

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2003

or

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

For the transition period from _____ to _____

Commission File Number 1-10709

PS BUSINESS PARKS, INC.

(Exact name of registrant as specified in its charter)

California

(State or Other Jurisdiction
of Incorporation)

95-4300881

(I.R.S. Employer
Identification Number)

701 Western Avenue, Glendale, California 91201-2397

(Address of principal executive offices) (Zip Code)

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

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

Yes X No _____

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12 b-2 of the Exchange Act).

Yes X No _____

Number of shares outstanding of each of the issuer's classes of common stock, as of May 1, 2003:

Common Stock, \$0.01 par value, 21,272,219 shares outstanding

PS BUSINESS PARKS, INC.

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PS BUSINESS PARKS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

| | March 31, 2003 | December 31, 2002 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------------|
| | (unaudited) | |
| <u>ASSETS</u> | | |
| Cash and cash equivalents..... | \$ 37,782,000 | \$ 44,812,000 |
| Marketable securities | 5,285,000 | 5,278,000 |
| Real estate facilities, at cost: | | |
| Land | 277,117,000 | 286,301,000 |
| Buildings and equipment | 942,126,000 | 968,473,000 |
| | 1,219,243,000 | 1,254,774,000 |
| Accumulated depreciation | (183,367,000) | (177,229,000) |
| | 1,035,876,000 | 1,077,545,000 |
| Property held for disposition, net | 37,563,000 | - |
| Land held for development | 10,822,000 | 11,989,000 |
| | 1,084,261,000 | 1,089,534,000 |
| Investment in joint venture | 553,000 | 1,057,000 |
| Rent receivable..... | 2,748,000 | 1,814,000 |
| Deferred rent receivables | 11,497,000 | 11,507,000 |
| Intangible assets, net | 302,000 | 378,000 |
| Other assets | 2,182,000 | 2,422,000 |
| Total assets | \$1,144,610,000 | \$1,156,802,000 |
| <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u> | | |
| Accrued and other liabilities | \$ 33,214,000 | \$ 36,902,000 |
| Mortgage notes payable | 20,137,000 | 20,279,000 |
| Unsecured note payable | 50,000,000 | 50,000,000 |
| Total liabilities | 103,351,000 | 107,181,000 |
| Minority interest: | | |
| Preferred units..... | 217,750,000 | 217,750,000 |
| Common units..... | 166,865,000 | 167,469,000 |
| Shareholders' equity: | | |
| Preferred stock, \$0.01 par value, 50,000,000 shares authorized, 6,833 shares issued and outstanding at March 31, 2003 and December 31, 2002, respectively | 170,813,000 | 170,813,000 |
| Common stock, \$0.01 par value, 100,000,000 shares authorized, 21,272,000 and 21,533,000 shares issued and outstanding at March 31, 2003 and December 31, 2002, respectively..... | 213,000 | 215,000 |
| Paid-in capital..... | 412,769,000 | 420,372,000 |
| Cumulative net income..... | 242,021,000 | 232,290,000 |
| Comprehensive (loss) | (18,000) | (260,000) |
| Cumulative distributions | (169,154,000) | (159,028,000) |
| Total shareholders' equity | 656,644,000 | 664,402,000 |
| Total liabilities and shareholders' equity..... | \$1,144,610,000 | \$1,156,802,000 |

See accompanying notes.

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

| | For the Three Months Ended March 31, | |
|----------------------------------------------------------------------|-----------------------------------------|---------------|
| | 2003 | 2002 |
| Revenues: | | |
| Rental income | \$ 48,012,000 | \$ 47,854,000 |
| Facility management fees primarily from affiliates | 185,000 | 195,000 |
| Interest and other income | 272,000 | 311,000 |
| | 48,469,000 | 48,360,000 |
| Expenses: | | |
| Cost of operations | 13,300,000 | 12,941,000 |
| Cost of facility management..... | 37,000 | 45,000 |
| Depreciation and amortization | 13,685,000 | 13,399,000 |
| General and administrative..... | 1,054,000 | 1,312,000 |
| Interest expense..... | 1,002,000 | 1,551,000 |
| | 29,078,000 | 29,248,000 |
| Income before discontinued operations and minority interest | 19,391,000 | 19,112,000 |
| Discontinued Operations: | | |
| Income from discontinued operations | 1,226,000 | 1,026,000 |
| Gain on disposition of real estate | - | 5,366,000 |
| Impairment charge on properties held for sale.. | (5,907,000) | - |
| Equity in income of discontinued joint venture | 1,796,000 | 42,000 |
| Net income/ (loss) from discontinued operations | (2,885,000) | 6,434,000 |
| Income before minority interest | 16,506,000 | 25,546,000 |
| Minority interest in income – preferred units... | (4,810,000) | (4,412,000) |
| Minority interest in income – common units ... | (1,965,000) | (4,432,000) |
| Net income | \$ 9,731,000 | \$ 16,702,000 |
| Net income allocation: | | |
| Allocable to preferred shareholders..... | \$ 3,928,000 | \$ 3,617,000 |
| Allocable to common shareholders | 5,803,000 | 13,085,000 |
| | \$ 9,731,000 | \$ 16,702,000 |
| Net income per common share – basic: | | |
| Continuing operations | \$ 0.37 | \$ 0.39 |
| Discontinued operations..... | \$ (0.10) | \$ 0.22 |
| | \$ 0.27 | \$ 0.61 |
| Net income per common share – diluted: | | |
| Continuing operations..... | 0.37 | 0.38 |
| Discontinued operations | (0.10) | 0.22 |
| | \$ 0.27 | \$ 0.60 |
| Weighted average common shares outstanding: | | |
| Basic..... | 21,374,000 | 21,543,000 |
| Diluted..... | 21,520,000 | 21,736,000 |

See accompanying notes.

PS BUSINESS PARKS, INC.
CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2003
(Unaudited)

| | Preferred Stock | | Common Stock | | Paid-in Capital |
|-----------------------------------------------------------------------------------|-----------------|----------------------|-------------------|-------------------|-----------------------|
| | Shares | Amount | Shares | Amount | |
| Balances at December 31, 2002 | 6,833 | \$170,813,000 | 21,531,419 | \$ 215,000 | \$420,372,000 |
| Repurchase of common stock..... | | | (261,200) | (2,000) | (8,117,000) |
| Issuance of stock | - | - | 2,000 | - | 64,000 |
| Unrealized gain (loss) on marketable securities..... | - | - | - | - | - |
| Net income | - | - | - | - | - |
| Distributions paid: | | | | | |
| Preferred stock | - | - | - | - | - |
| Common stock | - | - | - | - | - |
| Adjustment to reflect minority interest to underlying ownership interest | - | - | - | - | 450,000 |
| Balances at March 31, 2003 | <u>6,833</u> | <u>\$170,813,000</u> | <u>21,272,219</u> | <u>\$ 213,000</u> | <u>\$ 412,769,000</u> |

| | Cumulative Net Income | Other Comprehensive Loss | Cumulative Distributions | Total Shareholders' Equity |
|-----------------------------------------------------------------------------------|--------------------------|--------------------------------|-----------------------------|----------------------------------|
| | | | | |
| Balances at December 31, 2002 | \$ 232,290,000 | (260,000) | \$ (159,028,000) | \$ 664,402,000 |
| Repurchase of common stock..... | - | - | - | (8,119,000) |
| Issuance of stock | - | - | - | 64,000 |
| Unrealized gain (loss) on marketable securities..... | - | 242,000 | - | 242,000 |
| Net income | 9,731,000 | - | - | 9,731,000 |
| Distributions paid: | | | | |
| Preferred stock | - | - | (3,928,000) | (3,928,000) |
| Common stock | - | - | (6,198,000) | (6,198,000) |
| Adjustment to reflect minority interest to underlying ownership interest | - | - | - | 450,000 |
| Balances at March 31, 2003 | <u>\$ 242,021,000</u> | <u>\$ (18,000)</u> | <u>\$ (169,154,000)</u> | <u>\$ 656,644,000</u> |

See accompanying notes.

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

For the Three Months
Ended March 31,

| | 2003 | 2002 |
|-----------------------------------------------------------------------------------|----------------------|----------------------|
| Cash flows from operating activities: | | |
| Net income | \$ 9,731,000 | \$ 16,702,000 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Equity income of joint venture..... | (1,796,000) | (42,000) |
| Gain on disposition of properties | - | (5,366,000) |
| Impairment charge on properties held for sale | 5,907,000 | - |
| Depreciation and amortization expense..... | 13,685,000 | 13,978,000 |
| Minority interest in income..... | 6,775,000 | 8,844,000 |
| Increase in receivables and other assets..... | (1,329,000) | (1,671,000) |
| Increase (decrease) in accrued and other liabilities..... | (3,772,000) | 5,338,000 |
| Total adjustments | <u>19,470,000</u> | <u>21,081,000</u> |
| Net cash provided by operating activities..... | <u>29,201,000</u> | <u>37,783,000</u> |
| Cash flows from investing activities: | | |
| Proceeds from liquidation of investments in marketable securities | 250,000 | 3,207,000 |
| Acquisition of real estate facilities..... | (7,817,000) | - |
| Proceeds from note receivable | - | 7,250,000 |
| Capital improvements to real estate facilities | (5,255,000) | (5,815,000) |
| Development of real estate facilities..... | (393,000) | (2,228,000) |
| Distribution from investment in joint venture | 2,300,000 | - |
| Net cash provided by (used in) investing activities | <u>(10,915,000)</u> | <u>2,414,000</u> |
| Cash flows from financing activities: | | |
| Proceeds from unsecured notes payable | - | 50,000,000 |
| Principal payments on mortgage notes payable..... | (142,000) | (2,005,000) |
| Repayment of borrowings from an affiliate..... | - | (35,000,000) |
| Net proceeds from the issuance of preferred stock | - | 48,326,000 |
| Exercise of stock options..... | - | 226,000 |
| Repurchase of common stock..... | (8,119,000) | - |
| Distributions paid to preferred shareholders..... | (3,928,000) | (3,617,000) |
| Distributions paid to minority interests – preferred units | (4,810,000) | (4,412,000) |
| Distributions paid to common shareholders | (6,198,000) | (9,479,000) |
| Distributions paid to minority interests – common units..... | (2,119,000) | (3,214,000) |
| Net cash provided by (used in) financing activities..... | <u>(25,316,000)</u> | <u>40,825,000</u> |
| Net increase (decrease) in cash and cash equivalents | (7,030,000) | 81,022,000 |
| Cash and cash equivalents at the beginning of the period..... | 44,812,000 | 3,076,000 |
| Cash and cash equivalents at the end of the period..... | <u>\$ 37,782,000</u> | <u>\$ 84,098,000</u> |

See accompanying notes.

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

For the Three Months
Ended March 31,

| | 2003 | 2002 |
|--|------|------|
|--|------|------|

Supplemental schedule of non cash investing and financing activities:

Adjustment to reflect minority interest to underlying ownership interest:

| | | |
|---------------------------------------|--------------|--------------|
| Minority interest – common units..... | \$ (450,000) | \$ (370,000) |
| Paid-in capital | 450,000 | 370,000 |

Unrealized gain/loss:

| | | |
|---------------------------------------------------|-----------|----------|
| Marketable securities and interest rate SWAP..... | 242,000 | 18,000 |
| Other comprehensive loss (income) | (242,000) | (18,000) |

See accompanying notes.

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

1. Organization and description of business

PS Business Parks, Inc. ("PSB") was incorporated in the state of California in 1990. As of March 31, 2003, PSB owned approximately 75% of the common partnership units of PS Business Parks, L.P. (the "Operating Partnership" or "OP"). The remaining common partnership units were owned by Public Storage, Inc. ("PSI") and its affiliated entities. PSB, as the sole general partner of the Operating Partnership, has full, exclusive and complete responsibility and discretion in managing and controlling the Operating Partnership. PSB and the Operating Partnership are collectively referred to as the "Company."

The Company is a fully-integrated, self-advised and self-managed real estate investment trust ("REIT") that acquires, develops, owns and operates commercial properties containing commercial and industrial rental space. As of March 31, 2003, the Company owned and operated approximately 14.5 million net rentable square feet of commercial space located in eight states. The Company also managed approximately 1.5 million net rentable square feet on behalf of PSI and its affiliated entities, third party owners and a joint venture in which the Company held a 25% ownership interest (See Note 2).

2. Summary of significant accounting policies

Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from estimates. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2003 are not necessarily indicative of the results that may be expected for the year ended December 31, 2003. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

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

Financial instruments

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

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 133 "Accounting for Derivative Instruments and Hedging Activities," (SFAS 133, as amended by SFAS 138). The Statement requires the Company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value and reflected as income or expense. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings.

In July, 2002, the Partnership entered into an interest rate swap agreement, which is accounted for as a cash flow hedge, to reduce the impact of changes in interest rates on a portion of its floating rate debt. The agreement, which covers \$50,000,000 of debt through July, 2004 effectively changes the interest rate exposure from floating rate to a fixed rate of 4.46%. Market gains and losses on the value of the swap are deferred and included in income over the life of the swap or related debt. For the three months ended March 31, 2003, the transaction was determined to be an effective hedge. The Partnership records the differences paid or received on the interest rate swap in interest expense as payments are made or received.

Net interest differentials to be paid or received related to this contract were accrued as incurred or earned. Included in comprehensive income is \$1,109,000 in unrealized loss related to the interest rate swap as of March 31, 2003. Upon termination of the contract, the related balance in comprehensive income is recognized into income or expense in the period the contract matures or is terminated.

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

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and receivables. Cash and cash equivalents, which consist primarily of short-term investments, including commercial paper, are only invested in entities with an investment grade rating. Receivables are comprised of balances due from a large number of customers. Balances that the Company expects to become uncollectable are reserved for or written off.

Marketable securities

Marketable securities are classified as "available-for-sale" in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities. Investments are reflected on the balance sheet at fair market value based upon the quoted market price. Comprehensive loss at March 31, 2003 of approximately \$18,000 represents \$1,109,000 in unrealized loss from the Company's interest rate swap contract partially offset by unrealized gains of \$1,091,000 from investments in marketable securities. These items are excluded from earnings and reported in a separate component of shareholders' equity.

Real estate facilities

Real estate facilities are recorded at cost. Costs related to the renovation or improvement of the properties are capitalized. Expenditures for repairs and maintenance are expensed as incurred unless the expenditure is expected to benefit a period greater than 30 months and exceeds \$5,000. Buildings and equipment are

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

depreciated on the straight-line method over the estimated useful lives, which are generally 30 and 5 years, respectively. Leasing costs in excess of \$1,000 for leases with terms greater than two years are capitalized and depreciated/amortized over their estimated useful lives. Leasing costs for leases of less than two years or less than \$1,000 are expensed as incurred.

Interest cost and property taxes incurred during the period of construction of real estate facilities are capitalized. The Company capitalized none and \$144,000 of interest expense during the three months ended March 31, 2003 and 2002, respectively.

Investment in joint venture

In October 2001, the Company formed a joint venture with an unaffiliated investor to own and operate an industrial park consisting of 14 buildings in the City of Industry submarket of Los Angeles County. The park, consisting of 294,000 square feet of industrial space, was acquired by the Company in December 2000 at a cost of approximately \$14.4 million. The property was contributed to the joint venture at its original cost. The partnership is capitalized with equity capital consisting of 25% from the Company and 75% from the unaffiliated investor in addition to a mortgage note payable.

During 2002, the joint venture sold eight of the buildings totaling approximately 170,000 square feet. The Company recognized gains of approximately \$861,000 on the disposition of these eight buildings. In addition, the Company's interest in cash distributions from the joint venture increased from 25% to 50% as a result of the joint venture meeting its performance measures. Therefore, the Company recognized additional income of \$1,008,000 in 2002. As of December 31, 2002, the joint venture held six buildings totaling 124,000 square feet. During January, 2003, five of the remaining six buildings were sold and the Company recognized gains of approximately \$1.1 million as a result of these sales and additional income of approximately \$700,000 for the three months ended March 31, 2003. At March 31, 2003, one building remained with approximately 29,000 square feet which was sold in April, 2003. The Company will recognize a gain of approximately \$300,000 and additional income of approximately \$200,000 during the second quarter of 2003.

The Company's investment is accounted for under the equity method in accordance with APB 18, "Equity Method of Accounting for Investments." In accordance with APB 18, the Company's share of the debt is netted against its share of the assets in determining the investment in the joint venture and is not included in the Company's total liabilities. The accounting policies of the joint venture are consistent with the Company's accounting policies.

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

Summarized below is financial data for the joint venture as of March 31, 2003.

| | For the three months ended March 31, | |
|-------------------------------------|--------------------------------------|------------|
| | 2003 | 2002 |
| Total revenues | \$ 51,000 | \$ 462,000 |
| Gain on sale of real estate | 2,884,000 | - |
| Cost of operations | 72,000 | 128,000 |
| Depreciation and amortization | - | 79,000 |
| Interest and other expenses | 1,000 | 97,000 |
| Total expenses | 73,000 | 304,000 |
| Net income | \$ 2,880,000 | \$ 158,000 |

| | March 31, 2003 | December 31, 2002 |
|---------------------------------------------|-------------------|----------------------|
| Real estate held for disposition, net | \$ 1,432,000 | \$ 5,992,000 |
| Total assets | 1,773,000 | 6,731,000 |
| Notes payable | 51,000 | 2,551,000 |
| Total liabilities | 368,000 | 3,908,000 |
| Partners' capital | 1,406,000 | 2,823,000 |
| The Company's investment | \$ 553,000 | \$ 1,057,000 |

At March 31, 2003, the joint venture had a variable rate mortgage obligation of approximately \$51,000 bearing interest at 5.45%, which was guaranteed by the Company. After the April disposition, the mortgage balance was paid in full.

Intangible assets

Intangible assets consist of property management contracts for properties managed, but not owned, by the Company. The intangible assets are being amortized over seven years. Intangible assets are net of accumulated amortization of \$1,855,000 and \$1,779,000 at March 31, 2003 and December 31, 2002, respectively.

Evaluation of asset impairment

The Company evaluates its assets used in operations, by identifying indicators of impairment and by comparing the sum of the estimated undiscounted future cash flows for each asset to the asset's carrying amount. When indicators of impairment are present and the sum of the undiscounted future cash flows is less than the carrying value of such asset, an impairment loss is recorded equal to the difference between the asset's current carrying value and its value based on discounting its estimated future cash flows. In addition, the Company evaluates its assets held for disposition. Assets held for disposition are reported at the lower of their carrying amount or fair value, less cost of disposition. At March 31, 2003, the Company identified certain assets, classified as

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

properties held for disposition, that were impaired. As a result, the Company recognized an impairment loss of \$5.9 million. See note 3.

Loan from affiliate

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

Revenue and expense recognition

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

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

Property management fees are recognized in the period earned.

Gains/Losses from sales of real estate

The Company recognizes gains from sales of real estate at the time of sale using the full accrual method, provided that various criteria related to the terms of the transactions and any subsequent involvement by us with the properties sold are met. If the criteria are not met, the Company defers the gains and recognizes them when the criteria are met or using the installment or cost recovery methods as appropriate under the circumstances.

The Company disposed of a property in San Diego for approximately \$9 million in November 2001 and deferred a gain of \$5,366,000 which was later recognized in 2002 when the buyer of the property obtained third party financing for the property and substantially paid off its note to the Company. The note receivable balance was paid in full during 2002.

General and administrative expense

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

Related party transactions

Pursuant to a cost sharing and administrative services agreement, the Company shares costs with PSI and affiliated entities for certain administrative services, which are allocated among PSI and its affiliates in accordance with a methodology intended to fairly allocate those costs. These costs totaled approximately \$85,000 for each of the three month periods ended March 31, 2003 and 2002. In addition, the Company provides property management services for properties owned by PSI and its affiliates for a fee of 5% of the gross revenues of such properties in addition to reimbursement of direct costs. These management fee revenues recognized under management contracts with affiliated parties totaled approximately \$140,000 and \$141,000 for the three months ended March 31, 2003 and 2002, respectively. In addition, the Company combines its insurance purchasing power with PSI through a captive insurance company controlled by PSI, STOR-Re

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

Mutual Insurance Corporation (“Stor-Re”). Stor-Re provides limited property and liability insurance to the Company at commercially competitive rates. The Company and PSI also utilize unaffiliated insurance carriers to provide property and liability insurance in excess of Stor-Re’s limitations.

Income taxes

The Company qualified and intends to continue to qualify as a REIT, as defined in Section 856 of the Internal Revenue Code. As a REIT, the Company is not subject to federal income tax to the extent that it distributes its taxable income to its shareholders. A REIT must distribute at least 90% of its taxable income each year. In addition, REIT's are subject to a number of organizational and operating requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) based on its taxable income using corporate income tax rates. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property and to federal income and excise taxes on its undistributed taxable income. The Company believes it met all organizational and operating requirements to maintain its REIT status during 2002 and intends to continue to meet such requirements for 2003. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

Net income per common share

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

| | For the Three Months Ended March 31, | |
|-----------------------------------------------------------------------------------------------------------|-----------------------------------------|---------------|
| | 2003 | 2002 |
| Net income allocable to common shareholders | \$ 5,803,000 | \$ 13,085,000 |
| Weighted average common shares outstanding: | | |
| Basic weighted average common shares outstanding | 21,374,000 | 21,543,000 |
| Net effect of dilutive stock options - based on treasury stock method using average market price | 146,000 | 193,000 |
| Diluted weighted average common shares outstanding | 21,520,000 | 21,736,000 |
| Basic earnings per common share | \$ 0.27 | \$ 0.61 |
| Diluted earnings per common share | \$ 0.27 | \$ 0.60 |

Reclassifications

Certain reclassifications have been made to the condensed consolidated financial statements for 2002 in order to conform to the 2003 presentation.

PS BUSINESS PARKS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2003

3. Real estate facilities

The activity in real estate facilities for the three months ended March 31, 2003 is as follows:

| | Land | Buildings | Accumulated Depreciation | Total |
|------------------------------------------------------|-----------------------|-----------------------|-----------------------------|------------------------|
| Balances at December 31, 2002 | \$ 286,301,000 | \$ 968,473,000 | \$(177,229,000) | \$1,077,545,000 |
| Acquisition of real estate..... | 548,000 | 7,577,000 | - | 8,125,000 |
| Developed projects..... | - | 393,000 | - | 393,000 |
| Capital improvements..... | - | 5,043,000 | - | 5,043,000 |
| Depreciation expense | - | - | (13,610,000) | (13,610,000) |
| Transfer to properties held for disposition | (9,732,000) | (39,360,000) | 7,472,000 | (41,620,000) |
| Balances at March 31, 2003 | <u>\$ 277,117,000</u> | <u>\$ 942,126,000</u> | <u>\$(183,367,000)</u> | <u>\$1,035,876,000</u> |

During the three months ended March 31, 2003, the Company incurred \$393,000 in development costs, primarily first generation leasing costs on developed properties, which is included in land held for development.

One property located in Lakewood, California and five office and flex buildings with a 3.5 acre parcel of land in Beaverton, Oregon have been identified as not meeting the Company's ongoing investment strategy and have each been designated as a property held for disposition at March 31, 2003. The sale of the Lakewood property was completed early in the second quarter with net proceeds of approximately \$6.4 million. The Beaverton properties are under contract to be sold with estimated proceeds of approximately \$34.5 million. A gain on the Lakewood properties of \$3.3 million will be recognized in the second quarter. An impairment loss of \$5.9 million based on the estimated proceeds from the disposition of the Beaverton, Oregon properties was recognized in the first quarter of 2003. The following summarizes the condensed results of operations of the properties held for disposition at March 31, 2003 and properties sold during 2002, which are also included in the condensed consolidated statements of income:

| | For the Three Months Ended March 31, | |
|---------------------------|-----------------------------------------|---------------------|
| | 2003 | 2002 |
| Rental income | \$ 1,534,000 | \$ 2,490,000 |
| Cost of operations..... | 308,000 | 885,000 |
| Depreciation expense..... | - | 579,000 |
| Net operating income..... | <u>\$ 1,226,000</u> | <u>\$ 1,026,000</u> |

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4. Leasing activity

The Company leases space in its real estate facilities to tenants under non-cancelable leases generally ranging from one to ten years. Future minimum rental revenues excluding recovery of expenses as of March 31, 2003 under these leases are as follows:

| | |
|------------------------------|----------------|
| 2003 (April – December)..... | \$ 126,412,000 |
| 2004..... | 139,517,000 |
| 2005..... | 104,791,000 |
| 2006..... | 68,054,000 |
| 2007..... | 45,762,000 |
| Thereafter | 86,486,000 |
| | \$ 571,022,000 |

In addition to minimum rental payments, tenants pay reimbursements for their pro rata share of specified operating expenses, which amounted to \$6,446,000 and \$6,704,000 for the three months ended March 31, 2003 and 2002, respectively. These amounts are included as rental income and cost of operations in the accompanying condensed consolidated statements of income.

Leases for approximately 4% of the leased square footage are subject to termination options which includes leases for approximately 2% of the leased square footage exercisable through December 31, 2003. In general, these leases provide for termination payments should the termination options be exercised. The above table is prepared assuming such options are not exercised.

5. Bank Loans

In October 2002, the Company extended its unsecured line of credit (the “Credit Facility”) with Wells Fargo Bank. The Credit Facility has a borrowing limit of \$100 million and an expiration date of August 1, 2005. Interest on outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate (“LIBOR”) plus 0.65% to LIBOR plus 1.25% depending on the Company’s credit ratings and coverage ratios, as defined (currently LIBOR plus 0.85%). In addition, the Company is required to pay an annual commitment fee of 0.25% of the borrowing limit. The Company had nothing drawn on its line of credit at March 31, 2003 and December 31, 2002.

The Credit Facility requires the Company to meet certain covenants including (i) maintain a balance sheet leverage ratio (as defined) of less than 0.50 to 1.00, (ii) maintain interest and fixed charge coverage ratios (as defined) of not less than 2.25 to 1.00 and 1.75 to 1.00, respectively, (iii) maintain a minimum total shareholders’ equity (as defined) and (iv) limit distributions to 95% of funds from operations (as defined) for any four consecutive quarters. In addition, the Company is limited in its ability to incur additional borrowings (the Company is required to maintain unencumbered assets with an aggregate book value equal to or greater than two times the Company’s unsecured recourse debt) or sell assets. The Company was in compliance with the covenants of the Credit Facility at March 31, 2003.

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In February 2002, the Company entered into a seven year \$50 million unsecured term note agreement with Fleet National Bank. The note bears interest at LIBOR plus 1.45% per annum and is due on February 20, 2009. The Company used the proceeds from the loan to reduce the amount drawn on the Credit Facility. During July 2002, the Company entered into an interest rate swap transaction which resulted in a fixed rate for the term loan through July 2004 at 4.46% per annum.

The unsecured note requires the Company to meet covenants that are substantially the same as the covenants in the Credit Facility. The Company was in compliance with the note covenants at March 31, 2003.

6. Mortgage notes payable

Mortgage notes consist of the following:

| | March 31, 2003 | December 31, 2002 |
|--------------------------------------------------------------------------------------|-------------------|----------------------|
| 7.050% mortgage note, principal and interest payable monthly, due May 2006..... | \$ 8,109,000 | \$ 8,164,000 |
| 8.190% mortgage note, principal and interest payable monthly, due March 2007..... | 6,010,000 | 6,067,000 |
| 7.290% mortgage note, principal and interest payable monthly, due February 2009..... | 6,018,000 | 6,048,000 |
| | \$ 20,137,000 | \$20,279,000 |

At March 31, 2003, approximate principal maturities of mortgage notes payable are as follows:

| | |
|-------------------------------|---------------|
| 2003 (April - December) | \$ 444,000 |
| 2004 | 631,000 |
| 2005 | 680,000 |
| 2006 | 7,890,000 |
| 2007 | 5,169,000 |
| Thereafter | 5,323,000 |
| | \$ 20,137,000 |

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7. Minority interests

Common partnership units

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

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

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

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

At March 31, 2003, there were 7,305,355 common units owned by PSI and affiliated entities and which are accounted for as minority interests. On a fully converted basis, assuming all 7,305,355 minority interest common units were converted into shares of common stock of PSB at March 31, 2003, the minority interest units would convert into approximately 25.5% of the common shares outstanding. Combined with PSI's common stock ownership of 19.0% on a fully converted basis, PSI has a combined ownership of 44.5% of the Company's common equity. At the end of each reporting period, the Company determines the amount of equity (book value of net assets) which is allocable to the minority interest based upon the ownership interest and an adjustment is made to the minority interest, with a corresponding adjustment to paid-in capital, to reflect the minority interests' equity in the Company.

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Preferred partnership units

Through the Operating Partnership, the Company has issued the following preferred units in separate private placement transactions:

| Date of Issuance | Call Date | Series | Face Value | Preferred Distribution Rate |
|------------------|-----------------|----------|-----------------------|--------------------------------|
| April, 1999 | April, 2004 | Series B | \$ 12,750,000 | 8 7/8% |
| September, 1999 | September, 2004 | Series C | 80,000,000 | 8 3/4% |
| September, 2001 | September, 2006 | Series E | 53,000,000 | 9 1/4% |
| October, 2002 | October, 2007 | Series G | 20,000,000 | 7 19/20% |
| September, 1999 | September, 2004 | Series X | 40,000,000 | 8 7/8% |
| July, 2000 | July, 2005 | Series Y | 12,000,000 | 8 7/8% |
| | | | <u>\$ 217,750,000</u> | |

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

8. Property management contracts

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

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

The property management contract with PSI is for a seven year term with the term being automatically extended one year on each anniversary. At any time, either party may notify the other that the contract is not to be

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extended, in which case the contract will expire on the first anniversary of its then scheduled expiration date. For PSI affiliate owned properties, PSI can cancel the property management contract upon 60 days notice while the Operating Partnership can cancel upon seven years notice.

9. Shareholders' equity

Preferred stock

As of March 31, 2003 and December 31, 2002, the Company had the following series of preferred stock outstanding:

| Series | Dividend Rate | March 31, 2003 | | December 31, 2002 | |
|----------|---------------|--------------------|-----------------|--------------------|-----------------|
| | | Shares Outstanding | Carrying Amount | Shares Outstanding | Carrying Amount |
| Series A | 9.250% | 2,199 | \$ 54,962,500 | 2,199 | \$ 54,962,500 |
| Series D | 9.500% | 2,634 | \$ 65,580,000 | 2,634 | \$ 65,850,000 |
| Series F | 8.750% | 2,000 | \$ 50,000,000 | 2,000 | \$ 50,000,000 |
| | | 6,833 | \$ 170,812,500 | 6,833 | \$ 170,812,500 |

Holder of the Company's preferred stock will not be entitled to vote on most matters, except under certain conditions. In the event of a cumulative arrearage equal to six quarterly dividends, the holders of the preferred stock will have the right to elect two additional members to serve on the Company's Board of Directors until all events of default have been cured. At March 31, 2003, there were no dividends in arrears.

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

The Company paid \$3,928,000 and \$3,617,000 in distributions to its preferred shareholders for the three months ended March 31, 2003 and 2002, respectively.

Common Stock

The Company's Board of Directors has authorized the repurchase from time to time of up to 4,500,000 shares of the Company's common stock on the open market or in privately negotiated transactions. During the three months ended March 31, 2003, the Company has repurchased 261,200 shares of common stock at an aggregate cost of approximately \$8,119,000 (average cost of \$31.08 per share). Since the inception of the program (March 2000), the Company has repurchased an aggregate total of 2,652,195 shares of common stock and common operating partner unit at an aggregate cost of approximately \$70,693,600 (average cost of \$26.65 per share).

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The Company paid \$6,198,000 (\$0.29 per common share) and \$9,479,000 (\$0.44 per common share) in distributions to its common shareholders for the three months ended March 31, 2003 and 2002, respectively. The amount paid during the first quarter of 2002 included a special dividend of \$3,231,000 (\$0.15 per common share) declared in 2001. Pursuant to restrictions imposed by the Credit Facility, distributions may not exceed 95% of funds from operations, as defined.

Equity stock

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

10. Commitments and Contingencies

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

11. Stock Based Compensation

Until December 31, 2001, the Company elected to adopt the disclosure requirements of FAS 123 but continued to account for stock-based compensation under APB 25. Effective January 1, 2002, the Company adopted the Fair Value Method of accounting for stock options. As required by the transition requirements of FAS 123 as amended by FAS 148, the Company will recognize compensation expense in the income statement using the Fair Value Method only with respect to stock options issued after January 1, 2002, but continue to disclose the pro-forma impact of utilizing the Fair Value Method on stock options issued prior to January 1, 2002. As a result, included in the Company's income statement for the three months ended March 31, 2003 is approximately \$85,000 in stock option compensation expense related to options granted after January 1, 2002.

The weighted average grant date fair value of the options for 2003 was \$4.56. Had compensation cost for the Plan for options granted prior to December 31, 2001 been determined based on the fair value at the grant date for awards under the Plan consistent with the method prescribed by SFAS No. 123, the Company's pro forma net income available to common shareholders would have been:

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| | For the three months ended March 31, | |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------|---------------|
| | 2003 | 2002 |
| Net income allocable to common shareholders, as reported..... | \$ 5,803,000 | \$ 13,085,000 |
| Deduct: Total stock-based employee compensation expense determined under fair value based method of all awards... | 200,000 | 200,000 |
| Net income allocable to common shareholders, as adjusted..... | \$ 5,603,000 | \$ 12,885,000 |
| Earnings per share: | | |
| Basic as reported..... | \$ 0.27 | \$ 0.61 |
| Basic as adjusted | \$ 0.26 | \$ 0.60 |
| Diluted as reported..... | \$ 0.27 | \$ 0.60 |
| Diluted as adjusted..... | \$ 0.26 | \$ 0.59 |

For these disclosure purposes, the fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants in 2003 and 2002; dividend yield of 3.7% and 3.4%; expected volatility of 15.4%; expected lives of five years; and risk-free interest rates of 4.3% and 4.6%. The pro forma effect on net income allocable to common shareholders during the three months ended March 31, 2003, and 2002, may not be representative of the pro forma effect on net income allocable to common shareholders in future years.

During 2003 and 2002, the Company also granted 21,000 and 34,750 restricted stock units, respectively, to employees under the Plan. At March 31, 2003, 101,000 restricted stock units were outstanding. The restricted stock units were granted at a zero exercise price. The fair market value of the restricted stock units at the date of grant ranged from \$24.02 to \$34.74 per restricted stock unit. The restricted stock units issued prior to August, 2002 (88,000 units) are subject to a five-year vesting schedule, at 30% in year three, 30% in year four and 40% in year five. Restricted stock issued subsequent to August, 2002 (33,000 units) are subject to a six year vesting schedule, none in year one and 20% for each of the next five years. Compensation expense of \$97,000 and \$90,000 was recognized during the three months ended March 31, 2003 and 2002, respectively. No restricted stock units were converted to common stock.

In March 2003, the Board of Directors approved the 2003 Stock Option and Incentive Plan covering 1,500,000 shares of PSB's common stock. Shareholders approved adoption of this plan in May, 2003.

12. Subsequent Events

In May 2003, the Company entered into a contract to acquire an office park containing 437,000 square feet, in Santa Ana, California for approximately \$46 million. The Company is currently performing due diligence procedures. There can be no assurance that the transaction will be completed.

In addition, during May, 2003, the Company entered into a contract to sell five buildings (totaling 342,000 square feet) and a 3.5 acre parcel of land in Beaverton, Oregon for estimated net proceeds of \$34.5 million. The

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Company recognized an impairment loss related to this disposition of \$5.9 million. See Note 3. There can be no assurance that this transaction will be completed or that the net proceeds will be realized.

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

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

Overview

Critical Accounting Policies and Estimates: Our significant accounting policies are described in Note 2 to the condensed consolidated financial statements included in this Form 10-Q. We believe our most critical accounting policies relate to revenue recognition, allowance for doubtful accounts, impairment of long-lived assets, capitalization of real estate facilities, depreciation, accrual of operating expenses, accruals for contingencies, and qualifications as a REIT – Income tax expense, each of which we discuss below.

Revenue Recognition: We recognize revenue in accordance with Staff Accounting Bulletin No. 101 of the Securities and Exchange Commission, Revenue Recognition in Financial Statements (SAB 101), as amended. SAB 101 requires that four basic criteria must be met before revenue can be recognized. The criteria is that persuasive evidence of an arrangement exists, the delivery has occurred or services rendered, the fee is fixed and determinable and collectibility is reasonably assured.

Allowance for Doubtful Accounts: Rental revenue from our tenants is our principal source of revenue. We monitor the collectibility of our receivable balances including the deferred rent receivable on an on-going basis. Based on these reviews, we establish a provision, and maintain an allowance, for doubtful accounts for estimated losses resulting from the possible inability of our tenants to make required rent payments to us. A provision for doubtful accounts is recorded during each period. The allowance for doubtful accounts, which represents the cumulative allowances less write-offs of uncollectible rent, is netted against tenant and other receivables on our consolidated balance sheets. If we incorrectly determine the collectibility of our revenue, the timing and amount of our reported revenue could be affected.

Impairment of Long-Lived Assets: The Company evaluates its assets used in operations, by identifying indicators of impairment and by comparing the sum of the estimated undiscounted future cash flows for each asset to the asset's carrying amount. Our long-lived assets consist primarily of our investments in real estate. The fair value of our investments in real estate depends on the future cash flows from operations of the properties. If the estimated future cash flow of the property results in a determination that the fair value is less than our carrying value, an impairment may be recognized. As of March 31, 2003, the Company does not consider any of its long-lived assets held for continuing operations to be impaired. During the three months ended March 31, 2003 the Company recognized an impairment loss of \$5.9 million on properties the Company determined would be held for sale.

Capitalization of Real Estate Facilities: Real estate facilities are recorded at cost. Costs related to the renovation or improvement of the properties are capitalized. Expenditures for repairs and maintenance are expensed as incurred. Expenditures that are expected to benefit a period greater than 30 months and exceed \$5,000 are capitalized and depreciated over the estimated useful life. Buildings and equipment are depreciated on the straight-line method over the estimated useful lives, which are generally 30 and 5 years, respectively. Leasing costs in excess of \$1,000 for leases with terms greater than two years are capitalized

and depreciated/amortized over their estimated useful lives. Leasing costs for leases of less than two years or less than \$1,000 are expensed as incurred. Interest cost and property taxes incurred during the period of construction of real estate facilities are capitalized. If these costs are not capitalized correctly, the timing of expenses and the recording of real estate assets could be over or understated.

Depreciation: We compute depreciation on our buildings and equipment using the straight-line method based on estimated useful lives of generally 30 and 5 years. A significant portion of the acquisition cost of each property is allocated to building and building components (usually 80-85%). The allocation of the acquisition cost to building and its components and the determination of the useful life are based on management's estimates. If we do not allocate appropriately to building or related components or incorrectly estimate the useful life of our properties, the timing and/or the amount of depreciation expense will be affected. In addition, the net book value of real estate assets could be over or understated. The statement of cash flows, however, would not be affected.

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

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

Qualification as a REIT – Income Tax Expense: We believe that we have been organized and operated, and we intend to continue to operate, as a qualifying REIT under the Internal Revenue Code and applicable state laws. A qualifying REIT generally does not pay corporate level income taxes on its taxable income that is distributed to its shareholders, and accordingly, we do not pay or record as an expense, income tax on the share of our taxable income that is distributed to shareholders.

Given the complex nature of the REIT qualification requirements, the ongoing importance of factual determinations and the possibility of future changes in our circumstances, we cannot provide any assurance that we actually have satisfied or will satisfy the requirements for taxation as a REIT for any particular taxable year. For any taxable year that we fail or failed to qualify as a REIT and applicable relief provisions did not apply, we would be taxed at the regular corporate rates on all of our taxable income, whether or not we made or make any distributions to our shareholders. Any resulting requirement to pay corporate income tax, including any applicable penalties or interest, could have a material adverse impact on our financial condition or results of operations. Unless entitled to relief under specific statutory provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which qualifications was lost. There can be no assurance that we would be entitled to any statutory relief.

Effect of Economic Conditions on the Company's Operations: During 2002 and continuing into 2003, the Company has been affected by the slowdown in economic activity in the United States in most of its primary markets. These effects were exacerbated by the terrorist attacks of September 11, 2001, and the related aftermath including geopolitical uncertainty and war with Iraq. These effects include a decline in occupancy rates and a reduction in market rates throughout the portfolio, slower than expected lease-up of the Company's development properties, lower interest rates on invested cash and a rise in insurance costs.

The reduction in occupancies and market rental rates has been the result of several factors related to general economic conditions. There are more businesses contracting than expanding, more businesses failing than starting-up and general uncertainty for businesses, resulting in slower decision-making and requests for shorter-term leases. There is also more competing vacant space including substantial amounts of sub-lease space in many of the

Company's markets. Many of the Company's properties have lower vacancy rates than the average rates for the markets in which they are located; consequently, the Company may have difficulty in maintaining its occupancy rates as leases expire. An extended economic slowdown will put additional downward pressure on occupancies and market rental rates. The economic slowdown and the abundance of space alternatives available to customers has led to pressure for greater rent concessions, more generous tenant improvement allowances and higher broker commissions.

These economic conditions have also resulted in the erosion of tenant credit quality throughout the portfolio. As a result, more tenants are contacting us regarding their economic viability, including those that could be material to our revenue base and more tenants are electing to terminate their leases early under lease termination options. To a certain extent, these economic conditions have affected two large tenants representing a combined 2% of the Company's revenues. Leases with Worldcom and two related entities generate 1% of the Company's revenues. Worldcom's recent bankruptcy may adversely affect the continuity of that revenue. Another large tenant representing approximately 1% of revenues defaulted on its lease obligations in the third quarter of 2002 and has requested a modification of its lease. This tenant is no longer in default on its lease obligations and the Company is currently monitoring the status of this lease closely. Several other of our large tenants have contacted us, requesting early termination of their lease, rent reduction in space under lease, rent deferment or abatement. At this time, the Company cannot anticipate what impact, if any, the ultimate outcome of these discussions will have on our operating results.

The Company's two development properties were 63% leased in the aggregate as of March 31, 2003, but they have not been leased as rapidly as the Company had anticipated. The development properties consist of a 141,000 square foot flex development in Northern Virginia that was 88% leased, and a 97,000 square foot development in the Beaverton submarket of Portland, Oregon that was 26% leased. The development in Beaverton, Oregon is under contract to be sold and is included in discontinued operations.

Effect of Economic Conditions on the Company's Primary Markets: The Company has concentrated its operations in seven major markets. Each of these markets has been affected by the slowdown in economic activity. The Company's overall view of these markets is summarized below as of March 31, 2003. For purposes of market occupancy statistics, the Company has compiled these statistics using broker reports for these respective markets. These sources are deemed to be reliable by the Company, but there can be no assurance that these reports are accurate.

The Company owns approximately 2.0 million square feet in the Beaverton sub market of Portland, Oregon. Leasing activity slowed dramatically during 2002 and continues to be slow in 2003, the vacancy rate in this market is 26%. On the supply side, the Company does not believe significant new construction starts will occur in 2003. The Company's vacancy rate is 16.7%.

The Company owns approximately 1.5 million square feet in Northern California with a concentration in South San Francisco, Santa Clara and San Jose. The vacancy rates in these submarkets stand at 12%, 25% and 20%, respectively, or more throughout most of the Bay Area. Market rental rates dropped dramatically in 2002 and continue to decrease. The Company's vacancy rate is 4.1%.

The Company owns approximately 3.1 million square feet in Southern California. This is one of the most stable markets in the country but continues to experience slowing. Vacancy rates have increased throughout Southern California for flex, industrial and office space, ranging from 16% to 19% for office and less than 7% for industrial, depending on sub-markets and product type. The rental rates for the Company's properties have dropped slightly. The Company's vacancy is 2.9%.

The Company owns approximately 0.8 million square feet in Austin, Texas. This market experienced a dramatic increase in office and flex vacancy, both running at 19% and 23%, respectively. One half of the office vacancy is due to sub-lease space. Construction deliveries of office and flex space continue to add to the vacancy rate resulting in downward pressure on rental rates. The Company's vacancy rate is 10.3%.

The Company owns approximately 2.0 million square feet in Northern Texas. The vacancy rate in Las Colinas, where most of the Company's properties are concentrated, has risen to over 25% for office and 18% for industrial flex. Over the 12 months ended December 31, 2002, the number of new properties constructed has decreased, virtually no new construction has commenced and very little pre-leasing of space has occurred. The Company believes that any such new construction will cause vacancy rates to rise. Leasing activity has slowed overall and sub-leasing is continuing to increase in the Telecom Corridor. The Company's vacancy rate is 7.7%.

The Company owns approximately 2.6 million square feet in Northern Virginia, where the vacancy rate is 18% as of December 31, 2002. Vacancy rates have risen to over 25% in the sub-markets in the western technology corridor, such as Herndon, Chantilly and Sterling, primarily as a result of the decline in the technology sector. The Company's vacancy rate is 5.9%.

The Company owns approximately 1.6 million square feet in Maryland. The Company expects that the business of the GSA, defense contractors and the biotech industry will continue to grow in 2003. With most 2003 construction deliveries pre-leased, the Company expects that the vacancy rate, currently at 12% will remain flat or decline. The Company's vacancy rate is approximately 11.4%.

Growth of the Company's Operations: During 2002 and 2003, the Company has focused on maximizing cash flow from its existing core portfolio of properties, seeking to expand its presence in existing markets through strategic acquisitions and developments and strengthening its balance sheet, primarily through the issuance of preferred stock/units. The Company has historically maintained low debt and overall leverage levels, including preferred stock/units, which should give it the flexibility for future growth without the issuance of additional common stock.

During the first quarter of 2003, the Company completed the acquisition of Westwood Business Park, containing 113,000 square feet of flex space in the Farmer's Branch submarket of Dallas, Texas for \$7.9 million. During 2002, the Company did not complete any acquisitions. The Company plans to continue to seek to build its presence in existing markets by acquiring high quality facilities in selected markets. The Company targets properties (i) with below market rents which may offer it growth in rental rates above market averages and (ii) which offer the Company the ability to achieve economies of scale resulting in more efficient operations.

During the first quarter of 2003, the Company identified a property in Lakewood, California with 55,000 square feet and five office and flex buildings with a 3.5 acre parcel of land in Beaverton, Oregon with 342,000 square feet that did not meet its ongoing investment strategy. The sale of Lakewood, California was completed early in the second quarter of 2003 with net proceeds of approximately \$6.4 million. The Beaverton properties are under contract to be sold with estimated proceeds of \$34.5 million. A gain on the Lakewood properties of \$3.3 million will be recognized in the second quarter. An impairment loss of \$5.9 million based on the estimated proceeds from the disposition of the Beaverton, Oregon properties was recognized in the first quarter of 2003. In 2002, the Company sold four properties totaling 386,000 square feet. The Company exited the San Antonio, Texas and Overland Park, Kansas markets. In addition, the Company sold a property located in Landover, Maryland that no longer met the Company's investment criteria. Net proceeds from the sales were approximately \$23.1 million and the Company recognized a net gain of \$2.7 million. In addition, during the first quarter of 2002, the Company recognized \$5.4 million of deferred gain from a sale completed in 2001.

Through a joint venture with an institutional investor, the Company held a 25% equity interest in an industrial park in the City of Industry, submarket of Los Angeles County. Initially the joint venture consisted of 14 buildings totaling 294,000 square feet. During 2002, the joint venture sold eight of the buildings totaling approximately 170,000 square feet. The Company recognized gains of approximately \$861,000 on the disposition of these eight buildings. In addition, the Company's interest in cash distributions from the joint venture increased from 25% to 50% as a result of meeting its performance measures. Therefore, the Company recognized additional income of \$1,008,000. As of December 31, 2002, the joint venture held six buildings totaling 124,000 square feet. During January, 2003, five of the remaining six buildings were sold and the Company recognized gains of approximately \$1.1 million as a result of these sales and additional income of approximately \$700,000 in the first

quarter of 2003. During April, 2003 the joint venture sold the remaining building with approximately 29,000 square feet. During the second quarter of 2003, the Company expects to recognize a gain of \$300,000 and additional income of \$200,000.

Results of Operations

Results of Operations: Net income for the three months ended March 31, 2003 was \$9,731,000 compared to \$16,702,000 for the same period in 2002. Net income allocable to common shareholders (net income less preferred stock dividends) for the three months ended March 31, 2003 was \$5,803,000 compared to \$13,085,000 for the same period in 2002. Net income per common share on a diluted basis was \$0.27 for the three months ended March 31, 2003 compared to \$0.60 for the same period in 2002 (based on weighted average diluted common shares outstanding of 21,520,000 and 21,736,000 at March 31, 2003 and March 31, 2002, respectively). Net income allocable to shareholders in the first quarter of 2003 included a net loss from discontinued operations of \$2.9 million, or (\$0.10) per common share. This was primarily due to an impairment loss of \$5.9 million, partially offset by equity in income of discontinued joint venture. Net income allocable to common shareholders in the first quarter of 2002 included recognizing a deferred gain on the disposal of a property of \$5.4 million or \$0.19 per common share.

The Company's property operations account for almost all of the net operating income earned by the Company. Net operating income (NOI) is an important measurement in the commercial real estate industry for determining the value of the real estate generating the NOI. The key components of NOI are "rental income" less "cost of operations" excluding the effects of the straight-line adjustment and depreciation. The following table presents the operating results of the properties for the three months ended March 31, 2003 and 2002 in addition to other income and expense items affecting income from continuing operations:

| | Three Months Ended March 31, | | Change |
|----------------------------------------------------------------------------------------------------|---------------------------------|----------------------|---------------|
| | 2003 | 2002 | |
| Rental income: | | | |
| "Same Park" facilities (14.1 million net rentable square feet) | \$ 46,802,000 | \$ 46,619,000 | 0.4% |
| Other facilities (.4 million net rentable square feet) | 615,000 | 289,000 | 113.0% |
| Rental income before straight-line rent adjustment | 47,417,000 | 46,908,000 | 1.1% |
| Straight line rent adjustment: | | | |
| "Same Park" facilities | 582,000 | 931,000 | (37.5%) |
| Other facilities | 13,000 | 15,000 | (0.13%) |
| Total rental income | <u>\$ 48,012,000</u> | <u>\$47,854,000</u> | <u>0.3%</u> |
| Cost of operations (excluding depreciation): | | | |
| "Same Park" facilities | \$ 13,119,000 | \$ 12,778,000 | 2.7% |
| Other facilities | 181,000 | 163,000 | 1.1% |
| Total cost of operations (excluding depreciation)..... | <u>\$ 13,300,000</u> | <u>\$ 12,941,000</u> | <u>2.8%</u> |
| Net operating income (rental income less cost of operations) ⁽¹⁾ : | | | |
| "Same Park" facilities ⁽²⁾ | \$ 33,683,000 | \$ 33,841,000 | (0.5%) |
| Other facilities | 434,000 | 126,000 | 244.4% |
| Total net operating income before straight line rent adjustment | 34,117,000 | 33,967,000 | 0.5% |
| Straight line rent adjustment | 595,000 | 946,000 | (37.1%) |
| Total net operating income | <u>\$ 34,712,000</u> | <u>\$ 34,913,000</u> | <u>(0.6%)</u> |
| Income (Loss): | | | |
| Facility management fees, net..... | \$ 148,000 | \$ 150,000 | (1.3%) |
| Interest and other income..... | 272,000 | 311,000 | (12.5%) |
| Expenses: | | | |
| Depreciation and amortization..... | 13,685,000 | 13,399,000 | 2.1% |
| General and administrative | 1,054,000 | 1,312,000 | (19.7%) |
| Interest expense | 1,002,000 | 1,551,000 | (35.4%) |
| Income before gain on disposal of real estate, discontinued operations and minority interest | <u>\$ 19,391,000</u> | <u>\$ 19,112,000</u> | <u>1.5%</u> |
| "Same Park" Gross margin ⁽³⁾ | 72.0% | 72.6% | (0.6%) |
| <u>"Same Park" Weighted average for period:</u> | | | |
| Occupancy | 92.7% | 95.1% | (2.5%) |
| Annualized realized rent per square foot ⁽⁴⁾ | \$ 14.54 | \$ 14.12 | 3.0% |

(1) Net operating income (NOI) is an important measurement in the commercial real estate industry for determining the value of the real estate generating the NOI. The key components of NOI are "rental income" less "cost of operations" excluding the effects of the straight-line adjustment and depreciation. The Company breaks out "Same Park" operations to provide information regarding trends for properties the Company has held for the periods being compared.

(2) See "Supplemental Property Data and Trends" below for a definition of "Same Park" facilities.

(3) Gross margin is computed by dividing property net operating income by rental income before the straight line rent adjustment.

(4) Realized rent per square foot represents the actual revenues earned per occupied square foot.

Concentration of Portfolio by Region: Rental income and rental income less cost of operations or net operating income prior to depreciation and the straight-line rent adjustment (defined as “NOI” for purposes of the following tables) are summarized for the three months ended March 31, 2003 by major geographic region below. Note that the Company excludes the effects of depreciation and straight-line rent adjustment in the calculation of NOI because the table below is designed to illustrate the concentration of value of the portfolio in the respective regions. The effects of depreciation and the straight-line rent adjustment are generally not considered when determining value in the real estate industry. The Company’s calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance in accordance with generally accepted accounting principles. Below the table of rental income and NOI based on geographical concentration is a reconciliation to the most comparable amounts determined based on generally accepted accounting principles.

| Region | Square Footage | Percent of Total | Rental Income (000’s) | Percent of Total | NOI (000’s) | Percent of Total |
|---------------------------------------------------------|----------------|------------------|-----------------------|------------------|-------------|------------------|
| Southern California | 3,120,000 | 22.1% | \$ 10,391 | 21.9% | \$ 7,712 | 22.6% |
| Northern California | 1,497,000 | 10.6% | 5,103 | 10.8% | 3,946 | 11.6% |
| Southern Texas | 831,000 | 5.9% | 2,170 | 4.6% | 1,473 | 4.3% |
| Northern Texas | 2,063,000 | 14.6% | 5,365 | 11.3% | 3,849 | 11.3% |
| Virginia | 2,621,000 | 18.5% | 10,568 | 22.3% | 7,203 | 21.1% |
| Maryland | 1,646,000 | 11.6% | 6,545 | 13.8% | 4,677 | 13.7% |
| Oregon | 1,630,000 | 11.5% | 5,613 | 11.8% | 4,222 | 12.4% |
| Other | 735,000 | 5.2% | 1,662 | 3.5% | 1,035 | 3.0% |
| Subtotal | 14,143,000 | 100.0% | 47,417 | 100.0% | 34,117 | 100.0% |
| Add: Straight line rent adjustment | | | 595 | | 595 | |
| Less: Depreciation expense | | | NA | | (13,610) | |
| Total based on generally accepted accounting principles | | | \$ 48,012 | | \$ 21,102 | |

Supplemental Property Data and Trends: In order to evaluate the performance of the Company’s overall portfolio, management analyzes the operating performance of a consistent group of properties constituting 13.9 million net rentable square feet (“Same Park” facilities). The Company currently has owned and operated them for the comparable periods. These properties do not include properties that have been acquired or sold during 2003 and 2002. The “Same Park” facilities represent approximately 99% of the weighted average square footage of the Company’s portfolio for 2003.

The following table summarizes the pre-depreciation historical operating results of the “Same Park” facilities excluding the effects of accounting for rental revenues on a straight-line basis for the three months ended March 31, 2003 and 2002. The Company excludes the effect of depreciation and straight-line rent accounting because these non-cash accounts have the effect of smoothing earnings and masking trends in operating results. Below the table is a reconciliation to the most comparable amount, determined based on generally accepted accounting principles.

The following tables summarize the "Same Park" operating results by major geographic region for the three months ended March 31, 2003 and 2002:

| Region | Revenues 2003 | Revenues 2002 | Increase (Decrease) | NOI 2003 | NOI 2002 | Increase (Decrease) |
|---------------------------------------------------------------|----------------------|---------------------|------------------------|----------------------|----------------------|------------------------|
| Southern California..... | \$10,391,000 | \$10,213,000 | 1.7% | \$ 7,712,000 | \$ 7,681,000 | 0.4% |
| Northern California..... | 5,103,000 | 5,166,000 | (1.2%) | 3,946,000 | 3,951,000 | (0.1%) |
| Austin, Texas..... | 2,170,000 | 2,190,000 | (0.9%) | 1,473,000 | 1,382,000 | 6.6% |
| Northern Texas..... | 5,170,000 | 5,331,000 | (3.0%) | 3,679,000 | 3,792,000 | (3.0%) |
| Virginia..... | 10,160,000 | 9,440,000 | 7.6% | 6,936,000 | 6,659,000 | 4.2% |
| Maryland..... | 6,545,000 | 6,400,000 | 2.3% | 4,677,000 | 4,553,000 | 2.7% |
| Oregon..... | 5,600,000 | 6,276,000 | (10.8%) | 4,225,000 | 4,994,000 | (15.4%) |
| Other..... | 1,663,000 | 1,603,000 | 3.6% | 1,035,000 | 829,000 | 24.8% |
| | <u>\$ 46,802,000</u> | <u>\$46,619,000</u> | <u>0.4%</u> | <u>\$ 33,683,000</u> | <u>\$ 33,841,000</u> | <u>(0.5%)</u> |
| Add: Straight line rent Adjustment | 582,000 | 931,000 | (33.7%) | 582,000 | 931,000 | (33.7%) |
| Less: Depreciation expense | NA | NA | NA | (13,581,000) | (13,188,000) | (0.1%) |
| Total based on generally accepted accounting principles | <u>\$ 47,384,000</u> | <u>\$47,550,000</u> | <u>(0.3%)</u> | <u>\$ 20,684,000</u> | <u>\$ 21,584,000</u> | <u>(1.5%)</u> |

Southern California

This region includes San Diego, Orange County and Los Angeles County. The increase in revenues and NOI are the result of this market being the most stable market in the country during 2003 with a diverse economy that felt only modest effects of the technology slump. Weighted average occupancies have decreased from 97.8% for the first three months in 2002 to 97.1% for the first three months in 2003. Realized rent per foot has increased 2.5% from \$13.39 per foot for the first three months in 2002 to \$13.72 per foot for the first three months in 2003.

Northern California

This region includes San Jose, San Francisco and Sacramento, including 1,025,000 square feet in the Silicon Valley, a market that has been devastated by the technology slump. The Company benefited from the early renewal of large leases in its Silicon Valley portfolio and relative strength in the Sacramento market. Weighted average occupancies have outperformed the market and decreased from 96.8% for the first three months in 2002 to 95.9% for the first three months in 2003. Realized rent per foot has decreased 0.4% from \$14.28 per foot for the first three months in 2002 compared to \$14.22 per foot for the first three months in 2003.

Austin, Texas

This region was among the hardest hit due to the technology slump and the Company's operating results are showing the effects of sharply reduced market rental rates, higher vacancies and business failures. Weighted average occupancies have decreased slightly from 89.9% for the first three months in 2002 to 89.7% for the first three months in 2003. Realized rent per foot has decreased 0.4% from \$11.70 per foot for the first three months in 2002 to \$11.65 per foot for the first three months in 2003.

Northern Texas

This region includes Dallas and Houston. The Company's portfolio has felt the effects of the slowdown in the telecommunications industry, which has been partially offset by the relative strength in the Houston portfolio. Weighted average occupancies have decreased from 95.6% for the first three months in 2002 to 92.3% for the first three months in 2003. Realized rent per foot has increased 0.4% from \$11.43 per foot for the first three months in 2002 to \$11.48 per foot for the first three months in 2003.

Virginia

The Virginia region includes all major Northern Virginia submarkets surrounding the Washington D.C. metropolitan area. Virginia has been negatively impacted in the Chantilly and Herndon submarkets as a result of the technology and telecommunications industry slowdown. Other submarkets have been positively impacted by increased federal government spending on defense. Weighted average occupancies has increased from 92.5% for the first three months in 2002 to 94.9% for the first three months in 2003. Realized rent per foot have increased 5.0% from \$16.45 per foot for the first three months in 2002 to \$17.27 per foot for the first three months in 2003.

Maryland

The Maryland region consists primarily of facilities in Prince Georges County and Montgomery County. These markets were relatively stable. Weighted average occupancies have decreased from 95.9% for the first three months in 2002 to 88.6% for the first three months in 2003. Realized rent per foot has increased 10.8% from \$16.22 per foot for the first three months in 2002 to \$17.95 per foot for the first three months in 2003.

Oregon

The Oregon region from a "Same Park" perspective consists primarily of three business parks in the Beaverton submarket of Portland. Oregon has been one of the markets hardest hit by the technology slowdown. The full effect of this slowdown has begun to take effect in 2003 with lease terminations and expirations resulting in significant declines in rental revenue. Weighted average occupancies have decreased from 96.0% for the first three months in 2002 to 84.2% for the first three months in 2003. Realized rent per foot has increased 1.5% from \$16.25 per foot for the first three months in 2002 to \$16.50 per foot for the first three months in 2003.

Facility Management Operations: The Company's facility management accounts for a small portion of the Company's net income. During the three months ended March 31, 2003, \$148,000 in net income was recognized from facility management operations compared to \$150,000 for the same period in 2002.

Interest and Other Income: Interest and other income reflects earnings on cash balances and dividends on marketable securities in addition to miscellaneous income items. Interest income was \$178,000 for the three months ended March 31, 2003 compared to \$241,000 for the same period in 2002. The decrease is attributable to lower interest rates. Average cash balances and effective interest rates for the three months ended March 31, 2003 were approximately \$44 million and 1.6% compared to \$30 million and 3.2% for the same period in 2002.

Cost of Operations: Cost of operations for the three months ended March 31, 2003 was \$13,300,000 compared to \$12,941,000 for the same period in 2002. The increase is due primarily to snow removal costs in and around the Washington D.C. area. Cost of operations as a percentage of rental income is slightly higher at 28.0% in 2003 compared to 27.6% in 2002.

Depreciation and Amortization Expense: Depreciation and amortization expense for the three months ended March 31, 2003 was \$13,685,000 compared to \$13,399,000 for the same period in 2002. The increase is primarily due to depreciation expense on real estate facilities developed during 2002.

General and Administrative Expense: General and administrative expense was \$1,054,000 for the three months ended March 31, 2003 compared to \$1,312,000 for the same period in 2002. Included in general and administrative costs are acquisition costs, and costs related to the business services program. Business services

related costs were \$ 33,000 and \$ 176,000 for the three months ended March 31, 2003 and 2002 respectively. Acquisition expenses were \$138,000 and \$163,000 for the three months ended March 31, 2003 and 2002, respectively.

Interest Expense: Interest expense was \$1,002,000 for the three months ended March 31, 2003 compared to \$1,551,000 for the same period in 2002. The decrease is primarily attributable to reduced debt balances in 2003 due primarily to the repayment of short-term debt during 2002 through the use of retained cash, and proceeds from the issuance of preferred stock and units. Interest expense of none and \$144,000 was capitalized as part of building costs associated with properties under development during the three months ended March 31, 2003 and 2002, respectively.

Gain on Disposition of Real Estate: Gain on sale of real estate was \$5,366,000 for the three months ended March 31, 2002, compared to none in the first three months of 2003. The Company disposed of a property in San Diego for approximately \$9 million in November 2001 and deferred a gain of \$5,366,000 which was later recognized in 2002 when the buyer of the property obtained third party financing for the property and paid off its note to the Company.

Impairment Charge on Properties Held for Sale: Impairment charge on properties held for sale was \$5,907,000 for the three months ended March 31, 2003 and none for the three months ended March 31, 2002. The impairment loss is specific to five office and flex buildings, and a 3.5 acre parcel of land in Beaverton, Oregon that are under contract for sale.

Equity Income of Discontinued Joint Venture: Equity income of discontinued joint venture reflects the Company's share of net income from its joint venture. Equity income of discontinued joint venture was \$1,796,000 for the three months ended March 31, 2003 compared to \$42,000 for the same period in 2002. The increase is due to the gain on sale of five of the remaining six buildings in the joint venture of \$1,076,000 and additional income for meeting performance measures of \$720,000. During April, 2003 the joint venture sold the remaining building with approximately 29,000 square feet. During the second quarter of 2003, the Company expects to recognize a gain of \$300,000 and additional income of \$200,000.

Minority Interest in Income: Minority interest in income reflects the income allocable to equity interests in the Operating Partnership that are not owned by the Company. Minority interest in income was \$6,775,000 (\$4,810,000 allocated to preferred unitholders and \$1,965,000 allocated to common unitholders) for the three months ended March 31, 2003 compared to \$8,844,000 (\$4,412,000 allocated to preferred unitholders and \$4,432,000 allocated to common unitholders) for the same period in 2002. The decrease in minority interest in income is due primarily to lower earnings at the Operating Partnership level offset by the issuance of preferred operating units in 2002.

Liquidity and Capital Resources

Net cash provided by operating activities for the three months ended March 31, 2003 and 2002 was \$29,201,000 and \$37,783,000, respectively. Management believes that the Company's internally generated net cash provided by operating activities will continue to be sufficient to enable it to meet its operating expenses, capital improvements and debt service requirements and to maintain the current level of distributions to shareholders in addition to providing additional returned cash for future growth, debt repayment, and stock repurchase. The table further illustrates the remaining amount of funds available for adding to the value of the Company either through investment or repayment of debt after distribution to shareholders.

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

| | Three Months Ended March 31, | |
|---------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------------|
| | 2003 | 2002 |
| Net income..... | \$ 9,731,000 | \$16,702,000 |
| Equity income of joint venture | (1,796,000) | (42,000) |
| Gain on disposal of properties | - | (5,366,000) |
| Impairment charge on properties held for sale..... | 5,907,000 | - |
| Depreciation and amortization..... | 13,685,000 | 13,978,000 |
| Minority interest in income..... | 6,775,000 | 8,844,000 |
| Change in working capital | (5,101,000) | 3,667,000 |
| Net cash provided by operating activities | <u>29,201,000</u> | <u>37,783,000</u> |
| Maintenance capital expenditures..... | (573,000) | (842,000) |
| Tenant improvements | (2,885,000) | (2,163,000) |
| Capitalized lease commissions | (1,029,000) | (858,000) |
| Funds available for distributions to shareholders, minority interests, acquisitions and other corporate purposes | 24,714,000 | 33,920,000 |
| Cash distributions to shareholders and minority interests..... | <u>(17,055,000)</u> | <u>(20,722,000)</u> |
| Excess funds available for principal payments on debt, investments in real estate and other corporate purposes | <u>\$ 7,659,000</u> | <u>\$ 13,198,000</u> |

The Company's capital structure is characterized by a low level of leverage. As of March 31, 2003, the Company had three fixed rate mortgage notes payable totaling \$20,137,000, which represented 2.0% of its total capitalization (based on book value, including minority interest and debt). The weighted average interest rate for the mortgage notes is 7.50%. The Company estimates that approximately 2.0% of its properties, in terms of value are encumbered. The Company also has a seven year \$50 million term loan agreement with Fleet National Bank. The note bears interest at LIBOR plus 1.45% and is due on February 20, 2009. In July, 2002, the Company entered into an interest swap transaction which had the effect of fixing the rate on the term loan through July, 2004 at 4.46% per annum.

The following table outlines upcoming cash flows due to contractual commitments in connection with the Company's mortgage notes and term loan which have a weighted average interest rate of 5.73% and an average maturity of 5.7 years. At March 31, 2003, approximate principal maturities of mortgage notes and term loan payables are as follows:

| | |
|------------------|----------------------|
| 2003..... | \$ 444,000 |
| 2004..... | 631,000 |
| 2005..... | 680,000 |
| 2006..... | 7,890,000 |
| 2007..... | 5,169,000 |
| Thereafter | 55,323,000 |
| | <u>\$ 70,137,000</u> |

The Company's funding strategy is to use permanent capital, including common and preferred stock, and internally generated retained cash flows. In addition, the Company may sell properties that no longer meet its investment criteria. The Company may finance acquisitions on a temporary basis with borrowings from its Credit Facility. The Company targets a leverage ratio of 40% (defined as debt and preferred equity as a percentage of market capitalization). In addition, the Company targets a ratio of Funds from Operations ("FFO") to combined fixed charges and preferred distributions of 3.0 to 1.0. As of March 31, 2003, the leverage ratio was 35% and the FFO to fixed charges and preferred distributions coverage ratio was 3.7 to 1.0 for the three months ended March 31, 2003.

In October 2002, the Company extended its Credit Facility with Wells Fargo Bank. The Credit Facility has a borrowing limit of \$100 million and an expiration date of August 1, 2005. Interest on outstanding borrowings is payable monthly. At the option of the Company, the rate of interest charged is equal to (i) the prime rate or (ii) a rate ranging from the London Interbank Offered Rate ("LIBOR") plus 0.65% to LIBOR plus 1.25% depending on the Company's credit ratings and coverage ratios, as defined (currently LIBOR plus 0.85%). In addition, the Company is required to pay an annual commitment fee of up to 0.25% of the borrowing limit. As of March 31, 2003, there was no balance outstanding on the Credit Facility.

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

Also, FFO as computed and disclosed by the Company, though computed in conformity with the National Association of Real Estate Investment Trusts' definition, may not be comparable to FFO computed and disclosed by other REITs. FFO for the Company is computed as follows:

| | Three Months Ended March 31, | |
|--------------------------------------------------------------------------------|---------------------------------|----------------------|
| | 2003 | 2002 |
| Net income allocable to common shareholders | \$ 5,803,000 | \$ 13,085,000 |
| Less: Gain on investment in marketable securities | - | (25,000) |
| Less: Gain on disposition of real estate..... | - | (5,366,000) |
| Less: Equity income from sale of joint venture properties | (1,076,000) | - |
| Impairment charge for properties held for sale | 5,907,000 | - |
| Depreciation and amortization | 13,685,000 | 13,978,000 |
| Depreciation from joint venture..... | - | 20,000 |
| Minority interest in income – common units | 1,965,000 | 4,432,000 |
| Consolidated FFO allocable to common shareholders and minority interests | 26,284,000 | 26,124,000 |
| FFO allocated to common minority interest – common units..... | (6,661,000) | (6,366,000) |
| FFO allocated to common shareholders | <u>\$ 19,623,000</u> | <u>\$ 19,758,000</u> |

Capital Expenditures: On a recurring annual basis, the Company expects to expend between \$0.90 and \$1.40 per square foot in recurring capital expenditures (\$13-\$20 million based on square footage at March 31,

2003). During 2002, however, the Company incurred \$22.1 million in recurring capital expenditures or \$1.53 per-weighted average square foot. This amount was higher than the Company expects to incur on a recurring basis due to more generous tenant improvement allowances and higher broker commissions resulting from soft market conditions. The Company expects these conditions to continue or worsen through 2003 and recurring capital expenditures could reach \$2 per square foot or approximately \$29 million. The Company expects to make \$26 million in additional capital expenditures in 2003. These investments include recurring capital expenditures of \$19 million, improvements to bring acquired properties up to the Company's standards of \$1 million, first generation tenant improvements and leasing commissions on development properties of \$2 million and the renovation of properties totaling \$3 million. During the three months ended March 31, 2003, the Company incurred approximately \$5.7 million in capital expenditures. These included \$4.5 million in maintenance capital expenditures, tenant improvements and capitalized leasing commissions, \$0.2 million to bring acquired properties up to the Company's standards, \$0.4 million in first generation tenant improvements and leasing commissions on developed properties and \$0.6 million property renovations.

Stock Repurchase: The Company's Board of Directors has authorized the repurchase from time to time of up to 4,500,000 shares of the Company's common stock on the open market or in privately negotiated transactions. From January 1, 2003 through March 31, 2003, the Company repurchased 261,200 shares at an aggregate cost of approximately \$8,119,000 or \$31.08 per share. Since the inception of the program (March 2000), the Company has repurchased an aggregate total of 2,621,711 shares of common stock and 30,484 common units in its operating partnership at an aggregate cost of approximately \$70.7 million (average cost of \$26.65 per share/unit).

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

Related Party Transactions: At March 31, 2003, PSI owns 25% of the outstanding shares of the Company's common stock (44% upon conversion of its interest in the Operating Partnership) and 25% of the outstanding common units of the Operating Partnership (100% of the common units not owned by the Company). Ronald L. Havner, Jr., the Company's chairman and chief executive officer, is also the vice-chairman, chief executive officer and a director of PSI. The portion of his compensation allocated to the Company is reviewed and approved by the Company's Compensation Committee.

Pursuant to a cost sharing and administrative services agreement, the Company shares costs with PSI and affiliated entities for certain administrative services. These costs totaled approximately \$85,000 for each of the three months ended March 31, 2003 and 2002 and are allocated among PSI and its affiliates in accordance with a methodology intended to fairly allocate those costs. In addition, the Company provides property management services for properties owned by PSI and its affiliates for a fee of 5% of the gross revenues of such properties in addition to reimbursement of direct costs. These management fee revenues recognized under management contracts with affiliated parties totaled approximately \$140,000 and \$141,000 for the three months ended March 31, 2003, and 2002, respectively. In addition, the Company combines its insurance purchasing power with PSI through a captive insurance company controlled by PSI, STOR-Re Mutual Insurance Corporation ("Stor-Re"). Stor-Re provides limited property and liability insurance to the Company at commercially competitive rates. The Company and PSI also utilize unaffiliated insurance carriers to provide property and liability insurance in excess of Stor-Re's limitations.

ITEM 2A. RISK FACTORS

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

PSI has significant influence over us.

PSI owns a substantial number of our shares and of the units of our operating partnership: At March 31, 2003, PSI and its affiliates owned 25% of the outstanding shares of our common stock (44.5% upon conversion of its interest in our operating partnership) and 25% of the outstanding common units of our operating partnership (100% of the common units not owned by us). Consequently, PSI has the ability to significantly influence all matters submitted to a vote of our shareholders, including electing directors, changing our articles of incorporation, dissolving and approving other extraordinary transactions such as mergers, and all matters requiring the consent of the limited partners of the operating partnership. In addition, PSI's ownership may make it more difficult for another party to take over our company without PSI's approval.

Provisions in our organizational documents may prevent changes in control.

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

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

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

Our operating partnership poses additional risks to us.

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

We cannot sell certain properties without PSI's approval.

Before 2007, we may not sell 12 specified properties representing 8.8% of the Company's square footage without PSI's approval. Since PSI would be taxed on a sale of these properties, the interests of PSI and our other shareholders may differ as to the best time to sell.

Certain institutional investors have special rights.

An institutional investor has the right to (1) demand that the Company cooperate with the investor in an under-written offering of its shares of the Company's common stock and (2) include its shares of the Company's common stock in most public offerings of common stock by the Company. These rights terminate when the aggregate value of common stock owned by the institutional investor is reduced below specified levels.

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

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

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

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

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

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

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

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

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

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

During 2002 and 2003, we were affected by the slowdown in economic activity in the United States in most of its primary markets. These effects were exacerbated by the terrorist attacks of September 11, 2001, the related aftermath, geopolitical events, and the war on Iraq. These effects included a decline in occupancy rates and a reduction in market rates throughout the portfolio, slower than expected lease-up of our development properties, lower interest rates on invested cash and higher insurance costs. An extended economic slowdown will put additional downward pressure on occupancies and market rental rates and may lead to pressure for greater rent concessions, or generous tenant improvement allowances and higher broker commissions.

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

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

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

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

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

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

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

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

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

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

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

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

We can issue additional securities without shareholder approval.

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

We may invest in marketable securities without shareholders approval.

We have and may continue to invest in marketable securities. These marketable securities could decline in value and could adversely affect our net income or the price of our common stock.

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

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

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

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

We depend on key personnel.

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

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

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

President Bush's proposed tax cut could adversely affect the price of our stock.

President Bush has proposed a tax reduction package that would, among other things, substantially reduce or eliminate the taxation of dividends paid by corporations other than REITs. If the double taxation of corporate dividends were to be eliminated or reduced, certain of the relative tax advantage of being a REIT would be eliminated or reduced, which may have an adverse effect on the price of our stock. This adverse effect may take place prior to the adoption of any tax cut based upon the market's perception of the likelihood of implementation of such a provision.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

To limit the Company's exposure to market risk, the Company principally finances its operations and growth with permanent equity capital consisting of either common or preferred stock. At March 31, 2003, the Company's debt as a percentage of shareholders' equity (based on book values) was 7%.

The Company's market risk sensitive instruments include mortgage notes payable and the Company's term loan which total \$20,137,000 and \$50,000,000, respectively, at March 31, 2003. All of the Company's mortgage notes payable bear interest at fixed rates. For the term loan, the Company entered into an interest rate swap transaction which had the effect of fixing the note on the term loan for two years (through July, 2004) at 4.46%. See Note 6 of the Notes to Consolidated Financial Statements for terms, valuations and approximate principal maturities of the mortgage notes payable as of March 31, 2003. Based on borrowing rates currently available to the Company, the carrying amount of debt approximates fair value.

ITEM 4. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures.* Based on their evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934) as of a date within 90 days of the filing date of this Quarterly Report on Form 10-Q, the Company's chief executive officer and chief financial officer have concluded that the Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and are operating in an effective manner.

(b) *Changes in internal controls.* There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their most recent evaluation.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

On January 10, 2003, the Company issued 2,000 shares of common stock to Joseph D. Russell, Jr., president of the Company, as a bonus under his employment agreement for services rendered during 2002. The shares were issued in reliance on Section 4(2) under the Securities Act of 1933. Mr. Russell represented that he was acquiring the shares for investment and not for resale.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

10 * Offer Letter/ Employment Agreement, dated September 6, 2002, between the Company and Joseph D. Russell, Jr.

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

99.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Management Contract

(b) Reports on Form 8-K

SIGNATURES

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

Dated: May 8, 2003

PS BUSINESS PARKS, INC.

BY: /s/ Jack Corrigan

Jack Corrigan

Vice President and Chief Financial Officer

(Principal Financial Officer)

CERTIFICATIONS

I, Ronald L. Havner, Jr., Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PS Business Parks, Inc;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
- 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 8, 2003

/s/ Ronald L. Havner, Jr.
Ronald L. Havner, Jr.
Chief Executive Officer

I, Jack Corrigan, Chief Financial Officer, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of PS Business Parks, Inc;
- 2. Based on my knowledge, this quarterly 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 quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
- 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
- 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 8, 2003

/s/ Jack Corrigan
Jack Corrigan
Chief Financial Officer

EXHIBIT INDEX

- Exhibit 10 Offer Letter/ Employment Agreement, dated September 6, 2002, between the Company and Joseph D. Russell, Jr.
- Exhibit 12 Statement re: Computation of Ratio of Earnings to Fixed Charges
- Exhibit 99.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**PS BUSINESS PARKS, INC.
EXHIBIT 10:
MATERIAL CONTRACTS**

OFFER LETTER/EMPLOYMENT AGREEMENT

The following Offer Letter/Employment Agreement is to be used for all offers extended for employment. The appropriate offer and hire information is to be entered into the sections provided. Delete sections that do not apply to the new employee. Specifically, if stock options are not granted as part of the compensation package this section should be deleted in its entirety. The agreement is only effective once the employee has returned the document, signed, to the hiring manager.

The title of the document is derived because the letter does service as a documented offer to the employee. However, once the document is signed the Offer Letter becomes an employment agreement.

September 6, 2002
Mr. Joseph D. Russell, Jr.
1920 Lyans Drive
La Canada, CA 91011

Re: Offer Letter/Employment Agreement

Dear Mr. Russell:

It is my pleasure to offer you an executive management position with PS Business Parks, Inc. (PSBP) effective on a mutually agreed upon date, currently anticipated to be September 23, 2002, but no later than September 30, 2002. This offer is for the position of President located in our Glendale, California office. We think it is essential that the terms and conditions of your employment be set forth clearly and completely in one place. That is the purpose of this letter.

POSITION:

You will work as President. In this position, you will initially report to Ron Havner, Chairman of the Board of Directors and CEO. Your responsibilities, to which you will devote your full-time efforts, will include the oversight of the Company's property operations, assist in the formulation of operational strategy, capital allocation and risk management strategies and be primarily responsible for their execution in a timely manner that enhances shareholder value. PSBP may change these responsibilities at any time during your employment by creating new responsibilities and/or removing certain responsibilities.

COMPENSATION:

You will be paid twice monthly on the 15th and last day of the month, at a rate of \$250,000 per year while actively employed by PSBP. Commencing January 1, 2003 of your employment, you will be eligible to participate in the PSBP Performance Bonus Plan. For the calendar year 2003 the current Bonus Plan for your position contemplates a "target bonus" of \$250,000. For the period January 1, 2003 through December 31, 2003, should you remain continuously actively employed for that calendar year, you will be paid a minimum of 75% of your target bonus potential no later than January 31, 2004. Payment of all or part of the remaining 25% of the target bonus will be solely within the discretion of PSBP. Should you cease employment prior to December 31, 2003 for reasons other than "cause" or become disabled for longer than 30 days, your bonus will be prorated for the period of your active employment from January 1, 2003 through December 31, 2003. Should you cease employment prior to December 31, 2003 for "cause," you will receive no bonus. Starting in 2004, your bonus, if any, will be subject to the Company's regular bonus plan provisions in effect at that time, which include no minimum payment, payment within sixty days of the subsequent calendar year and a requirement to be employed continuously during the year and at the time of payment.

INTERIM BONUS:

During the period between your start date and December 31, 2002, you will be entitled to a maximum bonus of 2,000 shares of PSBP common stock, to be issued solely within the discretion of PSBP. Such interim bonus, if awarded, will be issued no later than January 31, 2003.

VACATION:

You will be entitled to three (3) weeks annual paid vacation, earned and accrued on a pay period basis and prorated over the course of your employment during the year. Restrictions on the accrual of vacation benefits are more fully set forth in the Employee Handbook.

OTHER BENEFITS:

PS Business Parks offers a comprehensive benefits package to its employees. A summary of the benefits package has already been given to you.

MILEAGE REIMBURSEMENT:

You will be reimbursed for your business mileage at \$0.365 per mile (the current IRS guidelines). You will be required to track your mileage and provide records for reimbursement monthly.

EMPLOYEE RETENTION AND REWARDS:

As we discussed with you, our goal is to hire, retain and reward employees who exceed expectations, contribute to the growth and development of our employees and contribute to the growth and profitability of the Company. Accordingly, on a subjective basis the Company periodically awards stock options and restricted stock to certain employees, which include a variety of vesting periods. You will be awarded a total of 100,000 stock options, which vest at the rate of 20% on each anniversary date of your employment with PSBP for a five-year period. On the one year anniversary of your employment with PSBP, you will also be eligible to participate in PSBP's Restricted Stock Grant Program. All awards of stock options and restricted stock are subject to PSBP's plan prospectus, which has been previously given to you.

TRADE SECRETS AND CONFIDENTIAL INFORMATION:

Our competitive success depends on the proper safeguarding of trade secrets and confidential information developed within PSBP or entrusted to us by our customers. Some of the information we receive also touches on the privacy interests of individuals and must be safeguarded for that reason as well. You promise to preserve the confidentiality of PSBP's trade secrets and commercially useful confidential information learned through your employment at PSBP and to use all such information only as necessary and appropriate for PSBP's legitimate business purposes. You promise to safeguard against disclosure without the consent of affected persons all information touching on the privacy interests of employees of PSBP or customers or employees of customers. Such trade secrets and commercially useful confidential information include without limitation information about benefit plan or program designs, financial information about PSBP or customers, the identity of PSBP's present or potential customers, communications between PSBP and its present or potential customers, and the contents of PSBP's business plans, its products or its proposals to present or potential customers.

RELOCATION PAYMENT:

As part of your employment, PS Business Parks agrees to reimburse you for up to \$100,000 of moving and relocation expenses. Such reimbursement is predicted on proper support (in the form of receipts or invoices) provided by you in connection with your relocation and shall be adjusted for any adverse personal income tax consequences to you. Such reimbursement will expire within one year after this date of this letter. Such reimbursement will be made at least monthly by the Company upon submission of invoices or other documentation.

EXTRAORDINARY EVENT PAYMENT:

In the event of a sale, merger or liquidation of the Company or such other similar extraordinary event resulting in the payment of severance or other termination pay to all or substantially all other Senior Officers (persons which are deemed executive officers for purposes of SEC reporting requirements, other than the Chairman and CEO) of equal or lower rank than President, then employee will be paid no less than the highest amount paid to such other Senior Officer of equal or lower rank, exclusive of stock options or restricted stock.

EMPLOYMENT TERMINATION:

You and we agree that your employment is "at will." Either you or PSBP may terminate your employment at any time with cause or without cause, for any reason or no reason, for your convenience or for PSBP's convenience and without prior notice.

In the event that either you or PSBP terminates your employment, your compensation and any other payments under this Agreement shall end as of the day following such employment termination, and your entitlement to employee benefits, if any, shall be as exclusively provided in written benefit plan documents.

Subject to the foregoing, if your employment is terminated prior to December 31, 2003 for any reason other than "cause," you will be entitled to one-year's salary up to a maximum of \$250,000 and your pro rata share of your bonus target up through the date of termination, up to a maximum of \$187,500.

Termination for "cause" may be based upon any of the following, as determined by PSBP in its reasonable discretion:

- (i) Any act of fraud, dishonesty, embezzlement, defalcation or theft.
- (ii) Conviction of, or a plea of *nolo contendere* to, any felony or any misdemeanor involving moral turpitude;
- (iii) Any act of gross negligence in the performance of your responsibilities, any material breach of the policies and procedures of PSBP or an act or conduct which negatively affects the profitability or morale of PSBP, which is not cured within fifteen days after notice to cure;
- (iv) An inexcusable repeated or prolonged absence from work other than as a result of illness or a disability;
- (v) Any unethical or improper conduct that exposes PSBP to significant claims or other liability; or
- (vi) Your voluntary resignation from employment with PSBP.

In the event that your employment is terminated for cause, PSBP shall pay to you any unpaid salary and benefits earned pursuant to this agreement through the last day of actual employment by PSBP. Additionally, PSBP will reimburse to you reasonable and documented expenses. PSBP shall have no further obligations to you, and you shall have no further rights, including, without limitation, rights to any bonus, unvested stock options, other compensation or benefits whatsoever under this Agreement.

NOTICES

Any notices to be given hereunder by either party to the other may be effected either by personal delivery in writing or by registered or certified mail, postage prepaid with return receipt requested, by nationally recognized overnight courier or by confirmed facsimile at the following number:

If to Employee: Mr. Joseph D. Russell, Jr.
1920 Lyans Drive
La Canada, CA 91011

If to PSBP: PS Business Parks, Inc.
701 Western Avenue
Glendale, CA 91201
Facsimiles: (818) 242-0566
Attn: Ronald L. Havner, Jr.

Notices delivered personally shall be deemed communicated upon actual receipt; mailed notices shall be deemed communicated upon receipt of the mailing; notices sent by overnight courier shall be deemed communicated and received as of one (1) business day after delivery to the overnight courier; and notices sent by facsimile shall be deemed communicated and received as of the time the sender receives written confirmation of the sending of the facsimile.

PARTIAL INVALIDITY:

If any provision of this Agreement is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions shall nevertheless continue in full force without being impaired or invalidated.

APPLICABLE LAW:

This Agreement shall be governed by and construed in accordance with the laws of the State of California.

CONSTRUCTION OF TERMS:

The terms and provisions of this Agreement, which are freely negotiated as between the parties, shall not be construed either in favor of or against either party in the event of any ambiguity or uncertainty.

MODIFICATIONS:

Any modification of this Agreement will be effective only if it is in writing and signed by all parties to be charged.

WAIVER:

A waiver of any of the terms and conditions hereof shall not be construed as a general waiver of the same or any other term or condition hereof of any subsequent breach thereof.

ARBITRATION:

Employee, on the one hand, and the Company on the other hand, agree to submit to final and binding arbitration, and not to any other forum, any claim by Employee or Company under state, federal or local law which arises out of or relates to Employee's employment with Company, including without limitation claims for sexual harassment, discrimination, wrongful termination, breach of contract, invasion of privacy and defamation.

This Agreement excludes employment-related claims that cannot be required to be submitted to arbitration under applicable law, such as claims for workers' compensation or unemployment insurance benefits. The Agreement also excludes from arbitration any claims by Employee or Company as to whether Employee has a right to occupy living quarters furnished by Company, except where the loss of use of such living quarters is an element of damages recoverable under a claim subject to arbitration under this Agreement. Notwithstanding any other provisions of this Agreement, Employee and Company agree that breaches of either Employee's or the Company's obligations concerning trade secrets and/or confidential information cannot adequately be remedied at law or in arbitration, and we agree that either Employee or Company may seek and upon proper proof obtain, from a court with proper jurisdiction, injunctive relief and damages. Any such injunctive proceeding shall be without prejudice to

Employee's or the Company's rights under this Agreement to obtain other relief in arbitration with respect to such matters.

Arbitration under this Agreement, including the selection of a single arbitrator, shall be governed by the most recent version of the National Rules for the Resolution of Employment Disputes (the "Rules") of the American Arbitration Association ("AAA"), except to the extent inconsistent with specific provisions of this Agreement. State law provisions governing arbitrations in the state where Employee is employed, such as provisions for temporary restraining orders and preliminary injunctions, shall also apply unless inconsistent with the AAA Rules or this Agreement.

In order to initiate a claim for arbitration, the party seeking arbitration must deliver to the local AAA office, and send to the other party a written request for arbitration within the time period required by the statute of limitation applicable to the party's claim (the time within which the party's claim must be filed according to law). Contact information for the nearest AAA office and a copy of the AAA Rules may be obtained from Company's Human Resources Department. Arbitration proceedings shall be held before a single arbitrator in or near the city or town where Employee's employment services were performed, at a location mutually agreed upon by Employee and Company or a location otherwise determined by the AAA or the arbitrator.

Each party shall pay his/her or its own attorneys' fees if the party chooses to be represented by an attorney, except where the arbitrator orders that the prevailing party recover attorneys' fees from the other party under applicable law. In no case, however, shall the Employee bear any cost or expense as a result of arbitration that the Employee would not be required to pay if the claim had been brought in court.

The parties hereto shall be permitted to conduct discovery as is appropriate to the nature of the claim and necessary to its full and fair determination in arbitration, including at a minimum access to essential documents and witnesses. The arbitrator shall have the authority to order any appropriate legal and equitable relief consistent with that available to parties in civil actions filed in court.

The decision of the arbitrator shall be in writing, and shall reflect the arbitrator's essential findings and conclusions upon which the award is based. Such decision shall be final and binding subject to review only as provided by the law of the state in which the arbitration took place governing review of arbitration awards. If no state law on the subject exists, the award shall be subject to the standard of review provided in the Federal Arbitration Act, 9 U.S.C. section 10. The award shall be enforceable in any court of competent jurisdiction. Employee and Company agree that if a court of competent jurisdiction declares that any part of this Agreement is illegal, invalid or unenforceable, this declaration will not affect the legality, validity or enforceability of the remaining parts of the Agreement, and the illegal, invalid or unenforceable part will no longer be part of this Agreement.

Employee and Company agree that arbitration under this Agreement shall be the exclusive means of resolving any claims or disputes arising out of or related to the Employee's employment with Company, which are not resolved through the Company's internal grievance processes or through proceedings before the United States Equal Employment Opportunity Commission (or the state agency processing charges of discrimination), and are not excluded from this Agreement as referenced in the second paragraph above. Both parties further agree that no proceedings will be brought by Employee or Company in any court or other forum as to any claims covered by this Agreement, except to enforce this Agreement or review the decision of the arbitrator as provided above. No claim shall be arbitrated that otherwise would be barred by the statute of limitations in a judicial proceeding.

THIS AGREEMENT IS A WAIVER OF ALL RIGHTS TO A CIVIL COURT ACTION FOR A CLAIM ARISING OUT OF OR RELATED TO EMPLOYEE'S EMPLOYMENT WITH COMPANY, ONLY THE ARBITRATOR, AND NOT A JUDGE OR JURY, WILL DECIDE THE CLAIM OR DISPUTE.

INTEGRATED COMPLETE AGREEMENT:

This Agreement integrates and supersedes all other prior and contemporaneous written and oral agreements and understandings of every character between you and PSBP and comprises the entire agreement between you and PSBP. Understand that this Agreement may be amended only by a further express written agreement between us, and cannot be amended by informal discussions or written communications from any party. No waiver of any rights or obligations under this Agreement shall be deemed to have occurred unless in writing signed by the party against whom such waiver is asserted and no waiver shall be deemed a waiver of any other or subsequent rights or obligations.

We are very excited about the possibility of you joining us and look forward to hearing from you. If you should have any questions, please call me.

Sincerely,

/s/ Ronald L. Havner, Jr.
Ronald L. Havner, Jr.
Chairman of the Board of Directors
President and Chief Executive Officer

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

| | Three Months Ended March 31, | |
|-------------------------------------------------------------------------------|---------------------------------|----------------------|
| | 2003 | 2002 |
| | <u>2003</u> | <u>2002</u> |
| Net income | \$ 5,803,000 | \$ 16,702,000 |
| Minority interest | 6,775,000 | 8,844,000 |
| Interest expense | 1,002,000 | 1,551,000 |
| Earnings available to cover fixed charges | <u>\$ 13,580,000</u> | <u>\$ 27,097,000</u> |
| Fixed charges (1) | \$ 1,002,000 | \$ 1,695,000 |
| Preferred distributions | 8,738,000 | 8,029,000 |
| Combined fixed charges and preferred distributions | <u>\$ 9,740,000</u> | <u>\$ 9,724,000</u> |
| Ratio of earnings to fixed charges | <u>13.55</u> | <u>15.99</u> |
| Ratio of earnings to combined fixed charges and preferred distributions | <u>1.39</u> | <u>2.79</u> |

| | Years Ended December 31, | | | | |
|-------------------------------------------------------------------------------|--------------------------|---------------------|---------------------|---------------------|---------------------|
| | 2002 | 2001 | 2000 | 1999 | 1998 |
| Net income | \$57,430,000 | \$49,870,000 | \$51,181,000 | \$41,255,000 | \$29,400,000 |
| Minority interest | 32,170,000 | 27,489,000 | 26,741,000 | 16,049,000 | 11,208,000 |
| Interest expense | 5,324,000 | 1,715,000 | 1,481,000 | 3,153,000 | 2,361,000 |
| Earnings available to cover fixed charges | <u>\$94,924,000</u> | <u>\$79,074,000</u> | <u>\$79,403,000</u> | <u>\$60,457,000</u> | <u>\$42,969,000</u> |
| Fixed charges (1) | \$ 5,612,000 | \$ 2,806,000 | \$ 2,896,000 | \$ 4,142,000 | \$ 2,629,000 |
| Preferred distributions | 33,340,000 | 22,961,000 | 17,273,000 | 7,562,000 | - |
| Combined fixed charges and preferred distributions | <u>\$38,952,000</u> | <u>\$25,767,000</u> | <u>\$20,169,000</u> | <u>\$11,704,000</u> | <u>\$ 2,629,000</u> |
| Ratio of earnings to fixed charges | <u>16.91</u> | <u>28.18</u> | <u>27.42</u> | <u>14.60</u> | <u>16.34</u> |
| Ratio of earnings to combined fixed charges and preferred distributions | <u>2.44</u> | <u>3.07</u> | <u>3.94</u> | <u>5.17</u> | <u>16.34</u> |

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

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

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

| | Three Months Ended March 31, | |
|--------------------------------------------------------------------------|---------------------------------|----------------------|
| | 2003 | 2002 |
| FFO..... | \$ 26,284,000 | \$ 26,124,000 |
| Interest expense | 1,002,000 | 1,551,000 |
| Minority interest in income – preferred units | 4,810,000 | 4,412,000 |
| Preferred dividends..... | 3,928,000 | 3,617,000 |
| Adjusted FFO available to cover fixed charges | <u>\$ 36,024,000</u> | <u>\$ 35,704,000</u> |
| Fixed charges (1)..... | \$ 1,002,000 | \$ 1,695,000 |
| Preferred distributions | 8,738,000 | 8,029,000 |
| Combined fixed charges and preferred distributions..... | <u>\$ 9,740,000</u> | <u>\$ 9,724,000</u> |
| Ratio of FFO to fixed charges..... | <u>35.95</u> | <u>21.06</u> |
| Ratio of FFO to combined fixed charges and preferred distributions | <u>3.70</u> | <u>3.67</u> |

| | Years Ended December 31, | | | | |
|-------------------------------------------------------------------------|--------------------------|----------------------|----------------------|----------------------|----------------------|
| | 2002 | 2001 | 2000 | 1999 | 1998 |
| FFO..... | \$105,443,000 | \$ 95,472,000 | \$ 88,181,000 | \$ 79,760,000 | \$ 59,516,000 |
| Interest expense | 5,324,000 | 1,715,000 | 1,481,000 | 3,153,000 | 2,361,000 |
| Minority interest in income – preferred units | 17,927,000 | 14,107,000 | 12,185,000 | 4,156,000 | - |
| Preferred dividends..... | 15,412,000 | 8,854,000 | 5,088,000 | 3,406,000 | - |
| Adjusted FFO available to cover fixed charges | <u>\$144,106,000</u> | <u>\$120,148,000</u> | <u>\$106,935,000</u> | <u>\$ 90,475,000</u> | <u>\$ 61,877,000</u> |
| Fixed charges (1)..... | \$ 5,612,000 | \$ 2,806,000 | \$ 2,896,000 | \$ 4,142,000 | \$ 2,629,000 |
| Preferred distributions..... | 33,339,000 | 22,961,000 | 17,273,000 | 7,562,000 | - |
| Combined fixed charges and preferred distributions..... | <u>\$ 38,951,000</u> | <u>\$ 25,767,000</u> | <u>\$ 20,169,000</u> | <u>\$ 11,704,000</u> | <u>\$ 2,629,000</u> |
| Ratio of FFO to fixed charges | <u>25.68</u> | <u>42.82</u> | <u>36.93</u> | <u>21.84</u> | <u>23.54</u> |
| Ratio of FFO to combined fixed charges and preferred distributions..... | <u>3.70</u> | <u>4.66</u> | <u>5.30</u> | <u>7.73</u> | <u>23.54</u> |

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

Exhibit 99.1
Certification of CEO and CFO Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of PS Business Parks, Inc. (the "Company") for the quarterly period ending March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Ronald L. Havner Jr., as Chief Executive Officer of the Company, and Jack Corrigan, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 results of operations of the Company.

/s/ Ronald L. Havner, Jr.
Name: Ronald L. Havner, Jr.
Title: Chief Executive Officer
Date: May 8, 2003

/s/ Jack Corrigan
Name: Jack Corrigan
Title: Chief Financial Officer
Date: May 8, 2003

A signed original of this written statement required by Section 906 has been provided to PS Business Parks, Inc. and will be retained by PS Business Parks, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.