

GOVERNMENT PROPERTIES TRUST INC

Form DEFA14A

October 26, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Pursuant to §240.14a-12

Government Properties Trust, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

This filing consists of a form of letter to the Company's tenants, real estate brokers, service providers and lenders informing them of the proposed merger.

[Form of letter to tenants, real estate brokers, service providers and lenders of the Company]

October 26, 2006

Dear friends of the firm:

On October 23, 2006, we announced that Government Properties Trust, Inc. has agreed to be acquired by Record Realty (ASX:RRT), an Australian listed property trust, through a merger with a subsidiary of Record Realty. Record Realty's investment model is complementary to GPT's acquiring government and corporate investment grade properties with first generation, long-term leases and a high probability of renewal. We believe this merger will have a positive impact on our relationships with all of our stakeholders.

It is our intention to continue operating the company under our focused business strategy and that our current Omaha based management team will continue in place after the closing. We anticipate that this transaction will provide improved access to capital and enhance our ability to grow our portfolio aggressively, seeking both existing and pre-completion acquisition opportunities. We believe this merger with Record Realty will further strengthen our ability to meet our commitments to tenants, developers/owners, lenders and agents.

We are pleased with and respectful of the many fine relationships we have developed over the past several years. We will remain dedicated and focused on fostering our relationships with you through this transition. We encourage you to contact us should you have any questions regarding our operations during this interim period.

Sincerely,

Thomas D. Peschio
President/CEO

Important Additional Information Regarding the Merger will be filed with the SEC

In connection with the proposed merger, Government Properties Trust, Inc. (GPT) will file a proxy statement with the Securities and Exchange Commission (the SEC). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES TO THE MERGER. Investors and security holders may obtain a free copy of the proxy statement (when available) and other documents filed by GPT at the SEC website <http://www.sec.gov>. The proxy statement and other documents also may be obtained for free from GPT by directing such request to Government Properties Trust, Inc., 13625 California Street, Suite 310, Omaha, Nebraska 68154.

GPT and certain executive officers and other members of its management may be deemed participants in the solicitation of proxies from its stockholders in connection with the proposed merger. Information concerning the interests of GPT's participants in the solicitation, which may be different than those of GPT stockholders generally, will be set forth in the proxy statement relating to the merger when it becomes available.