

Gladstone Commercial Announces 2006 Year-End Results

- Reports net income available to common stockholders of approximately \$2.2 million or \$0.27 per diluted weighted average common share**
- Reports funds from operations ("FFO") of approximately \$9.4 million or \$1.18 per diluted weighted average common share**
- Purchased nine properties for a total investment of approximately \$78.5 million**
- Sold two properties for a net gain on sale after taxes of approximately \$1.1 million or \$0.14 per diluted weighted average common share**
- Acquired one property in satisfaction of a mortgage loan for approximately \$11.3 million**

MCLEAN, Va.--(BUSINESS WIRE)--

Gladstone Commercial Corp. (NASDAQ:GOOD) (the "Company") today reported financial results for the year ended December 31, 2006. A description of FFO, a relative non-GAAP ("Generally Accepted Accounting Principles in the United States") financial measure, is located at the end of this news release. All per share references are fully diluted weighted average common shares, unless otherwise noted.

Net income available to common stockholders for the year ended December 31, 2006 was \$2,185,938, or \$0.27 per share, compared to \$3,601,945, or \$0.47 per share, for the same period one year ago. Net income results when compared to the same period last year were affected by increased interest expense associated with the leveraging of the Company's properties, stock option expense associated with the amendment of options granted under the Company's 2003 Equity Incentive Plan, as amended (the "2003 Plan"), the write-off of deferred financing fees related to the termination of the line of credit with Branch Banking & Trust ("BB&T"), and dividends paid on the Company's preferred stock, partially offset by the gain on the sale of the two Canadian properties in July.

FFO for the year ended December 31, 2006 was \$9,428,822, or \$1.18 per share, compared to \$7,253,064, or \$0.94 per share, for the same period one year ago. FFO for the quarter ended December 31, 2006 was \$2,293,178, or \$0.28 per share, compared to \$2,326,026, or \$0.30 per share, for the same period one year ago. A reconciliation of net income, which the Company believes is the most directly comparable GAAP measure to FFO, is set forth below:

| | For the three months ended December 31, 2006 | For the three months ended December 31, 2005 | For the year ended December 31, 2006 | For the year ended December 31, 2005 |
|--|---|---|---|---|
| | ----- | ----- | ----- | ----- |
| Net income | \$895,853 | \$1,049,819 | \$4,372,828 | \$3,601,945 |
| Less: | | | | |
| Dividends attributable to preferred stock | (873,696) | - | (2,186,890) | - |
| | ----- | ----- | ----- | ----- |
| Net income available to common stockholders | 22,157 | 1,049,819 | 2,185,938 | 3,601,945 |
| | ----- | ----- | ----- | ----- |
| Add: Real estate depreciation and amortization, including discontinued operations | 2,271,021 | 1,276,207 | 8,349,474 | 3,651,119 |
| Less: Gain on sale of real estate, net of taxes paid | - | - | (1,106,590) | - |
| | ----- | ----- | ----- | ----- |
| FFO available to common stockholders | \$2,293,178 | \$2,326,026 | \$9,428,822 | \$7,253,064 |
| | | | | |
| Weighted average shares outstanding - basic | 8,052,148 | 7,672,000 | 7,827,781 | 7,670,219 |
| Weighted average shares outstanding - diluted | 8,196,605 | 7,737,297 | 7,986,690 | 7,723,220 |
| | | | | |
| Basic net income per weighted average common share | \$0.00 | \$0.14 | \$0.28 | \$0.47 |
| | ===== | ===== | ===== | ===== |
| Diluted net income per weighted average common share | \$0.00 | \$0.14 | \$0.27 | \$0.47 |
| | ===== | ===== | ===== | ===== |
| Basic FFO per weighted | | | | |

| | | | | |
|--|--------|--------|--------|--------|
| average common share | \$0.28 | \$0.30 | \$1.20 | \$0.95 |
| ===== | | | | |
| Diluted FFO per weighted average common share | \$0.28 | \$0.30 | \$1.18 | \$0.94 |
| ===== | | | | |

Year-end highlights:

- Purchased nine properties with an aggregate of approximately 979,000 square feet for an aggregate purchase price of approximately \$78.5 million;
- Sold two properties for a net gain on sale after taxes of approximately \$1.1 million; and
- Acquired one property in satisfaction of the mortgage loan on the Sterling Heights, Michigan property for approximately \$11.3 million.

In August 2006, the Company ceased accruing revenues on its mortgage loan secured by an industrial property in Sterling Heights, Michigan, placed the borrower in default and began pursuing available remedies under its mortgage, including instituting foreclosure proceedings on the property. At the foreclosure sale on September 22, 2006, the Company was the successful bidder. The Company recorded the real estate asset at approximately \$11.3 million, which equaled the outstanding principal balance and accrued, non-default interest due under the mortgage loan to the Company. On October 20, 2006, the Company executed a lease with a new tenant for the property, with a term of ten years. The lease provides for annual rents of approximately \$1.1 million in 2007, with prescribed escalations thereafter. The Company also pursued its deficiency relating to default interest, expenses and prepayment fees of approximately \$650,000 against the borrower and its affiliated tenant who had filed for bankruptcy protection and collected approximately \$655,000 from the tenant and borrower in October 2006.

On August 31, 2006, all the holders of outstanding stock options accepted the Company's offer to amend their stock options and accelerate the expiration date of the outstanding options to December 31, 2006. All outstanding stock options were exercised before December 31, 2006. The acceptance of the offer allowed the Company to enter into an amended and restated investment advisory agreement (the "Amended Advisory Agreement") with the Company's external investment adviser, Gladstone Management Corporation (the "Adviser"), and an administration agreement (the "Administration Agreement") between the Company and Gladstone Administration, LLC, a wholly-owned subsidiary of the Adviser. The Company terminated the 2003 Plan on December 31, 2006. Upon termination of the 2003 Plan, the Company implemented the Amended Advisory Agreement and Administration Agreement effective on January 1, 2007.

On December 29, 2006, the Company entered into a \$75 million senior revolving credit agreement with a syndicate of banks led by KeyBank National Association, which matures on December 29, 2009 with an option to extend for an additional year. The new revolving credit facility replaces a previous facility led by BB&T, which was terminated upon the closing of the new line.

"Our year end results were affected by several non-recurring items, including stock option expense associated with the amendment of options granted under the 2003 Plan and the write-off of deferred financing fees related to the termination of the line of credit with BB&T totaling approximately \$985,000 or \$0.12 per share," said Chip Stelljes, Executive Vice President and Chief Investment Officer. "These non-recurring expenses were positively offset by the nine properties acquired during the year, along with the sale of the two Canadian properties. We also signed a ten year lease with a new tenant for our Sterling Heights, Michigan property, allowing us to create an income producing asset from the previously defaulted mortgage loan on the property. We believe the property dispositions, the successful leasing of the Michigan property, along with the acquisition of nine properties during the year will benefit our shareholders over the long term and will result in a stronger and more focused portfolio in 2007."

Subsequent to year end, the Company:

- Declared monthly cash dividends on common stock of \$0.12 per common share for each of the months of January, February and March 2007;
- Declared monthly cash dividends on Series A Cumulative Redeemable Preferred Stock of \$0.1614583 per share for the months of January, February and March 2007;
- Declared monthly cash dividends on Series B Cumulative Redeemable Preferred Stock of \$0.15625 per share for the months of January, February and March 2007; and
- Acquired two properties with an aggregate of 175,500 square feet for a purchase price of approximately \$15.7 million.

The financial statements attached below are without footnotes so readers should obtain and carefully review the Company's Form 10-K for the year ended December 31, 2006, including the footnotes to the financial statements contained therein. The Company has filed the Form 10-K today with the SEC and the Form 10-K can be retrieved from the SEC's website at www.sec.gov or the Company's website at www.GladstoneCommercial.com.

The Company will hold a conference call Wednesday, February 28, 2007 at 8:30 a.m. ET to discuss its earnings results. Please call (877) 407-8031 to enter the conference. An operator will monitor the call and set a queue for the questions.

The conference call replay will be available two hours after the call and will be available through March 28, 2007. To hear the replay, please dial (877) 660-6853, access playback account 286 and use ID code 230522.

Gladstone Commercial Corporation is a publicly traded real estate investment trust that focuses on investing in and owning triple-net leased industrial, commercial and retail real estate properties and selectively making long-term mortgage loans. Additional information can be found at www.GladstoneCommercial.com.

For further information, contact Investor Relations at 703-287-5835.

NON-GAAP FINANCIAL MEASURES

Funds from Operations

The National Association of Real Estate Investment Trusts ("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 determined 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 the Company's performance or to cash flow from operations as a measure of liquidity or ability to make distributions.

The Company believes that FFO per share provides investors with a further context for evaluating the Company's financial performance and as a supplemental measure to compare the Company to other REITs; however, comparisons of the Company's FFO to the FFO of other REITs may not necessarily be meaningful due to potential differences in the application of the NAREIT definition used by such other REITs.

To learn more about FFO please refer to the Form 10-K for the year ended December 31, 2006, as filed with the Securities and Exchange Commission today.

This press release may include statements that 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, including statements with regard to the future performance of the Company and the closing of any transaction. Words such as "may," "will," "believes," "anticipates," "intends," "expects," "projects," "estimates" and "future" or similar expressions are intended to identify forward-looking statements. These forward-looking statements inherently involve certain risks and uncertainties, although they are based on the Company's current plans, expectations and beliefs that are believed to be reasonable as of the date of this press release. Factors that may cause the Company's 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 include, among others, those factors listed under the caption "Risk Factors" of the Company's Annual Report on Form 10-K for the year ended, December 31, 2006, as filed with the Securities and Exchange Commission on February 27, 2007. The risk factors set forth in the Form 10-K for the year ended December 31, 2006 under the caption "Risk Factors" are specifically incorporated by references into this press release. All forward-looking statements are based on current plans, expectations and beliefs and speak only as of the date of such statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Gladstone Commercial Corporation
Consolidated Balance Sheets

| | December 31, 2006 | December 31, 2005 |
|--|----------------------|----------------------|
|--|----------------------|----------------------|

ASSETS

Real estate, net of accumulated
depreciation of \$8,595,419 and

| | | |
|--|---------------|---------------|
| \$3,408,878, respectively | \$235,118,123 | \$161,634,761 |
| Lease intangibles, net of accumulated amortization of \$4,175,685 and \$1,221,413, respectively | 23,416,696 | 13,947,484 |
| Mortgage notes receivable | 10,000,000 | 21,025,815 |
| Cash and cash equivalents | 36,005,686 | 1,740,159 |
| Restricted cash | 1,225,162 | 1,974,436 |
| Funds held in escrow | 1,635,819 | 1,041,292 |
| Interest receivable - mortgage note | - | 70,749 |
| Interest receivable - employees | 43,716 | - |
| Deferred rent receivable | 3,607,279 | 2,590,617 |
| Deferred financing costs, net of accumulated amortization of \$1,467,297 and \$260,099, respectively | 3,713,004 | 1,811,017 |
| Prepaid expenses | 521,290 | 385,043 |
| Deposits on real estate | 300,000 | 600,000 |
| Accounts receivable | 179,247 | 225,581 |
| | ----- | ----- |
| TOTAL ASSETS | \$315,766,022 | \$207,046,954 |
| | ===== | ===== |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES | | |
| Mortgage notes payable | \$154,494,438 | \$61,558,961 |
| Borrowings under line of credit | - | 43,560,000 |
| Deferred rent liability | 4,718,599 | - |
| Asset retirement obligation liability | 1,631,294 | - |
| Accounts payable and accrued expenses | 673,410 | 493,002 |
| Due to adviser | 183,042 | 164,155 |
| Rent received in advance, security deposits and funds held in escrow | 1,841,063 | 2,322,300 |
| | ----- | ----- |
| Total Liabilities | 163,541,846 | 108,098,418 |
| | ----- | ----- |
| STOCKHOLDERS' EQUITY | | |
| Redeemable preferred stock, \$0.001 par value; \$25 liquidation preference; 2,300,000 shares authorized and 2,150,000 shares issued and outstanding at December 31, 2006 | 2,150 | - |
| Common stock, \$0.001 par value, 17,700,000 shares authorized and 8,565,264 and 7,672,000 shares issued and outstanding, respectively | 8,565 | 7,672 |
| Additional paid in capital | 170,640,979 | 105,502,544 |
| Notes receivable - employees | (3,201,322) | (432,282) |
| Distributions in excess of accumulated earnings | (15,226,196) | (6,129,398) |
| | ----- | ----- |
| Total Stockholders' Equity | 152,224,176 | 98,948,536 |
| | ----- | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$315,766,022 | \$207,046,954 |
| | ===== | ===== |

| | For the year ended December 31, | | |
|--|---------------------------------|--------------|-------------|
| | 2006 | 2005 | 2004 |
| Operating revenues | | | |
| Rental income | \$23,964,035 | \$10,853,903 | \$3,210,142 |
| Interest income from mortgage notes receivable | 1,845,231 | 1,915,795 | 981,187 |
| Tenant recovery revenue | 136,280 | 111,808 | - |
| Total operating revenues | 25,945,546 | 12,881,506 | 4,191,329 |
| Operating expenses | | | |
| Depreciation and amortization | 8,297,174 | 3,521,128 | 946,971 |
| Management advisory fee | 2,902,053 | 2,118,040 | 1,187,776 |
| Professional fees | 953,066 | 563,205 | 448,969 |
| Taxes and licenses | 193,032 | 242,803 | 13,603 |
| Insurance | 417,909 | 274,166 | 250,816 |
| General and administrative | 469,260 | 249,791 | 276,192 |
| Shareholder related expenses | 311,049 | 215,907 | 152,408 |
| Asset retirement obligation expense | 129,142 | - | - |
| Stock option compensation expense | 394,411 | - | - |
| Total operating expenses | 14,067,096 | 7,185,040 | 3,276,735 |
| Other income (expense) | | | |
| Interest income from temporary investments | 76,772 | 126,826 | 608,617 |
| Interest income - employee loans | 125,788 | 21,041 | 6,042 |
| Other income | 380,915 | - | - |
| Interest expense | (9,104,894) | (2,333,376) | - |
| Total other income (expense) | (8,521,419) | (2,185,509) | 614,659 |
| Income from continuing operations | 3,357,031 | 3,510,957 | 1,529,253 |
| Discontinued operations | | | |
| Income from discontinued operations | 112,145 | 309,545 | 94,675 |
| Net realized loss from foreign currency transactions | (202,938) | (6,278) | - |
| Net unrealized loss from foreign currency transactions | - | (212,279) | - |
| Gain on sale of real estate | 1,422,026 | - | - |
| Taxes on sale of real estate | (315,436) | - | - |
| Total discontinued operations | 1,015,797 | 90,988 | 94,675 |

| | | | |
|--|-------------|-------------|-------------|
| Net income | 4,372,828 | 3,601,945 | 1,623,928 |
| Dividends attributable to preferred stock | (2,186,890) | - | - |
| Net income available to common stockholders | \$2,185,938 | \$3,601,945 | \$1,623,928 |
| Earnings per weighted average common share - basic | | | |
| Income from continuing operations (net of dividends attributable to preferred stock) | \$0.15 | \$0.46 | \$0.20 |
| Discontinued operations | 0.13 | 0.01 | 0.01 |
| Net income available to common stockholders | \$0.28 | \$0.47 | \$0.21 |
| Earnings per weighted average common share - diluted | | | |
| Income from continuing operations (net of dividends attributable to preferred stock) | \$0.14 | \$0.46 | \$0.20 |
| Discontinued operations | 0.13 | 0.01 | 0.01 |
| Net income available to common stockholders | \$0.27 | \$0.47 | \$0.21 |
| Weighted average shares outstanding | | | |
| Basic | 7,827,781 | 7,670,219 | 7,649,855 |
| Diluted | 7,986,690 | 7,723,220 | 7,708,534 |

Gladstone Commercial Corporation
Consolidated Statements of Cash Flows

For the year ended December 31,

| | 2006 | 2005 | 2004 |
|---|-------------|-------------|-------------|
| Cash flows from operating activities: | | | |
| Net income | \$4,372,828 | \$3,601,945 | \$1,623,928 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization, including discontinued operations | 8,349,474 | 3,651,119 | 973,345 |
| Amortization of deferred | | | |

| | | | |
|---|-------------|-----------|-----------|
| financing costs, including discontinued operations | 1,207,198 | 260,099 | - |
| Amortization of deferred rent asset | 253,496 | 178,070 | - |
| Amortization of deferred rent liability | (696,261) | - | - |
| Asset retirement obligation expense, including discontinued operations | 139,074 | - | - |
| Increase in deferred rent receivable | (1,270,159) | (562,133) | (210,846) |
| Stock compensation | 394,411 | - | - |
| Increase in mortgage notes payable due to change in value of foreign currency | 202,066 | 209,395 | - |
| Value of building acquired in excess of mortgage note satisfied, applied to interest income | (335,701) | - | - |
| Gain on sale of real estate | (1,422,026) | - | - |
| Decrease (increase) in mortgage interest receivable | 70,749 | (5,954) | (64,795) |
| (Increase) decrease in employee interest receivable | (43,716) | 4,792 | (4,792) |
| Increase in prepaid expenses and other assets | (89,913) | (425,120) | 5,928 |
| Increase in accounts payable, accrued expenses, and amount due adviser | 196,294 | 359,537 | 63,325 |
| Increase in rent received in advance and security deposits | 695,988 | 488,913 | 214,066 |
| | ----- | ----- | ----- |
| Net cash provided by operating activities | 12,023,802 | 7,760,663 | 2,600,159 |
| | ----- | ----- | ----- |

Cash flows from investing
activities:

| | | | |
|---|--------------|---------------|--------------|
| Real estate investments | (48,339,307) | (117,531,731) | (58,875,648) |
| Proceeds from sales of real estate | 2,102,567 | - | - |
| Issuance of mortgage note receivable | - | (10,000,000) | (11,170,000) |
| Principal repayments on mortgage notes receivable | 44,742 | 81,902 | 62,283 |
| Net payments to lenders for reserves held in escrow | (3,346,216) | (1,041,292) | - |
| Increase in reserves from tenants | 1,574,464 | 158,646 | - |
| Deposits on future | | | |

| | | | |
|---|---------------|---------------|--------------|
| acquisitions | (900,000) | (2,686,000) | (775,000) |
| Deposits applied against real estate investments | 1,200,000 | 1,986,000 | 725,000 |
| Refunds of deposits on real estate | - | 150,000 | - |
| | ----- | ----- | ----- |
| Net cash used in investing activities | (47,663,750) | (128,882,475) | (70,033,365) |
| | ----- | ----- | ----- |
| Cash flows from financing activities: | | | |
| Proceeds from share issuance | 65,089,026 | - | - |
| Redemption of shares for payment of taxes | (457,634) | - | - |
| Offering costs | (2,654,279) | - | (7,730) |
| Borrowings under mortgage notes payable | 68,055,000 | 61,419,179 | - |
| Principal repayments on mortgage notes payable | (604,318) | (70,479) | - |
| Borrowings from line of credit | 71,400,400 | 85,460,000 | - |
| Repayments on line of credit | (114,960,400) | (41,900,000) | - |
| Increase (decrease) in restricted cash | 749,274 | (513,761) | - |
| Principal repayments on employee loans | 914 | 17,718 | - |
| Payments for deferred financing costs | (3,242,881) | (2,021,115) | (50,000) |
| Dividends paid for common and preferred | (13,469,627) | (8,283,860) | (2,830,540) |
| | ----- | ----- | ----- |
| Net cash provided by (used in) financing activities | 69,905,475 | 94,107,682 | (2,888,270) |
| | ----- | ----- | ----- |
| Net increase (decrease) in cash and cash equivalents | 34,265,527 | (27,014,130) | (70,321,476) |
| Cash and cash equivalents, beginning of period | 1,740,159 | 28,754,289 | 99,075,765 |
| | ----- | ----- | ----- |
| Cash and cash equivalents, end of period | \$36,005,686 | \$1,740,159 | \$28,754,289 |
| | ===== | ===== | ===== |
| Cash paid during period for interest | \$8,045,342 | \$2,014,236 | \$- |
| | ----- | ----- | ----- |
| NON-CASH INVESTING ACTIVITIES | | | |
| Increase in asset retirement obligation | \$1,631,294 | \$- | \$- |
| | ----- | ----- | ----- |

NON-CASH FINANCING
ACTIVITIES

| | | | |
|---|--------------|----------|-----------|
| Fixed rate debt assumed in connection with acquisitions | \$30,129,654 | \$- | \$- |
| Assumption of mortgage notes payable by buyer | \$4,846,925 | \$- | \$- |
| Notes receivable issued in exchange for common stock associated with the exercise of employee stock options | \$2,769,954 | \$75,000 | \$375,000 |
| Acquisition of building in satisfaction of mortgage note receivable | \$11,316,774 | \$- | \$- |

Source: Gladstone Commercial Corp.