 2019-2023. Of these

losses \$109 were acquired in 2004 by ProQuest's U.S. consolidated group as part of the Copley Publishing stock acquisition. The utilization of these losses is subject to an annual limitation of \$58 due to change in control restrictions. The remaining losses were acquired by ProQuest's U.S. consolidated group as part of the Bigchalk purchase in 2003. The utilization of these losses is subject to an annual limitation of \$2,575 due to change in control restrictions.

At the end of fiscal 2004, the state domestic net operating loss carryforwards were \$4,681 and expire as follows: \$441 in 2005-2009, \$1,504 in 2010-2013, \$153 in 2015-2016 and \$2,583 in 2020-2023. Of these losses \$130 were acquired in 2004 by ProQuest's U.S. consolidated group as part of the Copley Publishing stock acquisition and \$3,100 were acquired as part of the Bigchalk acquisition in 2003.

At the end of fiscal 2004, the foreign net operating loss carryforwards were \$2,840 and expire as follows: \$304 in 2007, \$997 in 2008, \$257 in 2009 and \$1,282 may be carried forward indefinitely.

At the end of fiscal 2004, the domestic capital loss carryforwards were \$85,058 expiring in 2006 and the foreign capital loss carryforwards were \$10,856 that may be carried forward indefinitely.

At the end of fiscal 2004, the foreign tax credit carryforwards were \$4,943, expiring in 2011. The research and development credits were \$3,534 and expire 2019-2022.

In the U.S., our current tax liability is the greater of our regular tax or Alternative Minimum Tax ( AMT ). To the extent that AMT exceeds regular tax, we are entitled to an AMT credit. At the end of fiscal 2004, we have AMT credits of \$9,929 that may be carried forward indefinitely and used as credits in future tax returns against regular tax in the event that the regular tax exceeds the AMT.

Income taxes paid (refunded), net of refunds, for fiscal 2004, 2003, and 2002 were (\$892), \$4,392, and \$10,426, respectively.

The company has open tax years from primarily 2001 to 2003 with various significant taxing jurisdictions including the U.S., Canada and United Kingdom. These open years contain matters that could be subject to differing interpretations of applicable tax laws and regulations as they related to the amount, timing or inclusion of revenue and expenses or the sustainability of income tax credits for a given audit cycle. The company has established a liability for those matters where it is not probable that the position will be sustained. The amount of the liability is based on management's best estimate given the Company's history with similar matters and interpretations of current laws and regulations.

U.S. income and foreign withholding taxes have not been recognized on the excess of the amount for financial reporting over the tax basis of investments in foreign subsidiaries that are essentially permanent in duration. This amount becomes taxable upon a repatriation of assets from the subsidiary or a sale or liquidation of the subsidiary. The amount of such temporary difference totaled \$23,529 at January 1, 2005. Determination of the amount of any unrecognized deferred income tax liability on this temporary difference is not practicable.

On October 22, 2004, the President of the United States signed The American Jobs Creation Act of 2004. Among the provisions of the Act is a provision that allows for the exclusion from income of a portion of the remittances of earnings of foreign subsidiaries to U.S. shareholders through December 31, 2005. In December 2004, the FASB issued FASB Staff Position 109-2, Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004 (FSP 109-2). Under the guidance of FSP 109-2, an enterprise is allowed time beyond the financial reporting period of enactment to evaluate the effect of the American Jobs Creation Act of 2004 on its plan for reinvestment or repatriation of foreign earnings for purposes of applying FAS 109. The deduction is subject to a number of limitations. The Company has not yet decided whether, or to what extent, foreign earnings will be repatriated. Based on its analysis to date, however, it is possible that the Company may repatriate an amount between \$0 to \$9,600. The related range of income tax effects of such repatriation cannot be reasonably estimated at the time of issuance of these financial statements. The Company expects to be in a position to finalize its assessment by December 31, 2005.

#### **Note 5 Discontinued Operations**

In June 2004, we sold our DMS business, which was a component of PQBS. The DMS business was a software business which did not fit with our core electronic publishing strategy. Accordingly, the operating results of this business have been segregated from our continuing operations. The Consolidated Statements of Operations separately reflect the earnings of this business. The interest expense attributable to our debt was allocated between continuing and discontinued operations based on the net asset basis.

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Results from discontinued operations are shown in the tables below for the fiscal years indicated:

	Fiscal Years Ended		
	January 1, 2005	January 3, 2004	December 28, 2002
Net sales	\$ 8,567	\$ 18,636	\$ 15,498
Earnings before interest and income taxes	1,499	5,442	4,275
Interest expense, net	(236)	(517)	(337)
Income tax expense	(485)	(1,814)	(1,473)
	\$ 778	\$ 3,111	\$ 2,465

The gain in fiscal 2004 resulting from the sale of our discontinued operations was derived as follows (dollars in thousands):

Sale price	\$ 35,900
Net assets, reserves, and expenses (1)	(19,851)
	\$ 16,049
Income tax expense	(2,565)
	\$ 13,484

(1) Includes \$379 related to the reversal of certain balances related to the sale of MMT North America which we determined were no longer needed.

The gain from sales of discontinued operations recognized in fiscal 2002 was due to a reversal of an accrual related to our 2001 divestitures which we determined was no longer needed.

### Note 6 Cumulative Effect of a Change in Accounting Principle

In December 1999, the Securities and Exchange Commission ( SEC ) issued SAB 101. As a result of this pronouncement, we modified our accounting for revenue from new online subscriptions in the PQIL segment and from APSP agreements in the PQBS segment beginning in fiscal 2000.

As a result of the changes in the methods of accounting for revenue, approximately \$114,800 of revenue recognized in fiscal 1999 and prior years was reversed and included in the cumulative effect adjustment determined as of the beginning of fiscal 2000. Of this amount, \$4,826, \$14,075, and \$22,592 was recognized in 2004, 2003, and 2002, respectively and \$875 will be recognized in 2005.



**Note 7 Goodwill, Software and Other Intangible Assets**

The changes in the carrying amount of goodwill for the fiscal years ended January 1, 2005 and January 3, 2004 are as follows:

	<u>PQIL</u>	<u>PQBS</u>	<u>Total</u>
Balance as of December 28, 2002	\$ 199,769	\$ 47,585	\$ 247,354
Goodwill acquired in fiscal 2003 (1)	55,563	776	56,339
<b>Balance as of January 03, 2004</b>	<b>255,332</b>	<b>48,361</b>	<b>303,693</b>
Goodwill acquired in fiscal 2004 (1)	17,589	1,991	19,580
Goodwill disposed of in fiscal 2004		(11,036)	(11,036)
Reclassification of goodwill to other assets	(958)		(958)
<b>Balance as of January 01, 2005</b>	<b>\$ 271,963</b>	<b>\$ 39,316</b>	<b>\$ 311,279</b>

(1) Goodwill consists of current year acquisitions as well as the finalization of our preliminary purchase price allocations for prior year acquisitions.

Included in depreciation and amortization expense is software amortization of \$16,919, \$11,047, and \$9,386, for the years 2004, 2003, and 2002, respectively. Also included in amortization expense is license amortization of \$1,949, \$2,124, and \$1,947, for the years 2004, 2003, and 2002, respectively.

As of January 1, 2005 and January 3, 2004 our intangible assets and related accumulated amortization consisted of the following:

	<u>Balance as of January 1, 2005</u>		
	<u>Accumulated</u>		
	<u>Gross</u>	<u>Amortization</u>	<u>Net</u>
Customer lists	\$ 17,250	\$ (4,860)	\$ 12,390
Trademark	2,641	(576)	2,065
Acquired software	211	(98)	113
Non-compete agreements	960	(149)	811
<b>Total identifiable intangibles, net</b>	<b>\$ 21,062</b>	<b>\$ (5,683)</b>	<b>\$ 15,379</b>

Balance as of January 3, 2004

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	Accumulated		
	Gross	Amortization	Net
	<u>          </u>	<u>          </u>	<u>          </u>
Customer lists	\$ 9,218	\$ (1,961)	\$ 7,257
Trademark	2,000	(67)	1,933
Acquired software	211	(14)	197
Non-compete agreements	50	(2)	48
	<u>          </u>	<u>          </u>	<u>          </u>
Total identifiable intangibles, net	\$ 11,479	\$ (2,044)	\$ 9,435
	<u>          </u>	<u>          </u>	<u>          </u>

We recorded \$3,639 of amortization expense during 2004. Based on the current amount of intangible assets subject to amortization, the estimated amortization expense for each of the succeeding 5 years is as follows: 2005 \$4,354; 2006 \$4,123; 2007 \$3,821; 2008 \$2,379; 2009 \$702.

During 2004, we acquired the following intangible assets:

		Weighted Average Amortization Period
		<u>          </u>
Customer lists	\$ 8,032	4.9 years
Trademark	641	5.0 years
Non-compete agreement	910	5.0 years
	<u>          </u>	
Total acquired identifiable intangibles	\$ 9,583	
	<u>          </u>	

**Note 8 Other Current Assets**

Other current assets at the end of fiscal 2004 and 2003 consist of the following:

	<u>2004</u>	<u>2003</u>
Short-term deferred tax asset	\$ 7,705	\$ 9,549
Prepaid taxes	602	4,553
Prepaid royalties	17,793	15,188
Commissions	7,472	2,536
Available-for-sale securities	7,172	3,289
Maintenance agreements	3,063	2,693
Other	6,326	5,227
	<u>          </u>	<u>          </u>
<b>Total</b>	<b>\$ 50,133</b>	<b>\$ 43,035</b>
	<u>          </u>	<u>          </u>

**Note 9 Other Assets**

Other assets at the end of fiscal 2004 and 2003 consist of the following:

	<u>2004</u>	<u>2003</u>
Long-term deferred tax asset	\$ 3,218	\$ 6,828
Licenses, net	7,728	9,560
Long-term commissions	4,893	4,471
Other	5,615	2,954
	<u>          </u>	<u>          </u>
<b>Total</b>	<b>\$ 21,454</b>	<b>\$ 23,813</b>
	<u>          </u>	<u>          </u>

**Note 10 Accrued Expenses**

Accrued expenses at the end of fiscal 2004 and 2003 consist of the following:

	<u>2004</u>	<u>2003</u>
Salaries, wages and bonuses	\$ 21,861	\$ 24,826
Profit sharing	2,002	3,284
Discontinued operations reserve	409	3,391
Accrued income taxes	3,577	970

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Accrued interest	2,171	2,166
Other	5,283	4,791
	<u>          </u>	<u>          </u>
Total	\$ 35,303	\$ 39,428
	<u>          </u>	<u>          </u>

**Note 11 Other Liabilities**

Other liabilities at the end of fiscal 2004 and 2003 consist of the following:

	<u>2004</u>	<u>2003</u>
Deferred compensation and pension benefits	\$ 46,503	\$ 42,381
Other	36,030	20,063
	<u>          </u>	<u>          </u>
Total	\$ 82,533	\$ 62,444
	<u>          </u>	<u>          </u>

**Note 12 Debt and Lines of Credit**

Debt at the end of fiscal 2004 and 2003 consist of the following:

	<u>2004</u>	<u>2003</u>
Notes payable	\$ 300	\$ 300
Long-term debt:		
5.45% senior notes due 10/01/12	\$ 150,000	\$ 150,000
Revolving credit agreement	5,000	41,000
Long-term debt	155,000	191,000
Less: current maturities	(5,000)	
Long-term debt, less current maturities	\$ 150,000	\$ 191,000

The weighted average interest rate on our borrowings at the end of fiscal 2004 and 2003 was 5.37% and 4.74%, respectively.

Under our Revolving Credit Agreement ( Credit Agreement ), the maximum amount available is currently \$175,000. The final maturity date of the Credit Agreement is October 3, 2005 with no principal payments due until that date. The interest rate on borrowings under the Credit Agreement is determined at the time of borrowing and is based upon our leverage ratio. The interest rate in effect as of January 1, 2005 was (at our option), either LIBOR + 1.00%, which was 3.09% (\$5,000 outstanding at January 1, 2005), or the prime rate + 0.25%, which was 5.50% (\$0 outstanding at January 1, 2005). Under the agreement related to our senior notes, we borrowed \$150.0 million in 2002. The final maturity date of the Note Purchase Agreement is October 1, 2012, with no principal payments due until October 1, 2006. The notes will amortize in seven equal annual payments of \$21,429, beginning October 1, 2006 and ending on October 1, 2012. The interest rate on these senior notes is fixed at 5.45% and is payable semi-annually.

The Credit Agreement and the Note Purchase Agreement require compliance with leverage, fixed charge and net worth covenants. We and our two largest domestic operating subsidiaries are jointly and severally liable as guarantors under both agreements. The Credit Agreement contains certain restrictions on the payment of dividends on and repurchases of our common stock.

A portion of our availability under the Credit Agreement has been utilized to issue letters of credit to support our insurance coverage, leases and certain customer contracts. At January 1, 2005, the total of the face amounts of the outstanding letters of credit was \$2,347. The letters of credit renew either annually or automatically with the face amount adjusted. At the end of fiscal 2004, we had \$167,653 of additional credit available under our Credit Agreement.

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We also have the ability to borrow up to \$5,000 on an uncommitted line of credit. The borrowing period under this line of credit cannot exceed seven days. The balance outstanding under this line was \$0 at January 1, 2005.

For the five years subsequent to 2004, annual maturities of long-term debt are: 2005 \$0; 2006 \$21,429; 2007 \$21,429; 2008 \$21,429 and 2009 \$21,429.

Cash paid for interest for continuing and discontinued operations in fiscal 2004, 2003 and 2002 was \$18,188, \$19,026 and \$34,048, respectively.

See Note 23 for our debt refinancing subsequent to January 1, 2005.

### Note 13 Fair Value of Financial Instruments

Our financial instruments include accounts receivable, long-term receivables, accounts payable and long-term debt. We believe that fair value approximates book value for accounts receivable and accounts payable due to their short-term nature. In addition, the book value for monetized future billings approximates fair value because at the time of monetization, we receive an amount equal to the discounted value of future billings that will be received from the customer. The amount received at the time of monetization is recorded as Monetized future billings in our Consolidated Balance Sheet.

The fair value of long-term receivables is discounted using the weighted average effective borrowing rate at the end of the year. The fair value of long-term debt is based on quoted market prices for the same or similar issues or the current rates offered to us for debt with the same or similar maturities and terms. At January 1, 2005 and January 3, 2004 long-term receivables were recorded at \$8,622 (excludes deferred interest income of \$538 at PQBS See Note 1) and \$5,106, respectively. At January 1, 2005 and January 3, 2004 long-term debt was recorded at \$155,000 and \$191,000, respectively. At January 1, 2005 and January 3, 2004, \$5,000 and \$41,000 of the long-term debt was part of a revolving line of credit.

Following is a summary of financial instruments where the fair values differ from the recorded amounts as of January 1, 2005 and January 3, 2004:

	January 1, 2005		January 3, 2004	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term receivables	\$ 8,622	\$ 7,552	\$ 5,106	\$ 4,616
Long-term debt:				
5.45% senior notes due on 10/01/12	\$ 150,000	\$ 152,625	\$ 150,000	\$ 150,150

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Revolving credit agreement	5,000	5,000	41,000	41,000
Total long-term debt	\$ 155,000	\$ 157,625	\$ 191,000	\$ 191,150

The fair value of the 5.45% senior notes at January 1, 2005 recorded at \$150,000 is based on quoted market prices. The carrying amount of the revolving line of credit was assumed to approximate fair value due to the floating market interest rates to which the revolving line of credit is subject.

**Note 14 Leases**

We lease certain facilities and equipment for production, selling and administrative purposes. Future minimum rental payments required under long-term noncancelable operating leases at the end of fiscal 2004 were as follows:

2005	\$ 17,744
2006	15,761
2007	14,076
2008	11,142
2009	5,595
Subsequent to 2009	32,114
	<hr/>
Total	\$ 96,432
	<hr/>

Total rental expenses for fiscal 2004, 2003, and 2002 were \$21,348, \$19,993, and \$19,235, respectively.

**Note 15 Profit-Sharing, Pension, and Other Postretirement Benefit Plans**

Eligible employees of our domestic and Canadian operations who elect to do so participate in defined contribution profit-sharing retirement plans. The amounts charged to earnings for fiscal 2004, 2003, and 2002 related to these plans were \$2,253, \$3,341, and \$3,324, respectively.

We also have defined benefit pension plans covering certain domestic and international employees. The benefits are primarily based on years of service and/or compensation during the years immediately preceding retirement. We use a measurement date of December 31 for substantially all of our pension and postretirement benefit plans.

We fund our foreign plans based on local statutes and fund our domestic plans in amounts that fulfill the funding requirements of the Employee Retirement Income Security Act of 1974. The following table sets forth the actual asset allocation and target asset allocation for our foreign pension plan assets:

	<u>2004</u>	<u>2003</u>	<u>Target Asset Allocation</u>
Equity Securities	45.4%	36.6%	55.0%
Debt Securities	54.3	63.4	45.0

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Cash	0.3		
Total	100.0%	100.0%	100.0%

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Our investment objectives for our foreign pension plan assets are to optimize the long-term return on plan assets at an acceptable level of risk and maintain a broad diversification across asset classes.

In addition, we have contributory and non-contributory postretirement medical benefit plans and a non-contributory postretirement life insurance benefit plan covering certain domestic employees. All of these other postretirement benefit plans are unfunded.

In November 2004, we announced that effective January 1, 2006 we will no longer offer a retiree medical program. This resulted in a negative plan amendment which will be recognized ratably in 2005.

The net cost of pension and other postretirement benefit plans for fiscal 2004, 2003, and 2002 were as follows:

	U.S. Plans Pension Benefits			Non-U.S. Plans Pension Benefits			Other Postretirement Benefits		
	2004	2003	2002	2004	2003	2002	2004	2003	2002
Service cost	\$ 268	\$ 236	\$ 194	\$ 241	\$ 334	\$ 442	\$ 83	\$ 72	\$ 56
Interest cost	1,288	1,332	1,383	3,422	3,094	3,026	109	118	145
Expected return on plan assets				(2,980)	(2,682)	(3,450)			
Amortization of prior service cost				246	229	205			
Recognized net actuarial loss/(gain)				453	454	69	(1)	(7)	
<b>Net pension and other postretirement benefit cost</b>	<b>\$ 1,556</b>	<b>\$ 1,568</b>	<b>\$ 1,577</b>	<b>\$ 1,382</b>	<b>\$ 1,429</b>	<b>\$ 292</b>	<b>\$ 191</b>	<b>\$ 183</b>	<b>\$ 201</b>

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The funded status of pension and other postretirement benefit plans at the end of fiscal 2004 and 2003 were as follows:

**Obligation and Funded Status**

	U.S. Plans		Non-U.S. Plans		Other Postretirement	
	Pension Benefits		Pension Benefits		Benefits	
	2004	2003	2004	2003	2004	2003
<b>Change in Benefit Obligation</b>						
Benefit obligation, beginning of year	\$ 21,329	\$ 20,681	\$ 58,970	\$ 48,962	\$ 1,932	\$ 2,240
Service cost	268	236	241	334	83	72
Interest Cost	1,288	1,332	3,422	3,094	109	118
Participant contributions			104	75		
Special FAS 88 Termination Benefit	310					
Exchange rate movements			4,341	5,809		
Plan Amendments					(937)	
Actuarial (gain)/loss	1,095	721	2,869	2,578	(30)	(251)
Benefits paid	(1,749)	(1,641)	(2,291)	(1,882)	(9)	(247)
<b>Benefit obligation, end of year</b>	<b>\$ 22,541</b>	<b>\$ 21,329</b>	<b>\$ 67,656</b>	<b>\$ 58,970</b>	<b>\$ 1,148</b>	<b>\$ 1,932</b>
<b>Change in Plan Assets</b>						
Fair value, beginning of year	\$	\$	\$ 41,895	\$ 34,922	\$	\$
Actual return on plan assets			3,949	4,144		
Participant contributions			103	75		
Exchange rate movements			3,074	4,142		
Company contributions	1,749	1,641	1,010	494	9	247
Benefits paid	(1,749)	(1,641)	(2,291)	(1,882)	(9)	(247)
<b>Fair value, end of year</b>	<b>\$</b>	<b>\$</b>	<b>\$ 47,740</b>	<b>\$ 41,895</b>	<b>\$</b>	<b>\$</b>
<b>Funded/(unfunded) status</b>	<b>\$ (22,541)</b>	<b>\$ (21,329)</b>	<b>\$ (19,916)</b>	<b>\$ (17,076)</b>	<b>\$ (1,148)</b>	<b>\$ (1,932)</b>
Unrecognized net actuarial (gain)/loss	3,023	1,928	14,575	12,229	(91)	(62)
Unrecognized prior service cost			4	233	(937)	
<b>Accrued benefit cost</b>	<b>\$ (19,518)</b>	<b>\$ (19,401)</b>	<b>\$ (5,337)</b>	<b>\$ (4,614)</b>	<b>\$ (2,176)</b>	<b>\$ (1,994)</b>
<b>Amounts Recognized in the Consolidated Balance Sheets</b>						
Accrued benefit liability	\$ (22,541)	\$ (21,329)	\$ (5,337)	\$ (4,614)	\$ (2,176)	\$ (1,994)
Minimum pension liability	3,023	1,928				
<b>Net amount recognized</b>	<b>\$ (19,518)</b>	<b>\$ (19,401)</b>	<b>\$ (5,337)</b>	<b>\$ (4,614)</b>	<b>\$ (2,176)</b>	<b>\$ (1,994)</b>

In 2004, we recorded a special termination benefit in the amount of \$310 related to our former chief executive officer. This benefit represents the fair value of an additional year of service granted as of his retirement date.

**Weighted Average Assumptions as of End of Year**

	U.S. Plans		Non-U.S. Plans		Other Postretirement	
	Pension Benefits		Pension Benefits		Benefits	
	2004	2003	2004	2003	2004	2003
Discount rate	5.75%	6.25%	5.40%	5.50%	4.75%	6.25%
Expected return on plan assets			6.75%	6.75%		
Rate of compensation increase			4.30%	3.80%		

The expected long-term rate of return assumptions on plan assets is based upon the target asset allocation and is determined using forward-looking assumptions in the context of historical returns and volatilities for each asset class, as well as correlations among asset classes. We evaluate the rate of return assumption on an annual basis.

**Additional Information**

	Pension Benefits		Other Postretirement Benefits	
	2004	2003	2004	2003
	Increase in minimum pension liability (net of tax) included in other comprehensive income	\$ 723	\$ 864	\$

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For our pension plans, the projected benefit obligation and accumulated benefit obligation at the end of fiscal 2004 and 2003 were as follows:

	U.S. Plans		Non-U.S. Plans	
	2004	2003	2004	2003
Projected benefit obligation	\$ 22,541	\$ 21,329	\$ 67,656	\$ 58,970
Accumulated benefit obligation	\$ 22,541	\$ 21,329	\$ 66,281	\$ 58,023

**Assumed Health Care Cost Trend Rates**

	2004	2003
Health care cost trend rate assumed for next year	9.00%	9.50%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	6.00%	6.00%
Year that the rate reaches the ultimate trend rate	2011	2011

Assumed future health care cost trend rates have a significant effect on postretirement medical benefit costs. A one percentage point change in the assumed health care cost trend rates would have the following effects:

<b>1% Increase</b>	
Benefit obligation, end of fiscal 2004	\$ 62
Net postretirement benefit cost for fiscal 2004	\$ 6
<b>1% Decrease</b>	
Benefit obligation / (asset), end of fiscal 2004	\$ (58)
Net postretirement benefit cost / (income) for fiscal 2004	\$ (5)
<b>1% Increase</b>	
Benefit obligation, end of fiscal 2003	\$ 153
Net postretirement benefit cost for fiscal 2003	\$ 18
<b>1% Decrease</b>	
Benefit obligation / (asset), end of fiscal 2003	\$ (142)
Net postretirement benefit cost / (income) for fiscal 2003	\$ (16)

Total estimated contributions to be paid to the plans or to the beneficiaries during fiscal 2005 are \$3,202. Gross benefit payments for the next ten years, which reflect expected future service as appropriate, are expected to be as follows:

	U.S. Plans Pension Benefits	Non-U.S. Plans Pension Benefits	Other Postretirement Benefits
2005	\$ 1,837	\$ 2,089	\$ 142
2006	1,875	2,183	147

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2007	1,857	2,410	143
2008	2,047	2,527	140
2009	1,995	2,742	156
2010 - 2014	9,270	17,035	613

In December 2003, Congress passed the Medicare Act of 2003. We do not provide post-65 medical or prescription drug coverage; therefore our postretirement benefit liability and costs are not impacted by the employer subsidy provision of the Act.

**Note 16 - Common Stock**

We have 50,000 authorized shares of common stock, (\$.001 par value per share), 29,389 shares issued and 28,731 shares outstanding as of January 1, 2005 and 28,964 shares issued, and 28,378 shares outstanding as of January 3, 2004. On June 21, 2002 we successfully completed a stock offering of 3,702 shares of \$.001 par value common stock at a price of \$35.40 per share in which we received net proceeds of \$123,295, after offering expenses.

Our Credit Agreement contains certain restrictions on the payment of dividends and repurchases of our common stock (see Note 12).

In July 2004, the Board of Directors approved a plan, in conjunction with our acquisition of Serials Solutions, to buy back up to 105 shares of ProQuest Company stock. During 2004, we purchased all 105 shares in the open market for a cost of \$2,659.

In September 2004, the Board of Directors approved an additional authorization to acquire up to \$40,000 of ProQuest Company stock. We expect the repurchases will be made using our cash resources. This authorization is valid through September 2007. Through January 1, 2005, we purchased 34 shares in the open market for a cost of \$907.

**Note 17 - Stock Compensation Plans**

**Stock Option Plan**

On February 4, 2004, the Compensation Committee of our Board of Directors granted 1,961.5 nonqualified stock options with an exercise price of \$30.97 per share to six members of our senior executive team.

The 1,961.5 options are estimated to be the number of options that would have been granted over the next five years to these six executives in their current positions and responsibilities. As a result of this grant, they will not receive any additional options for at least the next five years.

Under this grant, the options will vest after seven years and expire in ten years. However, if certain stock price thresholds are met during the next seven years, the vesting of the options will be accelerated. These thresholds represent 8% to 10% compounded annual stock price growth rates for 3 to 5 years.

The table that follows outlines the stock price thresholds and its related achievement period and the number of options that will be accelerated at each target stock price.

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<u>Achievement Period</u>	<u>Stock Price</u>	<u>Options Vested</u>
3 years	\$ 36.67	926,500
4 years	\$ 39.81	1,095,000
5 years	\$ 42.77	1,259,500
5 years	\$ 46.88	1,961,500

Even though these options may vest early, the executives will only be allowed to exercise one-third of the vested options after December 31, 2006, two-thirds of vested options after December 31, 2007 and all vested options after December 31, 2008. In addition to the above vesting requirements, each executive must retain 50% of all after-tax gains in shares of the Company until their retirement or termination of employment at ProQuest Company.

In fiscal 2003, we adopted the 2003 ProQuest Strategic Performance Plan ( Option Plan ), which replaced the ProQuest Company 1995 Stock Option Plan and the ProQuest Company Non-Employee Directors Stock Option Plan. Under the Option Plan, 5,060 shares of common stock were reserved for issuance. In 2004, 1,532 additional shares were reserved for issuance. The Option Plan is administered by the Compensation Committee of the Board of Directors which has the authority to establish the terms and conditions of awards granted under the Option Plan. Under the Option Plan, the Committee can grant stock appreciation rights, restricted stock, performance stock, performance units, annual management incentive awards and other stock or cash awards.

In addition, options granted to certain executives may contain a replacement option feature. When the option's exercise price is paid with shares of ProQuest's common stock, which the executive previously owned for more than six months, a replacement option is granted for the number of shares used to make that payment. The replacement option has an exercise price equal to the fair market value of ProQuest's common stock on the date the replacement option is granted; is exercisable in full six months after the date of the grant; and has a term expiring on the expiration date of the original options.

Additionally, concurrent with our initial public equity offering in 1995, we granted options for 1,115 shares to certain senior executives ( Senior Executive Grantees ), with a series of six option exercise prices (the first of which equaled the initial public equity offering price, with each subsequent exercise price set at 120% of the preceding exercise price). The term for these options was six years, with the options vesting in installments commencing after year three. In fiscal 1999, the unvested options set to expire in May 2000, were extended through May 2005. In fiscal 1999, options for 100 shares were granted to one of the Senior Executive Grantees, which have a six-year term and vested after three years.

At the end of fiscal 2004, we had options outstanding for 3,464 shares to the Key Executive Grantees. The term for these

options is six or ten years, vesting in equal annual increments over either a three-year or a five-year period.

At the beginning of fiscal year 2001, we implemented a long-term incentive benefit for one of our key executives which is comprised of two elements: a grant of 406 options and an incentive compensation arrangement that is based on 406 stock appreciation units. The options have a ten year term and vest after seven years unless certain stock price targets were achieved. All of these options vested after three years, because these stock price targets were exceeded. During 2001, we recognized \$4,000 of expense, \$3,000 which was the amount stated in the Incentive Compensation Agreement due for the successful completion of the sale of one of our discontinued operations as well as an additional \$1,000 in expense based on the appreciation of our stock price at December 29, 2001. During 2002, we reversed the \$1,000 accrual, based on our December 28, 2002 stock price. During 2003, we recognized an additional \$2,261 in expense based on the appreciation of our stock price at December 31, 2003. This amount was paid out to the key executive in 2004. The \$3,000 associated with the completion of the sale of one of our discontinued operations was paid to the key executive in 2001 and 2002.

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A summary of the stock option transactions for fiscal 2002, 2003, and 2004 is as follows:

	Senior Executive Grantees		Key Executive Grantees		Director Grantees	
	Shares (000s)	Weighted Average Exercise Price	Shares (000s)	Weighted Average Exercise Price	Shares (000s)	Weighted Average Exercise Price
Balance at the end of fiscal 2001	1,038	\$ 25.65	1,124	\$ 23.21	54	\$ 29.16
2002:						
Granted			403	34.61	7	35.50
Exercised			(223)	23.71		
Forfeited/cancelled			(110)	27.94		
Options outstanding at the end of fiscal 2002	1,038	\$ 25.65	1,194	\$ 27.08	61	\$ 29.86
Options exercisable at the end of fiscal 2002	608	\$ 31.51	437	\$ 24.43	61	\$ 29.86
Weighted average fair value of options granted during fiscal 2002	\$		\$ 14.49		\$ 14.70	
2003:						
Granted			650	19.63	12	26.72
Exercised	(250)	22.55	(218)	22.89		
Forfeited/cancelled			(37)	28.02		
Options outstanding at the end of fiscal 2003	788	\$ 25.26	1,589	\$ 24.86	73	\$ 29.36
Options exercisable at the end of fiscal 2003	585	\$ 28.31	592	\$ 26.50	73	\$ 29.36
Weighted average fair value of options granted during fiscal 2003	\$		\$ 8.12		\$ 9.72	
2004:						
Granted			2,168	30.77	14	27.19
Exercised	(203)	16.50	(190)	20.05	(12)	25.63
Forfeited/cancelled			(103)	27.58	(6)	33.14
Options outstanding at the end of fiscal 2004	585	\$ 28.31	3,464	\$ 28.67	69	\$ 29.20
Options exercisable at the end of fiscal 2004	484	\$ 30.78	822	\$ 26.72	55	\$ 29.71
Weighted average fair value of options granted during fiscal 2004	\$		\$ 10.25		\$ 9.35	

The following table provides additional information with respect to stock options outstanding at the end of fiscal 2004:

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Range of Exercise Price	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$15.01 - \$20.00	699	5.0	\$ 17.96	311	\$ 18.11
\$20.01 - \$25.00	317	5.6	22.43	219	22.69
\$25.01 - \$30.00	272	5.2	27.99	118	27.69
\$30.01 - \$35.00	2,479	7.9	31.29	429	32.64
\$35.01 - \$40.00	337	4.5	37.09	275	37.29
\$40.01 - \$45.00	14	7.3	40.82	9	40.82
	<b>4,118</b>	<b>6.7</b>	<b>\$ 28.63</b>	<b>1,361</b>	<b>\$ 28.29</b>

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Securities authorized for issuance under equity compensation plans at January 1, 2005 are as follows:

Plan Category	Number of securities to be issued upon exercise of outstanding options and rights	Weighted-average exercise price of outstanding options and rights	Number of securities remaining available for future issuance under equity compensation plans (a)
Equity compensation plans approved by security holders	4,129	\$ 28.63	449
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>4,129</b>	<b>\$ 28.63</b>	<b>449</b>

(a) Excludes securities reflected in the first column, Number of securities to be issued upon exercise of outstanding options and rights .

In fiscal 2004, we issued 11 shares of restricted stock to two members of our Board of Directors. These shares were valued at the market price at their respective award dates and will be recognized as expense over the 3 year vesting period. The amount of compensation cost related to these equity awards that was recognized into income in 2004 was \$64.

### Employee Stock Purchase Plan

In fiscal 1996, our Board of Directors adopted the Associate Stock Purchase Plan ( ASPP ), whereby employees are afforded the opportunity to purchase ProQuest Company shares, by authorizing the sale of up to 500 shares of common stock. The purchase price of the shares is 95% of the lower of the closing market price at the beginning or end of each quarter. The number of ASPP shares purchased was 10 and 11 for the fiscal years ended 2004 and 2003. Under SFAS No. 123, the ASPP is a non-compensatory plan.

### Note 18 Foreign Currency Transactions

In the past, we have entered into contracts to buy or sell foreign currencies, primarily British pounds and Canadian dollars. These contracts were properly recorded at fair market value with the changes in fair value recognized in interest expense and were not designated for hedging treatment under SFAS No. 133, as amended. At January 1, 2005 we have no outstanding foreign currency contracts.

Net foreign currency transaction gains (losses) for fiscal 2004, 2003, and 2002 of (\$996), \$423, and (\$616), respectively, have been included in selling and administrative expense of the respective periods.

**Note 19 Contingent Liabilities**

We are involved in various legal proceedings incidental to our business. Management believes that the outcome of such proceedings will not have a material adverse effect upon our consolidated operations or financial condition and we believe we have recognized appropriate reserves as necessary.

A portion of our availability under our Credit Agreement has been utilized to issue letters of credit to support our insurance coverage, leases, and certain customer contracts. At January 1, 2005 the total of the face amounts of the outstanding letters of credit was \$2,347. The letters of credit renew either annually or automatically.

We have one guarantee outstanding as of January 1, 2005 related to the APSP contracts that we have monetized with a third party. In connection with these transactions, we retain maximum credit risk of approximately \$1,300 in cases where our dealership customers cease paying their monthly contract amount. This amount may be reduced if we are able to successfully remarket any hardware that we recover from the dealership.

We enter into multiple-year content agreements with publishers. In certain of these agreements there are minimum royalty guarantees. The guarantees for fiscal 2005, 2006 and 2007 are \$36,677, \$31,909 and \$25,567, respectively.

**Note 20 Related Party Transactions**

Todd S. Nelson, President and Chief Executive Officer of Apollo Group, Inc., the parent company of the University of Phoenix, is on our Board of Directors. The University of Phoenix has purchased some of our PQIL products totaling less than \$750 for fiscal 2004. These subscriptions were negotiated as an arms-length transaction.

Linda G. Roberts, a member of our Board of Directors, received consulting fees from us in the amount of \$12 related to the acquisition of Voyager Expanded Learning Inc. (see Note 23)

William E. Oberndorf, a member of our Board of Directors, owns a majority interest in Core Learning Group, LLC. In 2004, we made royalty payments of \$26 to Get a Clue, LLC, a subsidiary of Core Learning Group, LLC.

**Note 21 Investments in Affiliates**

In December 1999, we combined our K-12 Internet business with the K-12 Internet business of Infonautics, Inc., to form Bigchalk. As a result of both venture capital financing and the exchange of our investment in an entity acquired by Bigchalk for additional shares in Bigchalk, we owned approximately 38.0% of Bigchalk on a fully diluted basis as of December 28, 2002. On December 30, 2002 the second day of our 2003 fiscal year, we purchased the remainder of Bigchalk (See Note 3).

Summarized financial information of Bigchalk for fiscal 2002 (unaudited) was as follows:

Condensed Statement of Operations:

	<u>2002</u>
Net sales	\$ 26,546
Gross profit	18,666
Loss before income taxes	(9,361)

Net loss

(9,209)

Condensed Statement of Financial Condition:

	<u>2002</u>
Current assets	\$ 25,244
Non-current assets	9,423
<b>Total assets</b>	<b>\$ 34,667</b>
Current liabilities	\$ 16,926
Non-current liabilities	136,624
Stockholders' deficit	(118,883)
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 34,667</b>

On December 4, 2000, we entered into a Limited Liability Company Agreement with General Motors Corporation, DaimlerChrysler Corporation, and Ford Motor Company to form OEConnection ( "OEC" ). We contributed our product, CollisionLink, and a 15 person development team, while each of the other three partners agreed to contribute cash of up to \$7.0 million. OEC extends the established Electronic Parts Catalog business by providing dealers and their wholesale customers a comprehensive, secure e-commerce portal. OEC has established and maintains this portal with the primary objective of facilitating the sale of original equipment automotive parts delivered through the franchised automotive dealership channel. Eventually, OEC expects to expand their customer base to include dealers, collision shops, installers, and fleet facilities.

The Limited Liability Company Agreement provides that our three partners will divide any losses equally up to the first \$21.0 million and we will share in any income/losses after that point. To date, OEC's losses have not exceeded this \$21.0 million threshold. For reporting purposes, OEC's balance sheet and statement of operations are not consolidated with our results. Beginning January 1, 2003 until January 31, 2007, we earn a royalty on OEC's net revenues which will be recorded in "Net sales", on our Consolidated Statement of Operations. The royalty recognized was \$1,288 and \$1,107 for the fiscal years ended January 1, 2005 and January 3, 2004 respectively.

**Note 22 Interim Financial Information (unaudited)**

Historically, we have experienced less net sales, net earnings, and cash flow in the first fiscal quarter with our highest net sales, net earnings, and cash flow in the fourth fiscal quarter. The following table presents our quarterly results of operations for fiscal 2004 and fiscal 2003:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total Year
<b>2004</b>					
Net sales	\$ 110,850	\$ 112,191	\$ 113,124	\$ 126,649	\$ 462,814
Gross profit	55,837	55,872	55,842	64,948	232,499
Net earnings	11,484	28,411	12,189	14,908	66,992
Basic earnings per share	0.40	1.00	0.43	0.52	2.35
Diluted earnings per share	0.40	0.99	0.42	0.52	2.32
<b>2003</b>					
Net sales	\$ 107,563	\$ 110,705	\$ 112,300	\$ 120,447	\$ 451,015
Gross profit	53,246	54,562	56,757	64,490	229,055
Net earnings	11,236	12,287	11,746	14,552	49,821
Basic earnings per share	0.40	0.44	0.41	0.51	1.77
Diluted earnings per share	0.40	0.43	0.41	0.51	1.75

**Note 23 Subsequent Events**

On January 31, 2005, we acquired Voyager Expanded Learning Inc. ( Voyager ) which provides research-based reading curriculum and professional development programs for school districts throughout the United States. The total paid for all outstanding shares of Voyager on a fully diluted basis was \$361,000, comprised of \$340,000 in cash and \$21,000 of our restricted common stock. We may pay up to \$20,000 in additional consideration based on Voyager's operating results from April 1, 2005 through March 31, 2006.

The following table summarizes our preliminary evaluation of the estimated fair value of assets acquired and liabilities assumed at the date of acquisition:

Cash	\$ 7,064
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Current assets	25,327
Non-current assets	2,648
Goodwill and intangibles	338,946
	<hr/>
Total assets	373,985
Liabilities assumed	12,179
	<hr/>
Net assets acquired	\$ 361,806
	<hr/>

We are still in the process of finalizing the purchase price allocation related to this acquisition.

We financed our acquisition of Voyager through a new \$175 million issuance of private-placement notes and a new revolving line of credit. The 5.38% fixed notes mature in January 2015. Our previous revolving credit agreement was replaced with a new variable interest rate facility with capacity of \$275 million and an expiration date of January 2010.

At January 1, 2005, we had \$395 recorded as deferred financing fees related to these financing transactions in Other Assets in our Consolidated Balance Sheets.

### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

### **Item 9A. Controls and Procedures.**

#### Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined under Rules 13a and 15(e) and 15d -15(e) of the Securities Exchange Act of 1934, as

amended) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are adequate and effective.

#### Management's Report on Internal Control Over Financial Reporting

Management's assessment of the effectiveness of the Company's internal control over financial reporting as of January 1, 2005 and the attestation report of KPMG LLP on management's assessment of the Company's internal control over financial reporting are contained on pages 52 and 53 respectively of this report.

#### Changes in Internal Control

There have been no significant changes in our internal controls over financial reporting or in other factors that could significantly affect these controls subsequent to the date of the previously mentioned evaluation.

#### **Item 9B. Other Information.**

None.

**PART III**

**Item 10. Directors and Executive Officers of the Registrant.**

Information regarding Directors and Executive Officers of the Registrant is included at the end of Part I of this report under the caption "Directors and Executive Officers" and is also set forth in the Company's Notice of Annual Meeting and Proxy Statement (under the caption "Election of Directors"), and is hereby incorporated by reference. Furthermore, the audit committee financial expert is set forth in the Company's Notice of Annual Meeting and Proxy Statement (under the caption "Corporate Governance"), and is hereby incorporated by reference.

**Item 11. Executive Compensation.**

The information required by this Item will be set forth in the Company's Notice of Annual Meeting and Proxy Statement (under the captions "General Information for Shareholders", "Executive Compensation", "Supplemental Retirement Plan", "Compensation Committee Interlocks and Insider Participation" and "Compensation Arrangements"), and is hereby incorporated by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required by this Item will be set forth in the Company's Notice of Annual Meeting and Proxy Statement (under the caption "Compensation and Stock Ownership Information"), and is hereby incorporated by reference.

**Item 13. Certain Relationships and Related Transactions.**

Information regarding Related Party Transactions is included in Note 20 to the financial statements contained in Item 8 of this report. The remaining information required by this Item will be set forth in the Company's Notice of Annual Meeting and Proxy Statement (under the caption "Related Party Transactions"), and is hereby incorporated by reference.

**Item 14. Principal Accountant Fees and Services.**

The information required by this Item will be set forth in the Company's Notice of Annual Meeting and Proxy Statement (under the captions "Audit Committee Report" and "Audit Fees"), and is hereby incorporated by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

**(a) 1. Financial statements:**

The following Consolidated Financial Statements of ProQuest Company are included in Part II, Item 8, Financial Statements and Supplementary Data (pages 50-89):

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Operations Fiscal Years 2004, 2003, and 2002

Consolidated Balance Sheets At the end of Fiscal Years 2004 and 2003

Consolidated Statements of Cash Flows Fiscal Years 2004, 2003, and 2002

Consolidated Statements of Shareholders Equity and Comprehensive Income (Loss) Fiscal Years 2004, 2003, and 2002

Notes to the Consolidated Financial Statements

**2. Financial statement schedules filed as a part of this report:**

Financial Statement Schedules are omitted as the required information is either inapplicable, immaterial, or is presented in the Company's Consolidated Financial Statements or the Notes thereto.

**3. Exhibits and Financial Statement Schedules**

(a) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
*2.1	Purchase and Sale Agreement by and between the Company and BH Acquisition, Inc., dated September 20, 2001 is incorporated by reference to the Company's Current Report on Form 8-K filed October 12, 2001.
*2.2	Purchase and Sale Agreement, dated April 18, 2001 by and among the Company, Bell & Howell U.K. Holdings Limited, Bell & Howell Mail and Messaging Technologies Company, Pitney Bowes Inc., and Pitney Bowes International Holdings, Inc., is incorporated by reference to the Company's Current Report on Form 8-K filed June 18, 2001.

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- \*2.3 Purchase and Sale Agreement dated December 30, 2002 by and among the Company, ProQuest Information and Learning Company, and Bigchalk, is incorporated by reference to the Company's Current Report on Form 8-K filed January 14, 2003.
- \*3.1 Form of Amended and Restated Certificate of Incorporation of ProQuest Company is incorporated by reference to ProQuest Company's Form 10-K dated March 29, 2002, File No. 001-07680.
- \*3.2 By-laws of ProQuest Company (f/k/a Bell & Howell Operating Company) are incorporated herein by reference to Exhibit 4.2 to Bell & Howell Company's Registration Statement on Form S-8, Registration No. 333-48425.
- \*4.1 Note Purchase Agreement dated as of October 1, 2002 ProQuest Company \$150,000,000 5.45% Senior Notes due October 1, 2012 is incorporated by reference to ProQuest Company's Form 10-Q dated November 12, 2002, File No. 001-07680.
- \*4.2 Revolving Credit Agreement dated as of October 3, 2002 among ProQuest Company, the lenders listed therein and Banc of America Securities LLC is incorporated by reference to ProQuest Company's Form 10-Q dated November 12, 2002, File No. 001-07680.
- \*4.3 Credit Agreement dated as of January 31, 2005 among the financial institutions that are or may from time to time become parties thereto, Standard Federal Bank, N.A., as administrative agent for the lenders, Bank of America, N.A., and Harris Trust & Savings Bank as syndication agents for the lenders, and KeyBank National Association and National City Bank of the Midwest, as documentation agents for the lenders is incorporated by reference to ProQuest Company's Form 8-K dated February 4, 2005, File No. 001-07680.
- \*4.4 First Amendment dated as of January 31, 2005 to ProQuest Company's existing Note Purchase Agreement dated as of October 1, 2002 is incorporated by reference to ProQuest Company's Form 8-K dated February 4, 2005, File No. 001-07680.
- \*4.5 Note Purchase Agreement dated as of January 31, 2005, ProQuest Company \$175,000,000 5.38% Senior Notes due January 31, 2015 is incorporated by reference to ProQuest Company's Form 8-K dated February 4, 2005, File No. 001-07680.
- \*10.1 Amended and Restated Profit Sharing Retirement Plan is incorporated herein by reference to Exhibit 10.1 to Bell & Howell Company's (f/k/a Bell & Howell Operating Company) Registration Statement on Form S-1, as amended, Registration No. 33-63556.
- \*10.2 Amended and Restated Replacement Benefit Plan is incorporated herein by reference to Exhibit 10.4 to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-63556.
- \*10.3 Supplemental Retirement Plan is incorporated herein by reference to Exhibit 10.3 to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-63556.
- \*10.4 Management Incentive Bonus Plan is incorporated herein by reference to Exhibit 10.5 to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-63556.
- \*10.5 Long Term Incentive Plan II, 1993-1996, is incorporated herein by reference to Exhibit to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-89992.
- \*10.6 Deferred Benefit Trust is incorporated herein by reference to Exhibit 10.10 to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-63556.
- \*10.7 Shareholders Agreement dated May 10, 1988 as amended, among certain Management Stockholders (as defined therein) and Investor Shareholders (as defined therein) is incorporated herein by reference to Exhibit 10.17 to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-59994.

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- \*10.8 Registration Rights Agreement dated as of May 10, 1988 by and among Bell & Howell Group, Inc., and each of the Purchasers referred to therein is incorporated herein by reference to Exhibit 10.1 to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-63556.
- \*10.9 2003 ProQuest Strategic Performance Plan is incorporated by reference to ProQuest Company's S-8 dated August 28, 2003, File No. 333-101186.
- \*10.10 Supplement to Fourth Amendment to the Shareholders Agreement dated May 10, 1988 as amended, among certain Management Stockholders (as defined therein) and Investor Shareholders (as defined therein) is incorporated herein by reference to Bell & Howell Company's Registration Statement on Form S-1, as amended, Registration No. 33-89992.
- \*10.11 Bell & Howell Company Executive Deferred Compensation Plan is incorporated by reference to ProQuest Company's Form 10-K dated March 27, 2003, File No. 001-07680.
- \*10.11A Supplement A to Bell & Howell Company Executive Deferred Compensation Plan is incorporated by reference to ProQuest Company's Form 10-K dated March 27, 2003, File No. 001-07680.
- \*10.12 Bell & Howell Profit Sharing Retirement Plan and Bell & Howell Associate Stock Purchase Plan, is incorporated herein by reference to Bell & Howell Company's Registration Statement on Form S-8, Registration No. 33-99982.
- \*10.13 Incentive Compensation Agreement dated December 31, 2000 by and between Bell & Howell Company and James Roemer is incorporated by reference to ProQuest Company's Form 10-K dated March 27, 2003, File No. 001-07680.
- \*10.13A Incentive Compensation Agreement Amendment is incorporated by reference to ProQuest Company's Form 10-K dated March 27, 2003, File No. 001-07680.
- \*10.14 Bell & Howell Company Nonqualified Stock Option Agreement dated December 31, 2000 by Bell & Howell Company and James Roemer is incorporated by reference to ProQuest Company's Form 10-K dated March 27, 2003, File No. 001-07680.
- \*10.15 Agreement and Plan of Merger by and among ProQuest Company, VEL Acquisition Corp., Voyager Expanded Learning, Inc., and R. Best Associates, Inc. dated as of December 13, 2004 is incorporated by reference to ProQuest Company's Form 8-K/A dated February 10, 2005, File No. 001-07680.
- \*10.16 Multi-year Stock Option Grant is incorporated by reference to ProQuest Company's Form 10-Q dated November 12, 2004, File No. 001-07680.
- \*10.17 Consulting Agreement between Randy Best and ProQuest Company dated December 13, 2004 is incorporated by reference to ProQuest Company's Form 8-K dated March 16, 2005, File No. 001-03246.
- \*10.18 Non-compete Agreement between Randy Best and ProQuest Company dated December 13, 2004 is incorporated by reference to ProQuest Company's Form 8-K dated March 16, 2005, File No. 001-03246.
- \*10.19 Form of Restricted Stock Award Agreement for 2003 ProQuest Company Strategic Performance Plan is incorporated by reference to ProQuest Company's Form 8-K dated March 16, 2005, File No. 001-03246.
- 10.20 Office Lease dated November 10, 2004 between Transwestern Great Lakes, L.P., as Landlord and ProQuest Company, as Tenant.
- 10.21 Master Services Agreement dated January 1, 2005 between ProQuest Company and International Business Machines Corporation.
- 10.22 Description of Compensatory Arrangements Applicable to Named Executive Officers for 2004 and 2005.
- \*14.1 ProQuest Company Finance Code of Ethics is incorporated by reference to ProQuest Company's Form 10-K dated March 27, 2003, File No. 001-07680.

- 21.1 Subsidiaries of ProQuest Company.
- 23.1 Consent of KPMG LLP.
- 31.1 Section 302 Certification of the Chief Executive Officer.
- 31.2 Section 302 Certification of the Chief Financial Officer.
- 32.1 Certification of Alan W. Aldworth, President and Chief Executive Officer of ProQuest Company pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Kevin G. Gregory, Senior Vice President, Chief Financial Officer, and Assistant Secretary of ProQuest Company, Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* As previously filed

**4. Reports on Form 8-K**

The Company filed the following Current Reports on Form 8-K during the quarter ended January 1, 2005:

A current report on Form 8-K was filed on October 27, 2004, under items 2.02 and 9.01 furnishing our financial results for the quarter ended October 2, 2004.

A current report on Form 8-K was filed on November 10, 2004 under item 5.02 announcing the resignation of a Director from our Board.

A current report on Form 8-K was filed on November 16, 2004 under item 1.01 announcing the entrance into a new lease agreement.

A current report on Form 8-K was filed on December 17, 2004 under items 1.01, 7.01, and 9.01 announcing the entrance into an agreement to acquire Voyager Expanded Learning, Inc.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, therefore duly authorized.

Date: March 17, 2005

ProQuest Company

By: /s/ Alan W. Aldworth  
Alan W. Aldworth

Chairman of the Board of Directors and Chief  
Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alan W. Aldworth</u> Alan W. Aldworth	Chairman of the Board of Directors and Chief Executive Officer	March 17, 2005
<u>/s/ Kevin G. Gregory</u> Kevin G. Gregory	Chief Financial Officer, Senior Vice President, and Assistant Secretary	March 17, 2005
<u>/s/ David G. Brown</u> David G. Brown	Director	March 17, 2005
<u>/s/ Michael S. Geltzeiler</u> Michael S. Geltzeiler	Director	March 17, 2005
<u>/s/ Todd S. Nelson</u> Todd S. Nelson	Director	March 17, 2005
<u>/s/ William E. Oberndorf</u> William E. Oberndorf	Director	March 17, 2005
<u>/s/ Linda G. Roberts, Ed. D.</u> Linda G. Roberts, Ed. D.	Director	March 17, 2005
<u>/s/ James P. Roemer</u>	Director	March 17, 2005

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James P. Roemer

/s/ Gary L. Roubos

Director

March 17, 2005

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Gary L. Roubos

/s/ Frederick J. Schwab

Director

March 17, 2005

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Frederick J. Schwab