

GREAT LAKES REIT
Form 8-K/A
October 23, 2001

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Current Report Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934

October 23, 2001
(Date of Report)

Commission file number: **1-14307**

Great Lakes REIT

(Exact name of Registrant as specified in its Charter)

Maryland
(State or other jurisdiction
of incorporation organization)

36-4238056
(I.R.S. Employer identification no.)

823 Commerce Drive, Suite 300, Oak Brook, IL
(Address of principal executive offices)

60523
(Zip Code)

(630) 368-2900
(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

Item 2. ACQUISITION OR DISPOSITION OF ASSETS

As previously reported in a Current Report on Form 8-K filed August 24, 2001, on August 10, 2001, Great Lakes REIT through Great Lakes REIT, L.P. (collectively the "Company") acquired Bannockburn Corporate Center, located at 3000 Lakeside Drive, Bannockburn, Illinois from an unaffiliated third party for approximately \$31,800,000. Funds for the purchase came from a borrowing under the Company's unsecured line of credit.

In addition, on March 1, 2001, the Company acquired 1600 Corporate Center located at 1600 Golf Road, Rolling Meadows, Illinois from an unaffiliated third party for approximately \$26,250,000. Funds for the purchase came from a borrowing under the Company's unsecured line of credit.

Item 7. Financial Statements and Exhibits

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The required financial statements for Bannockburn Corporate Center are attached as exhibit A.

The required financial statements for 1600 Corporate Center are attached as exhibit B.

The required pro forma financial statements are attached as exhibit C.

The consent of Ernst & Young LLP is filed as exhibit D.

No information is required under Items 1,3,4,5 and 6, and these items have therefore been omitted.

By: /s/ James Hicks

James Hicks, Treasurer

Exhibit A

Bannockburn Corporate Center Statements of Revenue and Certain Expenses

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| Report of Independent Auditors | 1 |
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Report of Independent Auditors

The Board of Trustees of
Great Lakes REIT

We have audited the accompanying Statement of Revenue and Certain Expenses of Bannockburn Corporate Center (the Property) for the year ended December 31, 2000. The Statement of Revenue and Certain Expenses is the responsibility of the Property's management. Our responsibility is to express an opinion on the Statement of Revenue and Certain Expenses based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement of Revenue and Certain Expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures made in the Statement of Revenue and Certain Expenses. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the Statement of Revenue and Certain Expenses. We believe that our audit provides a reasonable basis for our opinion.

The accompanying Statement of Revenue and Certain Expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K of Great Lakes REIT as described in Note 2 and is not intended to be a complete presentation of the Property's revenue and expenses.

In our opinion, the Statement of Revenue and Certain Expenses referred to above presents fairly, in all material respects, the revenue and certain expenses of the Property described in Note 2 for the year ended December 31, 2000, in conformity with accounting principles generally accepted in the United States.

Ernst & Young LLP

Chicago, Illinois
October 1, 2001

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Bannockburn Corporate Center

Statements of Revenue and Certain Expenses

| | Year ended December 31, 2000 | January 1, 2001, to July 31, 2001 |
|---------------------------------------|------------------------------------|--------------------------------------|
| <i>(Unaudited)</i> | | |
| <i>(In Thousands)</i> | | |
| Revenue | | |
| Base rents | \$ 1,535 | \$ 1,781 |
| Tenant reimbursements | 428 | 649 |
| Parking income | 17 | 28 |
| Other income | 4 | 2 |
| | <hr/> | <hr/> |
| Total revenue | 1,984 | 2,460 |
| | <hr/> | <hr/> |
| Expenses | | |
| Property operating and maintenance | 774 | 500 |
| Real estate taxes | 267 | 356 |
| Management fees | 57 | 97 |
| Insurance | 18 | 12 |
| | <hr/> | <hr/> |
| Total expenses | 1,116 | 965 |
| | <hr/> | <hr/> |
| Revenue in excess of certain expenses | \$ 868 | \$ 1,495 |
| | <hr/> | <hr/> |

See accompanying notes.

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Bannockburn Corporate Center

Notes to Statements of Revenue and Certain Expenses

1. Business

The accompanying Statements of Revenue and Certain Expenses relate to the operations of Bannockburn Corporate Center, an office building with approximately 202,000 rentable square feet, located in Bannockburn, Illinois (the Property). The Property was acquired on August 10, 2001 by Great Lakes REIT, from an unrelated party.

2. Summary of Significant Accounting Policies

Basis of Presentation

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The accompanying Statements of Revenue and Certain Expenses were prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K of Great Lakes REIT. The statements are not representative of the actual operations of the Property for the periods presented nor indicative of future operations as certain expenses, primarily depreciation, amortization, and interest expense, which may not be comparable to the expenses expected to be incurred by Great Lakes REIT in future operations of the Property, have been excluded.

Revenue and Expense Recognition

Revenue is recognized on a straight-line basis over the terms of the related leases. Expenses are recognized in the period in which they are incurred.

Use of Estimates

The preparation of the Statements of Revenue and Certain Expenses in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates.

Unaudited Interim Statement

The interim financial statement for the 2001 interim period includes the revenue and certain expenses for the period prior to acquisition by Great Lakes REIT. In the opinion of management, such financial statement reflects all adjustments necessary for a fair presentation of the results of the interim period. All such adjustments are of a normal, recurring nature.

3. Rentals

The Property has entered into tenant leases that provide for tenants to share in the operating expenses and real estate taxes on a pro rata basis, as defined.

4. Related Party Transactions

Pizzuti Management, LLC, an affiliate of the former owner of the Property, provided property management services to the Property in return for a fee of 4% of monthly gross receipts, as defined in the Management Agreement (Agreement). For the year ended December 31, 2000, management fee expense incurred was \$57,389. In addition, the Agreement provides for reimbursement of payroll costs to Pizzuti Management, LLC, for an on-site manager. For the year ended December 31, 2000 and period from January 1, 2001 to July 31, 2001, payroll costs reimbursed totaled \$30,000 and \$17,500, respectively, and are included in property operating and maintenance in the Statements.

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Exhibit B

1600 Corporate Center

Financial Statements

Year ended December 31, 2000

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| | |
|--|---|
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Report of Independent Auditors

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The Board of Trustees of
Great Lakes REIT

We have audited the accompanying Statement of Revenue and Certain Expenses of 1600 Corporate Center (the Property) for the year ended December 31, 2000. The Statement of Revenue and Certain Expenses is the responsibility of the Property's management. Our responsibility is to express an opinion on the Statement of Revenue and Certain Expenses based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement of Revenue and Certain Expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures made in the Statement of Revenue and Certain Expenses. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the Statement of Revenue and Certain Expenses. We believe that our audit provides a reasonable basis for our opinion.

The accompanying Statement of Revenue and Certain Expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K of Great Lakes REIT as described in Note 2 and is not intended to be a complete presentation of the Property's revenue and expenses.

In our opinion, the Statement of Revenue and Certain Expenses referred to above presents fairly, in all material respects, the revenue and certain expenses of the Property described in Note 2 for the year ended December 31, 2000, in conformity with accounting principles generally accepted in the United States.

Ernst & Young LLP

Chicago, Illinois
October 11, 2001

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1600 Corporate Center

Statements of Revenue and Certain Expenses

| | <u>Year ended December 31, 2000</u> | <u>January 1, 2001, to February 28, 2001</u> |
|------------------------------------|---|--|
| | | <i>(Unaudited)</i> |
| | | <i>(In Thousands)</i> |
| Revenue | | |
| Base rents | \$ 2,656 | \$ 419 |
| Tenant reimbursements | 2,236 | 461 |
| Other income | 1 | 1 |
| | <u>4,893</u> | <u>881</u> |
| Expenses | | |
| Property operating and maintenance | 1,319 | 328 |
| Real estate taxes | 1,159 | 189 |
| Management fees | 126 | 22 |
| Insurance | 54 | 10 |
| | <u>2,658</u> | <u>549</u> |

| | Year ended December 31, 2000 | January 1, 2001, to February 28, 2001 |
|---------------------------------------|------------------------------------|---|
| Revenue in excess of certain expenses | \$ 2,235 | \$ 332 |

See accompanying notes.

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1600 Corporate Center

Notes to Statements of Revenue and Certain Expenses

1. Business

The accompanying Statements of Revenue and Certain Expenses relate to the operations of 1600 Corporate Center, an office building with approximately 252,000 rentable square feet, located in Rolling Meadows, Illinois (the Property). The Property was acquired on March 1, 2001 by Great Lakes REIT from an unrelated party.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying Statements of Revenue and Certain Expenses were prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K of Great Lakes REIT. The statements are not representative of the actual operations of the Property for the periods presented nor indicative of future operations as certain expenses, primarily depreciation, amortization and interest expense, which may not be comparable to the expenses expected to be incurred by Great Lakes REIT in future operations of the Property, have been excluded.

Revenue and Expense Recognition

Revenue is recognized on a straight-line basis over the terms of the related leases. Expenses are recognized in the period in which they are incurred.

Use of Estimates

The preparation of the Statements of Revenue and Certain Expenses in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates.

Unaudited Interim Statement

The interim financial statement for the 2001 interim period includes the revenue and certain expenses for the period prior to acquisition by Great Lakes REIT. In the opinion of management, such financial statement reflects all adjustments necessary for a fair presentation of the results of the interim period. All such adjustments are of a normal, recurring nature.

3. Rentals

The Property has entered into tenant leases that provide for tenants to share in the operating expenses and real estate taxes on a pro rata basis, as defined.

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Great Lakes REIT
Pro Forma Condensed Consolidated Balance Sheet
As of June 30, 2001
(Unaudited) (In Thousands except per share data)

| | <u>As Reported(1)</u> | <u>Bannockburn(2)</u> | <u>Pro Forma</u> |
|---|-----------------------|-----------------------|-------------------|
| Assets: | | | |
| Properties | | | |
| Land | \$ 59,714 | \$ 5,300 | \$ 65,014 |
| Buildings and improvements | 430,180 | 25,839 | 456,019 |
| | <u>489,894</u> | <u>31,139</u> | <u>521,033</u> |
| Less accumulated depreciation | 50,788 | | 50,788 |
| | <u>439,106</u> | <u>31,139</u> | <u>470,245</u> |
| Cash and cash equivalents | 872 | | 872 |
| Rents receivable | 7,047 | | 7,047 |
| Deferred costs | 6,948 | | 6,948 |
| Goodwill | 1,098 | | 1,098 |
| Other assets | 1,927 | | 1,927 |
| | <u>456,998</u> | <u>31,139</u> | <u>488,137</u> |
| Total assets | | | |
| Liabilities and shareholders' equity | | | |
| Bank loan payable | \$ 83,000 | \$ 30,650 | \$ 113,650 |
| Long term debt | 133,312 | | 133,312 |
| Accrued real estate taxes | 10,800 | 165 | 10,965 |
| Accounts payable and other liabilities | 13,458 | 324 | 13,782 |
| | <u>240,570</u> | <u>31,139</u> | <u>271,709</u> |
| Total liabilities | | | |
| Minority interests | 691 | | 691 |
| Preferred shares of beneficial interest (\$0.01 par value, 10,000 shares authorized; 1,500 9.75% Series A Cumulative Redeemable shares with a \$25 per share Liquidation Preference, issued and outstanding) | | | |
| | 37,500 | | 37,500 |
| Common shares of beneficial interest (\$0.01 par value, 60,000 authorized, 18,295 issued) | | | |
| | 183 | | 183 |
| Paid-in-capital | 235,224 | | 235,224 |
| Retained earnings (deficit) | (10,704) | | (10,704) |
| Employee share loans | (20,319) | | (20,319) |
| Deferred compensation | (2,473) | | (2,473) |
| Treasury shares (1,543 shares) | (23,674) | | (23,674) |
| | <u>215,737</u> | | <u>215,737</u> |
| Total shareholders' equity | | | |
| Total liabilities and shareholders' equity | | | |
| | <u>\$ 456,998</u> | <u>\$ 31,139</u> | <u>\$ 488,137</u> |

See accompanying notes

**Notes to Pro Forma Condensed Consolidated Balance Sheet
As of June 30, 2001
(Unaudited) (Dollars in Thousands)**

1. Represents the historical results of the Company.
2. Represents the allocation of the acquisition price paid for Bannockburn Corporate Center.

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**Great Lakes REIT
Pro Forma Condensed Consolidated Statement of Income
For the six months ended June 30, 2001
(Unaudited) (In Thousands except per share data)**

| | <u>As Reported(1)</u> | <u>Bannockburn(2)</u> | <u>1600 Corporate Center(3)</u> | <u>Pro Forma Adjustments</u> | <u>Pro Forma</u> |
|---|-----------------------|-----------------------|-------------------------------------|----------------------------------|------------------|
| Revenues: | | | | | |
| Rental | \$ 38,927 | \$ 1,527 | \$ 419 | | \$ 40,873 |
| Reimbursement | 10,259 | 556 | 461 | | 11,276 |
| Interest and other | 1,751 | 39 | 1 | | 1,791 |
| Total revenues | 50,937 | 2,122 | 881 | | 53,940 |
| Expenses: | | | | | |
| Real estate taxes | 7,815 | 458 | 189 | | 8,462 |
| Other property operating | 12,575 | 435 | 360 | | 13,370 |
| General and administrative | 2,625 | | | | 2,625 |
| Interest | 7,037 | | | 1,287(4) | 8,324 |
| Depreciation and amortization | 9,162 | | | 476(5) | 9,638 |
| Total expenses | 39,214 | 893 | 549 | 1,763 | 42,419 |
| Income before gain on sale of properties | 11,723 | 1,229 | 332 | (1,763) | 11,521 |
| Gain on sale of properties Income before allocation to minority interests | 11,723 | 1,229 | 332 | (1,763) | 11,521 |
| Minority interests | 28 | | | | 28 |
| Net income | 11,695 | 1,229 | 332 | (1,763) | 11,493 |
| Income allocated to preferred shareholders | 1,828 | | | | 1,828 |
| Net income applicable to common shares | \$ 9,867 | \$ 1,229 | \$ 332 | \$ (1,763) | \$ 9,665 |
| Earnings per share basic | \$ 0.60 | | | | \$ 0.58 |
| Weighted average common shares outstanding basic | 16,577 | | | | 16,577 |

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| | <u>As Reported(1)</u> | <u>Bannockburn(2)</u> | <u>1600 Corporate Center(3)</u> | <u>Pro Forma Adjustments</u> | <u>Pro Forma</u> |
|--|-----------------------|-----------------------|---------------------------------|------------------------------|------------------|
| Diluted earnings per share | \$ 0.59 | | | | \$ 0.58 |
| Weighted average common shares outstanding diluted | 16,720 | | | | 16,720 |

See accompanying notes

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**Notes to Pro Forma Condensed Consolidated Statement of Income
For the Six Months ended June 30, 2001
(Unaudited) (Dollars in Thousands)**

1. Represents the historical results of the Company.
2. Represents the unaudited historical results of operations of Bannockburn Corporate Center for the six months ended June 30, 2001 as if Bannockburn Corporate Center were acquired by the Company on January 1, 2001.
3. Represents the unaudited historical results of operations of 1600 Corporate Center for the two months ended February 28, 2001 as if 1600 Corporate Center were acquired by the Company on January 1, 2001.
4. Interest expense (\$1,287) for the two acquisitions for the six months ended June 30, 2001, is computed on the amount borrowed to acquire Bannockburn Corporate Center (\$30,650) for the six months ended June 30, 2001, at 6.53% per annum (the average interest rate during this period on the Company's bank loan payable) and on the amount borrowed to acquire 1600 Corporate Center (\$26,250) for the two months ended February 28, 2001, at 6.53% per annum.
5. Depreciation is computed on a straight-line basis over 40 years for the six months ended June 30, 2001 for Bannockburn Corporate Center and for the two months ended February 28, 2001 for 1600 Corporate Center based on the purchase price paid for these properties by the Company.

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**Great Lakes REIT
Pro Forma Condensed Consolidated Statement of Income
For the year ended December 31, 2000
(Unaudited) (In Thousands except per share data)**

| | <u>As Reported(1)</u> | <u>Bannockburn(2)</u> | <u>1600 Corporate Center(3)</u> | <u>Pro Forma Adjustments</u> | <u>Pro Forma</u> |
|-----------------------|-----------------------|-----------------------|---------------------------------|------------------------------|------------------|
| Revenues: | | | | | |
| Rental | \$ 75,400 | \$ 1,535 | \$ 2,656 | | \$ 79,591 |
| Reimbursement | 21,624 | 428 | 2,236 | | 24,288 |
| Interest and other | 3,505 | 21 | 1 | | 3,527 |
| Total revenues | 100,529 | 1,984 | 4,893 | | 107,406 |

Expenses:

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| | <u>As Reported(1)</u> | <u>Bannockburn(2)</u> | <u>1600 Corporate Center(3)</u> | <u>Pro Forma Adjustments</u> | <u>Pro Forma</u> |
|--|-----------------------|-----------------------|---|----------------------------------|------------------|
| Real estate taxes | 13,966 | 267 | 1,159 | | 15,392 |
| Other property operating | 25,703 | 849 | 1,499 | | 28,051 |
| General and administrative | 5,555 | | | | 5,555 |
| Interest | 15,193 | | | 4,428(4) | 19,621 |
| Depreciation and amortization | 16,975 | | | 1,241(5) | 18,216 |
| Total expenses | 77,392 | 1,116 | 2,658 | 5,669 | 86,835 |
| Income before gain on sale of properties | 23,137 | 868 | 2,235 | (5,669) | 20,571 |
| Gain on sale of properties | 11,134 | | | | 11,134 |
| Income before allocation to minority interests | 34,271 | 868 | 2,235 | (5,669) | 31,705 |
| Minority interests | 82 | | | | 82 |
| Net income | 34,189 | 868 | 2,235 | (5,669) | 31,623 |
| Income allocated to preferred shareholders | 3,656 | | | | 3,656 |
| Net income applicable to common shares | \$ 30,533 | \$ 868 | \$ 2,235 | \$ (5,669) | \$ 27,967 |
| Earnings per share basic | \$ 1.85 | | | | \$ 1.69 |
| Weighted average common shares outstanding basic | 16,531 | | | | 16,531 |
| Diluted earnings per share | \$ 1.84 | | | | \$ 1.68 |
| Weighted average common shares outstanding diluted | 16,631 | | | | 16,631 |

See accompanying notes

**Notes to Pro Forma Condensed Consolidated Statement of Income
For the Year ended December 31, 2000
(Unaudited) (Dollars in Thousands)**

1. Represents the historical results of the Company.
2. Represents the unaudited historical results of operations of Bannockburn Corporate Center for the year ended December 31, 2000, as if Bannockburn Corporate Center were acquired by the Company on January 1, 2000.
3. Represents the unaudited historical results of operations of 1600 Corporate Center for the year ended December 31, 2000, as if 1600 Corporate Center were acquired by the Company on January 1, 2000.
- 4.

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Interest expense (\$4,428) for the two acquisitions for the year ended December 31, 2000, is computed on the amount borrowed (\$57,900) to acquire both Bannockburn Corporate Center (\$30,650) and 1600 Corporate Center (\$26,250) at 7.78% per annum, the average interest rate on the Company's bank loan payable for calendar 2000.

5.

Depreciation is computed on a straight-line basis over 40 years for the year ended December 31, 2000, for Bannockburn Corporate Center and 1600 Corporate Center based on the purchase price paid for these properties by the Company.

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Exhibit D

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statements indicated below of Great Lakes REIT of our reports indicated below filed with the Securities and Exchange Commission.

Registration Statements

Form S-3 No. 333-49499
Form S-8 No. 333-56619
Form S-8 No. 333-62458

Financial Statements

Date of Auditors' Report

Statement of revenue and certain expenses of Bannockburn Corporate Center for the year ended December 31, 2000 included in the Report (Form 8-K/A) of Great Lakes REIT, dated October 23, 2001

October 1, 2001

Statement of revenue and certain expenses of 1600 Corporate Center for the year ended December 31, 2000 included in the Report (Form 8-K/A) of Great Lakes REIT, dated October 23, 2001

October 11, 2001

Ernst & Young LLP

Chicago, Illinois
October 23, 2001

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