

GLADSTONE COMMERCIAL CORP

Form 10-Q

November 04, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 SEPTEMBER 30, 2009  
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
COMMISSION FILE NUMBER: 0-50363  
GLADSTONE COMMERCIAL CORPORATION  
(Exact name of registrant as specified in its charter)**

**MARYLAND** **02-0681276**  
(State or other jurisdiction of incorporation or (I.R.S. Employer Identification No.)  
organization)

**1521 WESTBRANCH DRIVE, SUITE 200  
MCLEAN, VIRGINIA 22102  
(Address of principal executive office)  
(703) 287-5800**

*(Registrant's telephone number, including area code)*

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 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 (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer       Accelerated Filer       Non-Accelerated Filer       Smaller Reporting  
Company  .

(Do not check if a 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  .

The number of shares of the registrant's Common Stock, \$0.001 par value, outstanding as of October 30, 2009 was 8,563,264.

**GLADSTONE COMMERCIAL CORPORATION  
FORM 10-Q FOR THE QUARTER ENDED  
SEPTEMBER 30, 2009  
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**GLADSTONE COMMERCIAL CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

	September 30, 2009	December 31, 2008
<b>ASSETS</b>		
Real estate, at cost	\$ 389,699,961	\$ 390,562,138
Less: accumulated depreciation	31,754,201	24,757,576
Total real estate, net	357,945,760	365,804,562
Lease intangibles, net	28,962,361	31,533,843
Mortgage note receivable	10,000,000	10,000,000
Cash and cash equivalents	2,787,398	4,503,578
Restricted cash	3,049,099	2,677,561
Funds held in escrow	2,697,354	2,150,919
Deferred rent receivable	8,574,415	7,228,811
Deferred financing costs, net	3,344,509	4,383,446
Due from adviser (Refer to Note 2)		108,898
Prepaid expenses and other assets	920,787	707,167
<b>TOTAL ASSETS</b>	<b>\$ 418,281,683</b>	<b>\$ 429,098,785</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>LIABILITIES</b>		
Mortgage notes payable	\$ 253,372,911	\$ 255,111,173
Short-term loan and borrowings under line of credit	31,800,000	31,500,000
Deferred rent liability	2,558,299	3,147,472
Asset retirement obligation liability	2,268,997	2,190,192
Accounts payable and accrued expenses	1,417,884	2,673,787
Due to adviser (Refer to Note 2)	1,271,766	
Obligation under capital lease	244,609	235,378
Rent received in advance, security deposits and funds held in escrow	4,026,157	3,745,523
Total Liabilities	296,960,623	298,603,525
<b>STOCKHOLDERS EQUITY</b>		
Redeemable preferred stock, \$0.001 par value; \$25 liquidation preference; 2,300,000 shares authorized and 2,150,000 shares issued and outstanding	2,150	2,150
Common stock, \$0.001 par value, 47,700,000 shares authorized and 8,563,264 shares issued and outstanding	8,563	8,563
Additional paid in capital	170,622,581	170,622,581
Notes receivable employees	(2,551,601)	(2,595,886)

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Distributions in excess of accumulated earnings	(46,760,633)	(37,542,148)
Total Stockholders' Equity	121,321,060	130,495,260
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 418,281,683</b>	<b>\$ 429,098,785</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**GLADSTONE COMMERCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	For the three months ended September 30,		For the nine months ended September 30,	
	2009	2008	2009	2008
Operating revenues				
Rental income	\$ 10,383,002	\$ 10,131,678	\$ 31,150,423	\$ 29,191,410
Interest income from mortgage note receivable	191,667	216,446	568,750	673,548
Tenant recovery revenue	82,425	83,144	247,593	253,495
<b>Total operating revenues</b>	<b>10,657,094</b>	<b>10,431,268</b>	<b>31,966,766</b>	<b>30,118,453</b>
Operating expenses				
Depreciation and amortization	3,284,723	3,256,602	9,875,156	9,416,786
Property operating expenses	219,537	222,647	687,129	665,103
Due diligence expense		2,158	16,433	4,282
Base management fee (Refer to Note 2)	342,743	404,108	1,073,041	1,255,833
Incentive fee (Refer to Note 2)	835,003	793,787	2,433,945	2,300,286
Administration fee (Refer to Note 2)	293,075	238,241	774,636	724,978
Professional fees	105,368	117,857	466,529	362,584
Insurance	50,757	43,354	147,561	126,947
Directors fees	49,459	54,702	149,547	161,202
Stockholder related expenses	32,914	42,232	204,806	271,430
Asset retirement obligation expense	36,060	34,711	106,441	97,077
General and administrative	19,643	10,079	45,647	40,582
<b>Total operating expenses before credit from Adviser</b>	<b>5,269,282</b>	<b>5,220,478</b>	<b>15,980,871</b>	<b>15,427,090</b>
Credit to incentive fee	(200,264)	(205,876)	(564,968)	(941,928)
<b>Total operating expenses</b>	<b>5,069,018</b>	<b>5,014,602</b>	<b>15,415,903</b>	<b>14,485,162</b>
Other income (expense)				
Interest income from temporary investments	524	4,559	17,989	20,796
Interest income employee loans	48,130	49,624	145,878	152,620
Other income		7,500	11,320	56,493
Interest expense	(4,521,848)	(4,354,381)	(13,443,405)	(12,106,885)
<b>Total other expense</b>	<b>(4,473,194)</b>	<b>(4,292,698)</b>	<b>(13,268,218)</b>	<b>(11,876,976)</b>

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Income from continuing operations	1,114,882	1,123,968	3,282,645	3,756,315
Discontinued operations				
Income from discontinued operations	4,070	17,591	42,823	21,392
Gain on sale of real estate	160,038		160,038	
Total discontinued operations	164,108	17,591	202,861	21,392
Net income	1,278,990	1,141,559	3,485,506	3,777,707
Distributions attributable to preferred stock	(1,023,437)	(1,023,437)	(3,070,312)	(3,070,312)
Net income available to common stockholders	\$ 255,553	\$ 118,122	\$ 415,194	\$ 707,395
Earnings per weighted average common share basic & diluted				
Income from continuing operations (net of distributions attributable to preferred stock)	\$ 0.01	\$ 0.01	\$ 0.03	\$ 0.08
Discontinued operations	0.02	0.00	0.02	0.00
Net income available to common stockholders	\$ 0.03	\$ 0.01	\$ 0.05	\$ 0.08
Weighted average shares outstanding- basic & diluted	8,563,264	8,565,264	8,563,264	8,565,264

The accompanying notes are an integral part of these consolidated financial statements.

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**GLADSTONE COMMERCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the nine months ended September	
	2009	30, 2008
Cash flows from operating activities:		
Net income	\$ 3,485,506	\$ 3,777,707
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization, including discontinued operations	9,885,571	9,435,690
Amortization of deferred financing costs	1,144,991	806,075
Amortization of deferred rent asset and liability	(399,052)	(399,049)
Accretion of obligation under capital lease	9,232	7,234
Asset retirement obligation expense, including discontinued operations	106,902	98,394
Gain on sale of real estate	(160,038)	
Increase in prepaid expenses and other assets	(413,620)	(110,382)
Increase in deferred rent receivable	(1,564,298)	(1,763,153)
Increase in accounts payable, accrued expenses, and amount due adviser	124,761	182,694
(Decrease) increase in rent received in advance	(90,904)	171,191
Net cash provided by operating activities	12,129,051	12,206,401
Cash flows from investing activities:		
Real estate investments	(85,534)	(48,935,032)
Leasing commissions paid	(298,270)	
Proceeds from sale of real estate	1,089,031	
Receipts from lenders for reserves held in escrow	853,264	630,033
Payments to lenders for reserves held in escrow	(1,399,699)	(1,216,896)
Increase in restricted cash	(371,538)	(723,464)
Deposits on future acquisitions		(1,650,000)
Deposits refunded or applied against real estate investments	200,000	1,750,000
Net cash used in investing activities	(12,746)	(50,145,359)
Cash flows from financing activities:		
Borrowings under mortgage notes payable		48,015,000
Principal repayments on mortgage notes payable	(1,738,262)	(1,171,849)
Principal repayments on employee notes receivable	44,285	140,077
Borrowings from line of credit	49,700,000	62,600,000
Repayments on line of credit	(29,400,000)	(56,800,000)
Repayment of short-term loan	(20,000,000)	
Receipts from tenants for reserves	2,541,657	1,746,804
Payments to tenants from reserves	(2,197,535)	(1,555,146)
Increase in security deposits	27,415	531,806
Payments for deferred financing costs	(106,054)	(1,153,228)



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Distributions paid for common and preferred	(12,703,991)	(12,706,239)
Net cash (used in) provided by financing activities	(13,832,485)	39,647,225
Net (decrease) increase in cash and cash equivalents	(1,716,180)	1,708,267
Cash and cash equivalents, beginning of period	4,503,578	1,356,408
Cash and cash equivalents, end of period	\$ 2,787,398	\$ 3,064,675
 NON-CASH INVESTING ACTIVITIES		
Increase in asset retirement obligation	\$	\$ 245,195
Fixed rate debt assumed in connection with acquisitions	\$	\$ 6,461,603

The accompanying notes are an integral part of these consolidated financial statements.

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**GLADSTONE COMMERCIAL CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Organization and Significant Accounting Policies**

Gladstone Commercial Corporation (the Company) 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 was incorporated on February 14, 2003 under the General Corporation Law of Maryland, primarily for the purpose of engaging in the business of investing in real estate properties net leased to creditworthy entities and making mortgage loans to creditworthy entities. Subject to certain restrictions and limitations, the business of the Company is managed by Gladstone Management Corporation, a Delaware corporation (the Adviser ).

***Subsidiaries***

The Company conducts substantially all of its operations through a subsidiary, Gladstone Commercial Limited Partnership, a Delaware limited partnership (the Operating Partnership ). As the Company currently owns all of the general and limited partnership interests of the Operating Partnership through GCLP Business Trust I and II as disclosed below, the financial position and results of operations of the Operating Partnership are consolidated with those of the Company.

Gladstone Commercial Partners, LLC, a Delaware limited liability company ( Commercial Partners ) and a subsidiary of the Company, was organized to engage in any lawful act or activity for which a limited liability company may be organized in Delaware. Commercial Partners has the power to make and perform all contracts and to engage in all activities to carry out the purposes of the Company, and all other powers available to it as a limited liability company. As the Company currently owns all of the membership interests of Commercial Partners, the financial position and results of operations of Commercial Partners are consolidated with those of the Company.

Gladstone Commercial Lending, LLC, a Delaware limited liability company ( Gladstone Commercial Lending ) and a subsidiary of the Company, was created to conduct all operations related to real estate mortgage loans of the Company. As the Operating Partnership currently owns all of the membership interests of Gladstone Commercial Lending, the financial position and results of operations of Gladstone Commercial Lending are consolidated with those of the Company.

Gladstone Commercial Advisers, Inc., a Delaware corporation ( Commercial Advisers ) and a subsidiary of the Company, is a taxable REIT subsidiary ( TRS ), which was created to collect all non-qualifying income related to the Company's real estate portfolio. It is currently anticipated that this income will predominately consist of fees received by the Company related to the leasing of real estate. There have been no such fees earned to date. Since the Company owns 100% of the voting securities of Commercial Advisers, the financial position and results of operations of Commercial Advisers are consolidated with those of the Company.

GCLP Business Trust I and GCLP Business Trust II, subsidiaries of the Company, each are business trusts formed under the laws of the Commonwealth of Massachusetts on December 28, 2005. The Company transferred its 99% limited partnership interest in the Operating Partnership to GCLP Business Trust I in exchange for 100 trust shares. Commercial Partners transferred its 1% general partnership interest in the Operating Partnership to GCLP Business Trust II in exchange for 100 trust shares.

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***Interim Financial Information***

Interim financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain disclosures accompanying annual financial statements prepared in accordance with GAAP are omitted. In the opinion of management, all adjustments, consisting solely of normal recurring accruals, necessary for the fair statement of financial statements for the interim period have been included.

***Investments in Real Estate***

The Company records investments in real estate at cost and capitalizes improvements and replacements when they extend the useful life or improve the efficiency of the asset. The Company expenses costs of repairs and maintenance as incurred. The Company computes depreciation using the straight-line method over the estimated useful life of 39 years for buildings and improvements, five to seven years for equipment and fixtures and the shorter of the useful life or the remaining lease term for tenant improvements and leasehold interests.

The Company accounts for its acquisitions of real estate in accordance with Accounting Standards Codification ( ASC ) 805, Business Combinations, which requires the purchase price of real estate to be allocated to the acquired tangible assets and liabilities, consisting of land, building, tenant improvements, long-term debt and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, the value of in-place leases, the value of unamortized lease origination costs, the value of tenant relationships and the value of capital lease obligations, based in each case on their fair values.

Management's estimates of value are made using methods similar to those used by independent appraisers (e.g., discounted cash flow analysis). Factors considered by management in its analysis include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. The Company also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets and liabilities acquired. In estimating carrying costs, management also includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, which primarily range from nine to eighteen months, depending on specific local market conditions. Management also estimates costs to execute similar leases, including leasing commissions, legal and other related expenses to the extent that such costs are not already incurred in connection with a new lease origination as part of the transaction.

The Company allocates purchase price to the fair value of the tangible assets of an acquired property by valuing the property as if it were vacant. The as-if-vacant value is allocated to land, building, and tenant improvements based on management's determination of the relative fair values of these assets. Real estate depreciation expense on these tangible assets, including discontinued operations, was approximately \$2.4 million and \$7.1 million for the three and nine months ended September 30, 2009, respectively, and approximately \$2.3 million and \$6.7 million for the three and nine months ended September 30, 2008, respectively.

Above-market and below-market in-place lease values for owned properties are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market lease values, included in the accompanying balance sheet as part of deferred rent receivable, are amortized as a reduction of rental income over the remaining non-cancelable terms of the respective leases. Total amortization related to above-market lease values was approximately \$63,000 and \$190,000 for both the three and nine months ended September 30, 2009 and 2008, respectively. The capitalized below-market lease values,

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included in the accompanying balance sheet as deferred rent liability, are amortized as an increase to rental income over the remaining non-cancelable terms of the respective leases. Total amortization related to below-market lease values was approximately \$196,000 and \$589,000 for both the three and nine months ended September 30, 2009 and 2008, respectively.

The total amount of the remaining intangible assets acquired, which consist of in-place lease values, unamortized lease origination costs, and customer relationship intangible values, are allocated based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with that respective tenant. Characteristics to be considered by management in allocating these values include the nature and extent of our existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals (including those existing under the terms of the lease agreement), among other factors.

The value of in-place leases and unamortized lease origination costs are amortized to expense over the remaining term of the respective leases, which generally range from 10 to 15 years. The value of customer relationship intangibles, which is the benefit to the Company resulting from the likelihood of an existing tenant renewing its lease, are amortized to expense over the remaining term and any anticipated renewal periods in the respective leases, but in no event does the amortization period for intangible assets exceed the remaining depreciable life of the building. Should a tenant terminate its lease, the unamortized portion of the above-market and below-market lease values, in-place lease values, unamortized lease origination costs and customer relationship intangibles will be immediately charged to the related income or expense. Total amortization expense related to these intangible assets, including discontinued operations, was approximately \$0.9 million and \$2.8 million for both the three and nine months ended September 30, 2009 and 2008, respectively.

***Impairment***

***Investments in Real Estate***

The Company accounts for the impairment of real estate in accordance with ASC 360-10-35, Property, Plant, and Equipment, which requires that the Company periodically review the carrying value of each property to determine if circumstances indicate impairment in the carrying value of the investment exist or that depreciation periods should be modified. If circumstances support the possibility of impairment, the Company prepares a projection of the undiscounted future cash flows, without interest charges, of the specific property and determines if the investment in such property is recoverable. If impairment is indicated, the carrying value of the property would be written down to its estimated fair value based on the Company's best estimate of the property's discounted future cash flows. There have been no impairments recognized on real estate assets in the Company's history.

In light of current economic conditions, the Company performed an impairment analysis of its entire portfolio at September 30, 2009. In performing the analysis, the Company considered such factors as the tenants' payment history and financial condition, the likelihood of lease renewal, business conditions in the industry in which the tenants operate and whether the carrying value of the real estate has decreased. The Company concluded that none of its properties were impaired, and will continue to monitor its portfolio for any indicators that may change this conclusion.

***Provision for Loan Losses***

The Company's accounting policies require that it reflect in its financial statements an allowance for estimated credit losses with respect to mortgage loans it has made based upon its evaluation of known and inherent risks associated with its private lending assets. Management reflects provisions for loan losses based upon its assessment of general market conditions, its internal risk management policies and credit risk rating system, industry loss experience, its assessment of the likelihood of delinquencies or defaults, and the value of the collateral underlying its investments. Actual losses, if any, could ultimately differ from these estimates. There have been no provisions for loan losses in the Company's history.

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***Cash and Cash Equivalents***

The Company considers all short-term, highly liquid investments that are both readily convertible to cash and have a maturity of three months or less at the time of purchase to be cash equivalents; except that any such investments purchased with funds held in escrow or similar accounts are classified as restricted cash. Items classified as cash equivalents include money-market deposit accounts. All of the Company's cash and cash equivalents at September 30, 2009 were held in the custody of one financial institution, and the Company's balance at times may exceed federally insurable limits.

***Restricted Cash***

Restricted cash consists of security deposits and funds held in escrow for certain tenants. These funds will be released to the tenants upon completion of agreed upon tasks as specified in the lease agreements, mainly consisting of maintenance and repairs on the buildings, and when evidence of insurance and tax payments has been received by the Company.

***Funds Held in Escrow***

Funds held in escrow consist of funds held by certain of the Company's lenders for properties held as collateral by these lenders. These funds will be released to the Company upon completion of agreed upon tasks as specified in the mortgage agreements, mainly consisting of maintenance and repairs on the buildings, and when evidence of insurance and tax payments has been submitted to the lenders.

***Deferred Financing Costs***

Deferred financing costs consist of costs incurred to obtain financing, including legal fees, origination fees and administrative fees. The costs are deferred and amortized using the straight-line method, which approximates the effective interest method over the term of the financing secured. The Company made payments of approximately \$2,000 and \$106,000 for deferred financing costs during the three and nine months ended September 30, 2009, respectively, and \$1,097,000 and \$1,153,000 for the three and nine months ended September 30, 2008, respectively. Total amortization expense related to deferred financing costs was approximately \$421,000 and \$1,145,000 for the three and nine months ended September 30, 2009, respectively, and \$300,000 and \$806,000 for the three and nine months ended September 30, 2008, respectively.

***Prepaid Expenses and Other Assets***

Prepaid expenses and other assets consist of accounts receivable, interest receivable, prepaid assets and deposits on real estate.

***Obligation Under Capital Lease***

In conjunction with the Company's acquisition of a building in Fridley, Minnesota in February 2008, the Company acquired a ground lease on the parking lot of the building, which had a purchase obligation to acquire the land under the ground lease at the end of the term in April 2014 for \$300,000. In accordance with ASC 840-10-25, Leases, the Company accounted for the ground lease as a capital lease and recorded the corresponding present value of the obligation under the capital lease. The Company recorded total interest expense related to the accretion of the capital lease obligation of approximately \$3,100 and \$9,200 for the three and nine months ended September 30, 2009, respectively, and approximately \$3,100 and \$7,200 for the three and nine months ended September 30, 2008, respectively.

**Table of Contents*****Revenue Recognition***

Rental revenue includes rents that each tenant pays in accordance with the terms of its respective lease reported evenly over the non-cancelable term of the lease. Most of the Company's leases contain rental increases at specified intervals. The Company recognizes such revenues on a straight-line basis by averaging the non-cancelable rental revenues over the lease terms. Deferred rent receivable in the accompanying balance sheet includes the cumulative difference between rental revenue as recorded on a straight line basis and rents received from the tenants in accordance with the lease terms, along with the capitalized above-market lease values of certain acquired properties. Accordingly, the Company determines, in its judgment, to what extent the deferred rent receivable applicable to each specific tenant is collectible. The Company reviews deferred rent receivable, as it relates to straight line rents, on a quarterly basis and takes into consideration the tenant's payment history, the financial condition of the tenant, business conditions in the industry in which the tenant operates and economic conditions in the area in which the property is located. In the event that the collectability of deferred rent with respect to any given tenant is in doubt, the Company records an allowance for uncollectible accounts or records a direct write-off of the specific rent receivable. No such reserves have been recorded as of September 30, 2009.

Management considers its loans and other lending investments to be held-for-investment. The Company reflects loans classified as long-term investments at amortized cost, less allowance for loan losses, acquisition premiums or discounts, and deferred loan fees. On occasion, the Company may acquire loans at small premiums or discounts based on the credit characteristics of such loans. These premiums or discounts are recognized as yield adjustments over the lives of the related loans. Loan origination fees, as well as direct loan origination costs, are also deferred and recognized over the lives of the related loans as yield adjustments. If loans with premiums, discounts, or loan origination fees are prepaid, the Company immediately recognizes the unamortized portion as a decrease or increase in the prepayment gain or loss. Interest income is recognized using the effective interest method applied on a loan-by-loan basis. Prepayment penalties or yield maintenance payments from borrowers are recognized as additional income when received.

***Income Taxes***

The Company has operated and intends to continue to operate in a manner that will allow it to qualify as a REIT under the Internal Revenue Code of 1986, as amended, and accordingly will not be subject to federal income taxes on amounts distributed to stockholders (except income from foreclosure property), provided it distributes at least 90% of its REIT taxable income to its stockholders and meets certain other conditions. To the extent that the Company satisfies the distribution requirement but distributes less than 100% of its taxable income, the Company will be subject to federal corporate income tax on its undistributed income.

Commercial Advisers is a wholly-owned TRS that is subject to federal and state income taxes. Though Commercial Advisers has had no activity to date, the Company would account for any future income taxes in accordance with the provisions of ASC 740, Income Taxes. Under ASC 740-10-25, the Company accounts for income taxes using the asset and liability method under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

***Segment Information***

ASC 280, Segment Reporting, provides standards for public companies relating to the reporting of financial and descriptive information about their operating segments in financial statements. Operating segments are defined as components of an enterprise for which separate financial information is available and is evaluated regularly by the chief operating decision maker or decision making group in determining how to allocate resources and in assessing performance. Company management is the chief decision making group. As discussed in Note 9, the Company's operations are derived from two operating segments, one segment purchases real estate (land, buildings and other improvements), which is simultaneously leased to existing users, and the other segment originates mortgage loans and collects principal and interest payments.

**Table of Contents*****Asset Retirement Obligations***

ASC 410, *Asset Retirement and Environmental Obligation*, requires an entity to recognize a liability for a conditional asset retirement obligation when incurred if the liability can be reasonably estimated. ASC 410-20-20 clarifies that the term *Conditional Asset Retirement Obligation* refers to a legal obligation (pursuant to existing laws or by contract) to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the entity. ASC 410-20-25-6 clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation. The Company has accrued a liability and corresponding increase to the cost of the related properties for disposal related to all properties constructed prior to 1985 that have, or may have, asbestos present in the building. The Company accrued a liability during the nine months ended September 30, 2008 of \$245,195 related to properties acquired during the period, which reflected the present value of the future obligation. There was no liability accrued during the nine months ended September 30, 2009. The Company also recorded expense, including discontinued operations, of approximately \$36,000 and \$107,000 during the three and nine months ended September 30, 2009, respectively, and approximately \$35,000 and \$98,000 for the three and nine months ended September 30, 2008, respectively related to the cumulative accretion of the obligation.

***Real Estate Held for Sale and Discontinued Operations***

ASC 360-10, *Property, Plant, and Equipment*, requires that the results of operations of any properties which have been sold, or are held for sale, be presented as discontinued operations in the Company's consolidated financial statements in both current and prior periods presented. Income items related to held for sale properties are listed separately on the Company's consolidated income statement. Real estate assets held for sale are measured at the lower of the carrying amount or the fair value, less the cost to sell, and are listed separately on the Company's consolidated balance sheet. Once properties are listed as held for sale, no further depreciation is recorded.

***Recently Issued Accounting Pronouncements***

On July 1, 2009, the FASB issued FASB Statement No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles also known as ASC 105, Generally Accepted Accounting Principles*. ASC 105 establishes the FASB Accounting Standards Codification and identifies it as the single source of accounting principles and the framework for selecting the principles used in the preparation of financial statements of non-governmental entities that are presented in conformity with GAAP. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The Codification supersedes all existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification will become nonauthoritative. Following the Codification, the Board will not issue new standards in the form of Statements, FASB Staff Positions or Emerging Issues Task Force Abstracts. Instead, it will issue Accounting Standards Updates, which will update the Codification, provide background information about the guidance and provide the basis for conclusions on the changes to the Codification. GAAP was not intended to be changed as a result of the FASB's Codification project, but it will change the way the guidance is organized and presented. ASC 105 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Company adopted this pronouncement during the quarter ended September 30, 2009, and the adoption had no material impact on the Company's results of operations.

ASC 805, *Business Combinations*, requires that the assets and liabilities of all business combinations be recorded at fair value, with limited exceptions. ASC 805-10-25-23 requires that all expenses related to the acquisition be expensed as incurred, rather than capitalized into the cost of the acquisition as had been the previous accounting. ASC 805 is effective on a prospective basis for all business combinations for which the acquisition date is on or after the beginning of the first annual period subsequent to December 15, 2008. The Company adopted this pronouncement effective for the fiscal year beginning January 1, 2009, and the

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adoption could have a significant impact on its results of operations because of the requirement to expense costs associated with acquisitions rather than capitalize the costs as has been done in the past. There was no significant impact from the adoption of this pronouncement during the nine months ended September 30, 2009, because there was limited activity during the period related to potential acquisitions.

ASC 820, Fair Value Measurements and Disclosures, defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. ASC 820-10 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years.

The adoption had no impact on the Company's results of operations.

ASC 820-10-35-15A, Fair Value Measurements and Disclosures, further clarifies the application of the standard in a market that is not active. More specifically, ASC 820-10-35-51E states that significant judgment should be applied to determine if observable data in a dislocated market represents forced liquidations or distressed sales and are not representative of fair value in an orderly transaction. ASC 820-10-35-55A provides further guidance that the use of a reporting entity's own assumptions about future cash flows and appropriately risk-adjusted discount rates is acceptable when relevant observable inputs are not available. In addition, ASC 820-10-35-55B provides guidance on the level of reliance of broker quotes or pricing services when measuring fair value in a non active market stating that less reliance should be placed on a quote that does not reflect actual market transactions and a quote that is not a binding offer. The guidance is effective upon issuance for all financial statements that have not been issued and any changes in valuation techniques as a result of applying the guidance are accounted for as a change in accounting estimate. The Company adopted these pronouncements during the quarter ended December 31, 2008, and the adoption had no material impact on the Company's results of operations.

ASC 820-10-35-51A, Fair Value Measurements and Disclosures, provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased when compared with normal market activity for the asset or liability. ASC 820-10-35-51E provides guidance on identifying circumstances that indicate when a transaction is not orderly. ASC 820-10-35-51D emphasizes that the fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. The guidance is effective for interim and annual periods ending after June 15, 2009, and shall be applied prospectively. Early adoption is permitted for periods ending after March 15, 2009. The Company adopted this pronouncement during the quarter ended March 31, 2009, and the adoption had no material impact on the Company's results of operations.

ASC 825-10-50, Financial Instruments, requires disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements, whether recognized or not recognized in the statement of financial position. The guidance in ASC 825-10-50 is effective for interim periods ending after June 15, 2009. Early adoption is permitted for periods ending after March 15, 2009. The Company adopted this pronouncement during the quarter ended March 31, 2009, and the adoption had no material impact on the Company's results of operations.

ASC 855-10-50, Subsequent Events, requires disclosure of the date through which an entity has evaluated subsequent events and defines the types of subsequent events that should be recognized or nonrecognized. ASC 855-10-50 is effective for interim or annual periods ending after June 15, 2009. The Company adopted this pronouncement during the quarter ended June 30, 2009, and the adoption had no material impact on the reporting of its subsequent events.

ASC 860, Transfers and Servicing, removes the concept of a qualifying special-purpose entity ( QSPE ) and removes the exception from applying to variable interest entities that are QSPEs. This statement also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This statement is effective for fiscal years beginning after November 15, 2009, and is effective for the Company's fiscal year beginning January 1, 2010. The Company does not expect there to be an impact from adopting this standard on the Company's results of operations.



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ASC 810-10-25-38, Consolidation, amends the consolidation guidance for variable-interest entities ( VIE ) and requires an enterprise to qualitatively assess the determination of the primary beneficiary (or consolidator ) of a VIE based on whether the entity has the power to direct matters that most significantly impact the activities of the VIE, and had the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. ASC 810 is effective for the Company s fiscal year beginning January 1, 2010. The Company does not expect there to be an impact from adopting this standard on the Company s results of operations.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.

***Reclassifications***

Certain amounts from prior years financial statements have been reclassified to conform to the current year presentation. The Company s property located in Norfolk, Virginia was classified as held for sale during the quarter ended June 30, 2009 and, as a result, the results of operations related to this property for 2008 were reclassified from continuing operations to discontinued operations. These reclassifications had no effect on previously reported net income or stockholders equity.

**2. Related Party Transactions**

The Company is externally managed pursuant to contractual arrangements with its Adviser and a wholly-owned subsidiary of the Adviser, Gladstone Administration, LLC (the Administrator ), under which its Adviser and Administrator employ all of the Company s personnel and pays their payroll, benefits, and general expenses directly. The Company has an advisory agreement with its Adviser (the Advisory Agreement ) and an administration agreement (the Administration Agreement ) with its Administrator. The management services and fees under the Advisory and Administration Agreements are described below.

***Advisory Agreement***

The Advisory Agreement provides for an annual base management fee equal to 2% of the Company s total stockholders equity, less the recorded value of any preferred stock, and an incentive fee based on funds from operations ( FFO ). For the three and nine months ended September 30, 2009, the Company recorded a base management fee of approximately \$343,000 and \$1,073,000, respectively, and for the three and nine months ended September 30, 2008, the Company recorded a base management fee of approximately \$404,000 and \$1,256,000, respectively. For purposes of calculating the incentive fee, FFO includes any realized capital gains and capital losses, less any distributions paid on preferred stock, but FFO does not include any unrealized capital gains or losses. The incentive fee rewards the Adviser if the Company s quarterly FFO, before giving effect to any incentive fee ( pre-incentive fee FFO ), exceeds 1.75%, or 7% annualized, (the hurdle rate ) of total stockholders equity, less the recorded value of any preferred stock. The Adviser receives 100% of the amount of the pre-incentive fee FFO that exceeds the hurdle rate, but is less than 2.1875% of the Company s pre-incentive fee FFO. The Adviser also receives an incentive fee of 20% of the amount of the Company s pre-incentive fee FFO that exceeds 2.1875%.

For the three and nine months ended September 30, 2009, the Company recorded an incentive fee of approximately \$835,000 and \$2,434,000, respectively, offset by a credit related to an unconditional and irrevocable voluntary waiver issued by the Adviser of approximately \$200,000 and \$565,000, respectively, for a net incentive fee for the three and nine months ended September 30, 2009 of approximately \$635,000 and \$1,869,000, respectively. For the three and nine months ended September 30, 2008, the Company recorded an incentive fee of approximately \$794,000 and \$2,300,000, respectively, offset by a credit related

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to an unconditional and irrevocable voluntary waiver issued by the Adviser of approximately \$206,000 and \$942,000, respectively, for a net incentive fee for the three and nine months ended September 30, 2008 of approximately \$588,000 and \$1,358,000, respectively. The board of directors of the Company accepted the Adviser's offer to waive on a quarterly basis a portion of the incentive fee for both the three and nine months ended September 30, 2009 and 2008 in order to support the current level of distributions to the Company's stockholders. These waivers were applied through September 30, 2009 and any waived fees may not be recouped by the Adviser in the future.

*Administration Agreement*

Under the Administration Agreement, the Company pays separately for its allocable portion of the Administrator's overhead expenses in performing its obligations including, but not limited to, rent for employees of the Administrator, and its allocable portion of the salaries and benefits expenses of its chief financial officer, chief compliance officer, treasurer and their respective staffs. The Company's allocable portion of expenses is derived by multiplying the Administrator's total allocable expenses by the percentage of the Company's total assets at the beginning of each quarter in comparison to the total assets of all companies managed by the Adviser under similar agreements. For the three and nine months ended September 30, 2009, the Company recorded an administration fee of approximately \$293,000 and \$775,000, respectively, and for the three and nine months ended September 30, 2008, the Company recorded an administration fee of approximately \$238,000 and \$725,000, respectively.

**3. Earnings per Common Share**

The following tables set forth the computation of basic and diluted earnings per common share for the three and nine months ended September 30, 2009 and 2008:

	For the three months ended September 30,		For the nine months ended September 30,	
	2009	2008	2009	2008
Net income available to common stockholders	\$ 255,553	\$ 118,122	\$ 415,194	\$ 707,395
Denominator for basic & diluted weighted average shares	8,563,264	8,565,264	8,563,264	8,565,264
Basic & diluted earnings per common share	\$ 0.03	\$ 0.01	\$ 0.05	\$ 0.08

**4. Real Estate and Intangible Assets***Real Estate*

The following table sets forth the components of the Company's investments in real estate, including capitalized leases, as of September 30, 2009 and December 31, 2008:

	September 30, 2009	December 31, 2008
Real estate:		
Land	\$ 55,035,962 <sup>(1)</sup>	\$ 55,226,042 <sup>(1)</sup>
Building	324,843,293	325,515,390
Tenant improvements	9,820,706	9,820,706
Accumulated depreciation	(31,754,201)	(24,757,576)
Real estate, net	\$ 357,945,760	\$ 365,804,562

(1) Includes land held under a

capital lease  
carried at  
approximately  
\$1.1 million.

On May 5, 2009, the Company extended the lease with one of its tenants on its property located in Akron, Ohio for a period of six months. The lease was originally set to expire in August 2009, and will now expire

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in February 2010. Except for the extension of the lease term, all other existing provisions of the lease, including the current rental rate, will remain the same during the extension period.

On May 19, 2009, the Company extended the lease on its property located in Eatontown, New Jersey for a period of 15 years, and the tenant has two options to extend the lease for additional periods of 5 years each. The lease was originally set to expire in August 2011, and will now expire in April 2024. The lease provides for prescribed rent escalations over the life of the lease, with annualized straight line rents of approximately \$540,000.

Future operating lease payments from tenants under non-cancelable leases, excluding tenant reimbursement of expenses and future operating lease payments for discontinued operations, in effect at September 30, 2009, were as follows:

Year	Tenant Lease Payments
Three months ending December 31, 2009	\$ 9,831,618
2010	38,819,446
2011	38,525,805
2012	38,614,845
2013	33,261,384
2014	29,025,909
Thereafter	\$ 160,507,642

In accordance with the lease terms, substantially all tenant expenses are required to be paid by the tenant; however, the Company would be required to pay property taxes on the respective properties, and ground lease payments on the property located in Tulsa, Oklahoma, in the event the tenant fails to pay them. The total annualized property taxes for all properties held by the Company at September 30, 2009 was approximately \$6.0 million, and the total annual ground lease payments on the Tulsa, Oklahoma property was approximately \$153,000.

*Intangible Assets*

The following table summarizes the net value of other intangible assets and the accumulated amortization for each intangible asset class:

	September 30, 2009		December 31, 2008	
	Lease Intangibles	Accumulated Amortization	Lease Intangibles	Accumulated Amortization
In-place leases	\$ 15,935,445	\$ (6,323,990)	\$ 15,981,245	\$ (5,079,343)
Leasing costs	9,909,528	(3,618,782)	9,662,731	(2,987,360)
Customer relationships	17,136,501	(4,076,341)	17,136,501	(3,179,931)
	\$ 42,981,474	\$ (14,019,113)	\$ 42,780,477	\$ (11,246,634)

The estimated aggregate amortization expense for the remainder of the current and each of the five succeeding fiscal years is as follows:

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Year	Estimated Amortization Expense
Three months ending December 31, 2009	\$ 1,363,565
2010	5,339,721
2011	4,875,279
2012	4,229,792
2013	2,292,544
2014	2,036,328
Thereafter	\$ 8,825,133

**5. Real Estate Held for Sale and Discontinued Operations**

As of June 30, 2009, the Company classified its property located in Norfolk, Virginia as held for sale under the provisions of ASC 360-10, which requires that the results of operations of any properties which have been sold, or are held for sale, be presented as discontinued operations in the Company's consolidated financial statements in both current and prior periods presented. The Company received an unsolicited offer from a buyer for this property. On July 17, 2009, the Company sold this property located in Norfolk, Virginia for \$1.15 million, for a gain on the sale of approximately \$160,000.

In addition, on July 21, 2006, the Company sold its two Canadian properties and the Company continues to incur legal fees related to the dissolution of the remaining Canadian entities. The table below summarizes the components of income from discontinued operations:

	For the three months ended September 30,		For the nine months ended September 30,	
	2009	2008	2009	2008
Operating revenue	\$ 4,452	\$ 25,875	\$ 56,202	\$ 77,626
Operating expense	(382)	(8,284)	(13,379)	(56,234)
Income from discontinued operations	\$ 4,070	\$ 17,591	\$ 42,823	\$ 21,392

**6. Mortgage Note Receivable**

On April 15, 2005, the Company originated a mortgage loan in the amount of \$10.0 million, collateralized by an office building in McLean, Virginia, where the Company's Adviser and Administrator are subtenants in the building. This 12 year mortgage loan accrues interest at the greater of 7.5% per year or the one month London Interbank Offered Rate ( LIBOR ) rate plus 6.0% per year, with a ceiling of 10.0%. The mortgage loan is interest only for the first nine years of the term, with payments of principal commencing after the initial period. The balance of the principal and all interest remaining is due at the end of the 12 year term. At September 30, 2009, the interest rate was 7.5%. The fair market value of the mortgage note receivable as of September 30, 2009 was approximately \$9.5 million, as compared to the carrying value stated above of approximately \$10.0 million. The fair market value is calculated based on a discounted cash flow analysis, using an interest rate based on management's estimate of the interest rate on a mortgage note receivable with comparable terms.

On July 20, 2009, the borrower on the Company's mortgage loan signed a purchase agreement with a third party to sell the building. Currently, the sale is expected to close during the fourth quarter of 2009. The Company signed a letter with its borrower agreeing that if the sale is completed, the Company will accept

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full repayment of the mortgage loan at the time of sale along with any prepayment penalties associated with the early exit, which management estimates to be approximately \$3.0 million.

**7. Mortgage Notes Payable, Line of Credit and Short-Term Loan**

The Company's mortgage notes payable, line of credit and short-term loan as of September 30, 2009 and December 31, 2008 are summarized below:

	Date of Issuance/ Assumption	Principal Maturity Date	Stated Interest Rate at September 30, 2009 <sup>(1)</sup>	Principal Balance Outstanding	
				September 30, 2009	December 31, 2008
Fixed-Rate Mortgage Notes Payable:					
	03/16/05	04/01/30	6.33%	\$ 2,901,378	\$ 2,948,753
	08/25/05	09/01/15	5.33%	21,172,666	21,399,644
	09/12/05	09/01/15	5.21%	12,433,691	12,560,673
	12/21/05	12/08/15	5.71%	19,056,322	19,241,117
	02/21/06	12/01/13	5.91%	9,228,511	9,344,908
	02/21/06	06/30/14	5.20%	19,207,834	19,472,740
	03/29/06	04/01/16	5.92%	17,000,000	17,000,000
	04/27/06	05/05/16	6.58%	14,080,170	14,281,616
	11/22/06	12/01/16	5.76%	14,181,437	14,309,000
	12/22/06	01/01/17	5.79%	21,672,370	21,846,000
	02/08/07	03/01/17	6.00%	13,775,000	13,775,000
	06/05/07	06/08/17	6.11%	14,240,000	14,240,000
	09/06/07	12/11/15	5.81%	4,377,989	4,426,393
	10/15/07	11/08/17	6.63%	15,701,935	15,828,612
	08/29/08	06/01/16	6.80%	6,328,608	6,421,717
	09/15/08	10/01/10 <sup>(2)</sup>	6.85%	48,015,000	48,015,000
Total Fixed-Rate Mortgage Notes Payable:				253,372,911	255,111,173
Variable-Rate Line of Credit:	12/29/06	12/29/09 <sup>(3)</sup>	LIBOR + 1.9%	31,800,000	11,500,000
Variable-Rate Short-Term Loan:	12/21/07	06/20/09 <sup>(4)</sup>	LIBOR + 2.75%		20,000,000
Total Mortgage Notes Payable, Line of Credit and Short-Term Loan				\$ 285,172,911	\$ 286,611,173

(1)

The weighted average interest rate on all debt outstanding at September 30, 2009 was approximately 5.61%.

- (2) This note has three annual extension options, which extends the term of the note until October 1, 2013.
- (3) The line of credit may be extended for a one-year period at the Company's option, subject to certain conditions.
- (4) The short-term loan was repaid in full on March 31, 2009.

*Mortgage Notes Payable*

As of September 30, 2009, the Company had 16 fixed-rate mortgage notes payable, collateralized by a total of 55 properties. The obligors under each of these notes are wholly-owned separate borrowing entities, which own the real estate collateral. The Company is not a co-borrower but has limited recourse liabilities that could result from: a borrower voluntarily filing for bankruptcy, improper conveyance of a property, fraud or material misrepresentation, misapplication or misappropriation of rents, security deposits, insurance proceeds or condemnation proceeds, and physical waste or damage to the property, resulting from a borrower's gross negligence or willful misconduct. The Company also indemnifies lenders against claims resulting from the presence of hazardous substances or activity involving hazardous substances in violation of environmental laws on a property. The weighted-average interest rate on the mortgage notes payable as of September 30, 2009 was approximately 6.0%

The fair market value of all fixed-rate mortgage notes payable outstanding as of September 30, 2009 was approximately \$240.0 million, as compared to the carrying value stated above of approximately \$253.4

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million. The fair market value is calculated based on a discounted cash flow analysis, using interest rates based on management's estimate of interest rates on long-term debt with comparable terms.

Scheduled principal payments of mortgage notes payable are as follows:

Year	Scheduled principal payments
Three months ending December 31, 2009	\$ 715,713
2010	50,533,486 <sup>(1)</sup>
2011	2,799,601
2012	3,087,824
2013	11,828,375
2014	20,367,143
Thereafter	164,040,769
	\$ 253,372,911

- (1) The \$48.0 million mortgage note issued in September 2008 matures in October 2010, and we expect to exercise our options to extend through October 2013.

*Line of Credit*

The Company has a \$50.0 million senior revolving credit agreement (the "Credit Agreement") with a syndicate of banks led by KeyBank National Association ( "KeyBank"), which matures on December 29, 2009. On June 30, 2009, the Company amended its Credit Agreement to reduce its commitment from \$95.0 million to \$50.0 million, in exchange for modifications to certain terms under the Credit Agreement. The definition of FFO was modified to exclude from the calculation of FFO acquisition related costs that are required to be expensed under ASC 805. In addition, the aggregate amount the Company can issue under the Credit Agreement as letters of credit was reduced from \$20.0 million to \$10.5 million.

As long as the Company is in compliance with its covenants under the line of credit, the Company has the option to extend the line of credit for an additional year. The Company must notify KeyBank of its intention to exercise the renewal option 45 days prior to the maturity date and pay an extension fee of 0.20% of the total commitment outstanding at the date of notification. The interest rate charged on the advances under the facility is based on the LIBOR, the prime rate or the federal funds rate, depending on market conditions, and adjusts periodically. The unused portion of the line of credit is subject to a fee of 0.15% per year. The Company's ability to access this funding source is subject to the Company continuing to meet customary lending requirements such as compliance with financial and operating covenants and meeting certain lending limits. One such covenant requires the Company to limit its distributions to stockholders to 95% of its FFO less those acquisition related costs that are required to be expensed under ASC 805. In addition, the maximum amount the Company may draw under this agreement is based on a percentage of the value of properties pledged as collateral to the banks, which must meet agreed upon eligibility



standards. KeyBank has requested that the Company obtain updated appraisals for the properties pledged to the line of credit as borrowing base collateral in connection with the upcoming extension of the line of credit. If the aggregate value of the updated appraisals obtained is lower than the current aggregate value of appraisals, it would lower the amount of the Company's borrowing base and reduce the amount the Company could borrow under its line of credit with that borrowing base. The Company is currently obtaining updated appraisals on its pledged properties, and does not believe that any change in the value of the properties will be significant enough to trigger a scenario whereby the Company would have to repay amounts currently outstanding under its line of credit; however, the receipt of updated appraisals may serve to reduce the current and future borrowing availability under the line of credit. In addition, under the Credit Agreement those properties that are pledged as collateral to the banks are pledged through a perfected first priority lien in the equity interest of the special purpose entity ( SPE ) that owns the property. In addition the Operating Partnership, which is the entity that owns the SPEs, is precluded from transferring the SPEs or unconsolidated affiliates to the Company.

If and when long-term mortgages are arranged for these pledged properties, the banks will release the properties from the line of credit and reduce the availability under the line of credit by the advanced amount of the removed property. Conversely, as the Company purchases new properties meeting the

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eligibility standards, the Company may pledge these new properties to obtain additional advances under this agreement. The availability under the line of credit may also be reduced by letters of credit used in the ordinary course of business. The Company may use the advances under the line of credit for both general corporate purposes and the acquisition of new investments. As of September 30, 2009, there was \$31.8 million outstanding under the line of credit at an interest rate of approximately 2.2%, and approximately \$3.6 million outstanding pursuant to letters of credit at a weighted average interest rate of approximately 2.0%. At September 30, 2009, the remaining borrowing capacity available under the line of credit was approximately \$14.6 million. The Company was in compliance with all covenants under the line of credit as of September 30, 2009. The amount outstanding on the line of credit as of September 30, 2009 approximates fair market value, because the debt is short-term and variable rate.

*Short-Term Loan*

On December 21, 2007, the Company entered into a \$20.0 million unsecured short-term loan with KeyBank, which matured on December 21, 2008. The Company exercised its option to extend the term for an additional six months and, on March 31, 2009, the Company repaid in full the unsecured short-term loan, using proceeds from borrowings under its line of credit. The interest rate charged on the loan was based on the LIBOR, the prime rate or the federal funds rate, depending on market conditions, and adjusted periodically.

**8. Stockholders Equity**

The following table summarizes the changes in stockholders equity for the nine months ended September 30, 2009:

	Preferred Stock	Common Stock	Capital in Excess of Par Value	Notes Receivable From Sale of Common Stock	Distributions in Excess of Accumulated Earnings	Total Stockholders Equity
Balance at December 31, 2008	\$ 2,150	\$ 8,563	\$ 170,622,581	\$ (2,595,886)	\$ (37,542,148)	\$ 130,495,260
Repayment of principal on notes receivable - employees				44,285		44,285
Distributions declared to common and preferred stockholders					(12,703,991)	(12,703,991)
Net income					3,485,506	3,485,506
Balance at September 30, 2009	\$ 2,150	\$ 8,563	\$ 170,622,581	\$ (2,551,601)	\$ (46,760,633)	\$ 121,321,060

Distributions paid per common share for both the three and nine months ended September 30, 2009 and 2008 were \$0.375 and \$1.125 per share, respectively. Distributions paid per share of Series A Preferred Stock for both the three and nine months ended September 30, 2009 and 2008 were approximately \$0.48 and \$1.45 per share, respectively. Distributions paid per share of Series B Preferred Stock for both the three and nine months ended September 30, 2009 and 2008 were approximately \$0.47 and \$1.41 per share, respectively.

The following table is a summary of all outstanding notes issued to employees of the Adviser for the exercise of stock options:

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Date Issued	Number of Options Exercised	Strike Price of Options Exercised	Amount of Promissory Note Issued to Employees	Outstanding Balance of Employee Loans at 9/30/09	Maturity Date of Note	Interest Rate on Note
Sep 2004	25,000	\$ 15.00	\$ 375,000	\$ 360,007	Sep 2013	5.00%
Apr 2006	12,422	16.10	199,994	199,994	Apr 2015	7.77%
May 2006	50,000	16.85	842,500	842,500	May 2016	7.87%
May 2006	15,000	16.10	241,500	241,500	May 2016	7.87%
May 2006	2,000	16.10	32,200	32,200	May 2016	7.87%
May 2006	2,000	16.10	32,200	32,200	May 2016	7.87%
May 2006	2,000	15.00	30,000	30,000	May 2016	7.87%
Oct 2006	12,000	16.10	193,200	193,200	Oct 2015	8.17%
Nov 2006	25,000	15.00	375,000	375,000	Nov 2015	8.15%
Dec 2006	25,000	15.00	375,000	245,000	Feb 2010	8.12%
	170,422		\$ 2,696,594	\$ 2,551,601		

In accordance with ASC 505-10-45-2, Equity, receivables from employees for the issuance of capital stock to employees prior to the receipt of cash payment should be reflected in the balance sheet as a reduction to stockholders equity. Therefore, these notes were recorded as loans to employees and are included in the equity section of the accompanying consolidated balance sheets.

**9. Segment Information**

As of September 30, 2009, the Company's operations were derived from two operating segments. One segment purchases real estate (land, buildings and other improvements), which is simultaneously leased to existing users and the other segment extends mortgage loans and collects principal and interest payments. The amounts included under the other column in the tables below include other income, which consists of interest income from temporary investments and employee loans and any other miscellaneous income earned, and operating and other expenses that were not specifically derived from either operating segment.

The following table summarizes the Company's consolidated operating results and total assets by segment as of and for the three and nine months ended September 30, 2009 and 2008:

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	As of and for the three months ended September 30, 2009				As of and for the nine months ended September 30, 2009			
	Real Estate Leasing	Real Estate Lending	Other	Total	Real Estate Leasing	Real Estate Lending	Other	Total
Operating Revenues	\$ 10,465,427	\$ 191,667	\$	\$ 10,657,094	\$ 31,398,016	\$ 568,750	\$	\$ 31,966,766
Operating Expenses	(3,540,320)		(1,528,698) <sup>(1)</sup>	(5,069,018)	(10,685,159)		(4,730,744) <sup>(1)</sup>	(15,415,903)
Other Expense	(4,146,341)		(326,853) <sup>(2)</sup>	(4,473,194)	(12,343,000)		(925,218) <sup>(2)</sup>	(13,268,218)
Discontinued Operations	164,108			164,108	202,861			202,861
Net Income	\$ 2,942,874	\$ 191,667	\$ (1,855,551)	\$ 1,278,990	\$ 8,572,718	\$ 568,750	\$ (5,655,962)	\$ 3,485,506
Total Assets	\$ 398,456,908	\$ 10,062,500	\$ 9,762,275	\$ 418,281,683	\$ 398,456,908	\$ 10,062,500	\$ 9,762,275	\$ 418,281,683

  

	As of and for the three months ended September 30, 2008				As of and for the nine months ended September 30, 2008			
	Real Estate Leasing	Real Estate Lending	Other	Total	Real Estate Leasing	Real Estate Lending	Other	Total
Operating Revenues	\$ 10,214,822	\$ 216,446	\$	\$ 10,431,268	\$ 29,444,905	\$ 673,548	\$	\$ 30,118,453
Operating Expenses	(3,516,118)		(1,498,484) <sup>(1)</sup>	(5,014,602)	(10,183,248)		(4,301,914) <sup>(1)</sup>	(14,485,162)
Other Expense	(3,426,160)		(866,538) <sup>(2)</sup>	(4,292,698)	(9,593,917)		(2,283,059) <sup>(2)</sup>	(11,876,916)
Discontinued Operations	17,591			17,591	21,392			21,392
Net Income	\$ 3,290,135	\$ 216,446	\$ (2,365,022)	\$ 1,141,559	\$ 9,689,132	\$ 673,548	\$ (6,584,973)	\$ 3,777,706
Total Assets	\$ 409,461,178	\$ 10,070,714	\$ 10,751,163	\$ 430,283,055	\$ 409,461,178	\$ 10,070,714	\$ 10,751,163	\$ 430,283,055

(1) Operating expenses includes base management fees, incentive fees, administration fees, professional fees, insurance expense, directors fees, stockholder related expenses

and general and administrative expenses that are not practicable to allocate to either operating segment, thus it is included in the other column.

- (2) Other expense includes interest expense on the Company's line of credit and short-term loan of \$375,507 and \$1,100,405 for the three months ended September 30, 2009 and 2008, respectively, and \$1,100,405 and \$2,512,968 for the nine months ended September 30, 2009 and 2008, respectively. It is not practicable to allocate the interest from the line of credit or short-term loan to either operating segment, thus it is included in the other column.

#### **10. Subsequent Events**

The Company evaluated all events that have occurred subsequent to September 30, 2009 through November 4, 2009, the date of the filing of this Form 10-Q.

On October 6, 2009, the Company's Board of Directors declared a cash distribution of \$0.125 per common share, \$0.1614583 per share of the Series A Preferred Stock, and \$0.15625 per share of the Series B Preferred Stock for each of the months of October, November and December of 2009. Monthly distributions will be payable on October 30, 2009, November 30, 2009 and December 31, 2009, to those stockholders of record as of the close of business on

October 22, 2009, November 19, 2009 and December 22, 2009, respectively.

On November 4, 2009, the Company entered into an Open Market Sale Agreement (the "Open Market Sale Agreement") with Jefferies & Company, Inc. ("Jefferies") under which the Company may, from time to time, offer and sell shares of its common stock with an aggregate sales price of up to \$25.0 million through Jefferies, or to Jefferies for resale, based upon instructions from the Company (including any price, time or size limits or other customary parameters or conditions the Company may impose). Sales of its common stock through Jefferies, if any, will be executed by means of ordinary brokers' transactions on the NASDAQ Global Market or otherwise at market prices, in privately negotiated transactions, crosses or block transactions or such other transactions as may be agreed between the Company and Jefferies, including a combination of any of these transactions. The Company will pay Jefferies a commission, or allow a discount, as the case may be, in each case equal to 2.0% of the gross sales proceeds of any common stock sold through Jefferies as agent, or to Jefferies as principal, under the Open Market Sale Agreement.

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

*All statements contained herein, other than historical facts, may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements may relate to, among other things, future events or our future performance or financial condition. In some cases, you can identify forward-looking statements by terminology such as may, might, believe, will, provided, anticipate, future, could, growth, plan, intend, expect, should, would, potential, likely or the negative of such terms or comparable terminology. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. We caution readers not to place undue reliance on any such forward-looking statements, which are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Form 10-Q.*

**OVERVIEW**

**General**

We were incorporated under the General Corporation Laws of the State of Maryland on February 14, 2003, primarily for the purpose of investing in and owning net leased industrial and commercial real property and selectively making long-term industrial and commercial mortgage loans. Most of the portfolio of real estate we currently own is leased to a wide cross section of tenants ranging from small businesses to large public companies, many of which are corporations that do not have publicly rated debt. We have in the past entered into, and intend in the future to enter into, purchase agreements for real estate having triple net leases with terms of approximately 10 to 15 years and built in rental increases. Under a triple net lease, the tenant is required to pay all operating, maintenance and insurance costs and real estate taxes with respect to the leased property. We are actively communicating with buyout funds, real estate brokers and other third parties to locate properties for potential acquisition or to provide mortgage financing in an effort to build our portfolio. At September 30, 2009, we owned 64 properties totaling approximately 6.3 million square feet, and had one mortgage loan outstanding. The total gross investment in these acquisitions, including the \$10.0 million mortgage loan investment, was approximately \$442.7 million at September 30, 2009.

**Business Environment**

The United States remains in a recession, and, as a result, conditions within the global credit markets and the U.S. real estate credit markets in particular continue to experience dislocation and stress. While we are beginning to see signs of economic improvement and stabilization in the equity markets, the debt markets are still difficult at best, and we do not know if adverse conditions will again intensify or the full extent to which the disruptions will affect us. In addition, conditions continue to make it difficult to price and finance new investment opportunities on attractive terms. We believe it will be some time before the United States has recovered from the recession, and as a result the continued weak economic conditions could still adversely impact the financial condition of one or more of our tenants and therefore, could make a tenant bankruptcy and payment default on the related lease or loan more likely. Currently, all of our properties are fully leased and all of our tenants and our borrower are current and paying in accordance with their leases and loan, respectively. In addition, no balloon payments are due under our mortgage notes payable until 2010, and the only mortgage note that matures in 2010 has three annual extension options through 2013.

Our ability to make new investments is highly dependent upon external financing. Our principal external financing sources generally include the issuance of equity securities, the issuance of long-term mortgages secured by properties and borrowings under our line of credit. The market for long-term mortgages continues to be frozen as the collateralized mortgage-backed securities, or CMBS, market has virtually

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disappeared. With the closure of the CMBS market, many banks are not lending on commercial real estate as they are no longer able to sell these loans to the CMBS market and are not willing or able to keep these loans on their balance sheets. We are now seeing banks only willing to issue medium-term mortgages, between two to five years, at substantially less favorable terms. As a result, we intend to focus on using medium-term mortgages to finance our real estate until the market for long-term mortgages returns. Our ability to increase the availability under our line of credit is dependent upon us pledging additional properties as collateral. Traditionally, we have pledged new properties to the line of credit as we arrange for long-term mortgages for these pledged properties. Currently, only nine of our properties do not have long-term mortgages, and eight of those are pledged as collateral under our line of credit. Our line of credit matures in December 2009, however, we intend to exercise our option to extend the term for an additional year, through December 2010.

On November 4, 2009, we entered into an Open Market Sale Agreement (the "Open Market Sale Agreement") with Jefferies & Company, Inc. ("Jefferies") under which we may, from time to time, offer and sell shares of our common stock with an aggregate sales price of up to \$25.0 million through Jefferies, or to Jefferies, for resale. To date, we have not sold any common stock under the Open Market Sale Agreement. If we are able to raise equity capital in the near term, in addition to continuing to invest in industrial and commercial real property, we will also seek to expand our investments to other categories such as retail and medical properties. In addition, we also intend to expand our mortgage lending activity to include purchasing mortgage loans from banks and CMBS pools.

However, until we are able to raise debt or equity capital, our near-term strategy has become somewhat dependent upon building the value of our existing portfolio of properties by renegotiating existing leases and making capital improvements to our properties. Capital improvements will be limited to the extent we have available capital. We will continue to review potential acquisitions and we intend to continue our strategy of making conservative investments in properties that have existing financing that we believe will weather the current recession and that are likely to produce attractive long-term returns for our stockholders.

**Recent Events***Financing Activities:*

During the nine months ended September 30, 2009, we had net borrowings under our line of credit of approximately \$20.3 million, with \$31.8 million outstanding at September 30, 2009. The proceeds from borrowings under the line of credit were used to pay off the \$20.0 million unsecured short-term loan with KeyBank and fund other capital improvements at our properties.

On November 4, 2009, we entered into the Open Market Sale Agreement with Jefferies under which we may, from time to time, offer and sell shares of our common stock with an aggregate sales price of up to \$25.0 million through Jefferies, or to Jefferies, for resale.

*Leasing Activities:*

On May 5, 2009, we extended the lease with one of our tenants in our property located in Akron, Ohio for a period of six months. The lease was originally set to expire in August 2009, and will now expire in February 2010. Except for the extension of the lease term, all other existing provisions of the lease, including the current rental rate, will remain the same during the extension period.

On May 19, 2009, we extended the lease on our property located in Eatontown, New Jersey for a period of 15 years, and the tenant has two options to extend the lease for additional periods of 5 years each. The lease was originally set to expire in August 2011, and will now expire in April 2024. The lease provides for prescribed rent escalations over the life of the lease, with annualized straight line rents of approximately \$540,000.



**Table of Contents***Dispositions:*

On July 17, 2009, we sold our property located in Norfolk, Virginia for \$1.15 million, for a gain on the sale of approximately \$160,000. The proceeds from the sale were used to pay down our line of credit.

**Industry Classifications**

Gladstone Management Corporation, or our Adviser, seeks to diversify our portfolio to avoid dependence on any one particular tenant, geographic location or tenant industry. By diversifying our portfolio, our Adviser intends to reduce the adverse effect on our portfolio of a single under-performing investment or a downturn in any particular industry or geographic region. Our largest tenant at September 30, 2009 comprised approximately 7.3% of our total rental income, and our largest concentration of properties was located in Ohio, which accounted for approximately 17.7% of our total rental income. The table below reflects the breakdown of our total rental income by tenant industry classification for the nine months ended September 30, 2009 and 2008, respectively:

Industry Classification	September 30, 2009		September 30, 2008	
	Rental Income	Percentage of Rental Income	Rental Income	Percentage of Rental Income
Automobile	\$ 874,990	2.8%	\$ 874,990	3.0%
Beverage, Food & Tobacco	1,641,563	5.3%	1,534,622	5.3%
Buildings and Real Estate	1,519,251	4.9%	1,507,099	5.2%
Chemicals, Plastics & Rubber	2,395,845	7.7%	1,655,620	5.7%
Containers, Packaging & Glass	1,747,626	5.6%	1,706,406	5.8%
Diversified/Conglomerate Manufacturing	2,748,515	8.8%	2,249,576	7.7%
Diversified/Conglomerate Services	231,079	0.7%	231,079	0.8%
Electronics	4,624,341	14.8%	4,624,341	15.8%
Healthcare, Education & Childcare	4,609,061	14.8%	4,182,663	14.3%
Home & Office Furnishings	397,307	1.3%	397,307	1.4%
Insurance	542,150	1.7%	542,150	1.9%
Machinery	1,791,453	5.8%	1,644,601	5.6%
Oil & Gas	855,391	2.7%	864,332	3.0%
Personal & Non-Durable Consumer Products	1,016,041	3.3%	1,016,380	3.5%
Personal, Food & Miscellaneous Services	431,255	1.4%	431,255	1.5%
Printing & Publishing	1,639,363	5.3%	1,644,212	5.6%
Telecommunications	4,085,192	13.1%	4,084,777	13.8%
	\$ 31,150,423	100.0%	\$ 29,191,410	100.0%

**Our Adviser and Administrator**

Our Adviser is led by a management team which has extensive experience in our lines of business. Our Adviser is controlled by David Gladstone, our chairman and chief executive officer. Mr. Gladstone is also the chairman and chief executive officer of our Adviser. Terry Lee Brubaker, our vice chairman, chief operating officer, secretary and director, is a member of the board of directors of our Adviser and its vice chairman and chief operating officer. George Stelljes III, our president, chief investment officer and director, is a member of the board of directors of our Adviser and its president and chief investment officer. Our Adviser also has a wholly-owned subsidiary, Gladstone Administration, LLC, or our Administrator, which employs our chief financial officer, chief compliance officer, treasurer and their respective staffs.

Our Adviser and Administrator also provide investment advisory and administrative services to our affiliates, Gladstone Capital Corporation and Gladstone Investment Corporation, both publicly traded business development companies, as well as Gladstone Land Corporation, a private agricultural real estate company. With the exception of

our chief financial officer, all of our executive officers serve as either directors or executive officers, or both, of Gladstone Capital Corporation and Gladstone Investment Corporation. In the future, our Adviser may provide investment advisory and administrative services to other funds, both public and private, of which it is the sponsor.

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**Advisory and Administration Agreements**

We are externally managed pursuant to contractual arrangements with our Adviser and our Administrator, under which our Adviser and Administrator have directly employed all of our personnel and paid their payroll, benefits, and general expenses directly. On January 1, 2007, we entered into an advisory agreement with our Adviser, which we refer to as the Advisory Agreement, and an administration agreement with our Administrator, which we refer to as the Administration Agreement.

Under the terms of the Advisory Agreement, we are responsible for all expenses incurred for our direct benefit. Examples of these expenses include legal, accounting, interest on short-term debt and mortgages, tax preparation, directors and officers insurance, stock transfer services, stockholder related fees, consulting and related fees. In addition, we are also responsible for all fees charged by third parties that are directly related to our business, which may include real estate brokerage fees, mortgage placement fees, lease-up fees and transaction structuring fees (although we may be able to pass some or all of such fees on to our tenants and borrowers). During the three and nine months ended September 30, 2009 and 2008, none of these expenses were incurred by us directly. The actual amount of such fees that we incur in the future will depend largely upon the aggregate costs of the properties we acquire, the aggregate amount of mortgage loans we make and the extent to which we are able to shift the burden of such fees to our tenants and borrowers. Accordingly, the amount of these fees that we will pay in the future is not determinable at this time.

*Management Services and Fees under the Advisory Agreement*

The Advisory Agreement provides for an annual base management fee equal to 2.0% of our total stockholders' equity, less the recorded value of any preferred stock, and an incentive fee based on funds from operations, or FFO.

For purposes of calculating the incentive fee, FFO includes any realized capital gains and capital losses, less any distributions paid on preferred stock, but FFO does not include any unrealized capital gains or losses. The incentive fee would reward our Adviser if our quarterly FFO, before giving effect to any incentive fee, or pre-incentive fee FFO, exceeds 1.75%, or the hurdle rate, of total stockholders' equity, less the recorded value of any preferred stock. We pay our Adviser an incentive fee with respect to our pre-incentive fee FFO in each calendar quarter as follows:

no incentive fee in any calendar quarter in which our pre-incentive fee FFO does not exceed the hurdle rate of 1.75% (7% annualized);

100% of the amount of the pre-incentive fee FFO that exceeds the hurdle rate, but is less than 2.1875% in any calendar quarter (8.75% annualized); and

20% of the amount of our pre-incentive fee FFO that exceeds 2.1875% in any calendar quarter (8.75% annualized).

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*Quarterly Incentive Fee Based on FFO*

Pre-incentive fee FFO

(expressed as a percentage of total common stockholders' equity)

Percentage of pre-incentive fee FFO allocated to incentive fee

The incentive fee may be reduced because of our line of credit covenant which limits distributions to our stockholders to 95% of FFO. In order to comply with this covenant, our board of directors accepted our Adviser's offer to unconditionally, irrevocably and voluntarily waive on a quarterly basis a portion of the incentive fee for the three and nine months ended September 30, 2009 and 2008, which allowed us to maintain the current level of distributions to our stockholders. These waivers were applied through September 30, 2009 and any waived fees may not be recouped by our Adviser in the future. Our Adviser has indicated that it intends to continue to waive all or a portion of the incentive fee in order to support the current level of distributions to our stockholders, however, our Adviser is not required to issue any waiver, in whole or in part.

*Administration Agreement*

Under the Administration Agreement, we pay separately for our allocable portion of our Administrator's overhead expenses in performing its obligations including, but not limited to, rent for employees of our Administrator, and our allocable portion of the salaries and benefits expenses of our chief financial officer, chief compliance officer, treasurer and their respective staffs. Our allocable portion of expenses is derived by multiplying our Administrator's total expenses by the percentage of our total assets at the beginning of each quarter in comparison to the total assets of all companies managed by our Adviser under similar agreements.

**Critical Accounting Policies**

The preparation of our financial statements in accordance with generally accepted accounting principles in the United States of America, or GAAP, requires management to make judgments that are subjective in nature in order to make certain estimates and assumptions. Management relies on its experience, collects historical data and current market data, and analyzes this information in order to arrive at what it believes to be reasonable estimates. Under different conditions or assumptions, materially different amounts could be reported related to the accounting policies described below. In addition, application of these accounting policies involves the exercise of judgment on the use of assumptions as to future uncertainties and, as a result, actual results could materially differ from these estimates. A summary of all of our significant accounting policies is provided in Note 1 to our consolidated financial statements included elsewhere in this report. Below is a summary of accounting policies involving estimates and assumptions that require complex, subjective or significant judgments in their application and that materially affect our results of operations.

*Allocation of Purchase Price*

When we acquire real estate, we allocate the purchase price to the acquired tangible assets and liabilities, consisting of land, building, tenant improvements, long-term debt and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, the value of in-place leases,

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the value of unamortized lease origination costs, the value of tenant relationships and the value of capital lease obligations, based in each case on their fair values.

Management's estimates of value are made using methods similar to those used by independent appraisers (e.g., discounted cash flow analysis). Factors considered by management in its analysis include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. We also consider information obtained about each property as a result of our pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets and liabilities acquired. In estimating carrying costs, management also includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, which primarily range from 9 to 18 months, depending on specific local market conditions. Management also estimates costs to execute similar leases, including leasing commissions, legal and other related expenses to the extent that such costs are not already incurred in connection with a new lease origination as part of the transaction. Management also considers the nature and extent of our existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals (including those existing under the terms of the lease agreement), among other factors. A change in any of the assumptions above, which are very subjective, could have a material impact on our results of operations.

The allocation of the purchase price directly affects the following in our consolidated financial statements:

The amount of purchase price allocated to the various tangible and intangible assets on our balance sheet;

The amounts allocated to the value of above-market and below-market lease values are amortized to rental income over the remaining non-cancelable terms of the respective leases. The amounts allocated to all other tangible and intangible assets are amortized to depreciation or amortization expense. Thus, changes in the purchase price allocation among our assets could have a material impact on our FFO, which is used by many REIT investors to evaluate our operating performance; and

The period of time that tangible and intangible assets are depreciated over varies greatly and thus, changes in the amounts allocated to these assets will have a direct impact on our results of operations. Intangible assets are generally amortized over the respective life of the leases, which normally range from 10 to 15 years, we depreciate our buildings over 39 years, and land is not depreciated. These differences in timing could have a material impact on our results of operations.

*Asset Impairment Evaluation*

We periodically review the carrying value of each property to determine if circumstances that indicate impairment in the carrying value of the investment exist or that depreciation periods should be modified. In determining if impairment exists, management considers such factors as our tenants' payment history, the financial condition of our tenants, including calculating the current leverage ratios of tenants, the likelihood of lease renewal, business conditions in the industry in which our tenants operate and whether the carrying value of our real estate has decreased. If any of the factors above support the possibility of impairment, we prepare a projection of the undiscounted future cash flows, without interest charges, of the specific property and determine if the carrying amount in such property is recoverable. In preparing the projection of undiscounted future cash flows, we estimate the hold periods of the properties and cap rates using information we obtain from market comparability studies and other comparable sources. If impairment is indicated, the carrying value of the property would be written down to its estimated fair value based on our best estimate of the property's discounted future cash flows using assumptions or market participants. Any material changes to the estimates and assumptions used in this analysis could have a significant impact on our results of operations, as the changes would impact our determination of whether impairment is deemed to have occurred and the amount of impairment loss we would recognize.

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Using the methodology discussed above and in light of the current economic conditions discussed above in *Overview-Business Environment*, we performed an impairment analysis of our entire portfolio at September 30, 2009. We concluded that none of our properties are currently impaired, and we will continue to monitor our portfolio for any indicators that may change our conclusion.

*Provision for Loan Losses*

Our accounting policies require that we reflect in our financial statements an allowance for estimated credit losses with respect to mortgage loans we have made based upon our evaluation of known and inherent risks associated with our private lending assets. Management reflects provisions for loan losses based upon our assessment of general market conditions, our internal risk management policies and credit risk rating system, industry loss experience, our assessment of the likelihood of delinquencies or defaults, and the value of the collateral underlying our investments. Any material changes to the estimates and assumptions used in this analysis could have a significant impact on our results of operations. We did not make a loss allowance for our existing mortgage loan receivable as of September 30, 2009, as we believe the carrying value of the loan is fully collectible.

*Recently Issued Accounting Pronouncements*

Refer to Note 1 in the accompanying consolidated financial statements for a summary of all recently issued accounting pronouncements.

**Table of Contents****Results of Operations**

Our weighted-average yield on the portfolio as of September 30, 2009 was approximately 9.57%. The weighted-average yield on our portfolio is calculated by taking the annualized straight-line rents, reflected as rental income on our consolidated statements of operations, or mortgage interest payments, reflected as interest income from mortgage notes receivable on our consolidated statements of operations, of each acquisition or mortgage loan as a percentage of the acquisition or loan price, as applicable. The weighted-average yield does not take into account the interest expense incurred on the financings placed on our properties.

*A comparison of our operating results for the three and nine months ended September 30, 2009 and 2008 is below:*

	For the three months ended September 30,				For the nine months ended September 30,			
	2009	2008	\$ Change	% Change	2009	2008	\$ Change	% Change
Operating revenues								
Rental income	\$ 10,383,002	\$ 10,131,678	\$ 251,324	2%	\$ 31,150,423	\$ 29,191,410	\$ 1,959,013	7%
Interest income from mortgage notes receivable	191,667	216,446	(24,779)	-11%	568,750	673,548	(104,798)	-16%
Tenant recovery revenue	82,425	83,144	(719)	-1%	247,593	253,495	(5,902)	-2%
Total operating revenues	10,657,094	10,431,268	225,826	2%	31,966,766	30,118,453	1,848,313	6%
Operating expenses								
Depreciation and amortization	3,284,723	3,256,602	28,121	1%	9,875,156	9,416,786	458,370	5%
Property operating expenses	219,537	222,647	(3,110)	-1%	687,129	665,103	22,026	3%
Due diligence expense		2,158	(2,158)	-100%	16,433	4,282	12,151	284%
Base management fee	342,743	404,108	(61,365)	-15%	1,073,041	1,255,833	(182,792)	-15%
Incentive fee	835,003	793,787	41,216	5%	2,433,945	2,300,286	133,659	6%
Administration fee	293,075	238,241	54,834	23%	774,636	724,978	49,658	7%
Professional fees	105,368	117,857	(12,489)	-11%	466,529	362,584	103,945	29%
Insurance	50,757	43,354	7,403	17%	147,561	126,947	20,614	16%

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Directors fees	49,459	54,702	(5,243)	-10%	149,547	161,202	(11,655)	-7%
Stockholder related expense	32,914	42,232	(9,318)	-22%	204,806	271,430	(66,624)	-25%
Asset retirement obligation expense	36,060	34,711	1,349	4%	106,441	97,077	9,364	10%
General and administrative	19,643	10,079	9,564	95%	45,647	40,582	5,065	12%
Total operating expenses before credit from Adviser	5,269,282	5,220,478	48,804	1%	15,980,871	15,427,090	553,781	4%
Credit to incentive fee	(200,264)	(205,876)	5,612	-3%	(564,968)	(941,928)	376,960	-40%
Total operating expenses	5,069,018	5,014,602	54,416	1%	15,415,903	14,485,162	930,741	6%
Other income (expense)								
Interest income from temporary investments	524	4,559	(4,035)	-89%	17,989	20,796	(2,807)	-13%
Interest income employee loans	48,130	49,624	(1,494)	-3%	145,878	152,620	(6,742)	-4%
Other income		7,500	(7,500)	-100%	11,320	56,493	(45,173)	-80%
Interest expense	(4,521,848)	(4,354,381)	(167,467)	4%	(13,443,405)	(12,106,885)	(1,336,520)	11%
Total other expense	(4,473,194)	(4,292,698)	(180,496)	4%	(13,268,218)	(11,876,976)	(1,391,242)	12%
Income from continuing operations	1,114,882	1,123,968	(9,086)	-1%	3,282,645	3,756,315	(473,670)	-13%
Discontinued operations								
Income from discontinued	4,070	17,591	(13,521)	-77%	42,823	21,392	21,431	100%



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operations								
Gain on sale of real estate	160,038		160,038	100%	160,038		160,038	100%
Total discontinued operations	164,108	17,591	146,517	833%	202,861	21,392	181,469	848%
Net income	1,278,990	1,141,559	137,431	12%	3,485,506	3,777,707	(292,201)	-8%
Distributions attributable to preferred stock	(1,023,437)	(1,023,437)		0%	(3,070,312)	(3,070,312)		0%
Net income available to common stockholders	\$ 255,553	\$ 118,122	\$ 137,431	116%	\$ 415,194	\$ 707,395	\$ (292,201)	-41%

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*Operating Revenues*

Rental income increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily as a result of the properties acquired during the nine months ended September 30, 2008 that were held for the full nine-month period in 2009.

Interest income from mortgage notes receivable decreased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily because interest income on our mortgage loan is based on the London Interbank Offered Rate, or LIBOR, which has significantly decreased over the past year.

Tenant recovery revenue decreased slightly for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily as a result of a decrease in the insurance premiums on some of our properties in which the tenants reimburse us for insurance expense.

*Operating Expenses*

Depreciation and amortization expenses increased during the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, as a result of the properties acquired during the nine months ended September 30, 2008 that were held for the full nine-month period in 2009.

Property operating expenses consist of franchise taxes, management fees, insurance, ground lease payments and overhead expenses paid on behalf of certain of our properties. Property operating expenses remained relatively flat during the three months ended September 30, 2009, as compared to the three months ended September 30, 2008, and increased slightly for the nine months ended September 30, 2009, as compared to the nine months ended September 30, 2008, primarily because of an increase in franchise taxes paid in certain states coupled with repairs and maintenance performed at certain of our properties.

Due diligence expense primarily consists of legal fees and fees incurred for third-party reports prepared during our due diligence work. There was no due diligence expense incurred for the three months ended September 30, 2009.

Due diligence expenses increased for the nine months ended September 30, 2009, as compared to the nine months ended September 30, 2008, primarily due to the adoption of ASC 805 on January 1, 2009, discussed in detail in Note 1 of the accompanying consolidated financial statements, which requires us to no longer capitalize due diligence costs into the price of the acquisition.

The base management fee decreased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, as a result of a decrease in total common stockholders' equity, the main component of the calculation. Total common stockholders' equity decreased because distributions to common stockholders for the nine months ended September 30, 2009 exceeded net income during the period by approximately \$6.1 million. The calculation of the base management fee is described in detail above under *-Advisory and*

*Administration Agreements.*

The incentive fee increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, due to the increase in pre-incentive fee FFO as a result of our increased rental income discussed above, coupled with the decrease in total common stockholders' equity. The calculation of the incentive fee is described in detail above under *-Advisory and Administration Agreements.*

The administration fee increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily as a result of an increase in our total assets in comparison to the total assets of all companies managed by our Adviser under similar agreements, coupled with the costs incurred by our Administrator, which are directly allocable to us, for the implementation of real estate software. The calculation of the administrative fee is described in detail above under *-Advisory and Administration Agreements.*

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Professional fees, consisting primarily of legal and accounting fees, decreased during the three months ended September 30, 2009, as compared to the three months ended September 30, 2008, primarily as a result of a decrease in legal fees incurred during the three months ended September 30, 2009. Professional fees increased during the nine months ended September 30, 2009, as compared to the nine months ended September 30, 2008, primarily as a result of an increase in legal and other professional fees relating to ongoing lease renegotiations and reviews of our legal work with our existing tenants, coupled with research on state tax issues incurred during 2009.

Insurance expense consists of the premiums paid for directors' and officers' insurance, which is renewed annually each September. Insurance expense increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, because of an increase in the premiums for the period from September 2008 through September 2009.

Directors' fees decreased during the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily as a result of one of the independent directors becoming an interested director in January 2008, and thus not being paid an annual stipend during 2009.

Stockholder related expense decreased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily as a result of decreased costs associated with printing and filing our proxy materials.

Asset retirement obligation expense increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily as a result of a property acquired in March 2008, which was required to recognize an asset retirement liability, coupled with the increase in the accretion of the expense over the term of the lease including renewal periods.

General and administrative expenses increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily as a result of an increase in the amount of travel for site visits to our properties, coupled with an increase in bank service charges.

*Other Income and Expense*

Interest income from temporary investments decreased during the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily because of lower interest rates earned on our money market accounts, partially offset by interest received in 2009 from funds held on deposit for a prospective real estate acquisition, coupled with interest earned on amounts held in reserve accounts with our lenders.

Interest income on employee loans decreased during the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008. This decrease was a result of loan payoffs by employees during 2008, coupled with other partial principal repayments over the periods.

Other income decreased during the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008, primarily because we no longer receive management fees from our tenant in our Burnsville, Minnesota property.

Interest expense increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008. This was primarily a result of long-term financings, which closed during 2008, that were held for the full period during 2009.

*Discontinued Operations*

Income from discontinued operations primarily relates to the property we sold, which was located in Norfolk, Virginia, including a gain on the sale of the property of approximately \$160,000. This is partially offset by continuing expenses related to the two Canadian properties, which we sold in July 2006. The

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expenses for the two Canadian properties relate to legal fees associated with the dissolution of the entities, which sold the properties.

### *Net Income Available to Common Stockholders*

Net income available to common stockholders increased for the three and nine months ended September 30, 2009, as compared to the three and nine months ended September 30, 2008. This increase was primarily a result of the gain on sale of our property in Norfolk, Virginia coupled with the growth of our portfolio of investments in the past year and the corresponding increase in our revenues and the other events described above. This increase was partially offset by increased interest expense from the increased number of properties which have long-term financing.

## **Liquidity and Capital Resources**

### *Future Capital Needs*

At September 30, 2009, we had approximately \$2.8 million in cash and cash equivalents. We have access to our existing line of credit with an available borrowing capacity of \$14.6 million, and have obtained mortgages on 55 of our properties. We had investments in 64 real properties for a net carrying value, including intangible assets, of approximately \$386.9 million and one mortgage loan receivable for \$10.0 million. As discussed in *Overview-Business Environment* above, while there have been improvements in the economy, we continue to be impacted by weak economic conditions, which have affected our ability to obtain additional mortgages, as well as our ability to borrow funds and issue equity securities, our principal sources of external financing. Until economic conditions recover, we intend to fund our existing contractual obligations with our cash flows from operations and borrowing against our existing line of credit. If economic conditions continue to improve, we are hopeful that we will be able to issue additional equity securities under our effective shelf registration statement in order to acquire additional properties, make mortgage loans, purchase shares of our preferred stock on the open market or pay down borrowing under our line of credit. The registration statement permits us to issue, through one or more transactions, up to an aggregate of \$300.0 million in securities consisting of common or preferred stock, all of which was available as of September 30, 2009. On November 4, 2009, we entered into the Open Market Sale Agreement with Jefferies under which we may, from time to time, offer and sell shares of our common stock with an aggregate sales price of up to \$25.0 million through Jefferies, or to Jefferies for resale, based upon our instructions (including any price, time or size limits or other customary parameters or conditions we may impose).. Sales of our common stock through Jefferies, if any, will be executed by means of ordinary brokers' transactions on the NASDAQ Global Market or otherwise at market prices, in privately negotiated transactions, crosses or block transactions as may be agreed between us and Jefferies, including a combination of any of these transactions. We will pay Jefferies a commission, or allow a discount, as the case may be, in each case equal to 2.0% of the gross sales proceeds of any common stock sold through Jefferies as agent under the Open Market Sale Agreement.

In addition, as discussed in *Overview-Business Environment* above, as banks begin lending again we intend to obtain mortgages on any additional acquired properties by collateralizing the mortgages with some or all of our real property, or by borrowing against our existing line of credit. We may also use these funds for general corporate needs. If we are unable to make any required debt payments on any borrowings, our lenders could foreclose on the properties collateralizing their loans, which could cause us to lose part or all of our investments in such properties. We do not have any balloon principal payments due under any of our long-term mortgages until 2010, and the \$48.0 million mortgage that matures in 2010 has three annual extension options through 2013.

We also need sufficient capital to fund our distributions to stockholders, pay the debt service costs on our existing long-term mortgages, and fund our current operating costs. We may require credits to our management fees, issued from our Adviser, in order to meet these obligations, although our Adviser is under no obligation to provide such credits, in whole or in part. We routinely review our liquidity

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requirements, and we believe that our current cash flows from operations, coupled with our current availability on our line of credit, are sufficient to continue operations and pay distributions to our stockholders..

*Operating Activities*

Net cash provided by operating activities during the nine months ended September 30, 2009 was approximately \$12.1 million, compared to net cash provided by operating activities of approximately \$12.2 million for the nine months ended September 30, 2008. A majority of cash from operating activities is generated from the rental payments we receive from our tenants and the interest payments we receive from our borrower. We utilize this cash to fund our property-level operating expenses and use the excess cash primarily for debt and interest payments on our mortgage notes payable, interest payments on our line of credit, distributions to our stockholders, management fees to our Adviser, and other entity level expenses.

*Investing Activities*

Net cash used in investing activities during the nine months ended September 30, 2009 was approximately \$13,000, which primarily consisted of an increase in the amount of restricted cash, net payments to lenders for reserves and leasing commissions paid related to the extension of the lease for our property located in Eatontown, New Jersey, partially offset by the proceeds from the sale of our property located in Norfolk, Virginia, as compared to net cash used in investing activities during the nine months ended September 30, 2008 of approximately \$50.1 million, which primarily consisted of the purchase of six properties. We have not purchased any properties since August 2008 because of the lack of access to capital as discussed in *Overview-Business Environment* above, which resulted in the significant decrease in the cash used in investing activities from 2008 to 2009.

*Financing Activities*

Net cash used in financing activities for the nine months ended September 30, 2009 was approximately \$13.8 million, which primarily consisted of repayment of our short-term loan, repayments on our line of credit, principal repayments on mortgage notes payable and distributions paid to our stockholders, partially offset by borrowing on our line of credit. Net cash provided by financing activities for the nine months ended September 30, 2008 was approximately \$39.6 million, which primarily consisted of the proceeds from borrowings from mortgage notes payable, borrowings on our line of credit, partially offset by payments for deferred financing costs, principal repayments on mortgage notes payable, repayments on our line of credit and distributions paid to our stockholders.

*Mortgage Notes Payable*

As of September 30, 2009 we had 16 fixed-rate mortgage notes payable in the aggregate principal amount of approximately \$253.4 million, collateralized by a total of 55 properties with terms at issuance ranging from 2 years to 25 years. The weighted-average interest rate on the mortgage notes payable as of September 30, 2009 was approximately 6.0%.

*Line of Credit*

We have a \$50.0 million senior revolving credit agreement, or Credit Agreement, with a syndicate of banks led by KeyBank National Association, or KeyBank, which mature on December 29, 2009; however, we intend to exercise our option to extend the line of credit through December 29, 2010. On June 30, 2009, we amended our Credit Agreement to reduce our commitment from \$95.0 million to \$50.0 million, in exchange for modifications to certain terms under the Credit Agreement. The definition of FFO was modified to exclude from the calculation of FFO acquisition related costs that are required to be expensed under ASC 805. In addition, the aggregate amount we can issue under the Credit Agreement as letters of credit was reduced from \$20.0 million to \$10.5 million.

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As long as we are in compliance with covenants under our line of credit, we have the option to extend the line of credit for an additional year, and we currently intend to exercise this option. We must notify KeyBank of our intention to exercise the renewal option 45 days prior to the maturity date and pay an extension fee of 0.20% of the total commitment outstanding at the date of notification. The interest rate charged on the advances under the facility is based on LIBOR, the prime rate or the federal funds rate, depending on market conditions, and adjusts periodically. The unused portion of the line of credit is subject to a fee of 0.15% per year. Our ability to access this funding source is subject to us continuing to meet customary lending requirements such as compliance with financial and operating covenants and meeting certain lending limits. One such covenant requires us to limit distributions to our stockholders to 95% of our funds from operations, or FFO, less those acquisition related costs that are required to be expensed under ASC 805. In addition, the maximum amount we may draw under this agreement is based on a percentage of the value of properties pledged as collateral to the banks, which must meet agreed upon eligibility standards. In addition those properties that are pledged as collateral to the banks are pledged through a perfected first priority lien in the equity interest of the special purpose entity ( SPE ) that owns the property. In addition the Operating Partnership, which is the entity that owns the SPEs, is precluded from transferring the SPEs or unconsolidated affiliates to us. If and when long-term mortgages are arranged for these pledged properties, the banks will release the properties from the line of credit and reduce the availability under the line of credit by the advanced amount of the removed property. Conversely, as we purchase new properties meeting the eligibility standards, we may pledge these new properties to obtain additional advances under this agreement. The availability under the line of credit will also be reduced by letters of credit used in the ordinary course of business. We may use the advances under the line of credit for both general corporate purposes and the acquisition of new investments. As of September 30, 2009, there was \$31.8 million outstanding under the line of credit at an interest rate of approximately 2.2%, and approximately \$3.6 million outstanding under letters of credit at a weighted average interest rate of approximately 2.0%. At September 30, 2009, the remaining borrowing capacity available under the line of credit was approximately \$14.6 million. We were in compliance with all covenants under the line of credit as of September 30, 2009.

*Short-Term Loan*

On December 21, 2007, we entered into a \$20.0 million unsecured short-term loan with KeyBank, which matured on December 20, 2008. We exercised our option to extend the term for an additional six months and, on March 31, 2009, we repaid in full the unsecured short-term loan, using proceeds from borrowings under our line of credit. The interest rate charged on the loan was based on LIBOR, the prime rate or the federal funds rate, depending on market conditions, and adjusted periodically.

**Contractual Obligations**

The following table reflects our significant contractual obligations as of September 30, 2009:

Contractual Obligations	Total	Payments Due by Period			More than 5 Years
		Less than 1 Year	1-3 Years	3-5 Years	
Debt Obligations <sup>(1)</sup>	\$ 285,172,911	\$ 34,397,254	\$ 53,728,980	\$ 32,256,072	\$ 164,790,605
Interest on Debt Obligations <sup>(2)</sup>	82,209,977	16,166,528	24,049,137	22,255,673	19,738,639
Capital Lease Obligations <sup>(3)</sup>	300,000				300,000
Operating Lease Obligations <sup>(4)</sup>	1,791,997	152,510	305,021	305,021	1,029,445
<b>Total</b>	<b>\$ 369,474,885</b>	<b>\$ 50,716,292</b>	<b>\$ 78,083,138</b>	<b>\$ 54,816,766</b>	<b>\$ 185,858,689</b>

(1) Debt obligations represent borrowings under our line of credit, which

represents \$31.8 million of the debt obligation due in less than 1 year, and mortgage notes payable that were outstanding as of September 30, 2009. The line of credit matures in December 2009, and we expect to exercise our option to extend the term for an additional year. The \$48.0 million mortgage note issued in September 2008 matures in October 2010, and we expect to exercise our options to extend the term through October 2013.

- (2) Interest on debt obligations includes estimated interest on our borrowings under our line of credit. The balance and interest rate on our line of credit is variable, thus the amount of interest calculated for purposes of this table was based upon rates and balances as of September 30,

2009.

- (3) Capital lease obligations represent the obligation to purchase the land held under the ground lease on our property located in Fridley, Minnesota.
- (4) Operating lease obligations represent the ground lease payments due on our Tulsa, Oklahoma property. The lease expires in June 2021.



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**Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of SEC Regulation S-K as of September 30, 2009.

**Funds from Operations**

The National Association of Real Estate Investment Trusts, or NAREIT, developed FFO as a relative non-GAAP supplemental measure of operating performance of an equity REIT, in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. FFO, as defined by NAREIT, is net income (computed in accordance with GAAP), excluding gains or losses from sales of property, plus depreciation and amortization of real estate assets, and after adjustments for unconsolidated partnerships and joint ventures.

FFO does not represent cash flows from operating activities in accordance with GAAP, which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income, and should not be considered an alternative to net income as an indication of our performance or to cash flows from operations as a measure of liquidity or ability to make distributions. Comparison of FFO, using the NAREIT definition, to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs.

FFO available to common stockholders is FFO adjusted to subtract preferred share distributions. We believe that net income available to common stockholders is the most directly comparable GAAP measure to FFO available to common stockholders.

Basic funds from operations per share, or Basic FFO per share, and diluted funds from operations per share, or Diluted FFO per share, is FFO available to common stockholders divided by weighted average common shares outstanding and FFO available to common stockholders divided by weighted average common shares outstanding on a diluted basis, respectively, during a period. We believe that FFO available to common stockholders, Basic FFO per share and Diluted FFO per share are useful to investors because they provide investors with a further context for evaluating our FFO results in the same manner that investors use net income and earnings per share, or EPS, in evaluating net income available to common stockholders. In addition, since most REITs provide FFO available to common stockholders, Basic FFO and Diluted FFO per share information to the investment community, we believe these are useful supplemental measures for comparing us to other REITs. We believe that net income is the most directly comparable GAAP measure to FFO, Basic EPS is the most directly comparable GAAP measure to Basic FFO per share, and that diluted EPS is the most directly comparable GAAP measure to Diluted FFO per share.

The following table provides a reconciliation of our FFO for the three and nine months ended September 30, 2009 and 2008, to the most directly comparable GAAP measure, net income, and a computation of basic and diluted FFO per weighted average common share and basic and diluted net income per weighted average common share:

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	For the three months ended September 30,		For the nine months ended September 30,	
	2009	2008	2009	2008
Net income	\$ 1,278,990	\$ 1,141,559	\$ 3,485,506	\$ 3,777,707
Less: Distributions attributable to preferred stock	(1,023,437)	(1,023,437)	(3,070,312)	(3,070,312)
Net income available to common stockholders	255,553	118,122	415,194	707,395
Add: Real estate depreciation and amortization, including discontinued operations	3,284,723	3,262,903	9,885,571	9,435,690
Less: Gain on sale of real estate	(160,038)		(160,038)	
FFO available to common stockholders	\$ 3,380,238	\$ 3,381,025	\$ 10,140,727	\$ 10,143,085
Weighted average shares outstanding basic & diluted	8,563,264	8,565,264	8,563,264	8,565,264
Basic & diluted net income per weighted average common share	\$ 0.03	\$ 0.01	\$ 0.05	\$ 0.08
Basic & diluted FFO per weighted average common share	\$ 0.39	\$ 0.39	\$ 1.18	\$ 1.18
Distributions declared per common share	\$ 0.38	\$ 0.38	\$ 1.13	\$ 1.13
Percentage of FFO paid per common share	95%	95%	95%	95%

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. The primary risk that we believe we will be exposed to is interest rate risk. We currently own one variable rate loan receivable, certain of our leases contain escalations based on market interest rates, and the interest rate on our existing line of credit is variable. Although we seek to mitigate this risk by structuring such provisions of our loans and leases to contain a minimum interest rate or escalation rate, as applicable, these features do not eliminate this risk. We are also exposed to the effects of interest rate changes as a result of the holding of our cash and cash equivalents in short-term, interest-bearing investments. We have not entered into any derivative contracts to attempt to further manage our exposure to interest rate fluctuations.

To illustrate the potential impact of changes in interest rates on our net income for the three and nine months ended September 30, 2009 and 2008, we have performed the following analysis, which assumes that our balance sheet remains constant and no further actions beyond a minimum interest rate or escalation rate are taken to alter our existing interest rate sensitivity.

The following table summarizes the impact of a 1% increase and 1% decrease in the one month LIBOR for the three and nine months ended September 30, 2009 and 2008.

	For the three months ended September 30,		For the nine months ended September 30,	
	2009	2008	2009	2008
<b>1% increase in the one month LIBOR</b>				
Rental & interest income	\$	\$ 27,308	\$ 5	\$ 82,106
Interest expense	81,267	77,178	241,150	229,856
Net decrease	\$ (81,267)	\$ (49,869)	\$ (241,145)	\$ (147,750)
Net income available to common stockholders (as reported)	\$ 255,553	\$ 118,122	\$ 415,194	\$ 707,395
Net decrease as percentage of Net income available to common stockholders (as reported)	-31.8%	-42.2%	-58.1%	-20.9%
<b>1% decrease in the one month LIBOR</b>				
Rental & interest income	\$	\$ (24,779)	\$	\$ (75,939)
Interest expense	\$ (81,267)	\$ (77,178)	\$ (241,150)	\$ (229,856)
Net increase	\$ 81,267	\$ 52,399	\$ 241,150	\$ 153,917
Net income available to common stockholders	\$ 255,553	\$ 118,122	\$ 415,194	\$ 707,395
Net increase as percentage of Net income available to common stockholders	31.8%	44.4%	58.1%	21.8%

As of September 30, 2009, the fair value of our fixed rate debt outstanding was approximately \$240.0 million. Interest rate fluctuations may affect the fair value of our fixed rate debt instruments. If interest rates on our fixed rate debt

instruments, using rates at September 30, 2009, had been one percentage point higher or lower, the fair value of those debt instruments on that date would have decreased or increased by approximately \$10.7 million and \$10.1 million, respectively.

In the future, we may be exposed to additional effects of interest rate changes primarily as a result of our line of credit or long-term mortgage debt used to maintain liquidity and fund expansion of our real estate investment portfolio and operations. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve this objective, we will borrow primarily at fixed rates or variable rates with the lowest margins available and, in some cases, with the ability to convert variable rates to fixed rates. We may also enter into derivative

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financial instruments such as interest rate swaps and caps in order to mitigate the interest rate risk on a related financial instrument. We will not enter into derivative or interest rate transactions for speculative purposes. In addition to changes in interest rates, the value of our real estate is subject to fluctuations based on changes in local and regional economic conditions and changes in the creditworthiness of lessees and borrowers, all of which may affect our ability to refinance debt if necessary.

**Item 4. Controls and Procedures**

a) Evaluation of Disclosure Controls and Procedures

As of September 30, 2009, our management, including our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d-15(e)). Based on that evaluation, management, including the chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were effective as of September 30, 2009 in providing a reasonable level of assurance that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in applicable SEC rules and forms, including providing a reasonable level of assurance that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of necessarily achieving the desired control objectives, and management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

b) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

Neither we nor any of our subsidiaries are currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us or our subsidiaries.

**Item 1A. Risk Factors**

Our business is subject to certain risks and events that, if they occur, could adversely affect our financial condition and results of operations and the trading price of our common stock. For a discussion of these risks, please refer to the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2008, filed by us with the Securities and Exchange Commission on February 25, 2009. In connection with our preparation of this quarterly report, we have reviewed and considered these risk factors and have determined that the following risk factor should be read in connection with the existing risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2008

*Our real estate investments have a limited number of tenants and are concentrated in a limited number of industries, which subjects us to an increased risk of significant loss if any one of these tenants is unable to pay or if particular industries experience downturns.*

As of September 30, 2009, we owned 64 properties and had 50 tenants in these properties, and our 5 largest tenants accounted for approximately 24.0% of our total rental income. A consequence of a limited number of tenants is that the aggregate returns we realize may be substantially adversely affected by the unfavorable performance of a small number of tenants. We do not have fixed guidelines for industry concentration and our investments could potentially be concentrated in relatively few industries. As of September 30, 2009, 14.8% of our total rental income was earned from tenants in the electronic industry, 14.8% of our total rental income was earned from tenants in the healthcare, education and childcare industry and 13.1% of our total rental income was earned from tenants in the telecommunications industry. As a result, a downturn in an industry in which we have invested a significant portion of our total assets could have a material adverse effect on us.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of security holders during the three months ended September 30, 2009.

**Item 5. Other Information**

Not applicable.

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**Item 6. Exhibits**

**Exhibit Index**

**Exhibit Description of Document**

- 3.1 Amended and Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S -11 (File No. 333-106024), filed September 11, 2003.
- 3.1.1 Articles of Amendment to Articles of Amended and Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1.1 to the Form 10-Q (File No. 001-33097), filed July 30, 2009.
- 3.2 Bylaws, incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-11 (File No. 333-106024), filed September 11, 2003.
- 3.2.1 First Amendment to Bylaws, incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K (File No. 000-50363), filed July 10, 2007.
- 4.1 Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.75% Series A Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.3 of Form 8-A (File No. 000-50363), filed January 19, 2006.
- 4.2 Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.5% Series B Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.4 of Form 8-A (File No. 000-50363), filed October 19, 2006.
- 4.3 Form of Certificate for 7.75% Series A Cumulative Redeemable Preferred Stock of Gladstone Commercial Corporation, incorporated by reference to Exhibit 4.1 of Form 8-A (File No. 000-50363), filed January 19, 2006.
- 4.4 Form of Certificate for 7.5% Series B Cumulative Redeemable Preferred Stock of Gladstone Commercial Corporation, incorporated by reference to Exhibit 4.2 of Form 8-A (File No. 000-50363), filed October 19, 2006.
- 11 Computation of Per Share Earnings from Operations (included in the notes to the unaudited consolidated financial statements contained in this report).
- 31.1 Certification of Chief Executive Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**Gladstone Commercial Corporation**

Date: November 4, 2009

By: /s/ Danielle Jones  
Danielle Jones  
Chief Financial Officer

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