

Piedmont Office Realty Trust, Inc.

Form 10-Q

November 10, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the quarterly period ended September 30, 2010

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from _____ to _____

Commission file number 001-34626

PIEDMONT OFFICE REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or organization)

58-2328421
(I.R.S. Employer Identification Number)

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11695 Johns Creek Parkway

Ste. 350

Johns Creek, Georgia 30097

(Address of principal executive offices)

(Zip Code)

(770) 418-8800

(Registrant's telephone number, including area code)

N/A

(Former name, former address, and former fiscal year, if changed since last report)

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

Yes No

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

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

Large Accelerated filer

Accelerated filer

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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Number of shares outstanding of the registrant's

classes of common stock, as of November 9, 2010:

Class A Common Stock 132,956,299 shares

Class B-3 Common Stock 39,702,190 shares

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PIEDMONT OFFICE REALTY TRUST, INC.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Form 10-Q and other written or oral statements made by or on behalf of Piedmont Office Realty Trust, Inc. (Piedmont) may constitute forward-looking statements within the meaning of the federal securities laws. In addition, Piedmont, or its executive officers on Piedmont s behalf, may from time to time make forward-looking statements in reports and other documents Piedmont files with the Securities and Exchange Commission or in connection with oral statements made to the press, potential investors, or others. Statements regarding future events and developments and Piedmont s future performance, as well as management s expectations, beliefs, plans, estimates, or projections relating to the future, are forward-looking statements within the meaning of these laws. Forward-looking statements include statements preceded by, followed by, or that include the words may, will, expect, intend, anticipate, estimate, believe, continue, or similar words. Examples of such statements in this report include descriptions of our real estate, financing, and operating objectives; discussions regarding future dividends; and discussions regarding the potential impact of economic conditions on our portfolio.

These statements are based on beliefs and assumptions of Piedmont s management, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding the demand for office space in the sectors in which Piedmont operates, competitive conditions, and general economic conditions. These assumptions could prove inaccurate. The forward-looking statements also involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond Piedmont s ability to control or predict. Such factors include, but are not limited to, the following:

Our ability to successfully identify and consummate suitable acquisitions;

If current market and economic conditions do not improve, our business, results of operations, cash flows, financial condition and access to capital may be adversely affected;

Lease terminations or lease defaults, particularly by one of Piedmont s larger tenants;

The impact of competition on Piedmont s efforts to renew existing leases or re-lease space on terms similar to existing leases;

Changes in the economies and other conditions of the office market in general and of the specific markets in which Piedmont operates, particularly in Chicago, Washington, D.C., and the New York metropolitan area;

Economic and regulatory changes, including accounting standards, that impact the real estate market generally;

Additional risks and costs associated with directly managing properties occupied by government tenants;

Adverse market and economic conditions and related impairments to Piedmont s real estate assets and other intangible assets;

The success of our real estate strategies and investment objectives;

Availability of financing and banks ability to honor existing line of credit commitments;

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Costs of complying with governmental laws and regulations;

Uncertainties associated with environmental and other regulatory matters;

Piedmont's ability to continue to qualify as a REIT under the Internal Revenue Code of 1986, as amended; and

Other factors, including the risk factors discussed under Item 1A. of Piedmont's Annual Report on Form 10-K for the year ended December 31, 2009, and Item 1A. of this Quarterly Report on Form 10-Q.

Management believes these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and management undertakes no obligation to update publicly any of them in light of new information or future events.

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PART I. FINANCIAL STATEMENTS

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

The information furnished in the accompanying consolidated balance sheets and related consolidated statements of operations, stockholders equity, and cash flows reflects all adjustments that are, in management's opinion, necessary for a fair and consistent presentation of financial position, results of operations, and cash flows in accordance with U.S. generally accepted accounting principles.

The accompanying financial statements should be read in conjunction with the notes to Piedmont's financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this report on Form 10-Q and with Piedmont's Annual Report on Form 10-K for the year ended December 31, 2009. Piedmont's results of operations for the three months and nine months ended September 30, 2010 are not necessarily indicative of the operating results expected for the full year.

Table of Contents**PIEDMONT OFFICE REALTY TRUST, INC.****CONSOLIDATED BALANCE SHEETS**

(in thousands, except for share and per share amounts)

	(Unaudited) September 30, 2010	December 31, 2009
Assets:		
Real estate assets, at cost:		
Land	\$ 642,072	\$ 641,073
Buildings and improvements, less accumulated depreciation of \$727,307 and \$653,839 as of September 30, 2010 and December 31, 2009, respectively	2,902,704	2,946,567
Intangible lease assets, less accumulated amortization of \$145,139 and \$147,043 as of September 30, 2010 and December 31, 2009, respectively	77,813	96,269
Construction in progress	11,839	17,059
Real estate assets held for sale, net	55,000	62,559
Total real estate assets	3,689,428	3,763,527
Investments in unconsolidated joint ventures	42,591	43,940
Cash and cash equivalents	67,539	10,004
Tenant receivables, net of allowance for doubtful accounts of \$626 and \$559 as of September 30, 2010 and December 31, 2009, respectively	129,955	128,087
Notes receivable	60,671	58,739
Due from unconsolidated joint ventures	1,085	1,083
Prepaid expenses and other assets	36,802	21,456
Goodwill	180,097	180,097
Deferred financing costs, less accumulated amortization of \$11,280 and \$9,285 as of September 30, 2010 and December 31, 2009, respectively	5,878	7,205
Deferred lease costs, less accumulated amortization of \$136,219 and \$126,678 as of September 30, 2010 and December 31, 2009, respectively	175,474	180,832
Other assets held for sale	65	375
Total assets	\$ 4,389,585	\$ 4,395,345
Liabilities:		
Line of credit and notes payable	\$ 1,402,525	\$ 1,516,525
Accounts payable, accrued expenses, and accrued capital expenditures	99,872	97,747
Deferred income	33,882	34,506
Intangible lease liabilities, less accumulated amortization of \$81,462 and \$75,945 as of September 30, 2010 and December 31, 2009, respectively	51,807	60,655
Interest rate swap	1,028	3,866
Other liabilities held for sale	2,539	
Total liabilities	1,591,653	1,713,299
Commitments and Contingencies		
Redeemable Common Stock		75,164
Stockholders Equity:		
Shares-in-trust, 150,000,000 shares authorized, none outstanding as of September 30, 2010 or December 31, 2009		

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Preferred stock, no par value, 100,000,000 shares authorized, none outstanding as of September 30, 2010 or December 31, 2009

Class A common stock, \$.01 par value; 600,000,000 shares authorized; 93,254,160 shares issued and outstanding as of September 30, 2010; and 39,729,201 shares issued and outstanding at December 31, 2009	932	397
Class B-1 common stock, \$.01 par value; 50,000,000 shares authorized; none outstanding as of September 30, 2010; and 39,729,201 shares issued and outstanding at December 31, 2009		397
Class B-2 common stock, \$.01 par value; 50,000,000 shares authorized; 39,702,139 shares issued and outstanding as of September 30, 2010; and 39,729,202 shares issued and outstanding at December 31, 2009	397	397
Class B-3 common stock, \$.01 par value; 50,000,000 shares authorized; 39,702,190 shares issued and outstanding as of September 30, 2010; and 39,729,202 shares issued and outstanding at December 31, 2009	397	398
Additional paid-in capital	3,660,551	3,477,168
Cumulative distributions in excess of earnings	(869,434)	(798,561)
Redeemable common stock		(75,164)
Other comprehensive loss	(1,028)	(3,866)
Piedmont stockholders' equity	2,791,815	2,601,166
Noncontrolling interest	6,117	5,716
Total stockholders' equity	2,797,932	2,606,882
Total liabilities, redeemable common stock, and stockholders' equity	\$ 4,389,585	\$ 4,395,345

See accompanying notes

Table of Contents**PIEDMONT OFFICE REALTY TRUST, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except for share and per share amounts)

	(Unaudited) Three Months Ended September 30,		(Unaudited) Nine Months Ended September 30,	
	2010	2009	2010	2009
Revenues:				
Rental income	\$ 110,776	\$ 111,280	\$ 331,910	\$ 333,032
Tenant reimbursements	29,690	36,922	98,147	113,085
Property management fee revenue	806	742	2,265	2,183
Other rental income	4,230		5,205	782
	145,502	148,944	437,527	449,082
Expenses:				
Property operating costs	46,612	57,592	157,470	173,308
Depreciation	26,011	26,403	77,285	77,815
Amortization	11,018	13,991	33,409	41,127
General and administrative	6,806	5,656	21,378	21,097
Impairment loss on real estate assets		35,063		35,063
	90,447	138,705	289,542	348,410
Real estate operating income	55,055	10,239	147,985	100,672
Other income (expense):				
Interest expense	(17,359)	(19,518)	(55,383)	(58,255)
Interest and other income	993	1,989	2,998	3,798
Equity in income/(loss) of unconsolidated joint ventures	619	(1,985)	2,003	(568)
	(15,747)	(19,514)	(50,382)	(55,025)
Income/(loss) from continuing operations	39,308	(9,275)	97,603	45,647
Discontinued operations:				
Operating income, excluding impairment loss	1,434	1,136	4,072	3,466
Impairment loss			(9,587)	
Income/(loss) from discontinued operations	1,434	1,136	(5,515)	3,466
Net income/(loss)	40,742	(8,139)	92,088	49,113
Less: Net income attributable to noncontrolling interest	(158)	(121)	(409)	(359)
Net income/(loss) attributable to Piedmont	\$ 40,584	\$ (8,260)	\$ 91,679	\$ 48,754
Per share information basic:				
Income/(loss) from continuing operations	\$ 0.23	\$ (0.06)	\$ 0.57	\$ 0.29
Income/(loss) from discontinued operations	\$ 0.01	\$ 0.01	\$ (0.03)	\$ 0.02
Income/(loss) attributable to noncontrolling interest	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

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Net income/(loss) available to common stockholders	\$	0.24	\$	(0.05)	\$	0.54	\$	0.31
Per share information diluted:								
Income/(loss) from continuing operations	\$	0.22	\$	(0.06)	\$	0.57	\$	0.29
Income/(loss) from discontinued operations	\$	0.01	\$	0.01	\$	(0.03)	\$	0.02
Income/(loss) attributable to noncontrolling interest	\$	0.00	\$	0.00	\$	0.00	\$	0.00
Net income/(loss) available to common stockholders	\$	0.23	\$	(0.05)	\$	0.54	\$	0.31
Weighted-average common shares outstanding	basic	172,658,489		157,602,725		170,110,216		158,491,205
Weighted-average common shares outstanding	diluted	172,885,438		157,602,725		170,257,076		158,623,723

See accompanying notes.

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PIEDMONT OFFICE REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2009
AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010 (UNAUDITED)

(in thousands, except per share amounts)

	Class A Common Stock Par		Class B Common Stock Par		Additional Paid-In Capital	Cumulative Distributions in Excess of Earnings	Redeemable Common Stock	Other Comprehensive Loss	Non-controlling Interest	Total Stockholders Equity
	Shares	Amount	Shares	Amount						
Balance, December 31, 2008	39,908	\$ 399	119,725	\$ 1,197	\$ 3,491,654	\$(674,326)	\$(112,927)	\$(8,957)	\$ 5,254	\$ 2,702,294
Issuance of common stock	1,071	11	3,213	32	107,657					107,700
Redemptions of common stock	(1,276)	(13)	(3,829)	(38)	(128,293)					(128,344)
Redeemable common stock							37,763			37,763
Dividends (\$1.2600 per share)						(198,935)			(16)	(198,951)
Premium on stock sales					3,585					3,585
Shares issued under the 2007 Omnibus Incentive Plan, net of tax	26		79	1	2,565					2,566
Net income attributable to noncontrolling interest									478	478
Components of comprehensive income:										
Net income						74,700				74,700
Net change in interest rate swap								5,091		5,091
Comprehensive income										79,791
Balance, December 31, 2009	39,729	397	119,188	1,192	3,477,168	(798,561)	(75,164)	(3,866)	5,716	2,606,882
Net proceeds from issuance of common stock	13,800	138			184,268					184,406
Redemption of fractional shares of common stock	(50)	(1)	(150)	(2)	(2,900)					(2,903)
Change in redeemable common stock outstanding							75,164			75,164
Dividends to common stockholders (\$0.945 per share), distributions to noncontrolling interest, and dividends reinvested					(12)	(162,552)			(8)	(162,572)
Conversion of shares to Class A common stock	39,702	397	(39,702)	(397)						
Shares issued under the 2007 Omnibus Incentive Plan, net of tax	73	1	68	1	2,027					2,029

Net income attributable to noncontrolling interest									409	409
Components of comprehensive income:										
Net income									91,679	91,679
Net change in interest rate swap									2,838	2,838
Comprehensive income										94,517
Balance, September 30, 2010	93,254	\$ 932	79,404	\$ 794	\$ 3,660,551	\$ (869,434)	\$	\$ (1,028)	\$ 6,117	\$ 2,797,932

See accompanying notes

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PIEDMONT OFFICE REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	(Unaudited) Nine months ended September 30,	
	2010	2009
Cash Flows from Operating Activities:		
Net income	\$ 92,088	\$ 49,113
Operating distributions received from unconsolidated joint ventures	3,379	3,373
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	77,804	78,983
Amortization of deferred lease costs and intangible assets/liabilities	31,964	40,464
Impairment loss	9,587	35,063
Amortization of deferred financing costs	1,996	2,090
Accretion of notes receivable discount	(1,928)	(1,940)
Stock compensation expense	2,458	2,206
Equity in (income)/loss of unconsolidated joint ventures	(2,003)	568
Changes in assets and liabilities:		
Increase in tenant receivables, net	(1,578)	(5,020)
Increase in prepaid expenses and other assets	(16,813)	(6,407)
Increase in accounts payable and accrued expenses	7,520	9,751
(Decrease) increase in deferred income	(624)	4,868
Net cash provided by operating activities	203,850	213,112
Cash Flows from Investing Activities:		
Investments in real estate assets	(41,378)	(23,792)
Investment in notes receivable		(10,000)
Investments in unconsolidated joint ventures	(29)	(57)
Deferred lease costs paid	(10,524)	(13,912)
Net cash used in investing activities	(51,931)	(47,761)
Cash Flows from Financing Activities:		
Deferred financing costs paid	(669)	(93)
Proceeds from line of credit and notes payable		171,000
Repayments of line of credit and notes payable	(114,000)	(162,100)
Net proceeds from issuance of common stock	185,763	68,703
Redemption of fractional shares of common stock	(2,918)	
Redemptions of common stock		(96,645)
Dividends paid	(162,560)	(149,210)
Net cash used in financing activities	(94,384)	(168,345)
Net increase (decrease) in cash and cash equivalents	57,535	(2,994)
Cash and cash equivalents, beginning of period	10,004	20,333
Cash and cash equivalents, end of period	\$ 67,539	\$ 17,339

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Supplemental Disclosures of Significant Noncash Investing and Financing Activities:

Reduction in goodwill related to return of common stock used to acquire Piedmont's former advisor	\$	\$	292
Discounts on common stock related to return of common stock used to acquire Piedmont's former advisor	\$	\$	(19)
Accrued redemptions of common stock	\$	\$	3,942
Change in accrued offering costs	\$	1,370	\$
Accrued capital expenditures and deferred lease costs	\$	1,249	\$
Discounts applied to issuance of common stock	\$	\$	(13,190)
Discounts reduced as a result of redemptions and purchases of common stock	\$	\$	19,327
Change in redeemable common stock outstanding	\$	75,164	\$

See accompanying notes

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PIEDMONT OFFICE REALTY TRUST, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2010

(unaudited)

1. Organization

Piedmont Office Realty Trust, Inc. (Piedmont) is a Maryland corporation that operates in a manner so as to qualify as a real estate investment trust (REIT) for federal income tax purposes and engages in the acquisition and ownership of commercial real estate properties throughout the United States, including properties that are under construction, are newly constructed, or have operating histories. Piedmont was incorporated in 1997 and commenced operations on June 5, 1998. Piedmont conducts business primarily through Piedmont Operating Partnership, L.P. (Piedmont OP), a Delaware limited partnership, as well as performing the management of its buildings through two wholly-owned subsidiaries, Piedmont Government Services, LLC and Piedmont Office Management, LLC. Piedmont is the sole general partner of Piedmont OP and possesses full legal control and authority over the operations of Piedmont OP. Piedmont OP owns properties directly, through wholly-owned subsidiaries, and through both consolidated and unconsolidated joint ventures. References to Piedmont herein shall include Piedmont and all of its subsidiaries, including Piedmont OP and its subsidiaries and joint ventures.

As of September 30, 2010, Piedmont owned interests in 74 office properties, plus eight buildings owned through unconsolidated joint ventures and two industrial buildings. See Note 4 below for information on the purchase of three buildings, and Note 14 for information on the sale of one of Piedmont 's buildings owned through an unconsolidated joint venture subsequent to period end. Piedmont 's 74 office properties are located in 19 metropolitan areas across the United States. These office properties comprise approximately 20 million square feet of primarily Class A commercial office space and were approximately 89.0% leased as of September 30, 2010.

2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements of Piedmont have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the SEC), including the instructions to Form 10-Q and Article 10 of Regulation S-X, and do not include all of the information and footnotes required by U.S. generally accepted accounting principles (GAAP) for complete financial statements. In the opinion of management, the statements for the unaudited interim periods presented include all adjustments, which are of a normal and recurring nature, necessary for a fair presentation of the results for such periods. Results for these interim periods are not necessarily indicative of a full year 's results and certain prior period amounts have been reclassified to conform to the current period financial statement presentation. Piedmont 's consolidated financial statements include the accounts of Piedmont, Piedmont OP, and certain entities in which Piedmont or Piedmont OP has a controlling financial interest. For further information, refer to the financial statements and footnotes included in Piedmont 's Annual Report on Form 10-K for the year ended December 31, 2009.

Further, Piedmont has formed numerous special purpose entities to acquire and hold real estate including the entities listed on Exhibit 21 (List of Subsidiaries of the Company) to Piedmont 's Annual Report on Form 10-K for the year ended December 31, 2009. Each special purpose entity is a separate legal entity and is the sole owner of its assets and liabilities. The assets of the special purpose entities are not available to pay, or otherwise satisfy obligations to, the creditors of any owner or affiliate of the special purpose entity, except to the extent that any such assets may be made available by any such special purpose entity pursuant to Piedmont 's cash management system. The assets owned by these special purpose entities are being reported on a consolidated basis with Piedmont 's assets for financial reporting purposes only.

Redeemable Common Stock

Prior to the termination of Piedmont 's share redemption program on February 17, 2010, shares of Piedmont 's common stock were contingently redeemable at the option of the stockholder, subject to certain limitations of the program. Accordingly, Piedmont had recorded redeemable

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common stock equal to the aggregate fund-to-date amount of proceeds received from its dividend reinvestment plan, less the aggregate fund-to-date amount incurred to redeem shares under Piedmont's share redemption program as of December 31, 2009. As a result of the termination of the share redemption program on February 17, 2010, Piedmont is no longer required to reclassify any of its outstanding common stock to the mezzanine section of its balance sheet.

Table of Contents*Income Taxes*

Piedmont has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the Code), and has operated as such, beginning with its taxable year ended December 31, 1998. To qualify as a REIT, Piedmont must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its annual REIT taxable income. As a REIT, Piedmont is generally not subject to federal income taxes. Accordingly, neither a provision nor a benefit for federal income taxes has been made in the accompanying consolidated financial statements. Piedmont is subject to certain state and local taxes related to the operations of properties in certain locations, which have been provided for in the financial statements.

Investments in Unconsolidated Joint Ventures

Piedmont owns interests in eight properties through its ownership in certain unconsolidated joint venture partnerships. Management has evaluated these joint ventures and determined that these entities are not variable interest entities (VIEs). Although Piedmont is the majority equity participant in six of these joint ventures, Piedmont does not have a controlling voting interest in any of the unconsolidated joint ventures; however, it does exercise significant influence. Accordingly, Piedmont's investments in unconsolidated joint ventures are recorded using the equity method of accounting, whereby original investments are recorded at cost and subsequently adjusted for contributions, distributions, and net income (loss) attributable to such joint ventures. Pursuant to the terms of the unconsolidated joint venture agreements, all income and distributions are allocated to the joint venture partners in accordance with their respective ownership interests. Distributions of net cash from operations are generally distributed to the joint venture partners on a quarterly basis, and are classified as cash inflows from operating activities, as they are presumed to be returns on Piedmont's investment in the respective joint venture. Proceeds received as the result of a sale of an asset from an unconsolidated joint venture would be considered a return of Piedmont's investment in the joint venture and classified as cash inflows from investing activities.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (the FASB) clarified previously issued GAAP related to fair value measurements and disclosures and issued new requirements. The clarification component includes disclosures about inputs and valuation techniques used in determining fair value, and providing fair value measurement information for each class of assets and liabilities. The new requirements relate to disclosures of transfers between the levels in the fair value hierarchy, as well as the individual components in the rollforward of the lowest level (Level 3) in the fair value hierarchy. These changes in GAAP are effective for annual periods beginning after December 15, 2009, except for the provision concerning the rollforward of activity of the Level 3 fair value measurement, for which the effective date is for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Piedmont does not expect this future disclosure requirement to have a material effect on its consolidated financial statements.

3. Recapitalization, Listing and Offering of Common Stock

On January 20, 2010, Piedmont's stockholders approved an amendment to its charter that provided for the conversion of each outstanding share of Piedmont's common stock into:

1/12th of a share of Piedmont's Class A common stock; plus

1/12th of a share of Piedmont's Class B-1 common stock; plus

1/12th of a share of Piedmont's Class B-2 common stock; plus

1/12th of a share of Piedmont's Class B-3 common stock.

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This transaction is referred to herein as the Recapitalization and was effective upon filing the amendment to Piedmont's charter with the State Department of Assessments and Taxation of the State of Maryland (the SDAT) on January 22, 2010. The Recapitalization had the effect of a 1-for-3 reverse stock split and all prior period share and per share amounts have been retroactively restated to reflect the reverse stock split.

Piedmont refers to its Class B-1 common stock, Class B-2 common stock and Class B-3 common stock collectively as Class B common stock. Piedmont listed its Class A common stock on the New York Stock Exchange (the NYSE) on February 10, 2010. Piedmont's Class B common stock is identical to its Class A common stock except that (i) Piedmont does not intend to list its Class B common stock on a national securities exchange and (ii) shares of its Class B common stock will convert (or have converted) automatically into shares of Class A common stock at specified times, as follows:

August 9, 2010, in the case of Class B-1 common stock;

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November 7, 2010, in the case of Class B-2 common stock; and

January 30, 2011, in the case of Class B-3 common stock.

In conjunction with the listing of its Class A common stock on the NYSE during first quarter 2010, Piedmont offered and subsequently issued 13,800,000 shares of its common stock which resulted in \$184.4 million in net offering proceeds to Piedmont.

4. Acquisitions

On September 28, 2010, and October 1, 2010, Piedmont acquired the office properties listed below from unrelated third parties. Piedmont funded these acquisitions principally with the net proceeds from its February 2010 offering of common stock, as well as a draw subsequent to period end on its \$500 Million Unsecured Facility.

Property	Metropolitan Statistical Area	Date of Acquisition	Number of Buildings	Rentable Square Feet	Percentage Occupied as of September 30, 2010	Purchase Price (in millions)
Suwanee Gateway One	Atlanta, GA	September 28, 2010	1	142,427	0%	\$ 7.88
One and Two Meridian Crossings	Minneapolis, MN	October 1, 2010	2	383,882	96%	\$ 65.61

5. Notes Receivable

Notes receivable as of September 30, 2010 and December 31, 2009 consist solely of Piedmont's two investments in mezzanine debt, both of which are secured by a pledge of the equity interest of the entity owning a 46-story, Class A, commercial office building located in downtown Chicago (the 500 W. Monroe Building).

The 500 W. Monroe Building is encumbered by a first mortgage (the Mortgage Loan) and four different mezzanine loans (the Mezzanine Loans) held by different lenders. Within the first Mezzanine Loan and the third Mezzanine Loan, there is also a senior and a junior tranche of mezzanine debt. Piedmont holds the junior tranche in the first Mezzanine Loan (bearing interest at LIBOR plus 1.75%) and the entire second Mezzanine Loan (bearing interest at LIBOR plus 1.61%). The owner of the 500 W. Monroe Building defaulted on the most junior mezzanine loan in February 2009 and has been operating pursuant to a forbearance agreement with that lender (the most Junior Loan Holder). As of August 9, 2010, all of the loans (Mortgage and Mezzanine, including Piedmont's two mezzanine loan investments) had matured. Piedmont subsequently exercised its right to extend the Mortgage Loan and first priority Mezzanine Loan and issued a notice announcing that a UCC foreclosure sale would be conducted on September 14, 2010 wherein Piedmont's collateral for its second Mezzanine Loan (the pledge of the equity interest in the borrower under the first Mezzanine Loan) would be auctioned. The owner of the building initiated legal action to prevent the foreclosure auction from taking place and on September 8, 2010, after being denied a restraining order by the New York State Supreme Court, appealed that decision to the Appellate Division in New York, where the appellate court issued a stay order delaying the foreclosure auction pending the adjudication of the borrower's appeal. The matter is still pending resolution in court.

Piedmont has collected all interest (including default interest) due as of September 30, 2010, according to the contractual terms of the notes. As of September 30, 2010, Piedmont has concluded that the loans do not meet the criteria for impairment as set forth in FASB's Accounting Standards Codification 310-10-35 and, therefore, Piedmont continues to carry the notes at their accreted value of approximately \$60.7 million.

An affiliate of the most Junior Loan Holder continues to manage the property, and an unrelated third-party was retained by the owner of the building to act as leasing agent for the property. Therefore, as of September 30, 2010, Piedmont has concluded that it is not the primary beneficiary of the overall remaining capital structure, including the 500 W. Monroe Building, and Piedmont has not recorded the building, Mortgage Loan and surviving mezzanine debt or related interest rate caps (all of which will become Piedmont's responsibility if Piedmont is the successful bidder at the foreclosure auction) in the accompanying consolidated financial statements. Piedmont's maximum exposure to loss as of September 30, 2010 is the recorded value of the notes and various costs incurred to date in conjunction with the proceedings mentioned above of approximately \$62.0 million.

Table of Contents**6. Line of Credit and Notes Payable**

The following table summarizes the terms of Piedmont's indebtedness outstanding as of September 30, 2010 and December 31, 2009 (in thousands):

Facility	Property	Rate ⁽¹⁾	Maturity	Amount Outstanding as of	
				September 30, 2010 ⁽²⁾	December 31, 2009
<i>Secured (Fixed)</i>					
\$45.0 Million Fixed-Rate Loan	4250 N. Fairfax	5.20%	6/1/2012	\$ 45,000	\$ 45,000
35 West Wacker Building Mortgage Note	35 West Wacker Drive	5.10%	1/1/2014	120,000	120,000
Aon Center Chicago Mortgage Note	Aon Center	4.87%	5/1/2014	200,000	200,000
Aon Center Chicago Mortgage Note	Aon Center	5.70%	5/1/2014	25,000	25,000
Secured Pooled Facility	Nine Property Collateralized Pool ⁽³⁾	4.84%	6/7/2014	350,000	350,000
\$105.0 Million Fixed-Rate Loan	US Bancorp Center	5.29%	5/11/2015	105,000	105,000
\$125.0 Million Fixed-Rate Loan	Four Property Collateralized Pool ⁽⁴⁾	5.50%	4/1/2016	125,000	125,000
\$42.5 Million Fixed-Rate Loan	Las Colinas Corporate Center I & II	5.70%	10/11/2016	42,525	42,525
WDC Mortgage Notes	1201 & 1225 Eye Street	5.76%	11/1/2017	140,000	140,000
Subtotal/Weighted Average ⁽⁵⁾		5.16%		1,152,525	1,152,525
<i>Unsecured (Variable)</i>					
\$250 Million Unsecured Term Loan	\$250 Million Term Loan	LIBOR + 1.50%	6/28/2011	250,000	250,000
\$500 Million Unsecured Facility	\$500 Million Revolving Facility	⁽⁶⁾	8/30/2011 ⁽⁷⁾		114,000
Subtotal/Weighted Average ⁽⁵⁾		2.36%		250,000	364,000
Total/ Weighted Average ⁽⁵⁾		4.66%		\$ 1,402,525	\$ 1,516,525

⁽¹⁾ All of Piedmont's outstanding debt as of September 30, 2010 and December 31, 2009 is interest-only debt.

⁽²⁾ Balance outstanding at maturity is the same as that on September 30, 2010, except for the \$500 Million Unsecured Facility.

⁽³⁾ Nine property collateralized pool includes: 1200 Crown Colony Drive, Braker Pointe III, 2 Gatehall Drive, One and Two Independence Square, 2120 West End Avenue, 111 Sylvan Drive, 200 Bridgewater Crossing, and Fairway Center II.

⁽⁴⁾ Four property collateralized pool includes 1430 Enclave Parkway, Windy Point I and II, and 1055 East Colorado Boulevard.

⁽⁵⁾ Weighted average is based on balance outstanding and interest rate at September 30, 2010.

⁽⁶⁾ Piedmont may select from multiple interest rate options with each draw, including the prime rate and various-length LIBOR locks. All LIBOR selections are subject to an additional spread (0.475% as of September 30, 2010) over the selected rate based on Piedmont's current credit rating.

⁽⁷⁾ Piedmont may extend the term for one additional year provided Piedmont is not then in default and upon the payment of a 15 basis point extension fee.

During the nine months ended September 30, 2010, Piedmont paid in full the balance of \$114.0 million on its \$500 Million Unsecured Facility. Subsequent to period end, Piedmont drew \$25.0 million on its \$500 Million Unsecured Facility in conjunction with the closing of the Meridian Crossings acquisition mentioned in Note 4 above, which it fully repaid on November 1, 2010.

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In addition, the \$250 Million Unsecured Term Loan's original maturity was June 28, 2010; however, Piedmont extended the \$250 Million Term Loan to June 28, 2011 as permitted under the terms of the loan agreement and entered into interest rate swap agreements with four counterparties to effectively fix the rate on the \$250 Million Unsecured Term Loan at 2.36% during the one-year extension period.

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Piedmont made interest payments on all debt facilities totaling approximately \$16.4 million and \$16.8 million for the three months ended September 30, 2010 and 2009, respectively, and \$48.6 million and \$49.9 million for the nine months ended September 30, 2010 and 2009, respectively. Additionally, Piedmont recorded interest rate swap cash settlements related to its \$250 Million Unsecured Term Loan as interest expense in the accompanying consolidated statements of operations of approximately \$0.4 million and \$2.0 million for the three months ended September 30, 2010 and 2009, respectively, and \$4.3 million and \$5.8 million for the nine months ended September 30, 2010 and 2009, respectively. Piedmont had no capitalized interest for the nine months ended September 30, 2010 or 2009. See Note 8 below for a description of Piedmont's estimated fair value of debt as of September 30, 2010.

7. Derivative Instruments*Risk Management Objective of Using Derivatives*

In addition to operational risks which arise in the normal course of business, Piedmont is exposed to economic risks such as interest rate, liquidity, and credit risk. In certain situations, Piedmont has entered into derivative financial instruments such as interest rate swap agreements to manage interest rate risk exposure arising from variable rate debt transactions that result in the receipt or payment of future known and uncertain cash amounts, the value of which is determined by interest rates. Piedmont's objective in using interest rate derivatives is to add stability to interest expense and to manage its exposure to interest rate movements.

Cash Flow Hedges of Interest Rate Risk

Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for Piedmont making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

During the nine months ended September 30, 2010, Piedmont used an interest rate swap agreement to hedge the variable cash flows associated with its \$250 Million Unsecured Term Loan that matured on June 28, 2010. Effective June 28, 2010, Piedmont extended the \$250 Million Unsecured Term Loan until June 28, 2011, as permitted under the terms of the loan agreement, and entered into four additional interest rate swaps. A detail of Piedmont's interest rate swaps outstanding as of September 30, 2010 is as follows:

Interest Rate Derivative	Notional Amount (in millions)	Effective Date	Maturity Date
Interest rate swap	\$ 100	6/28/2010	6/28/2011
Interest rate swap	\$ 75	6/28/2010	6/28/2011
Interest rate swap	\$ 50	6/28/2010	6/28/2011
Interest rate swap	\$ 25	6/28/2010	6/28/2011
Total	\$ 250		

All of the above interest rate swap agreements are designated as cash flow hedges of interest rate risk. The effective portion of changes in the fair value of derivatives designated as, and that qualify as, cash flow hedges is recorded in Other Comprehensive Income (OCI) and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings.

The effective portion of Piedmont's derivative financial instruments (interest rate swaps) that was recorded in the accompanying consolidated statement of operations for the three months and nine months ended September 30, 2010 and 2009 (in thousands) is as follows:

Derivative in	Three Months Ended		Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Cash Flow Hedging				

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Relationships (Interest Rate Swap)

Amount of loss recognized in OCI on derivative	\$ 637	\$ 843	\$ 1,483	\$ 2,563
Amount of previously recorded loss reclassified from accumulated OCI into interest expense	\$ (350)	\$ (2,033)	\$ (4,321)	\$ (5,844)

No gain or loss was recognized related to hedge ineffectiveness or to amounts excluded from effectiveness testing on Piedmont's cash flow hedges during the nine months ended September 30, 2010 or 2009.

Amounts reported in accumulated other comprehensive loss related to Piedmont's derivatives are reclassified to interest expense as interest payments are made on the \$250 Million Unsecured Term Loan. Piedmont estimates that an additional \$1.0 million will be reclassified from accumulated other comprehensive loss as an increase to interest expense over the next twelve months.

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The fair value of Piedmont's derivative financial instruments designated as hedging instruments under GAAP (its interest rate swap agreements) as of September 30, 2010 and December 31, 2009 was \$1.0 million and \$3.9 million, respectively, and was classified as an Other Liability in the accompanying consolidated balance sheet.

Please see the accompanying statements of stockholders' equity for a rollforward of Piedmont's Other Comprehensive Loss account.

Credit-risk-related Contingent Features

Piedmont has agreements with its derivative counterparties that contain a provision whereby if Piedmont defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then Piedmont could also be declared in default on its derivative obligation. If Piedmont breached any of the contractual provisions of the derivative contracts, it would be required to settle its obligations under the agreements at their termination value of the fair values plus accrued interest, or approximately \$1.0 million.

8. Fair Value Measurements

Piedmont considers its cash, accounts receivable, notes receivable, accounts payable, interest rate swap agreements, and line of credit and notes payable to meet the definition of financial instruments. The following table sets forth the carrying and estimated fair value for each of Piedmont's financial instruments as of September 30, 2010 and December 31, 2009 (in thousands):

Financial Instrument	As of September 30, 2010		As of December 31, 2009	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Cash and cash equivalents ⁽¹⁾	\$ 67,539	\$ 67,539	\$ 10,004	\$ 10,004
Tenant receivables, net ⁽¹⁾	\$ 130,020	\$ 130,020	\$ 128,442	\$ 128,442
Notes receivable	\$ 60,671	\$ ⁽²⁾	\$ 58,739	\$ 44,504
Accounts payable ⁽¹⁾	\$ 16,039	\$ 16,039	\$ 12,170	\$ 12,170
Interest rate swap agreements	\$ 1,028	\$ 1,028	\$ 3,866	\$ 3,866
Line of credit and notes payable	\$ 1,402,525	\$ 1,422,946	\$ 1,516,525	\$ 1,436,060

⁽¹⁾ For the periods presented, the carrying value approximates estimated fair value.

⁽²⁾ Due to the UCC foreclosure process and the litigation surrounding it, as well as the fact that the more junior note is technically in default, Piedmont is unable to provide an estimated fair value of the notes receivable as of September 30, 2010. See Note 5 for further information concerning Piedmont's notes receivable as of September 30, 2010.

Piedmont's interest rate swap agreements discussed in Note 7 above were the only financial instruments adjusted and carried at fair value as of September 30, 2010 and December 31, 2009 and were classified as an Interest rate swap in the accompanying consolidated balance sheets. The valuation of these instruments was determined using widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the derivatives, including the period to maturity of each instrument, and uses observable market-based inputs, including interest rate curves and implied volatilities. Therefore, the fair values determined are considered to be based on significant other observable inputs (Level 2). In addition, Piedmont considered both its own and the respective counterparties' risk of nonperformance in determining the fair value of its derivative financial instruments by estimating the current and potential future exposure under the derivative financial instruments that both Piedmont and the counterparties were at risk for as of the valuation date. This total expected exposure was then discounted using discount factors that contemplate the creditworthiness of Piedmont and the counterparties to arrive at a credit charge. This credit charge was then netted against the value of the derivative financial instruments determined using the discounted cash flow analysis described above to arrive at a total estimated fair value of the interest rate swap agreements. As of September 30, 2010 and December 31, 2009, the credit valuation adjustment did not comprise a material portion of the fair values of the derivative financial instruments; therefore, Piedmont believes that any unobservable inputs used to determine the fair values of its derivative financial instruments are not significant to the fair value measurements in their entirety, and does not consider its derivative financial instruments to be Level 3 liabilities.

See Note 9 below for further information on a certain long-lived asset which was adjusted to fair value during the three months ended September 30, 2010, and its classification within the fair value hierarchy in accordance with GAAP.

Table of Contents**9. Impairment of Certain Assets**

During the three months ended September 30, 2010 and 2009, Piedmont recorded the following impairment charges (in thousands).

	September 30, 2010	September 30, 2009
<u>Impairment loss recorded in real estate operating expenses:</u>		
Auburn Hills Corporate Center Building	\$	\$ 10,173
1441 West Long Lake Road Building		10,616
1111 Durham Avenue Building		14,274
Impairment loss on real estate assets	\$	\$ 35,063
<u>Impairment loss recorded in equity in income/(loss) of unconsolidated joint ventures</u>		
Wells/Fremont Associates Joint Venture (at Piedmont's approximate 78% ownership)	\$	\$ 2,570
Fund IX, X, XI and REIT Joint Venture (at Piedmont's approximate 4% ownership)		53
Impairment loss recorded in equity in income/(loss) of unconsolidated joint ventures	\$ 53	\$ 2,570

During the three months ended September 30, 2010, Piedmont analyzed its equity method investment in Fund IX, X, XI and REIT Joint Venture, which owns and operates the 360 Interlocken Building. The building was purchased in March 1998 and consists of a three-story office building located in Broomfield, Colorado totaling approximately 52,000 square feet. Due to refining the disposition strategy for this joint venture and, consequently, shortening the estimated holding period of this asset, Piedmont determined that the difference in fair value and carrying value for its pro-rata share of its investment in Fund IX, X, XI and REIT Joint Venture was other than temporary, and recorded an impairment charge of approximately \$53,000 during the three months ended September 30, 2010. Piedmont owns approximately 4% of the building.

Piedmont did not recognize an impairment loss on its held-for-use, wholly-owned buildings during the current year; however, during the three months ended September 30, 2009, Piedmont reduced its intended holding periods for the Auburn Hills Corporate Center Building, purchased in May 2003 and comprising approximately 119,000 square feet, and the 1441 West Long Lake Road Building, purchased in June 2000 and comprising approximately 107,000 square feet, both of which are located in the Detroit, Michigan market. During the same period, Piedmont reduced the intended holding period for the 1111 Durham Avenue Building, purchased in November 2000 and comprising approximately 237,000 square feet, located in New Jersey. The decision to reduce future rental revenues and the holding periods for the two Detroit assets was prompted by the loss of prospective replacement tenants and overall market declines in the Detroit, Michigan market. Further, changes in management's expectation of re-leasing prospects of the New Jersey asset, coupled with general market declines in the South Plainfield submarket in which it is located, prompted the reduction of intended hold period and future rental revenues during the quarter ended September 30, 2009. The cumulative effect of these decisions triggered a reassessment of speculative leasing assumptions for these buildings, which entailed, among other things, evaluating market rents, leasing costs and the downtime necessary to complete necessary re-leasing activities. Based on a comparison of the projected undiscounted future cash flows with the net book value of the real estate and intangible assets, Piedmont determined that the carrying values of the assets were not recoverable and, accordingly, recorded an impairment loss on real estate assets in the amount of approximately \$35.1 million to reduce the carrying value of the assets to their estimated fair value based upon the present value of future cash flows.

During the three months ended September 30, 2009, Piedmont also analyzed its equity method investment in Wells/Fremont Associates Joint Venture, which owns and operates the 47320 Kato Road Building. The building was purchased in July 1998 and consists of one, two-story office building located in Fremont, CA totaling approximately 58,000 square feet. Due to feedback received during renewal negotiations with the incumbent tenant as well as observed significant downward pressure on rental rates in the East Bay Research & Development submarket, which includes Fremont, California, Piedmont determined that the difference in fair value and carrying value for its pro-rata share of its investment in Wells/Fremont Associates Joint Venture was other than temporary, and recorded an impairment charge of approximately \$2.6 million during the

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three months ended September 30, 2009. Piedmont owns approximately 78% of the building.

Table of Contents*Fair Value Consideration for Property Owned Through Investment in Unconsolidated Joint Venture*

As of September 30, 2010, in accordance with GAAP regarding fair value measurements, Piedmont valued its investment in an unconsolidated joint venture using the fair value processes and techniques prescribed by authoritative literature. The fair value measurements used in these evaluations of non-financial assets are considered to be Level 3 valuations within the fair value hierarchy as defined in GAAP, as there are significant unobservable inputs. Examples of inputs Piedmont utilizes in its fair value calculations are discount rates, market capitalization rates, speculative leasing rates and assumptions, timing of leases, rental concessions and leasing capital, and sales prices. The following amounts represent the detail of the adjustments recognized using Level 3 inputs as of September 30, 2010 (in thousands):

Investment in Unconsolidated Joint Venture	Net Book Value	Impairment Recognized	Fair Value
Fund IX, X, XI and REIT Joint Venture (at Piedmont's approximate 4% ownership)	\$ 240	\$ 53	\$ 187

10. Commitments and Contingencies*Commitments Under Existing Lease Agreements*

Certain lease agreements include provisions that, at the option of the tenant, may obligate Piedmont to provide funding for capital improvements. Under its existing lease agreements, Piedmont may be required to fund significant tenant improvements, leasing commissions, and building improvements. In addition, certain lease agreements contain provisions that require Piedmont to issue corporate guarantees to provide funding for such capital improvements. Piedmont anticipates funding approximately \$114.9 million in potential obligations for tenant improvements related to its existing lease portfolio over the respective lease terms, much of which Piedmont estimates may be required to be funded over the next five years. For most of Piedmont's leases, the timing of the actual funding of these tenant improvements is largely dependent upon tenant requests for reimbursement. In some cases, these obligations may expire with the leases without further recourse to Piedmont.

Contingencies Related to Tenant Audits

Certain lease agreements include provisions that grant tenants the right to engage independent auditors to audit their annual operating expense reconciliations. Such audits may result in the re-interpretation of language in the lease agreements which could result in the refund of previously recognized tenant reimbursement revenues, resulting in financial loss to Piedmont. Piedmont recorded approximately \$45,000 and \$0.5 million of additional reserves as a component of tenant reimbursement income during the three months ended September 30, 2010 and 2009, respectively, and a recovery of approximately \$0.1 million and reserves of \$1.0 million during the nine months ended September 30, 2010 and 2009, respectively, related to such tenant audits.

Assertion of Legal Action

In Re Wells Real Estate Investment Trust, Inc. Securities Litigation, Civil Action No. 1:07-cv-00862-CAP (Upon motions to dismiss filed by defendants, parts of all seven counts were dismissed by the court. Counts III through VII were dismissed in their entirety. On August 2, 2010, the court ruled on various pre-trial motions and denied the defendants' motion for summary judgment. The parties are preparing for trial, but no trial date has been set.)

On March 12, 2007, a stockholder filed a purported class action and derivative complaint in the United States District Court for the District of Maryland against, among others, Piedmont, Piedmont's previous advisors, and the officers and directors of Piedmont prior to the closing of the Internalization. The complaint attempts to assert class action claims on behalf of those persons who received and were entitled to vote on the proxy statement filed with the SEC on February 26, 2007.

The complaint alleges, among other things, (i) that the consideration to be paid as part of the Internalization is excessive; (ii) violations of Section 14(a), including Rule 14a-9 thereunder, and Section 20(a) of the Exchange Act, based upon allegations that the proxy statement contains false and misleading statements or omits to state material facts; (iii) that the board of directors and the current and previous advisors breached their fiduciary duties to the class and to Piedmont; and (iv) that the proposed Internalization will unjustly enrich certain directors and officers of

Piedmont.

The complaint seeks, among other things, (i) certification of the class action; (ii) a judgment declaring the proxy statement false and misleading; (iii) unspecified monetary damages; (iv) to nullify any stockholder approvals obtained during the proxy process; (v) to nullify the Internalization; (vi) restitution for disgorgement of profits, benefits, and other compensation for wrongful conduct and fiduciary breaches; (vii) the nomination and election of new independent directors, and the retention of a new financial advisor to assess the advisability of Piedmont's strategic alternatives; and (viii) the payment of reasonable attorneys' fees and experts' fees.

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On June 27, 2007, the plaintiff filed an amended complaint, which contains the same counts as the original complaint, described above, with amended factual allegations based primarily on events occurring subsequent to the original complaint and the addition of a Piedmont officer as an individual defendant.

On March 31, 2008, the court granted in part the defendants' motion to dismiss the amended complaint. The court dismissed five of the seven counts of the amended complaint in their entirety. The court dismissed the remaining two counts with the exception of allegations regarding the failure to disclose in Piedmont's proxy statement details of certain expressions of interest by a third party in acquiring Piedmont. On April 21, 2008, the plaintiff filed a second amended complaint, which alleges violations of the federal proxy rules based upon allegations that the proxy statement to obtain approval for Internalization omitted details of certain expressions of interest in acquiring Piedmont. The second amended complaint seeks, among other things, unspecified monetary damages, to nullify and rescind Internalization, and to cancel and rescind any stock issued to the defendants as consideration for Internalization. On May 12, 2008, the defendants answered the second amended complaint.

On June 23, 2008, the plaintiff filed a motion for class certification. On September 16, 2009, the court granted the plaintiff's motion for class certification. On September 30, 2009, the defendants filed a petition for permission to appeal immediately the court's order granting the motion for class certification with the Eleventh Circuit Court of Appeals, which the Eleventh Circuit Court of Appeals denied on October 30, 2009.

On April 13, 2009, the plaintiff moved for leave to amend the second amended complaint to add additional defendants. The court denied the motion for leave to amend on June 23, 2009.

On December 4, 2009, the parties filed motions for summary judgment. On August 2, 2010, the court entered an order denying the defendants' motion for summary judgment and granting, in part, the plaintiff's motion for partial summary judgment. On August 12, 2010, the defendants filed a motion seeking to certify the court's decision on the parties' motions for summary judgment for immediate appeal. On November 1, 2010, the court denied the defendants' motion to certify its order on the parties' motions for summary judgment for immediate appeal. No trial date has been set.

Piedmont believes that the allegations contained in the complaint are without merit and will continue to vigorously defend this action. Due to the uncertainties inherent in the litigation process, it is not possible to predict the ultimate outcome of this matter at this time; however, as with any litigation, the risk of financial loss does exist.

In Re Piedmont Office Realty Trust, Inc. Securities Litigation, Civil Action No. 1:07-cv-02660-CAP (Upon motions to dismiss filed by defendants, parts of all four counts were dismissed by the court. Counts III and IV were dismissed in their entirety. The parties are engaged in discovery.)

On October 25, 2007, the same stockholder mentioned above filed a second purported class action in the United States District Court for the Northern District of Georgia against Piedmont and its board of directors. The complaint attempts to assert class action claims on behalf of (i) those persons who were entitled to tender their shares pursuant to the tender offer filed with the SEC by Lex-Win Acquisition LLC, a former stockholder, on May 25, 2007, and (ii) all persons who are entitled to vote on the proxy statement filed with the SEC on October 16, 2007.

The complaint alleges, among other things, violations of the federal securities laws, including Sections 14(a) and 14(e) of the Exchange Act and Rules 14a-9 and 14e-2(b) promulgated thereunder. In addition, the complaint alleges that defendants have also breached their fiduciary duties owed to the proposed classes.

On December 26, 2007, the plaintiff filed a motion seeking that the court designate it as lead plaintiff and its counsel as class lead counsel, which the court granted on May 2, 2008.

On May 19, 2008, the lead plaintiff filed an amended complaint which contained the same counts as the original complaint. On June 30, 2008, defendants filed a motion to dismiss the amended complaint.

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On March 30, 2009, the court granted in part the defendants' motion to dismiss the amended complaint. The court dismissed two of the four counts of the amended complaint in their entirety. The court dismissed the remaining two counts with the exception of allegations regarding (i) the failure to disclose information regarding the likelihood of a listing in our amended response to the Lex-Win tender offer and (ii) purported misstatements or omissions in our proxy statement concerning then-existing market conditions, the alternatives to a listing or extension that were explored by the defendants, the results of conversations with potential buyers as to our valuation, and certain details of our share redemption program. On April 13, 2009, defendants moved for reconsideration of the court's March 30, 2009 order or, alternatively, for certification of the order for immediate appellate review. The defendants also requested that the proceedings be stayed pending consideration of the motion. On June 19, 2009, the court denied the motion for reconsideration and the motion for certification of the order for immediate appellate review.

On April 20, 2009, the plaintiff, joined by a second plaintiff, filed a second amended complaint, which alleges violations of the federal securities laws, including Sections 14(a) and 14(e) of the Exchange Act and Rules 14a-9 and 14e-2(b) promulgated thereunder. The second amended complaint seeks, among other things, unspecified monetary damages, to nullify and void any authorizations secured by the proxy statement, and to compel a tender offer. On May 11, 2009, the defendants answered the second amended complaint.

On June 10, 2009, the plaintiffs filed a motion for class certification. The court granted the plaintiffs' motion for class certification on March 10, 2010. On August 6, 2010, the Eleventh Circuit Court of Appeals granted the defendants' petition for permission to appeal immediately the court's order granting the motion for class certification. The defendants filed their opening brief in support of their appeal of the class certification decision on September 15, 2010. The plaintiffs filed a response to the defendants' brief on October 18, 2010. The parties are presently engaged in discovery.

Piedmont believes that the allegations contained in the complaint are without merit and will continue to vigorously defend this action. Due to the uncertainties inherent in the litigation process, it is not possible to predict the ultimate outcome of this matter at this time; however, as with any litigation, the risk of financial loss does exist.

11. Disposition of Real Estate Assets- Discontinued Operations

On May 5, 2010, Piedmont entered into a binding purchase and sale agreement to dispose of the 111 Sylvan Avenue Building located in Englewood Cliffs, NJ for a gross sale price of approximately \$55.0 million, exclusive of closing costs, with an anticipated closing date of December 1, 2010. In accordance with GAAP, Piedmont reclassified the 111 Sylvan Avenue Building from real estate assets held-for-use (at cost) to real estate assets held-for-sale (at estimated fair value) on its consolidated balance sheet as of May 5, 2010. Piedmont recorded an impairment loss of approximately \$9.6 million as a result of adjusting the assets to fair value (less estimated costs to sell) on May 5, 2010. The amount of gain or loss ultimately recognized on the sales transaction is subject to change as estimated transaction costs are realized in subsequent periods. The fair value measurement used in the evaluation of this non-financial asset is considered to be a Level 1 valuation within the fair value hierarchy as defined by GAAP, as there are direct observations and transactions involving the asset (i.e. the asset is being sold to a third-party purchaser).

The details, comprised of assets held for sale, are provided below (in thousands):

	September 30, 2010	December 31, 2009
Real estate assets held for sale, net:		
Land	\$ 10,803	\$ 10,803
Building and improvements, less accumulated depreciation of \$11,748 and \$11,229, as of September 30, 2010 and December 31, 2009, respectively	44,197	51,756
Total real estate assets held for sale, net	\$ 55,000	\$ 62,559
Other assets held for sale:		
Tenant receivables	\$ 65	\$ 355

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Deferred lease costs, less accumulated amortization of \$0 as of December 31, 2009			20
Total other assets held for sale	\$	65	\$ 375
Other liabilities held for sale:			
Accrued transaction costs	\$	2,539	\$
Total other liabilities held for sale	\$	2,539	\$

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The details comprising income from discontinued operations are presented below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Revenues:				
Rental income	\$ 1,595	\$ 1,594	\$ 4,783	\$ 4,783
Tenant reimbursements		2	(2)	2
	1,595	1,596	4,781	4,785
Expenses:				
Property operating costs	5	26	22	81
Depreciation		389	519	1,167
General and administrative expenses	156	45	168	71
	161	460	709	1,319
Operating income, excluding impairment loss	1,434	1,136	4,072	3,466
Impairment loss			(9,587)	
Income/(loss) from discontinued operations	\$ 1,434	\$ 1,136	\$ (5,515)	\$ 3,466

12. Stockholders Equity*Deferred Stock Awards*

As of September 30, 2010, outstanding employee deferred stock awards were as follows:

Date of grant	Outstanding Deferred Stock Awards				
	May 24, 2010 ⁽¹⁾	May 24, 2010 ⁽²⁾	May 6, 2009 ⁽²⁾	April 21, 2008 ⁽²⁾	May 18, 2007 ⁽²⁾
Shares granted	53,447	222,082	186,634	150,594	254,950
Shares withheld to pay taxes ⁽³⁾		20,383	33,800	31,516	71,788
Shares unvested as of September 30, 2010	53,447	166,462	92,025	36,183	
Fair value per share of awards on date of grant ⁽⁴⁾	\$ 18.71	\$ 18.71	\$ 22.20	\$ 26.10	\$ 30.00

(1) Of the shares granted, one-third of the total shares vest on each of the first, second, and third anniversary of the grant date.

(2) Of the shares granted, 25% vested on the day of grant and the remaining shares, adjusted for any forfeitures, vest ratably on the anniversary date over the following three years.

(3) These shares were surrendered upon vesting to satisfy required minimum tax withholding obligations.

(4) The fair value of the awards is based on an assumed price on the date of grant. This grant date fair value is further reduced by the present value of dividends foregone on the unvested portion of the shares discounted at the appropriate risk-free rate.

During the three months ended September 30, 2010 and 2009, Piedmont recognized approximately \$0.8 million and \$0.7 million of compensation expense, respectively, related to restricted stock awards in the table above, all of which relates to the amortization of nonvested shares. During the nine months ended September 30, 2010 and 2009, Piedmont recognized in both periods approximately \$3.1 million of compensation expense for the same restricted stock awards of which \$2.1 million related to the amortization of nonvested shares. During the nine months ended September 30, 2010, 126,456 shares were issued to employees under all of the grants listed in the table above. As of

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September 30, 2010, approximately \$3.2 million of unrecognized compensation cost related to nonvested, share-based compensation remained, which Piedmont will record in its consolidated statements of income over a weighted-average vesting period of approximately one year.

2010 Long-Term Incentive Compensation Plan

On May 11, 2010, the compensation committee of the board of directors of Piedmont approved a 2010 Long-Term Incentive Compensation Plan (the 2010 LTIC Plan) for certain of its employees. The 2010 LTIC Plan specifies that each participant's annual opportunity to earn deferred stock awards will be divided equally between a deferred stock award (materially consistent with Piedmont's past practice) and a new Multi-Year Performance Share Compensation Program (the Performance Share Program).

The Performance Share Program provides an opportunity to earn long-term equity incentive compensation based on Piedmont's performance over a three-year period. Piedmont's performance will be measured by comparing Piedmont's total stockholder return relative to the total stockholder return for a group of peer companies as determined by Piedmont's compensation committee.

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In accordance with GAAP, expense is required to be recognized on a quarterly basis from the date of the plan grant. Expense recognized during the three months ended September 30, 2010 and nine months ended September 30, 2010 was approximately \$0.3 million and \$0.4 million, respectively.

Dividend Reinvestment Plan

Piedmont's dividend reinvestment plan (the "DRP") was reinstated beginning with dividends declared and paid in the third quarter of 2010. Common stockholders may elect (if their brokerage agreements allow) to reinvest an amount equal to the dividends declared on their common shares into additional shares of Piedmont's Class A common stock in lieu of receiving cash dividends. Such shares of Class A common stock of Piedmont offered under the DRP will, at the election of Piedmont, either be purchased in the open market or purchased directly from Piedmont from authorized but unissued shares. If the shares are purchased directly from Piedmont, the purchase price for shares will be equal to 98% of the average of the high and low sales price of the Class A common stock reported on the New York Stock Exchange Composite Tape on the dividend payment date, except that if no trading is reported for such trading day, the purchase price shall be determined by Piedmont on the basis of such market quotations as it deems appropriate. If the shares are purchased in the open market, the purchase price for shares will be equal to 98% of the weighted average price of shares purchased to satisfy DRP requirements. On September 22, 2010, Piedmont's transfer agent purchased approximately 33,000 shares at a weighted-average price of \$18.56 per share. Such shares were issued to stockholders participating in the DRP at \$18.19 per share.

13. Earnings Per Share

There are no adjustments to Net income attributable to Piedmont or Income from continuing operations for the diluted earnings per share computations.

Net income per share-basic is calculated as net income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Net income per share-diluted is calculated as net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during the period, including nonvested restricted stock. Diluted weighted average number of common shares is calculated to reflect the potential dilution under the treasury stock method that would occur as if the remaining unvested restricted stock awards has vested and resulted in additional common shares outstanding.

The following table reconciles the denominator for the basic and diluted earnings per share computations shown on the consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Weighted-average common shares basic	172,658,489	157,602,725	170,110,216	