

LEXINGTON REALTY TRUST  
Form 10-Q  
November 06, 2015

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

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2015.

or  
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-12386

LEXINGTON REALTY TRUST  
(Exact name of registrant as specified in its charter)

|   |  |
|---|--|
| Maryland<br>(State or other jurisdiction of incorporation or organization)              | 13-3717318<br>(I.R.S. Employer Identification No.) |
| One Penn Plaza – Suite 4015<br>New York, NY<br>(Address of principal executive offices) | 10119<br>(Zip Code)                                |
| (212) 692-7200<br>(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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

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Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 235,324,074 common shares of beneficial interest, par value \$0.0001 per share, as of November 3, 2015.

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WHERE YOU CAN FIND MORE INFORMATION:

We file and furnish annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, which we refer to as the SEC. You may read and copy any materials that we file or furnish with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We file and furnish information electronically with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file or furnish electronically with the SEC. The address of the SEC's Internet site is <http://www.sec.gov>. We also maintain a web site at <http://www.lxp.com> through which you can obtain copies of documents that we file or furnish with the SEC. The contents of that web site are not incorporated by reference in or otherwise a part of this Quarterly Report on Form 10-Q or any other document that we file or furnish with the SEC.

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## PART I. - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited and in thousands, except share and per share data)

|  | September 30,<br>2015 | December 31,<br>2014 |
|--|-----------------------|----------------------|
| Assets:  |                       |                      |
| Real estate, at cost   | \$3,586,435           | \$3,671,560          |
| Real estate - intangible assets  | 669,341               | 705,566              |
| Investments in real estate under construction  | 155,546               | 106,238              |
|  | 4,411,322             | 4,483,364            |
| Less: accumulated depreciation and amortization  | 1,153,841             | 1,196,114            |
| Real estate, net   | 3,257,481             | 3,287,250            |
| Assets held for sale   | —                     | 3,379                |
| Cash and cash equivalents  | 86,269                | 191,077              |
| Restricted cash  | 12,327                | 17,379               |
| Investment in and advances to non-consolidated entities  | 28,050                | 19,402               |
| Deferred expenses, net   | 62,225                | 65,860               |
| Loans receivable, net  | 95,806                | 105,635              |
| Rent receivable – current  | 9,896                 | 6,311                |
| Rent receivable – deferred   | 78,957                | 61,372               |
| Other assets   | 21,614                | 20,229               |
| Total assets   | \$3,652,625           | \$3,777,894          |
| Liabilities and Equity:  |                       |                      |
| Liabilities:   |                       |                      |
| Mortgages and notes payable  | \$804,238             | \$945,216            |
| Credit facility borrowings   | 73,000                | —                    |
| Term loans payable   | 505,000               | 505,000              |
| Senior notes payable   | 497,879               | 497,675              |
| Convertible notes payable  | 12,128                | 15,664               |
| Trust preferred securities   | 129,120               | 129,120              |
| Dividends payable  | 45,307                | 42,864               |
| Liabilities held for sale  | —                     | 2,843                |
| Accounts payable and other liabilities   | 42,692                | 37,740               |
| Accrued interest payable   | 14,679                | 8,301                |
| Deferred revenue - including below market leases, net  | 43,521                | 68,215               |
| Prepaid rent   | 16,991                | 16,336               |
| Total liabilities  | 2,184,555             | 2,268,974            |
| Commitments and contingencies  |                       |                      |
| Equity:  |                       |                      |
| Preferred shares, par value \$0.0001 per share; authorized 100,000,000 shares:<br>Series C Cumulative Convertible Preferred, liquidation preference \$96,770;<br>1,935,400 shares issued and outstanding | 94,016                | 94,016               |
| Common shares, par value \$0.0001 per share; authorized 400,000,000 shares,<br>235,179,131 and 233,278,037 shares issued and outstanding in 2015 and 2014,   | 24                    | 23                   |

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respectively

|   |             |                |
|---|-------------|----------------|
| Additional paid-in-capital                        | 2,779,836   | 2,763,374      |
| Accumulated distributions in excess of net income | (1,422,417  | ) (1,372,051 ) |
| Accumulated other comprehensive income (loss)     | (6,216      | ) 404          |
| Total shareholders' equity                        | 1,445,243   | 1,485,766      |
| Noncontrolling interests                          | 22,827      | 23,154         |
| Total equity                                      | 1,468,070   | 1,508,920      |
| Total liabilities and equity                      | \$3,652,625 | \$3,777,894    |

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

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LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited and in thousands, except share and per share data)

|  | Three months ended<br>September 30, |             | Nine months ended<br>September 30, |             |
|--|-------------------------------------|-------------|------------------------------------|-------------|
|  | 2015                                | 2014        | 2015                               | 2014        |
| Gross revenues:  |                                     |             |                                    |             |
| Rental   | \$98,095                            | \$98,941    | \$300,551                          | \$292,870   |
| Tenant reimbursements  | 7,343                               | 7,631       | 23,662                             | 23,165      |
| Total gross revenues   | 105,438                             | 106,572     | 324,213                            | 316,035     |
| Expense applicable to revenues:  |                                     |             |                                    |             |
| Depreciation and amortization  | (39,712 )                           | (39,022 )   | (121,795 )                         | (114,732 )  |
| Property operating   | (13,484 )                           | (15,504 )   | (45,600 )                          | (46,634 )   |
| General and administrative   | (6,734 )                            | (6,426 )    | (22,526 )                          | (21,035 )   |
| Non-operating income   | 2,515                               | 4,217       | 8,213                              | 10,369      |
| Interest and amortization expense  | (21,931 )                           | (24,321 )   | (68,273 )                          | (73,456 )   |
| Debt satisfaction gains (charges), net   | (398 )                              | (455 )      | 13,753                             | (7,946 )    |
| Impairment charges   | (32,818 )                           | (2,464 )    | (34,070 )                          | (18,864 )   |
| Gains on sales of properties   | 1,733                               | —           | 23,307                             | —           |
| Income (loss) before provision for income taxes, equity<br>in earnings of non-consolidated entities and discontinued<br>operations | (5,391 )                            | 22,597      | 77,222                             | 43,737      |
| Provision for income taxes   | (75 )                               | (72 )       | (464 )                             | (947 )      |
| Equity in earnings of non-consolidated entities  | 266                                 | 173         | 938                                | 246         |
| Income (loss) from continuing operations   | (5,200 )                            | 22,698      | 77,696                             | 43,036      |
| Discontinued operations:   |                                     |             |                                    |             |
| Income from discontinued operations  | —                                   | 1,322       | 109                                | 5,601       |
| Provision for income taxes   | —                                   | (14 )       | (4 )                               | (50 )       |
| Debt satisfaction charges, net   | —                                   | —           | —                                  | (299 )      |
| Gains on sales of properties   | —                                   | 18,542      | 1,577                              | 22,052      |
| Impairment charges   | —                                   | (371 )      | —                                  | (11,062 )   |
| Total discontinued operations  | —                                   | 19,479      | 1,682                              | 16,242      |
| Net income (loss)  | (5,200 )                            | 42,177      | 79,378                             | 59,278      |
| Less net income attributable to noncontrolling interests   | (784 )                              | (1,772 )    | (2,525 )                           | (3,537 )    |
| Net income (loss) attributable to Lexington Realty Trust<br>shareholders   | (5,984 )                            | 40,405      | 76,853                             | 55,741      |
| Dividends attributable to preferred shares – Series C  | (1,573 )                            | (1,573 )    | (4,718 )                           | (4,718 )    |
| Allocation to participating securities   | (72 )                               | (112 )      | (264 )                             | (399 )      |
| Net income (loss) attributable to common shareholders  | \$(7,629 )                          | \$38,720    | \$71,871                           | \$50,624    |
| Income (loss) per common share – basic:  |                                     |             |                                    |             |
| Income (loss) from continuing operations   | \$(0.03 )                           | \$0.09      | \$0.30                             | \$0.15      |
| Income from discontinued operations  | —                                   | 0.08        | 0.01                               | 0.07        |
| Net income (loss) attributable to common shareholders  | \$(0.03 )                           | \$0.17      | \$0.31                             | \$0.22      |
| Weighted-average common shares outstanding – basic   | 234,018,062                         | 229,463,522 | 233,457,400                        | 228,337,871 |
| Income (loss) per common share – diluted:  |                                     |             |                                    |             |
| Income (loss) from continuing operations   | \$(0.03 )                           | \$0.09      | \$0.30                             | \$0.15      |
| Income from discontinued operations  | —                                   | 0.08        | 0.01                               | 0.07        |
| Net income (loss) attributable to common shareholders  | \$(0.03 )                           | \$0.17      | \$0.31                             | \$0.22      |

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|   |             |             |             |             |
|---|-------------|-------------|-------------|-------------|
| Weighted-average common shares outstanding – diluted  | 234,018,062 | 229,922,110 | 233,776,838 | 228,830,020 |
| Amounts attributable to common shareholders:          |             |             |             |             |
| Income (loss) from continuing operations              | \$(7,629 )  | \$20,151    | \$70,189    | \$35,330    |
| Income from discontinued operations                   | —           | 18,569      | 1,682       | 15,294      |
| Net income (loss) attributable to common shareholders | \$(7,629 )  | \$38,720    | \$71,871    | \$50,624    |

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

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LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited and in thousands)

|  | Three months ended September<br>30,<br>2015 |   | Nine months ended September<br>30,<br>2015 |           | 2014      |        |        |   |
|--|---|---|--|-----------|-----------|--------|--------|---|
| Net income (loss)  | \$ (5,200                                   | ) | \$ 42,177                                  | \$ 79,378 | \$ 59,278 |        |        |   |
| Other comprehensive income (loss):   |   |   |  |           |           |        |        |   |
| Change in unrealized gain (loss) on interest rate<br>swaps, net                    | (3,990                                      | ) | 3,371                                      | (6,620    | )         | (1,134 | )      |   |
| Other comprehensive income (loss)  | (3,990                                      | ) | 3,371                                      | (6,620    | )         | (1,134 | )      |   |
| Comprehensive income (loss)  | (9,190                                      | ) | 45,548                                     | 72,758    | 58,144    |        |        |   |
| Comprehensive income attributable to<br>noncontrolling interests                   | (784  | ) | (1,772                                     | )         | (2,525    | )      | (3,537 | ) |
| Comprehensive income (loss) attributable to<br>Lexington Realty Trust shareholders | \$ (9,974                                   | ) | \$ 43,776                                  | \$ 70,233 | \$ 54,607 |        |        |   |

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



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LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
(Unaudited and in thousands)

Nine Months ended September 30,  
2015

Lexington Realty Trust Shareholders

|   | Total        | Preferred Shares | Common Shares | Additional Paid-in-Capital | Accumulated Distributions in Excess of Net Income | Accumulated Other Comprehensive Income (Loss) | Noncontrolling Interests |
|---|--------------|------------------|---------------|----------------------------|---|---|--------------------------|
| Balance December 31, 2014   | \$ 1,508,920 | \$ 94,016        | \$ 23         | \$ 2,763,374               | \$(1,372,051)                                     | \$ 404  | \$ 23,154                |
| Issuance of common shares upon conversion of convertible notes        | 3,630        | —                | —             | 3,630                      | —   | —   | —                        |
| Repurchase of common shares   | (11,019 )    | —                | —             | (11,019 )                  | —   | —   | —                        |
| Issuance of common shares and deferred compensation amortization, net | 23,852       | —                | 1             | 23,851                     | —   | —   | —                        |
| Acquisition of consolidated joint venture partner's equity interest   | (1,234 )     | —                | —             | —                          | (1,247 )  | —   | 13                       |
| Dividends/distributions   | (128,837 )   | —                | —             | —                          | (125,972 )  | —   | (2,865 )                 |
| Net income  | 79,378       | —                | —             | —                          | 76,853  | —   | 2,525                    |
| Other comprehensive loss  | (6,620 )     | —                | —             | —                          | —   | (6,620 )                                      | —                        |
| Balance September 30, 2015  | \$ 1,468,070 | \$ 94,016        | \$ 24         | \$ 2,779,836               | \$(1,422,417)                                     | \$ (6,216 )                                   | \$ 22,827                |

Nine Months ended September 30,  
2014

Lexington Realty Trust Shareholders

|  | Total        | Preferred Shares | Common Shares | Additional Paid-in-Capital | Accumulated Distributions in Excess of Net Income | Accumulated Other Comprehensive Income (Loss) | Noncontrolling Interests |
|--|--------------|------------------|---------------|----------------------------|---|---|--------------------------|
| Balance December 31, 2013                                      | \$ 1,539,483 | \$ 94,016        | \$ 23         | \$ 2,717,787               | \$(1,300,527)                                     | \$ 4,439                                      | \$ 23,745                |
| Redemption of noncontrolling OP units                          | (1,962 )     | —                | —             | (950 )                     | —   | —   | (1,012 )                 |
| Issuance of common shares upon conversion of convertible notes | 4,834        | —                | —             | 4,834                      | —   | —   | —                        |
| Issuance of common shares and deferred                         | 25,594       | —                | —             | 25,594                     | —   | —   | —                        |

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|   |             |          |      |              |               |          |           |
|---|-------------|----------|------|--------------|---------------|----------|-----------|
| compensation  |             |          |      |              |               |          |           |
| amortization, net   |             |          |      |              |               |          |           |
| Acquisition of consolidated joint venture partner's equity interest | (2,100 )    | —        | —    | —            | (2,262 )      | —        | 162       |
| Dividends/distributions   | (124,018 )  | —        | —    | —            | (121,137 )    | —        | (2,881 )  |
| Net income  | 59,278      | —        | —    | —            | 55,741        | —        | 3,537     |
| Other comprehensive loss  | (1,134 )    | —        | —    | —            | —             | (1,134 ) | —         |
| Balance September 30, 2014  | \$1,499,975 | \$94,016 | \$23 | \$ 2,747,265 | \$(1,368,185) | \$ 3,305 | \$ 23,551 |

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

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LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited and in thousands)

|  | Nine Months ended September<br>30, |            |
|--|------------------------------------|------------|
|  | 2015                               | 2014       |
| Net cash provided by operating activities:                                     | \$181,475                          | \$165,547  |
| Cash flows from investing activities:  |                                    |            |
| Acquisition of real estate, including intangible assets                        | (197,926                           | ) (51,962  |
| Investment in real estate under construction                                   | (94,287                            | ) (106,502 |
| Capital expenditures   | (18,744                            | ) (9,434   |
| Net proceeds from sale of properties   | 156,475                            | 85,115     |
| Principal payments received on loans receivable                                | 4,334                              | 11,496     |
| Investment in loans receivable   | (10,267                            | ) (40,248  |
| Investments in non-consolidated entities                                       | (10,322                            | ) —        |
| Distributions from non-consolidated entities in excess of accumulated earnings | 1,171                              | 879        |
| Increase in deferred leasing costs   | (4,242                             | ) (8,414   |
| Change in escrow deposits and restricted cash                                  | 3,596                              | (42,579    |
| Real estate deposits, net  | (2,634                             | ) 1,332    |
| Net cash used in investing activities  | (172,846                           | ) (160,317 |
| Cash flows from financing activities:  |                                    |            |
| Dividends to common and preferred shareholders                                 | (123,529                           | ) (118,840 |
| Retirement of convertible notes  | (529                               | ) (62      |
| Principal amortization payments  | (26,760                            | ) (28,303  |
| Principal payments on debt, excluding normal amortization                      | (106,956                           | ) (163,267 |
| Change in credit facility borrowings, net                                      | 73,000                             | (48,000    |
| Proceeds from senior notes   | —                                  | 249,708    |
| Proceeds from term loans   | —                                  | 99,000     |
| Increase in deferred financing costs   | (7,339                             | ) (3,402   |
| Proceeds of mortgages and notes payable  | 80,843                             | 27,790     |
| Change in restricted cash  | (1,573                             | ) —        |
| Cash distributions to noncontrolling interests                                 | (2,865                             | ) (2,881   |
| Purchase of noncontrolling interest  | (4,022                             | ) (2,100   |
| Redemption of noncontrolling interests   | —                                  | (1,962     |
| Issuance of common shares, net   | 17,312                             | 19,165     |
| Repurchase of common shares  | (11,019                            | ) —        |
| Net cash provided by (used in) financing activities                            | (113,437                           | ) 26,846   |
| Change in cash and cash equivalents  | (104,808                           | ) 32,076   |
| Cash and cash equivalents, at beginning of period                              | 191,077                            | 77,261     |
| Cash and cash equivalents, at end of period                                    | \$86,269                           | \$109,337  |

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

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LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
September 30, 2015 and 2014  
(Unaudited and dollars in thousands, except share/unit and per share/unit data)

(1) The Company and Financial Statement Presentation

Lexington Realty Trust (the “Company”) is a Maryland real estate investment trust (“REIT”) that owns a diversified portfolio of equity and debt investments in single-tenant commercial properties and land. A majority of these properties and all land interests are subject to net or similar leases, where the tenant bears all or substantially all of the costs, including cost increases, for real estate taxes, utilities, insurance and ordinary repairs.

As of September 30, 2015, the Company had ownership interests in approximately 215 consolidated real estate properties, located in 40 states. The properties in which the Company has an interest are leased to tenants in various industries, including service, automotive, technology, transportation/logistics and finance/insurance.

The Company believes it has qualified as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”). Accordingly, the Company will not be subject to federal income tax, provided that distributions to its shareholders equal at least the amount of its REIT taxable income as defined under the Code. The Company is permitted to participate in certain activities in order to maintain its qualification as a REIT, so long as these activities are conducted in entities which elect to be treated as taxable REIT subsidiaries (“TRS”) under the Code. As such, the TRS are subject to federal income taxes on the income from these activities.

The Company conducts its operations either directly or indirectly through (1) property owner subsidiaries and lender subsidiaries, which are single purpose entities, (2) an operating partnership, Lepercq Corporate Income Fund L.P. (“LCIF”), in which the Company is the sole unit holder of the general partner and the sole unit holder of the limited partner that holds a majority of the limited partner interests, (3) a wholly-owned TRS, and (4) investments in joint ventures. On December 30, 2013, another operating partnership, Lepercq Corporate Income Fund II L.P. (“LCIF II”), was merged with and into LCIF with LCIF as the surviving entity. References to “OP Units” refer to units of limited partner interests in LCIF and LCIF II, as applicable. Property owner subsidiaries are landlords under leases for properties in which the Company has an interest and/or borrowers under loan agreements secured by properties in which the Company has an investment and lender subsidiaries are lenders under loan agreements where the Company made an investment in a loan asset, but in all cases are separate and distinct legal entities. The assets and credit of a property owner subsidiary or a lender subsidiary are not available to satisfy the debt and other obligations of any other person, including any other property owner subsidiary, or lender subsidiary or any other affiliate.

Basis of Presentation and Consolidation. The Company's unaudited condensed consolidated financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (“GAAP”). The financial statements reflect the accounts of the Company and its consolidated subsidiaries. The Company consolidates its wholly-owned subsidiaries and its partnerships and joint ventures which it controls (1) through voting rights or similar rights or (2) by means other than voting rights if the Company is the primary beneficiary of a variable interest entity (“VIE”). Entities which the Company does not control and entities which are VIEs in which the Company is not the primary beneficiary are accounted for under appropriate GAAP.

The financial statements contained in this Quarterly Report on Form 10-Q (this “Quarterly Report”) for the three and nine months ended September 30, 2015 have been prepared by the Company in accordance with GAAP for interim financial information and the applicable rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, they do not include all information and footnotes required by GAAP for complete financial statements. However, in the opinion of management, the interim financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results of the periods presented. Interim results are not necessarily indicative of the results that may be expected for the full year. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2014 filed with the SEC on February 26, 2015 (“Annual Report”).



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LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
September 30, 2015 and 2014  
(Unaudited and dollars in thousands, except share/unit and per share/unit data)

**Use of Estimates.** Management has made a number of significant estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses to prepare these unaudited condensed consolidated financial statements in conformity with GAAP. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors. Management adjusts such estimates when facts and circumstances dictate. The most significant estimates made include the recoverability of accounts receivable, the allocation of property purchase price to tangible and intangible assets acquired and liabilities assumed, the determination of VIEs and which entities should be consolidated, the determination of impairment of long-lived assets, loans receivable and equity method investments, the valuation of derivative financial instruments and the useful lives of long-lived assets. Actual results could differ materially from those estimates.

**Fair Value Measurements.** The Company follows the guidance in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, as amended ("Topic 820"), to determine the fair value of financial and non-financial instruments. Topic 820 defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. Topic 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 - quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities; Level 2 - observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and Level 3 - unobservable inputs, which are used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as considering counterparty credit risk. The Company has formally elected to apply the portfolio exception within Topic 820 with respect to measuring counterparty risk for all of its derivative transactions subject to master netting arrangements.

**Acquisition, Development and Construction Arrangements.** The Company evaluates loans receivable where the Company participates in residual profits through loan provisions or other contracts to ascertain whether the Company has the same risks and rewards as an owner or a joint venture partner. Where the Company concludes that such arrangements are more appropriately treated as an investment in real estate, the Company reflects such loan receivable as an equity investment in real estate under construction in the unaudited condensed consolidated balance sheets. In these cases, no interest income is recorded on the loan receivable and the Company capitalizes interest during the construction period. In arrangements where the Company engages a developer to construct a property or provides funds to a tenant to develop a property, the Company will capitalize the funds provided to the developer/tenant and internal costs of interest and real estate taxes, if applicable, during the construction period.

**Reclassifications.** Certain amounts included in the 2014 unaudited condensed consolidated financial statements have been reclassified, primarily relating to discontinued operations, to conform to the 2015 presentation.

**Recently Issued Accounting Guidance.** In April 2014, the FASB issued Accounting Standards Update No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity, which changes the criteria for reporting discontinued operations and improves financial statement disclosures. Under this guidance, only disposals representing a strategic shift in operations that have a major effect on an organization's operations and financial results should be presented as discontinued operations. The Company adopted this guidance effective January 1, 2015. The guidance requires the Company to continue to classify any property disposal or property classified as held for sale as of December 31, 2014 as discontinued operations prospectively. Therefore, the revenues and expenses related to these properties are presented as discontinued operations as of September 30, 2015. The Company did not classify any additional properties as discontinued operations subsequent to December 31, 2014 as the dispositions did not represent

a strategic shift in operations. The implementation of this guidance did not have a material impact on the Company's financial position, results of operations or cash flows.

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In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606), which amends the guidance for revenue recognition to eliminate the industry-specific revenue recognition guidance and replace it with a principle based approach for determining revenue recognition. The effective date of the new guidance was updated by Accounting Standards Update No. 2015-14 and is effective for reporting periods beginning after December 15, 2017. The Company is currently evaluating the impact of the adoption of the new guidance on its consolidated financial statements.

In February 2015, the FASB issued Accounting Standards Update 2015-02, Consolidation (Topic 810) - Amendments to the Consolidation Analysis, which provides guidance on the consolidation evaluation for reporting organizations that are required to evaluate whether they should consolidate certain legal entities. In accordance with the guidance, all legal entities are subject to reevaluation under the revised consolidation model. The guidance is effective in the first quarter of 2016 and early adoption is allowed. The Company is currently evaluating the impact of the adoption of this new guidance on its consolidated financial statements.

In April 2015, the FASB issued Accounting Standards Update 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires that debt issuance costs be presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability. The guidance is effective in the first quarter of 2016 and requires retrospective application. The Company is currently evaluating the impact of the adoption of this new guidance on its consolidated financial statements.

(2) Earnings Per Share

A significant portion of the Company's non-vested share-based payment awards are considered participating securities and as such, the Company is required to use the two-class method for the computation of basic and diluted earnings per share. Under the two-class computation method, net losses are not allocated to participating securities unless the holder of the security has a contractual obligation to share in the losses. The non-vested share-based payment awards are not allocated losses as the awards do not have a contractual obligation to share in losses of the Company.



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The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the three and nine months ended September 30, 2015 and 2014:

|  | Three months ended September |             | Nine months ended September |             |
|--|------------------------------|-------------|-----------------------------|-------------|
|  | 30,                          |             | 30,                         |             |
|  | 2015                         | 2014        | 2015                        | 2014        |
| <b>BASIC</b>   |                              |             |                             |             |
| Income (loss) from continuing operations attributable to common shareholders         | \$ (7,629                    | ) \$ 20,151 | \$ 70,189                   | \$ 35,330   |
| Income from discontinued operations attributable to common shareholders              | —                            | 18,569      | 1,682                       | 15,294      |
| Net income (loss) attributable to common shareholders                                | \$ (7,629                    | ) \$ 38,720 | \$ 71,871                   | \$ 50,624   |
| Weighted-average number of common shares outstanding                                 | 234,018,062                  | 229,463,522 | 233,457,400                 | 228,337,871 |
| Income (loss) per common share:  |                              |             |                             |             |
| Income (loss) from continuing operations   | \$ (0.03                     | ) \$ 0.09   | \$ 0.30                     | \$ 0.15     |
| Income from discontinued operations  | —                            | 0.08        | 0.01                        | 0.07        |
| Net income (loss) attributable to common shareholders                                | \$ (0.03                     | ) \$ 0.17   | \$ 0.31                     | \$ 0.22     |
| <b>DILUTED</b>   |                              |             |                             |             |
| Income (loss) from continuing operations attributable to common shareholders - basic | \$ (7,629                    | ) \$ 20,151 | \$ 70,189                   | \$ 35,330   |
| Impact of assumed conversions  | —                            | —           | —                           | —           |
| Income (loss) from continuing operations attributable to common shareholders         | (7,629                       | ) 20,151    | 70,189                      | 35,330      |
| Income from discontinued operations attributable to common shareholders - basic      | —                            | 18,569      | 1,682                       | 15,294      |
| Impact of assumed conversions  | —                            | —           | —                           | —           |
| Income from discontinued operations attributable to common shareholders              | —                            | 18,569      | 1,682                       | 15,294      |
| Net income (loss) attributable to common shareholders                                | \$ (7,629                    | ) \$ 38,720 | \$ 71,871                   | \$ 50,624   |
| Weighted-average common shares outstanding - basic                                   | 234,018,062                  | 229,463,522 | 233,457,400                 | 228,337,871 |
| Effect of dilutive securities:   |                              |             |                             |             |
| Share options  | —                            | 458,588     | 319,438                     | 492,149     |
| Weighted-average common shares outstanding   | 234,018,062                  | 229,922,110 | 233,776,838                 | 228,830,020 |
| Income (loss) per common share:  |                              |             |                             |             |
| Income (loss) from continuing operations   | \$ (0.03                     | ) \$ 0.09   | \$ 0.30                     | \$ 0.15     |
| Income from discontinued operations  | —                            | 0.08        | 0.01                        | 0.07        |
|  | \$ (0.03                     | ) \$ 0.17   | \$ 0.31                     | \$ 0.22     |

Net income (loss) attributable to common  
shareholders

For per common share amounts, all incremental shares are considered anti-dilutive for periods that have a loss from continuing operations attributable to common shareholders. In addition, other common share equivalents may be anti-dilutive in certain periods.

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## (3) Investments in Real Estate and Real Estate Under Construction

The Company, through property owner subsidiaries, completed the following acquisitions, each of which is subject to a lease having a term in excess of ten years (an "LTL"), during the nine months ended September 30, 2015:

| Property Type             | Location         | Acquisition/Completion Date | Initial Cost Basis | Lease Expiration | Land and Land Estate | Building and Improvements | Lease in-place Value Intangible |
|---------------------------|------------------|-----------------------------|--------------------|------------------|----------------------|---------------------------|---------------------------------|
| LTL - Land/Infrastructure | Venice, FL       | January 2015                | \$ 16,850          | 01/2055          | \$ 4,696             | \$ 11,753                 | \$ 401                          |
| LTL - Office              | Auburn Hills, MI | March 2015                  | \$ 40,025          | 03/2029          | \$ 4,416             | \$ 30,012                 | \$ 5,597                        |
| LTL - Industrial          | Houston, TX      | March 2015                  | \$ 28,650          | 03/2035          | \$ 4,674             | \$ 19,540                 | \$ 4,436                        |
| LTL - Industrial          | Brookshire, TX   | March 2015                  | \$ 22,450          | 03/2035          | \$ 2,388             | \$ 16,614                 | \$ 3,448                        |
| LTL - Industrial          | Canton, MS       | March 2015                  | \$ 89,300          | 02/2027          | \$ 5,077             | \$ 71,289                 | \$ 12,934                       |
| LTL - Industrial          | Thomson, GA      | May 2015                    | \$ 10,144          | 05/2030          | \$ 909               | \$ 7,746                  | \$ 1,489                        |
| LTL - Industrial          | Oak Creek, WI    | July 2015                   | \$ 22,139          | 06/2035          | \$ 3,015             | \$ 15,300                 | \$ 3,824                        |
|                           |                  |                             | \$ 229,558         |                  | \$ 25,175            | \$ 172,254                | \$ 32,129                       |

The Company recognized aggregate transaction costs of \$1,119 and \$1,509 for the nine months ended September 30, 2015 and 2014, respectively, which are included as property operating expenses within the Company's unaudited condensed consolidated statements of operations.

The Company is engaged in various forms of build-to-suit development activities. The Company, through lender subsidiaries and property owner subsidiaries, may enter into the following acquisition, development and construction arrangements: (1) lend funds to construct build-to-suit projects subject to a single-tenant lease and agree to purchase the properties upon completion of construction and commencement of a single-tenant lease, (2) hire developers to construct built-to-suit projects on owned properties leased to single tenants, (3) fund the construction of build-to-suit projects on owned properties pursuant to the terms in single-tenant lease agreements or (4) enter into purchase and sale agreements with developers to acquire single-tenant build-to-suit properties upon completion.

As of September 30, 2015, the Company had the following development arrangements outstanding:

| Location         | Property Type    | Square Feet | Expected Maximum Commitment/Contribution | Lease Term (Years) | Estimated Completion/Acquisition Date |
|------------------|------------------|-------------|--|--------------------|---------------------------------------|
| Richmond, VA     | LTL - Office     | 330,000     | \$ 110,137                               | 15                 | 4Q 15                                 |
| Anderson, SC     | LTL - Industrial | 1,325,000   | \$ 70,012                                | 20                 | 2Q 16                                 |
| Lake Jackson, TX | LTL - Office     | 664,000     | \$ 166,164                               | 20                 | 4Q 16                                 |
|                  |                  | 2,319,000   | \$ 346,313                               |                    |                                       |

The Company has variable interests in certain developer entities constructing the facilities but is not the primary beneficiary of the entities as the Company does not have a controlling financial interest in such entities. As of September 30, 2015 and December 31, 2014, the Company's aggregate investment in development arrangements was \$155,546 and \$106,238, respectively, which includes \$6,359 and \$2,828 of capitalized interest, respectively, and is presented as investments in real estate under construction in the accompanying unaudited condensed consolidated

balance sheets.

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In addition, the Company has committed to acquire the following properties:

| Location     | Property Type    | Estimated<br>Acquisition Cost | Estimated<br>Acquisition Date | Lease Term<br>(Years) |
|--------------|------------------|-------------------------------|-------------------------------|-----------------------|
| Richland, WA | LTL - Industrial | \$152,000                     | 4Q 15                         | 20                    |
| Detroit, MI  | LTL - Industrial | \$29,680                      | 1Q 16                         | 20                    |
|              |                  | \$181,680                     |                               |                       |

The Company can give no assurances that any of these acquisitions under contract or build-to-suit transactions will be consummated.

(4) Property Dispositions, Discontinued Operations and Real Estate Impairment

During the nine months ended September 30, 2015, the Company disposed of its interests in certain properties to unrelated third parties for a gross disposition price of \$217,675 and conveyed two vacant office properties, along with their escrow deposits, in satisfaction of a \$30,293 non-recourse secured mortgage loan. In addition, during the nine months ended September 30, 2015, the Company disposed of a vacant retail property, with a zero basis, upon the expiration of the related ground lease. During the nine months ended September 30, 2014, the Company disposed of its interest in certain properties to unrelated third parties for a gross disposition price of \$105,180 and conveyed one property along with its escrow deposits in satisfaction of the \$9,900 non-recourse secured mortgage loan. During the nine months ended September 30, 2015 and 2014, the Company recognized aggregate gains on sales of properties of \$24,884 and \$22,052, respectively, and impairment charges on properties sold of \$32,931 and \$11,062, respectively. In addition, during the nine months ended September 30, 2015 and 2014, the Company recognized aggregate net gains (charges) on debt satisfaction of \$10,106 and \$(299), respectively, relating to disposed properties. The results of operations for properties disposed of in 2015, that were not classified as held for sale as of December 31, 2014, are included within continuing operations in the unaudited condensed consolidated financial statements in accordance with recent guidance issued by the FASB. As of September 30, 2015, the Company had no properties classified as held for sale.

The Company assesses on a regular basis whether there are any indicators that the carrying value of its real estate assets may be impaired. Potential indicators may include an increase in vacancy at a property, tenant reduction in utilization of a property, tenant financial instability and the potential sale or transfer of the property in the near future. An asset is determined to be impaired if the asset's carrying value is in excess of its estimated fair value. During the nine months ended September 30, 2015 and 2014, in addition to the impairment charges discussed above, the Company recognized impairment charges of \$1,139 and \$18,864, respectively. The Company determined that the expected undiscounted cash flows based upon the revised estimated holding periods of certain assets were below the current carrying values. Accordingly, the Company reduced the carrying value of the properties to their estimated then fair values of \$475 and \$5,574, respectively.

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## (5)Loans Receivable

As of September 30, 2015 and December 31, 2014, the Company's loans receivable were comprised primarily of first and second mortgage loans and mezzanine loans on real estate.

The following is a summary of our loans receivable as of September 30, 2015 and December 31, 2014:

| Loan                             | Loan carrying-value <sup>(1)</sup> |            | Interest Rate | Maturity Date |
|----------------------------------|------------------------------------|------------|---------------|---------------|
|                                  | 9/30/2015                          | 12/31/2014 |               |               |
| Westmont, IL <sup>(2)</sup>      | \$—                                | \$12,152   | 6.45          | % 10/2015     |
| Southfield, MI <sup>(3)</sup>    | —                                  | 3,296      | 4.55          | % 02/2015     |
| Kennewick, WA                    | 85,451                             | 85,254     | 9.00          | % 05/2022     |
| Oklahoma City, OK <sup>(4)</sup> | 8,420                              | —          | 11.50         | % 12/2015     |
| Austin, TX <sup>(5)</sup>        | —                                  | 2,800      | 16.00         | % 10/2018     |
| Other                            | 1,935                              | 2,133      | 8.00          | % 2021-2022   |
|                                  | \$95,806                           | \$105,635  |               |               |

(1) Loan carrying value includes accrued interest and is net of origination costs and loan losses, if any.

In July 2015, the Company acquired the office property collateral and \$2,521 of cash collateral and received \$1,400 (2) in full settlement of its claim against the borrower. During the nine months ended September 30, 2015 and 2014, the Company recognized \$0 and \$1,284 of interest income relating to the impaired loan, respectively.

(3) In April 2015, the Company acquired the office property collateral from the borrower. In 2015, the Company recognized \$14 of interest income relating to the impaired loan.

(4) In June 2015, the Company loaned a tenant-in-common \$8,420. The loan is secured by the tenant-in-common's (4) interest in an office property, in which the Company has a 40% interest.

(5) In June 2015, the borrower satisfied the loan with a \$3,545 payment, which included yield maintenance.

Prior to December 31, 2014, the Company had two types of financing receivables: loans receivable secured by commercial real estate and a capitalized financing lease. The Company determined that its financing receivables operated within one portfolio segment as they were within the same industry and used the same impairment methodology. The capitalized financing lease, for a commercial office property located in Greenville, South Carolina, was sold in December 2014. In addition, the Company assesses all financing receivables for impairment, when warranted, based on an individual analysis of each receivable.

The Company's financing receivables operate within one class of financing receivables as these assets (1) are collateralized by commercial real estate and (2) similar metrics are used to monitor the risk and performance of these assets. The Company's management uses credit quality indicators to monitor financing receivables such as quality of collateral, the underlying tenant's credit rating and collection experience. As of September 30, 2015, the financing receivables were performing as anticipated and there were no significant delinquent amounts outstanding.

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## (6) Fair Value Measurements

The following tables present the Company's assets and liabilities from continuing operations measured at fair value on a recurring and non-recurring basis as of September 30, 2015 and December 31, 2014, aggregated by the level in the fair value hierarchy within which those measurements fall:

| Description                    | Balance            | Fair Value Measurements Using |           |           |
|--------------------------------|--------------------|-------------------------------|-----------|-----------|
|                                | September 30, 2015 | (Level 1)                     | (Level 2) | (Level 3) |
| Impaired real estate assets*   | \$475              | \$—                           | \$—       | \$475     |
| Interest rate swap liabilities | \$(6,216)          | ) \$—                         | \$(6,216) | ) \$—     |
| Description                    | Balance            | Fair Value Measurements Using |           |           |
|                                | December 31, 2014  | (Level 1)                     | (Level 2) | (Level 3) |
| Interest rate swap assets      | \$1,153            | \$—                           | \$1,153   | \$—       |
| Impaired real estate assets*   | \$25,679           | \$—                           | \$—       | \$25,679  |
| Impaired loan receivable*      | \$3,296            | \$—                           | \$—       | \$3,296   |
| Interest rate swap liabilities | \$(749)            | ) \$—                         | \$(749)   | ) \$—     |

\*Represents a non-recurring fair value measurement.

The table below sets forth the carrying amounts and estimated fair values of the Company's financial instruments as of September 30, 2015 and December 31, 2014.

|                            | As of September 30, 2015 |            | As of December 31, 2014 |            |
|----------------------------|--------------------------|------------|-------------------------|------------|
|                            | Carrying Amount          | Fair Value | Carrying Amount         | Fair Value |
| <b>Assets</b>              |                          |            |                         |            |
| Loans Receivable (Level 3) | \$95,806                 | \$95,535   | \$105,635               | \$105,061  |

**Liabilities**

|                |             |             |             |             |
|----------------|-------------|-------------|-------------|-------------|
| Debt (Level 3) | \$2,021,365 | \$2,007,831 | \$2,092,675 | \$2,091,364 |
|----------------|-------------|-------------|-------------|-------------|

The majority of the inputs used to value the Company's interest rate swaps fall within Level 2 of the fair value hierarchy, such as observable market interest rate curves; however, the credit valuation associated with the interest rate swaps utilizes Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties. As of September 30, 2015 and December 31, 2014, the Company determined that the credit valuation adjustment relative to the overall fair value of the interest rate swaps was not significant. As a result, the interest rate swaps have been classified in Level 2 of the fair value hierarchy.

The Company estimates the fair value of its real estate assets, including non-consolidated real estate assets, by using income and market valuation techniques. The Company may estimate fair values using market information such as broker opinions of value, recent sales data for similar assets or discounted cash flow models, which primarily rely on Level 3 inputs. The cash flow models include estimated cash inflows and outflows over a specified holding period. These cash flows may include contractual rental revenues, projected future rental revenues and expenses and forecasted tenant improvements and lease commissions based upon market conditions determined through discussion with local real estate professionals, experience the Company has with its other owned properties in such markets and expectations for growth. Capitalization rates and discount rates utilized in these models are estimated by management based upon rates that management believes to be within a reasonable range of current market rates for the respective properties based upon an analysis of factors such as property and tenant quality, geographical location and local supply and demand observations. To the extent the Company underestimates forecasted cash outflows (tenant improvements, lease commissions and operating costs) or overestimates forecasted cash inflows (rental revenue rates), the estimated fair value of its real estate assets could be overstated.





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The Company estimates the fair values of its loans receivable by using an estimated discounted cash flow analysis and/or the estimated value of the underlying collateral using Level 3 inputs consisting of scheduled cash flows and discount rate estimates to approximate those that a willing buyer and seller might use. The fair value of the Company's debt is estimated by using a discounted cash flow analysis using Level 3 inputs, based upon estimates of market interest rates.

Fair values cannot be determined with precision, may not be substantiated by comparison to quoted prices in active markets and may not be realized upon sale. Additionally, there are inherent uncertainties in any fair value measurement technique, and changes in the underlying assumptions used, including discount rates, liquidity risks and estimates of future cash flows, could significantly affect the fair value measurement amounts.

Cash Equivalents, Restricted Cash, Accounts Receivable and Accounts Payable. The Company estimates that the fair value of cash equivalents, restricted cash, accounts receivable and accounts payable approximates carrying value due to the relatively short maturity of the instruments.

(7) Investment in and Advances to Non-Consolidated Entities

As of September 30, 2015, the Company had ownership interests ranging from 15% to 40% in certain non-consolidated entities, which primarily own single-tenant net-leased assets. The acquisitions of these assets by the non-consolidated entities were partially funded through non-recourse mortgage debt with an aggregate balance of \$47,763 at September 30, 2015 (the Company's proportionate share was \$8,619) with rates ranging from 3.7% to 4.7%. In June 2015, the Company invested \$5,613 in the Oklahoma City tenant-in-common. The Company's contribution, together with the other tenant-in-common's contribution, was used to satisfy the related maturing mortgage loan.

In November 2014, the Company formed a joint venture to construct a private school in Houston, Texas. As of September 30, 2015, the Company had a 25% interest in the joint venture. The anticipated total construction cost is \$86,491. The Company may provide construction financing to the joint venture up to \$56,686. Upon completion, the property will be net leased for a 20-year term.

During 2014, the Company recognized an aggregate \$930 other-than-temporary impairment charge on a non-consolidated office property joint venture due to a change in the Company's estimate of net proceeds upon liquidation of the joint venture.

In August 2013, the Company invested \$5,000 in a joint venture, which acquired the fee interest and the related office building improvements of a property in Baltimore, Maryland. Beginning in October 2015, the Company has the right to require the redemption of its interest in the joint venture in exchange for a distribution to the Company of the fee interest, which was leased in 2013 for a 99-year term to the joint venture.

(8) Debt

The Company, through property owner subsidiaries, had outstanding non-recourse secured mortgages and notes payable of \$804,238 and \$945,216 as of September 30, 2015 and December 31, 2014, respectively. Interest rates, including imputed rates on mortgages and notes payable, ranged from 2.2% to 7.8% at September 30, 2015 and 2.2% to 8.5% at December 31, 2014 and the mortgages and notes payables mature between 2016 and 2028 as of September 30, 2015. The weighted-average interest rate was 5.0% and 5.2% at September 30, 2015 and December 31, 2014, respectively.

The Company had the following senior notes outstanding as of September 30, 2015:

| Issue Date | Face Amount | Interest Rate | Maturity Date | Issue Price |   |
|------------|-------------|---------------|---------------|-------------|---|
| May 2014   | \$250,000   | 4.40          | % June 2024   | 99.883      | % |
| June 2013  | 250,000     | 4.25          | % June 2023   | 99.026      | % |
|            | \$500,000   |               |               |             |   |



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Each series of the senior notes is unsecured and pays interest semi-annually in arrears. The Company may redeem the notes at its option at any time prior to maturity in whole or in part by paying the principal amount of the notes being redeemed plus a premium.

In September 2015, the Company entered into a new \$905,000 unsecured credit agreement with KeyBank National Association as agent, which replaced the Company's existing revolving credit facility and term loans. With lender approval, the Company can increase the size of the new facility to an aggregate \$1,810,000. A summary of the significant terms are as follows:

|  | Prior<br>Maturity Date | New<br>Maturity Date | Prior<br>Interest Rate | Current<br>Interest Rate |
|--|------------------------|----------------------|------------------------|--------------------------|
| \$400,000 Revolving Credit Facility <sup>(1)</sup> | 02/2017                | 08/2019              | LIBOR + 1.15%          | LIBOR + 1.00%            |
| \$250,000 Term Loan <sup>(2)</sup>                 | 02/2018                | 08/2020              | LIBOR + 1.35%          | LIBOR + 1.10%            |
| \$255,000 Term Loan <sup>(3)</sup>                 | 01/2019                | 01/2021              | LIBOR + 1.75%          | LIBOR + 1.10%            |

Maturity date can be extended to 08/2020 at the Company's option. The interest rate ranges from LIBOR plus 0.85% to 1.55% (previously 0.95% to 1.725%). At September 30, 2015, the unsecured revolving credit facility had (1) \$73,000 outstanding, outstanding letters of credit of \$10,000 and availability of \$317,000, subject to covenant compliance.

The interest rate ranges from LIBOR plus 0.90% to 1.75% (previously 1.10% to 2.10%). The Company previously (2) entered into aggregate interest-rate swap agreements to fix the LIBOR component at a weighted-average rate of 1.09% through February 2018 on the \$250,000 of outstanding LIBOR-based borrowings.

The interest rate ranges from LIBOR plus 0.90% to 1.75% (previously 1.50% to 2.25%). The Company previously (3) entered into aggregate interest-rate swap agreements to fix the LIBOR component at a weighted-average rate of 1.42% through January 2019 on the \$255,000 of outstanding LIBOR-based borrowings.

The Company was in compliance with all applicable financial covenants contained in its corporate level debt agreements at September 30, 2015.

During 2010, the Company issued \$115,000 aggregate principal amount of 6.00% Convertible Guaranteed Notes due 2030. The notes pay interest semi-annually in arrears and mature in January 2030. The holders of the notes may require the Company to repurchase their notes in January 2017, January 2020 and January 2025 for cash equal to 100% of the notes to be repurchased, plus any accrued and unpaid interest. The Company may not redeem any notes prior to January 2017, except to preserve its REIT status. The notes have a current conversion rate of 153.8603 common shares per one thousand principal amount of the notes, representing a conversion price of approximately \$6.50 per common share. The conversion rate is subject to adjustment under certain circumstances, including increases in the Company's dividend rate above a certain threshold and the issuance of stock dividends. The notes are convertible by the holders under certain circumstances for cash, common shares or a combination of cash and common shares at the Company's election. The notes are convertible prior to the close of business on the second business day immediately preceding the stated maturity date, at any time beginning in January 2029 and also upon the occurrence of specified events. During the nine months ended September 30, 2015 and 2014, \$3,828 and \$4,205, respectively, aggregate principal amount of the notes were converted for 519,664 and 624,103 common shares, respectively, and aggregate cash payments of \$529 and \$62, plus accrued and unpaid interest, respectively. These conversions resulted in aggregate debt satisfaction charges of \$476 and \$933 for the nine months ended September 30, 2015 and 2014, respectively.

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Below is a summary of additional disclosures related to the 6.00% Convertible Guaranteed Notes due 2030.

|  | 6.00% Convertible Guaranteed Notes due 2030 |       |                                 |         |
|--|---|-------|---------------------------------|---------|
|  | September 30, 2015                          |       | December 31, 2014               |         |
| Balance Sheets:  |   |       |                                 |         |
| Principal amount of debt component                                   | \$12,400                                    |       | \$16,228                        |         |
| Unamortized discount   | (272  | )     | (564                            | )       |
| Carrying amount of debt component                                    | \$12,128                                    |       | \$15,664                        |         |
| Carrying amount of equity component                                  | \$(34,784                                   | )     | \$(33,160                       | )       |
| Effective interest rate  | 7.7   | %     | 8.1                             | %       |
| Period through which discount is being amortized, put date           | 01/2017                                     |       | 01/2017                         |         |
| Aggregate if-converted value in excess of aggregate principal amount | \$3,054                                     |       | \$10,432                        |         |
|  | Three months ended September 30,            |       | Nine months ended September 30, |         |
| Statements of Operations:  | 2015  | 2014  | 2015                            | 2014    |
| 6.00% Convertible Guaranteed Notes                                   |   |       |                                 |         |
| Coupon interest  | \$185                                       | \$375 | \$577                           | \$1,196 |
| Discount amortization  | 53  | 107   | 175                             | 340     |
|  | \$238                                       | \$482 | \$752                           | \$1,536 |

During the nine months ended September 30, 2015 and 2014, in connection with the satisfaction of mortgage notes other than those disclosed elsewhere in these financial statements, the Company had debt satisfaction gains (charges), net of \$4,123 and \$(7,013), respectively.

**(9) Derivatives and Hedging Activities**

**Risk Management Objective of Using Derivatives.** The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the type, amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's investments and borrowings.

**Cash Flow Hedges of Interest Rate Risk.** The Company's objectives in using interest rate derivatives are to add stability to interest expense, to manage its exposure to interest rate movements and therefore manage its cash outflows as it relates to the underlying debt instruments. To accomplish these objectives, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy relating to certain of its variable rate debt instruments. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income (loss) and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. The Company did not incur any ineffectiveness during the nine months ended September 30, 2015 and 2014.



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The Company has designated the interest-rate swap agreements with its counterparties as cash flow hedges of the risk of variability attributable to changes in the LIBOR swap rate on \$505,000 of LIBOR-indexed variable-rate unsecured term loans. Accordingly, changes in the fair value of the swaps are recorded in other comprehensive income (loss) and reclassified to earnings as interest becomes receivable or payable.

Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the term loans. During the next 12 months, the Company estimates that an additional \$4,422 will be reclassified as an increase to interest expense.

As of September 30, 2015, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

| Interest Rate Derivative | Number of Instruments | Notional  |
|--------------------------|-----------------------|-----------|
| Interest Rate Swaps      | 10                    | \$505,000 |

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the unaudited condensed consolidated balance sheets as of September 30, 2015 and December 31, 2014.

|   | As of September 30, 2015               |            | As of December 31, 2014                |            |
|---|--|------------|--|------------|
|   | Balance Sheet Location                 | Fair Value | Balance Sheet Location                 | Fair Value |
| Derivatives designated as hedging instruments |  |            |  |            |
| Interest Rate Swap Asset                      |  |            | Other Assets                           | \$1,153    |
| Interest Rate Swap Liability                  | Accounts Payable and Other Liabilities | \$(6,216 ) | Accounts Payable and Other Liabilities | \$(749 )   |

The tables below present the effect of the Company's derivative financial instruments on the unaudited condensed consolidated statements of operations for the nine months ended September 30, 2015 and 2014.

| Derivatives in Cash Flow | Amount of Loss Recognized in OCI on Derivatives (Effective Portion) September 30, |            | Location of Loss Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Loss Reclassified from Accumulated OCI into September 30, |         |
|--------------------------|---|------------|--|---|---------|
|                          | 2015  | 2014       |  | 2015  | 2014    |
| Hedging Relationships    |   |            | Interest expense   |   |         |
| Interest Rate Swaps      | \$(10,742 )   | \$(5,237 ) |  | \$4,122   | \$4,103 |

The Company's agreements with swap derivative counterparties contain provisions whereby if the Company defaults on the underlying indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default of the swap derivative obligation. As of September 30, 2015, the Company has not posted any collateral related to the agreements.

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## (10) Concentration of Risk

The Company seeks to reduce its operating and leasing risks through the geographic diversification of its properties, tenant industry diversification, avoidance of dependency on a single asset and the creditworthiness of its tenants. For the nine months ended September 30, 2015 and 2014, no single tenant represented greater than 10% of rental revenues.

Cash and cash equivalent balances at certain institutions may exceed insurable amounts. The Company believes it mitigates this risk by investing in or through major financial institutions.

## (11) Equity

Shareholders' Equity. During the nine months ended September 30, 2015 and 2014, the Company issued 1,845,617 and 1,853,988 common shares, respectively, under its direct share purchase plan, which includes its dividend reinvestment plan, raising net proceeds of \$17,415 and \$18,758, respectively.

During the nine months ended September 30, 2015, the Company granted to certain executive officers performance-based shares, which vest based on the Company's total shareholder return growth after a three-year measurement period relative to an index (321,018 shares) and its peers (321,011 shares). Dividends will not be paid on these grants until earned. Once the performance criteria are met and the actual number of shares earned is determined, such shares vest immediately. The fair value of the grants was determined at the grant date using a multifactor Monte Carlo simulation model for a fair value price of \$6.66 per share for 321,011 shares and \$6.86 per share for 321,018 shares. In addition, during the nine months ended September 30, 2015, the Company granted 170,650 non-vested common shares to certain employees with a grant date fair value of \$1,916. The non-vested common shares vest ratably over a three-year service period. Compensation expense is recognized over the requisite service period for all grants. During the nine months ended September 30, 2015 and 2014, the Company issued an aggregate of 20,400 and 14,000, respectively, fully vested common shares to the non-management members of the Company's Board of Trustees with a grant date fair value of \$209 and \$142, respectively.

In July 2015, the Company's Board of Trustees authorized the repurchase of up to 10,000,000 common shares. During the three months ended September 30, 2015, the Company repurchased 1,306,300 common shares at an average price of \$8.42 per common share.

Accumulated other comprehensive income (loss) as of September 30, 2015 and December 31, 2014 represented \$(6,216) and \$404, respectively, of unrealized gain (loss) on interest rate swaps, net.

Changes in Accumulated Other Comprehensive Income (Loss)

|  | Gains and Losses<br>on Cash Flow Hedges |
|--|---|
| Balance December 31, 2014  | \$404                                   |
| Other comprehensive loss before reclassifications  | (10,742 )                               |
| Amounts of loss reclassified from accumulated other comprehensive income to interest expense | 4,122                                   |
| Balance September 30, 2015   | \$(6,216 )                              |

Noncontrolling Interests. In conjunction with several of the Company's acquisitions in prior years, sellers were issued OP units as a form of consideration. All OP units, other than OP units owned by the Company, are redeemable for common shares at certain times, at the option of the holders, and are generally not otherwise mandatorily redeemable by the Company. The OP units are classified as a component of permanent equity as the Company has determined that the OP units are not redeemable securities as defined by GAAP. Each OP unit is currently redeemable at the holder's option for approximately 1.13 common shares, subject to future adjustments.





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During the nine months ended September 30, 2014, in connection with the merger of LCIF II with and into LCIF, former LCIF II partners representing 170,193 OP units elected or were deemed to elect to receive \$1,962 in aggregate cash for such OP units. In addition, during the nine months ended September 30, 2014, 11,186 common shares were issued by the Company, in connection with OP unit redemptions, for an aggregate value of \$56.

As of September 30, 2015, there were approximately 3,422,000 OP units outstanding other than OP units owned by the Company. All OP units receive distributions in accordance with their respective partnership agreements. To the extent that the Company's dividend per common share is less than the stated distribution per OP unit per the applicable partnership agreement, the distributions per OP unit are reduced by the percentage reduction in the Company's dividend per common share. No OP units have a liquidation preference.

The following discloses the effects of changes in the Company's ownership interests in its noncontrolling interests:

|   | Net Income Attributable to<br>Shareholders and Transfers from<br>Noncontrolling Interests |          |
|---|---|----------|
|   | Nine Months ended September 30,   |          |
|   | 2015  | 2014     |
| Net income attributable to Lexington Realty Trust shareholders                                  | \$76,853  | \$55,741 |
| Transfers from noncontrolling interests:  |   |          |
| Decrease in additional paid-in-capital for redemption of noncontrolling OP units                | —   | (950)    |
| Change from net income attributable to shareholders and transfers from noncontrolling interests | \$76,853  | \$54,791 |

In July 2015 and 2014, the Company acquired its consolidated joint partners' interests in an office property in Philadelphia, Pennsylvania for \$4,022 and \$2,100, respectively, raising the Company's ownership to 100%.

(12) Related Party Transactions

In connection with efforts to procure non-recourse mezzanine financing from an affiliate of the Company's Chairman, pursuant to the terms of the EB-5 visa program administered by the United States Citizenship and Immigration Services ("USCIS"), for a joint venture in Houston, Texas, in which the Company has an investment, the Company executed a guaranty in favor of an affiliate of its Chairman. The guaranty provides that the Company will reimburse investors providing the funds for such financing if the following occurs: (1) the joint venture receives such funds, (2) the USCIS denies the financing solely because the project is not permitted under the EB-5 visa program, and (3) the joint venture fails to return such funds. As of September 30, 2015, the joint venture has not received any such funds and the Company has not recorded any liability as it relates to this guaranty. The maximum amount of funds that would be subject to the guaranty obligation is \$18,000.

There were no other related party transactions other than those disclosed elsewhere in this Quarterly Report and the audited consolidated financial statements in the Annual Report.

(13) Commitments and Contingencies

In addition to the commitments and contingencies disclosed elsewhere, including in Note 12 above, and previously disclosed, the Company has the following commitments and contingencies.

The Company is obligated under certain tenant leases, including its proportionate share for leases for non-consolidated entities, to fund the expansion of the underlying leased properties. During 2014, the Company commenced the expansion of the Byhalia, Mississippi property for an estimated cost of \$15,300. The Company, under certain circumstances, may guarantee to tenants the completion of base building improvements and the payment of tenant improvement allowances and lease commissions on behalf of its subsidiaries.



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From time to time, the Company is directly and indirectly involved in legal proceedings arising in the ordinary course of business. Management believes, based on currently available information, and after consultation with legal counsel, that although the outcomes of those normal course proceedings are uncertain, the results of such proceedings, in the aggregate, will not have a material adverse effect on the Company's business, financial condition and results of operations.

GSMSC II 2006-GG6 Bridgewater Hills Corporate Center, LLC v. Lexington Realty Trust (Supreme Court of the State of New York, County of New York-Index No. 653117/2015)

On September 16, 2015, GSMSC II 2006-GG6 Bridgewater Hills Corporate Center, LLC commenced an action as lender against the Company based on a limited guaranty of recourse obligations executed by a predecessor entity of the Company in connection with a mortgage loan secured by a property owner subsidiary's commercial property in Bridgewater, New Jersey. The property owner subsidiary defaulted due to non-payment after the sole tenant vacated at the end of the lease term. The lender seeks approximately \$15,500 in order to satisfy the outstanding amount of the loan, plus reasonable attorney's fees and other costs and disbursements related thereto.

The lender claims that the Company's limited guaranty was triggered due to the merger of Newkirk Realty Trust, Inc. and Lexington Corporate Properties Trust on December 31, 2006, arguing that it constituted an event of default because it was a transfer that was not permitted by the loan agreement. The Company intends to vigorously defend the lender's claim. The Company filed a motion to dismiss on October 19, 2015.

(14) Supplemental Disclosure of Statement of Cash Flow Information

In addition to disclosures discussed elsewhere, during the nine months ended September 30, 2015 and 2014, the Company paid \$62,914 and \$69,936, respectively, for interest and \$788 and \$1,424, respectively, for income taxes.

(15) Subsequent Events

Subsequent to September 30, 2015 and in addition to disclosures elsewhere in the unaudited condensed consolidated financial statements, the Company:

• repurchased 288,344 common shares for \$2,320;

• entered into an agreement for an office property build-to-suit project in Charlotte, North Carolina, subject to a 15-year net lease at an 8.3% initial capitalization rate and 2.0% annual escalations, for a maximum commitment of \$62,445, which is expected to be completed in the first quarter of 2017;

• borrowed \$152,000 under its unsecured revolving credit facility in anticipation of the acquisition of the Richland, Washington industrial build-to-suit facility; and

• locked a 4.0% fixed interest-rate on a 10-year, \$110,000 non-recourse mortgage financing for the Richland,

• Washington property discussed above; however, no assurances can be given that such acquisition or financing will be consummated.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

Introduction

When we use the terms "the Company," "we," "us" and "our," we mean Lexington Realty Trust and all entities owned by us, including non-consolidated entities, except where it is clear that the term means only the parent company. References herein to "this Quarterly Report" are to this Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2015. The results of operations for the three and nine months ended September 30, 2015 and 2014 are not necessarily indicative of the results that may be expected for the full year.

The following is a discussion and analysis of our unaudited condensed consolidated financial condition and results of operations for the three and nine months ended September 30, 2015 and 2014, and significant factors that could affect our prospective financial condition and results of operations. This discussion should be read together with the accompanying unaudited condensed consolidated financial statements and notes thereto and with our consolidated financial statements and notes thereto included in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission, or SEC, on February 26, 2015, which we refer to as our Annual Report. Historical results may not be indicative of future performance.

Forward-Looking Statements. This Quarterly Report, together with other statements and information publicly disseminated by us, contains certain 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, which we refer to as the Exchange Act. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "believes," "expects," "intends," "anticipates," "estimates," "projects," "may," "plans," "predicts," "will," "will likely" and similar expressions. Readers should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect actual results, performances or achievements. In particular, the factors that could cause actual results, performances or achievements to differ materially from current expectations, strategies or plans include, among others, any risks discussed below in this "Management's Discussion and Analysis of Financial Condition and Results of Operations," and under the headings "Risk Factors" in this Quarterly Report and "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report and other periodic reports filed with the SEC. Except as required by law, we undertake no obligation to publicly release any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Accordingly, there is no assurance that our expectations will be realized.

Overview

General. We are a Maryland real estate investment trust, or REIT, that owns a diversified portfolio of equity and debt investments in single-tenant properties and land. A majority of these properties and all land interests are subject to net or similar leases, where the tenant bears all or substantially all of the costs, including cost increases, for real estate taxes, utilities, insurance and ordinary repairs. We also provide investment advisory and asset management services to investors in the single-tenant area.

As of September 30, 2015, we had ownership interests in approximately 215 consolidated real estate properties, located in 40 states and containing an aggregate of approximately 41.7 million square feet of space, approximately 96.5% of which was leased, excluding properties owned subject to mortgage loans in default. The properties in which we have an interest are leased to tenants in various industries, including service, automotive, technology,

transportation/logistics and finance/insurance.

Our revenues and cash flows are generated predominantly from property rent receipts. As a result, growth in revenues and cash flows is directly correlated to our ability to (1) acquire income producing real estate investments and (2) re-lease properties that are vacant, or may become vacant, at favorable rental rates.

Our current business strategy is focused on enhancing our cash flow growth and stability, growing our portfolio with attractive long-term leased investments, reducing lease rollover risk and maintaining a strong and flexible balance sheet to allow us to act on opportunities as they arise.

Leasing Activity. Re-leasing properties that are currently vacant or as leases expire at favorable effective rates is one of our primary areas of focus for asset management. We continue to manage down our shorter-term leases and extend our weighted-average lease term, which was approximately 12.4 years at September 30, 2015 on a cash basis.

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During the third quarter of 2015, we entered into consolidated new leases and lease extensions encompassing 0.8 million square feet. The average U.S. generally accepted accounting principles, or GAAP, base rent on these extended leases was \$4.71 per square foot compared to the average GAAP base rent on these leases before extension of \$4.78 per square foot. The weighted-average cost of tenant improvements and lease commissions was \$16.73 per square foot for new leases and \$1.70 square foot for extended leases on a GAAP basis. While renewal rents have declined in recent periods, we are beginning to see a positive trend in renewal rents, which together with our capital recycling strategy and annual or periodic rent increases under our long-term leases, has resulted in revenue growth during the nine months ended September 30, 2015.

## Third Quarter 2015 Transaction Summary.

The following summarizes our significant transactions during the three months ended September 30, 2015.

## Investments.

Completed the build-to-suit industrial property in Oak Creek, Wisconsin for a capitalized cost of \$22.1 million.

Acquired our consolidated joint venture partner's interest in an office property in Philadelphia, Pennsylvania for \$4.0 million, increasing our ownership to 100.0%.

## Dispositions.

Disposed of our interests in three properties to unrelated third parties for an aggregate gross disposition price of approximately \$135.7 million.

## Debt.

Retired an aggregate \$55.0 million of non-recourse mortgage debt with an interest rate of 4.32%.

Satisfied \$0.4 million original principal amount of our 6.00% Convertible Guaranteed Notes due 2030 for cash, thereby reducing the outstanding balance of this note issuance to \$12.4 million.

Replaced our revolving credit facility, 2018 term loan and 2019 term loan.

## Equity.

Announced a new 10.0 million common share repurchase authorization and repurchased 1.3 million common shares at an average price of \$8.42 per common share.

## Acquisition and Development Activity.

Our acquisition and development activity for the past several years has consisted primarily of build-to-suit transactions whereby we (1) hire a developer, or provide funding to a tenant, to develop a property, or (2) provide capital to developers and commit to purchase the property upon completion. However, none of these transactions are done on a speculative basis without a committed tenant subject to a long-term lease.

During the nine months ended September 30, 2015, we completed the following acquisitions and build-to-suit transactions, each of which is subject to a lease having a term in excess of ten years, which we refer to as an LTL:

| Location         | Property Type             | Square Feet<br>(000's) | Capitalized Cost<br>(millions) | Date Acquired | Approximate<br>Lease Term<br>(Years) |
|------------------|---------------------------|------------------------|--------------------------------|---------------|--------------------------------------|
| Oak Creek, WI    | LTL - Industrial          | 164                    | \$22.1                         | July 2015     | 20                                   |
| Thomson, GA      | LTL - Industrial          | 208                    | 10.1                           | May 2015      | 15                                   |
| Auburn Hills, MI | LTL - Office              | 278                    | 40.0                           | March 2015    | 14                                   |
| Houston, TX      | LTL - Industrial          | 188                    | 28.7                           | March 2015    | 20                                   |
| Brookshire, TX   | LTL - Industrial          | 262                    | 22.4                           | March 2015    | 20                                   |
| Canton, MS       | LTL - Industrial          | 1,466                  | 89.3                           | March 2015    | 12                                   |
| Venice, FL       | LTL - Land/Infrastructure | 31                     | 16.9                           | January 2015  | 40                                   |
|                  |                           | 2,597                  | \$229.5                        |               |                                      |



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The following is a summary of our on-going build-to-suit transactions as of September 30, 2015:

| Location                           | Property Type    | Square Feet<br>(000's) | Capitalized<br>Cost/Maximum<br>Commitment<br>(millions) | Estimated<br>Completion/Acquisition<br>Date | GAAP<br>Investment<br>Balance as of<br>9/30/2015<br>(millions) |
|------------------------------------|------------------|------------------------|---|---|--|
| Consolidated Build-to-Suits:       |                  |                        |   |   |  |
| Richmond, VA                       | LTL - Office     | 330                    | \$110.1   | 4Q 2015                                     | \$97.8   |
| Anderson, SC                       | LTL - Industrial | 1,325                  | 70.0  | 2Q 2016                                     | 12.7   |
| Lake Jackson, TX                   | LTL - Office     | 664                    | 166.2   | 4Q 2016                                     | 45.0   |
| Total Consolidated Build-to-Suits: |                  | 2,319                  | \$346.3   |   | \$155.5  |

## Non-Consolidated Build-to-Suit:

|                            |                      |     |        |         |        |
|----------------------------|----------------------|-----|--------|---------|--------|
| Houston, TX <sup>(1)</sup> | LTL-Retail/Specialty | 274 | \$86.5 | 3Q 2016 | \$28.6 |
|----------------------------|----------------------|-----|--------|---------|--------|

(1) We currently have a 25% interest. We may provide construction financing up to \$56.7 million to the joint venture.

In addition, we have committed to acquire upon their completion the following properties:

| Location     | Property Type    | Estimated Acquisition<br>Cost (millions) | Estimated<br>Acquisition Date | Lease Term (Years) |
|--------------|------------------|--|-------------------------------|--------------------|
| Richland, WA | LTL - Industrial | \$152.0                                  | 4Q 15                         | 20                 |
| Detroit, MI  | LTL - Industrial | 29.7                                     | 1Q 16                         | 20                 |
|              |                  | \$181.7                                  |                               |                    |

We can give no assurances that any unconsummated transactions described in this Quarterly Report will be consummated or, if consummated, will perform to our expectations.

## Critical Accounting Policies

Management's discussion and analysis of financial condition and results of operations is based upon our unaudited condensed consolidated financial statements, which have been prepared in accordance with GAAP. In preparing our unaudited condensed consolidated financial statements in accordance with GAAP and pursuant to the rules and regulations of the SEC, we make assumptions, judgments and estimates that affect the reported amounts of assets, liabilities, revenue, and expenses, and related disclosures of contingent assets and liabilities. We base our assumptions, judgments and estimates on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. On a regular basis, we evaluate our assumptions, judgments and estimates. Our accounting policies are discussed under (1) Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report, (2) note 2 to our consolidated financial statements contained in our Annual Report and (3) note 1 to our unaudited condensed consolidated financial statements contained in this Quarterly Report. We believe there have been no material changes to the items that we disclosed as our critical accounting policies under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report.

## Liquidity and Capital Resources

**Cash Flows.** We believe that cash flows from operations will continue to provide adequate capital to fund our operating and administrative expenses, regular debt service obligations and all dividend payments in accordance with REIT requirements in both the short-term and long-term. In addition, we anticipate that cash on hand, borrowings under our unsecured credit facility, capital recycling proceeds, issuances of equity, mortgage proceeds and other debt, as well as other available alternatives, will provide the necessary capital required by our business.



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During the nine months ended September 30, 2015, we obtained \$80.8 million of long-term mortgage financing with a weighted-average fixed interest rate of 3.7%.

At September 30, 2015, we had \$129.9 million of property specific mortgage balloon debt due in 2016. We believe we have sufficient sources of liquidity at September 30, 2015 to meet these obligations through cash on hand (\$86.3 million), borrowing capacity on our unsecured revolving credit facility (\$317.0 million), which expires in 2019, but can be extended by us to 2020, and future cash flows from operations.

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The mortgages encumbering the properties in which we have an interest are generally non-recourse to us, such that in situations where we believe it is beneficial to satisfy a mortgage obligation by transferring title of the property to the lender, including through a foreclosure, we may do so. During the nine months ended September 30, 2015, two office properties in Issaquah, Washington were transferred by a deed-in-lieu of foreclosure in satisfaction of the related \$30.3 million outstanding non-recourse mortgage loan.

Cash flows from operations as reported in the unaudited condensed consolidated statements of cash flows increased to \$181.5 million for the nine months ended September 30, 2015 from \$165.5 million for the nine months ended September 30, 2014. The increase was primarily related to the impact of cash flows generated from acquired properties, offset in part by the impact of property sales and vacancies. The underlying drivers that impact working capital, and therefore cash flows from operations, are the timing of collection of rents, including reimbursements from tenants, payment of interest on mortgage debt and payment of operating and general and administrative costs. We believe the net-lease structure of the leases encumbering a majority of the properties in which we have an interest mitigates the risks of the timing of cash flows from operations since the payment and timing of operating costs related to the properties are generally borne directly by the tenant. Collection and timing of tenant rents is closely monitored by management as part of our cash management program. The cash flows from operations for the nine months ended September 30, 2014, were impacted by yield maintenance penalties and other costs incurred aggregating \$6.9 million relating to the satisfaction of non-recourse, secured mortgage notes.

Net cash used in investing activities totaled \$172.8 million and \$160.3 million during the nine months ended September 30, 2015 and 2014, respectively. Cash used in investing activities related primarily to acquisitions of real estate and investments in real estate under construction, deposits, capital expenditures, lease costs, changes in restricted cash, investments in non-consolidated entities and loans receivable. Cash provided by investing activities related primarily to proceeds from the sale of properties and principal payments received on loan receivables.

Net cash provided by (used in) financing activities totaled \$(113.4) million and \$26.8 million during the nine months ended September 30, 2015 and 2014, respectively. Cash provided by financing activities related primarily to borrowings under our corporate level debt instruments, proceeds of mortgages and notes payable and the net proceeds from the issuance of common shares. Cash used in financing activities was primarily attributable to repurchases of common shares, purchases of noncontrolling interests, dividend and distribution payments, financing costs and repayment of debt obligations.

Dividends. Dividends paid to our common and preferred shareholders increased to \$123.5 million in the nine months ended September 30, 2015, compared to \$118.8 million in the nine months ended September 30, 2014. This increase resulted from an increase in our quarterly common share dividend paid in 2015 to \$0.17 per common share per quarter compared to \$0.165 per common share per quarter paid in 2014 and an increase in the number of our outstanding common shares.

UPREIT Structure. As of September 30, 2015, 3.4 million units of limited partner interest, or OP units, in our operating partnership, Lepercq Corporate Income Fund L.P. or LCIF, were outstanding not including OP units held by us. Assuming all outstanding OP units not held by us were redeemed on such date, the estimated fair value of the OP units was \$31.2 million based on the closing price of \$8.10 per common share on September 30, 2015 and a redemption factor of approximately 1.13 common shares per OP unit.

Financings. The following senior notes were outstanding as of September 30, 2015:

| Issue Date | Face Amount<br>(\$000) | Interest Rate | Maturity Date | Issue Price |   |
|------------|------------------------|---------------|---------------|-------------|---|
| May 2014   | \$250,000              | 4.40          | % June 2024   | 99.883      | % |
| June 2013  | 250,000                | 4.25          | % June 2023   | 99.026      | % |
|            | \$500,000              |               |               |             |   |

The senior notes are unsecured and pay interest semi-annually in arrears. We may redeem the notes at our option at any time prior to maturity in whole or in part by paying the principal amount of the notes being redeemed plus a premium.



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In September 2015, we entered into a new \$905.0 million unsecured credit agreement with KeyBank National Association as agent, which replaced our existing revolving credit facility and term loans. With lender approval, we can increase the size of the new facility to an aggregate \$1.8 billion. A summary of the significant terms are as follows:

|  | Prior<br>Maturity Date | New<br>Maturity Date | Prior<br>Interest Rate | Current<br>Interest Rate |
|--|------------------------|----------------------|------------------------|--------------------------|
| \$400.0 Million Revolving Credit Facility <sup>(1)</sup> | 02/2017                | 08/2019              | LIBOR +<br>1.15%       | LIBOR +<br>1.00%         |
| \$250.0 Million Term Loan <sup>(2)</sup>                 | 02/2018                | 08/2020              | LIBOR +<br>1.35%       | LIBOR +<br>1.10%         |
| \$255.0 Million Term Loan <sup>(3)</sup>                 | 01/2019                | 01/2021              | LIBOR +<br>1.75%       | LIBOR +<br>1.10%         |

Maturity date can be extended to 08/2020 at our option. The interest rate ranges from LIBOR plus 0.85% to 1.55% (previously 0.95% to 1.725%). At September 30, 2015, the unsecured revolving credit facility had \$73.0 million outstanding, outstanding letters of credit of \$10.0 million and availability of \$317.0 million subject to covenant compliance.

The interest rate ranges from LIBOR plus 0.90% to 1.75% (previously 1.10% to 2.10%). We previously entered into aggregate interest-rate swap agreements to fix the LIBOR component at a weighted-average rate of 1.09% through February 2018 on the \$250.0 million of outstanding LIBOR-based borrowings.

The interest rate ranges from LIBOR plus 0.90% to 1.75% (previously 1.50% to 2.25%). We previously entered into aggregate interest-rate swap agreements to fix the LIBOR component at a weighted-average rate of 1.42% through January 2019 on the \$255.0 million of outstanding LIBOR-based borrowings.

As of September 30, 2015, we were in compliance with all applicable financial covenants contained in our corporate level debt agreements.

#### Results of Operations

Three months ended September 30, 2015 compared with three months ended September 30, 2014. The decrease in total gross revenues during the three months ended September 30, 2015 of \$1.1 million was primarily attributable to a decrease in rental revenue. Rental revenue decreased \$0.8 million primarily due to property sales and changes in occupancy and lease terms of \$8.0 million, offset in part by 2015 and 2014 property acquisitions and expansions revenue of \$7.0 million.

Depreciation and amortization increased by \$0.7 million primarily due to newly acquired properties.

The decrease in property operating expenses of \$2.0 million related primarily to the sale of multi-tenanted properties with operating expense responsibilities.

The decrease in non-operating income of \$1.7 million was primarily due to a decrease in interest recognized on loan investments due to borrower defaults and loan repayments, coupled with the sale of a property in 2014 subject to a capital lease.

The decrease in interest and amortization expense of \$2.4 million was primarily due to a decrease in the weighted-average interest rate of our overall borrowings accomplished primarily through retiring higher interest rate secured indebtedness with lower interest rate unsecured indebtedness and a reduction in overall leverage.

Impairment charges of \$32.8 million recognized during the three months ended September 30, 2015 primarily related to an impairment charge recognized on the sale of our office property in Baltimore, Maryland.

The gains on sales of properties of \$1.7 million during the three months ended September 30, 2015 related to a gain recognized on the sale of our office property located in Orlando, Florida.

Discontinued operations represent properties sold during 2014 or held for sale as of December 31, 2014.

The decrease in net income attributable to common shareholders of \$46.3 million was primarily due to the items discussed above.

Any increase in net income in future periods will be closely tied to the level of acquisitions and dispositions made by us and leasing activity. Without acquisitions and favorable leasing activity, the sources of growth in net income are

limited to index-adjusted rents (such as the consumer price index), reduced interest expense on amortizing mortgages and debt refinancings and by controlling other variable overhead costs and, periodically, gains on sales of properties. However, there are many factors beyond management's control that could offset these items including, without limitation, increased interest rates, decreased occupancy rates, tenant monetary defaults, delayed acquisitions and the other risks described in our periodic reports filed with the SEC.

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Nine months ended September 30, 2015 compared with nine months ended September 30, 2014. The increase in total gross revenues during the nine months ended September 30, 2015 of \$8.2 million was primarily attributable to an increase in rental revenue of \$7.7 million and an increase in tenant reimbursements of \$0.5 million. Rental revenue increased \$19.4 million primarily due to 2015 and 2014 property acquisitions and expansions, offset in part by \$11.8 million of rental revenue associated with properties sold and changes in occupancy and lease terms in the first nine months of September 30, 2015. The increase in tenant reimbursements relates to an increase in reimbursable property operating costs.

Depreciation and amortization increased by \$7.1 million primarily due to newly acquired properties.

The decrease in property operating expenses of \$1.0 million was primarily due to the sale of multi-tenanted properties with operating expense responsibilities and the net impact of management of certain properties being transferred between the tenant and us. This was partially offset by changes in occupancy at certain properties and the acquisition upon foreclosure of certain vacant properties resulting in operating expense responsibility.

The increase in general and administrative expense of \$1.5 million was primarily due to an increase in personnel costs and legal fees.

Non-operating income decreased by \$2.2 million primarily due to a decrease in interest recognized on loan investments due to borrower defaults and loan repayments, coupled with the sale of a property in 2014 subject to a capital lease.

The decrease in interest and amortization expense of \$5.2 million was primarily due to a decrease in the weighted-average interest rate of our overall borrowings accomplished primarily through retiring higher interest rate secured indebtedness with lower interest rate unsecured indebtedness.

The increase in debt satisfaction gains, net, of \$21.7 million was primarily due to the timing of debt retirements.

The impairment charge of \$34.1 million during the nine months ended September 30, 2015 primarily related to the impairment charge recognized on the sale of an office property in Baltimore, Maryland. The impairment charge of \$18.9 million during the nine months ended September 30, 2014 relates primarily to the impairment of an office property in Rochester, New York.

The gains on sales of properties of \$23.3 million during the nine months ended September 30, 2015 related to gains recognized on the sale of our office properties located in Fort Myers and in Orlando, Florida.

Discontinued operations represent properties sold during 2014 or held for sale as of December 31, 2014. The decrease in total income from discontinued operations of \$14.6 million was primarily due to a decrease in income from discontinued operations of \$5.5 million and a decrease in gains on sales of properties of \$20.5 million, offset by a decrease in impairment charges of \$11.1 million.

The increase in net income attributable to common shareholders of \$21.2 million was primarily due to the items discussed above.

**Same-Store Results**

Same-store results include all consolidated properties except properties acquired and/or sold in 2015 and 2014 and properties subject to mortgage loans in default. Our historical same-store occupancy was 97.3% at September 30, 2015 compared to 98.6% at September 30, 2014. The following presents our consolidated same-store net operating income, or NOI, for the nine months ended September 30, 2015 and 2014 (\$000):

|                             | 2015      | 2014      |
|-----------------------------|-----------|-----------|
| Total base rent             | \$231,386 | \$232,558 |
| Tenant reimbursements       | 22,116    | 21,047    |
| Property operating expenses | (35,540   | ) (34,579 |
| Same-store NOI              | \$217,962 | \$219,026 |

Our same-store NOI decreased from 2014 to 2015 by 0.5%. This was primarily due to a decrease in base rent resulting from vacancies at certain properties.

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Funds From Operations

We believe that Funds from Operations, or FFO, which is a non-GAAP measure, is a widely recognized and appropriate measure of the performance of an equity REIT. We believe FFO is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. As a result, FFO provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities, interest costs and other matters without the inclusion of depreciation and amortization, providing perspective that may not necessarily be apparent from net income.

The National Association of Real Estate Investment Trusts, or NAREIT, defines FFO as “net income (or loss) computed in accordance with GAAP, excluding gains (or losses) from sales of property, plus real estate depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures.” NAREIT clarified its computation of FFO to exclude impairment charges on depreciable real estate owned directly or indirectly. FFO does not represent cash generated from operating activities in accordance with GAAP and is not indicative of cash available to fund cash needs.

We present FFO available to common shareholders and unitholders - basic and FFO available to common shareholders and unitholders - diluted. We also present Company FFO which adjusts FFO available to common shareholders and unitholders - diluted for certain items which we believe are not indicative of the operating results of our real estate portfolio. We believe this is an appropriate presentation as it is frequently requested by security analysts, investors and other interested parties. Since others do not calculate funds from operations in a similar fashion, FFO available to common shareholders and unitholders - diluted and Company FFO may not be comparable to similarly titled measures as reported by others. FFO available to common shareholders and unitholders - diluted and Company FFO should not be considered as an alternative to net income as an indicator of our operating performance or as an alternative to cash flow as a measure of liquidity.

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The following presents a reconciliation of net income (loss) attributable to common shareholders to FFO available to common shareholders and unitholders and Company FFO for the three and nine months ended September 30, 2015 and 2014 (unaudited and dollars in thousands, except share and per share amounts):

|   | Three Months ended<br>September 30, |             | Nine Months ended<br>September 30, |             |
|---|-------------------------------------|-------------|------------------------------------|-------------|
|   | 2015                                | 2014        | 2015                               | 2014        |
| <b>FUNDS FROM OPERATIONS:</b>   |                                     |             |                                    |             |
| Basic and Diluted:  |                                     |             |                                    |             |
| Net income (loss) attributable to common shareholders                       | \$ (7,629                           | ) \$ 38,720 | \$ 71,871                          | \$ 50,624   |
| Adjustments:  |                                     |             |                                    |             |
| Depreciation and amortization   | 38,547                              | 39,030      | 117,936                            | 117,991     |
| Impairment charges - real estate, including non-consolidated entities       | 32,818                              | 3,115       | 34,070                             | 30,856      |
| Noncontrolling interests - OP units   | 452                                 | 1,442       | 1,542                              | 2,556       |
| Amortization of leasing commissions   | 1,166                               | 1,580       | 3,859                              | 4,506       |
| Joint venture and noncontrolling interest adjustment                        | 577                                 | 495         | 1,335                              | 1,733       |
| Gains on sales of properties  | (1,733                              | ) (18,542   | ) (24,884                          | ) (22,052   |
| FFO available to common shareholders and unitholders - basic                | 64,198                              | 65,840      | 205,729                            | 186,214     |
| Preferred dividends   | 1,573                               | 1,573       | 4,718                              | 4,718       |
| Interest and amortization on 6.00% Convertible Guaranteed Notes             | 252                                 | 508         | 795                                | 1,618       |
| Amount allocated to participating securities                                | 72                                  | 112         | 264                                | 399         |
| FFO available to common shareholders and unitholders - diluted              | 66,095                              | 68,033      | 211,506                            | 192,949     |
| Debt satisfaction (gains) charges, net, including non-consolidated entities | 398                                 | 455         | (13,689                            | ) 8,245     |
| Other / Transaction costs   | 405                                 | 257         | 579                                | 1,514       |
| Company FFO available to common shareholders and unitholders - diluted      | \$ 66,898                           | \$ 68,745   | \$ 198,396                         | \$ 202,708  |
| Per Common Share and Unit Amounts   |                                     |             |                                    |             |
| Basic:  |                                     |             |                                    |             |
| FFO   | \$ 0.27                             | \$ 0.28     | \$ 0.87                            | \$ 0.80     |
| Diluted:  |                                     |             |                                    |             |
| FFO   | \$ 0.27                             | \$ 0.28     | \$ 0.87                            | \$ 0.80     |
| Company FFO   | \$ 0.27                             | \$ 0.28     | \$ 0.81                            | \$ 0.84     |
| Weighted-Average Common Shares:   |                                     |             |                                    |             |
| Basic <sup>(1)</sup>  | 237,871,036                         | 233,334,560 | 237,310,374                        | 232,214,620 |
| Diluted   | 244,714,549                         | 242,373,712 | 244,432,218                        | 241,487,119 |

(1) Includes all OP units other than OP units held by us.

## Off-Balance Sheet Arrangements

As of September 30, 2015, we had investments in various real estate entities with varying structures. The real estate investments owned by these entities are generally financed with non-recourse debt. Non-recourse debt is generally defined as debt whereby the lenders' sole recourse with respect to borrower defaults is limited to the value of the assets collateralized by the debt. The lender generally does not have recourse against any other assets owned by the borrower or any of the members or partners of the borrower, except for certain specified exceptions listed in the



particular loan documents. These exceptions generally relate to "bad boy" acts, including fraud and breaches of material representations. We have guaranteed such obligations for certain of our non-consolidated entities.

In addition, we had \$10.0 million in outstanding letters of credit at September 30, 2015.

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ITEM 3. QUANTITATIVE AND QUALITATIVE  
DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk relates primarily to our variable-rate debt not subject to interest rate swaps and our fixed-rate debt. Our consolidated variable-rate indebtedness was \$73.0 million at September 30, 2015, which represented 3.6% of our consolidated indebtedness. There was no variable-rate debt outstanding at September 30, 2014. During the three months ended September 30, 2015, our variable-rate indebtedness had a weighted-average interest rate of 1.3%. Had the weighted-average interest rate been 100 basis points higher, our interest expense for the three months ended September 30, 2015 would have increased by \$227 thousand. During the nine months ended September 30, 2015 and 2014, our variable-rate indebtedness had a weighted-average interest rate of 1.3% and 1.4%, respectively. Had the weighted-average interest rate been 100 basis points higher, our interest expense for the nine months ended September 30, 2015 and 2014 would have increased by \$481 thousand and \$154 thousand, respectively. As of September 30, 2015 and 2014, our consolidated fixed-rate debt was \$2.0 billion and \$2.2 billion, respectively, which represented 96.4% and 100.0%, respectively, of our total long-term indebtedness.

For certain of our financial instruments, fair values are not readily available since there are no active trading markets as characterized by current exchanges between willing parties. Accordingly, we derive or estimate fair values using various valuation techniques, such as computing the present value of estimated future cash flows using discount rates commensurate with the risks involved. However, the determination of estimated cash flows may be subjective and imprecise. Changes in assumptions or estimation methodologies can have a material effect on these estimated fair values. The following fair value was determined using the interest rates that we believe our outstanding fixed-rate debt would warrant as of September 30, 2015 and are indicative of the interest rate environment as of September 30, 2015, and do not take into consideration the effects of subsequent interest rate fluctuations. Accordingly, we estimate that the fair value of our fixed-rate debt was \$1.9 billion as of September 30, 2015.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates through the use of fixed-rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We may enter into derivative financial instruments such as interest rate swaps or caps to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable-rate debt. As of September 30, 2015, we had 10 interest rate swap agreements (see note 9 to our unaudited condensed consolidated financial statements contained in this Quarterly Report).

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of such period, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. There have been no significant changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the

fiscal quarter to which this Quarterly Report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Limitations on the Effectiveness of Controls.** Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

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## PART II - OTHER INFORMATION

## ITEM 1. Legal Proceedings.

From time to time we are directly and indirectly involved in legal proceedings arising in the ordinary course of our business, including claims by lenders under non-recourse carve-out guarantees where the full balance of the debt is on our balance sheet, such as the claim described below. We believe, based on currently available information, and after consultation with legal counsel, that although the outcomes of those normal course proceedings are uncertain, the results of such proceedings, in the aggregate, will not have a material adverse effect on our business, financial condition and results of operations.

GSMSC II 2006-GG6 Bridgewater Hills Corporate Center, LLC v. Lexington Realty Trust (Supreme Court of the State of New York, County of New York-Index No. 653117/2015)

On September 16, 2015, GSMSC II 2006-GG6 Bridgewater Hills Corporate Center, LLC commenced an action as lender against us based on a limited guaranty of recourse obligations executed by a predecessor entity of the Company in connection with a mortgage loan secured by a property owner subsidiary's commercial property in Bridgewater, New Jersey. The property owner subsidiary defaulted due to non-payment after the sole tenant vacated at the end of the lease term. The lender seeks approximately \$15.5 million in order to satisfy the outstanding amount of the loan, plus reasonable attorney's fees and other costs and disbursements related thereto.

The lender claims that our limited guaranty was triggered due to the merger of Newkirk Realty Trust, Inc. and Lexington Corporate Properties Trust on December 31, 2006, arguing that it constituted an event of default because it was a transfer that was not permitted by the loan agreement. We intend to vigorously defend the lender's claim. We filed a motion to dismiss on October 19, 2015.

## ITEM 1A. Risk Factors.

There have been no material changes in our risk factors from those disclosed in our Annual Report which are incorporated herein by reference.

## ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table summarizes repurchases of our common shares/operating partnership units during the three months ended September 30, 2015 pursuant to publicly announced repurchase plans<sup>(1)</sup>:

## Issuer Purchases of Equity Securities

| Period                 | (a)<br>Total Number<br>of<br>Shares/Units<br>Purchased | (b)<br>Average Price<br>Paid Per<br>Share/ Unit | (c)<br>Total Number<br>of<br>Shares/Units<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plans or<br>Programs <sup>(1)</sup> | (d)<br>Maximum<br>Number of<br>Shares/Units<br>That May Yet<br>Be Purchased<br>Under the<br>Plans or<br>Programs <sup>(1)</sup> |
|------------------------|--|---|--|---|
| July 1 - 31, 2015      | 150,000  | \$8.58  | 150,000  | 9,850,000   |
| August 1 - 31, 2015    | 575,000  | \$8.87  | 725,000  | 9,275,000   |
| September 1 - 30, 2015 | 581,300  | \$7.92  | 1,306,300  | 8,693,700   |
| Third quarter 2015     | 1,306,300  | \$8.42  | 1,306,300  | 8,693,700   |

(1) Share repurchase authorization announced on July 2, 2015, which has no expiration date.

ITEM 3. Defaults Upon Senior Securities - not applicable.

ITEM 4. Mine Safety Disclosures - not applicable.

ITEM 5. Other Information - not applicable.

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## ITEM 6. Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | — Articles of Merger and Amended and Restated Declaration of Trust of the Company, dated December 31, 2006 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 8, 2007 (the "01/08/07 8-K"))(1)  |
| 3.2         | — Articles Supplementary Relating to the 7.55% Series D Cumulative Redeemable Preferred Stock, par value \$.0001 per share (filed as Exhibit 3.3 to the Company's Registration Statement on Form 8A filed February 14, 2007 (the "02/14/07 Registration Statement"))(1)  |
| 3.3         | — Amended and Restated By-laws of the Company (filed as Exhibit 3.2 to the 01/08/07 8-K)(1)  |
| 3.4         | — First Amendment to Amended and Restated By-laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 20, 2009)(1)   |
| 3.5         | — Agreement and Plan of Merger dated as of December 23, 2013, by and among Lepercq Corporate Income Fund L.P. ("LCIF") and Lepercq Corporate Income Fund II L.P. ("LCIF II") (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 24, 2013)(1)  |
| 3.6         | — Sixth Amended and Restated Agreement of Limited Partnership of LCIF, dated as of December 30, 2013 (filed as Exhibit 3.25 to the Company's Annual Report on Form 10-K filed February 26, 2014)(1)  |
| 4.1         | — Specimen of Common Shares Certificate of the Company (filed as Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on March 7, 2014)(1)  |
| 4.2         | — Form of 6.50% Series C Cumulative Convertible Preferred Stock certificate (filed as Exhibit 4.1 to the Company's Registration Statement on Form 8A filed December 8, 2004)(1)  |
| 4.3         | — Indenture, dated as of January 29, 2007, among the Company (as successor by merger), the other guarantors named therein and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 29, 2007 (the "01/29/07 8-K"))(1)   |
| 4.4         | — Amended and Restated Trust Agreement, dated March 21, 2007, among the Company, The Bank of New York Trust Company, National Association, The Bank of New York (Delaware), the Administrative Trustees (as named therein) and the several holders of the Preferred Securities from time to time (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed March 27, 2007 (the "03/27/2007 8-K"))(1) |
| 4.5         | — Junior Subordinated Indenture, dated as of March 21, 2007, between Lexington Realty Trust and The Bank of New York Trust Company, National Association (filed as Exhibit 4.2 to the 03/27/07 8-K)(1)   |
| 4.6         | — Fourth Supplemental Indenture, dated as of December 31, 2008, among the Company, the other guarantors named therein and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 2, 2009)(1)   |
| 4.7         | — Fifth Supplemental Indenture, dated as of June 9, 2009, among the Company (as successor to the MLP), the other guarantors named therein and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 15, 2009)(1)   |
| 4.8         | — Sixth Supplemental Indenture, dated as of January 26, 2010 among the Company, the guarantors named therein and U.S. Bank National Association, as trustee, including the Form of 6.00% Convertible Guaranteed Notes due 2030 (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 26, 2010)(1)  |
| 4.9         | — Seventh Supplemental Indenture, dated as of September 28, 2012, among the Company, certain subsidiaries of the Company signatories thereto, and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed October 3, 2012)(1)   |
| 4.10        | —  |

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Eighth Supplemental Indenture, dated as of February 13, 2013, among the Company, certain subsidiaries of the Company signatories thereto, and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed February 13, 2013 (the "02/13/13 8-K"))(1)

4.11 — Ninth Supplemental Indenture, dated as of May 6, 2013, among the Company, certain subsidiaries of the Company signatories thereto, and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed May 8, 2013)(1)

4.12 — Tenth Supplemental Indenture, dated as of June 13, 2013, among the Company, certain subsidiaries of the Company signatories thereto, and U.S. Bank National Association, as trustee (filed as Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 13, 2013 ("06/13/13 8-K"))(1)

4.13 — Tenth Supplemental Indenture, dated as of September 30, 2013, among the Company, certain subsidiaries of the Company signatories thereto, and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 3, 2013)(1)

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|         |   |  |
|---------|---|--|
| 4.14    | — | Indenture, dated as of June 10, 2013, among the Company, the subsidiary guarantors named therein, and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the 06/13/2013 8-K)(1)   |
| 4.15    | — | Registration Rights Agreement, dated as of June 10, 2013, among the Company, the subsidiary guarantors named therein, on the one hand, and Wells Fargo Securities, LLC and J.P. Morgan Securities LLC, as representatives of the several initial purchasers, on the other hand (filed as Exhibit 4.2 to the 06/13/2013 8-K)(1)   |
| 4.16    | — | First Supplemental Indenture, dated as of June 13, 2013, among the Company, the subsidiary guarantors named therein, and U.S. Bank National Association, as trustee (filed as Exhibit 4.3 to the 06/13/2013 8-K)(1)  |
| 4.17    | — | Indenture dated as of May 9, 2014, among the Company, LCIF and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed May 13, 2014)(1)   |
| 4.18    | — | First Supplemental Indenture, dated as of May 20, 2014, among the Company, LCIF and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed May 20, 2014)(1)  |
| 10.1    | — | Credit Agreement, dated as of September 1, 2015, among the Company and LCIF, jointly and severally as borrowers, each of the financial institutions initially a signatory thereto together with their assignees pursuant to Section 12.5 therein, and KeyBank National Association, as agent (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 1, 2015)(1) |
| 31.1    | — | Certification of Chief Executive Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(2)  |
| 31.2    | — | Certification of Chief Financial Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(2)  |
| 32.1    | — | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(3)   |
| 32.2    | — | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(3)   |
| 101.INS | — | XBRL Instance Document (2, 5)  |
| 101.SCH | — | XBRL Taxonomy Extension Schema (2, 5)  |
| 101.CAL | — | XBRL Taxonomy Extension Calculation Linkbase (2, 5)  |
| 101.DEF | — | XBRL Taxonomy Extension Definition Linkbase Document (2, 5)  |
| 101.LAB | — | XBRL Taxonomy Extension Label Linkbase Document (2, 5)   |
| 101.PRE | — | XBRL Taxonomy Extension Presentation Linkbase Document (2, 5)  |

(1) Incorporated by reference.

(2) Filed herewith.

Furnished herewith. This exhibit shall not be deemed "filed" for purposes of Section 11 or 12 of the Securities Act of 1933, as amended (the "Securities Act"), or Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of those sections, and shall not be part of any registration statement to which it may relate, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as set forth by specific reference in such filing or document.

(4) Management contract or compensatory plan or arrangement.

(5) The following materials are formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets at September 30, 2015 and December 31, 2014; (ii) the Unaudited Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2015 and 2014; (iii) the



Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2015 and 2014; (iv) the Unaudited Condensed Consolidated Statements of Changes in Equity for the nine months ended September 30, 2015 and 2014; (v) the Unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and 2014; and (vi) Notes to Unaudited Condensed Consolidated Financial Statements, detailed tagged.

Table of Contents

SIGNATURES

Pursuant to the requirements 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.

Lexington Realty Trust

Date: November 6, 2015

By: /s/ T. Wilson Eglin  
T. Wilson Eglin  
Chief Executive Officer and President  
(principal executive officer)

Date: November 6, 2015

By: /s/ Patrick Carroll  
Patrick Carroll  
Chief Financial Officer, Executive Vice President  
and Treasurer  
(principal financial officer and principal  
accounting officer)