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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark one)

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

For the quarterly period ended JUNE 30, 2000

or

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

For the transition period from _____ to _____

Commission file number 0-20047

CORPORATE OFFICE PROPERTIES TRUST
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

23-2947217
(IRS Employer
Identification No.)

8815 CENTRE PARK DRIVE, SUITE 400, COLUMBIA MD
(Address of principal executive offices)

21045
(Zip Code)

Registrant's telephone number, including area code: (410) 730-9092

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.

/X/ Yes / / No

On August 1, 2000, 18,711,091 shares of the Company's Common Shares of Beneficial Interest, \$0.01 par value, were issued.

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1

TABLE OF CONTENTS

FORM 10-Q

<TABLE>
<CAPTION>

| | PAGE |
|---|------|
| PART I: FINANCIAL INFORMATION | |
| <S> | <C> |
| Item 1: Financial Statements: | |
| Consolidated Balance Sheets as of June 30, 2000 (unaudited) and December 31, 1999 | 3 |
| Consolidated Statements of Operations for the three and six months ended June 30, 2000 and 1999 (unaudited) | 4 |
| Consolidated Statements of Cash Flows for the six months ended June 30, 2000 and 1999 (unaudited) | 5 |
| Notes to Consolidated Financial Statements | 6 |
| Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations | 18 |
| Item 3: Quantitative and Qualitative Disclosures About Market Risk | 26 |
| PART II: OTHER INFORMATION | |
| Item 1: Legal Proceedings | 26 |
| Item 2: Changes in Securities | 26 |
| Item 3: Defaults Upon Senior Securities | 27 |
| Item 4: Submission of Matters to a Vote of Security Holders | 27 |
| Item 5: Other Information | 27 |

SIGNATURES

34

</TABLE>

2

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTSCORPORATE OFFICE PROPERTIES TRUST AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS)

| | June 30, 2000 | December 1999 |
|---|--------------------|------------------|
| | (unaudited) <C> | <C> |
| 31, | | |
| --- | | |
| <S> | | |
| ASSETS | | |
| Commercial real estate properties: | | |
| Operating properties, net | \$ 691,872 | \$ 662,664 |
| Projects under construction | 36,188 | 33,825 |
| ----- | | |
| Total commercial real estate properties, net | 728,060 | 696,489 |
| Cash and cash equivalents | 630 | 2,376 |
| Restricted cash | 2,903 | 2,041 |
| Accounts receivable, net | 3,386 | 1,928 |
| Investment in and advances to Service Companies | 4,095 | 3,661 |
| Deferred rent receivable | 6,010 | 4,634 |
| Deferred charges, net | 10,953 | 7,525 |
| Prepaid and other assets | 4,197 | 2,380 |
| ----- | | |
| TOTAL ASSETS | \$ 760,234 | \$ 721,034 |
| ----- | | |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Liabilities: | | |
| Mortgage and other loans payable | \$ 436,679 | \$ 399,627 |
| Accounts payable and accrued expenses | 11,245 | 6,597 |
| Rents received in advance and security deposits | 4,277 | 3,776 |
| Dividends and distributions payable | 6,757 | 6,298 |
| ----- | | |
| Total liabilities | 458,958 | 416,298 |
| ----- | | |
| Minority interests: | | |
| Preferred Units in the Operating Partnership | 24,367 | 24,367 |
| Common Units in the Operating Partnership | 78,720 | 88,170 |
| Other consolidated partnerships | 109 | 98 |
| ----- | | |
| Total minority interests | 103,196 | 112,635 |
| ----- | | |
| Commitments and contingencies (Note 14) Shareholders' equity: | | |
| Preferred Shares (\$0.01 par value; 5,000,000 shares authorized); 1,025,000 designated as Series A Convertible Preferred Shares of beneficial interest (984,308 shares issued with an aggregate liquidation preference of \$24,608) | 10 | 10 |
| 1,725,000 designated as Series B Cumulative Redeemable Preferred Shares of beneficial interest (1,250,000 shares issued with an aggregate liquidation preference of \$31,250) | 12 | 12 |
| Common Shares of beneficial interest (\$0.01 par value; 45,000,000 shares authorized, shares issued of 18,711,091 at June 30, 2000 and 17,646,046 at December 31, 1999) | 187 | 176 |
| Additional paid-in capital | 211,978 | 202,867 |
| Accumulated deficit | (9,293) | (7,547) |
| Value of unearned restricted Common Share grants | (3,399) | (3,417) |
| Treasury Shares, at cost (166,600 shares at June 30, 2000) | (1,415) | -- |
| ----- | | |

| | | |
|--|------------|------------|
| Total shareholders' equity | 198,080 | 192,101 |
| ----- | | |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 760,234 | \$ 721,034 |
| ----- | | |

</TABLE>

See accompanying notes to financial statements.

3

CORPORATE OFFICE PROPERTIES TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

<TABLE>
<CAPTION>

| ended | For the three months ended | | For the six months | |
|---|----------------------------|-----------|--------------------|-----|
| | June 30, | | June 30, | |
| | 2000 | 1999 | 2000 | |
| | | | | |
| 1999 | | | | |
| | | | | |
| | <C> | <C> | <C> | <C> |
| REVENUES | | | | |
| Rental revenue | \$ 23,154 | \$ 17,043 | \$ 45,060 | \$ |
| 33,408 | | | | |
| Tenant recoveries and other revenue | 3,263 | 2,499 | 7,218 | |
| 4,657 | | | | |
| | | | | |
| Total revenues | 26,417 | 19,542 | 52,278 | |
| 38,065 | | | | |
| | | | | |
| EXPENSES | | | | |
| Property operating | 7,437 | 5,385 | 15,045 | |
| 10,388 | | | | |
| General and administrative | 1,160 | 796 | 2,508 | |
| 1,685 | | | | |
| Interest | 7,404 | 5,226 | 14,338 | |
| 10,419 | | | | |
| Amortization of deferred financing costs | 311 | 322 | 617 | |
| 547 | | | | |
| Depreciation and other amortization | 4,307 | 2,887 | 8,180 | |
| 5,679 | | | | |
| | | | | |
| Total expenses | 20,619 | 14,616 | 40,688 | |
| 28,718 | | | | |
| | | | | |
| Income before equity in (loss) income of Service Companies, gain on sales of rental properties, minority interests and extraordinary item | 5,798 | 4,926 | 11,590 | |
| 9,347 | | | | |
| Equity in (loss) income of Service Companies | (48) | 145 | (1) | |
| 326 | | | | |
| | | | | |
| Income before gain on sales of rental properties, minority interests and extraordinary item | 5,750 | 5,071 | 11,589 | |
| 9,673 | | | | |
| Gain on sales of rental properties | 57 | 154 | 57 | |
| 1,140 | | | | |
| | | | | |
| Income before minority interests and extraordinary item | 5,807 | 5,225 | 11,646 | |
| 10,813 | | | | |
| Minority interests | | | | |
| Common Units in the Operating Partnership | (1,501) | (670) | (3,135) | |
| (1,166) | | | | |
| Preferred Units in the Operating Partnership | (548) | (853) | (1,096) | |
| (1,706) | | | | |

| | | | | |
|---|----------|----------|----------|----|
| Other consolidated partnership | (4) | -- | (11) | |
| Income before extraordinary item | 3,754 | 3,702 | 7,404 | |
| 7,941 | | | | |
| Extraordinary item - loss on early retirement of debt | (42) | (144) | (42) | |
| (838) | | | | |
| NET INCOME | 3,712 | 3,558 | 7,362 | |
| 7,103 | | | | |
| Preferred Share dividends | (1,119) | (338) | (2,239) | |
| (676) | | | | |
| NET INCOME AVAILABLE TO COMMON SHAREHOLDERS | \$ 2,593 | \$ 3,220 | \$ 5,123 | \$ |
| 6,427 | | | | |
| BASIC EARNINGS PER COMMON SHARE | | | | |
| Income before extraordinary item | \$ 0.15 | \$ 0.20 | \$ 0.29 | \$ |
| 0.43 | | | | |
| Extraordinary item | (0.01) | (0.01) | -- | |
| (0.05) | | | | |
| Net income | \$ 0.14 | \$ 0.19 | \$ 0.29 | \$ |
| 0.38 | | | | |
| DILUTED EARNINGS PER COMMON SHARE | | | | |
| Income before extraordinary item | \$ 0.14 | \$ 0.17 | \$ 0.28 | \$ |
| 0.37 | | | | |
| Extraordinary item | -- | -- | -- | |
| (0.04) | | | | |
| Net income | \$ 0.14 | \$ 0.17 | \$ 0.28 | \$ |
| 0.33 | | | | |

</TABLE>

See accompanying notes to financial statements.

4

CORPORATE OFFICE PROPERTIES TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(DOLLARS IN THOUSANDS)
(UNAUDITED)

<TABLE>
<CAPTION>

| | For the six months ended June 30, | |
|---|-----------------------------------|----------|
| | 2000 | 1999 |
| CASH FLOWS FROM OPERATING ACTIVITIES | <C> | <C> |
| Net income | \$ 7,362 | \$ 7,103 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Minority interests | 4,242 | 2,872 |
| Depreciation and other amortization | 8,180 | 5,679 |
| Amortization of deferred financing costs | 617 | 547 |
| Equity in loss (income) of Service Companies | 1 | (326) |
| Gain on sales of rental properties | (57) | (1,140) |
| Extraordinary item - loss on early retirement of debt | 42 | 838 |
| Increase in deferred rent receivable | (1,439) | (1,502) |
| (Increase) decrease in accounts receivable, restricted cash and prepaid and other assets | (759) | 1,646 |
| Increase in accounts payable, accrued expenses, rents received in advance and security deposits | 2,247 | 991 |
| Net cash provided by operating activities | 20,436 | 16,708 |

CASH FLOWS FROM INVESTING ACTIVITIES

| | | |
|---|----------|----------|
| Purchases of and additions to commercial real estate properties | (36,308) | (57,370) |
| Proceeds from sales of rental properties | 602 | 29,970 |
| Investment in and advances to Service Companies | (435) | (1,523) |
| Leasing commissions paid | (3,218) | (531) |
| Increase in prepaid and other assets | (3,378) | (18) |
| Net cash used in investing activities | (42,737) | (29,472) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Increase in prepaid and other assets | -- | (958) |
| Deferred financing costs paid | (1,246) | (1,345) |
| Proceeds from mortgage and other loans payable | 41,118 | 69,478 |
| Repayments of mortgage and other loans payable | (4,712) | (42,292) |
| Increase in other liabilities | -- | 1,217 |
| Purchase of Treasury Shares | (1,415) | -- |
| Net proceeds from issuance of Common Shares | 151 | -- |
| Net proceeds from issuance of share options | 4 | -- |
| Dividends paid | (8,937) | (6,714) |
| Distributions paid | (4,408) | (2,721) |
| Net cash provided by financing activities | 20,555 | 16,665 |
| Net (decrease) increase in cash and cash equivalents | (1,746) | 3,901 |
| CASH AND CASH EQUIVALENTS | | |
| Beginning of period | 2,376 | 2,349 |
| End of period | \$ 630 | \$ 6,250 |

</TABLE>

See accompanying notes to financial statements.

5

CORPORATE OFFICE PROPERTIES TRUST AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

NOTE 1 ORGANIZATION

Corporate Office Properties Trust ("COPT") and subsidiaries (the "Company") is a fully integrated and self-managed real estate investment trust ("REIT"). We focus principally on the ownership, management, leasing, acquisition and development of suburban office buildings located in select submarkets in the Mid-Atlantic region of the United States. COPT is qualified as a REIT as defined in the Internal Revenue Code and is the successor to a corporation organized in 1988. As of June 30, 2000, our portfolio included 81 office properties and one retail property.

We conduct almost all of our operations principally through our operating partnership, Corporate Office Properties, L.P. (the "Operating Partnership"), for which we are the managing general partner. The Operating Partnership owns real estate both directly and through subsidiary partnerships and limited liability companies ("LLCs"). The Operating Partnership also owns the principal economic interest and, collectively with our Chief Executive Officer and Chief Operating Officer, 49.5% of the voting stock of Corporate Office Management, Inc. ("COMI") (together with its subsidiaries defined as the "Service Companies"). A summary of our Operating Partnership's forms of ownership and the percentage of those ownership forms owned by COPT as of June 30, 2000 follows:

<TABLE>

<CAPTION>

| | % Owned by COPT |
|--------------------------|-----------------|
| <S> | <C> |
| Common Units | 64% |
| Series A Preferred Units | 100% |
| Series B Preferred Units | 100% |
| Series C Preferred Units | 0% |

</TABLE>

NOTE 2 BASIS OF PRESENTATION

These notes to our interim financial statements highlight significant changes to the notes to the financial statements included in our 1999 Form 10-K.

As a result, these notes to our interim financial statements should be read together with the financial statements and notes thereto included in our 1999 Form 10-K. The interim financial statements on the previous pages reflect all adjustments which we believe are necessary for the fair presentation of our financial position and results of operations for the interim periods presented. These adjustments are of a normal recurring nature. The results of operations for such interim periods are not necessarily indicative of the results for a full year.

We use two different accounting methods to report our investments in entities: the consolidation method and the equity method.

CONSOLIDATION METHOD

We use the consolidation method when we own most of the outstanding voting interests in an entity and can control its operations. This means the accounts of the entity are combined with our accounts. We eliminate balances and transactions between companies when we consolidate these accounts. Our consolidated financial statements include the accounts of:

- - COPT,
- - the Operating Partnership and its subsidiary partnerships and LLCs, and
- - Corporate Office Properties Holdings, Inc. (we own 100%).

6

EQUITY METHOD

We use the equity method of accounting to report our investment in the Service Companies. Under the equity method, we report:

- - our ownership interest in the Service Companies' capital as an investment on our Consolidated Balance Sheets and
- - our percentage share of the earnings or losses from the Service Companies in our Consolidated Statements of Operations.

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

We make estimates and assumptions when preparing financial statements under generally accepted accounting principles. These estimates and assumptions affect various matters, including:

- - our reported amounts of assets and liabilities in our Consolidated Balance Sheets at the dates of the financial statements,
- - our disclosure of contingent assets and liabilities at the dates of the financial statements, and
- - our reported amounts of revenues and expenses in our Consolidated Statements of Operations during the reporting periods.

These estimates involve judgements with respect to, among other things, future economic factors that are difficult to predict and are often beyond management's control. As a result, actual amounts could differ from these estimates.

MINORITY INTERESTS

As discussed previously, we consolidate the accounts of our Operating Partnership into our financial statements. However, we do not own 100% of the Operating Partnership. Our Operating Partnership also does not own 11% of one of its subsidiary partnerships. The amounts reported for minority interests on our Consolidated Balance Sheets represent the portion of these consolidated entities' equity that we do not own. The amounts reported for minority interests on our Consolidated Statements of Operations represent the portion of these consolidated entities' net income not allocated to us.

Common Units of the Operating Partnership ("Common Units") are substantially similar economically to our Common Shares of beneficial interest ("Common Shares"). Common Units are also exchangeable into our Common Shares, subject to certain conditions. We have accrued distributions related to Common Units owned by minority interests of \$1,784 at June 30, 2000 and \$1,983 at December 31, 1999.

Our Operating Partnership issued 974,662 Series C Preferred Units in connection with a December 1999 property acquisition. Owners of these units are entitled to a priority annual return equal to 9% of their liquidation preference for the first ten years following issuance, 10.5% for the five following years and 12% thereafter. These units are convertible, subject to certain

restrictions, commencing December 21, 2000 into Common Units in the Operating Partnership on the basis of 2.381 Common Units for each Series C Preferred Unit, plus any accrued return. The Common Units would then be exchangeable for Common Shares, subject to certain conditions. We have accrued distributions related to Series C Preferred Units owned by minority interests of \$548 at June 30, 2000 and \$61 at December 31, 1999.

Our Operating Partnership issued 2,100,000 preferred units in connection with an October 1997 property acquisition (the "Initial Preferred Units"). These units were converted into Common Units on the basis of 3.5714 Common Units for each Initial Preferred Unit in October 1999. Prior to converting these units, owners were entitled to a priority annual return equal to 6.5% of their liquidation preference.

7

EARNINGS PER SHARE ("EPS")

We present both basic and diluted EPS. We compute basic EPS by dividing income available to common shareholders by the weighted-average number of Common Shares outstanding during the period. Our computation of diluted EPS is similar except that:

- - the denominator is increased to include the weighted average number of potential additional Common Shares that would have been outstanding if securities that are convertible into our Common Shares were converted and
- - the numerator is adjusted to add back any convertible preferred dividends and any other changes in income or loss that would result from the assumed conversion into Common Shares.

Our computation of diluted EPS does not assume conversion of securities into our Common Shares if conversion of those securities would increase our diluted EPS in a given period. A summary of the numerator and denominator for purposes of our basic and diluted EPS calculations is as follows (dollars and shares in thousands):

<TABLE>
<CAPTION>

| | Three months ended June 30 | | Six months ended June 30, | |
|--|----------------------------|----------|---------------------------|----------|
| | 2000 | 1999 | 2000 | 1999 |
| Numerator: | | | | |
| - ----- | ---- | ---- | ---- | ---- |
| <S> | <C> | <C> | <C> | <C> |
| Net income available to Common Shareholders | \$ 2,593 | \$ 3,220 | \$ 5,123 | \$ 6,427 |
| Add: Extraordinary loss | 42 | 144 | 42 | 838 |
| | ----- | ----- | ----- | ----- |
| Numerator for basic earnings per share before extraordinary item | 2,635 | 3,364 | 5,165 | 7,265 |
| Add: Minority interests - Initial Preferred Units | -- | 853 | -- | 1,706 |
| Add: Preferred Share dividends | -- | -- | -- | 676 |
| | ----- | ----- | ----- | ----- |
| Numerator for diluted earnings per share before extraordinary item | 2,635 | 4,217 | 5,165 | 9,647 |
| Less: Series A Preferred Share dividends | -- | -- | -- | (676) |
| Less: Extraordinary loss | (42) | (144) | (42) | (838) |
| | ----- | ----- | ----- | ----- |
| Numerator for diluted earnings per share for net income | \$ 2,593 | \$ 4,073 | \$ 5,123 | \$ 8,133 |
| | ===== | ===== | ===== | ===== |
| Denominator (all weighted averages): | | | | |
| Common Shares - basic | 18,014 | 16,802 | 17,683 | 16,802 |
| Assumed conversion of share options | 181 | 9 | 119 | 9 |
| Assumed conversion of Common Unit warrants | 476 | -- | 476 | -- |
| Conversion of Initial Preferred Units | -- | 7,500 | -- | 7,500 |
| Conversion of Series A Preferred Shares | -- | -- | -- | 1,845 |
| | ----- | ----- | ----- | ----- |
| Denominator for diluted earnings per share before extraordinary item | 18,671 | 24,311 | 18,278 | 26,156 |
| Less: Conversion of Series A Preferred Shares | -- | -- | -- | (1,845) |
| | ----- | ----- | ----- | ----- |
| Denominator for diluted earnings per share for net income | 18,671 | 24,311 | 18,278 | 24,311 |
| | ===== | ===== | ===== | ===== |

</TABLE>

Our diluted EPS computation for the three months ended June 30, 2000 only assumes conversion of share options and Common Unit warrants because conversions of Preferred Units, Series A Preferred Shares of beneficial interest (the "Series A Preferred Shares") and Common Units would increase diluted EPS in that period. Our diluted EPS computation for the three months ended June 30, 1999

only assumes conversion of share options and Initial Preferred Units because conversions of Series A Preferred Shares and Common Units would increase diluted EPS in that period.

Our diluted EPS computation for the six months ended June 30, 2000 only assumes conversion of share options and Common Unit warrants because conversions of Preferred Units, Series A Preferred Shares and Common Units would increase diluted EPS in that period. Our diluted EPS before extraordinary item computation for the six months ended June 30, 1999 assumes conversion of share options, Initial Preferred Units and Series A Preferred Shares because conversions of Common Units would increase diluted EPS in that period. Our diluted EPS on net income computation for the six months ended June 30, 1999 only assumes conversion of

share options and Initial Preferred Units because conversions of Series A Preferred Shares and Common Units would increase diluted EPS in that period.

RECLASSIFICATION

We reclassified certain amounts from prior periods to conform to the current period presentation of our consolidated financial statements. These reclassifications did not affect consolidated net income or shareholders' equity.

NOTE 4 COMMERCIAL REAL ESTATE PROPERTIES

Operating properties consisted of the following:

<TABLE>
<CAPTION>

| | June 30, 2000 | December 31, 1999 |
|-----------------------------------|------------------|----------------------|
| | ----- | ----- |
| <S> | <C> | <C> |
| Land | \$ 141,646 | \$ 135,641 |
| Buildings and improvements | 575,531 | 544,967 |
| Furniture, fixtures and equipment | 345 | 335 |
| | ----- | ----- |
| | 717,522 | 680,943 |
| Less: accumulated depreciation | (25,650) | (18,279) |
| | ----- | ----- |
| | \$ 691,872 | \$ 662,664 |
| | ===== | ===== |

</TABLE>

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

<TABLE>
<CAPTION>

| | June 30, 2000 | December 31, 1999 |
|--------------------------|------------------|----------------------|
| | ----- | ----- |
| <S> | <C> | <C> |
| Land | \$ 15,888 | \$ 13,158 |
| Construction in progress | 20,300 | 20,667 |
| | ----- | ----- |
| | \$ 36,188 | \$ 33,825 |
| | ===== | ===== |

</TABLE>

2000 ACQUISITIONS

We acquired a 74,513 square foot office building located in Hanover, Maryland for \$7,464 on April 18, 2000.

We also acquired the following properties during the six months ended June 30, 2000:

- - a parcel of land located in Cranbury, New Jersey for \$633 on March 20, 2000,
- - a parcel of land located in Columbia, Maryland for \$4,036 on March 29, 2000,
- - a parcel of land located in Annapolis Junction, Maryland for \$3,022 on May 26, 2000,
- - a parcel of land located in Cranbury, New Jersey for \$283 on June 5, 2000, and
- - a parcel of land located in Annapolis Junction, Maryland for \$364 on June 30, 2000.

All of these land parcels are contiguous to certain of our existing operating properties.

2000 CONSTRUCTION/DEVELOPMENT

During the six months ended June 30, 2000, we completed the construction of three office buildings totaling 243,087 square feet. Two of these buildings totaling 185,807 square feet are located in the Baltimore/Washington Corridor with the balance located in Dayton, New Jersey.

As of June 30, 2000, we also had construction underway on four new buildings and development underway on four parcels of land.

2000 DISPOSITIONS

We sold a 46,134 square foot retail property located in Minot, North Dakota for \$2,970 on June 19, 2000. We realized a gain of \$57 on the sale of this property, which was the last of our retail properties located in the Midwest region of the United States.

NOTE 5 ACCOUNTS RECEIVABLE

Our accounts receivable are reported net of an allowance for bad debts of \$49 at June 30, 2000 and \$10 at December 31, 1999.

NOTE 6 INVESTMENT IN AND ADVANCES TO SERVICE COMPANIES

We account for our investment in COMI and its subsidiaries, Corporate Realty Management, LLC ("CRM"), Corporate Development Services, LLC ("CDS") and Martin G. Knott and Associates, LLC ("MGK") using the equity method of accounting. Our investment in and advances to the Service Companies included the following:

<TABLE>
<CAPTION>

| | June 30, 2000 | December 31, 1999 |
|--|------------------|----------------------|
| | ----- | ----- |
| <S> | <C> | <C> |
| Notes receivable | \$ 2,005 | \$ 2,005 |
| Equity investment in Service Companies | 806 | 807 |
| Advances receivable | 1,284 | 849 |
| | ----- | ----- |
| Total | \$ 4,095 | \$ 3,661 |
| | ===== | ===== |

</TABLE>

On July 18, 2000, COMI acquired the remaining 25% interest in CRM.

NOTE 7 DEFERRED CHARGES

Deferred charges consisted of the following:

<TABLE>
<CAPTION>

| | June 30, 2000 | December 31, 1999 |
|--------------------------|-------------------|----------------------|
| | ----- | ----- |
| <S> | <C> | <C> |
| Deferred financing costs | \$ 5,777 | \$ 4,592 |
| Deferred leasing costs | 7,876 | 4,658 |
| Deferred other | 24 | 24 |
| | ----- | ----- |
| Accumulated amortization | 13,677 (2,724) | 9,274 (1,749) |
| | ----- | ----- |
| Deferred charges, net | \$ 10,953 | \$ 7,525 |
| | ===== | ===== |

</TABLE>

NOTE 8 MORTGAGE AND OTHER LOANS PAYABLE

This section highlights new borrowing arrangements entered into during the six months ended June 30, 2000.

On February 10, 2000, we entered into a \$6,900 construction loan facility

with Summit Bank to finance the redevelopment of a 57,000 square foot warehouse facility into office space. This loan bears interest at LIBOR plus 1.75%. The loan matures on February 28, 2001 and may be extended for a two-year period, subject to certain conditions. Borrowings under this loan totaled \$2,610 at June 30, 2000.

On March 27, 2000, we entered into a \$9,325 construction loan facility with Allfirst Bank to finance the construction of a building at our 6750 Alexander Bell Drive property. This loan bears interest at LIBOR plus 1.75%. The loan matures on May 1, 2002. Borrowings under this loan totaled \$418 at June 30, 2000.

10

On March 29, 2000, we entered into a \$3,078 loan with Howard Research and Development Corporation in connection with the acquisition of a land development parcel located in Columbia, Maryland. The loan carried no interest rate and was repaid on June 20, 2000.

On March 30, 2000, we entered into a \$13,440 construction loan facility with Bank of America to finance the construction of a building at our 221 National Business Parkway property. This loan bears interest at LIBOR plus 1.75%. The loan matures on March 29, 2002 and may be extended for a one-year period, subject to certain conditions. Borrowings under this loan totaled \$3,738 at June 30, 2000.

On May 25, 2000, we entered into an interest rate cap agreement with Bear Stearns Capital Markets, Inc.. This agreement caps our one-month LIBOR base at 7.7% per annum on a notional amount of \$50,000 through May 31, 2002.

On June 28, 2000, we entered into a \$11,855 construction loan facility with Provident Bank to finance the construction of a building at our 1304 Concourse Drive property. This loan bears interest at LIBOR plus 1.75%. The loan matures on July 1, 2002 and may be extended for a one-year period, subject to certain conditions. No borrowings were made under this facility through June 30, 2000.

NOTE 9 SHAREHOLDERS' EQUITY

On November 3, 1999, the Board of Trustees authorized a share repurchase program to buy up to 2,000,000 Common Shares in open market and privately negotiated purchases depending on market conditions and other factors. On March 31, 2000, we repurchased 6,600 shares in the open market for \$52. On April 5, 2000, we repurchased 20,000 shares in the open market for \$166. On June 5, 2000, we repurchased 140,000 shares in the open market for \$1,197.

On March 16, 2000, 877,545 Common Units in our Operating Partnership were converted to 877,545 Common Shares. On June 30, 2000, 170,000 Common Units in our Operating Partnership were converted to 170,000 Common Shares.

During the six months ended June 30, 2000, we issued 12,500 Common Shares subject to forfeiture restrictions to an officer. We also had forfeiture restrictions on 15,625 previously issued Common Shares lapse during the six months ended June 30, 2000.

11

NOTE 10 DIVIDENDS AND DISTRIBUTIONS

The following summarizes our dividends/distributions for the six months ended June 30, 2000:

<TABLE>
<CAPTION>

| | Record Date ----- | Payable Date ----- | Dividend/ Distribution Per Share/Unit ----- | Total Dividend/ Distribution ----- |
|----------------------------|----------------------|-----------------------|---|---|
| <S> | <C> | <C> | <C> | <C> |
| Series A Preferred Shares: | | | | |
| Fourth Quarter 1999 | December 31, 1999 | January 14, 2000 | \$0.34375 | \$ 338 |
| First Quarter 2000 | March 31, 2000 | April 17, 2000 | \$0.34375 | \$ 338 |
| Second Quarter 2000 | June 30, 2000 | July 17, 2000 | \$0.34375 | \$ 338 |
| Series B Preferred Shares: | | | | |
| Fourth Quarter 1999 | December 31, 1999 | January 14, 2000 | \$0.625 | \$ 781 |
| First Quarter 2000 | March 31, 2000 | April 17, 2000 | \$0.625 | \$ 781 |
| Second Quarter 2000 | June 30, 2000 | July 17, 2000 | \$0.625 | \$ 781 |
| Common Shares: | | | | |
| Fourth Quarter 1999 | December 31, 1999 | January 14, 2000 | \$0.19 | \$3,265 |
| First Quarter 2000 | March 31, 2000 | April 17, 2000 | \$0.19 | \$3,433 |

| | | | | |
|---------------------------|-------------------|------------------|----------|---------|
| Second Quarter 2000 | June 30, 2000 | July 17, 2000 | \$0.19 | \$3,436 |
| Series C Preferred Units: | | | | |
| Fourth Quarter 1999 | December 31, 1999 | January 14, 2000 | \$0.0625 | \$ 61 |
| First Quarter 2000 | March 31, 2000 | April 17, 2000 | \$0.5625 | \$ 548 |
| Second Quarter 2000 | June 30, 2000 | July 17, 2000 | \$0.5625 | \$ 548 |
| Common Units: | | | | |
| Fourth Quarter 1999 | December 31, 1999 | January 14, 2000 | \$0.19 | \$1,983 |
| First Quarter 2000 | March 31, 2000 | April 17, 2000 | \$0.19 | \$1,816 |
| Second Quarter 2000 | June 30, 2000 | July 17, 2000 | \$0.19 | \$1,784 |

</TABLE>

NOTE 11 RELATED PARTY TRANSACTIONS

MANAGEMENT

We have a contract with COMI under which COMI provides asset management, managerial, financial and legal support. Under the terms of this contract, we reimburse COMI for personnel and other overhead-related expenses. We incurred management fees and related costs under this contract of \$2,361 in the six months ended June 30, 2000 and \$1,529 in the six months ended June 30, 1999.

We have a management agreement with CRM under which CRM provides property management services to our properties. Under the terms of this arrangement, CRM is entitled to a fee equal to 3% of revenue from tenant billings. CRM is also entitled to reimbursement for direct labor and out-of-pocket costs. We incurred property management fees and related costs with CRM of \$2,642 in the six months ended June 30, 2000 and \$1,831 in the six months ended June 30, 1999.

We had a management agreement with Glacier Realty LLC, a company that was partially owned by one of our former Trustees. We incurred fees under this agreement of \$63 in the six months ended June 30, 1999.

We also had a management agreement with a company for which one of our Trustees serves on the Board of Directors. We incurred management fees and related costs under this contract of \$41 in the six months ended June 30, 1999.

12

CONSTRUCTION COSTS

We have a contract with CDS under which CDS provides construction and development services. Under the terms of this contract, we reimburse CDS for these services based on actual time incurred at market rates. We incurred \$858 in the six months ended June 30, 2000 and \$570 in the six months ended June 30, 1999 a substantial portion of which was capitalized into the cost of the related activities.

COMMON SHARE GRANTS

The Service Companies paid us \$119 for the value of Common Shares granted to one of its employees in the six months ended June 30, 2000.

RENTAL REVENUE

We recognized revenue on office space leased to COMI and CRM of \$269 in the six months ended June 30, 2000 and \$206 in the six months ended June 30, 1999. We recognized revenue on office space leased to Constellation Real Estate, Inc. ("Constellation"), owner of 38% of our Common Shares and 100% of our Series A Preferred Shares at June 30, 2000, of \$481 in the six months ended June 30, 2000 and \$462 in the six months ended June 30, 1999. We recognized revenue on office space leased to a company for which one of our Trustees serves on the Board of Directors of \$45 in the six months ended June 30, 2000.

INTEREST INCOME

We earned interest income on notes receivable from the Service Companies of \$105 in the six months ended June 30, 2000 and \$144 in the six months ended June 30, 1999.

CONSTRUCTION FEES

The Service Companies earned construction management fees from an entity owned by an officer and Trustee of ours of \$58 in the six months ended June 30, 1999.

LEASING COMMISSION

The Service Companies earned a leasing commission from an entity owned by an officer and Trustee of ours of \$117 in the six months ended June 30, 1999.

FEES EARNED FROM CONSTELLATION AND BGE

The Service Companies earned fees from a project consulting and management agreement with Constellation of \$150 in the six months ended June 30, 2000 and \$750 in the six months ended June 30, 1999. The Service Companies also earned fees and expense reimbursements under a property management agreement with Baltimore Gas and Electric Company, an affiliate of Constellation, of \$38 in the six months ended June 30, 2000 and \$242 in the six months ended June 30, 1999.

UTILITIES EXPENSE

Baltimore Gas and Electric Company provided utility services to most of our properties in the Baltimore/Washington Corridor.

ACQUISITIONS

During the six months ended June 30, 2000, we acquired two parcels of land from Constellation for \$3,386.

NOTE 12 SUPPLEMENTAL INFORMATION TO STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

| | For the six months ended June 30, | |
|--|--------------------------------------|-----------|
| | 2000 | 1999 |
| | ----- | ----- |
| <S> | <C> | <C> |
| Supplemental schedule of non-cash investing and financing activities: | | |
| Debt repaid in connection with sales of rental properties | \$ 2,432 | \$ 20,928 |
| | ----- | ----- |
| Debt assumed in connection with acquisitions | \$ 3,078 | \$ 5,097 |
| | ----- | ----- |
| Increase in accrued capital improvements | \$ 2,902 | \$ 765 |
| | ----- | ----- |
| Dividends/distributions payable | \$ 6,757 | \$ 4,792 |
| | ----- | ----- |
| Increase in minority interests resulting from issuance of Common Units in connection with Glacier Transaction | \$ -- | \$ 1,487 |
| | ----- | ----- |
| Adjustments to minority interests resulting from changes in ownership of Operating Partnership by COPT | \$ (458) | \$ (128) |
| | ----- | ----- |
| Decrease in minority interests and increase in shareholders' equity in connection with conversion of Common Units into Common Shares | \$ 8,527 | \$ -- |
| | ----- | ----- |
| Increase in minority interests resulting from issuance of Common Units in connection with property acquisitions | \$ -- | \$ 3,431 |
| | ----- | ----- |

</TABLE>

NOTE 13 INFORMATION BY BUSINESS SEGMENT

We have five segments: Baltimore/Washington Corridor office, Greater Philadelphia office, Northern/Central New Jersey office, Greater Harrisburg office and retail. Our office properties represent our core-business. We manage our retail properties as a single segment since they are considered outside of our core-business.

The table below reports segment financial information. Our retail segment is not separately reported since it does not meet the reporting thresholds. We measure the performance of our segments based on total revenues less property operating expenses. Accordingly, we do not report other expenses by segment in the table below.

<TABLE>
<CAPTION>

| Baltimore/ Washington Corridor Office | Greater Philadelphia Office | Northern/ Central New Jersey Office | Greater Harrisburg Office | Other | Total |
|--|-----------------------------------|--|---------------------------------|-------|-------|
| ----- | | | | | |
| | | | | | |

| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
|--|-----------|-----------|-----------|-----------|-----------|-----------|
| Three months ended June 30, 2000: | | | | | | |
| Revenues | \$ 16,297 | \$ 2,507 | \$ 4,968 | \$ 2,275 | \$ 370 | \$ 26,417 |
| Property operating expenses | 4,768 | 25 | 1,954 | 630 | 60 | 7,437 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Income from operations | \$ 11,529 | \$ 2,482 | \$ 3,014 | \$ 1,645 | \$ 310 | \$ 18,980 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Commercial real estate property expenditures | \$ 23,167 | \$ 77 | \$ 2,480 | \$ 380 | \$ 36 | \$ 26,140 |
| | ===== | ===== | ===== | ===== | ===== | ===== |
| Three months ended June 30, 1999: | | | | | | |
| Revenues | \$ 11,420 | \$ 2,507 | \$ 4,067 | \$ 795 | \$ 753 | \$ 19,542 |
| Property operating expenses | 3,461 | 21 | 1,545 | 245 | 113 | 5,385 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Income from operations | \$ 7,959 | \$ 2,486 | \$ 2,522 | \$ 550 | \$ 640 | \$ 14,157 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Commercial real estate property expenditures | \$ 45,466 | \$-- | \$ 7,163 | \$ 51 | \$ 30 | \$ 52,710 |
| | ===== | ===== | ===== | ===== | ===== | ===== |
| Six months ended June 30, 2000: | | | | | | |
| Revenues | \$ 32,127 | \$ 5,013 | \$ 9,674 | \$ 4,670 | \$ 794 | \$ 52,278 |
| Property operating expenses | 9,917 | 54 | 3,740 | 1,213 | 121 | 15,045 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Income from operations | \$ 22,210 | \$ 4,959 | \$ 5,934 | \$ 3,457 | \$ 673 | \$ 37,233 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Commercial real estate property expenditures | \$ 36,260 | \$ 77 | \$ 5,149 | \$ 726 | \$ 76 | \$ 42,288 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Segment assets at June 30, 2000 | \$445,188 | \$106,846 | \$116,695 | \$ 71,415 | \$ 20,090 | \$760,234 |
| | ===== | ===== | ===== | ===== | ===== | ===== |
| Six months ended June 30, 1999: | | | | | | |
| Revenues | \$ 21,734 | \$ 5,013 | \$ 8,163 | \$ 1,522 | \$ 1,633 | \$ 38,065 |
| Property operating expenses | 6,527 | 44 | 3,047 | 487 | 283 | 10,388 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Income from operations | \$ 15,207 | \$ 4,969 | \$ 5,116 | \$ 1,035 | \$ 1,350 | \$ 27,677 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Commercial real estate property expenditures | \$ 58,300 | \$-- | \$ 7,943 | \$ 133 | \$ 287 | \$ 66,663 |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Segment assets at June 30, 1999 | \$320,796 | \$108,242 | \$105,178 | \$ 23,754 | \$ 25,423 | \$583,393 |
| | ===== | ===== | ===== | ===== | ===== | ===== |

</TABLE>

15

The following table reconciles our income from operations for reportable segments to income before extraordinary item as reported in our Consolidated Statements of Operations.

<TABLE>
<CAPTION>

| <S> | Three Months Ended June 30, Six Months Ended June 30, | | | |
|--|---|-----------|-----------|-----------|
| | 2000 | 1999 | 2000 | 1999 |
| | ---- | ---- | ---- | ---- |
| Income from operations for reportable segments | \$ 18,980 | \$ 14,157 | \$ 37,233 | \$ 27,677 |
| Add: | | | | |
| Equity in (loss) income of Service Companies | (48) | 145 | (1) | 326 |
| Gain on sales of rental properties | 57 | 154 | 57 | 1,140 |
| Less: | | | | |
| General and administrative | (1,160) | (796) | (2,508) | (1,685) |
| Interest | (7,404) | (5,226) | (14,338) | (10,419) |
| Amortization of deferred financing costs | (311) | (322) | (617) | (547) |
| Depreciation and other amortization | (4,307) | (2,887) | (8,180) | (5,679) |
| Minority interests | (2,053) | (1,523) | (4,242) | (2,872) |
| | ----- | ----- | ----- | ----- |
| Income before extraordinary item | \$ 3,754 | \$ 3,702 | \$ 7,404 | \$ 7,941 |
| | ===== | ===== | ===== | ===== |

</TABLE>

We did not allocate gain on sales of rental properties, interest expense, amortization of deferred financing costs and depreciation and other amortization to segments since they are not included in the measure of segment profit reviewed by management. We also did not allocate equity in (loss) income of Service Companies, general and administrative and minority interests since these items represent general corporate items not attributable to segments.

NOTE 14 COMMITMENTS AND CONTINGENCIES

In the normal course of business, we are involved in legal actions arising

from our ownership and administration of properties. In management's opinion, any liabilities that may result are not expected to have a materially adverse effect on our financial position, operations or liquidity. We are subject to various federal, state and local environmental regulations related to our property ownership and operation. We have performed environment assessments of our properties the results of which have not revealed any environmental liability that we believe would have a materially adverse effect on our financial position, operations or liquidity.

We are under two contracts to purchase parcels of land that are contiguous to certain of our existing operating properties. The purchase price for one parcel is \$3,945. The purchase price for the other parcel will be determined based upon the square footage of the area contained in the building to be constructed on the land.

NOTE 15 PRO FORMA FINANCIAL INFORMATION (UNAUDITED)

We accounted for our 1999 and 2000 acquisitions using the purchase method of accounting. We included the results of operations for the acquisitions in our Consolidated Statements of Operations from their respective purchase dates through June 30, 2000.

16

We prepared the pro forma condensed consolidated financial information presented below as if all of our 1999 and 2000 acquisitions and dispositions had occurred on January 1, 1999. Accordingly, we were required to make pro forma adjustments where deemed necessary. The pro forma financial information is unaudited and is not necessarily indicative of the results which actually would have occurred if these acquisitions had occurred on January 1, 1999, nor does it intend to represent our results of operations for future periods.

<TABLE>
<CAPTION>

| | Six months ended June 30, | |
|---|---------------------------|-----------|
| | 2000 | 1999 |
| | ----- | ----- |
| <S> | <C> | <C> |
| Pro forma total revenues | \$ 52,494 | \$ 46,918 |
| | ----- | ----- |
| Pro forma net income available to Common Shareholders | \$ 5,105 | \$ 6,528 |
| | ----- | ----- |
| Pro forma earnings per Common Share | | |
| Basic | \$ 0.29 | \$ 0.39 |
| | ----- | ----- |
| Diluted | \$ 0.28 | \$ 0.33 |
| | ===== | ===== |

</TABLE>

17

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

In this section, we discuss our financial condition and results of operations for the three months and six months ended June 30, 2000. This section includes discussions on:

- - why various components of our Consolidated Statements of Operations changed for the three and six months ended June 30, 2000 compared to the same periods in 1999,
- - what our primary sources and uses of cash were in the six months ended June 30, 2000,
- - how we raised cash for acquisitions and other capital expenditures during the six months ended June 30, 2000,
- - how we intend to generate cash for future capital expenditures, and
- - the computation of our funds from operations.

You should refer to our consolidated financial statements and accompanying notes and operating data variance analysis set forth below as you read this section.

This section contains "forward-looking" statements, as defined in the Private Securities Litigation Reform Act of 1995 that are based on our current expectations, estimates and projections about future events and financial trends affecting the financial condition of our business. Statements that are not

historical facts, including statements about our beliefs and expectations, are forward-looking statements. These statements are not guarantees of future performance, events or results and involve potential risks and uncertainties. Accordingly, actual results may differ materially. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Important facts that may affect these expectations, estimates or projections include, but are not limited to: our ability to borrow on favorable terms; general economic and business conditions, which will, among other things, affect office property demand and rents, tenant creditworthiness and financing availability; interest rates; adverse changes in the real estate markets including, among other things, competition with other companies; risks of real estate acquisition and development; governmental actions and initiatives and environmental requirements.

18

CORPORATE OFFICE PROPERTIES TRUST
OPERATING DATA VARIANCE ANALYSIS

(DOLLARS FOR THIS TABLE ARE IN THOUSANDS, EXCEPT PER SHARE DATA)

<TABLE>
<CAPTION>

| June 30, ----- | Three Months Ended June 30, | | | | Six Months Ended | |
|---|-----------------------------|-----------|----------|----------|------------------|-----------|
| | 2000 | 1999 | Variance | % Change | 2000 | 1999 |
| Variance % Change | ---- | ---- | ----- | ----- | ---- | ---- |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| Revenues | | | | | | |
| Rental revenue | \$ 23,154 | \$ 17,043 | \$ 6,111 | 36% | \$ 45,060 | \$ 33,408 |
| 11,652 35% | | | | | | |
| Tenant recoveries and other revenue | 3,263 | 2,499 | 764 | 31% | 7,218 | 4,657 |
| 2,561 55% | | | | | | |
| ----- | | | | | | |
| Total revenues | 26,417 | 19,542 | 6,875 | 35% | 52,278 | 38,065 |
| 14,213 37% | | | | | | |
| ----- | | | | | | |
| Expenses | | | | | | |
| Property operating | 7,437 | 5,385 | 2,052 | 38% | 15,045 | 10,388 |
| 4,657 45% | | | | | | |
| General and administrative | 1,160 | 796 | 364 | 46% | 2,508 | 1,685 |
| 823 49% | | | | | | |
| Interest and amortization of deferred financing costs | 7,715 | 5,548 | 2,167 | 39% | 14,955 | 10,966 |
| 3,989 36% | | | | | | |
| Depreciation and other amortization | 4,307 | 2,887 | 1,420 | 49% | 8,180 | 5,679 |
| 2,501 44% | | | | | | |
| ----- | | | | | | |
| Total expenses | 20,619 | 14,616 | 6,003 | 41% | 40,688 | 28,718 |
| 11,970 42% | | | | | | |
| ----- | | | | | | |
| Income before equity in (loss) income of Service Companies, gain on sales of rental properties, minority interests and extraordinary item | 5,798 | 4,926 | 872 | 18% | 11,590 | 9,347 |
| 2,243 24% | | | | | | |
| Equity in (loss) income of Service Companies | (48) | 145 | (193) | (133%) | (1) | 326 |
| (327) (100%) | | | | | | |
| Gain on sales of rental properties | 57 | 154 | (97) | (63%) | 57 | 1,140 |
| (1,083) (95%) | | | | | | |
| ----- | | | | | | |
| Income before minority interests and extraordinary item | 5,807 | 5,225 | 582 | 11% | 11,646 | 10,813 |
| 833 8% | | | | | | |
| Minority interests | (2,053) | (1,523) | (530) | 35% | (4,242) | (2,872) |
| (1,370) 48% | | | | | | |
| Extraordinary item-loss on early retirement of debt | (42) | (144) | 102 | (71%) | (42) | (838) |
| 796 (95%) | | | | | | |
| ----- | | | | | | |

| | | | | | | | |
|---|----------|----------|-----------|-------|---------|----------|----|
| Net income | 3,712 | 3,558 | 154 | 4% | 7,362 | 7,103 | |
| 259 4% | | | | | | | |
| Preferred Share dividends (1,563) 231% | (1,119) | (338) | (781) | 231% | (2,239) | (676) | |
| | ----- | ----- | ----- | | ----- | ----- | |
| Net income available to Common at Shareholders (1,304) (20%) | \$ 2,593 | \$ 3,220 | (627) | (19%) | 5,123 | \$ 6,427 | \$ |
| | ===== | ===== | ===== | | ===== | ===== | |
| Basic earnings per Common Share | | | | | | | |
| Income before extraordinary item (0.14) (33%) | \$ 0.15 | \$ 0.20 | \$ (0.05) | (25%) | \$ 0.29 | \$ 0.43 | \$ |
| Net income \$ (0.09) (24%) | \$ 0.14 | \$ 0.19 | \$ (0.05) | (26%) | \$ 0.29 | \$ 0.38 | |
| Diluted earnings per Common Share | | | | | | | |
| Income before extraordinary item (0.09) (24%) | \$ 0.14 | \$ 0.17 | \$ (0.03) | (18%) | \$ 0.28 | \$ 0.37 | \$ |
| Net income \$ (0.05) (15%) | \$ 0.14 | \$ 0.17 | \$ (0.03) | (18%) | \$ 0.28 | \$ 0.33 | |

</TABLE>

19

COMPARISON OF THE THREE MONTHS ENDED JUNE 30, 2000 AND 1999

Our total revenues increased \$6.9 million or 35%, of which \$6.1 million was generated by rental revenue and \$764,000 by tenant recoveries and other revenue. Included in this change is the following:

- - \$6.1 million increase attributable to 28 properties acquired and five newly-constructed properties placed in service since April 1, 1999.
- - \$1.1 million increase attributable to 47 office properties owned throughout both reporting periods due mostly to increases in rental rates on renewed space, additional lease termination revenue and steady occupancy.
- - \$212,000 decrease attributable to properties sold since April 1, 1999.

Our total expenses increased \$6.0 million or 41% due to the effects of the increases in property operating, interest expense and amortization of deferred financing costs, depreciation and other amortization and general and administrative expenses described below.

Our property operating expenses increased \$2.1 million or 38%. Included in this change is the following:

- - \$1.7 million increase attributable to 28 properties acquired and five newly-constructed properties placed in service since April 1, 1999.
- - \$411,000 increase attributable to 47 office properties owned throughout both reporting periods.
- - \$16,000 decrease attributable to properties sold since April 1, 1999.

Our interest expense and amortization of deferred financing costs increased \$2.2 million or 39% due mostly to a 38% increase in our average outstanding debt balance resulting from our 1999 and 2000 acquisitions and construction activity. Our depreciation and other amortization expense increased \$1.4 million or 49%, \$947,000 of which is attributable to 28 properties acquired and five newly-constructed properties placed in service since April 1, 1999. Our general and administrative expenses increased \$364,000 or 46%, \$164,000 of which is attributable to Common Shares subject to forfeiture restrictions issued to certain of our officers.

Our income before minority interests and extraordinary item also includes a \$97,000 decrease in gain realized on the sales of rental properties and a \$193,000 decrease in our equity in the income of the Service Companies.

As a result of the above factors, income before minority interests and extraordinary item increased by \$582,000 or 11%. The amounts reported for minority interests on our Consolidated Statements of Operations represent primarily the portion of the Operating Partnership's net income not allocated to us. Our income allocation to minority interests increased \$530,000 or 35% due to the increase in the Operating Partnership's net income combined with a higher percentage ownership by minority interests during the current period.

The factors discussed above combined with a \$102,000 decrease in extraordinary losses collectively resulted in a \$154,000 increase in net income. There was a \$781,000 increase in Preferred Share dividends resulting from the Series B Preferred Share issuance in July 1999. As a result of all of the above, net income available to Common Shareholders decreased \$627,000 or 19%.

COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2000 AND 1999

Our total revenues increased \$14.2 million or 37%, of which \$11.7 million was generated by rental revenue and \$2.5 million by tenant recoveries and other revenue. Included in this change is the following:

- - \$12.9 million increase attributable to 29 properties acquired and five newly-constructed properties placed in service since January 1, 1999.

20

- - \$2.1 million increase attributable to 46 office properties owned throughout both reporting periods due mostly to increases in rental rates on renewed space, additional lease termination revenue and steady occupancy.
- - \$753,000 decrease attributable to properties sold since January 1, 1999.

Our total expenses increased \$12.0 million or 42% due to the effects of the increases in property operating, interest expense and amortization of deferred financing costs, depreciation and other amortization and general and administrative expenses described below.

Our property operating expenses increased \$4.7 million or 45%. Included in this change is the following:

- - \$3.6 million increase attributable to 29 properties acquired and five newly-constructed properties placed in service since January 1, 1999.
- - \$1.1 million increase attributable to 46 office properties owned throughout both reporting periods, \$540,000 of which is due to increased snow removal costs.
- - \$153,000 decrease attributable to properties sold since January 1, 1999.

Our interest expense and amortization of deferred financing costs increased \$4.0 million or 36% due mostly to a 38% increase in our average outstanding debt balance resulting from our 1999 and 2000 acquisitions and construction activity. Our depreciation and other amortization expense increased \$2.5 million or 44%, \$1.9 million of which is attributable to 29 properties acquired and five newly-constructed properties placed in service since January 1, 1999. Our general and administrative expenses increased \$823,000 or 49%, \$463,000 of which is attributable to Common Shares subject to forfeiture restrictions issued to certain of our officers and the lapsing of these restrictions on a number of these shares.

Our income before minority interests and extraordinary item also includes a \$1.1 million decrease in our gain realized on the sales of rental properties and a \$327,000 decrease in our equity in the income of the Service Companies.

As a result of the above factors, income before minority interests and extraordinary item increased by \$833,000 or 8%. Our income allocation to minority interests increased \$1.4 million or 48% due to the increase in the Operating Partnership's net income combined with a higher percentage ownership by minority interests during the current period.

The factors discussed above combined with a \$796,000 decrease in extraordinary losses collectively resulted in a \$259,000 increase in net income. There was a \$1.6 million increase in Preferred Share dividends resulting from the Series B Preferred Share issuance in July 1999. As a result of all of the above, net income available to Common Shareholders decreased \$1.3 million or 20%.

21

LIQUIDITY AND CAPITAL RESOURCES

CAPITALIZATION AND LIQUIDITY

Cash provided from operations represented our primary source of liquidity to fund dividends and distributions, pay debt service and fund working capital requirements. We expect to continue to meet our short-term capital needs, including all property expenses, general and administrative expenses, debt service, distribution requirements and recurring capital improvements and leasing commissions. We do not anticipate borrowing to meet these requirements.

We historically have financed our property acquisitions using a combination of borrowings secured by our properties, proceeds from the sales of properties and the equity issuances of Common and Preferred Units in our Operating Partnership and Common and Preferred Shares. We use our secured revolving credit facility with Deutsche Banc Alex. Brown (the "Revolving Credit Facility") to finance much of our investing and financing activities. We pay down our Revolving Credit Facility using proceeds from long-term borrowings collateralized by our properties as attractive financing conditions arise and

equity issuances as attractive equity market conditions arise. We also have a \$50.0 million line of credit with Prudential Securities Credit Corporation (the "Prudential Credit Facility"). Amounts available under the Revolving Credit Facility and the Prudential Credit Facility are computed based on 65% of the appraised value of properties pledged as collateral. As of August 1, 2000, the maximum amount available under our Revolving Credit Facility was \$99.4 million, of which \$8.2 million was unused. As of August 1, 2000, none of our properties were pledged as collateral for the Prudential Credit Facility and therefore no borrowings were available.

Our debt strategy favors long-term, fixed-rate, secured debt over variable-rate debt to minimize the risk of short-term increases in interest rates. As of June 30, 2000, 64% of our mortgage and other loans payable balance carried fixed interest rates.

22

Mortgage and other loans payable at June 30, 2000 consisted of the following (dollars in thousands):

<TABLE>

| <S> | <C> |
|--|------------|
| Deutsche Bank Alex. Brown, Term Credit Facility, 7.50%, maturing October 2000 (1) | \$ 100,000 |
| Deutsche Bank Alex. Brown, Revolving Credit Facility, LIBOR + 1.75%, maturing May 2001 | 84,685 |
| Teachers Insurance and Annuity Association of America, 6.89%, maturing November 2008 | 82,885 |
| Teachers Insurance and Annuity Association of America, 7.72%, maturing October 2006 | 59,460 |
| Mutual of New York Life Insurance Company, 7.79%, maturing August 2004 | 27,566 |
| Bank of America, LIBOR + 1.75%, maturing December 2000 | 16,624 |
| Allfirst Bank, LIBOR + 1.75%, maturing May 2002 | 12,144 |
| Provident Bank of Maryland, LIBOR + 1.75%, maturing February 2001 (2) | 9,779 |
| Allfirst Bank, LIBOR + 1.6%, maturing February 2001(3) | 8,494 |
| Allfirst Bank, LIBOR + 1.75%, maturing October 2001 (4) | 8,388 |
| Aegon USA Realty Advisors, Inc., 8.29%, maturing May 2007 | 6,132 |
| Bank of Maryland, LIBOR + 1.75%, maturing October 2001 (5) | 5,242 |
| Mellon Bank, yield on 5-year Treasury Securities + 2%, maturing August 2005 (6) | 4,199 |
| Bank of America, LIBOR + 1.75%, maturing March 2002 (7) | 3,738 |
| Provident Bank of Maryland, LIBOR + 1.75%, maturing September 2000 | 2,783 |
| Summit Bank, LIBOR + 1.75%, maturing February 2001 (8) | 2,610 |
| Seller loan, 8.0%, maturing May 2007 | 1,532 |
| Allfirst Bank, LIBOR + 1.75%, maturing May 2002 (9) | 418 |
| | ----- |
| | \$ 436,679 |
| | ===== |

</TABLE>

- (1) May be extended for two one-year periods, subject to certain conditions. The interest rate on this loan will be LIBOR + 1.75% beginning October 13, 2000.
- (2) Construction loan with a total commitment of \$10,875. Loan may be extended for a one-year period, subject to certain conditions.
- (3) Construction loan with a total commitment of \$9,825. Loan may be extended for a one-year period, subject to certain conditions.
- (4) Construction loan with a total commitment of \$12,375. Loan may be extended for a one-year period, subject to certain conditions.
- (5) Construction loan with a total commitment of \$7,400. Loan may be extended for a one-year period, subject to certain conditions.
- (6) Construction loan with a total commitment of \$4,549.
- (7) Construction loan with a total commitment of \$13,440. Loan may be extended for a one-year period, subject to certain conditions.
- (8) Construction loan with a total commitment of \$6,900. Loan may be extended for a two-year period, subject to certain conditions.
- (9) Construction loan with a total commitment of \$9,325.

We expect to meet our long-term capital needs through a combination of cash from operations, additional borrowings from existing credit facilities and new loans and additional equity issuances of Common Shares, Preferred Shares, Common Units and/or Preferred Units.

As of June 30, 2000, we had \$121.0 million in mortgage and other loans payable maturing in 2000 which includes a \$100.0 million loan maturing in October that may be extended for two one-year periods, subject to certain conditions. We expect to extend this loan for a one-year period and as of June 30, 2000 are in compliance with the necessary conditions. We expect to repay the remaining balance of the 2000 loan maturities through a combination of borrowings from existing credit facilities and new loans and cash from

operations.

We are under two contracts to purchase parcels of land that are contiguous to certain of our existing operating properties. The purchase price for one parcel will be \$3.9 million. The purchase price for the other parcel will be determined based upon the square footage of the area contained in the building to be constructed on the land. We have no other contractual obligations as of June 30, 2000 for property acquisitions or material capital costs other than the completion of construction and development projects that were underway and tenant improvements and leasing costs in the ordinary course of business.

23

INVESTING AND FINANCING ACTIVITIES FOR THE SIX MONTHS ENDED JUNE 30, 2000:

During the six months ended June 30, 2000, we acquired a 74,513 square foot operating property and five parcels of land for an aggregate acquisition cost of \$15.8 million. These acquisitions were financed by:

- using \$10.0 million in proceeds under our Revolving Credit Facility,
- assuming \$3.1 million in mortgage and other loans, and
- using cash reserves for the balance.

During the six months ended June 30, 2000, we completed the construction of three office buildings totaling 243,087 square feet. Costs incurred on these buildings through June 30, 2000 totaled \$29.1 million. We have \$26.7 million in construction loan facilities for these buildings of which \$16.2 million was borrowed through June 30, 2000.

As of June 30, 2000, we had construction activities underway on four new buildings totaling 321,000 square feet that were 44% pre-leased. Estimated costs upon completion for these projects total approximately \$49.3 million. We have construction loan facilities in place totaling \$34.6 million to finance the construction of these projects. Borrowings under these facilities totaled \$4.2 million at June 30, 2000 all of which was drawn upon during the six months then ended. We also borrowed under the Revolving Credit Facility to finance these activities.

As of June 30, 2000, we also had development activities underway on four parcels of land.

During the six months ended June 30, 2000, we sold a retail property for \$3.0 million of which \$2.4 million was used to pay off a mortgage loan payable on the property. Net proceeds from this sale after mortgage loan repayment, transaction costs and operating revenue and expense pro-rations totaled \$513,000 all of which was applied to working capital.

STATEMENT OF CASH FLOWS

We generated net cash flow from operating activities of \$20.4 million for the six months ended June 30, 2000, an increase of \$3.7 million from the six months ended June 30, 1999. Our increase in cash flows from operating activities is due mostly to income generated from our newly acquired and newly constructed properties. Our net cash flow used in investing activities for the six months ended June 30, 2000 increased \$13.3 million from the six months ended June 30, 1999 due mostly to a decrease of \$29.4 million in proceeds from rental property sales offset by a \$21.0 million decrease in cash outlays associated with purchases of and additions to commercial real estate properties. Our net cash flow provided by financing activities for the six months ended June 30, 2000 increased \$3.9 million from the six months ended June 30, 1999 due mostly to a \$37.6 million decrease in repayments of mortgage and other loans payable, offset by an \$28.4 million decrease in proceeds from mortgage and other loans payable.

FUNDS FROM OPERATIONS

We consider Funds from Operations ("FFO") to be meaningful to investors as a measure of the financial performance of an equity REIT when considered with the financial data presented under generally accepted accounting principles ("GAAP"). Under the National Association of Real Estate Investment Trusts' ("NAREIT") definition, FFO means net income (loss) computed using generally accepted accounting principles, excluding gains (or losses) from debt restructuring and sales of property, plus real estate-related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. Further, if the conversion of securities into Common Shares is dilutive, we exclude any GAAP income allocated to these securities in computing FFO. The FFO we present may not be comparable to the FFO of other REITs since they may interpret the current NAREIT definition of FFO differently or they may not use the current NAREIT definition of FFO. FFO is not the same as cash generated from operating activities or net income determined in accordance with GAAP. FFO is not necessarily an indication of our cash flow available to fund cash needs. Additionally, it should not be used as an alternative to net income when evaluating our financial performance or to cash flow

from operating, investing and financing when evaluating our liquidity or ability to make cash distributions or pay debt service. Our FFO for the three and six months ended June 30, 2000 and 1999 are summarized in the following table:

<TABLE>
<CAPTION>

| | (Dollars and shares for this table are in thousands) | | | |
|---|--|----------|--------------------------------------|-----------|
| | For the three months ended June 30, | | For the six months ended June 30, | |
| | 2000 | 1999 | 2000 | 1999 |
| <S> | <C> | <C> | <C> | <C> |
| Income before minority interests and extraordinary income | \$ 5,807 | \$ 5,225 | \$ 11,646 | \$ 10,813 |
| Add: Real estate related depreciation and amortization | 4,284 | 2,872 | 8,134 | 5,646 |
| Less: Preferred Unit distributions | (548) | (853) | (1,096) | (1,706) |
| Less: Preferred Share dividends | (1,119) | (338) | (2,239) | (676) |
| Less: Minority interest in other consolidated partnership | (4) | -- | (11) | -- |
| Less: Gain on sales of rental properties | (57) | (154) | (57) | (1,140) |
| Funds from operations | 8,363 | 6,752 | 16,377 | 12,937 |
| Add: Preferred Unit distributions | 548 | 853 | 1,096 | 1,706 |
| Add: Convertible Preferred Share dividends | 339 | 338 | 677 | 676 |
| Funds from operations assuming conversion of share options, Common Unit warrants, Preferred Units and Preferred Shares | 9,250 | 7,943 | 18,150 | 15,319 |
| Less: Straight line rent adjustments | (693) | (825) | (1,435) | (1,500) |
| Less: Recurring capital improvements | (923) | (478) | (1,652) | (1,147) |
| Adjusted funds from operations assuming conversion of share options, Common Unit warrants, Preferred Units and Preferred Shares | \$ 7,634 | \$ 6,640 | \$ 15,063 | \$ 12,672 |
| Weighted average Common Shares | 18,014 | 16,802 | 17,684 | 16,802 |
| Conversion of weighted average Common Units | 9,556 | 3,203 | 9,918 | 2,982 |
| Weighted average Common Shares/Units | 27,570 | 20,005 | 27,602 | 19,784 |
| Assumed conversion of share options | 181 | 9 | 119 | 9 |
| Assumed conversion of Common Unit warrants | 476 | -- | 476 | -- |
| Conversion of weighted average convertible Preferred Shares | 1,845 | 1,845 | 1,845 | 1,845 |
| Conversion of weighted average Preferred Units | 2,321 | 7,500 | 2,321 | 7,500 |
| Weighted average Common Shares/Units assuming conversion of share options, Common Unit warrants, Preferred Units and Preferred Shares | 32,393 | 29,359 | 32,363 | 29,138 |

</TABLE>

INFLATION

We have not been significantly impacted by inflation during the periods presented in this report. This is mostly because of the relatively low inflation rates in our markets. Most of our tenants are contractually obligated to pay their share of operating expenses, thereby reducing exposure to increases in such costs resulting from inflation.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks, the most predominant of which is changes in interest rates. Increases in interest rates can result in increased interest expense under our Revolving Credit Facility and our other loans payable carrying variable interest rate terms. Increases in interest rates can also result in increased interest expense when our loans payable carrying fixed interest rate terms mature and need to be refinanced.

The following table sets forth our long-term debt obligations, principal

cash flows by scheduled maturity, weighted average interest rates and estimated fair market value ("FMV") at June 30, 2000 (dollars in thousands):

<TABLE>
<CAPTION>

| FMV | For the Year Ended December 31, | | | | | | Thereafter | Total |
|-----------------------|---------------------------------|--------------|----------|----------|-----------|-----------|------------|-------|
| | 2000 (1) | 2001 (2) (3) | 2002 (4) | 2003 | 2004 | | | |
| --- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | |
| <C> | | | | | | | | |
| Long term debt: | | | | | | | | |
| Fixed rate | \$ 101,425 | \$ 3,014 | \$ 3,241 | \$ 3,488 | \$ 29,297 | \$137,110 | \$277,575 | |
| \$269,176 | | | | | | | | |
| Average interest rate | 7.37% | 7.34% | 7.35% | 7.35% | 7.36% | 7.15% | | |
| Variable rate | \$ 19,624 | \$ 119,456 | \$15,919 | \$ 43 | \$ 47 | \$ 4,015 | \$159,104 | |
| \$159,104 | | | | | | | | |
| Average interest rate | 8.41% | 8.36% | 8.14% | 7.97% | 7.97% | 7.97% | | |

</TABLE>

- (1) Includes \$100.0 million maturity in October that may be extended for two one-year terms, subject to certain conditions.
- (2) Includes \$31.9 million for four construction loan facilities maturing that may be extended for a one-year period, subject to certain conditions.
- (3) Includes \$2.6 million for a construction loan facility maturing that may be extended for a two-year period, subject to certain conditions.
- (4) Includes \$3.7 million for a construction loan facility maturing that may be extended for a one-year period, subject to certain conditions.

On May 25, 2000, we entered into an interest rate cap agreement with Bear Stearns Capital Markets, Inc. This agreement caps our one-month LIBOR base at 7.7% per annum on a notional amount of \$50.0 million through May 31, 2002. The fair market value of this agreement as of June 30, 2000 was \$84,000.

Based on our variable rate debt balances during the six months ended June 30, 2000, our interest expense would have increased \$627,000 if interest rates were 1% higher.

PART II

ITEM 1. LEGAL PROCEEDINGS

We are not currently involved in any material litigation nor, to the best of our knowledge, is any material litigation currently threatened against us (other than routine litigation arising in the ordinary course of business, substantially all of which is expected to be covered by liability insurance).

ITEM 2. CHANGES IN SECURITIES

- a. N/A
- b. N/A
- c. On June 30, 2000, 170,000 of our Common Units were converted to 170,000 Common Shares. The issuance of these Common Shares was exempt from registration under Section 4 (2) of the Securities Act of 1933, as amended.
- d. N/A

26

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

N/A

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

N/A

ITEM 5. OTHER INFORMATION

N/A

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibits:

EXHIBIT
NO.

DESCRIPTION

-
- 2.1 Agreement and Plan of Merger, dated January 31, 1998, among the Registrant, the Maryland Company and the Company (filed with the Trust's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
- 2.2 Assignment of Partnership Interests, dated April 30, 1998, between Airport Square Limited Partnership, Airport Square Corporation, Camp Meade Corporation and COPT Airport Square One LLC and COPT Airport Square Two LLC. (filed with the Company's Current Report on Form 8-K on May 14, 1998 and incorporated herein by reference).
- 2.3 Assignment of Purchase and Sale Agreement, dated April 30, 1998, between Aetna Life Insurance Company and the Operating Partnership. (filed with the Company's Current Report on Form 8-K on May 14, 1998 and incorporated herein by reference).
- 2.4 Assignment of Loan Purchase and Sale Agreement, dated April 30, 1998, between Constellation Real Estate, Inc. and the Operating Partnership. (filed with the Company's Current Report on Form 8-K on May 14, 1998 and incorporated herein by reference).
- 2.5 Purchase and Sale Agreement, dated April 1, 1998, between Aetna Life Insurance Company and Airport Square Limited Partnership (filed with the Company's Current Report on Form 8-K on May 14, 1998 and incorporated herein by reference).
- 2.6.1 Loan Purchase and Sale Agreement, dated March 13, 1998, between Aetna Life Insurance Company and Constellation Real Estate, Inc. (filed with the Company's Current Report on Form 8-K on May 14, 1998 and incorporated herein by reference).
- 2.6.2 Amendment to Loan Purchase and Sale Agreement, dated April 16, 1998, between Aetna Life Insurance Company and Constellation Real Estate, Inc. (filed with the Company's Current Report on Form 8-K on May 14, 1998 and incorporated herein by reference).
- 2.7.1 Purchase and Sale Agreement, dated March 4, 1998, between 695 Rt. 46 Realty, LLC, 710 Rt. 46 Realty, LLC and COPT Acquisitions, Inc. (filed with the Company's Current Report on Form 8-K on June 10, 1998 and incorporated herein by reference).
- 2.7.2 Letter Amendment to Purchase and Sale Agreement, dated March 26, 1998, between 695 Rt. 46 Realty, LLC, 710 Rt. 46 Realty, LLC and COPT Acquisitions, Inc. (filed with the Company's Current Report on Form 8-K on June 10, 1998 and incorporated herein by reference).
- 27
- reference).
- 2.8.1 Contribution Agreement between the Company and the Operating Partnership and certain Constellation affiliates (filed as Exhibit A of the Company's Schedule 14A Information on June 26, 1998 and incorporated herein by reference).
- 2.8.2 First Amendment to Contribution Agreement, dated July 16, 1998, between Constellation Properties, Inc. and certain entities controlled by Constellation Properties, Inc. (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).
- 2.8.3 Second Amendment to Contribution Agreement, dated September 28, 1998, between Constellation Properties, Inc. and certain entities controlled by Constellation Properties, Inc. (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).

- 2.9 Service Company Asset Contribution Agreement between the Company and the Operating Partnership and certain Constellation affiliates (filed as Exhibit B of the Company's Schedule 14A Information on June 26, 1998 and incorporated herein by reference).
- 2.10.1 Option Agreement, dated May 14, 1998, between the Operating Partnership and NBP-III, LLC (a Constellation affiliate) (filed as Exhibit C of the Company's Schedule 14A Information on June 26, 1998 and incorporated herein by reference).
- 2.10.2 First Amendment to Option Agreement, dated June 22, 1998, between the Operating Partnership and NBP-III, LLC (a Constellation affiliate) (filed as Exhibit E of the Company's Schedule 14A Information on June 26, 1998 and incorporated herein by reference).
- 2.11.1 Option Agreement, dated May 14, 1998, between the Operating Partnership and Constellation Gatespring II, LLC (a Constellation affiliate) (filed as Exhibit D of the Company's Schedule 14A Information on June 26, 1998 and incorporated herein by reference).
- 2.11.2 First Amendment to Option Agreement, dated June 22, 1998, between the Operating Partnership and Constellation Gatespring II, LLC (a Constellation affiliate) (filed as Exhibit F of the Company's Schedule 14A Information on June 26, 1998 and incorporated herein by reference).
- 2.12 Option Agreement, dated September 28, 1998, between Jolly Acres Limited Partnership, Arbitrage Land Limited Partnership and the Operating Partnership (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).
- 2.13 Right of First Refusal Agreement, dated September 28, 1998, between Constellation Properties, Inc. and the Operating Partnership (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).
- 2.14 Right of First Refusal Agreement, dated September 28, 1998, between 257 Oxon, LLC and the Operating Partnership (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).

- 2.15 Contribution Agreement, dated September 30, 1998, between COPT Acquisitions, Inc. and M.O.R. XXIX Associates Limited Partnership (filed with the Company's Current Report on Form 8-K on October 28, 1998 and incorporated herein by reference).
- 2.16 Purchase and Sale Agreement, dated September 30, 1998, between New England Life Pension Properties II: A Real Estate Limited Partnership and COPT Acquisitions, Inc. (filed with the Company's Current Report on Form 8-K on October 28, 1998 and incorporated herein by reference).
- 2.17.1 Sale-Purchase Agreement, dated August 20, 1998 between South Middlesex Industrial Park Associates, L.P. and SM Monroe Associates and COPT Acquisitions, Inc. (filed with the Company's Current Report on Form 8-K on October 28, 1998 and incorporated herein by reference).
- 2.17.2 First Amendment to Sale-Purchase Agreement, dated October 30, 1998, between South Middlesex Industrial Park Associates, L.P. and SM Monroe Associates, L.P. and COPT Acquisitions, Inc. (filed with the Company's Current Report on Form 8-K on November 16, 1998 and incorporated herein by reference).
- 2.18 Contribution Agreement, dated December 31, 1998, between the Operating Partnership and M.O.R. 44 Gateway Associates L.P., RA & DM, Inc. and M.R.U. L.P. (filed with the Company's Current Report on Form 8-K on January 14, 1999 and incorporated herein by reference).
- 2.19.1 Purchase and Sale Agreement, dated December 31, 1998, between Metropolitan Life Insurance Company and Corporate Office Acquisitions, Inc. (filed with the Company's Current Report on Form 8-K on January 14, 1999 and

incorporated herein by reference).

- 2.19.2 Amendment to Purchase and Sale Agreement, dated December 31, 1998, between Metropolitan Life Insurance Company, DPA/Gateway L.P., Corporate Office Acquisitions, Inc., COPT Gateway, LLC and the Operating Partnership (filed with the Company's Current Report on Form 8-K on January 14, 1999 and incorporated herein by reference).
- 2.20 Contribution Agreement, dated February 24, 1999, between the Operating Partnership and John Parsinen, John D. Parsinen, Jr., Enterprise Nautical, Inc. and Vernon Beck (filed with the Company's Quarterly Report on Form 10-Q on May 14, 1999 and incorporated herein by reference).
- 2.21 Agreement to Sell Partnership Interests, dated August 12, 1999, between Gateway Shannon Development Corporation, Clay W. Hamlin, III and COPT Acquisitions, Inc. (filed with the Company's Quarterly Report on Form 10-Q on November 8, 1999 and incorporated herein by reference).
- 2.22 Agreement of Purchase and Sale, dated July 21, 1999, between First Industrial Financing Partnership, L.P. and COPT Acquisitions, Inc. (filed with the Company's Quarterly Report on Form 10-Q on November 8, 1999 and incorporated herein by reference).
- 2.23 Contribution Agreement, dated December 21, 1999, between United Properties Group, Incorporated and COPT Acquisitions, Inc. (filed with the Company's Annual Report on

29

Form 10-K on March 16, 2000 and incorporated herein by reference).

- 3.1 Amended and Restated Declaration of Trust of Registrant (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
- 3.2 By laws of Registrant (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
- 4.1 Form of certificate for the Registrant's Common Shares of Beneficial Interest, \$0.01 par value per share (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
- 4.2 Amended and Restated Registration Rights Agreement, dated March 16, 1998, for the benefit of certain shareholders of the Company (filed with the Company's Quarterly Report on Form 10-Q on August 12, 1998 and incorporated herein by reference).
- 4.3 Articles Supplementary of Corporate Office Properties Trust Series A Convertible Preferred Shares, dated September 28, 1998 (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).
- 4.4.1 Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 7, 1999 (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 4.4.2 First Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 21, 1999 (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 4.5 Articles Supplementary of Corporate Office Properties Trust Series B Convertible Preferred Shares, dated July 2, 1999 (filed with the Company's Current Report on Form 8-K on July 7, 1999 and incorporated herein by reference).
- 10.1 Employment Agreement, dated December 16, 1999, between Corporate Office Management, Inc., COPT and Clay W. Hamlin, III (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).

- 10.2 Employment Agreement, dated December 16, 1999, between Corporate Office Management, Inc., COPT and Randall M. Griffin (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.3 Employment Agreement, dated December 16, 1999, between Corporate Office Management, Inc., COPT and Roger A. Waesche, Jr. (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.4 Employment Agreement, dated December 16, 1999, between Corporate Development Services, LLC, COPT and Dwight Taylor (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.5 Employment Agreement, dated December 16, 1999, between Corporate Realty Management, LLC, COPT and Michael D. Kaiser (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 30
- 10.6 Restricted Share Agreement, dated December 16, 1999, between Corporate Office Properties Trust and Randall M. Griffin (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.7 Restricted Share Agreement, dated December 16, 1999, between Corporate Office Properties Trust and Roger A. Waesche, Jr (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.8 Restricted Share Agreement, dated December 16, 1999, between Corporate Office Properties Trust and Dwight Taylor (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.9 Restricted Share Agreement, dated December 16, 1999, between Corporate Office Properties Trust and Michael D. Kaiser (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.10 Management agreement between Registrant and Glacier Realty, LLC (filed with the Company's Current Report on Form 8-K on October 29, 1997, and incorporated herein by reference).
- 10.11 Senior Secured Credit Agreement, dated October 13, 1997, (filed with the Company's Current Report on Form 8-K on October 29, 1997, and incorporated herein by reference).
- 10.12.1 Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
- 10.12.2 Amendment No. 1 to Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed with the Company's Quarterly Report on Form 10-Q on August 13, 1999 and incorporated herein by reference).
- 10.13 Stock Option Plan for Directors (filed with Royale Investments, Inc.'s Form 10-KSB for the year ended December 31, 1993 (Commission File No. 0-20047) and incorporated herein by reference).
- 10.14 Lease Agreement between Blue Bell Investment Company, L.P. and Unisys Corporation dated March 12, 1997 with respect to lot A (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
- 10.15 Lease Agreement between Blue Bell Investment Company, L.P. and Unisys Corporation, dated March 12, 1997, with respect to lot B (filed with the Registrant's Registration

Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).

- 10.16 Lease Agreement between Blue Bell Investment Company, L.P. and Unisys Corporation, dated March 12, 1997, with respect to lot C (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).

31

- 10.17 Senior Secured Revolving Credit Agreement, dated May 28, 1998, between the Company, the Operating Partnership, Any Mortgaged Property Subsidiary and Bankers Trust Company (filed with the Company's Current Report on Form 8-K on June 10, 1998 and incorporated herein by reference).
- 10.18 Consulting Services Agreement, dated April 28, 1998, between the Company and Net Lease Finance Corp., doing business as Corporate Office Services (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).
- 10.19 Project Consulting and Management Agreement, dated September 28, 1998, between Constellation Properties, Inc. and COMI (filed with the Company's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).
- 10.20 Promissory Note, dated October 22, 1998, between Teachers Insurance and Annuity Association of America and the Operating Partnership (filed with the Company's Quarterly Report on Form 10-Q on November 13, 1998 and incorporated herein by reference).
- 10.21 Indemnity Deed of Trust, Assignment of Leases and Rents and Security Agreement, dated October 22, 1998, by affiliates of the Operating Partnership for the benefit of Teachers Insurance and Annuity Association of America (filed with the Company's Quarterly Report on Form 10-Q on November 13, 1998 and incorporated herein by reference).
- 10.22 Agreement for Services, dated September 28, 1998, between the Company and Corporate Office Management, Inc. (filed with the Company's Annual Report on Form 10-K on March 30, 1999 and incorporated herein by reference).
- 10.23.1 Lease Agreement, dated September 28, 1998, between St. Barnabas Limited Partnership and Constellation Properties, Inc. (filed with the Company's Annual Report on Form 10-K on March 30, 1999 and incorporated herein by reference).
- 10.23.2 First Amendment to Lease, dated December 31, 1998, between St. Barnabas, LLC and Constellation Properties, Inc. (filed with the Company's Annual Report on Form 10-K on March 30, 1999 and incorporated herein by reference).
- 10.24.1 Lease Agreement, dated August 3, 1998, between Constellation Real Estate, Inc. and Constellation Properties, Inc. (filed with the Company's Annual Report on Form 10-K on March 30, 1999 and incorporated herein by reference).
- 10.24.2 First Amendment to Lease, dated December 30, 1998, between Three Centre Park, LLC and Constellation Properties, Inc. (filed with the Company's Annual Report on Form 10-K on March 30, 1999 and incorporated herein by reference).
- 10.25 Underwriting Agreement, dated June 29, 1999, between Corporate Office Properties Trust and the underwriters of the Series B Preferred Shares (filed with the Company's Current Report on Form 8-K on July 7, 1999 and incorporated herein by reference).
- 10.26 Contribution Rights Agreement, dated June 23, 1999, between the Operating Partnership and United Properties Group, Incorporated (filed with the Company's Quarterly Report on Form 10-Q on August 13, 1999 and incorporated herein by reference).

32

- 10.27 Promissory Note, dated September 30, 1999, between

Teachers Insurance and Annuity Association of America and the Operating Partnership (filed with the Company's Quarterly Report on Form 10-Q on November 8, 1999 and incorporated herein by reference).

- 10.28 Indemnity Deed of Trust, Assignment of Leases and Rents and Security Agreement, dated September 30, 1999, by affiliates of the Operating Partnership for the benefit of Teachers Insurance and Annuity Association of America (filed with the Company's Quarterly Report on Form 10-Q on November 8, 1999 and incorporated herein by reference).
- 10.29 Revolving Credit Agreement, dated December 29, 1999, between Corporate Office Properties, L.P. and Prudential Securities Credit Corp. (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.30 Option agreement, dated March 1998, between Corporate Office Properties, L.P. and Blue Bell Land, L.P. (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 10.31 Option agreement, dated March 1998, between Corporate Office Properties, L.P. and Comcourt Land, L.P. (filed with the Company's Annual Report on Form 10-K on March 16, 2000 and incorporated herein by reference).
- 27 Financial Data Schedule.

c. Reports on Form 8-K

None.

SIGNATURES

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

CORPORATE OFFICE PROPERTIES TRUST

Date: August 4, 2000 By: /s/ RANDALL M. GRIFFIN

Randall M. Griffin
President and Chief Operating Officer

Date: August 4, 2000 By: /s/ ROGER A. WAESCHE, JR.

Roger A. Waesche, Jr.
Senior Vice President and Chief Financial
Officer

<TABLE> <S> <C>

<ARTICLE> 5
<MULTIPLIER> 1,000

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|------------------------------|-------------|
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| <FISCAL-YEAR-END> | DEC-31-2000 |
| <PERIOD-START> | JAN-01-2000 |
| <PERIOD-END> | JUN-30-2000 |
| <CASH> | 630 |
| <SECURITIES> | 0 |
| <RECEIVABLES> | 3,386 |
| <ALLOWANCES> | 0 |
| <INVENTORY> | 0 |
| <CURRENT-ASSETS> | 0 |
| <PP&E> | 753,710 |
| <DEPRECIATION> | 25,650 |
| <TOTAL-ASSETS> | 760,234 |
| <CURRENT-LIABILITIES> | 0 |
| <BONDS> | 436,679 |
| <PREFERRED-MANDATORY> | 0 |
| <PREFERRED> | 22 |
| <COMMON> | 187 |
| <OTHER-SE> | 197,871 |
| <TOTAL-LIABILITY-AND-EQUITY> | 0 |
| <SALES> | 0 |
| <TOTAL-REVENUES> | 52,278 |
| <CGS> | 0 |
| <TOTAL-COSTS> | 23,225 |
| <OTHER-EXPENSES> | 2,508 |
| <LOSS-PROVISION> | 0 |
| <INTEREST-EXPENSE> | 14,955 |
| <INCOME-PRETAX> | 0 |
| <INCOME-TAX> | 0 |
| <INCOME-CONTINUING> | 0 |
| <DISCONTINUED> | 0 |
| <EXTRAORDINARY> | (42) |
| <CHANGES> | 0 |
| <NET-INCOME> | 7,362 |
| <EPS-BASIC> | 0.29 |
| <EPS-DILUTED> | 0.28 |

</TABLE>