

AFLAC INC  
Form 10-K  
February 28, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

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: 001-07434

Aflac Incorporated

(Exact name of Registrant as specified in its charter)

GEORGIA

58-1167100

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1932 Wynnton Road, Columbus, Georgia

31999

(Address of principal executive offices)

(ZIP Code)

Registrant's telephone number, including area code: 706.323.3431

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.10 Par Value	New York Stock Exchange
	Pacific Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer  Non-accelerated filer

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2005, was \$21,269,772,147.

The number of shares of the registrant's Common Stock outstanding at February 22, 2006, with \$.10 par value, was 498,172,657.

#### Documents Incorporated By Reference

Certain information contained in the Notice and Proxy Statement for the Company's Annual Meeting of Shareholders to be held on May 1, 2006, is incorporated by reference into Part III hereof.

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Aflac Incorporated  
Annual Report on Form 10-K  
For the Year Ended December 31, 2005

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PART I

ITEM 1. BUSINESS.

We prepare our financial statements in accordance with U.S. generally accepted accounting principles (GAAP). This report includes certain forward-looking information that is based on current expectations and is subject to a number of risks and uncertainties. For details on forward-looking information, see Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), Part II, Item 7, of this report.

Aflac Incorporated qualifies as a large accelerated filer within the meaning of Exchange Act Rule 12b-2. Our Internet address is aflac.com. We make available, free of charge on our Web site, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments thereto as soon as reasonably

practicable after those forms have been electronically filed with or furnished to the Securities and Exchange Commission (SEC).

## General Description

Aflac Incorporated (the Parent Company) was incorporated in 1973 under the laws of the state of Georgia. Aflac Incorporated is a general business holding company and acts as a management company, overseeing the operations of its subsidiaries by providing management services and making capital available. Its principal business is supplemental health and life insurance, which is marketed and administered through its subsidiary, American Family Life Assurance Company of Columbus (Aflac), which operates in the United States (Aflac U.S.) and as a branch in Japan (Aflac Japan). Most of Aflac's policies are individually underwritten and marketed through independent agents. Our insurance operations in the United States and our branch in Japan service the two markets for our insurance business.

We believe Aflac is the world's leading writer of individually issued policies marketed at worksites. We continue to diversify our product offerings in both Japan and the United States. Aflac Japan sells cancer plans, care plans, general medical expense plans, medical/sickness riders, a living benefit life plan, ordinary life insurance plans and annuities. Aflac U.S. sells cancer plans and various types of health insurance, including accident/disability, fixed-benefit dental, personal sickness and hospital indemnity, vision care, hospital intensive care, long-term care, ordinary life, and short-term disability plans.

We are authorized to conduct insurance business in all 50 states, the District of Columbia, several U.S. territories and Japan. Aflac Japan accounted for 74% of the Company's total revenues in 2005, 75% in 2004 and 74% in 2003. The percentage of total assets attributable to Aflac Japan was 82% at December 31, 2005, compared with 80% a year ago.

## Results of Operations

For information on our results of operations and financial information by segment, see MD&A.

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### Foreign Currency Translation

Aflac Japan's premiums and most of its investment income are received in yen. Claims and expenses are paid in yen, and we primarily purchase yen-denominated assets to support yen-denominated policy liabilities. These and other yen-denominated financial statement items are translated into dollars for financial reporting purposes. We translate Aflac Japan's yen-denominated income statement into dollars using an average exchange rate for the reporting period, and we translate its yen-denominated balance sheet using the exchange rate at the end of the period. However, it is important to distinguish between translating and converting foreign currency. Except for a limited number of transactions, we do not actually convert yen into dollars.

Due to the relative size of Aflac Japan, where our functional currency is the Japanese yen, fluctuations in the yen/dollar exchange rate can have a significant effect on our reported results. In years when the yen weakens, translating yen into dollars causes fewer dollars to be reported. When the yen strengthens, translating yen into dollars causes more dollars to be reported. Consequently, yen weakening has the effect of suppressing current year results in relation to the comparable prior year, while yen strengthening has the effect of magnifying current year results in relation to the comparable prior year. As a result, we view foreign currency translation as a financial reporting issue for Aflac and not an economic event to our Company or shareholders. Because changes in exchange rates distort the

growth rates of our operations, management evaluates Aflac's financial performance excluding the impact of foreign currency translation.

The yen/dollar exchange rate as of December 31, 2005, was 118.07, compared with 104.21 as of December 31, 2004. Weighted-average yen/dollar exchange rates were 109.88 in 2005, 108.26 in 2004, and 115.95 in 2003. We report currency translation adjustments in accumulated other comprehensive income and the realized currency exchange gains and losses resulting from transactions in earnings. In 2005, the effect of currency translation decreased total assets by \$5.7 billion, decreased total liabilities by \$5.6 billion and decreased net earnings by \$16 million.

For further information regarding the effect of currency fluctuations on our business, see MD&A in Part II, Item 7A and Note 2 of the Notes to the Consolidated Financial Statements in Part II, Item 8 of this report.

#### Insurance Premiums

The growth of earned premiums is directly affected by the change in premiums in force and by the change in weighted-average yen/dollar exchange rates. Consolidated earned premiums were \$12.0 billion in 2005, \$11.3 billion in 2004, and \$9.9 billion in 2003. For additional information on the composition of earned premiums by segment, see Note 2 of the Notes to the Consolidated Financial Statements. The following table sets forth the changes in annualized premiums in force for Aflac's insurance business for the years ended December 31.

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(In millions)	2005	2004	2003
Annualized premiums in force, beginning of year	\$ 12,604	\$ 11,446	\$ 9,634
New sales, including conversions	2,426	2,319	2,175
Change in unprocessed new sales	(67 )	(106 )	(95 )
Premiums lapsed and surrendered	(1,483 )	(1,398 )	(1,272 )
Other	58	86	127
Foreign currency translation adjustment	(1,123 )	257	877
Annualized premiums in force, end of year	\$ 12,415	\$ 12,604	\$ 11,446

#### Insurance - Japan

We translate Aflac Japan's annualized premiums in force into dollars at the respective end-of-period exchange rates. Changes in annualized premiums in force are translated at weighted-average exchange rates. The following table presents the changes in annualized premiums in force for Aflac Japan for the years ended December 31.

(In millions of dollars and billions of yen)	In Dollars			In Yen		
	2005	2004	2003	2005	2004	2003
Annualized premiums in force,						
beginning of year	\$ 9,230	\$ 8,403	\$ 6,960	962	900	834
	1,167	1,133	1,047	129	123	121

New sales, including conversions						
Change in unprocessed new sales	(67 )	(106 )	(95 )	(8 )	(11 )	(10 )
Premiums lapsed and surrendered	(470 )	(469 )	(453 )	(52 )	(51 )	(53 )
Other	(32 )	12	67	(3 )	1	8
Foreign currency translation adjustment	(1,123 )	257	877	-	-	-
<hr/>						
Annualized premiums in force, end of year	\$ 8,705	\$ 9,230	\$ 8,403	1,028	962	900
<hr/>						

Following several years of slight declines, our persistency improved in both 2005 and 2004. Total new annualized premium sales in yen were: 128.8 billion yen in 2005, up 5.1%; 122.5 billion yen in 2004, up 1.1%; and 121.2 billion yen in 2003, up 11.9%. The increases in annualized premiums in force in yen of 6.8% both in 2005 and 2004, and 7.9% in 2003 reflect the high persistency of Aflac Japan's business and the sales of new policies. For further information regarding the Japanese economy and its effect on our operations, see the Aflac Japan section of MD&A.

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## Insurance - U.S.

The following table sets forth the changes in annualized premiums in force for Aflac U.S. for the years ended December 31.

(In millions)	2005	2004	2003
Annualized premiums in force, beginning of year	\$ 3,374	\$ 3,043	\$ 2,674
New sales, including conversions	1,259	1,186	1,128
Premiums lapsed	(1,012 )	(929 )	(819 )
Other	90	74	60
Annualized premiums in force, end of year	\$ 3,711	\$ 3,374	\$ 3,043

Annualized premiums in force grew 10.0% in 2005, 10.9% in 2004 and 13.8% in 2003. Total new annualized premium sales increased 6.1% in 2005, 5.1% in 2004, and 5.4% in 2003.

## Insurance Products - Japan

Aflac Japan's insurance products are designed to help consumers pay for medical and nonmedical costs that are not reimbursed under Japan's national health insurance system. Changes in Japan's economy and an aging population have put increasing pressure on Japan's national health care system, with more and more costs being shifted to Japanese consumers. As a result, consumers have become increasingly interested in insurance products that help them manage those costs. Aflac Japan has responded to this interest by enhancing existing products and developing new products.

Aflac Japan's stand-alone medical product, EVER, offers a basic level of hospitalization coverage with the most affordable premium in the industry. We introduced two new versions of EVER in 2005: EVER Half and EVER Bonus. EVER Half is a whole-life medical policy with benefits similar to the original EVER product. With EVER Half, premiums are cut in half when the policyholder reaches age 60 or 65. EVER Bonus has all of the same features of EVER Half, but also provides a bonus payment every 10 years unless the hospitalization benefit was paid for 10 or more consecutive days. In addition, EVER Bonus provides a death benefit and a cash surrender value. We began offering EVER Half and EVER Bonus in early 2005. We continue to believe that the medical category will be an important part of our product portfolio.

The cancer life insurance plans we offer in Japan provide a fixed daily benefit for hospitalization and outpatient services related to cancer and a lump-sum benefit upon initial diagnosis of internal cancer. The plans differ from the Aflac U.S. cancer plans in that the Japanese policies may also provide death benefits and cash surrender values. Our Rider MAX product provides accident and medical/sickness benefits as a rider to our cancer life policy. In 2005, we introduced a new cancer insurance product. This new product incorporates a wellness benefit, while also increasing the daily outpatient benefit to the same level as the hospitalization benefit.

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The life products that we offer in Japan provide death benefits and cash surrender values. These products are available as stand-alone policies and riders. We also developed a new product called WAYS, which we introduced in early 2006. WAYS is a life insurance policy that allows policyholders to convert a portion of their life insurance to medical, nursing care, or fixed annuity benefits at a predetermined age. We also offer traditional fixed-income annuities and care policies.

For additional information on Aflac Japan's products and composition of sales, see the Aflac Japan section of MD&A.

#### Insurance Products - U.S.

We design our U.S. insurance products to provide supplemental coverage for people who already have major medical or primary insurance coverage. The policies are portable and pay regardless of other insurance. Our health insurance plans are guaranteed-renewable for the lifetime of the policyholder (to age 70 for short-term disability policies). We cannot cancel guaranteed-renewable coverage, but we can increase premium rates on existing policies on a uniform, nondiscriminatory basis by class of policy in response to adverse experience. Any premium rate increases are subject to state regulatory approval. We have had minimal rate increase activity in the last five years.

Aflac U.S. offers an accident and disability policy to protect against losses resulting from accidents. The accident portion of the policy includes lump-sum benefits for accidental death, dismemberment, and specific injuries as well as fixed benefits for hospital confinement. Optional disability riders are also available. Short-term disability policies provide disability benefits with a variety of elimination period/benefit period options. The longest such benefit period offered is two years. In 2003 and 2004, we introduced revised versions of our accident and disability products in the United States.

Our U.S. cancer plans are designed to provide insurance benefits for medical and nonmedical costs that are generally not reimbursed by major medical insurance. In 2003 and 2004, we also introduced a revised version of our cancer product. Benefits include a first-occurrence benefit that pays an initial amount when internal cancer is first diagnosed; a fixed amount for each day an insured is hospitalized for cancer treatment; fixed amounts for radiation, chemotherapy, and surgery; and a wellness benefit applicable toward certain diagnostic tests.



Our hospital indemnity products provide fixed daily benefits for hospitalization due to accident or sickness. In 2005, we introduced a new version of our hospital indemnity plan, including a plan that is compatible with Health Savings Accounts (HSAs). Indemnity benefits for inpatient and outpatient surgeries, as well as various other diagnostic expenses, are also available. Our sickness indemnity plan provides a fixed daily benefit for hospitalization due to sickness and fixed amounts for physician services for accident or sickness.

We also offer a series of fixed-benefit dental policies, providing various levels of benefits for dental procedures, including checkups and cleanings. Plan features include a renewal guarantee, no deductible and no network restrictions.

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Vision Now, which we began offering mid-2005, is different from most other vision insurance offerings. It provides benefits for serious eye health conditions that require surgery or other forms of treatment, as well as benefits for the loss of sight. Vision Now also includes coverage for corrective materials and exam benefits.

Aflac U.S. offers term and whole-life policies sold through payroll deduction at the worksite and various term and whole-life policies on a direct basis. We also offer other health insurance products including qualified and non-qualified long-term care plans, a hospital intensive care policy, and a specified health event policy.

For additional information on Aflac's U.S. products and composition of sales, see the Aflac U.S. section of MD&A.

Distribution - Japan

We sell our products through two primary distribution channels: affiliated corporate agencies and individual agencies. Affiliated corporate agencies are formed when companies establish subsidiary businesses to sell insurance products to their employees, suppliers and customers. These agencies help us reach employees at large worksites, including 91% of the companies listed on the Tokyo Stock Exchange. Reflecting changed employment patterns, Aflac's sales growth through large affiliated corporate agencies has slowed for several years. However, we still consider the corporate channel to be an important part of our distribution system and the best means for reaching workers at large employers. Affiliated corporate agencies contributed 35% of total new annualized premium sales in 2005, compared with 36% in 2004 and 37% in 2003.

We also sell our products through independent corporate agencies and individual agencies that are not affiliated with large companies. These individual agencies give us better access to workers at the vast number of small businesses in Japan. Agents' activities are primarily limited to insurance sales, with customer service support provided by our main office in Tokyo and 97 offices throughout Japan. Individual agencies contributed 57% of total new annualized premium sales in both 2005 and 2004, and 53% in 2003.

As of December 31, 2005, there were approximately 17,960 agencies in Japan with more than 81,700 licensed agents, compared with approximately 16,410 agencies and 71,400 licensed agents a year ago. We believe that new agencies will continue to be attracted to Aflac Japan's high commissions, superior products, customer service and brand image.

We have also been utilizing our marketing alliance with Dai-ichi Mutual Life Insurance Co. (Dai-ichi Life) to improve our reach in Japan. Dai-ichi Life sold 277,700 of our cancer life policies in 2005, compared with 244,400 policies in 2004 and 305,600 policies in 2003. Contributions to total new annualized premium sales were 8% in 2005,

7% in 2004 and 10% in 2003. We believe the decline in cancer life policy sales through Dai-ichi Life during 2004 was attributable to Dai-ichi Life's increased focus on the sale of its own products during that year.

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Distribution - U.S.

Our U.S. sales force comprises independent sales associates who are licensed to sell accident and health insurance. Many are also licensed to sell life insurance. Most associates' efforts are directed toward selling supplemental health insurance at the worksite. Associates' activities are principally limited to sales. Administrative personnel in Georgia, New York, and Nebraska handle policyholder service functions, including issuance of policies, premium collection, payment notices and claims. Associates are paid commissions based on first- and renewal-year premiums from their sales of insurance products. State, regional and district sales coordinators are also independent associates and are compensated by override commissions and production bonuses.

We have concentrated on marketing our products at the worksite. This method offers policies to individuals through common media such as employment, trade and other associations. This manner of marketing is distinct from the group insurance sales approach, as our primary method of enrollment results from the individual insured being directly contacted by the sales associate. Policies are individually underwritten, with premiums generally paid by the employee. Additionally, Aflac policies are portable, meaning that individuals may retain their full insurance coverage upon separation from employment or such affiliation, generally at the same premium. A major portion of premiums on such sales are collected through payroll deduction or other forms of centralized billings. Worksite marketing enables a sales associate to reach a greater number of prospective policyholders and lowers distribution costs, compared with individually marketed business.

The average number of U.S. associates actively producing business on a monthly basis during 2005 was 17,300, compared with 17,500 in 2004 and 17,200 in 2003.

During the past three years, we have taken several steps to enhance our distribution system. Expanding our sales management infrastructure and training and recruiting initiatives have been our primary focus. During 2005, training emerged as an area of intense focus.

We continued to implement LEASE, which stands for Larger Earnings by Acquiring Smaller Employers, and we are merging it with our New Associate Training Cycle. This training cycle combines classroom instruction, e-learning from Aflac University, and field training. We are working with our state coordinator teams to ensure that training initiatives are consistent. Consistency builds competence and confidence, both of which are vital to the success and retention of our sales associates.

In July, we introduced the Coordinator in Training (CIT) program nationwide. We designed this program to help sales associates develop the necessary leadership skills to succeed as a district sales coordinator, which is the first level of Aflac sales management. The goal of the CIT program is to build a pool of well-trained sales managers. Nearly 2,000 sales associates participated in the CIT program in 2005, and 64 of our 95 state operations had adopted the CIT program at year-end.

In 2005, Aflac U.S. collected premiums were \$3.2 billion, 7.8% of which was collected in Texas, 7.1% in Florida and 6.6% in California. Collected premiums in all other states were individually less than 5% of Aflac U.S. premiums.

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Competition - Japan

In 1974, Aflac became the second non-Japanese life insurance company to gain direct access to the Japanese insurance market by obtaining an operating license. Through 1981, we were the only Company in Japan authorized to sell a cancer life insurance policy. In January 2001, Japan's insurance market was deregulated, and we experienced an increase in the number of companies selling products that compete with our policies. However, based on our growth of annualized premiums in force, agencies, and customer accounts, we do not believe that our market position has been significantly impacted by increased competition as a result of deregulation. Furthermore, we believe the continued development and maintenance of operating efficiencies will allow us to offer affordable products that provide an excellent value to consumers.

Aflac has had substantial success selling cancer life policies in Japan, with 14 million cancer life policies in force as of December 31, 2005. We believe we will remain a leading provider of cancer life insurance coverage in Japan, principally due to our experience in the market, low-cost operations, unique marketing system (see Distribution - Japan above) and product expertise developed in the United States.

We have also experienced substantial success selling medical insurance in Japan. Other companies are now recognizing the opportunities we have seen in the market for medical insurance. As a result, many new products have surfaced from competitors. However, we believe our product stands out as a tremendous value to consumers. Aflac Japan continued to be the number one seller of medical insurance in the life insurance industry in terms of policy sales throughout the year.

Competition - U.S.

Approximately 2,000 life insurance companies are licensed in the United States. We compete against several insurers on a national basis plus other insurers regionally. We believe that our policies and premium rates as well as the commissions paid to our sales agents are competitive with those offered by other companies providing similar types of insurance. However, we believe that our U.S. business is distinct from our competitors because of our product focus, distribution system, and name awareness. For many of the other companies that sell supplemental insurance, it represents a secondary business. For us, it is our primary business, which allows us to focus on exploring new product opportunities while also enhancing our existing products. By doing so, we believe we offer the best value in the market. We also believe that our growing distribution system of independent sales associates expands our business opportunities, while our advertising campaigns have increased our name awareness and branding efforts.

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Private insurers and voluntary and cooperative plans, such as Blue Cross and Blue Shield, provide insurance for meeting hospitalization and medical expenses. Much of this insurance is sold on a group basis. The federal and state governments also pay substantial costs of medical treatment through various programs. Such major medical insurance generally covers a substantial amount of the medical expenses incurred by an insured as a result of accident and disability, cancer or other major illnesses. Aflac's policies are designed to provide coverage that supplements major medical insurance and may also be used to defray nonmedical expenses. Thus, we do not compete directly with major medical insurers. However, the scope of major medical coverage offered by other insurers does represent a potential limitation on the market for our products. Accordingly, expansion of coverage by other insurers or governmental

programs could adversely affect our business opportunities. Conversely, any reduction of coverage, such as increased deductibles and copayments, by other insurers or governmental programs could favorably affect our business opportunities.

### Investments and Investment Results

The following table presents the composition of investment securities as of December 31.

(In millions)	Aflac Japan		Aflac U.S.	
	2005	2004	2005	2004
Securities available for sale, at fair value:				
Fixed maturities	\$ 21,907	\$ 23,485	\$ 6,134 *	\$ 5,681
Perpetual debentures	3,888	3,580	482	439
Equity securities	61	47	23	30
Total available for sale	25,856	27,112	6,639	6,150
Securities held to maturity, at amortized cost:				
Fixed maturities	10,849	10,064	18	16
Perpetual debentures	4,172	4,759	-	-
Total held to maturity	15,021	14,823	18	16
Total investment securities	\$ 40,877	\$ 41,935	\$ 6,657	\$ 6,166

\*Excludes investment-grade fixed-maturity securities held by the Parent Company of \$100 in 2005; the Parent Company had no investment securities as of December 31, 2004.

Net investment income was \$2.1 billion in 2005, \$2.0 billion in 2004 and \$1.8 billion in 2003. Growth of net investment income during the last three years has been impacted by low available investment yields for new money in both Japan and the United States. In particular, Japan's life insurance industry has contended with low investment yields for a number of years. Based on financial results determined in accordance with Japan's Financial Services Agency (FSA) requirements for the fiscal year ended March 31, Aflac Japan had the highest portfolio yield among all of Japan's life insurers with assets in excess of 2 trillion yen in each year of the last three years.

We use specific criteria to judge the credit quality of both existing and prospective investments. Furthermore, we use several methods to monitor these criteria, including credit rating services and internal credit analysis. All of Aflac's securities have ratings from either a nationally recognized statistical rating organization or the Securities Valuation Office (SVO) of the National Association of Insurance Commissioners (NAIC).

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For information on the composition of our investment portfolio and investment results, see the Investments and Cash section in MD&A and Notes 3 and 4 of the Notes to the Consolidated Financial Statements.

### Investments - Japan

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The following table presents the composition of total investments and cash for Aflac Japan (\$39.5 billion in 2005 and \$40.1 billion in 2004) as of December 31.

Composition of Securities by Sector

	2005	2004
Debt securities, at amortized cost:		
Government and guaranteed	22.2 %	21.5 %
Municipalities	.1	.1
Public utilities	7.6	9.6
Banks/financial institutions	43.3	39.7
Sovereign and supranational	8.9	9.3
Mortgage- and asset-backed securities	.4	.5
Other corporate	16.1	17.7
<b>Total debt securities</b>	<b>98.6</b>	<b>98.4</b>
Equity securities	.1	.1
Other long-term investments	.1	.1
Cash and cash equivalents	1.2	1.4
<b>Total investments and cash</b>	<b>100.0 %</b>	<b>100.0 %</b>

Yen-denominated debt securities accounted for 93% of Aflac Japan's total debt securities at both December 31, 2005, and 2004.

Funds available for investment include cash flows from operations, which includes investment income, and funds generated from bond swaps, maturities and redemptions. Aflac Japan purchased debt security investments totaling approximately 828.1 billion yen in 2005 (approximately \$7.8 billion), 514.3 billion yen in 2004 (approximately \$5.1 billion) and 505.7 billion yen in 2003 (approximately \$4.4 billion). Equity security purchases were immaterial during the three-year period ended December 31, 2005. The following table presents the composition of debt security purchases for the years ended December 31.

Composition of Purchases by Sector

	2005	2004	2003
Debt security purchases, at cost:			
Government and guaranteed	43.9 %	30.0 %	18.8 %
Municipalities	-	-	-
			Per share amounts are computed using the number of weighted average common shares outstanding.

Diluted weighted average common shares outstanding includes the dilutive effect of stock options and restricted stock units under the treasury stock method.

Basic weighted average common shares outstanding excludes such effect. Earnings per share have been calculated as follows (in thousands, except per share amounts):

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	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Net income allocable to common shareholders	\$ 3,478	\$ 14,264	\$ 12,935	\$ 27,360
Weighted average common shares outstanding:				
Basic weighted average common shares outstanding	21,290	21,858	21,345	21,867
Net effect of dilutive stock compensation based on treasury stock method using average market price	309	172	285	183
Diluted weighted average common shares outstanding	21,599	22,030	21,630	22,050
Basic earnings per common share	\$ 0.16	\$ 0.65	\$ 0.61	\$ 1.25
Diluted earnings per common share	\$ 0.16	\$ 0.65	\$ 0.60	\$ 1.24

No options to purchase shares were considered anti-dilutive for the three months ended September 30, 2006. Options to purchase approximately 20,000 shares for the nine months ended September 30, 2006 were not included in the computation of diluted net income per share because such options were considered anti-dilutive. Options to purchase approximately 50,000 and 130,000 shares for the three and nine months ended September 30, 2005, respectively, were not included in the computation of diluted net income per share because such options were considered anti-dilutive.

*Segment reporting*

The Company views its operations as one segment.

*Reclassifications*

Certain reclassifications have been made to the consolidated financial statements for 2005 in order to conform to the 2006 presentation.

**3. Real Estate Facilities**

The activity in real estate facilities for the nine months ended September 30, 2006 is as follows (in thousands):

	<b>Land</b>	<b>Buildings</b>	<b>Accumulated Depreciation</b>	<b>Total</b>
Balances at December 31, 2005	\$ 383,308	\$ 1,189,815	\$ (355,228)	\$ 1,217,895
Acquisition of real estate	34,289	92,420		126,709
Capital improvements, net		25,451		25,451
Depreciation expense			(63,747)	(63,747)
Transfer to properties held for disposition			27	27
Balances at September 30, 2006	\$ 417,597	\$ 1,307,686	\$ (418,948)	\$ 1,306,335

Subsequent to September 30, 2006, the Company acquired a 66,500 square foot multi-tenant industrial and flex park in San Jose, California, for \$8.4 million. The park consists of three single-story buildings.

On June 29, 2006, the Company acquired Meadows Corporate Park, a 165,000 square foot multi-tenant office park in Silver Spring, Maryland, for \$29.9 million. In connection with the acquisition, the Company assumed a \$16.8 million mortgage with a fixed interest rate of 7.2% through November, 2011 at which time it can be prepaid without penalty.



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On June 20, 2006, the Company acquired Beaumont at Lafayette, consisting of two single-story multi-tenant flex buildings aggregating 107,300 square feet in Chantilly, Virginia, for \$15.8 million.

On June 14, 2006, the Company acquired four multi-tenant flex buildings, aggregating 88,800 square feet, located in Signal Hill, California, for \$10.7 million.

On February 8, 2006, the Company acquired WesTech Business Park, a 366,000 square foot office and flex park in Silver Spring, Maryland, for \$69.7 million. The park consists of nine single-story buildings.

The following table summarizes the assets and liabilities acquired during the nine months ended September 30, 2006 (in thousands):

Land	\$ 34,289
Buildings	92,420
In-place leases	433
Total purchase price	127,142
Loan assumed	(17,939)
Net operating assets and liabilities acquired	(615)
Total cash paid	\$ 108,588

During the quarter ended June 30, 2006, the Company sold two assets previously classified as properties held for disposition. In May, 2006, the Company sold a 30,500 square foot building located in Beaverton, Oregon, for a gross sales price of \$4.4 million resulting in a gain of \$1.5 million. Also, in May, 2006, the Company sold a 7,100 square foot unit at Miami International Commerce Center ( MICC ) for a gross sales price of \$815,000, resulting in a gain of \$154,000.

In the first quarter of 2006, the Company sold three assets previously classified as properties held for disposition. In February, 2006, the Company sold 10,100 square feet located at MICC for a gross sales price of \$1.2 million resulting in a gain of \$333,000. In addition, in March, 2006, the Company sold two additional units aggregating 15,200 square feet at MICC for a gross sales price of \$1.7 million, resulting in a gain of \$378,000.

On October 25, 2005, the Company acquired Rose Canyon Business Park, a 233,000 square foot multi-tenant flex park in San Diego, California, for \$35.1 million. In connection with the acquisition, the Company assumed a \$15.0 million mortgage, which bears an interest rate of 5.73% and matures March 1, 2013.

On September 30, 2005, the Company completed the sale of Woodside Corporate Park located in Beaverton, Oregon. The park consists of 13 buildings comprising approximately 574,000 square feet and a 3.3 acre parcel of land. Net proceeds from the sale, after transaction costs, were \$64.5 million. In connection with the sale, the Company recognized a gain of \$12.5 million.

On August 8, 2005, the Company closed on the sale of a 7,100 square foot unit at MICC in Miami, Florida for a gross sales price of \$750,000, resulting in a gain of \$137,000.

During the second quarter of 2005, the Company realized a gain of \$1.0 million from the November 2004 sale of Largo 95 in Largo, Maryland. The gain was previously deferred due to the Company's obligation to complete certain leasing related items satisfied in 2005.

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In February, 2005, the Company sold the 56,000 square foot retail center located at MICC for a sales price of \$12.2 million resulting in a gain of \$967,000. Also, in January, 2005, the Company closed on the sale of a 7,100 square foot unit at MICC for a gross sales price of \$740,000 resulting in a gain of \$142,000. On January 31, 2005, the Company closed on the sale of 8.2 acres of land within the Cornell Oaks project in Beaverton, Oregon, for a sales price of \$3.6 million, resulting in a gain of \$1.8 million.

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The following table summarizes the condensed results of operations of the properties sold during 2006 and 2005, which are included in the consolidated statements of income as discontinued operations (in thousands):

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Rental income	\$	\$ 1,826	\$	\$ 5,823
Cost of operations		(555)	(98)	(1,728)
Depreciation expense		(27)	(27)	(1,215)
Income (loss) from discontinued operations	\$	\$ 1,244	\$ (125)	\$ 2,880

In addition to minimum rental payments, tenants reimburse the Company for their pro rata share of specified operating expenses, which amounted to \$222,000 and \$755,000 for the three and nine months ended September 30, 2005, respectively, for discontinued operations. These amounts are included as rental income and cost of operations in the table presented above for those assets either sold or classified as held for disposition.

**4. Leasing Activity**

The Company leases space in its real estate facilities to tenants primarily under non-cancelable leases generally ranging from one to ten years. Future minimum rental income, excluding reimbursement of expenses, as of September 30, 2006 under these leases are as follows (in thousands):

2006	\$ 47,721
2007	192,701
2008	149,661
2009	103,449
2010	73,003
Thereafter	124,919
	\$ 691,454

In addition to minimum rental payments, tenants reimburse the Company for their pro rata share of specified operating expenses, which amounted to \$8.7 million and \$6.6 million for the three months ended September 30, 2006 and 2005, respectively and \$23.9 million and \$19.5 million for the nine months ended September 30, 2006 and 2005, respectively, for continuing operations. These amounts are included as rental income and cost of operations in the accompanying consolidated statements of income.

Leases aggregating approximately 7% of the total leased square footage as of September 30, 2006 are subject to termination options which include leases for approximately 3% of the total leased square footage having termination options exercisable through December 31, 2006. In general, these leases provide for termination payments should the termination options be exercised. The above table is prepared assuming such options are not exercised.

**5. Bank Loans**

In August of 2005, the Company modified the terms of its line of credit (the Credit Facility) with Wells Fargo Bank. The Credit Facility has a borrowing limit of \$100.0 million and matures on August 1, 2008. Interest on

outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate ( LIBOR ) plus 0.50% to LIBOR plus 1.20% depending on the Company s credit ratings and coverage ratios, as defined (currently LIBOR plus 0.65%). In addition, the Company is required to pay an annual commitment fee ranging from 0.15% to 0.30% of the borrowing limit (currently 0.20%). In connection with the modification of the Credit Facility, the Company paid a fee of \$450,000 which will be amortized over the life of the Credit Facility. The Company had no balance outstanding as of September 30, 2006 or December 31, 2005. The Credit Facility requires the

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Company to meet certain covenants, and the Company was in compliance with all such covenants at September 30, 2006.

**6. Mortgage Notes Payable**

Mortgage notes consist of the following (in thousands):

	<b>September 30, 2006</b>	<b>December 31, 2005</b>
8.190% mortgage note, principal and interest payable monthly, due March, 2007	\$ 5,079	\$ 5,302
7.290% mortgage note, principal and interest payable monthly, due February, 2009	5,530	5,645
5.730% mortgage note, principal and interest payable monthly, due March, 2013	14,800	14,946
6.150% mortgage note, principal and interest payable monthly, due November, 2031 (1)	17,858	
	\$ 43,267	\$ 25,893

(1) Mortgage note of \$16.8 million has a stated interest rate of 7.200%. Based on the fair market value at the time of assumption, a loan premium of \$1.1 million was computed based on an effective interest rate of 6.150%. This loan is repayable without penalty beginning November, 2011.

At September 30, 2006, principal maturities of mortgage notes payable are as follows (in thousands):

2006	\$273
2007	5,813
2008	858
2009	5,871
2010	773
Thereafter	29,679
	\$43,267

**7. Minority Interests**

*Common partnership units*

The Company presents the accounts of PSB and the Operating Partnership on a consolidated basis. Ownership interests in the Operating Partnership that can be redeemed for common stock, other than PSB's interest, are classified as minority interest common units in the consolidated financial statements. Minority interest in income consists of the minority interests share of the consolidated operating results after allocation to preferred units and shares. Beginning one year from the date of admission as a limited partner (common units) and subject to certain limitations described below, each limited partner other than PSB has the right to require the redemption of its partnership interest.

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

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

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At September 30, 2006, there were 7,305,355 common units owned by PSI and its affiliates, which are accounted for as minority interests. On a fully converted basis, assuming all 7,305,355 minority interest common units were converted into shares of common stock of PSB at September 30, 2006, the minority interest units would convert into approximately 25.5% of the common shares outstanding. Combined with PSI's common stock ownership, on a fully converted basis, PSI has a combined ownership of approximately 44.5% of the Company's common equity. At the end of each reporting period, the Company determines the amount of equity (book value of net assets) which is allocable to the minority interest based upon the ownership interest and an adjustment is made to the minority interest, with a corresponding adjustment to paid-in capital, to reflect the minority interests' equity in the Company.

*Preferred partnership units*

Through the Operating Partnership, the Company has the following preferred units outstanding as of September 30, 2006 and December 31, 2005 (in thousands):

Series	Issuance Date	Earliest Potential Redemption Date	Dividend Rate	September 30, 2006		December 31, 2005	
				Units Outstanding	Amount	Units Outstanding	Amount
Series G	October, 2002	October, 2007	7.950%	800	\$ 20,000	800	\$ 20,000
Series J	May & June, 2004	May, 2009	7.500%	1,710	42,750	1,710	42,750
Series N	December, 2005	December, 2010	7.125%	800	20,000	800	20,000
Series E	September, 2001	September, 2006	9.250%			2,120	53,000
				3,310	\$ 82,750	5,430	\$ 135,750

On September 21, 2006 the Company redeemed 2.1 million units of its 9.250% Series E Cumulative Redeemable Preferred Units for \$53.0 million. The Company reported the excess of the redemption amount over the carrying amount, \$1.4 million, as an additional allocation of net income to preferred unit holders and a corresponding reduction of net income allocable to common shareholders and common unit holders for the nine months ended September 30, 2006.

During the second quarter of 2005, the Company notified the holders of its 8.875% Series Y Cumulative Redeemable Preferred Units of its intent to redeem such units in July 2005. The Company reported the excess of the redemption amount over the carrying amount, \$301,000, as an additional allocation of net income to preferred unit holders and a corresponding reduction of net income allocable to common shareholders and common unit holders for the nine months ended September 30, 2005.

The Operating Partnership has the right to redeem preferred units on or after the fifth anniversary of the applicable issuance date at the original capital contribution plus the cumulative priority return, as defined, to the redemption date to the extent not previously distributed. The preferred units are exchangeable for Cumulative Redeemable Preferred Stock of the respective series of PSB on or after the tenth anniversary of the date of issuance at the option of the Operating Partnership or a majority of the holders of the respective preferred units. The Cumulative Redeemable Preferred Stock will have the same distribution rate and par value as the corresponding preferred units and will otherwise have equivalent terms to the other series of preferred stock described in Note 9. As of September 30, 2006, the Company had \$2.3 million of deferred costs in connection with the issuance of preferred units, which the Company will report as additional distributions upon notice of redemption.

**8. Property Management Contracts**

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The Operating Partnership manages industrial, office and retail facilities for PSI and its affiliated entities. These facilities, all located in the United States, operate under the Public Storage or PS Business Parks names.

Under the property management contracts, the Operating Partnership is compensated based on a percentage of the gross revenues of the facilities managed. Under the supervision of the property owners, the Operating



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

The property management contract with PSI is for a seven year term with the term being automatically extended one year on each anniversary. At any time, either party may notify the other that the contract is not to be extended, in which case the contract will expire on the first anniversary of its then scheduled expiration date. For PSI affiliate owned properties, PSI can cancel the property management contract upon 60 days notice while the Operating Partnership can cancel upon seven years notice. Management fee revenues under these contracts were \$147,000 and \$145,000 for the three months ended September 30, 2006 and 2005, respectively and \$442,000 and \$434,000 for the nine months ended September 30, 2006 and 2005, respectively.

**9. Shareholders Equity***Preferred stock*

As of September 30, 2006 and December 31, 2005, the Company had the following preferred stock outstanding (in thousands, except shares outstanding):

Series	Issuance Date	Earliest Potential Redemption Date	Dividend Rate	September 30, 2006		December 31, 2005	
				Shares Outstanding	Amount	Shares Outstanding	Amount
Series F	January, 2002	January, 2007	8.750%	2,000	\$ 50,000	2,000	\$ 50,000
Series H	January & October, 2004	January, 2009	7.000%	8,200	205,000	8,200	205,000
Series I	April, 2004	April, 2009	6.875%	3,000	75,000	3,000	75,000
Series K	June, 2004	June, 2009	7.950%	2,300	57,500	2,300	57,500
Series L	August, 2004	August, 2009	7.600%	2,300	57,500	2,300	57,500
Series M	May, 2005	May, 2010	7.200%	3,300	82,500	3,300	82,500
Series O	June, 2006	June, 2011	7.375%	3,800	95,000		
Series D	May, 2001	May, 2006	9.500%			2,634	65,850
				24,900	\$ 622,500	23,734	\$ 593,350

On June 16, 2006, the Company issued 3.0 million depositary shares, each representing 1/1,000 of a share of the 7.375% Cumulative Preferred Stock, Series O, at \$25.00 per depositary share. On August 16, 2006 the Company issued an additional 800,000 depositary shares each representing 1/1000 of a share of the 7.375% Cumulative Preferred Stock, Series O, at \$25.00 per depositary share. The Company intends to use the proceeds from the offering to fund future property acquisitions, preferred equity redemptions and general corporate purposes.

On May 10, 2006, the Company redeemed 2.6 million depositary shares of its 9.500% Cumulative Preferred Stock, Series D for \$65.9 million. In accordance with EITF Topic D-42, the redemption resulted in a reduction of net income allocable to common shareholders of \$1.7 million for the nine months ended September 30, 2006 equal to the excess of the redemption amount over the carrying amount of the redeemed securities.

In May of 2005, the Company issued 3.3 million depositary shares each representing 1/1,000 of a share of the 7.200% Cumulative Preferred Stock, Series M, at \$25.00 per depositary share.

The Company recorded \$11.3 million in distributions to its preferred shareholders for the three months ended September 30, 2006 and 2005. The Company recorded \$34.8 million and \$31.8 million in distributions to its preferred shareholders for the nine months ended September 30, 2006 and 2005, respectively. The distributions for the nine months ended September 30, 2006 include \$1.7 million of non-cash distributions related to EITF Topic D-42.

Holders of the Company's preferred stock are not entitled to vote on most matters, except under certain conditions. In the event of a cumulative arrearage equal to six quarterly dividends, the holders of the preferred

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stock will have the right to elect two additional members to serve on the Company's Board of Directors until all events of default have been cured.

Except under certain conditions relating to the Company's qualification as a REIT, the preferred stock is not redeemable prior to the previously noted redemption dates. On or after the respective redemption dates, the respective series of preferred stock will be redeemable, at the option of the Company, in whole or in part, at \$25 per depositary share, plus any accrued and unpaid dividends. As of September 30, 2006, the Company had \$21.2 million of deferred costs in connection with the issuance of preferred stock, which the Company will report as additional non-cash distributions upon notice of its intent to redeem such shares.

### *Common stock*

The Company's Board of Directors has authorized the repurchase, from time to time, of up to 4.5 million shares of the Company's common stock on the open market or in privately negotiated transactions. Since inception of the program through September 30, 2006, the Company has repurchased an aggregate of 3.3 million shares of common stock at an aggregate cost of \$102.6 million (average cost of \$31.18 per share). During the nine months ended September 30, 2006, the Company repurchased 309,100 shares of common stock at a cost of \$16.1 million. During the nine months ended September 30, 2005, the Company repurchased 123,100 shares of common stock at a cost of \$5.4 million.

The Company paid \$6.2 million (\$0.29 per common share) and \$6.3 million (\$0.29 per common share) for the three months ended September 30, 2006 and 2005, respectively and \$18.5 million (\$0.87 per common share) and \$19.0 million (\$0.87 per common share) for the nine months ended September 30, 2006 and 2005, respectively, in distributions to its common shareholders. Pursuant to restrictions imposed by the Credit Facility, distributions may not exceed 95% of funds from operations, as defined.

### *Equity Stock*

In addition to common and preferred stock, the Company is authorized to issue 100.0 million shares of Equity Stock. The Articles of Incorporation provide that the Equity Stock may be issued from time to time in one or more series and give the Board of Directors broad authority to fix the dividend and distribution rights, conversion and voting rights, redemption provisions and liquidation rights of each series of Equity Stock.

## **10. Commitments and Contingencies**

The Company currently is neither subject to any material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company other than routine litigation and administrative proceedings arising in the ordinary course of business.

## **11. Stock-Based Compensation**

PSB has a 1997 Stock Option and Incentive Plan (the 1997 Plan) and a 2003 Stock Option and Incentive Plan (the 2003 Plan), each covering 1.5 million shares of PSB's common stock. Under the 1997 Plan and 2003 Plan, PSB has granted non-qualified options to certain directors, officers and key employees to purchase shares of PSB's common stock at a price no less than the fair market value of the common stock at the date of grant.

On December 16, 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment, which is a revision of FASB Statement No. 123, Accounting for Stock-Based Compensation. SFAS No. 123(R) supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and amends SFAS No. 95, Statement of Cash

Flows. Generally, the approach in Statement 123(R) is similar to the approach described in Statement 123. However, Statement 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Effective January 1, 2006, the Company adopted SFAS No. 123(R) using the modified prospective method.

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The weighted average grant date fair value of the options granted in the nine months ended September 30, 2006 and 2005 was \$11.24 per share and \$6.96 per share, respectively. The Company has calculated the fair value of each option grant on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants during the nine months ended September 30, 2006 and 2005, respectively; a dividend yield of 2.1% and 2.6%; expected volatility of 17.9% and 17.6%; expected life of five years; and risk-free interest rates of 4.9% and 4.2%.

The weighted average grant date fair value of restricted stock units granted during the nine months ended September 30, 2006 and 2005 was \$55.15 and \$41.43, respectively. The Company has calculated the fair value of each restricted stock unit grant using the market value on the date of grant.

At September 30, 2006, there were a combined total of 1.3 million options and restricted stock units authorized to grant. Information with respect to the 1997 Plan and 2003 Plan is as follows:

	<b>Number of Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contract Life</b>	<b>Aggregate Intrinsic Value (in thousands)</b>
<b>Options:</b>				
Outstanding at December 31, 2005	599,871	\$ 34.86		
Granted	32,000	\$ 56.73		
Exercised	(24,500)	\$ 34.38		
Forfeited	(5,000)	\$ 44.20		
			6.40	
Outstanding at September 30, 2006	602,371	\$ 35.96	Years	\$ 13,920
			5.35	
Exercisable at September 30, 2006	356,171	\$ 31.48	Years	\$ 10,265
	<b>Number of Units</b>	<b>Weighted Average Grant Date Fair Value</b>		
<b>Restricted Stock Units:</b>				
Nonvested at December 31, 2005	128,000	\$ 39.27		
Granted	127,700	\$ 55.15		
Vested	(21,500)	\$ 36.18		
Forfeited	(10,750)	\$ 40.91		
Nonvested at September 30, 2006	223,450	\$ 48.56		

Included in the Company's consolidated statements of income for the three months ended September 30, 2006 and 2005, is \$127,000 and \$107,000, respectively, in net stock option compensation expense related to stock options granted. Net stock option compensation expense for the nine months ended September 30, 2006 and 2005 was \$400,000 and \$296,000, respectively. Net compensation expense of \$614,000 and \$191,000 related to restricted stock units was recognized during the three months ended September 30, 2006 and 2005, respectively. Net compensation expense of \$1.6 million and \$436,000 related to restricted stock units was recognized during the nine

months ended September 30, 2006 and 2005, respectively.

As of September 30, 2006, there was \$1.4 million of unamortized compensation expense related to stock options expected to be recognized over a weighted average period of 3.4 years. As of September 30, 2006, there was \$8.5 million of unamortized compensation expense related to restricted stock units expected to be recognized over a weighted average period of 3.4 years.

Cash received from stock option exercises was \$843,000 and \$1.7 million for the nine months ended September 30, 2006 and 2005, respectively. The aggregate intrinsic value of the stock options exercised during the nine months ended September 30, 2006 and 2005 was \$502,000 and \$882,000, respectively.

During the nine months ended September 30, 2006, 21,500 restricted stock units vested; of this amount, 15,061 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the nine months ended September 30, 2006 was \$1.2 million. During the nine months ended September 30, 2005, 19,250 restricted stock units vested; of this amount, 11,962 shares were issued, net of shares applied to payroll

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taxes. The aggregate fair value of the shares vested for the nine months ended September 30, 2005 was \$841,000.

In May of 2004, the shareholders of the Company approved the issuance of up to 70,000 shares of common stock under the Retirement Plan for Non-Employee Directors (the Director Plan ). Under the Director Plan, the Company grants 1,000 shares of common stock for each year served as a director up to a maximum of 5,000 shares issued upon retirement. The Company recognizes compensation expense with regards to grants to be issued in the future under the Director Plan. As a result, included in the Company's consolidated statements of income for the three and nine months ended September 30, 2006, is \$20,000 and \$41,000, respectively, in compensation expense. As of September 30, 2006, there was \$439,000 of unamortized compensation expense related to these shares. In May of 2006, the Company issued 5,000 shares to a director upon retirement with an aggregate fair value of \$256,000.

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

***Forward-Looking Statements:*** Forward-looking statements are made throughout this Quarterly Report on Form 10-Q. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words may, believes, anticipates, plans, expects, seeks, estimates, intends, and similar expressions are intended to identify forward-looking statements. There are a number of important factors that could cause the results of the Company to differ materially from those indicated by such forward-looking statements, including those detailed under the heading Item 1A. Risk Factors in Part II of this quarterly report on Form 10-Q. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. Moreover, we assume no obligation to update these forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

**Overview**

The Company owns and operates approximately 18.2 million rentable square feet of flex, industrial and office properties located in eight states.

The Company focuses on increasing profitability and cash flow aimed at maximizing shareholder value. The Company strives to maintain high occupancy levels while increasing rental rates when market conditions allow. The Company also acquires properties which it believes will create long-term value. Operating results are driven by income from rental operations and are therefore substantially influenced by rental demand for space within our properties.

Throughout 2006, the Company has experienced improving market conditions in generally all of its markets. In the Company's markets such as Southern California, Washington D.C. and Miami, market conditions showed solid signs of an owner's market. During the nine months ended September 30, 2006, weighted average occupancies in these markets have improved to rates in the range of 94% to 97%. Rental rates have shown signs of improvement while capital costs and concessions have been less onerous. While conditions in these markets are relatively good from an owner's perspective, the Company has experienced some rental rate roll downs in Washington D.C. as it renews or replaces leases originally signed prior to 2002 at the highpoint of the market. The Company's markets such as Portland, Northern California and three markets in Texas, have all shown varying signs of recovery. Each of these markets have seen flat to positive net absorption over the past three calendar quarters, increased deal activity and improved occupancies. See further discussion of operating results below.

***Critical Accounting Policies and Estimates:***

Our significant accounting policies are described in Note 2 to the consolidated financial statements included in this Form 10-Q. We believe our most critical accounting policies relate to revenue recognition, allowance for doubtful accounts, impairment of long-lived assets, depreciation, accruals of operating expenses and accruals for contingencies, each of which we discuss below.

***Revenue Recognition:*** We recognize revenue in accordance with Staff Accounting Bulletin No. 101 of the Securities and Exchange Commission, Revenue Recognition in Financial Statements (SAB 101), as amended. SAB 101 requires that the following four basic criteria must be met before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services rendered; the fee is fixed and determinable; and collectibility is reasonably assured. All leases are classified as operating leases. Rental income is recognized on a straight-line basis over the terms of the leases. Straight-line rent is recognized for all tenants with contractual increases in rent that are not included on the Company's credit watch list. Deferred rent receivables represent rental revenue recognized on a straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as rental income in the period the applicable costs are incurred.



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***Allowance for Doubtful Accounts:*** Rental revenue from our tenants is our principal source of revenue. We monitor the collectibility of our receivable balances including the deferred rent receivable on an on-going basis. Based on these reviews, we maintain an allowance for doubtful accounts for estimated losses resulting from the possible inability of our tenants to make required rent payments to us. Tenant receivables and deferred rent receivables are carried net of the allowances for uncollectible tenant receivables and deferred rent. As discussed below, determination of the adequacy of these allowances requires significant judgments and estimates. Estimate of the required allowance is subject to revision as the factors discussed below change and is sensitive to the effect of economic and market conditions on our tenants.

Tenant receivables consist primarily of amounts due for contractual lease payments, reimbursements of common area maintenance expenses, property taxes and other expenses recoverable from tenants. Determination of the adequacy of the allowance for uncollectible current tenant receivables is performed using a methodology that incorporates specific identification, aging analysis, an overall evaluation of the historical loss trends and the current economic and business environment. The specific identification methodology relies on factors such as the age and nature of the receivables, the payment history and financial condition of the tenant, the assessment of the tenant's ability to meet its lease obligations, and the status of negotiations of any disputes with the tenant. The allowance also includes a reserve based on historical loss trends not associated with any specific tenant. This reserve as well as the specific identification reserve is reevaluated quarterly based on economic conditions and the current business environment.

Deferred rent receivable represents the amount that the cumulative straight-line rental income recorded to date exceeds cash rents billed to date under the lease agreement. Given the long-term nature of these types of receivables, determination of the adequacy of the allowance for unbilled deferred rent receivables is based primarily on historical loss experience. Management evaluates the allowance for unbilled deferred rent receivables using a specific identification methodology for significant tenants designed to assess their financial condition and ability to meet their lease obligations.

***Impairment of Long-Lived Assets:*** The Company evaluates a property for potential impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. On a quarterly basis, the Company evaluates the whole portfolio for impairment based on current operating information. In the event that these periodic assessments reflect that the carrying amount of a property exceeds the sum of the undiscounted cash flows (excluding interest) that are expected to result from the use and eventual disposition of the property, the Company would recognize an impairment loss to the extent the carrying amount exceeded the estimated fair value of the property. The estimation of expected future net cash flows is inherently uncertain and relies on subjective assumptions dependent upon future and current market conditions and events that affect the ultimate value of the property. It requires management to make assumptions related to the property such as future rental rates, tenant allowances, operating expenditures, property taxes, capital improvements, occupancy levels, and the estimated proceeds generated from the future sale of the property. These assumptions could differ materially from actual results in future periods. Since Statement of Financial Accounting Standards ( SFAS ) No. 144 provides that the future cash flows used in this analysis be considered on an undiscounted basis, our intent to hold properties over the long term directly decreases the likelihood of recording an impairment loss. If our strategy changes or if market conditions otherwise dictate an earlier sale date, an impairment loss could be recognized and such loss could be material.

***Depreciation:*** We compute depreciation on our buildings and equipment using the straight-line method based on estimated useful lives of generally 30 and 5 years. A significant portion of the acquisition cost of each property is allocated to building and building components. The allocation of the acquisition cost to building and building components, as well as, the determination of their useful lives are based on estimates. If we do not appropriately allocate to these components or we incorrectly estimate the useful lives of these components, our computation of depreciation expense may not appropriately reflect the actual impact of these costs over future periods, which will affect net income. In addition, the net book value of real estate assets could be over or understated. The statement of cash flows, however, would not be affected.

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***Accruals of Operating Expenses:*** The Company accrues for property tax expenses, performance bonuses and other operating expenses each quarter based on historical trends and anticipated disbursements. If these estimates are incorrect, the timing of expense recognition will be affected.

***Accruals for Contingencies:*** The Company is exposed to business and legal liability risks with respect to events that may have occurred, but in accordance with U.S. generally accepted accounting principles ( GAAP ) has not accrued for such potential liabilities because the loss is either not probable or not estimable. Future events and the result of pending litigation could result in such potential losses becoming probable and estimable, which could have a material adverse impact on our financial condition or results of operations.

***Effect of Economic Conditions on the Company s Operations:***

Throughout 2006, strong economic conditions in the United States have begun to be reflected in the commercial real estate market. While comparative rental rates have slowly improved, with average rental rate roll downs diminishing steadily over the last two years, lease concessions have clearly improved from an owner s perspective. Rent abatements and tenant improvements required to execute a transaction have eased.

While the Company historically has experienced a low level of write-offs due to bankruptcy, there is inherent uncertainty in a tenant s ability to continue paying rent if they are in bankruptcy. As of September 30, 2006, the Company had approximately 18,000 square feet occupied by a tenant protected by Chapter 11 of the U.S. Bankruptcy Code. Given the historical uncertainty of such a tenant s ability to meet its lease obligations, we will continue to reserve any income that would have been realized on a straight line basis. Several tenants have contacted us, requesting early termination of their lease, reduction in space under lease, rent deferment or abatement. At this time, the Company cannot anticipate what impact, if any, the ultimate outcome of these discussions will have on our operating results.

***Effect of Economic Conditions on the Company s Primary Markets:***

The Company has concentrated its operations in nine markets. The Company s overall view of these markets as of September 30, 2006, is summarized below. Overall, during the nine months ended September 30, 2006, the Company has seen rental rates on new leases and renewed leases within its portfolio increase by an average of 1.9% over expiring rents. The Company s overall vacancy rate at September 30, 2006 was 6.0%. The Company has compiled the market occupancy information set forth below using third party reports for these respective markets. The Company considers these sources to be reliable, but there can be no assurance that the information in these reports is accurate. The Company owns approximately 4.0 million square feet in Southern California, which consists of the Los Angeles, Orange County, and San Diego markets. These markets represent the most stable and best performing markets in the country with decreasing vacancy rates, increasing rental rates and lower lease concessions. Vacancy rates have decreased throughout Southern California for flex, industrial and office space, and range from 1.9% to 7.8%, depending on markets and product type. The Company s combined vacancy rate in these markets at September 30, 2006 was 3.0%.

The Company owns approximately 1.5 million square feet in Northern California with a concentration in Sacramento, the East Bay (Hayward and San Ramon) and the Silicon Valley (San Jose). The vacancy rates in these submarkets are at 8.6%, 4.7% and 8.7%, respectively. The greater Northern California market has a vacancy rate of 16.1% compared to the Company s vacancy rate in this market at September 30, 2006 of 4.7%. While these submarkets continue to have high vacancy rates, the Company has been able to maintain lower levels of vacancy.

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The Company owns approximately 1.2 million square feet in Southern Texas, which consists of the Austin and Houston markets. The vacancy rate was 10.2% in the Austin market and 13.2% in the Houston market. Although the Austin market has experienced challenging economic conditions, due primarily to the reductions in the technology industry, market activity, rental rates and vacancy rates appear to have begun to improve. However, a high level of competition for tenants still exists. The Houston market has been slower to stabilize. The Company's vacancy rate in these markets at September 30, 2006 was 11.5%.

The Company owns approximately 1.7 million square feet in the Dallas Metroplex market. The vacancy rate in Las Colinas, where most of the Company's properties are located, is 12.0%. This submarket continues to be challenged by new development, which may limit growth in rental rates and may make it more difficult to reduce vacancy levels.

The Company's vacancy rate in this submarket at September 30, 2006 was 16.9%.

The Company owns approximately 3.2 million square feet in the Airport West submarket of Miami-Dade County in Florida. The vacancy rate was 3.3% for the entire submarket, compared with a vacancy rate at Miami International Commerce Center ( MICC ) of 2.6% at September 30, 2006. The property is located less than one mile from the cargo entrance of the Miami International Airport, which is considered one of the most active ports in the Southeast. Leasing activity is strong, resulting in better than market occupancy.

The Company owns approximately 2.9 million square feet in Northern Virginia, where the overall market vacancy rate was 8.2% as of September 30, 2006. The Northern Virginia market continues to be positively impacted by increased federal government spending on defense, national security and life sciences. This effect is expected to continue throughout 2006 and may result in increased rental rates and reduced vacancy. The Company's vacancy rate in this market at September 30, 2006 was 6.5%.

The Company owns approximately 1.8 million square feet in Maryland. The portfolio is primarily located in the Montgomery County submarket, which remains stable. Similar to Northern Virginia, the Maryland market benefits from increased federal government spending on defense, national security and life sciences, which has enabled the Company to maintain high occupancy levels. The Company's vacancy rate in this market at September 30, 2006 was 4.1% compared to 8.8% for the market as a whole.

The Company owns approximately 1.3 million square feet in the Beaverton submarket of Portland, Oregon. Market conditions continue to be affected by weak demand and high vacancy rates. The Company has experienced some improvement within the submarket in 2006, with increased leasing activity, stabilizing rental terms and vacancy rates, and reduced leasing costs. The vacancy rate in this submarket was 17.8% compared to the Company's vacancy rate in this submarket of 8.6% at September 30, 2006.

The Company owns approximately 679,000 square feet in Phoenix and Tempe, Arizona. Overall, the Arizona market has been characterized by steady growth. The vacancy rate in this market is 7.3%. The Company's vacancy rate in this market at September 30, 2006 was 4.7%.

**Table of Contents*****Growth of the Company's Operations and Acquisitions and Dispositions of Properties:***

The Company is focused on maximizing cash flow from its existing portfolio of properties and through acquisitions and dispositions of properties, expanding its presence in existing and new markets through strategic acquisitions and strengthening its balance sheet, primarily through the issuance of preferred equity. The Company has historically maintained low debt and overall leverage levels through the issuance of preferred equity; this approach is intended to provide the Company with the flexibility for future growth without the need to issue additional common stock.

Subsequent to September 30, 2006, the Company acquired a 66,500 square foot multi-tenant industrial and flex park in San Jose, California, for \$8.4 million. The park, which consists of three single-story buildings, was 87.9% leased with 28 tenants at the time of acquisition.

On June 29, 2006, the Company acquired Meadows Corporate Park, a 165,000 square foot multi-tenant office park in Silver Spring, Maryland, for \$29.9 million. The park, which consists of two three-story buildings and one four-story building, was 92.1% leased to 40 tenants at the time of acquisition. In connection with the purchase, the Company assumed a \$16.8 million mortgage with a fixed interest rate of 7.2% through November, 2011 at which time it can be prepaid without penalty. The buildings are adjacent to the 366,000 square foot WesTech Business Park ( WesTech ) that the Company acquired in February of this year.

On June 20, 2006, the Company acquired Beaumont at Lafayette, consisting of two single-story multi-tenant flex buildings aggregating 107,300 square feet in Chantilly, Virginia, for \$15.8 million. At the time of acquisition, the buildings were 84.0% leased to 16 tenants. The buildings are adjacent to a 197,000 square foot complex that the Company acquired and developed between 1999 and 2001.

On June 14, 2006, the Company acquired four multi-tenant flex buildings, aggregating 88,800 square feet, located in Signal Hill, California, for \$10.7 million. At the time of acquisition, the buildings were 97.7% leased to 52 tenants. The Company owns an additional 178,000 square feet of multi-tenant flex assets in the Signal Hill submarket.

During the quarter ended June 30, 2006, the Company sold two assets previously classified as properties held for disposition. In May, 2006, the Company sold a 30,500 square foot building located in Beaverton, Oregon, for a gross sales price of \$4.4 million resulting in a gain of \$1.5 million. Also, in May, 2006, the Company sold 7,100 square feet at MICC for a gross sales price of \$815,000 resulting in a gain of \$154,000.

On February 8, 2006, the Company acquired WesTech, a 366,000 square foot office and flex park in Silver Spring, Maryland, for \$69.7 million. The park, which was 95.0% occupied at the time of acquisition, consists of nine single-story buildings.

In the first quarter of 2006, the Company sold three assets aggregating 25,300 square feet located at MICC for a gross sales price of \$2.9 million resulting in a gain of \$711,000.

On October 25, 2005, the Company acquired Rose Canyon Business Park, a 233,000 square foot multi-tenant flex and office park in San Diego, California, for \$35.1 million. In connection with the acquisition, the Company assumed a \$15.0 million mortgage, which bears an interest rate of 5.73% and matures March 1, 2013.

During the year ended December 31, 2005, the Company sold Woodside Corporate Park located in Beaverton, Oregon. Net proceeds from the sale, after transactions costs, were \$64.5 million and the Company reported a gain of \$12.5 million. The sale consisted of 13 buildings comprising approximately 574,000 square feet and approximately 3.3 acres of adjacent land. The park was 76.8% leased at the time of the sale. In addition, the Company sold 8.2 acres of land in the Beaverton area for \$3.6 million resulting in a gain of \$1.8 million. Six units totaling approximately 44,000 square feet and a small parcel of land at MICC were sold for a combined sale price of \$5.8 million resulting in a gain of \$1.8 million. The Company sold a retail center located at MICC consisting of 56,000 square feet for a sales price of \$12.2 million resulting in a gain of \$967,000.

**Table of Contents****Impact of Inflation:**

Although inflation has slowed in recent years, it is still a factor in our economy and the Company continues to seek ways to mitigate its impact. A substantial portion of the Company's leases require tenants to pay operating expenses, including real estate taxes, utilities, and insurance, as well as increases in common area expenses. Management believes these provisions reduce the Company's exposure to the impact of inflation.

**Concentration of Portfolio by Region:**

Rental income, cost of operations and rental income less cost of operations, excluding depreciation and amortization or net operating income prior to depreciation and amortization (defined as NOI for purposes of the following tables) from continuing operations are summarized for the three and nine months ended September 30, 2006 by major geographic region below. The Company uses NOI and its components as a measurement of the performance of its commercial real estate. Management believes that these financial measures provide them as well as the investor the most consistent measurement on a comparative basis of the performance of the commercial real estate and its contribution to the value of the Company. Depreciation and amortization have been excluded from these financial measures as they are generally not used in determining the value of commercial real estate by management or the investment community. Depreciation and amortization are generally not used in determining value as they consider the historical costs of an asset compared to its current value; therefore, to understand the effect of the assets' historical cost on the Company's results, investors should look at GAAP financial measures, such as total operating costs including depreciation and amortization. The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with generally accepted accounting principles. The tables below reflect rental income, operating expenses and NOI from continuing operations for the three and nine months ended September 30, 2006 based on geographical concentration. The total of all regions is equal to the amount of rental income and cost of operations recorded by the Company in accordance with GAAP. As part of the tables below, we have shown the effect of depreciation and amortization on NOI. We have reconciled NOI to consolidated income from continuing operations before minority interests in the table under Results of Operations below. The percent of totals by region reflects the actual contribution to rental income, cost of operations and NOI during the period from properties included in continuing operations (*in thousands*):

**Three Months Ended September 30, 2006:**

<b>Region</b>	<b>Weighted Square Footage</b>	<b>Percent of Total</b>	<b>Rental Income</b>	<b>Percent of Total</b>	<b>Cost of Operations</b>	<b>Percent of Total</b>	<b>NOI</b>	<b>Percent of Total</b>
Southern California	3,985	21.9%	\$ 15,698	25.4%	\$ 4,784	24.9%	\$ 10,914	25.7%
Northern California	1,500	8.2%	4,747	7.7%	1,264	6.6%	3,483	8.2%
Southern Texas	1,161	6.4%	2,653	4.3%	1,183	6.2%	1,470	3.4%
Northern Texas	1,688	9.3%	3,401	5.5%	1,633	8.5%	1,768	4.2%
Florida	3,199	17.5%	6,297	10.2%	2,001	10.4%	4,296	10.1%
Virginia	2,894	15.9%	12,796	20.7%	3,501	18.2%	9,295	21.9%
Maryland	1,771	9.7%	9,476	15.4%	2,537	13.2%	6,939	16.3%
Oregon	1,341	7.4%	4,801	7.8%	1,532	8.0%	3,269	7.7%
Arizona	679	3.7%	1,826	3.0%	778	4.0%	1,048	2.5%
Total before depreciation and amortization	18,218	100.0%	61,695	100.0%	19,213	100.0%	42,482	100.0%

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Depreciation and amortization		22,184	(22,184)
Total	\$ 61,695	\$ 41,397	\$ 20,298

**Table of Contents****Nine Months Ended September 30, 2006:**

<b>Region</b>	<b>Weighted Square Footage</b>	<b>Percent of Total</b>	<b>Rental Income</b>	<b>Percent of Total</b>	<b>Cost of Operations</b>	<b>Percent of Total</b>	<b>NOI</b>	<b>Percent of Total</b>
Southern								
California	3,932	21.9%	\$ 45,513	25.4%	\$ 13,025	23.5%	\$ 32,488	26.1%
Northern								
California	1,500	8.4%	14,040	7.8%	3,656	6.6%	10,384	8.4%
Southern Texas	1,161	6.5%	7,755	4.3%	3,406	6.2%	4,349	3.5%
Northern Texas	1,688	9.4%	11,256	6.3%	4,565	8.2%	6,691	5.4%
Florida	3,199	17.8%	17,965	10.0%	6,199	11.2%	11,766	9.5%
Virginia	2,827	15.7%	38,045	21.2%	10,803	19.5%	27,242	21.9%
Maryland	1,611	9.0%	25,712	14.3%	6,842	12.4%	18,870	15.2%
Oregon	1,341	7.5%	14,094	7.8%	4,735	8.6%	9,359	7.5%
Arizona	679	3.8%	5,228	2.9%	2,123	3.8%	3,105	2.5%
Total before depreciation and amortization	17,938	100.0%	179,608	100.0%	55,354	100.0%	124,254	100.0%
Depreciation and amortization					63,720		(63,720)	
Total			\$ 179,608		\$ 119,074		\$ 60,534	

**Concentration of Credit Risk by Industry:**

The information below depicts the industry concentration of our tenant base as of September 30, 2006. The Company analyzes this concentration to understand significant industry exposure risk.

Business services	11.5%
Government	11.2%
Financial services	10.3%
Contractors	9.8%
Computer hardware, software and related services	9.5%
Warehouse, transportation and logistics	9.4%
Retail	5.9%
Communications	4.9%
Home furnishings	4.1%
Electronics	3.3%
	79.9%

The information below depicts the Company's top ten customers by annual rents as of September 30, 2006 (in thousands):

<b>Tenants</b>	<b>% of Total</b>
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	<b>Square Footage</b>	<b>Annual Rents (1)</b>	<b>Annual Rents</b>
U.S. Government	483	\$ 12,957	5.2%
Kaiser Permanente	194	3,857	1.5%
County of Santa Clara	97	3,175	1.3%
Intel	214	2,814	1.1%
Axcelis Technologies	89	1,802	0.7%
Wells Fargo	102	1,651	0.7%
Northrop Grumman	58	1,539	0.6%
AARP	102	1,510	0.6%
MCI	72	1,227	0.5%
American Continental University	75	1,222	0.5%
	1,486	\$ 31,754	12.7%

(1) For leases expiring within one year, annualized rental income represents income to be received under existing leases from September 30, 2006 through the date of expiration.



**Table of Contents****Three and Nine Months Ended September 30, 2006 Compared To Three and Nine Months Ended September 30, 2005**

**Results of Operations:** Revenues increased \$7.0 million for the three months ended September 30, 2006, over the same period in 2005 as a result of improved occupancy rates within the Company's portfolio. Net income allocable to common shareholders for the three months ended September 30, 2006 was \$3.5 million or \$0.16 per diluted share compared to \$14.3 million or \$0.65 per diluted share for the same period in 2005. Net income allocable to common shareholders for the nine months ended September 30, 2006 was \$12.9 million or \$0.60 per diluted share compared to \$27.4 million or \$1.24 per diluted share for the same period in 2005. The change for the three and nine months in net income allocable to common shareholders was primarily from a decrease in income from discontinued operations combined with an increase in non-cash distributions associated with preferred equity redemptions partially offset by the increase in income from continuing operations.

The following table presents the operating results of the Company's properties for the three and nine months ended September 30, 2006 and 2005 in addition to other income and expense items affecting income from continuing operations. The Company discloses Same Park operations to provide information regarding trends for properties the Company has held for the periods being compared (*in thousands, except per square foot data*):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2006	2005	Change	2006	2005	Change
Rental income:						
Same Park (17.3 million rentable square feet) (1)	\$ 57,041	\$ 54,654	4.4%	\$ 169,700	\$ 163,806	3.6%
Other Facilities (960,000 rentable square feet) (2)	4,654		100.0%	9,908		100.0%
Total rental income	61,695	54,654	12.9%	179,608	163,806	9.6%
Cost of operations:						
Same Park	17,608	16,182	8.8%	52,181	48,675	7.2%
Other Facilities	1,605		100.0%	3,173		100.0%
Total cost of operations	19,213	16,182	18.7%	55,354	48,675	13.7%
Net operating income (3):						
Same Park	39,433	38,472	2.5%	117,519	115,131	2.1%
Other Facilities	3,049		100.0%	6,735		100.0%
Total net operating income	42,482	38,472	10.4%	124,254	115,131	7.9%
Other income and expenses:						
Facility management fees	147	145	1.4%	442	434	1.8%
Interest and other income	1,884	1,400	34.6%	5,457	2,780	96.3%
Interest expense	(628)	(304)	106.6%	(1,658)	(866)	91.5%
Depreciation and amortization	(22,184)	(19,291)	15.0%	(63,720)	(56,203)	13.4%
General and administrative	(1,742)	(1,499)	16.2%	(5,264)	(4,263)	23.5%

Income from continuing operations before minority interest	\$ 19,959	\$ 18,923	5.5%	\$ 59,511	\$ 57,013	4.4%
Same Park gross margin (4)	69.1%	70.4%	(1.8%)	69.3%	70.3%	(1.4%)
Same Park weighted average for the period:						
Occupancy	94.1%	92.5%	1.7%	93.3%	92.0%	1.4%
Annualized realized rent per square foot (5)	\$ 14.10	\$ 13.69	3.0%	\$ 14.06	\$ 13.75	2.3%

(1) See below for a definition of Same Park.

(2) Represents operating properties owned by the Company as of September 30, 2006 that are not included in Same Park.

(3) Net operating income ( NOI ) is an important measurement in the commercial real estate industry for determining the value of the real estate generating the NOI. See Concentration of Portfolio by Region above for more information on NOI. The Company s calculation of NOI may not be comparable to those of other companies and

should not be used as an alternative to measures of performance calculated in accordance with GAAP.

- (4) Same Park gross margin is computed by dividing Same Park NOI by Same Park rental income.
- (5) Same Park realized rent per square foot represents the annualized Same Park rental income earned per occupied square foot. Excluding the bankruptcy settlement of \$1.8 million, Same Park realized rent per square foot would have been \$13.91 for the nine months ended September 30, 2006.

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**Supplemental Market Data and Trends:** In order to evaluate the performance of the Company's overall portfolio over two given years, management analyzes the operating performance of a consistent group of properties owned and operated throughout both those years. The Company refers to those properties as the Same Park facilities. For the three and nine months ended September 30, 2006 and 2005, the Same Park facilities constitute 17.3 million rentable square feet, which includes all assets in continuing operations that the Company owned and operated from January 1, 2005 through September 30, 2006. As of September 30, 2006, the Same Park portfolio represents approximately 95% of the total square footage of the Company's portfolio.

Rental income, cost of operations and rental income less cost of operations, excluding depreciation and amortization or net operating income prior to depreciation and amortization (defined as NOI for purposes of the following tables) from continuing operations are summarized for the three and nine months ended September 30, 2006 and 2005. The Company's property operations account for substantially all of the net operating income earned by the Company. See Concentration of Portfolio by Region above for more information on NOI, including why the Company presents NOI and how the Company uses NOI. The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with GAAP. The following tables summarize the Same Park operating results by major geographic region for the three and nine months ended September 30, 2006 and 2005. In addition, the tables reflect the comparative impact on the overall rental income, cost of operations and NOI from properties that have been acquired since January 1, 2005 and the impact of such is included in Other Facilities in the tables below (in thousands):

**Three Months Ended September 30, 2006 and 2005:**

Region	Rental Income			Cost of Operations			NOI		
	September 30, 2006	September 30, 2005	Increase (Decrease)	September 30, 2006	September 30, 2005	Increase (Decrease)	September 30, 2006	September 30, 2005	Increase (Decrease)
Southern California	\$ 14,463	\$ 13,427	7.7%	\$ 4,224	\$ 3,751	12.6%	\$ 10,239	\$ 9,676	5.8%
Northern California	4,748	4,616	2.9%	1,266	1,169	8.3%	3,482	3,447	1.0%
Southern Texas	2,653	2,587	2.6%	1,183	1,010	17.1%	1,470	1,577	(6.8%)
Northern Texas	3,401	3,993	(14.8%)	1,633	1,265	29.1%	1,768	2,728	(35.2%)
Florida	6,297	5,436	15.8%	2,001	2,130	(6.1%)	4,296	3,306	29.9%
Virginia	12,462	11,845	5.2%	3,417	3,272	4.4%	9,045	8,573	5.5%
Maryland	6,390	6,236	2.5%	1,574	1,523	3.3%	4,816	4,713	2.2%
Oregon	4,801	4,778	0.5%	1,532	1,400	9.4%	3,269	3,378	(3.2%)
Arizona	1,826	1,736	5.2%	778	662	17.5%	1,048	1,074	(2.4%)
Total Same Park	57,041	54,654	4.4%	17,608	16,182	8.8%	39,433	38,472	2.5%
Other Facilities	4,654		100.0%	1,605		100.0%	3,049		100.0%
Total before depreciation and amortization	61,695	54,654	12.9%	19,213	16,182	18.7%	42,482	38,472	10.4%
				22,184	19,291	15.0%	(22,184)	(19,291)	15.0%

Depreciation  
and  
amortization

Total	\$ 61,695	\$ 54,654	12.9%	\$ 41,397	\$ 35,473	16.7%	\$ 20,298	\$ 19,181	5.8%
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**Nine Months Ended September 30, 2006 and 2005:**

<b>Region</b>	<b>Rental Income September 30, 2006</b>	<b>Rental Income September 30, 2005</b>	<b>Increase (Decrease)</b>	<b>Cost of Operations September 30, 2006</b>	<b>Cost of Operations September 30, 2005</b>	<b>Increase (Decrease)</b>	<b>NOI September 30, 2006</b>	<b>NOI September 30, 2005</b>	<b>Increase (Decrease)</b>
Southern California	\$ 42,324	\$ 40,316	5.0%	\$ 11,826	\$ 10,909	8.4%	\$ 30,498	\$ 29,407	3.7%
Northern California	14,040	14,251	(1.5%)	3,656	3,394	7.7%	10,384	10,857	(4.4%)
Southern Texas	7,755	7,242	7.1%	3,406	3,043	11.9%	4,349	4,199	3.6%
Northern Texas	11,257	11,584	(2.8%)	4,565	4,028	13.3%	6,692	7,556	(11.4%)
Florida	17,965	16,247	10.6%	6,199	5,969	3.9%	11,766	10,278	14.5%
Virginia	37,628	36,257	3.8%	10,706	10,433	2.6%	26,922	25,824	4.3%
Maryland	19,409	18,605	4.3%	4,965	4,801	3.4%	14,444	13,804	4.6%
Oregon	14,094	14,111	(0.1%)	4,735	4,198	12.8%	9,359	9,913	(5.6%)
Arizona	5,228	5,193	0.7%	2,123	1,900	11.7%	3,105	3,293	(5.7%)
Total Same Park	169,700	163,806	3.6%	52,181	48,675	7.2%	117,519	115,131	2.1%
Other Facilities	9,908		100.0%	3,173		100.0%	6,735		100.0%
Total before depreciation and amortization	179,608	163,806	9.6%	55,354	48,675	13.7%	124,254	115,131	7.9%
Depreciation and amortization				63,720	56,203	13.4%	(63,720)	(56,203)	13.4%
Total	\$ 179,608	\$ 163,806	9.6%	\$ 119,074	\$ 104,878	13.5%	\$ 60,534	\$ 58,928	2.7%

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The discussion of regional information below relates to Same Park properties:

**Southern California**

This region includes San Diego, Orange and Los Angeles Counties. The increase in rental income is the result of a strong market supported by a diverse economy. The Company's weighted average occupancies for the region have increased from 94.7% for the first nine months in 2005 to 96.1% for the first nine months in 2006. Annualized realized rent per square foot increased 3.5% from \$15.49 per square foot for the first nine months in 2005 to \$16.03 per square foot for the first nine months in 2006. These markets have experienced increased rental rates and decreasing vacancy rates as strong economic conditions continue which sustained high levels of demand.

**Northern California**

This region includes Sacramento, South San Francisco, the East Bay and the Silicon Valley submarkets that had been affected by high vacancy due in part to failed technology companies. Economic conditions in the Silicon Valley submarkets have begun to show some signs of recovery as demand for space has increased and rents have started to stabilize. The Company's weighted average occupancies for the region have outperformed the market with occupancy increasing from 93.2% for the first nine months in 2005 to 94.7% for the first nine months in 2006. Annualized realized rent per square foot decreased 3.0% from \$13.59 per square foot for the first nine months in 2005 to \$13.18 per square foot for the first nine months in 2006.

**Southern Texas**

This region, which includes Austin, is one of the Company's markets that had faced challenging conditions with the Company's operating results impacted by the effect of sharply reduced market rental rates, higher vacancies and business failures. During 2006, the Company's Southern Texas portfolio has experienced a moderate level of activity which is evidenced in the occupancy improvement within the portfolio. The Company's weighted average occupancies for the region have increased from 84.4% for the first nine months in 2005 to 88.8% for the first nine months in 2006. Annualized realized rent per square foot increased 1.8% from \$9.85 per square foot for the first nine months of 2005 to \$10.03 per square foot for the first nine months in 2006.

**Northern Texas**

This region consists of the Dallas market. This market has been impacted by high vacancy levels and rent roll downs due to general availability of space, modest economic drivers and ongoing development. However, leasing activity in the market has increased modestly during 2006. The Company's weighted average occupancies for the region have decreased from 86.1% for the first nine months in 2005 to 79.9% for the first nine months in 2006. The decrease was primarily due to the early 2006 expiration of 198,000 square feet previously leased to Citigroup. As of September 30, 2006, all of this space has been re-leased. Annualized realized rent per square foot increased 4.7% from \$10.62 per square foot for the first nine months in 2005 to \$11.12 per square foot for the first nine months in 2006. Excluding a payment received from a former tenant in connection with a bankruptcy settlement of \$1.8 million, the annualized realized rent per square foot for the nine months ended September 30, 2006 would have been \$9.33 per square foot.

**Florida**

This region consists of the Company's business park located in the submarket of Miami-Dade County. The park is located less than one mile from the Miami International Airport. The Company's weighted average occupancies for the park have increased from 92.2% for the first nine months in 2005 to 96.1% for the first nine months in 2006. Annualized realized rent per square foot increased 6.0% from \$7.35 per square foot for the first nine months in 2005 to \$7.79 for the first nine months in 2006. Operating expenses for the nine months ended September 30, 2006 have increased by 3.9% over the same period in 2005 due primarily to repairs and maintenance related to the continued clean-up from hurricane damage sustained in 2005 along with increased property taxes as a result of increases in the property's assessed value.

**Table of Contents****Virginia**

This region includes the major Northern Virginia suburban markets surrounding the greater Washington D.C. metropolitan area. The greater Washington D.C. market continues to demonstrate solid fundamentals with sustained demand for space, improving rental rates and lower concessions. A major contributor to the market strength is tied to government contracting and defense spending. Approximately 12.8% of the existing leases in this market were executed prior to 2002, which was considered a high point in the market. This has and will continue to result in some rental rate roll downs. The Company's weighted average occupancies in the region have decreased from 95.3% for the first nine months in 2005 to 95.1% for the first nine months in 2006. Annualized realized rent per square foot increased 4.1% from \$18.20 per square foot for the first nine months in 2005 to \$18.94 per square foot for the first nine months in 2006.

**Maryland**

This region consists of facilities primarily in Montgomery County. Considered part of the greater Washington D.C. market, Maryland continues to experience solid market demand. In more recent years this submarket has had a significant amount of sublease space, which placed increased pressure on rental rates and vacancy. This supply of sublease space has decreased, thereby decreasing downward pressure on rental rates. Approximately 7.9% of the existing leases in this market were executed prior to 2002, which was considered a high point in the market. This has and will continue to result in some rental rate roll downs. The Company's weighted average occupancies in the region have increased from 95.0% for the first nine months in 2005 to 97.9% for the first nine months in 2006. Annualized realized rent per square foot increased 1.2% from \$21.09 per square foot for the first nine months in 2005 to \$21.34 per square foot for the first nine months in 2006.

**Oregon**

This region consists primarily of two business parks in the Beaverton submarket of Portland, Oregon. Portland has been one of the markets hardest hit by the technology slowdown. In 2003 and 2004, the slowdown resulted in early lease terminations, low levels of tenant retention and significant declines in rental rates. During 2005 and continuing in 2006, the market experienced higher levels of leasing activity, with rental rates declining significantly from in-place rents and higher leasing concessions. The Company's weighted average occupancies in the region have increased from 86.3% for the first nine months in 2005 to 89.4% for the first nine months in 2006. Annualized realized rent per square foot decreased 3.5% from \$16.24 per square foot for the first nine months in 2005 to \$15.67 per square foot for the first nine months in 2006.

**Arizona**

The Arizona region consists primarily of properties in the Phoenix and Tempe areas, where rents are moderately increasing and rent concessions have been reduced. The Company's weighted average occupancies in the region have decreased from 94.4% for the first nine months in 2005 to 94.3% for the first nine months in 2006. Annualized realized rent per square foot increased 0.8% from \$10.80 per square foot for the first nine months in 2005 to \$10.89 for the first nine months in 2006.

**Facility Management Operations:** The Company's facility management operations account for a small portion of the Company's net income. During the three months ended September 30, 2006, \$147,000 in revenue was recognized from facility management operations compared to \$145,000 for the same period in 2005. During the nine months ended September 30, 2006, \$442,000 in revenue was recognized from facilities management operations compared to \$434,000 for the same period in 2005.

**Cost of Operations:** Cost of operations for the three months ended September 30, 2006 was \$19.2 million compared to \$16.2 million for the same period in 2005, an increase of 18.7%. Cost of operations as a percentage of rental income remained fairly consistent for the three months ended September 30, 2006 and 2005 at 31.1% and 29.6%, respectively. Cost of operations for the nine months ended September 30, 2006 was \$55.4 million compared to \$48.7

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million for the same period in 2005, an increase of 13.7%. Cost of operations as a percentage of rental income remained fairly consistent for the nine months ended September 30, 2006 and 2005 at 30.8% and 29.7%, respectively. The increase as a percentage of rental income is primarily due to higher insurance costs, property taxes, property operations compensation and utilities.

**Depreciation and Amortization Expense:** Depreciation and amortization expense for the three months ended September 30, 2006 was \$22.2 million compared to \$19.3 million for the same period in 2005. Depreciation and amortization expense for the nine months ended September 30, 2006 was \$63.7 million compared to \$56.2 million for the same period in 2005. This increase is primarily due to the acquisitions in 2006, as well as depreciation expense on capital and tenant improvements acquired during 2005.

**General and Administrative Expense:** General and administrative expense consisted of the following expenses (in thousands):

	<b>For the Three Months Ended September 30,</b>		<b>Increase (Decrease)</b>
	<b>2006</b>	<b>2005</b>	
Compensation expense	\$ 778	\$ 806	(3.5%)
Stock compensation expense	551	178	209.6%
Professional fees	172	120	43.3%
Investor services	71	167	(57.5%)
Other expenses	170	228	(25.4%)
	\$ 1,742	\$ 1,499	16.2%

	<b>For the Nine Months Ended September 30,</b>		<b>Increase (Decrease)</b>
	<b>2006</b>	<b>2005</b>	
Compensation expense	\$ 2,278	\$ 2,347	(2.9%)
Stock compensation expense	1,547	431	258.9%
Professional fees	563	558	0.9%
Investor services	281	305	(7.9%)
Other expenses	595	622	(4.3%)
	\$ 5,264	\$ 4,263	23.5%

For the three months ended September 30, 2006, general and administrative costs have increased \$243,000 or 16.2% over the same period in 2005. For the nine months ended September 30, 2006, general and administrative cost have increased \$1.0 million or 23.5% over the same period in 2005. The primary cause of the increase relates to stock compensation expense as a result of the long term incentive plan for senior management put into place in the first quarter of 2006.

**Interest and Other Income:** Interest and other income reflect earnings on cash balances in addition to miscellaneous income items. Interest income was \$1.9 million for the three months ended September 30, 2006 compared to \$1.4 million for the same period in 2005. Interest income was \$5.4 million and \$2.7 million for the nine months ended September 30, 2006 and 2005, respectively. The increase is attributable to higher effective interest rates. Average cash balances and effective interest rates for the nine months ended September 30, 2006 were \$141.4 million and 5.15%, respectively, compared to \$156.5 million and 3.50%, respectively, for the same period in 2005.



**Interest Expense:** Interest expense was \$628,000 for the three months ended September 30, 2006 compared to \$304,000 for the same period in 2005. Interest expense was \$1.7 million and \$866,000 for the nine months ended September 30, 2006 and 2005, respectively. The increase is primarily attributable to the mortgages assumed in connection with the purchase of Rose Canyon Business Park in San Diego, California and Meadows Corporate Park in Silver Spring, Maryland.

**Minority Interest in Income:** Minority interest in income reflects the income allocable to equity interests in the Operating Partnership that are not owned by the Company. Minority interest in income was \$5.2 million (\$4.0 million allocated to preferred unit holders and \$1.2 million allocated to common unit holders) for the three months

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ended September 30, 2006 compared to \$7.2 million (\$2.5 million allocated to preferred unit holders and \$4.8 million allocated to common unit holders) for the same period in 2005. Minority interest in income was \$14.0 million (\$9.6 million allocated to preferred unit holders and \$4.4 million allocated to common unit holders) and \$17.3 million (\$8.1 million allocated to preferred unit holders and \$9.2 million allocated to common unit holders) for the nine months ended September 30, 2006 and 2005, respectively. The decrease was primarily due to the reduction of gain on disposition of real estate and income from sold properties allocated to minority interest offset with an increase to additional distributions to preferred unit holders for redemption of preferred partnership units.

**Liquidity and Capital Resources**

Cash and cash equivalents decreased \$107.6 million from \$200.4 million at December 31, 2005 to \$92.8 million at September 30, 2006. The primary reasons for the decrease were property acquisitions, net change in preferred equity, and the repurchase of common stock partially offset by retained operating cash flow.

Net cash provided by operating activities for the nine months ended September 30, 2006 and 2005 was \$126.8 million and \$115.4 million, respectively. Management believes that the Company's internally generated net cash provided by operating activities will continue to be sufficient to enable it to meet its operating expenses, capital improvements and debt service requirements and to maintain the current level of distributions to shareholders in addition to providing additional cash for future growth, debt repayment, and preferred equity redemptions.

Net cash used in investing activities was \$125.8 million for the nine months ended September 30, 2006 compared to net cash provided by investing activities of \$51.8 million for the same period in 2005. During the nine months ended September 30, 2006, the Company acquired two properties in Maryland, a property in Virginia and a property in California for a combined total of \$108.6 million. The Company sold four units at MICC for an aggregate total of \$3.5 million and a property at Beaverton, Oregon for \$4.2 million, and incurred \$25.5 million of capital improvements. During the nine months ended September 30, 2005 the Company received \$80.9 million in proceeds from the sale of real estate which was partially offset by \$29.1 million in cash used for capital improvements.

Net cash used in financing activities for the nine months ended September 30, 2006 and 2005 was \$108.6 million and \$1.4 million, respectively. The change of \$107.2 million is primarily the result of an increase of \$106.9 million in preferred equity redemptions and an increase of \$10.7 million in common stock repurchases partially offset with an increase of \$12.9 million in net proceeds from the issuance of preferred stock.

The Company's capital structure is characterized by a low level of leverage. As of September 30, 2006, the Company had four fixed rate mortgages totaling \$43.3 million, which represented 1.7% of its total market capitalization. The Company calculates market capitalization by adding (1) the liquidation preference of the Company's outstanding preferred equity, (2) principal value of the Company's outstanding mortgages and (3) the total number of common shares and common units outstanding on September 30, 2006 multiplied by the closing price of the stock on that date. The weighted average interest rate for the mortgages is approximately 6.39% per annum. The Company had approximately 6.2% of its properties, in terms of net book value, encumbered at September 30, 2006.

In August of 2005, the Company modified the terms of its line of credit (the Credit Facility) with Wells Fargo Bank. The Credit Facility has a borrowing limit of \$100.0 million and matures on August 1, 2008. Interest on outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate (LIBOR) plus 0.50% to LIBOR plus 1.20% depending on the Company's credit ratings and coverage ratios, as defined (currently LIBOR plus 0.65%). In addition, the Company is required to pay an annual commitment fee ranging from 0.15% to 0.30% of the borrowing limit (currently 0.20%). In connection with the modification of the Credit Facility, the Company paid a fee of \$450,000 which will be amortized over the life of the Credit Facility. The Company had no balance outstanding as of September 30, 2006 or December 31, 2005.

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**Non-GAAP Supplemental Disclosure Measure: Funds from Operations:** Management believes that Funds From Operations ( FFO ) is a useful supplemental measure of the Company's operating performance. The Company computes FFO in accordance with the White Paper on FFO approved by the Board of Governors of the National Association of Real Estate Investment Trusts ( NAREIT ). The White Paper defines FFO as net income, computed in accordance with GAAP, before depreciation, amortization, minority interest in income, gains or losses on asset dispositions and extraordinary items. Management believes that FFO provides a useful measure of the Company's operating performance and when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities, general and administrative expenses and interest costs, providing a perspective not immediately apparent from net income.

FFO should be analyzed in conjunction with net income. However, FFO should not be viewed as a substitute for net income as a measure of operating performance or liquidity as it does not reflect depreciation and amortization costs or the level of capital expenditure and leasing costs necessary to maintain the operating performance of the Company's properties, which are significant economic costs and could materially impact the Company's results from operations. Management believes FFO provides useful information to the investment community about the Company's operating performance when compared to the performance of other real estate companies as FFO is generally recognized as the industry standard for reporting operations of real estate investment trusts ( REIT ). Other REITs may use different methods for calculating FFO and, accordingly, our FFO may not be comparable to other real estate companies. FFO for the Company is computed as follows (in thousands):

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Net income allocable to common shareholders	\$ 3,478	\$ 14,264	\$ 12,935	\$ 27,360
Gain on disposition of real estate		(12,599)	(2,328)	(16,529)
Depreciation and amortization	22,184	19,318	63,747	57,418
Minority interest in income - common units	1,185	4,787	4,410	9,162
Consolidated FFO allocable to common shareholders and minority interests	26,847	25,770	78,764	77,411
FFO allocated to minority interests - common units	(6,835)	(6,452)	(20,022)	(19,384)
FFO allocated to common shareholders	\$ 20,012	\$ 19,318	\$ 58,742	\$ 58,027

FFO allocated to common shareholders and minority interests for the nine months ended September 30, 2006, increased 1.7% from the same period in 2005. The increase in FFO is primarily due to net operating income from acquired properties and a payment received from a former tenant in connection with a bankruptcy settlement of \$1.8 million partially offset by the increase in non-cash distributions associated with preferred equity redemptions.

**Capital Expenditures:** During the nine months ended September 30, 2006, the Company expended \$22.7 million in recurring capital expenditures or \$1.27 per weighted average square foot owned. The Company defines recurring capital expenditures, which include tenant improvements, lease commissions and capital improvements, as those necessary to maintain and operate its commercial real estate at its current economic value. During the nine months ended September 30, 2005, the Company expended \$26.3 million in recurring capital expenditures or \$1.47 per weighted average square foot owned. The following table shows total capital expenditures for the stated periods (in thousands):

	<b>Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>
Recurring capital expenditures	\$ 22,709	\$ 26,313

Property renovations and other capital expenditures	2,750	2,753
Total capital expenditures	\$ 25,459	\$ 29,066

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**Stock Repurchase:** The Company's Board of Directors has authorized the repurchase, from time to time, of up to 4.5 million shares of the Company's common stock on the open market or in privately negotiated transactions. Since inception of the program through September 30, 2006, the Company has repurchased an aggregate of 3.3 million shares of common stock at an aggregate cost of \$102.6 million (average cost of \$31.18 per share). During the nine months ended September 30, 2006, the Company repurchased 309,100 shares of common stock at a cost of \$16.1 million. During the nine months ended September 30, 2005, the Company repurchased 123,100 shares of common stock at a cost of \$5.4 million.

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

**Related Party Transactions:** At September 30, 2006, Public Storage, Inc. (PSI) and its affiliates owned 25.4% of the outstanding shares of the Company's common stock and 25.5% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company). Assuming conversion of its partnership units, PSI would own 44.5% of the outstanding shares of the Company's common stock. Ronald L. Havner, Jr., the Company's chairman, is also the Chief Executive Officer, President and a Director of PSI. Harvey Lenkin is a Director of both the Company and PSI.

Pursuant to a cost sharing and administrative services agreement, the Company shares costs with PSI and affiliated entities for certain administrative services, which are allocated among PSI and its affiliates in accordance with a methodology intended to fairly allocate those costs. These costs totaled \$80,000 and \$85,000 for the three months ended September 30, 2006 and 2005, respectively and \$240,000 and \$255,000 for the nine months ended September 30, 2006 and 2005, respectively. In addition, the Company provides property management services for properties owned by PSI and its affiliates for a fee of 5% of the gross revenues of such properties in addition to reimbursement of direct costs. These management fee revenues recognized under management contracts with affiliated parties totaled \$147,000 and \$145,000 for each of the three months ended September 30, 2006 and 2005, respectively and \$442,000 and \$434,000 for the nine months ended September 30, 2006 and 2005, respectively. At September 30, 2006, the Company has recorded amounts due from PSI of \$282,000 (\$551,000 at December 31, 2005), for these contracts, as well as for amounts paid by the Company on behalf of PSI, in other assets on the accompanying consolidated balance sheets.

**Off-Balance Sheet Arrangements:** The Company does not have any off-balance sheet arrangements.

**Contractual Obligations:** The Company is scheduled to pay cash dividends of approximately \$52.0 million per year on its preferred equity outstanding as of September 30, 2006. Dividends are paid when and if declared by the Company's Board of Directors and accumulate if not paid. Shares and units of preferred equity are redeemable by the Company in order to preserve its status as a REIT and are also redeemable five years after issuance.

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

To limit the Company's exposure to market risk, the Company principally finances its operations and growth with permanent equity capital consisting of either common or preferred stock. At September 30, 2006, the Company's debt as a percentage of total market capitalization was 1.7%. The Company calculates market capitalization by adding (1) the liquidation preference of the Company's outstanding preferred equity, (2) principal value of the Company's outstanding mortgages and (3) the total number of common shares and common units outstanding on September 30, 2006 multiplied by the closing price of the stock on that date.

The Company's market risk sensitive instruments at September 30, 2006 include mortgage notes payable of \$43.3 million and the Company's Credit Facility. All of the Company's mortgage notes payable bear interest at fixed rates. At September 30, 2006, the Company had no balance outstanding under its Credit Facility. See Notes 5 and 6 of the Notes to Consolidated Financial Statements for terms, valuations and approximate principal maturities of the mortgage notes payable and line of credit as of September 30, 2006. Based on borrowing rates currently available to the Company, combined with the amount of fixed rate debt financing, the difference between the carrying amount of debt and its fair value is insignificant.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company's management, with the participation of the Company's chief executive officer and chief financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2006. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of the Company's disclosure controls and procedures as of September 30, 2006, the Company's chief executive officer and chief financial officer concluded that, as of such date, the Company's disclosure controls and procedures were effective at the reasonable assurance level. No change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended September 30, 2006 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

The information contained in Note 10 to the Consolidated Financial Statements in this Form 10-Q regarding legal proceedings is incorporated by reference in this Item 1.

**ITEM 1A. RISK FACTORS**

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

**Table of Contents****PSI has significant influence over us.**

At September 30, 2006, PSI and its affiliates owned 25.4% of the outstanding shares of the Company's common stock and 25.5% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company). Assuming conversion of its partnership units, PSI would own 44.5% of the outstanding shares of the Company's common stock. Ronald L. Havner, Jr., the Company's chairman, is also the Chief Executive Officer, President and a Director of PSI. Harvey Lenkin is a Director of both the Company and PSI. Consequently, PSI has the ability to significantly influence all matters submitted to a vote of our shareholders, including electing directors, changing our articles of incorporation, dissolving and approving other extraordinary transactions such as mergers, and all matters requiring the consent of the limited partners of the Operating Partnership. In addition, PSI's ownership may make it more difficult for another party to take over our company without PSI's approval.

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

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

***Our board can set the terms of certain securities without shareholder approval:*** Our board of directors is authorized, without shareholder approval, to issue up to 50.0 million shares of preferred stock and up to 100.0 million shares of Equity Stock, in each case in one or more series. Our board has the right to set the terms of each of these series of stock. Consequently, the board could set the terms of a series of stock that could make it difficult (if not impossible) for another party to take over our company even if it might be favorable to our public shareholders. Our articles of incorporation also contain other provisions that could have the same effect. We can also cause our Operating Partnership to issue additional interests for cash or in exchange for property.

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

**Our Operating Partnership poses additional risks to us.**

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

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

Prior to 2007, we are prohibited from selling 10 specified properties without PSI's approval. Since PSI would be taxed on a sale of these properties, the interests of PSI and our other shareholders may differ as to the best time to sell such properties.

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

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

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

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

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

the national, state and local economic climate and real estate conditions, such as oversupply of or reduced demand for space and changes in market rental rates;

how prospective tenants perceive the attractiveness, convenience and safety of our properties;

our ability to provide adequate management, maintenance and insurance;

our ability to collect rent from tenants on a timely basis;

the expense of periodically renovating, repairing and reletting spaces;

environmental issues;

compliance with the Americans with Disabilities Act and other federal, state, and local laws and regulations;

increasing operating costs, including real estate taxes, insurance and utilities, if these increased costs cannot be passed through to tenants;

changes in tax, real estate and zoning laws;

increase in new commercial properties in our market;

tenant defaults and bankruptcies;



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tenant's right to sublease space; and

concentration of properties leased to non-rated private companies.

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

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

***New acquisitions and developments may fail to perform as expected:*** We continue to seek to acquire and develop flex, industrial and office properties where they meet our criteria and we believe that they will enhance our future financial performance and the value of our portfolio. Our belief, however, is based on and is subject to risks, uncertainties and other factors, many of which are forward-looking and are uncertain in nature or are beyond our control. In addition, some of these properties may have unknown characteristics or deficiencies or may not complement our portfolio of existing properties. Real property development is subject to a number of risks, including construction delays, complications in obtaining necessary zoning, occupancy and other governmental permits, cost overruns, financing risks, and the possible inability to meet expected occupancy and rent levels. If any of these problems occur, development costs for a project may increase, and there may be costs incurred for projects that are not completed. As a result of the foregoing, some properties may be worth less or may generate less revenue than, or simply not perform as well as, we believed at the time of acquisition or development, negatively affecting our operating results. In addition, we may be unable to successfully integrate and effectively manage the properties we do acquire and develop, which could adversely affect our results of operations.

***We may encounter significant delays and expense in reletting vacant space, or we may not be able to relet space at existing rates, in each case resulting in losses of income:*** When leases expire, we will incur expenses in retrofitting space and we may not be able to release the space on the same terms. Certain leases provide tenants with the right to terminate early if they pay a fee. Our properties as of September 30, 2006 generally have lower vacancy rates than the average for the markets in which they are located, and leases accounting for 4.7% of our annual rental income expire in 2006 and 18.5% in 2007. While we have estimated our cost of renewing leases that expire in 2006 and 2007, our estimates could be wrong. If we are unable to release space promptly, if the terms are significantly less favorable than anticipated or if the costs are higher, we may have to reduce our distributions to shareholders.

***Tenant defaults and bankruptcies may reduce our cash flow and distributions:*** We may have difficulty in collecting from tenants in default, particularly if they declare bankruptcy. This could affect our cash flow and distributions to shareholders. Since many of our tenants are non-rated private companies, this risk may be enhanced. While the Company historically has experienced a low level of write-offs due to bankruptcy, there is inherent uncertainty in a tenant's ability to continue paying rent if they are in bankruptcy. As of September 30, 2006, the Company had approximately 18,000 square feet occupied by a tenant protected by Chapter 11 of the U.S. Bankruptcy Code. Given the historical uncertainty of such a tenant's ability to meet its lease obligations, we will continue to reserve any income that would have been realized on a straight line basis. Several tenants have contacted us, requesting early termination of their lease, reduction in space under lease, rent deferment or abatement. At this time, the Company cannot anticipate what impact, if any, the ultimate outcome of these discussions will have on our operating results.

***We may be adversely affected by significant competition among commercial properties:*** Many other commercial properties compete with our properties for tenants. Some of the competing properties may be newer and better located than our properties. We also expect that new properties will be built in our markets. Also, we compete with

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other buyers, many of whom are larger than us, for attractive commercial properties. Therefore, we may not be able to grow as rapidly as we would like.

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

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

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

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

**We are affected by the Americans with Disabilities Act.**

The Americans with Disabilities Act of 1990 requires that access and use by disabled persons of all public accommodations and commercial properties be facilitated. Existing commercial properties must be made accessible to disabled persons. While we have not estimated the cost of complying with this act, we do not believe the cost will be material. We have an ongoing program to bring our properties into what we believe is compliance with the Americans with Disabilities Act.

**We depend on external sources of capital to grow our company.**

We are generally required under the Internal Revenue Code to distribute at least 90% of our taxable income. Because of this distribution requirement, we may not be able to fund future capital needs, including any necessary building and tenant improvements, from operating cash flow. Consequently, we may need to rely on third-party sources of capital to fund our capital needs. We may not be able to obtain the financing on favorable terms or at all. Access to third-party sources of capital depends, in part, on general market conditions, the market's perception of our growth potential, our current and expected future earnings, our cash flow, and the market price per share of our common stock. If we cannot obtain capital from third-party sources, we may not be able to acquire properties when strategic opportunities exist, satisfy any debt service obligations, or make cash distributions to shareholders.

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

We own most of our properties through our Operating Partnership. Our organizational documents do not prevent us from acquiring properties with others through partnerships or joint ventures. This type of investment may present

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additional risks. For example, our partners may have interests that differ from ours or that conflict with ours, or our partners may become bankrupt. During 2001, we entered into a joint venture arrangement that held property subject to debt. This joint venture has been liquidated and all debts paid; however, we may enter into similar arrangements with the same partner or other partners.

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

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

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

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

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

One of the factors that influences the market price of our common stock is the annual rate of distributions that we pay on our common stock, as compared with interest rates. An increase in interest rates may lead purchasers of REIT shares to demand higher annual distribution rates, which could adversely affect the market price of our common stock.

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

Substantial sales of our common stock, or the perception that substantial sales may occur, could adversely affect the market price of our common stock. At September 30, 2006, PSI and its affiliates owned 25.4% of the outstanding shares of the Company's common stock and 25.5% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company). Assuming conversion of its partnership units, PSI would own 44.5% of the outstanding shares of the Company's common stock. These shares, as well as shares of common stock held by certain other significant stockholders, are eligible to be sold in the public market, subject to compliance with applicable securities laws.

**We depend on key personnel.**

We depend on our key personnel, including Joseph D. Russell, Jr., our President and Chief Executive Officer. The loss of Mr. Russell or other key personnel could adversely affect our operations. We maintain no key person insurance on our key personnel.

**Terrorist attacks and the possibility of wider armed conflict may have an adverse impact on our business and operating results and could decrease the value of our assets.**

Terrorist attacks and other acts of violence or war, such as those that took place on September 11, 2001, could have a material adverse impact on our business and operating results. There can be no assurance that there will not be further terrorist attacks against the United States or its businesses or interests. Attacks or armed conflicts that directly impact one or more of our properties could significantly affect our ability to operate those properties and thereby impair our operating results. Further, we may not have insurance coverage for all losses caused by a terrorist attack. Such insurance may not be available, or if it is available and we decide to obtain such terrorist coverage, the cost for the insurance may be significant in relationship to the risk overall. In addition, the adverse effects that such violent acts and threats of future attacks could have on the U.S. economy could similarly have a material adverse effect on our business and results of operations. Finally, further terrorist acts could cause the United States to enter into a wider armed conflict which could further impact our business and operating results.

**Table of Contents****Change in taxation of corporate dividends may adversely affect the value of our shares.**

The Jobs and Growth Tax Relief Reconciliation Act of 2003, enacted on May 28, 2003, generally reduces to 15% the maximum marginal rate of federal tax payable by individuals on dividends received from a regular C corporation. This reduced tax rate, however, will not apply to dividends paid to individuals by a REIT on its shares except for certain limited amounts. The earnings of a REIT that are distributed to its shareholders still will generally be subject to less federal income taxation on an aggregate basis than earnings of a non-REIT C corporation that are distributed to its shareholders net of corporate-level income tax. The Jobs and Growth Tax Act, however, could cause individual investors to view stocks of regular C corporations as more attractive relative to shares of REITs than was the case prior to the enactment of the legislation because the dividends from regular C corporations, which previously were taxed at the same rate as REIT dividends, now will be taxed at a maximum marginal rate of 15% while REIT dividends will be taxed at a maximum marginal rate of 35%. We cannot predict what effect, if any, the enactment of this legislation may have on the value of our common stock, either in terms of price or relative to other investments.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The Company's Board of Directors has authorized the repurchase, from time to time, of up to 4.5 million shares of the Company's common stock on the open market or in privately negotiated transactions.

The following table contains information regarding the Company's repurchase of its common stock during the three months ended September 30, 2006.

**Issuer Repurchases of Equity Securities:**

<b>Period Covered</b>	<b>Total Number of Shares Repurchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Repurchased as Part of Publicly Announced Program</b>	<b>Maximum Number of Shares that May Yet Be Repurchased Under the Program</b>
July 1 through July 31, 2006		\$		1,207,789
August 1 through August 31, 2006		\$		1,207,789
September 1 through September 30, 2006		\$		1,207,789
Total		\$		1,207,789

See Note 9 to the consolidated financial statements for additional information on repurchases of equity securities.

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**ITEM 6. EXHIBITS**

Exhibits

- Exhibit 3.1 Restated Bylaws of PS Business Parks, Inc., as amended. Filed herewith.
- Exhibit 3.2 Certificate of Correction of Certificate of Determination of Preferences of 7.375% Series O Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8-K dated August 15, 2006 and incorporated herein by reference.
- Exhibit 3.3 Amendment to Certificate of Determination of Preferences of 7.375% Series O Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8-K dated August 15, 2006 and incorporated herein by reference.
- Exhibit 12 Statement re: Computation of Ratio of Earnings to Fixed Charges. Filed herewith.
- Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
- Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
- Exhibit 32.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.

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**SIGNATURES**

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

Dated: November 6, 2006

PS BUSINESS PARKS, INC.

BY: /s/ Edward A. Stokx  
Edward A. Stokx  
Executive Vice President and Chief Financial  
Officer  
(Principal Financial Officer)

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