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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q**

(Mark one)

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

For the quarterly period ended **June 30, 2010**

or

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

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

Commission file number **1-14023**

**Corporate Office Properties Trust**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**23-2947217**

(IRS Employer  
Identification No.)

**6711 Columbia Gateway Drive, Suite 300, Columbia, MD**

(Address of principal executive offices)

**21046**

(Zip Code)

Registrant's telephone number, including area code: **(443) 285-5400**

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

As of July 20, 2010, 59,287,048 of the Company's Common Shares of Beneficial Interest, \$0.01 par value, were issued and outstanding.

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**FORM 10-Q**

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

	June 30, 2010	December 31, 2009
<b>Assets</b>		
Properties, net:		
Operating properties, net	\$ 2,558,567	\$ 2,510,277
Properties held for sale, net	18,548	18,533
Projects under construction or development	553,399	501,090
Total properties, net	3,130,514	3,029,900
Cash and cash equivalents	9,879	8,262
Restricted cash and marketable securities	20,738	16,549
Accounts receivable, net	12,552	17,459
Deferred rent receivable	75,683	71,805
Intangible assets on real estate acquisitions, net	96,151	100,671
Deferred leasing and financing costs, net	55,838	51,570
Prepaid expenses and other assets	65,928	83,806
<b>Total assets</b>	<b>\$ 3,467,283</b>	<b>\$ 3,380,022</b>
<b>Liabilities and equity</b>		
Liabilities:		
Debt, net	\$ 2,182,375	\$ 2,053,841
Accounts payable and accrued expenses	84,164	116,455
Rents received in advance and security deposits	28,328	32,177
Dividends and distributions payable	28,580	28,440
Deferred revenue associated with operating leases	12,929	14,938
Distributions received in excess of investment in unconsolidated real estate joint venture	5,351	5,088
Other liabilities	13,990	8,451
<b>Total liabilities</b>	<b>2,355,717</b>	<b>2,259,390</b>
Commitments and contingencies (Note 15)	—	—
Equity:		
Corporate Office Properties Trust's shareholders' equity:		
Preferred Shares of beneficial interest with an aggregate liquidation preference of \$216,333 (\$0.01 par value; 15,000,000 shares authorized and 8,121,667 issued and outstanding at June 30, 2010 and December 31, 2009)	81	81
Common Shares of beneficial interest (\$0.01 par value; 125,000,000 shares authorized and 59,287,761 shares issued and outstanding at June 30, 2010; 75,000,000 shares authorized and 58,342,673 shares issued and outstanding at December 31, 2009)	593	583
Additional paid-in capital	1,269,142	1,238,704
Cumulative distributions in excess of net income	(246,008)	(209,941)
Accumulated other comprehensive loss	(4,263)	(1,907)
<b>Total Corporate Office Properties Trust's shareholders' equity</b>	<b>1,019,545</b>	<b>1,027,520</b>
Noncontrolling interests in subsidiaries:		
Common units in the Operating Partnership	63,675	73,892
Preferred units in the Operating Partnership	8,800	8,800
Other consolidated real estate joint ventures	19,546	10,420
Noncontrolling interests in subsidiaries	92,021	93,112
<b>Total equity</b>	<b>1,111,566</b>	<b>1,120,632</b>
<b>Total liabilities and equity</b>	<b>\$ 3,467,283</b>	<b>\$ 3,380,022</b>

See accompanying notes to consolidated financial statements.

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**Corporate Office Properties Trust and Subsidiaries**  
**Consolidated Statements of Operations**

**(Dollars in thousands, except per share data)**  
**(unaudited)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
<b>Revenues</b>				
Rental revenue	\$ 91,173	\$ 87,649	\$ 182,183	\$ 176,494
Tenant recoveries and other real estate operations revenue	18,084	17,358	39,302	34,621
Construction contract and other service revenues	26,065	103,324	63,430	178,213
Total revenues	<u>135,322</u>	<u>208,331</u>	<u>284,915</u>	<u>389,328</u>
<b>Expenses</b>				
Property operating expenses	40,005	37,100	88,140	76,064
Depreciation and amortization associated with real estate operations	29,548	28,493	57,144	54,770
Construction contract and other service expenses	25,402	101,161	61,801	174,484
General and administrative expenses	5,926	5,834	11,826	11,377
Business development expenses	465	446	620	1,092
Total operating expenses	<u>101,346</u>	<u>173,034</u>	<u>219,531</u>	<u>317,787</u>
Operating income	33,976	35,297	65,384	71,541
Interest expense	(25,812)	(18,620)	(48,450)	(37,983)
Interest and other income	245	1,252	1,547	2,330
Income from continuing operations before equity in loss of unconsolidated entities and income taxes	8,409	17,929	18,481	35,888
Equity in loss of unconsolidated entities	(72)	(202)	(277)	(317)
Income tax expense	(7)	(52)	(48)	(122)
Income from continuing operations	8,330	17,675	18,156	35,449
Discontinued operations	486	376	1,318	768
Income before gain on sales of real estate	8,816	18,051	19,474	36,217
Gain on sales of real estate, net of income taxes	335	—	352	—
Net income	<u>9,151</u>	<u>18,051</u>	<u>19,826</u>	<u>36,217</u>
Less net income attributable to noncontrolling interests:				
Common units in the Operating Partnership	(364)	(1,272)	(891)	(3,076)
Preferred units in the Operating Partnership	(165)	(165)	(330)	(330)
Other consolidated entities	(156)	25	(201)	(25)
Net income attributable to Corporate Office Properties Trust	8,466	16,639	18,404	32,786
Preferred share dividends	(4,026)	(4,026)	(8,051)	(8,051)
Net income attributable to Corporate Office Properties Trust common shareholders	<u>\$ 4,440</u>	<u>\$ 12,613</u>	<u>\$ 10,353</u>	<u>\$ 24,735</u>
Net income attributable to Corporate Office Properties Trust:				
Income from continuing operations	\$ 8,016	\$ 16,297	\$ 17,190	\$ 32,101
Discontinued operations, net	450	342	1,214	685
Net income attributable to Corporate Office Properties Trust	<u>\$ 8,466</u>	<u>\$ 16,639</u>	<u>\$ 18,404</u>	<u>\$ 32,786</u>
<b>Basic earnings per common share (1)</b>				
Income from continuing operations	\$ 0.06	\$ 0.21	\$ 0.15	\$ 0.43
Discontinued operations	0.01	0.01	0.02	0.02
Net income attributable to COPT common shareholders	<u>\$ 0.07</u>	<u>\$ 0.22</u>	<u>\$ 0.17</u>	<u>\$ 0.45</u>
<b>Diluted earnings per common share (1)</b>				
Income from continuing operations	\$ 0.06	\$ 0.21	\$ 0.15	\$ 0.43
Discontinued operations	0.01	0.01	0.02	0.01
Net income attributable to COPT common shareholders	<u>\$ 0.07</u>	<u>\$ 0.22</u>	<u>\$ 0.17</u>	<u>\$ 0.44</u>

(1) Basic and diluted earnings per common share are calculated based on amounts attributable to common shareholders of Corporate Office Properties Trust.

See accompanying notes to consolidated financial statements.

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**Corporate Office Properties Trust and Subsidiaries**  
**Consolidated Statements of Equity**  
**(Dollars in thousands)**  
**(unaudited)**

	Preferred Shares	Common Shares	Additional Paid-in Capital	Cumulative Distributions in Excess of Net Income	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
Balance at December 31, 2008 (51,790,442 common shares outstanding)	\$ 81	\$ 518	\$ 1,112,734	\$ (162,572)	\$ (4,749)	\$ 136,411	\$ 1,082,423
Conversion of common units to common shares (2,824,000 shares)	—	28	61,368	—	—	(61,396)	—
Common shares issued to the public (2,990,000 shares)	—	30	71,795	—	—	—	71,825
Exercise of share options (153,177 common shares)	—	2	1,855	—	—	—	1,857
Share-based compensation	—	2	5,248	—	—	—	5,250
Restricted common share redemptions (71,267 shares)	—	—	(1,752)	—	—	—	(1,752)
Adjustments to noncontrolling interests resulting from changes in ownership of Operating Partnership by COPT	—	—	(21,165)	—	—	21,165	—
Adjustments related to derivatives designated as cash flow hedges	—	—	—	—	3,573	650	4,223
Decrease in tax benefit from share-based compensation	—	—	(152)	—	—	—	(152)
Net income	—	—	—	32,786	—	3,431	36,217
Dividends	—	—	—	(49,912)	—	—	(49,912)

Distributions to owners of common and preferred units in the Operating Partnership	—	—	—	—	—	(4,308)	(4,308)
Contributions from noncontrolling interests in other consolidated real estate joint ventures	—	—	—	—	—	736	736
Balance at June 30, 2009 (58,016,683 common shares outstanding)	<u>\$ 81</u>	<u>\$ 580</u>	<u>\$ 1,229,931</u>	<u>\$ (179,698)</u>	<u>\$ (1,176)</u>	<u>\$ 96,689</u>	<u>\$ 1,146,407</u>
Balance at December 31, 2009 (58,342,673 common shares outstanding)	\$ 81	\$ 583	\$ 1,238,704	\$ (209,941)	\$ (1,907)	\$ 93,112	\$ 1,120,632
Issuance of 4.25% Exchangeable Senior Notes	—	—	18,149	—	—	—	18,149
Conversion of common units to common shares (610,598 shares)	—	6	8,821	—	—	(8,827)	—
Costs associated with common shares issued to the public	—	—	(19)	—	—	—	(19)
Exercise of share options (175,443 shares)	—	2	3,082	—	—	—	3,084
Share-based compensation	—	2	5,640	—	—	—	5,642
Restricted common share redemptions (99,692 shares)	—	—	(3,713)	—	—	—	(3,713)
Adjustments to noncontrolling interests resulting from changes in ownership of Operating Partnership by COPT	—	—	(1,496)	—	—	1,496	—
Adjustments related to derivatives designated as cash flow hedges	—	—	—	—	(2,356)	(161)	(2,517)
Net income	—	—	—	18,404	—	1,422	19,826
Dividends	—	—	—	(54,471)	—	—	(54,471)
Distributions to owners of common and preferred units in the Operating Partnership	—	—	—	—	—	(3,946)	(3,946)
Contributions from noncontrolling interests in other consolidated real estate joint ventures	—	—	—	—	—	9,260	9,260
Distributions to noncontrolling interests in other consolidated real estate joint ventures	—	—	(26)	—	—	(335)	(361)
Balance at June 30, 2010 (59,287,761 common shares outstanding)	<u>\$ 81</u>	<u>\$ 593</u>	<u>\$ 1,269,142</u>	<u>\$ (246,008)</u>	<u>\$ (4,263)</u>	<u>\$ 92,021</u>	<u>\$ 1,111,566</u>

See accompanying notes to consolidated financial statements.

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**Corporate Office Properties Trust and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(Dollars in thousands)  
(unaudited)

	For the Six Months Ended June 30,	
	2010	2009
<b>Cash flows from operating activities</b>		
Net income	\$ 19,826	\$ 36,217
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and other amortization	58,433	56,311
Amortization of deferred financing costs	2,621	2,033
Increase in deferred rent receivable	(4,289)	(3,006)
Amortization of above or below market leases	(1,037)	(997)
Amortization of net debt discounts	2,649	1,663
Gain on sales of real estate	(660)	—
Share-based compensation	5,642	5,250
Other	(92)	(1,794)
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	4,704	(92)
Decrease (increase) in restricted cash and marketable securities and prepaid expenses and other assets	21,820	(4,681)
(Decrease) increase in accounts payable, accrued expenses and other liabilities	(27,213)	38,055
Increase in rents received in advance and security deposits	(3,849)	(528)
Net cash provided by operating activities	<u>78,555</u>	<u>128,431</u>
<b>Cash flows from investing activities</b>		
Purchases of and additions to properties	(145,950)	(101,650)
Proceeds from sales of properties	3,947	65
Mortgage loan receivable funded	(603)	—
Leasing costs paid	(5,297)	(6,282)
Investment in unconsolidated entity	(4,500)	—
Other	(3,278)	(4,636)
Net cash used in investing activities	<u>(155,681)</u>	<u>(112,503)</u>
<b>Cash flows from financing activities</b>		
Proceeds from debt, including issuance of exchangeable senior notes	500,459	314,147
Repayments of debt		
Scheduled principal amortization	(6,969)	(5,509)
Other repayments	(349,006)	(335,339)
Deferred financing costs paid	(6,252)	(202)
Net proceeds from issuance of common shares	3,065	73,682
Dividends paid	(54,091)	(47,596)
Distributions paid	(4,186)	(5,361)
Restricted share redemptions	(3,713)	(1,752)
Other	(564)	(2,842)
Net cash provided (used) by financing activities	<u>78,743</u>	<u>(10,772)</u>
Net increase in cash and cash equivalents	1,617	5,156
<b>Cash and cash equivalents</b>		
Beginning of period	8,262	6,775

End of period	\$ 9,879	\$ 11,931
<b>Supplemental schedule of non-cash investing and financing activities:</b>		
(Decrease) increase in accrued capital improvements, leasing and other investing activity costs	\$ (2,064)	\$ 11,971
Increase in property and noncontrolling interests in connection with property contribution to joint venture	\$ 9,000	\$ —
Increase in fair value of derivatives applied to AOCL and noncontrolling interests	\$ 2,547	\$ 4,225
Dividends/distribution payable	\$ 28,580	\$ 27,057
Decrease in noncontrolling interests and increase in shareholders' equity in connection with the conversion of common units into common shares	\$ 8,827	\$ 61,396
Adjustments to noncontrolling interests resulting from changes in ownership of Operating Partnership by COPT	\$ 1,496	\$ 21,165

See accompanying notes to consolidated financial statements.

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**Corporate Office Properties Trust and Subsidiaries**

**Notes to Consolidated Financial Statements  
(Dollars in thousands, except per share data)  
(unaudited)**

**1. Organization**

Corporate Office Properties Trust ("COPT") and subsidiaries (collectively, the "Company," "we" or "us") is a fully-integrated and self-managed real estate investment trust ("REIT") that focuses primarily on strategic customer relationships and specialized tenant requirements in the United States Government, defense information technology and data sectors. We acquire, develop, manage and lease properties that are typically concentrated in large office parks primarily located adjacent to government demand drivers and/or in demographically strong markets possessing growth opportunities. As of June 30, 2010, our investments in real estate included the following:

- 247 wholly owned operating properties totaling 19.5 million square feet;
- 22 wholly owned properties under construction, development or redevelopment that we estimate will total approximately 3.1 million square feet upon completion, including three partially operational properties included above;
- wholly owned land parcels totaling 1,515 acres that we believe are potentially developable into approximately 14.1 million square feet; and
- partial ownership interests in a number of other real estate projects in operations, under development or held for future development.

We conduct almost all of our operations through our operating partnership, Corporate Office Properties, L.P. (the "Operating Partnership"), for which we are the managing general partner. The Operating Partnership owns real estate both directly and through subsidiary partnerships and limited liability companies ("LLCs"). A summary of our Operating Partnership's forms of ownership and the percentage of those ownership forms owned by COPT as of June 30, 2010 follows:

Common Units	93 %
Series G Preferred Units	100 %
Series H Preferred Units	100 %
Series I Preferred Units	0 %
Series J Preferred Units	100 %
Series K Preferred Units	100 %

Three of our trustees also controlled, either directly or through ownership by other entities or family members, an additional 6% of the Operating Partnership's common units.

In addition to owning interests in real estate, the Operating Partnership also owns entities that provide real estate services such as property management, construction and development and heating and air conditioning services primarily for our properties but also for third parties.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The consolidated financial statements include the accounts of COPT, the Operating Partnership, their subsidiaries and other entities in which we have a majority voting interest and control. We also consolidate certain entities when control of such entities can be achieved through means other than voting rights ("variable interest entities" or "VIEs") if we are deemed to be the primary beneficiary of such entities. We eliminate all significant intercompany balances and transactions in consolidation. We use the equity method of accounting when we own an interest in an entity and can exert significant influence over the entity's operations but cannot control the entity's operations. We use the cost method of accounting when we own an interest in an entity and cannot exert significant influence over its operations.

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These interim financial statements should be read together with the financial statements and notes thereto as of and for the year ended December 31, 2009 included in our 2009 Annual Report on Form 10-K. The unaudited consolidated financial statements include all adjustments that are necessary, in the opinion of management, to fairly present our financial position and results of operations. All adjustments are of a normal recurring nature. The consolidated financial statements have been prepared using the accounting policies described in our 2009 Annual Report on Form 10-K except for the implementation of recent accounting pronouncements as discussed below.

**Reclassifications**

We reclassified certain amounts from the prior periods to conform to the current period presentation of our Consolidated Financial Statements with no effect on previously reported net income or equity.

**Recent Accounting Pronouncements**

We adopted amended guidance issued by the Financial Accounting Standards Board ("FASB") effective January 1, 2010 related to the accounting and disclosure requirements for the consolidation of VIEs. This guidance requires an enterprise to perform a qualitative analysis when determining whether or not it must consolidate a VIE based primarily on whether the entity (1) has the power to direct matters that most significantly impact the activities of the VIE and (2) has the obligation to absorb losses or

the right to receive benefits of the VIE that could potentially be significant to the VIE. The guidance also requires an enterprise to continuously reassess whether it must consolidate a VIE. Additionally, the standard requires enhanced disclosures about an enterprise's involvement with VIEs and any significant change in risk exposure due to that involvement, as well as how its involvement with VIEs impacts the enterprise's financial statements. As discussed further in Note 5, the adoption of this guidance did not affect our financial position, results of operations or cash flows.

We adopted guidance issued by the FASB effective January 1, 2010 that requires new disclosures and clarifications to existing disclosures pertaining to transfers in and out of Level 1 and Level 2 fair value measurements, presentation of activity within Level 3 fair value measurements and details of valuation techniques and inputs utilized. Our adoption of this guidance did not have a material effect on our financial statements or disclosures.

### 3. Fair Value Measurements

For a description on how we estimate fair value, see Note 2 to the consolidated financial statements in our 2009 Form 10-K.

The table below sets forth our financial assets and liabilities that are accounted for at fair value on a recurring basis as of June 30, 2010 and the hierarchy level of inputs used in measuring their respective fair values under applicable accounting standards:

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>Assets:</b>				
Marketable securities (1)	\$ 7,719	\$ —	\$ —	\$ 7,719
<b>Liabilities:</b>				
Deferred compensation plan liability (2)	\$ 6,935	\$ —	\$ —	\$ 6,935
Interest rate derivatives (2)	—	4,284	—	4,284
<b>Liabilities</b>	<b>\$ 6,935</b>	<b>\$ 4,284</b>	<b>\$ —</b>	<b>\$ 11,219</b>

(1) Included in the line entitled "restricted cash and marketable securities" on our Consolidated Balance Sheet.

(2) Included in the line entitled "other liabilities" on our Consolidated Balance Sheet.

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, other assets (excluding mortgage loans receivable) and accounts payable and accrued expenses are reasonable estimates of their fair values

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because of the short maturities of these instruments. Fair value estimates are made at a specific point in time, are subjective in nature and involve uncertainties and matters of significant judgment. Settlement of such fair value amounts may not be possible and may not be a prudent management decision.

For additional fair value information, see Note 6 for mortgage loans receivable, Note 7 for debt and Note 8 for derivatives.

### 4. Properties, net

Operating properties, net consisted of the following:

	June 30, 2010	December 31, 2009
Land	\$ 486,962	\$ 479,545
Buildings and improvements	2,528,444	2,445,775
	3,015,406	2,925,320
Less: accumulated depreciation	(456,839)	(415,043)
	<u>\$ 2,558,567</u>	<u>\$ 2,510,277</u>

As of June 30, 2010 and December 31, 2009, 431 and 437 Ridge Road, two office properties located in Dayton, New Jersey that we were under contract to sell along with a contiguous land parcel for \$23,920, were classified as held for sale. The components associated with these properties included the following:

	June 30, 2010	December 31, 2009
Land, operating properties	\$ 3,498	\$ 3,498
Land, development	512	512
Buildings and improvements	21,510	21,509
Construction in progress	597	583
	26,117	26,102
Less: accumulated depreciation	(7,569)	(7,569)
	<u>\$ 18,548</u>	<u>\$ 18,533</u>

Projects under construction or development consisted of the following:

	June 30, 2010	December 31, 2009
Land	\$ 234,150	\$ 231,297
Construction in progress	319,249	269,793
	<u>\$ 553,399</u>	<u>\$ 501,090</u>

### 2010 Acquisitions

On June 28, 2010, we acquired a 152,000 square foot office property in McLean, Virginia for \$40,000. The table below sets forth the allocation of the acquisition costs of this property:

Land, operating properties	\$	6,378
Building and improvements		25,429
Intangible assets on real estate acquisitions		8,193
Total acquisition cost	\$	<u>40,000</u>

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Intangible assets recorded in connection with the above acquisition included the following:

		Weighted Average Amortization Period (in Years)
In-place lease value	\$ 6,255	2
Tenant relationship value	1,938	7
	<u>\$ 8,193</u>	<u>3</u>

## 2010 Construction, Development and Redevelopment Activities

During the six months ended June 30, 2010, we had two newly constructed buildings totaling 236,000 square feet in Colorado Springs, Colorado become fully operational (49,000 of these square feet were placed into service in 2009) and placed into service 72,000 square feet in two partially operational properties (one in the Baltimore/Washington Corridor and one in Greater Baltimore).

As of June 30, 2010, we had construction underway on ten buildings totaling 1.2 million square feet (five in the Baltimore/Washington Corridor, three in San Antonio, Texas and two in Greater Baltimore) (including 117,000 square feet placed into service in partially operational properties). We also had development activities underway on twelve new buildings totaling 1.5 million square feet, including two through a consolidated joint venture (four in the Baltimore/Washington Corridor, two in Greater Baltimore, two in San Antonio, two in Huntsville, Alabama, one in Northern Virginia and one in St. Mary's & King George Counties). In addition, we had redevelopment underway on two properties totaling 576,000 square feet (one in the Baltimore/Washington Corridor and one in Greater Philadelphia).

## 5. Real Estate Joint Ventures

During the six months ended June 30, 2010, we had an investment in one unconsolidated real estate joint venture accounted for using the equity method of accounting. Information pertaining to this joint venture investment is set forth below:

Investment Balance at		Date Acquired	Ownership	Nature of Activity	Maximum Exposure to Loss (1)
June 30, 2010	December 31, 2009				
\$ (5,351)(2)	\$ (5,088)(2)	9/29/2005	20%	Operates 16 buildings	\$ —

- Derived from the sum of our investment balance and maximum additional unilateral capital contributions or loans required from us. Not reported above are additional amounts that we and our partner are required to fund when needed by this joint venture; these funding requirements are proportional to our respective ownership percentages. Also not reported above are additional unilateral contributions or loans from us, the amounts of which are uncertain, that we would be required to make if certain contingent events occur (see Note 15).
- The carrying amount of our investment in this joint venture was lower than our share of the equity in the joint venture by \$5,196 at June 30, 2010 and December 31, 2009 due to our deferral of gain on the contribution by us of real estate into the joint venture upon its formation. A difference will continue to exist to the extent the nature of our continuing involvement in the joint venture remains the same.

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The following table sets forth condensed balance sheets for this unconsolidated joint venture:

	June 30, 2010	December 31, 2009
Properties, net	\$ 62,120	\$ 62,990
Other assets	4,354	5,148
Total assets	<u>\$ 66,474</u>	<u>\$ 68,138</u>
Liabilities (primarily debt)	\$ 67,266	\$ 67,611
Owners' equity	(792)	527
Total liabilities and owners' equity	<u>\$ 66,474</u>	<u>\$ 68,138</u>

The following table sets forth condensed statements of operations for this unconsolidated joint venture:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Revenues	\$ 2,089	\$ 2,313	\$ 4,189	\$ 4,733
Property operating expenses	(832)	(836)	(1,826)	(1,671)
Interest expense	(966)	(993)	(1,947)	(1,974)
Depreciation and amortization expense	(857)	(803)	(1,735)	(1,602)
Net loss	<u>\$ (566)</u>	<u>\$ (319)</u>	<u>\$ (1,319)</u>	<u>\$ (514)</u>

The table below sets forth information pertaining to our investments in consolidated joint ventures at June 30, 2010:

	Ownership			June 30, 2010 (1)		
	Date Acquired	% at 6/30/2010	Nature of Activity	Total Assets	Pledged Assets	Total Liabilities
M Square Associates, LLC	6/26/2007	45.0%	Operating two buildings and developing others (2)	\$ 57,096	\$ —	\$ 775
Arundel Preserve #5, LLC	7/2/2007	50.0%	Operating one building (3)	29,969	29,640	16,834
LW Redstone Company, LLC	3/23/2010	85.0%	Developing land parcel (4)	12,405	—	109
COPT-FD Indian Head, LLC	10/23/2006	75.0%	Developing land parcel (5)	7,408	—	—
MOR Forbes 2 LLC	12/24/2002	50.0%	Operating one building (6)	3,906	—	73
				<u>\$ 110,784</u>	<u>\$ 29,640</u>	<u>\$ 17,791</u>

- (1) Excludes amounts eliminated in consolidation.  
(2) This joint venture's properties are in College Park, Maryland.  
(3) This joint venture's property is in Hanover, Maryland (in the Baltimore/Washington Corridor).  
(4) This joint venture's property is in Huntsville, Alabama.  
(5) This joint venture's property is in Charles County, Maryland.  
(6) This joint venture's property is in Lanham, Maryland (in the Suburban Maryland region).

We determined that all of our joint ventures were VIEs under applicable accounting standards. As discussed in Note 2, we adopted amended guidance issued by the FASB effective January 1, 2010 related to the accounting and disclosure requirements for the consolidation of VIEs. Upon adoption of this standard on January 1, 2010, we re-evaluated our existing:

- unconsolidated joint venture and determined that we should continue to account for our investment using the equity method of accounting primarily because our partner has: (1) the power to direct the matters that most significantly impact the activities of the joint venture, including the management and operations of the properties and disposal rights with respect to such properties; and (2) the right to receive benefits and absorb losses that could be significant to the VIE through its proportionately larger investment; and
- consolidated joint ventures and determined that we should continue to consolidate each of them because we have: (1) the power to direct the matters that most significantly impact the activities of the joint ventures, including development, leasing and management of the properties constructed by the VIEs; and (2) both the obligation to fund the activities of the ventures to the extent that third-party financing is not obtained and the right to receive returns on our fundings, which could be potentially significant to the VIEs.

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Therefore, the adoption of this guidance did not affect our financial position, results of operations or cash flows.

In March 2010, we completed the formation of LW Redstone Company, LLC ("Redstone"), a joint venture created to develop Redstone Gateway, a 468-acre land parcel adjacent to Redstone Arsenal in Huntsville, Alabama. The land is owned by the U.S. Government and is under a long term master lease to the joint venture. Through this master lease, the joint venture will create a business park that we expect will total approximately 4.6 million square feet of office and retail space when completed, including approximately 4.4 million square feet of Class A office space. In addition, the business park will include hotel and other amenities.

We anticipate funding certain infrastructure costs that we expect will be reimbursed by the city of Huntsville. We also expect to fund additional development and construction costs through equity contributions to the extent that third party financing is not obtained. Our partner is not required to make any future contributions to the joint venture. Net cash flow distributions to the partners of Redstone vary depending on the source of the funds distributed and the nature of the capital fundings outstanding at the time of distribution. In the case of all distribution sources, we are first entitled to repayment of operating deficits funded by us and preferred returns on such fundings. We are also generally entitled to repayment of infrastructure and vertical construction costs funded by us and preferred returns on such fundings before our partner is entitled to receive repayment of its equity contribution of \$9,000. In addition, we will be entitled to 85% of distributable cash in excess of preferred returns.

We determined that Redstone is a VIE under applicable accounting standards and that we should consolidate it because: (1) we control the activities that are most significant to the VIE (we hold two of three positions on the joint venture's management committee, and we will be responsible for the development, construction, leasing and management of the office properties to be constructed by the VIE); and (2) we have both the obligation to provide significant funding for the project, as noted above, and the right to receive returns on our funding.

At December 31, 2009, we had a 92.5% ownership interest in COPT Opportunity Invest I, LLC, an entity that is redeveloping a property in Hanover, Maryland. In February 2010, we acquired the remaining 7.5% ownership interest in this entity.

Our commitments and contingencies pertaining to our real estate joint ventures are disclosed in Note 15.

## 6. Prepaid Expenses and Other Assets

Prepaid expenses and other assets consisted of the following:

	June 30, 2010	December 31, 2009
Equity method investment in unconsolidated entity	\$ 14,646	\$ 9,461
Mortgage loans receivable (1)	14,109	12,773
Furniture, fixtures and equipment, net	12,142	12,633
Prepaid expenses	9,026	19,769
Construction contract costs incurred in excess of billings	4,744	19,556
Other assets	11,261	9,614
Prepaid expenses and other assets	<u>\$ 65,928</u>	<u>\$ 83,806</u>

- (1) The fair value of our mortgage loans receivable totaled \$15,904 at June 30, 2010 and \$15,126 at December 31, 2009.

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## 7. Debt

Our debt consisted of the following:

	Maximum Availability at June 30, 2010	Carrying Value at		Stated Interest Rates at June 30, 2010	Scheduled Maturity Dates at June 30, 2010
		June 30, 2010	December 31, 2009		
<b>Mortgage and Other Secured Loans:</b>					
Fixed rate mortgage loans (1)	N/A	\$ 1,159,669	\$ 1,166,443	5.20% - 7.94% (2)	2010 - 2034 (3)
Revolving Construction Facility	\$ 225,000	102,887	76,333	LIBOR + 1.60% to 2.00% (4)	May 2, 2011 (5)
Variable rate secured loans	N/A	270,892	271,146	LIBOR + 2.25% to 3.00% (6)	2012-2014 (5)
Other construction loan facilities	23,400	16,753	16,753	LIBOR + 2.75% (7)	2011 (5)
Total mortgage and other secured loans		1,550,201	1,530,675		
Revolving Credit Facility	700,000	250,000	365,000	LIBOR + 0.75% to 1.25% (8)	September 30, 2011 (5)
Unsecured notes payable (9)	N/A	1,983	2,019	0.00%	2026
<b>Exchangeable Senior Notes:</b>					
4.25% Exchangeable Senior Notes	N/A	222,204	—	4.25%	April 2030 (10)
3.5% Exchangeable Senior Notes	N/A	157,987	156,147	3.50%	September 2026 (11)
Total debt		\$ 2,182,375	\$ 2,053,841		

- (1) Several of the fixed rate mortgages carry interest rates that were above or below market rates upon assumption and therefore were recorded at their fair value based on applicable effective interest rates. The carrying values of these loans reflect unamortized premiums totaling \$313 at June 30, 2010 and \$371 at December 31, 2009.
- (2) The weighted average interest rate on these loans was 6.0% at June 30, 2010.
- (3) A loan with a balance of \$4,616 at June 30, 2010 that matures in 2034 may be repaid in March 2014, subject to certain conditions.
- (4) The weighted average interest rate on this loan was 1.96% at June 30, 2010.
- (5) Includes amounts that may be extended for a one-year period at our option, subject to certain conditions.
- (6) The loans in this category at June 30, 2010 are subject to floor interest rates ranging from 4.25% to 5.5%.
- (7) The interest rate on this loan was 3.1% at June 30, 2010.
- (8) The weighted average interest rate on the Revolving Credit Facility was 1.45% at June 30, 2010.
- (9) The carrying value of these notes reflects unamortized discount totaling \$1,178 at June 30, 2010 and \$1,242 at December 31, 2009.
- (10) Refer to the paragraph below for descriptions of provisions for early redemption and repurchase of these notes.
- (11) As described further in our 2009 Annual Report on Form 10-K, these notes have an exchange settlement feature that provides that they may, under certain circumstances, be exchangeable for cash (up to the principal amount of the notes) and, with respect to any excess exchange value, may be exchangeable into (at our option) cash, our common shares or a combination of cash and our common shares at an exchange rate (subject to adjustment) of 19.049 shares per one thousand dollar principal amount of the notes (exchange rate is as of June 30, 2010 and is equivalent to an exchange price of \$52.50 per common share). The carrying value of these notes included a principal amount of \$162,500 and an unamortized discount totaling \$4,513 at June 30, 2010 and \$6,353 at December 31, 2009. The effective interest rate under the notes, including amortization of the issuance costs, was 5.97%. The table below sets forth interest expense recognized on these notes before deductions for amounts capitalized:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Interest expense at stated interest rate	\$ 1,422	\$ 1,422	\$ 2,844	\$ 2,844
Interest expense associated with amortization of discount	927	874	1,840	1,734
Total	\$ 2,349	\$ 2,296	\$ 4,684	\$ 4,578

In April 2010, we increased the borrowing capacity under our Revolving Credit Facility by \$100,000, from \$600,000 to \$700,000.

On April 7, 2010, the Operating Partnership issued a \$240,000 aggregate principal amount of 4.25% Exchangeable Senior Notes due 2030. Interest on the notes is payable on April 15 and October 15 of each year. The notes have an exchange settlement feature that provides that the notes may, under certain circumstances, be exchangeable for cash and, at the Operating Partnership's discretion, our common shares of beneficial interest ("common shares") at an exchange rate (subject to adjustment) of 20.7658 shares per one thousand dollar principal amount of the notes (exchange rate is as of June 30, 2010 and is equivalent to an exchange price of \$48.16 per common share) (the initial exchange rate of the notes was based on a 20% premium over the closing price on the NYSE on the transaction pricing date). On or after April 20, 2015, the Operating Partnership may redeem the notes

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in cash in whole or in part. The holders of the notes have the right to require us to repurchase the notes in cash in whole or in part on each of April 15, 2015, April 15, 2020 and April 15, 2025, or in the event of a "fundamental change," as defined under the terms of the notes, for a repurchase price equal to 100% of the principal amount of the notes plus accrued and unpaid interest. Prior to April 20, 2015, subject to certain exceptions, if (1) a "fundamental change" occurs as a result of certain forms of transactions or series of transactions and (2) a holder elects to exchange its notes in connection with such "fundamental change," we will increase the applicable exchange rate for the notes surrendered for exchange by a number of additional shares of our common shares as a "make whole premium." The notes are general unsecured senior obligations of the Operating Partnership and rank equally in right of payment with all other senior unsecured indebtedness of the Operating Partnership. The Operating Partnership's obligations under the notes are fully and unconditionally guaranteed by us. The initial liability component of this debt issuance was \$221,401 and the equity component was \$18,599. In addition, we recognized \$450 of the financing fees incurred in relation to these notes in equity. The carrying value of these notes at June 30, 2010 included an unamortized discount totaling \$17,796 at June 30, 2010. The effective interest rate on the liability component, including amortization of the issuance costs, is 6.05%. The table below sets forth interest expense recognized on these notes for the three and six months ended June 30, 2010 before deductions for amounts capitalized:

Interest expense at stated interest rate	\$ 2,380
Interest expense associated with amortization of discount	803
Total	\$ 3,183

We capitalized interest costs of \$4,208 in the three months ended June 30, 2010, \$3,985 in the three months ended June 30, 2009, \$8,144 in the six month ended June 30, 2010 and \$8,484 in the six months ended June 30, 2009.

The following table sets forth information pertaining to the fair value of our debt:

	June 30, 2010		December 31, 2009	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Fixed-rate debt	\$ 1,541,843	\$ 1,509,836	\$ 1,324,609	\$ 1,252,126
Variable-rate debt	640,532	629,145	729,232	704,508
	<u>\$ 2,182,375</u>	<u>\$ 2,138,981</u>	<u>\$ 2,053,841</u>	<u>\$ 1,956,634</u>

## 8. Interest Rate Derivatives

The following table sets forth the key terms and fair values of our interest rate derivatives at June 30, 2010 and December 31, 2009, all of which are interest rate swaps:

Notional Amount	One-Month LIBOR base	Effective Date	Expiration Date	Fair Value at	
				June 30, 2010	December 31, 2009
\$ 100,000	1.9750%	1/1/2010	5/1/2012	\$ (2,158)	\$ (1,068)
120,000	1.7600%	1/2/2009	5/1/2012	(2,126)	(669)
				<u>\$ (4,284)</u>	<u>\$ (1,737)</u>

Each of these interest rate swaps were designated as cash flow hedges of interest rate risk. The table below sets forth the fair value of our interest rate derivatives as well as their classification on our Consolidated Balance Sheet as of June 30, 2010 and December 31, 2009:

Derivatives Designated as Hedging Instruments	June 30, 2010		December 31, 2009	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate swaps	Other liabilities	\$ (4,284)	Other liabilities	\$ (1,737)

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The table below presents the effect of our interest rate derivatives on our Consolidated Statements of Operations and comprehensive income for the three and six months ended June 30, 2010 and 2009:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Amount of (loss) gain recognized in AOCL (effective portion)	\$ (1,929)	\$ 1,658	\$ (4,314)	\$ 277
Amount of loss reclassified from AOCL into interest expense (effective portion)	(886)	(1,647)	(1,797)	(3,946)
Amount of gain (loss) recognized in interest expense (ineffective portion and amount excluded from effectiveness testing)	—	51	—	(228)

Over the next 12 months, we estimate that approximately \$2,921 will be reclassified from AOCL as an increase to interest expense.

We have agreements with each of our interest rate derivative counterparties that contain provisions under which if we default or are capable of being declared in default on any of our indebtedness, we could also be declared in default on our derivative obligations. These agreements also incorporate the loan covenant provisions of our indebtedness with a lender affiliate of the derivative counterparties. Failure to comply with the loan covenant provisions could result in our being declared in default on any derivative instrument obligations covered by the agreements. As of June 30, 2010, the fair value of interest rate derivatives in a liability position related to these agreements was \$4,284, excluding the effects of accrued interest. As of June 30, 2010, we had not posted any collateral related to these agreements. We are not in default with any of these provisions. If we breached any of these provisions, we could be required to settle our obligations under the agreements at their termination value of \$4,706.

## 9. Shareholders' Equity

### Common Shares

During the six months ended June 30, 2010, we converted 610,598 common units in our Operating Partnership into common shares on the basis of one common share for each common unit.

See Note 11 for disclosure of common share activity pertaining to our share-based compensation plans.

We declared dividends per common share of \$0.3925 in the three months ended June 30, 2010, \$0.3725 in the three months ended June 30, 2010, \$0.785 in the six months ended June 30, 2010 and \$0.745 in the six months ended June 30, 2009.

### Accumulated Other Comprehensive Loss

The table below sets forth activity in the accumulated other comprehensive loss component of shareholders' equity:

	For the Six Months Ended June 30,	
	2010	2009
Beginning balance	\$ (1,907)	\$ (4,749)
Amount of (loss) gain recognized in AOCL (effective portion)	(4,314)	277
Amount of loss reclassified from AOCL to income (effective portion)	1,797	3,946
Adjustment to AOCL attributable to noncontrolling interests	161	(650)
Ending balance	<u>\$ (4,263)</u>	<u>\$ (1,176)</u>

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The table below sets forth total comprehensive income and total comprehensive income attributable to COPT:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Net income	\$ 9,151	\$ 18,051	\$ 19,826	\$ 36,217
Amount of (loss) gain recognized in AOCL	(1,929)	1,658	(4,314)	277
Amount of loss reclassified from AOCL to income	886	1,647	1,797	3,946
Total comprehensive income	8,108	21,356	17,309	40,440
Net income attributable to noncontrolling interests	(685)	(1,412)	(1,422)	(3,431)
Other comprehensive loss (income) attributable to noncontrolling interests	77	(300)	198	(416)
Total comprehensive income attributable to COPT	\$ 7,500	\$ 19,644	\$ 16,085	\$ 36,593

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**10. Information by Business Segment**

As of June 30, 2010, we had eight primary office property segments: Baltimore/Washington Corridor; Northern Virginia; Greater Baltimore; Colorado Springs; Suburban Maryland; San Antonio; Greater Philadelphia; and St. Mary's and King George Counties.

The table below reports segment financial information for our real estate operations. Our segment entitled "Other" includes assets and operations not specifically associated with the other defined segments, including corporate assets and investments in unconsolidated entities. We measure the performance of our segments through a measure we define as net operating income from real estate operations ("NOI from real estate operations"), which is derived by subtracting property expenses from revenues from real estate operations. We believe that NOI from real estate operations is an important supplemental measure of operating performance for a REIT's operating real estate because it provides a measure of the core operations that is unaffected by depreciation, amortization, financing and general and administrative expenses; this measure is particularly useful in our opinion in evaluating the performance of geographic segments, same-office property groupings and individual properties.

	Baltimore/ Washington Corridor	Northern Virginia	Greater Baltimore	Colorado Springs	Suburban Maryland	San Antonio	Greater Philadelphia	St. Mary's & King George Counties	Other	Total
<b>Three Months Ended June 30, 2010</b>										
Revenues from real estate operations	\$ 50,623	\$ 18,172	\$ 16,827	\$ 6,154	\$ 5,452	\$ 4,228	\$ 1,510	\$ 3,530	\$ 3,495	\$ 109,991
Property operating expenses	16,853	6,706	7,311	2,239	2,199	2,100	800	1,041	895	40,144
NOI from real estate operations	\$ 33,770	\$ 11,466	\$ 9,516	\$ 3,915	\$ 3,253	\$ 2,128	\$ 710	\$ 2,489	\$ 2,600	\$ 69,847
Additions to properties, net	\$ 32,257	\$ 32,684	\$ 7,919	\$ 700	\$ 540	\$ 5,559	\$ 6,273	\$ 132	\$ 1,311	\$ 87,375
<b>Three Months Ended June 30, 2009</b>										
Revenues from real estate operations	\$ 48,941	\$ 18,950	\$ 13,746	\$ 5,797	\$ 5,164	\$ 3,547	\$ 2,507	\$ 3,467	\$ 3,599	\$ 105,718
Property operating expenses	17,447	7,435	5,881	1,726	2,036	961	(17)	803	890	37,162
NOI from real estate operations	\$ 31,494	\$ 11,515	\$ 7,865	\$ 4,071	\$ 3,128	\$ 2,586	\$ 2,524	\$ 2,664	\$ 2,709	\$ 68,556
Additions to properties, net	\$ 14,322	\$ 2,299	\$ 5,592	\$ 12,870	\$ 13,039	\$ 11,998	\$ 2,098	\$ 178	\$ 2,460	\$ 64,856
<b>Six Months Ended June 30, 2010</b>										
Revenues from real estate operations	\$ 102,681	\$ 36,831	\$ 34,692	\$ 12,486	\$ 11,281	\$ 8,166	\$ 2,712	\$ 7,119	\$ 7,019	\$ 222,987
Property operating expenses	39,008	14,019	16,321	4,548	4,900	3,729	1,563	2,148	2,204	88,440
NOI from real estate operations	\$ 63,673	\$ 22,812	\$ 18,371	\$ 7,938	\$ 6,381	\$ 4,437	\$ 1,149	\$ 4,971	\$ 4,815	\$ 134,547
Additions to properties, net	\$ 48,216	\$ 37,594	\$ 15,159	\$ 1,513	\$ 2,081	\$ 10,498	\$ 16,331	\$ 543	\$ 13,787	\$ 145,722
Segment assets at June 30, 2010	\$ 1,358,956	\$ 485,307	\$ 570,889	\$ 267,356	\$ 172,321	\$ 144,275	\$ 120,432	\$ 93,333	\$ 254,414	\$ 3,467,283
<b>Six Months Ended June 30, 2009</b>										
Revenues from real estate operations	\$ 97,945	\$ 41,049	\$ 27,517	\$ 10,674	\$ 10,187	\$ 6,492	\$ 5,013	\$ 6,866	\$ 6,819	\$ 212,562
Property operating expenses	36,066	15,231	12,652	3,049	4,090	1,797	64	1,689	1,557	76,195
NOI from real estate operations	\$ 61,879	\$ 25,818	\$ 14,865	\$ 7,625	\$ 6,097	\$ 4,695	\$ 4,949	\$ 5,177	\$ 5,262	\$ 136,367
Additions to properties, net	\$ 33,501	\$ 2,368	\$ 8,903	\$ 18,067	\$ 17,648	\$ 19,377	\$ 4,411	\$ 525	\$ 10,210	\$ 115,010
Segment assets at June 30, 2009	\$ 1,273,553	\$ 455,200	\$ 436,323	\$ 268,674	\$ 164,279	\$ 116,590	\$ 97,618	\$ 94,420	\$ 292,018	\$ 3,198,675

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Segment revenues from real estate operations	\$ 109,991	\$ 105,718	\$ 222,987	\$ 212,562
Construction contract and other service revenues	26,065	103,324	63,430	178,213
Less: Revenues from discontinued operations (Note 13)	(734)	(711)	(1,502)	(1,447)
Total revenues	\$ 135,322	\$ 208,331	\$ 284,915	\$ 389,328

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Segment property operating expenses	\$ 40,144	\$ 37,162	\$ 88,440	\$ 76,195

Less: Property operating expenses from discontinued operations (Note 13)	(139)	(62)	(300)	(131)
Total property operating expenses	<u>\$ 40,005</u>	<u>\$ 37,100</u>	<u>\$ 88,140</u>	<u>\$ 76,064</u>

As previously discussed, we provide real estate services such as property management, construction and development and heating and air conditioning services primarily for our properties but also for third parties. The primary manner in which we evaluate the operating performance of our service activities is through a measure we define as net operating income from service operations (“NOI from service operations”), which is based on the net of revenues and expenses from these activities. Construction contract and other service revenues and expenses consist primarily of subcontracted costs that are reimbursed to us by the customer along with a management fee. The operating margins from these activities are small relative to the revenue. As a result, we believe NOI from service operations is a useful measure in assessing both our level of activity and our profitability in conducting such operations. The table below sets forth the computation of our NOI from service operations:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Construction contract and other service revenues	\$ 26,065	\$ 103,324	\$ 63,430	\$ 178,213
Construction contract and other service expenses	(25,402)	(101,161)	(61,801)	(174,484)
NOI from service operations	<u>\$ 663</u>	<u>\$ 2,163</u>	<u>\$ 1,629</u>	<u>\$ 3,729</u>

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
NOI from real estate operations	\$ 69,847	\$ 68,556	\$ 134,547	\$ 136,367
NOI from service operations	663	2,163	1,629	3,729
Interest and other income	245	1,252	1,547	2,330
Equity in loss of unconsolidated entities	(72)	(202)	(277)	(317)
Income tax expense	(7)	(52)	(48)	(122)
Other adjustments:				
Depreciation and other amortization associated with real estate operations	(29,548)	(28,493)	(57,144)	(54,770)
General and administrative expenses	(5,926)	(5,834)	(11,826)	(11,377)
Business development expenses	(465)	(446)	(620)	(1,092)
Interest expense on continuing operations	(25,812)	(18,620)	(48,450)	(37,983)
NOI from discontinued operations	(595)	(649)	(1,202)	(1,316)
Income from continuing operations	<u>\$ 8,330</u>	<u>\$ 17,675</u>	<u>\$ 18,156</u>	<u>\$ 35,449</u>

The accounting policies of the segments are the same as those used to prepare our consolidated financial statements, except that discontinued operations are not presented separately for segment purposes. We did not allocate interest expense, amortization of deferred financing costs and depreciation and amortization to our real estate segments since they are not included in the measure of segment profit reviewed by management. We also did not allocate general and administrative expenses, business development expenses, interest and other income, equity in loss of unconsolidated entities, income taxes and noncontrolling interests because these items represent general corporate items not attributable to segments.

## 11. Share-Based Compensation

On May 13, 2010, we adopted the Amended and Restated 2008 Omnibus Equity and Incentive Plan, under which we may issue equity-based awards to officers, employees, non-employee trustees and any other key persons of us and our subsidiaries, as defined in the plan. The plan provides for a maximum of 5,900,000 common shares of beneficial interest, of which 3,000,000 were added pursuant to the amendment and restatement, to be issued in the form of options to purchase common shares (“options”), share appreciation rights, deferred share awards, restricted share awards, unrestricted share awards, performance shares, dividend equivalent rights and other equity-based awards and for the granting of cash-based awards. The plan expires on May 13, 2020.

### Restricted Shares

During the six months ended June 30, 2010, certain employees and members of our Board of Trustees were granted a total of 267,706 restricted shares with a weighted average grant date fair value of \$37.83 per share. Shares granted to employees are subject to forfeiture restrictions that lapse in equal increments annually over periods of three to five years, beginning on or about the first anniversary of the grant date, provided that the employees remain employed by us. Shares granted to the Trustees vest on the first anniversary of the grant date provided that the Trustees remain in their positions. During the six months ended June 30, 2010, forfeiture restrictions lapsed on 261,241 common shares previously issued to employees; these shares had a weighted average grant date fair value of \$31.93 per share, and the total intrinsic value of the shares on the vesting dates was \$9,724.

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### Performance Share Units (“PSUs”)

On March 4, 2010, our Board of Trustees granted 100,645 PSUs to executives. The PSUs have a performance period beginning on the grant date and concluding the earlier of three years from the grant date or the date of: (1) termination by the Company without cause, death or disability of the executive or constructive discharge of the executive (collectively, “qualified termination”); or (2) a sale event. The number of PSUs earned (“earned PSUs”) at the end of the performance period will be determined based on the percentile rank of the Company’s total shareholder return relative to a peer group of companies, as set forth in the following schedule:

Percentile Rank	Earned PSUs Payout%
75th or greater	200% of PSUs granted
50th or greater	100% of PSUs granted
25th	50% of PSUs granted

If the percentile rank exceeds the 25th percentile and is between two of the percentile ranks set forth in the table above, then the percentage of the earned PSUs will be interpolated between the ranges set forth in the table above to reflect any performance between the listed percentiles. At the end of the performance period, we, in settlement of the award, will issue a number of fully-vested common shares equal to the sum of:

- the number of earned PSUs in settlement of the award plan; plus
- the aggregate dividends that would have been paid with respect to the common shares issued in settlement of the earned PSUs through the date of settlement had such shares been issued on the grant date, divided by the share price on such settlement date, as defined under the terms of the agreement.

If a performance period ends due to a sale event or qualified termination, the number of earned PSUs is prorated based on the portion of the three-year performance period that has elapsed. If employment is terminated by the employee or by the Company for cause, all PSUs are forfeited. PSUs do not carry voting rights.

We computed a grant date fair value of \$53.31 per PSU using a Monte Carlo model, which included assumptions of, among other things, the following: baseline common share value of \$37.84; expected volatility for our common shares of 62.2%; and risk-free interest rate of 1.38%. We are recognizing the grant date fair value in connection with these PSU awards over a three-year period that commenced on March 4, 2010.

## Options

During the six months ended June 30, 2010, 175,443 options were exercised. The weighted average exercise price of these options was \$17.58 per share, and the total intrinsic value of the options exercised was \$3,615.

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### 12. Income Taxes

We own a taxable REIT subsidiary ("TRS") that is subject to Federal and state income taxes. Our TRS' provision for income tax consisted of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Deferred				
Federal	\$ 11	\$ 46	\$ 13	\$ 100
State	2	10	3	22
	13	56	16	122
Current				
Federal	(5)	(3)	35	—
State	(1)	(1)	8	—
	(6)	(4)	43	—
Total income tax expense	\$ 7	\$ 52	\$ 59	\$ 122
Reported on line entitled income tax expense	\$ 7	\$ 52	\$ 48	\$ 122
Reported on line entitled gain on sale of real estate, net	—	—	11	—
Total income tax expense	\$ 7	\$ 52	\$ 59	\$ 122

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

Our TRS' combined Federal and state effective tax rate was 39% for the three and six months ended June 30, 2010 and 2009.

### 13. Discontinued Operations

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

- 431 and 437 Ridge Road properties and a contiguous parcel of land that were reclassified as held for sale in 2009; and
- 11101 McCormick Road property that was sold on February 1, 2010.

Certain reclassifications have been made in prior periods to reflect discontinued operations consistent with the current presentation. The table below sets forth the components of discontinued operations reported on our Consolidated Statements of Operations:

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	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Revenue from real estate operations	\$ 734	\$ 711	\$ 1,502	\$ 1,447
Expenses from real estate operations:				
Property operating expenses	139	62	300	131
Depreciation and amortization	—	215	7	429
Interest expense	109	58	174	119
Expenses from real estate operations	248	335	481	679
Discontinued operations before gain on sales of real estate	486	376	1,021	768
Gain on sales of real estate	—	—	297	—
Discontinued operations	\$ 486	\$ 376	\$ 1,318	\$ 768

## 14. Earnings Per Share (“EPS”)

We present both basic and diluted EPS. We compute basic EPS by dividing net income available to common shareholders allocable to unrestricted common shares under the two-class method by the weighted average number of unrestricted common shares outstanding during the period. Our computation of diluted EPS is similar except that:

- the denominator is increased to include: (1) the weighted average number of potential additional common shares that would have been outstanding if securities that are convertible into our common shares were converted; and (2) the effect of dilutive potential common shares outstanding during the period attributable to share-based compensation using the treasury stock or if-converted methods; and
- the numerator is adjusted to add back any changes in income or loss that would result from the assumed conversion into common shares that we added to the denominator.

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Summaries of the numerator and denominator for purposes of basic and diluted EPS calculations are set forth below (in thousands, except per share data):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
<b>Numerator:</b>				
Income from continuing operations	\$ 8,330	\$ 17,675	\$ 18,156	\$ 35,449
Add: Gain on sales of real estate, net	335	—	352	—
Less: Preferred share dividends	(4,026)	(4,026)	(8,051)	(8,051)
Less: Income from continuing operations attributable to noncontrolling interests	(649)	(1,378)	(1,318)	(3,348)
Less: Income from continuing operations attributable to restricted shares	(250)	(242)	(540)	(510)
Numerator for basic and diluted EPS from continuing operations attributable to COPT common shareholders	3,740	12,029	8,599	23,540
Add: Discontinued operations, net	486	376	1,318	768
Less: Discontinued operations, net attributable to noncontrolling interests	(36)	(34)	(104)	(83)
Numerator for basic and diluted EPS on net income attributable to COPT common shareholders	\$ 4,190	\$ 12,371	\$ 9,813	\$ 24,225
<b>Denominator (all weighted averages):</b>				
Denominator for basic EPS (common shares)	58,489	56,637	58,169	54,296
Dilutive effect of share-based compensation awards	421	546	405	522
Denominator for diluted EPS	58,910	57,183	58,574	54,818

<b>Basic EPS:</b>				
Income from continuing operations attributable to COPT common shareholders	\$ 0.06	\$ 0.21	\$ 0.15	\$ 0.43
Discontinued operations attributable to COPT common shareholders	0.01	0.01	0.02	0.02
Net income attributable to COPT common shareholders	\$ 0.07	\$ 0.22	\$ 0.17	\$ 0.45
<b>Diluted EPS:</b>				
Income from continuing operations attributable to COPT common shareholders	\$ 0.06	\$ 0.21	\$ 0.15	\$ 0.43
Discontinued operations attributable to COPT common shareholders	0.01	0.01	0.02	0.01
Net income attributable to COPT common shareholders	\$ 0.07	\$ 0.22	\$ 0.17	\$ 0.44

Our diluted EPS computations do not include the effects of the following securities since the conversions of such securities would increase diluted EPS for the respective periods:

	Weighted Average Shares Excluded from Denominator			
	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Conversion of common units	4,558	5,483	4,786	6,363
Conversion of convertible preferred units	176	176	176	176
Conversion of convertible preferred shares	434	434	434	434

The following share-based compensation securities were excluded from the computation of diluted EPS because their effect was antidilutive (in thousands):

- weighted average restricted shares for the three months ended June 30, 2010 and 2009 of 664 and 687, respectively and for the six months ended June 30, 2010 and 2009 of 662 and 647, respectively; and
- weighted average options to purchase common shares for the three months ended June 30, 2010 and 2009 of 561 and 813, respectively, and for the six months ended June 30, 2010 and 2009 of 570 and 812, respectively.

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In addition, as discussed in Note 7, we have outstanding senior notes that have an exchange settlement feature but did not affect our diluted EPS reported above since the weighted average closing price of our common shares during each of the periods was less than the exchange prices per common share applicable for such periods.

## 15. Commitments and Contingencies

In the normal course of business, we are involved in legal actions arising from our ownership and administration of properties. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Management does not anticipate that any liabilities that may result from such proceedings will have a materially adverse effect on our financial position, operations or liquidity. Our assessment of the potential outcomes of these matters involves significant judgment and is subject to change based on future developments.

We are subject to various Federal, state and local environmental regulations related to our property ownership and operation. We have performed environmental assessments of our properties, the results of which have not revealed any environmental liability that we believe would have a materially adverse effect on our financial position, operations or liquidity.

### Joint Ventures

In connection with our 2005 contribution of properties to an unconsolidated partnership in which we hold a limited partnership interest, we entered into standard nonrecourse loan guarantees (environmental indemnifications and guarantees against fraud and misrepresentation, including springing guarantees of partnership debt in the event of a voluntary bankruptcy of the partnership). The maximum amount we could be required to pay under the guarantees is approximately \$67 million. We are entitled to recover 20% of any amounts paid under the guarantees from an affiliate of the general partner pursuant to an indemnity agreement so long as we continue to manage the properties. In the event that we no longer manage the properties, the percentage that we are entitled to recover is increased to 80%. Management estimates that the aggregate fair value of the guarantees is not material and would not exceed the amounts included in distributions received in excess of investment in unconsolidated real estate joint venture reported on the consolidated balance sheets.

We are party to a contribution agreement that formed a joint venture relationship with a limited partnership to develop up to 1.8 million square feet of office space on 63 acres of land located in Hanover, Maryland. Under the contribution agreement, we agreed to fund up to \$2,200 in pre-construction costs associated with the property. As we and the joint venture partner agree to proceed with the construction of buildings in the future, our joint venture partner would contribute land into newly-formed entities and we would make additional cash capital contributions into such entities to fund development and construction activities for which financing is not obtained. We owned a 50% interest in one such joint venture as of June 30, 2010.

We may be required to make our pro rata share of additional investments in our real estate joint ventures (generally based on our percentage ownership) in the event that additional funds are needed. In the event that the other members of these joint ventures do not pay their share of investments when additional funds are needed, we may then deem it appropriate to make even larger investments in these joint ventures.

### Environmental Indemnity Agreement

We agreed to provide certain environmental indemnifications in connection with a lease of three New Jersey properties. The prior owner of the properties, a Fortune 100 company that is responsible for groundwater contamination at such properties, previously agreed to indemnify us for (1) direct losses incurred in connection with the contamination and (2) its failure to perform remediation activities required

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by the State of New Jersey, up to the point that the state declares the remediation to be complete. Under the lease agreement, we agreed to the following:

- to indemnify the tenant against losses covered under the prior owner's indemnity agreement if the prior owner fails to indemnify the tenant for such losses. This indemnification is limited to \$5,000 in perpetuity after the State of New Jersey declares the remediation to be complete;
- to indemnify the tenant for consequential damages (e.g., business interruption) at one of the buildings in perpetuity and another of the buildings for 15 years after the tenant's acquisition of the property from us. This indemnification is limited to \$12,500; and
- to pay 50% of additional costs related to construction and environmental regulatory activities incurred by the tenant as a result of the indemnified environmental condition of the properties. This indemnification is limited to \$300 annually and \$1,500 in the aggregate.

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

### Overview

We are a specialty office real estate investment trust ("REIT") that focuses primarily on strategic customer relationships and specialized tenant requirements in the United States Government, defense information technology and data sectors. We acquire, develop, manage and lease properties that are typically concentrated in large office parks primarily located adjacent to government demand drivers and/or in demographically strong markets possessing growth opportunities. As of June 30, 2010, our investments in real estate included the following:

- 247 wholly owned operating properties totaling 19.5 million square feet;
- 22 wholly owned properties under construction, development or redevelopment that we estimate will total approximately 3.1 million square feet upon completion, including three partially operational properties included above;
- wholly owned land parcels totaling 1,515 acres that we believe are potentially developable into approximately 14.1 million square feet; and
- partial ownership interests in a number of other real estate projects in operations, under development or held for future development.

During the six months ended June 30, 2010, we:

- had a decrease in net income attributable to common shareholders of \$14.4 million, or 58.1%, from the six months ended June 30, 2009;
- had a decrease of \$6.4 million, or 4.9%, from the six months ended June 30, 2009 in our NOI from continuing real estate operations (defined below) attributable to properties that were owned and 100% operational throughout the two periods (properties that we refer to collectively as "Same-Office Properties");
- finished the period with occupancy of our wholly owned portfolio of properties at 88.3%;
- acquired a property in McLean, Virginia totaling 152,000 square feet for \$40.0 million on June 28, 2010;
- placed into service an aggregate of 259,000 square feet in newly constructed space in four properties;
- completed the formation of LW Redstone Company, LLC, a joint venture created to develop Redstone Gateway, a 468-acre land parcel adjacent to Redstone Arsenal in Huntsville, Alabama;
- issued a \$240.0 million aggregate principal amount of 4.25% Exchangeable Senior Notes due 2030 and redeemable by us on or after April 20, 2015; and
- increased the borrowing capacity under our Revolving Credit Facility by \$100.0 million, from \$600.0 million to \$700.0 million.

In this section, we discuss our financial condition and results of operations as of and for the three and six months ended June 30, 2010. This section includes discussions on, among other things:

- our results of operations and why various components of our Consolidated Statements of Operations changed for the three and six months ended June 30, 2010 compared to the same periods in 2009;

- our cash flows;
- how we expect to generate cash for short and long-term capital needs;
- our commitments and contingencies at June 30, 2010; and
- the computation of our funds from operations.

You should refer to our Consolidated Financial Statements as you read this section.

This section contains “forward-looking” statements, as defined in the Private Securities Litigation Reform Act of 1995, that are based on our current expectations, estimates and projections about future events and financial trends affecting the financial condition and operations of our business. Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “could,”

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“expect,” “estimate” or other comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, we can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements. Important factors that may affect these expectations, estimates and projections include, but are not limited to:

- our ability to borrow on favorable terms;
- general economic and business conditions, which will, among other things, affect office property demand and rents, tenant creditworthiness, interest rates and financing availability;
- adverse changes in the real estate markets, including, among other things, increased competition with other companies;
- risks of real estate acquisition and development activities, including, among other things, risks that development projects may not be completed on schedule, that tenants may not take occupancy or pay rent or that development and operating costs may be greater than anticipated;
- risks of investing through joint venture structures, including risks that our joint venture partners may not fulfill their financial obligations as investors or may take actions that are inconsistent with our objectives;
- changes in our plans for properties or our views of market economic conditions that could result in recognition of impairment losses;
- our ability to satisfy and operate effectively under Federal income tax rules relating to real estate investment trusts and partnerships;
- governmental actions and initiatives; and
- environmental requirements.

We undertake no obligation to update or supplement forward-looking statements.

## Occupancy and Leasing

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

	June 30, 2010	December 31, 2009
Occupancy rates		
Total	88.3 %	90.8 %
Baltimore/Washington Corridor	89.6 %	91.6 %
Northern Virginia	96.0 %	96.6 %
Greater Baltimore	81.2 %	80.3 %
Colorado Springs	75.1 %	85.8 %
Suburban Maryland	70.7 %	91.9 %
St. Mary’s and King George Counties	96.0 %	97.8 %
Greater Philadelphia	100.0 %	100.0 %
San Antonio	100.0 %	100.0 %
Other	100.0 %	100.0 %
Average contractual annual rental rate per square foot at period end (1)	\$ 24.72	\$ 24.63

(1) Includes estimated expense reimbursements.

The decrease in occupancy rates for our properties in Colorado Springs since December 31, 2009 was due primarily to 187,000 newly constructed square feet placed into service during the six months ended June 30, 2010 that were unoccupied. The decrease in occupancy rates for our properties in the Suburban Maryland region since December 31, 2009 was due primarily to 149,000 square feet vacated upon the expiration of two large leases. As discussed in greater detail in our 2009 Annual Report on Form 10-K, we

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expect that the leasing environment will continue to be under stress from the lagging effects of the global downturn in the economy throughout 2010 and perhaps beyond. We believe that our continuing exposure to the challenging leasing environment is cushioned to a certain extent by the generally long-term nature of our leases and the staggered timing of our future lease expirations.

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

Geographic Region	Ownership Interest	Occupancy Rates at	
		June 30, 2010	December 31, 2009
Greater Harrisburg, Pennsylvania (1)	20.0 %	76.4 %	79.0 %
Suburban Maryland (2)	(2)	86.2 %	84.1 %
Baltimore/Washington Corridor (3)	50.0 %	6.0 %	6.0 %



- (1) Includes 16 properties totaling 671,000 square feet.
- (2) Includes three properties totaling 298,000 square feet (we had a 45% ownership interest in 242,000 square feet and a 50% ownership interest in 56,000 square feet).
- (3) Includes one property with 144,000 square feet.

## Results of Operations

One manner in which we evaluate the operating performance of our properties is through a measure we define as NOI from real estate operations, which is derived by subtracting property operating expenses from revenues from real estate operations. We believe that NOI from real estate operations is an important supplemental measure of performance for a REIT's operating real estate because it provides a measure of the core operations that is unaffected by depreciation, amortization, financing and general and administrative expenses; this measure is particularly useful in our opinion in evaluating the performance of geographic segments, same-office property groupings and individual properties. The amount of NOI from real estate operations included in income from continuing operations is referred to herein as NOI from continuing real estate operations. We view our NOI from continuing real estate as being comprised of the following primary categories:

- operating properties owned and 100% operational throughout the current and prior year reporting periods. We define these as changes from "Same-Office Properties";
- constructed properties placed into service that were not 100% operational throughout the current and prior year reporting periods; and
- operating properties acquired during the current and prior year reporting periods.

The primary manner in which we evaluate the operating performance of our construction contract and other service activities is through a measure we define as NOI from service operations, which is based on the net of the revenues and expenses from these activities. The revenues and expenses from these activities consist primarily of subcontracted costs that are reimbursed to us by customers along with a management fee. The operating margins from these activities are small relative to the revenue. We believe NOI from service operations is a useful measure in assessing both our level of activity and our profitability in conducting such operations.

We believe that operating income, as reported on our Consolidated Statements of Operations, is the most directly comparable GAAP measure for both NOI from continuing real estate operations and NOI from service operations. Since both of these measures exclude certain items includable in operating income, reliance on these measures has limitations; management compensates for these limitations by using the measures simply as supplemental measures that are considered alongside other GAAP and non-GAAP measures.

The table below reconciles NOI from continuing real estate operations and NOI from service operations to operating income reported on our Consolidated Statement of Operations (in thousands):

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	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
NOI from continuing real estate operations	\$ 69,252	\$ 67,907	\$ 133,345	\$ 135,051
NOI from service operations	663	2,163	1,629	3,729
Depreciation and amortization associated with real estate operations	(29,548)	(28,493)	(57,144)	(54,770)
General and administrative expense	(5,926)	(5,834)	(11,826)	(11,377)
Business development expenses	(465)	(446)	(620)	(1,092)
Operating income	\$ 33,976	\$ 35,297	\$ 65,384	\$ 71,541

## Comparison of the Three Months Ended June 30, 2010 to the Three Months Ended June 30, 2009

	For the Three Months Ended June 30,		
	2010	2009	Variance
(Dollars in thousands)			
<b>Revenues</b>			
Revenues from real estate operations	\$ 109,257	\$ 105,007	\$ 4,250
Construction contract and other service revenues	26,065	103,324	(77,259)
Total revenues	135,322	208,331	(73,009)
<b>Expenses</b>			
Property operating expenses	40,005	37,100	2,905
Depreciation and amortization associated with real estate operations	29,548	28,493	1,055
Construction contract and other service expenses	25,402	101,161	(75,759)
General and administrative expense	5,926	5,834	92
Business development expenses	465	446	19
Total operating expenses	101,346	173,034	(71,688)
Operating income	33,976	35,297	(1,321)
Interest expense	(25,812)	(18,620)	(7,192)
Interest and other income	245	1,252	(1,007)
Equity in loss of unconsolidated entities	(72)	(202)	130
Income tax expense	(7)	(52)	45
Income from continuing operations	8,330	17,675	(9,345)
Discontinued operations	486	376	110
Gain on sales of real estate, net of income taxes	335	—	335
Net income	9,151	18,051	(8,900)
Net income attributable to noncontrolling interests	(685)	(1,412)	727
Preferred share dividends	(4,026)	(4,026)	—
Net income attributable to COPT common shareholders	\$ 4,440	\$ 12,613	\$ (8,173)

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**For the Three Months Ended June 30,**

	2010	2009	Variance
	(Dollars in thousands)		
<b>Revenues</b>			
Same office properties	\$ 98,666	\$ 100,687	\$ (2,021)
Constructed properties placed in service	4,801	1,654	3,147
Acquired properties	4,994	17	4,977
Other	796	2,649	(1,853)
	<u>109,257</u>	<u>105,007</u>	<u>4,250</u>
<b>Property operating expenses</b>			
Same office properties	34,357	35,535	(1,178)
Constructed properties placed in service	1,844	561	1,283
Acquired properties	2,154	—	2,154
Other	1,650	1,004	646
	<u>40,005</u>	<u>37,100</u>	<u>2,905</u>
<b>NOI from continuing real estate operations</b>			
Same office properties	64,309	65,152	(843)
Constructed properties placed in service	2,957	1,093	1,864
Acquired properties	2,840	17	2,823
Other	(854)	1,645	(2,499)
	<u>\$ 69,252</u>	<u>\$ 67,907</u>	<u>\$ 1,345</u>

As the table above indicates, much of our change in NOI from continuing real estate operations was attributable to the additions of properties through construction and acquisition activities. In addition, the lines in the table entitled "Other" include the effects of vacancies at three properties that we expect to redevelop, including approximately 300,000 square feet at two properties in Greater Philadelphia; we recognized a \$2.3 million decrease in NOI from continuing real estate operations attributable to these properties.

With regard to changes in NOI from continuing real estate operations attributable to the Same-Office Properties:

- the decrease in revenues was attributable primarily to changes in rental rates and occupancy between the two periods (average occupancy of same office properties was 89.2% in the current period versus 92.1% in the prior period); and
- the decrease in property operating expenses included a decrease of \$912,000 in electric utilities expense, which included the effects of rate decreases for most of our Maryland properties and certain cost reduction initiatives, and a decrease of \$829,000 in bad debt expense.

*NOI from Service Operations*

	<b>For the Three Months Ended June 30,</b>		
	2010	2009	Variance
	(Dollars in thousands)		
Construction contract and other service revenues	\$ 26,065	\$ 103,324	\$ (77,259)
Construction contract and other service expenses	25,402	101,161	(75,759)
NOI from service operations	<u>\$ 663</u>	<u>\$ 2,163</u>	<u>\$ (1,500)</u>

NOI from service operations decreased due primarily to a lower volume of construction activity in connection with one large construction contract.

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*Interest expense*

The increase in interest expense included the effect of a \$321.5 million increase in our average outstanding debt resulting from our financing of acquisition and construction activities. Also included was an increase in our weighted average interest rates of debt from 4.68% to 5.26% resulting primarily from our refinancing of variable rate debt with higher fixed rate debt.

Comparison of the Six Months Ended June 30, 2010 to the Six Months Ended June 30, 2009

	<b>For the Six Months Ended June 30,</b>		
	2010	2009	Variance
	(Dollars in thousands)		
<b>Revenues</b>			
Revenues from real estate operations	\$ 221,485	\$ 211,115	\$ 10,370
Construction contract and other service revenues	63,430	178,213	(114,783)
Total revenues	<u>284,915</u>	<u>389,328</u>	<u>(104,413)</u>
<b>Expenses</b>			
Property operating expenses	88,140	76,064	12,076
Depreciation and amortization associated with real estate operations	57,144	54,770	2,374
Construction contract and other service expenses	61,801	174,484	(112,683)
General and administrative expense	11,826	11,377	449
Business development expenses	620	1,092	(472)
Total operating expenses	<u>219,531</u>	<u>317,787</u>	<u>(98,256)</u>
Operating income	65,384	71,541	(6,157)
Interest expense	(48,450)	(37,983)	(10,467)
Interest and other income	1,547	2,330	(783)
Equity in loss of unconsolidated entities	(277)	(317)	40
Income tax expense	(48)	(122)	74
Income from continuing operations	18,156	35,449	(17,293)
Discontinued operations	1,318	768	550
Gain on sales of real estate, net of income taxes	352	—	352
Net income	<u>19,826</u>	<u>36,217</u>	<u>(16,391)</u>
Net income attributable to noncontrolling interests	(1,422)	(3,431)	2,009

Preferred share dividends	(8,051)	(8,051)	—
Net income attributable to COPT common shareholders	\$ 10,353	\$ 24,735	\$ (14,382)

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*NOI from Continuing Real Estate Operations*

	For the Six Months Ended June 30,		
	2010	2009	Variance
	(Dollars in thousands)		
<b>Revenues</b>			
Same office properties	\$ 200,435	\$ 203,684	\$ (3,249)
Constructed properties placed in service	8,940	2,330	6,610
Acquired properties	10,411	17	10,394
Other	1,699	5,084	(3,385)
	<u>221,485</u>	<u>211,115</u>	<u>10,370</u>
<b>Property operating expenses</b>			
Same office properties	76,347	73,173	3,174
Constructed properties placed in service	3,610	1,023	2,587
Acquired properties	4,272	—	4,272
Other	3,911	1,868	2,043
	<u>88,140</u>	<u>76,064</u>	<u>12,076</u>
<b>NOI from continuing real estate operations</b>			
Same office properties	124,088	130,511	(6,423)
Constructed properties placed in service	5,330	1,307	4,023
Acquired properties	6,139	17	6,122
Other	(2,212)	3,216	(5,428)
	<u>\$ 133,345</u>	<u>\$ 135,051</u>	<u>\$ (1,706)</u>

As the table above indicates, much of our change in NOI from continuing real estate operations was attributable to the additions of properties through construction and acquisition activities. In addition, the lines in the table entitled “Other” include the effects of vacancies in the three properties that we expect to redevelop that are described above; we recognized a \$4.7 million decrease in NOI from continuing real estate operations attributable to these properties.

With regard to changes in NOI from continuing real estate operations attributable to Same-Office Properties:

- the decrease in revenues included the following:
  - a \$3.5 million decrease in rental revenue attributable primarily to changes in rental rates and occupancy between the two periods (average occupancy of same office properties was 89.6% in the current period versus 92.3% in the prior period); and
  - a \$2.4 million decrease in net revenue from the early termination of leases, most of which was due to the early termination of one lease at a property in Northern Virginia in the prior period; offset in part by
  - a \$2.7 million increase in tenant recoveries and other revenue due primarily to the increase in property operating expenses described below.
- the increase in property operating expenses included the following:
  - a \$4.5 million increase in snow removal expenses due primarily to increased snow and ice in most of our regions; offset in part by
  - a \$1.3 million decrease in bad debt expense.

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*NOI from Service Operations*

	For the Six Months Ended June 30,		
	2010	2009	Variance
	(Dollars in thousands)		
Construction contract and other service revenues	\$ 63,430	\$ 178,213	\$ (114,783)
Construction contract and other service expenses	61,801	174,484	(112,683)
NOI from service operations	<u>\$ 1,629</u>	<u>\$ 3,729</u>	<u>\$ (2,100)</u>

NOI from service operations decreased due primarily to a lower volume of construction activity in connection with one large construction contract.

*Interest expense*

The increase in interest expense included the effect of a \$267.6 million increase in our average outstanding debt and an increase in our weighted average interest rates of debt from 4.75% to 5.04% for the reasons described above for the three month periods.

Funds From Operations

Funds from operations (“FFO”) is defined as net income computed using GAAP, excluding gains on sales of operating properties, plus real estate-related depreciation and amortization. Gains from sales of newly-developed properties less accumulated depreciation, if any, required under GAAP are included in FFO on the basis that development services are the primary revenue generating activity; we believe that inclusion of these development gains is in accordance with the National Association of Real Estate Investment Trusts (“NAREIT”) definition of FFO, although others may interpret the definition differently. We believe that FFO is useful to management and investors as a supplemental measure of operating performance because, by excluding gains related to sales of previously depreciated operating real estate properties and excluding real estate-related depreciation and amortization, FFO can help one compare our operating performance between periods. In addition, since most equity REITs provide FFO information to the investment community, we believe that FFO is useful to investors as a supplemental measure for comparing our results to those of other equity REITs. We believe that net income is the most directly comparable GAAP measure to FFO.

Since FFO excludes certain items includable in net income, reliance on the measure has limitations; management compensates for these limitations by using the measure simply as a supplemental measure that is weighed in the balance with other GAAP and non GAAP measures. FFO is not necessarily an indication of our cash flow available

to fund cash needs. Additionally, it should not be used as an alternative to net income when evaluating our financial performance or to cash flow from operating, investing and financing activities when evaluating our liquidity or ability to make cash distributions or pay debt service. The FFO we present may not be comparable to the FFO presented by other REITs since they may interpret the current NAREIT definition of FFO differently or they may not use the current NAREIT definition of FFO.

Basic FFO available to common share and common unit holders (“Basic FFO”) is FFO adjusted to subtract (1) preferred share dividends, (2) income attributable to noncontrolling interests through ownership of preferred units in the Operating Partnership or interests in other consolidated entities not owned by us, (3) depreciation and amortization allocable to noncontrolling interests in other consolidated entities and (4) Basic FFO allocable to restricted shares. With these adjustments, Basic FFO represents FFO available to common shareholders and common unitholders. Common units in the Operating Partnership are substantially similar to our common shares and are exchangeable into common shares, subject to certain conditions. We believe that Basic FFO is useful to investors due to the close correlation of common units to common shares. We believe that net income is the most directly comparable GAAP measure to Basic FFO. Basic FFO has essentially the same limitations as FFO; management compensates for these limitations in essentially the same manner as described above for FFO.

Diluted FFO available to common share and common unit holders (“Diluted FFO”) is Basic FFO adjusted to add back any changes in Basic FFO that would result from the assumed conversion of securities

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that are convertible or exchangeable into common shares. We believe that Diluted FFO is useful to investors because it is the numerator used to compute Diluted FFO per share, discussed below. We believe that the numerator for diluted EPS is the most directly comparable GAAP measure to Diluted FFO. Since Diluted FFO excludes certain items includable in the numerator to diluted EPS, reliance on the measure has limitations; management compensates for these limitations by using the measure simply as a supplemental measure that is weighed in the balance with other GAAP and non-GAAP measures. Diluted FFO is not necessarily an indication of our cash flow available to fund cash needs. Additionally, it should not be used as an alternative to net income when evaluating our financial performance or to cash flow from operating, investing and financing activities when evaluating our liquidity or ability to make cash distributions or pay debt service. The Diluted FFO that we present may not be comparable to the Diluted FFO presented by other REITs.

Diluted FFO, excluding operating property acquisition costs is defined as Diluted FFO adjusted to exclude acquisition costs. We believe that operating property acquisition costs are not reflective of normal operations and, as a result, we believe that a measure that excludes this item is a useful supplemental measure in evaluating our operating performance. We believe that the numerator to diluted EPS is the most directly comparable GAAP measure to this non-GAAP measure. This measure has essentially the same limitations as Diluted FFO, as well as the further limitation of not reflecting operating property acquisition costs; we compensate for these limitations in essentially the same manner as described above for Diluted FFO.

Diluted FFO per share is (1) Diluted FFO divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. We believe that Diluted FFO per share is useful to investors because it provides investors with a further context for evaluating our FFO results in the same manner that investors use earnings per share (“EPS”) in evaluating net income available to common shareholders. In addition, since most equity REITs provide Diluted FFO per share information to the investment community, we believe that Diluted FFO per share is a useful supplemental measure for comparing us to other equity REITs. We believe that diluted EPS is the most directly comparable GAAP measure to Diluted FFO per share. Diluted FFO per share has most of the same limitations as Diluted FFO (described above); management compensates for these limitations in essentially the same manner as described above for Diluted FFO.

Diluted FFO per share, excluding operating property acquisition costs is (1) Diluted FFO, excluding operating property acquisition costs divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. We believe that this measure is useful to investors because it provides investors with a further context for evaluating our FFO results. We believe that diluted EPS is the most directly comparable GAAP measure to this per share measure. This measure has most of the same limitations as Diluted FFO (described above) as well as the further limitation of not reflecting the effect of operating property acquisition costs; we compensate for these limitations in essentially the same manner as described above for Diluted FFO.

The computations for all of the above measures on a diluted basis assume the conversion of common units in our Operating Partnership but do not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase per share measures in a given period. The table below sets forth the computation of the above stated measures for the three and six months ended June 30, 2010 and 2009 and provides reconciliations to the GAAP measures associated with such measures (amounts in thousands, except per share data):

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	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
Net income	\$ 9,151	\$ 18,051	\$ 19,826	\$ 36,217
Add: Real estate-related depreciation and amortization	29,548	28,708	57,151	55,199
Add: Depreciation and amortization on unconsolidated real estate entities	171	161	346	321
Less: Gain on sales of operating properties, net of income taxes	—	—	(297)	—
FFO	38,870	46,920	77,026	91,737
Less: Noncontrolling interests-preferred units in the Operating Partnership	(165)	(165)	(330)	(330)
Less: Noncontrolling interests-other consolidated entities	(156)	25	(201)	(25)
Less: Preferred share dividends	(4,026)	(4,026)	(8,051)	(8,051)
Less: Depreciation and amortization allocable to noncontrolling interests in other consolidated entities	(297)	(107)	(579)	(160)
Less: Basic and diluted FFO allocable to restricted shares	(346)	(450)	(725)	(903)
Basic and Diluted FFO	33,880	42,197	67,140	82,268
Add: Operating property acquisition costs	271	—	290	—
Diluted FFO, excluding operating property acquisition costs	\$ 34,151	\$ 42,197	\$ 67,430	\$ 82,268
Weighted average common shares	58,489	56,637	58,169	54,296
Conversion of weighted average common units	4,558	5,483	4,786	6,363
Weighted average common shares/units - Basic FFO	63,047	62,120	62,955	60,659
Dilutive effect of share-based compensation awards	421	546	405	522

Weighted average common shares/units - Diluted FFO	63,468	62,666	63,360	61,181
Diluted FFO per share	\$ 0.53	\$ 0.67	\$ 1.06	\$ 1.34
Diluted FFO per share, excluding operating property acquisition costs	\$ 0.54	\$ 0.67	\$ 1.06	\$ 1.34
Numerator for diluted EPS	\$ 4,190	\$ 12,371	\$ 9,813	\$ 24,225
Add: Income allocable to noncontrolling interests-common units in the Operating Partnership	364	1,272	891	3,076
Add: Real estate-related depreciation and amortization	29,548	28,708	57,151	55,199
Add: Depreciation and amortization of unconsolidated real estate entities	171	161	346	321
Add: Numerator for diluted EPS allocable to restricted shares	250	242	540	510
Less: Depreciation and amortization allocable to noncontrolling interests in other consolidated entities	(297)	(107)	(579)	(160)
Less: Basic and diluted FFO allocable to restricted shares	(346)	(450)	(725)	(903)
Less: Gain on sales of operating properties, net of income taxes	—	—	(297)	—
Basic and Diluted FFO	33,880	42,197	67,140	82,268
Add: Operating property acquisition costs	271	—	290	—
Diluted FFO, excluding operating property acquisition costs	\$ 34,151	\$ 42,197	\$ 67,430	\$ 82,268
Denominator for diluted EPS	58,910	57,183	58,574	54,818
Weighted average common units	4,558	5,483	4,786	6,363
Denominator for Diluted FFO per share	63,468	62,666	63,360	61,181

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**Liquidity and Capital Resources**

Our primary cash requirements are for operating expenses, debt service, development of new properties, improvements to existing properties and acquisitions. While we may experience increasing challenges discussed elsewhere herein and in our 2009 Annual Report on Form 10-K due to the current economic environment, we believe that our liquidity and capital resources are adequate for our near-term and longer-term requirements. We maintain sufficient cash and cash equivalents to meet our operating cash requirements and short term investing and financing cash requirements. When we determine that the amount of cash and cash equivalents on hand is more than we need to meet such requirements, we may pay down our Revolving Credit Facility (defined below) or forgo borrowing under construction loan credit facilities to fund development activities.

We rely primarily on fixed-rate, non-recourse mortgage loans from banks and institutional lenders to finance most of our operating properties. We have also made use of the public equity and debt markets to meet our capital needs, principally to repay or refinance corporate and property secured debt and to provide funds for property development and acquisition.

We have an unsecured revolving credit facility (the "Revolving Credit Facility") with a group of lenders that provides for borrowings of up to \$700.0 million, \$449.5 million of which was available at June 30, 2010; this facility is available through September 2011 and may be extended for one year at our option, subject to certain conditions. In addition, we have a Revolving Construction Facility, which provides for borrowings of up to \$225.0 million, \$122.1 million of which was available at June 30, 2010 to fund construction costs; this facility is available until May 2011 and may be extended for one year at our option, subject to certain conditions.

We believe that we have sufficient capacity under our Revolving Credit Facility and Revolving Construction Facility to satisfy our 2010 debt maturities and to fund construction of properties that were under construction at period end or expected to be started during the remainder of 2010. We are continually evaluating sources of capital and believe that there are satisfactory sources available to meet our capital requirements without necessitating property sales. Selective dispositions of operating and other properties may also provide capital resources during the remainder of 2010 and in future years.

Certain of our debt instruments require that we comply with a number of restrictive financial covenants, including maximum leverage ratio, unencumbered leverage ratio, minimum net worth, minimum fixed charge coverage, minimum unencumbered interest coverage ratio, minimum debt service and maximum secured indebtedness ratio. As of June 30, 2010, we were in compliance with these financial covenants.

Cash Flows

Our cash flow from operations decreased \$49.9 million, or 38.8%, when comparing the six months ended June 30, 2010 and 2009 due primarily to the timing of cash flow associated with third-party construction projects and increased cash paid for interest. We expect to continue to use cash flow provided by operations as the primary source to meeting our short-term capital needs, including all property operating expenses, general and administrative expenses, interest expense, scheduled principal amortization of debt, dividends to our shareholders, distributions to our noncontrolling interest holders of preferred and common units in the Operating Partnership and capital improvements and leasing costs.

Our cash flow used in investing activities increased \$43.2 million when comparing the six months ended June 30, 2010 and 2009 due primarily to increased acquisition activity in the current period. Our cash flow provided by financing activities increased \$89.5 million when comparing the six months ended June 30, 2010 and 2009 due primarily to a \$186.3 million increase in debt proceeds in the current period to which the issuance of \$240.0 million in exchangeable senior notes contributed, offset in part by a \$70.6 million decrease in proceeds from common share issuances due to our underwritten public offering in April 2009.

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Investing and Financing Activities During the Six Months Ended June 30, 2010

We acquired a 152,000 square foot office property located in McLean, Virginia for \$40.0 million. This acquisition was financed primarily using proceeds from our Revolving Credit Facility.

We had two newly-constructed properties totaling 236,000 square feet in Colorado Springs become fully operational in 2010 (49,000 of these square feet were placed into service in 2009). These properties were 26% leased as of June 30, 2010. Costs incurred on these properties through June 30, 2010 totaled \$40.8 million, of which \$1.7 million was incurred in 2010.

In March 2010, we completed the formation of LW Redstone Company, LLC, a joint venture created to develop Redstone Gateway, a 468-acre land parcel adjacent to Redstone Arsenal in Huntsville, Alabama. The land is owned by the U.S. Government and is under a long term master lease to the joint venture. Through this master lease, the joint venture will create a business park that we expect will total approximately 4.6 million square feet of office and retail space when completed, including approximately 4.4 million square feet of Class A office space. In addition, the business park will include hotel and other amenities. Development and construction of the business park is expected to take place over a 20-year period. Our joint venture partner does not have any funding obligations under the terms of the joint venture agreement.

The table below sets forth the major components of our additions to the line entitled "Total Properties, net" on our Consolidated Balance Sheet for the six months ended June 30, 2010 (in thousands):

Construction, development and redevelopment	\$ 98,206
Acquisitions	37,341
Tenant improvements on operating properties	7,780 (1)
Capital improvements on operating properties	2,395
	<u>\$ 145,722</u>

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

Construction, development and redevelopment activities underway at June 30, 2010 included the following:

Activity	Number of Properties	Square Feet (in thousands)	Estimated Remaining Costs (in millions)	Expected Year For Costs to be Incurred Through
Construction of new properties	10	1,205	\$ 88.9	2012
Development of new properties	12	1,546	336.6	2013
Redevelopment of existing properties	2	576	11.7	2011

On April 7, 2010, the Operating Partnership issued a \$240.0 million aggregate principal amount of 4.25% Exchangeable Senior Notes due 2030. Interest on the notes is payable on April 15 and October 15 of each year. The notes have an exchange settlement feature that provides that the notes may, under certain circumstances, be exchangeable for cash and, at the Operating Partnership's discretion, our common shares at an exchange rate (subject to adjustment) of 20.7658 shares per \$1,000 principal amount of the notes (exchange rate is as of June 30, 2010 and is equivalent to an exchange price of \$48.16 per common share) (the initial exchange rate of the notes was based on a 20% premium over the closing price on the NYSE on the transaction pricing date). On or after April 20, 2015, the Operating Partnership may redeem the notes in cash in whole or in part. The holders of the notes have the right to require us to repurchase the notes in cash in whole or in part on each of April 15, 2015, April 15, 2020 and April 15, 2025, or in the event of a "fundamental change," as defined under the terms of the notes, for a repurchase price equal to 100% of the principal amount of the notes plus accrued and unpaid interest. Prior to April 20, 2015, subject to certain exceptions, if (1) a "fundamental change" occurs as a result of certain forms of transactions or series of

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transactions and (2) a holder elects to exchange its notes in connection with such "fundamental change," we will increase the applicable exchange rate for the notes surrendered for exchange by a number of additional shares of our common shares as a "make whole premium." The notes are general unsecured senior obligations of the Operating Partnership and rank equally in right of payment with all other senior unsecured indebtedness of the Operating Partnership. The Operating Partnership's obligations under the notes are fully and unconditionally guaranteed by us. We used the \$234.3 million in net proceeds available after transaction costs from this issuance for general corporate purposes, including the application of \$224.0 million to pay down borrowings under our Revolving Credit Facility.

In April 2010, we increased the capacity under our Revolving Credit Facility by \$100.0 million, from \$600.0 million to \$700.0 million.

## [Off-Balance Sheet Arrangements](#)

We had no significant changes in our off-balance sheet arrangements from those described in the section entitled "Off-Balance Sheet Arrangements" in our 2009 Annual Report on Form 10-K.

## [Inflation](#)

Most of our tenants are obligated to pay their share of a building's operating expenses to the extent such expenses exceed amounts established in their leases, based on historical expense levels. Some of our tenants are obligated to pay their full share of a building's operating expenses. These arrangements somewhat reduce our exposure to increases in such costs resulting from inflation. In addition, since our average lease life is approximately five years, we generally expect to be able to compensate for increased operating expenses through increased rental rates upon lease renewal or expiration.

## [Item 3. Quantitative and Qualitative Disclosures about Market Risk](#)

We are exposed to certain market risks, the most predominant of which is change in interest rates. Increases in interest rates can result in increased interest expense under our Revolving Credit Facility and other variable rate debt. Increases in interest rates can also result in increased interest expense when our fixed rate debt matures and needs to be refinanced. Our capital strategy favors long-term, fixed-rate, secured debt over variable-rate debt to minimize the risk of short-term increases in interest rates.

The following table sets forth as of June 30, 2010 our debt and weighted average interest rates for fixed rate debt by expected maturity date (dollars in thousands):

	For the Periods Ending December 31,						Total
	2010	2011 (1)	2012	2013	2014	Thereafter	
Long term debt:							
Fixed rate debt (2)	\$ 59,000	\$ 276,935	\$ 47,153	\$ 143,027	\$ 96,786	\$ 942,116	\$ 1,565,017
Weighted average interest rate	5.82%	4.35%	6.39%	5.63%	7.11%	5.52%	5.46%
Variable rate debt	\$ 272	\$ 370,204	\$ 222,005	\$ 649	\$ 47,402	\$ —	\$ 640,532

(1) Includes amounts outstanding at June 30, 2010 of \$250.0 million under our Revolving Credit Facility, \$102.9 million under our Revolving Construction Facility and \$16.8 million under another construction loan facility that may be extended for a one-year period, subject to certain conditions.

(2) Represents principal maturities only and therefore excludes net discounts of \$23.2 million.

The fair market value of our debt was \$2.1 billion at June 30, 2010. If interest rates on our fixed-rate debt had been 1% lower, the fair value of this debt would have increased by \$67.9 million at June 30, 2010.

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The following table sets forth information pertaining to interest rate swap contracts in place as of June 30, 2010, and their respective fair values (dollars in thousands):

Notional Amount	One-Month LIBOR base	Effective Date	Expiration Date	Fair Value at June 30, 2010
100,000	1.9750%	1/1/2010	5/1/2012	\$ (2,158)
120,000	1.7600%	1/2/2009	5/1/2012	(2,126)
				<u>\$ (4,284)</u>

Based on our variable-rate debt balances, including the effect of interest rate swaps, our interest expense would have increased by \$1.1 million in the six months ended June 30, 2010 if short-term interest rates were 1% higher.

**Item 4. Controls and Procedures**

## (a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of June 30, 2010. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of June 30, 2010 were functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed or submitted under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

## (b) Change in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II****Item 1. Legal Proceedings**

We are not aware of any material developments during the most recent fiscal quarter regarding the litigation described in our 2009 Annual Report on Form 10-K. We are not currently involved in any other material litigation nor, to our knowledge, is any material litigation currently threatened against the Company (other than routine litigation arising in the ordinary course of business, substantially all of which is expected to be covered by liability insurance).

**Item 1A. Risk Factors**

There have been no material changes to the risk factors included in our 2009 Annual Report on Form 10-K.

[Table of Contents](#)**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(a) During the three months ended June 30, 2010, 301,101 of the Operating Partnership's common units were exchanged for 301,101 common shares in accordance with the Operating Partnership's Second Amended and Restated Limited Partnership Agreement, as amended. The issuance of these common shares was effected in reliance upon the exemption from registration under Section 4(2) of the Securities Act of 1933, as amended.

(b) Not applicable

(c) Not applicable

**Item 3. Defaults Upon Senior Securities**

(a) Not applicable

(b) Not applicable

**Item 4. Removed and Reserved****Item 5. Other Information**

Not applicable

[Table of Contents](#)**Item 6. Exhibits**

(a) Exhibits:

**EXHIBIT  
NO.****DESCRIPTION**

- 
- |      |   |
|------|---|
| 3.1  | Articles of Amendment of Amended and Restated Declaration of Trust (filed with the Company's Current Report on Form 8-K dated May 19, 2010 and incorporated herein by reference).   |
| 4.1  | Indenture, dated as of April 7, 2010, among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and Wells Fargo Bank, National Association, as trustee (filed with the Company's Current Report on Form 8-K dated April 16, 2010 and incorporated herein by reference).  |
| 4.2  | Form of 4.25% Exchangeable Senior Note due 2030 (filed with the Company's Current Report on Form 8-K dated April 16, 2010 and incorporated herein by reference).  |
| 10.1 | Registration Rights Agreement, dated April 7, 2010, among Corporate Office Properties, L.P., Corporate Office Properties Trust, J.P. Morgan Securities Inc. and RBC Capital Markets Corporation (filed with the Company's Current Report on Form 8-K dated April 16, 2010 and incorporated herein by reference).  |
| 10.2 | Common Stock Delivery Agreement, dated April 7, 2010, among Corporate Office Properties, L.P. and Corporate Office Properties Trust (filed with the Company's Current Report on Form 8-K dated April 16, 2010 and incorporated herein by reference).  |
| 10.3 | Corporate Office Properties Trust Amended and Restated 2008 Omnibus Equity and Incentive Plan (attached as Annex A to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission by Corporate Office Properties Trust on March 30, 2010 and incorporated herein by reference).  |
| 31.1 | Certification of the Chief Executive Officer of Corporate Office Properties Trust required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).  |
| 31.2 | Certification of the Chief Financial Officer of Corporate Office Properties Trust required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).  |
| 32.1 | Certification of the Chief Executive Officer of Corporate Office Properties Trust required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (furnished herewith). |

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|---------|---|
| 32.2    | Certification of the Chief Financial Officer of Corporate Office Properties Trust required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended). (Furnished herewith). |
| 101.INS | XBRL Instance Document (furnished herewith).  |
| 101.SCH | XBRL Taxonomy Extension Schema Document (furnished herewith).   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document (furnished herewith).   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document (furnished herewith).  |
| 101.LAB | XBRL Extension Labels Linkbase (furnished herewith).  |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document (furnished herewith).  |

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

**CORPORATE OFFICE PROPERTIES TRUST**

Date: July 30, 2010

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

Date: July 30, 2010

By: /s/ Stephen E. Riffie  
Stephen E. Riffie  
Executive Vice President and Chief Financial Officer

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## CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934CERTIFICATIONS

I, Randall M. Griffin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Corporate Office Properties Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2010/s/ Randall M. Griffin  
Randall M. Griffin  
Chief Executive Officer

## CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934CERTIFICATIONS

I, Stephen E. Riffée, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Corporate Office Properties Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2010

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/s/ Stephen E. Riffée  
Stephen E. Riffée  
Chief Financial Officer

## CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934

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In connection with the Quarterly Report on Form 10-Q of Corporate Office Properties Trust (the "Company") for the quarterly period ended June 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Randall M. Griffin, Chief Executive Officer of the Company, certify that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Randall M. Griffin  
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Randall M. Griffin  
Chief Executive Officer

Date: July 30, 2010

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## CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934

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In connection with the Quarterly Report on Form 10-Q of Corporate Office Properties Trust (the "Company") for the quarterly period ended June 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen E. Riffée, Chief Financial Officer of the Company, certify that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Stephen E. Riffée  
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Stephen E. Riffée  
Chief Financial Officer

Date: July 30, 2010

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