

CNB FINANCIAL CORP/PA  
Form 10-Q  
May 08, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10 - Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2014

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 000-13396

**CNB FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**25-1450605**  
(I.R.S. Employer Identification No.)

**1 South Second Street**

**P.O. Box 42**

**Clearfield, Pennsylvania 16830**

(Address of principal executive offices)

**Registrant's telephone number, including area code, (814) 765-9621**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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

The number of shares outstanding of the issuer's common stock as of May 5, 2014

**COMMON STOCK NO PAR VALUE PER SHARE: 14,465,407 SHARES**

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### **Forward-Looking Statements**

The information below includes 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, with respect to the financial condition, liquidity, results of operations, future performance and our business. These forward-looking statements are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that are not historical facts.

Forward-looking statements include statements with respect to beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions that are subject to significant risks and uncertainties and are subject to change based on various factors (some of which are beyond our control). Forward-looking statements often include the words believes, expects, anticipates, estimates, forecasts, intends, plans, targets, potentially, probably, projects, outlook or similar expressions or future conditional verbs such as may, will, should, would and could. Forward-looking statements are not intended to be updated or revised to reflect changes in circumstances. Forward-looking statements are not intended to be updated or revised to reflect changes in circumstances, known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from the statements, include, but are not limited to, (i) changes in general business, industry or economic conditions or competition; (ii) changes in any applicable law, rule, regulation, policy, guideline or practice governing or affecting financial holding companies and their subsidiaries or with respect to tax or accounting principles or otherwise; (iii) adverse changes or conditions in capital and financial markets; (iv) changes in interest rates; (v) higher than expected costs or other difficulties related to integration of combined or merged businesses; (vi) the inability to realize expected cost savings or achieve other anticipated benefits in connection with business combinations and other acquisitions; (vii) changes in the quality or composition of our loan and investment portfolios; (viii) adequacy of loan loss reserves; (ix) increased competition; (x) loss of certain key officers; (xi) continued relationships with major customers; (xii) deposit attrition; (xiii) rapidly changing technology; (xiv) unanticipated regulatory or judicial proceedings and liabilities and other costs; (xv) changes in the cost of funds, demand for loan products or demand for financial services; and (xvi) other economic, competitive, governmental or technological factors affecting our operations, markets, products, services and prices. Some of these and other factors are discussed in our annual and quarterly reports filed with the Securities and Exchange Commission. Such factors could have an adverse impact on our financial position and our results of operations.

The forward-looking statements contained herein are based upon management's beliefs and assumptions. Any forward-looking statement made herein speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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## Part I Financial Information

## Item 1. Financial Statements

## CONSOLIDATED BALANCE SHEETS

Dollars in thousands, except share data

|   | (unaudited)<br>March 31,<br>2014 | December 31,<br>2013 |
|---|----------------------------------|----------------------|
| <b><u>ASSETS</u></b>  |                                  |                      |
| Cash and due from banks   | \$ 30,780                        | \$ 25,769            |
| Interest bearing deposits with other banks  | 3,086                            | 3,864                |
| Total cash and cash equivalents   | 33,866                           | 29,633               |
| Interest bearing time deposits with other banks   | 225                              | 275                  |
| Securities available for sale   | 687,862                          | 685,991              |
| Trading securities  | 4,073                            | 4,127                |
| Loans held for sale   | 329                              | 487                  |
| Loans   | 1,297,874                        | 1,299,259            |
| Less: unearned discount   | (3,778)                          | (3,896)              |
| Less: allowance for loan losses   | (16,674)                         | (16,234)             |
| Net loans   | 1,277,422                        | 1,279,129            |
| FHLB and other equity interests   | 7,519                            | 7,533                |
| Premises and equipment, net   | 32,864                           | 31,589               |
| Bank owned life insurance   | 34,044                           | 33,804               |
| Mortgage servicing rights   | 906                              | 904                  |
| Goodwill  | 27,194                           | 27,194               |
| Core deposit intangible   | 4,280                            | 4,583                |
| Accrued interest receivable and other assets  | 23,477                           | 26,040               |
| Total Assets  | \$ 2,134,061                     | \$ 2,131,289         |
| <b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>  |                                  |                      |
| Non-interest bearing deposits   | \$ 221,831                       | \$ 221,293           |
| Interest bearing deposits   | 1,606,827                        | 1,614,021            |
| Total deposits  | 1,828,658                        | 1,835,314            |
| FHLB and other long-term borrowings   | 75,899                           | 75,000               |
| Other short-term borrowings   | 15,250                           | 12,950               |
| Subordinated debentures   | 20,620                           | 20,620               |
| Accrued interest payable and other liabilities  | 21,353                           | 22,494               |
| Total liabilities   | 1,961,780                        | 1,966,378            |
| Common stock, \$0 par value; authorized 50,000,000 shares; issued 14,473,482 shares             | 0                                | 0                    |
| Additional paid in capital  | 77,641                           | 77,923               |
| Retained earnings   | 99,845                           | 97,066               |
| Treasury stock, at cost (8,640 shares at March 31, 2014 and 45,702 shares at December 31, 2013) | (113)                            | (633)                |

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|  |              |              |
|--|--------------|--------------|
| Accumulated other comprehensive loss       | (5,092)      | (9,445)      |
| Total shareholders' equity                 | 172,281      | 164,911      |
| Total Liabilities and Shareholders' Equity | \$ 2,134,061 | \$ 2,131,289 |

See Notes to Consolidated Financial Statements

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## CONSOLIDATED STATEMENTS OF INCOME (unaudited)

Dollars in thousands, except per share data

|  | Three months ended<br>March 31, |               |
|--|---------------------------------|---------------|
|  | 2014                            | 2013          |
| <b>INTEREST AND DIVIDEND INCOME:</b>   |                                 |               |
| Loans including fees   | \$ 17,085                       | \$ 12,302     |
| <b>Securities:</b>   |                                 |               |
| Taxable  | 3,396                           | 3,409         |
| Tax-exempt   | 909                             | 957           |
| Dividends  | 47                              | 36            |
| <b>Total interest and dividend income</b>  | <b>21,437</b>                   | <b>16,704</b> |
| <b>INTEREST EXPENSE:</b>   |                                 |               |
| Deposits   | 2,072                           | 2,234         |
| Borrowed funds   | 898                             | 829           |
| Subordinated debentures (includes \$97 accumulated other comprehensive income reclassification for change in fair value of interest rate swap agreements in both 2014 and 2013)  | 187                             | 190           |
| <b>Total interest expense</b>  | <b>3,157</b>                    | <b>3,253</b>  |
| <b>NET INTEREST INCOME</b>   | <b>18,280</b>                   | <b>13,451</b> |
| <b>PROVISION FOR LOAN LOSSES</b>   | <b>1,019</b>                    | <b>930</b>    |
| <b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>   | <b>17,261</b>                   | <b>12,521</b> |
| <b>NON-INTEREST INCOME:</b>  |                                 |               |
| Wealth and asset management fees   | 672                             | 574           |
| Service charges on deposit accounts  | 1,041                           | 942           |
| Other service charges and fees   | 568                             | 430           |
| Net realized gains on available-for-sale securities (includes \$66 and \$76 accumulated other comprehensive income reclassifications for net realized gains on available-for-sale securities in 2014 and 2013, respectively) | 66                              | 76            |
| Net realized and unrealized gains (losses) on trading securities   | (25)                            | 303           |
| Mortgage banking   | 175                             | 255           |
| Bank owned life insurance  | 240                             | 262           |
| Other  | 468                             | 229           |
| <b>Total non-interest income</b>   | <b>3,205</b>                    | <b>3,071</b>  |
| <b>NON-INTEREST EXPENSES:</b>  |                                 |               |
| Salaries and benefits  | 6,835                           | 5,197         |
| Net occupancy expense  | 1,761                           | 1,317         |
| Amortization of core deposit intangible  | 303                             |               |
| Data processing  | 1,103                           | 767           |
| State and local taxes  | 562                             | 439           |
| Legal, professional, and examination fees  | 442                             | 311           |
| Advertising  | 311                             | 246           |
| FDIC insurance premiums  | 340                             | 279           |

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|   |                 |                 |
|---|-----------------|-----------------|
| Merger costs  |                 | 103             |
| Other   | 1,604           | 1,023           |
| <b>Total non-interest expenses</b>  | <b>13,261</b>   | <b>9,682</b>    |
| <b>INCOME BEFORE INCOME TAXES</b>   | <b>7,205</b>    | <b>5,910</b>    |
| <b>INCOME TAX EXPENSE (includes (\$11) and (\$7) income tax expense from reclassification items in 2014 and 2013, respectively)</b> | <b>2,039</b>    | <b>1,613</b>    |
| <b>NET INCOME</b>   | <b>\$ 5,166</b> | <b>\$ 4,297</b> |
| <b>EARNINGS PER SHARE:</b>  |                 |                 |
| Basic   | \$ 0.36         | \$ 0.34         |
| Diluted   | \$ 0.36         | \$ 0.34         |
| <b>DIVIDENDS PER SHARE:</b>   |                 |                 |
| Cash dividends per share  | \$ 0.165        | \$ 0.165        |

See Notes to Consolidated Financial Statements



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## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)

Dollars in thousands

|  | Three months ended<br>March 31, |                 |
|--|---------------------------------|-----------------|
|  | 2014                            | 2013            |
| <b>NET INCOME</b>  | <b>\$ 5,166</b>                 | <b>\$ 4,297</b> |
| Other comprehensive income (loss), net of tax:   |                                 |                 |
| Net change in fair value of interest rate swap agreements designated as cash flow hedges:                        |                                 |                 |
| Unrealized gain (loss) on interest rate swaps, net of tax of \$21 and (\$6), respectively                        | (39)                            | 12              |
| Reclassification adjustment for losses recognized in earnings, net of tax of (\$34) and (\$34), respectively     | 63                              | 63              |
|  | 24                              | 75              |
| Net change in unrealized gains (losses) on securities available for sale:  |                                 |                 |
| Unrealized gains (losses) on other-than-temporarily impaired securities available for sale:                      |                                 |                 |
| Unrealized gains (losses) arising during the period, net of tax of (\$48) and \$15, respectively                 | 89                              | (27)            |
| Unrealized gains (losses) on other securities available for sale:  |                                 |                 |
| Unrealized gains (losses) arising during the period, net of tax of \$2,306 and \$865, respectively               | 4,283                           | (1,606)         |
| Reclassification adjustment for realized gains included in net income, net of tax of \$23 and \$27, respectively | (43)                            | (49)            |
|  | 4,240                           | (1,655)         |
| Other comprehensive income (loss)  | 4,353                           | (1,607)         |
| <b>COMPREHENSIVE INCOME</b>  | <b>\$ 9,519</b>                 | <b>\$ 2,690</b> |

See Notes to Consolidated Financial Statements

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CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

Dollars in thousands

Three months ended  
March 31,  
2014 •  
We currently do not have any outstanding variable rate debt. However, to the extent we incur any such debt in the future, our interest costs will increase when interest rates rise, which could adversely affect our cash flow, ability to pay principal and interest on debt, cost of refinancing debt when it becomes due and ability to make or sustain distributions to our shareholders. Additionally, if we choose to hedge any interest rate

risk, we cannot assure that any such hedge will be effective or that our hedging counterparty will meet its obligations to us.

A lack of any limitation on our debt could result in our becoming more highly leveraged.

Our governing documents do not limit the amount of indebtedness we may incur. Furthermore, our note indenture permits us and our subsidiaries to incur additional debt, including secured debt. Accordingly, we may incur additional debt. We might become more highly leveraged as a result, and our financial condition, results of operations and cash available for distribution to shareholders might be negatively affected, and the risk of default on our indebtedness could increase.

If we fail to maintain an effective system of integrated internal controls, we may not be able to accurately report our financial results.

Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our

reputation and operating results would be harmed. As part of our ongoing monitoring of internal controls, we may discover material weaknesses or significant deficiencies in our internal controls. As a result of weaknesses that may be identified in our internal controls, we may also identify certain deficiencies in some of our disclosure controls and procedures that we believe require remediation. If we discover weaknesses, we will make efforts to improve our internal and disclosure controls. However, there is no assurance that we will be successful. Any failure to maintain effective controls or timely effect any necessary improvement of our internal and disclosure controls could harm operating results or cause us to fail to meet our reporting obligations, which could affect our ability to remain listed with the NYSE. Ineffective internal and disclosure controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the per share trading price of our securities.

We could become a party to legal proceedings, which could adversely affect our financial results and/or distract our Board of Trustees and management.

Claims may be filed against us in connection with any action we may or may not take in the ordinary course of business or otherwise, including the operations of any of our properties, any equity or debt financing we may undertake, any sales or purchases of assets, past and future changes to our corporate governance and other past or future actions taken by or on behalf of the Company. The results of litigation are difficult to predict and we can provide no assurance that our legal conclusions or positions will be upheld. Moreover, legal claims present a risk of protracted litigation, incurrence of significant attorneys' fees, costs and expenses, and diversion of management's attention from the operation of our business. In addition, we have agreed to indemnify our present and former Trustees, officers and property managers who are made or threatened to be made parties to a legal proceeding by reason of their service in that capacity, which may be costly. Adverse rulings in any such legal proceedings could have a material adverse effect on our financial results and condition and cause substantial reputational harm and/or a decline in the market price of our shares.

We could incur significant costs and liabilities in connection with our dispositions of properties.

In connection with our dispositions of properties, we typically provide indemnification to the purchasers. To the extent that any claims are asserted by purchasers and we are required to indemnify them, our results of operations could be significantly affected.

We could incur significant costs and liabilities with respect to environmental matters.

Under various federal, state and local laws and regulations, as the current or former owners or operators of real estate, we may be liable for costs and damages resulting from the presence or release of hazardous substances, including waste or petroleum products, at, on, in, under or from such property, including costs for investigation, removal or remediation of such contamination and for natural resource damages arising from such contamination. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such contamination, and the liability may be joint and several. In addition, the presence of contamination or the failure to remediate contamination at our properties may expose us to third-party liability for costs of remediation and/or personal or property damage, adversely affect our ability to lease, sell or rent such property, or adversely affect our ability to borrow using such property as collateral. Environmental laws may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. If contamination is discovered on our properties, environmental laws also may impose restrictions on the manner in which those properties may be used or businesses may be operated, and these restrictions may require significant expenditures. Additionally, we may remain responsible for costs and liabilities arising from environmental issues related to representations and warranties we make in sales agreements for properties of which we have disposed. We also may be liable for the costs of removal or remediation of hazardous substances or waste at disposal or treatment facilities if we arranged for disposal or treatment of hazardous substances at such facilities, whether or not we own or operate such facility.

Some of our current or sold properties have been or may be impacted by releases of hazardous substances or petroleum products. Such contamination may arise from a variety of sources, including historic uses of our properties for commercial or industrial purposes, spills of such materials at adjacent properties, or releases from tanks used on

our properties to store petroleum or hazardous substances. In addition, certain of our current or sold properties are or were on sites upon which, or are or were adjacent to or near, other properties upon which others, including former owners or tenants, have engaged, or may in the future engage, in activities that may release petroleum products or other hazardous or toxic substances.

We, our tenants, and our properties are subject to various federal, state and local regulatory requirements related to environmental, health and safety matters, such as environmental laws, state and local fire and safety requirements, building codes and land use regulations. Failure to comply with these requirements could subject us or our tenants to governmental fines or private litigant damage awards. In addition, compliance with these requirements, including new requirements or stricter interpretation of existing requirements, may require us or our tenants to incur significant expenditures. We do not know whether existing requirements will change or whether future requirements, including any requirements that may emerge from

pending or future climate change laws or regulations, will develop. Environmental noncompliance liability also could impact a tenant's ability to make rental payments to us, and our reputation could be negatively affected if we or our tenant's violate environmental laws or regulations.

Buildings and other structures on properties that we currently own or operate or formerly owned or operated or those we acquire or operate in the future contain, may contain, or may have contained, asbestos-containing material (or ACM). Environmental, health and safety laws require that ACM be properly managed and maintained, and include requirements to undertake special precautions, such as removal or abatement, if ACM would be disturbed during maintenance, renovation, or demolition of a building, potentially resulting in substantial costs. Moreover, laws regarding ACM may impose fines and penalties on owners, employers and operators, and we may be subject to liability for releases of ACM into the air in our current or sold buildings and third parties may seek recovery from owners or operators of real property for personal injury associated with ACM.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Indoor air quality issues also can stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants above certain levels can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. The presence of mold or other airborne contaminants in our current or sold buildings could expose us to costs and liabilities to address these issues, including from third parties if property damage or personal injury occurs.

We may be adversely affected by laws, regulations or other issues related to climate change.

If we become subject to laws or regulations related to climate change, our business, results of operations and financial condition could be impacted adversely. The federal government has enacted, and some of the states and localities in which we operate may enact certain climate change laws and regulations or have begun regulating carbon footprints and greenhouse gas emissions. Although these laws and regulations have not had any known material adverse effects on our business to date, they could result in substantial costs, including compliance costs, increased energy costs, retrofit costs and construction costs, including monitoring and reporting costs, and capital expenditures for environmental control facilities and other new equipment. Furthermore, our reputation could be negatively affected if we violate climate change laws or regulations. We cannot predict how future laws and regulations, or future interpretations of current laws and regulations, related to climate change will affect our business, results of operations and financial condition. Lastly, the potential physical impacts of climate change on our operations are highly uncertain, and would be particular to the geographic circumstances in areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These impacts may adversely affect our business, financial condition and results of operations.

We rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information and to manage or support a variety of our business processes, including financial transactions and maintenance of records, which may include personal identifying information of tenants and lease data. We rely on commercially available systems, software, tools and monitoring to provide security for processing, transmitting and storing confidential tenant information, such as individually identifiable information relating to financial accounts. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced to third party service providers. In addition, information security risks have generally increased in recent years due to the rise in new technologies and the increased sophistication and activities of perpetrators of cyber attacks. Although we have taken steps to protect the security of the data maintained in our information systems, it is possible that our security measures will not be able to prevent the systems' improper functioning, or the improper disclosure of personally identifiable information such as in the event of cyber attacks. Security breaches, including

physical or electronic break-ins, computer viruses, attacks by hackers, including ransom attacks, and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of our information systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could materially and adversely affect us.

We may co-invest in joint ventures with third parties. Any future joint venture investments could be adversely affected by the capital markets, lack of sole decision-making authority, reliance on joint venture partners' financial condition and any disputes that may arise between us and our joint venture partners.

We may co-invest with third parties through partnerships, joint ventures or other structures in which we acquire noncontrolling interests in, or share responsibility for, managing the affairs of a business, property, partnership, co-tenancy or

other entity. If we enter into any such joint venture or similar ownership structure, we may not be in a position to exercise sole decision-making authority regarding the properties owned through such joint ventures or similar ownership structure. In addition, investments in joint ventures may, under certain circumstances, involve risks not present when a third party is not involved, including potential deadlocks in making major decisions, restrictions on our ability to exit the joint venture, reliance on joint venture partners and the possibility that a joint venture partner might become bankrupt or fail to fund its share of required capital contributions, thus exposing us to liabilities in excess of our share of the joint venture or jeopardizing our REIT status. The funding of our capital contributions to such joint ventures may be dependent on proceeds from asset sales, debt issuance, or sales of equity securities. Joint venture partners may have business interests or goals that are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. We may, in specific circumstances, be liable for the actions of our joint venture partners. In addition, any disputes that may arise between us and joint venture partners may result in litigation or arbitration that would increase its expenses. Any of the foregoing may have a material adverse effect on our business, financial condition and results of operations.

#### Risks Related to the Real Estate Industry

Real estate ownership creates risks and liabilities that could have a material adverse effect on us, including our results of operations and financial condition.

Our economic performance and the value of our real estate assets, and consequently the value of our securities, are subject to risks inherently associated with real estate ownership, including:

- changes in supply of or demand for properties in areas in which we own buildings;
- the illiquid nature of real estate markets, which limits our ability to sell our assets rapidly or to respond to changing market conditions;
- the subjectivity of real estate valuations and changes in such valuations over time;
- property and casualty losses;
- the ongoing need for property maintenance and repair, and the need to make expenditures due to changes in governmental regulations, including the Americans with Disabilities Act;
- the inability of tenants to pay rent;
  - competition from the development of new properties in the markets in which we own property and the quality of such competition, such as the attractiveness of our properties as compared to our competitors' properties based on considerations such as convenience of location, rental rates, amenities and safety record;
- civil unrest, acts of war, acts of God, including earthquakes, hurricanes and other natural disasters (which may result in uninsured losses), and other factors beyond our control;
- legislative, tax and regulatory developments that may occur at the federal, state and local levels that have direct or indirect impact on the ownership, leasing and operation of our properties; and
- litigation incidental to our business.

If any of the foregoing events occur, our properties may not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, and our cash flow and ability to pay distributions to our shareholders will be adversely affected.

Potential losses may not be covered by insurance exposing us to potential risk of loss.

We do not carry insurance for generally uninsurable losses such as loss from riots, war or acts of God. Some of our policies, such as those covering losses due to terrorism, hurricanes, earthquakes and floods, are insured subject to limitations involving large deductibles or co-payments and policy limits that may not be sufficient to cover all losses. If we experience a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. Inflation, changes in building codes and ordinances, environmental considerations, and other factors also might make it impractical or undesirable to use insurance proceeds to replace a property after it has been damaged or destroyed. In addition, if the damaged



properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.

Insurance coverage on our properties may be expensive or difficult to obtain, exposing us to potential risk of loss.

In the future, we may be unable to renew or duplicate our current insurance coverage at adequate levels or at reasonable prices. In addition, insurance companies may no longer offer coverage against certain types of losses, such as losses due to terrorist acts, environmental liabilities, or other catastrophic events including hurricanes and floods, or, if offered, the expense of obtaining these types of insurance may not be justified. We therefore may cease to have insurance coverage against certain types of losses and/or there may be decreases in the limits of insurance available. If an uninsured loss or a loss in excess of our

insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue from the property after a covered period of time, but still remain obligated for any mortgage debt or other financial obligations related to the property. We cannot guarantee that material losses in excess of insurance proceeds will not occur in the future. If any of our properties were to experience a catastrophic loss, it could seriously disrupt our operations, delay revenue and result in large expenses to repair or rebuild the property. Events such as these could adversely affect our results of operations and our ability to meet our obligations.

Actual or threatened terrorist attacks, crimes, shootings, other acts of violence or other incidents beyond our control may adversely affect our ability to generate revenues and the value of our properties.

We have significant investments in large metropolitan markets that have been or may be in the future the targets of actual or threatened terrorism attacks, crimes, shootings, other acts of violence or other incidents beyond our control. As a result, some tenants in these markets may choose to relocate their businesses to other markets or to lower-profile office buildings within these markets that may be perceived to be less likely targets of future incidents. This could result in an overall decrease in the demand for office space in these markets generally or in our properties in particular, which could increase vacancies in our properties or necessitate that we lease our properties on less favorable terms or both. In addition, future terrorist attacks or other acts of violence at our properties could directly or indirectly damage our properties, both physically and financially, or cause losses that materially exceed our insurance coverage. If such an incident was to occur, we may lose tenants or be forced to close a property for some time. In addition, we may be exposed to civil liability, which could adversely affect us. As a result of the foregoing, our ability to generate revenues and the value of our properties could decline materially.

Changes in accounting pronouncements may materially and adversely affect our financial statements, our tenants' credit quality and our ability to secure long-term leases and renewal options.

Accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Uncertainties posed by various initiatives of accounting standard-setting by the Financial Accounting Standards Board and the Securities and Exchange Commission, which create and interpret applicable accounting standards for U.S. companies, may change the financial accounting and reporting standards or their interpretation and application of these standards that govern the preparation of our financial statements. These changes could have a material impact on our reported financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in potentially material restatements of prior period financial statements. Similarly, these changes could have a material impact on our tenants' reported financial condition or results of operations or could affect our tenants' preferences regarding leasing real estate.

The Financial Accounting Standards Board issued an accounting standard, effective for us for reporting periods beginning after December 15, 2018, that requires companies to capitalize all leases on their balance sheets by recognizing a lessee's rights and obligations. Many companies that account for certain leases on an "off balance sheet" basis will be required to account for such leases "on balance sheet." This change will remove many of the differences in the way companies account for owned property and leased property, and could have a material effect on various aspects of our tenants' businesses, including their credit quality and the factors they consider in deciding whether to own or lease properties. The new standard could cause companies that lease properties to prefer shorter lease terms, in an effort to reduce the leasing liability required to be recorded on their balance sheets. The new standard could also make lease renewal options less attractive, as, under certain circumstances, the rule would require a tenant to assume that a renewal right will be exercised and accrue a liability relating to the longer lease term.

#### Risks Related to Our Securities

We may not distribute any of our significant existing cash balances to shareholders, which could be viewed unfavorably by investors and materially and adversely affect our company.

Any distributions will be made at the discretion of our Board of Trustees and will depend upon various factors that our Board deems relevant. We currently hold a significant amount of cash and marketable securities (\$2.7 billion as of December 31, 2018) which enables us to pursue acquisitions and, as a result, we may elect not to distribute any of our

existing cash to our shareholders. For 2019, the timing and amount of any potential distributions in connection with gains recognized upon dispositions of properties and/or net income from operations are uncertain. To the extent that our actual distributions in 2019 are less than expected by investors, it could materially and adversely affect our company.

Our cash may be subject to a risk of loss and we may be exposed to fluctuations in the market values of our investments.

Our assets include a significant amount of cash that we invest in investments that are intended to preserve principal value and maintain a high degree of liquidity while providing current income. We currently invest the majority of our cash in bank

deposits with investment grade financial institutions. We have and may in the future invest in a variety of other investments as part of our cash management strategy. Nearly all of our cash and bank deposits are not insured by the Federal Deposit Insurance Corporation, or the FDIC. Therefore, our cash and any bank deposits or other investments that we now hold or may acquire in the future may be subject to risks, including the risk of loss or of reduced value or liquidity.

Changes in market conditions could adversely affect the market price of our common shares.

As with other publicly traded equity securities, the value of our common shares depends on various market conditions that may change from time-to-time. Among the market conditions that may affect the value of our common shares are the following:

- the extent of investor interest in our securities;
- the general reputation of REITs and the attractiveness of our equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;
- our underlying asset value;
- national and global economic conditions;
- interest rates;
- changes in tax laws;
- our financial performance;
- changes in our credit ratings; and
- general stock and bond market conditions.

The market value of our common shares is based primarily upon the market's perception of our growth potential and our current and potential future earnings and cash dividends. Consequently, our common shares may trade at prices that are greater or less than our net asset value per common share. If our future earnings or cash dividends are less than expected, it is likely that the market price of our common shares will diminish.

Any notes we may issue will be effectively subordinated to the debts of our subsidiaries and our secured debt.

We conduct substantially all of our business through, and substantially all of our properties are owned by, our subsidiaries. Consequently, our ability to pay debt service on our outstanding notes and any notes we issue in the future will be dependent upon the cash flow of our subsidiaries and payments by those subsidiaries to us as dividends or otherwise. Our subsidiaries are separate legal entities and have their own liabilities. Payments due on our outstanding notes, and any notes we may issue, are, or will be, effectively subordinated to liabilities of our subsidiaries, including guaranty liabilities. As of December 31, 2018, our subsidiaries had \$26.5 million of debt (including net unamortized premiums and net unamortized deferred financing costs). Our outstanding notes are, and any notes we may issue will be, effectively subordinated to any secured debt with regard to our assets pledged to secure those debts.

Our notes may permit redemption before maturity, and our noteholders may be unable to reinvest proceeds at the same or a higher rate.

The terms of our notes may permit us to redeem all or a portion of our outstanding notes after a certain amount of time, or up to a certain percentage of the notes prior to certain dates. Generally, the redemption price will equal the principal amount being redeemed, plus accrued interest to the redemption date, plus any applicable premium. If a redemption occurs, our noteholders may be unable to reinvest the money they receive in the redemption at a rate that is equal to or higher than the rate of return on the applicable notes.

There may be no public market for notes we may issue and one may not develop.

Generally, any notes we may issue will be a new issue for which no trading market currently exists. We may not list our notes on any securities exchange or seek approval for price quotations to be made available through any automated quotation system. We cannot assure that an active trading market for any of our notes will exist in the future. Even if a market develops, the liquidity of the trading market for any of our notes and the market price quoted for any such notes may be adversely affected by changes in the overall market for fixed income securities, by changes in our financial performance or prospects, or by changes in the prospects for REITs or for the real estate industry

generally.

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The number of our common shares available for future issuance or sale could adversely affect the per share trading price of our common shares and may be dilutive to current shareholders.

Our declaration of trust authorizes our Board of Trustees to, among other things, issue additional shares of capital stock without stockholder approval. We cannot predict whether future issuances or sales of our common shares or the availability of shares for resale in the open market will decrease the per share trading price of our common shares. The issuance of substantial numbers of our common shares in the public market, or upon conversion of our Series D preferred shares, or the perception that such issuances might occur, could adversely affect the per share trading price of our common shares. In addition, we may issue our common shares or other long-term equity awards under the Equity Commonwealth 2015 Omnibus Incentive Plan, as amended. Any such future issuances may be dilutive to existing shareholders.

Rating agency downgrades or rising interest rates may increase our cost of capital.

Our senior notes and our preferred shares are rated by two rating agencies. These rating agencies may elect to downgrade their ratings on our senior notes and our preferred shares at any time. Such downgrades may negatively affect our access to the capital markets and increase our cost of capital. In addition, rising interest rates may adversely impact our ability to access the capital markets.

Conversion of our series D preferred shares may dilute the ownership interests of existing shareholders.

The conversion of some or all of our series D preferred shares may dilute the ownership interests of existing shareholders.

#### Risks Related to Our Organization and Structure

Ownership limitations and certain provisions in our declaration of trust and bylaws, as well as certain provisions of Maryland law, may deter, delay or prevent a change in our control or unsolicited acquisition proposals.

Our declaration of trust and bylaws prohibit any shareholder other than certain persons who have been exempted by our Board of Trustees from owning (directly and by attribution) more than 9.8% of the number or value of shares of any class or series of our outstanding shares of beneficial interest, including our common shares. These provisions are intended to assist with our REIT compliance under the Code and otherwise promote our orderly governance.

However, these provisions also inhibit acquisitions of a significant stake in us and may deter, delay or prevent a change in our control or unsolicited acquisition proposals that a shareholder may consider favorable.

Additionally, provisions contained in our declaration of trust and bylaws or under Maryland law may have a similar impact, including, for example, provisions relating to: the authority of our Board of Trustees to fill most vacancies on our Board of Trustees; the fact that only the Chairman of the Board of Trustees, our Chief Executive Officer, our President, a majority of our Trustees or the holders of 10% of our common shares may call a special meeting of shareholders; and advance notice requirements for shareholder proposals.

Furthermore, our Board of Trustees has the authority to create and issue new classes or series of shares (including shares with voting rights and other rights and privileges that may deter a change in control) and issue additional common shares. The authorization and issuance of a new class of capital stock or additional common shares could have the effect of delaying or preventing someone from taking control of us, even if a change in control were in our shareholders' best interests.

Certain provisions of Maryland law could inhibit changes in control.

Certain provisions of Maryland law may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of our common shares with the opportunity to realize a premium over the then-prevailing market price of such shares, including: "business combination moratorium/fair price" provisions that, subject to limitations, prohibit certain business combinations between us and an "interested shareholder" (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof) for five years after the most recent date on which the shareholder becomes an interested shareholder, and thereafter imposes stringent fair price and super-majority shareholder voting requirements on these combinations; and

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“control share” provisions that provide that “control shares” of our company (defined as shares which, when aggregated with other shares controlled by the shareholder, entitle the shareholder to exercise one of three increasing ranges of voting power in electing trustees) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of “control shares” from a party other than the issuer) have no voting rights except to the extent approved by our shareholders by the affirmative vote of at least two thirds of all the votes entitled to be cast on the matter, excluding all interested shares, and are subject to redemption in certain circumstances.

We have opted out of these provisions of Maryland law. However, our Board of Trustees may opt to make these provisions applicable to us at any time without obtaining shareholder approval.

Certain provisions in the organizational documents of the Operating Trust may delay, defer or prevent unsolicited acquisitions of us or changes in our control.

Provisions in the organizational documents of the Operating Trust may delay, defer or prevent a transaction or a change of control that might involve a premium price for the Company's common shares. These provisions include, among others:

- redemption rights of qualifying parties;
- a provision that we may not be removed as the trustee of the Operating Trust with or without cause;
- transfer restrictions on the OP Units held directly or indirectly by us;
- our ability as trustee in some cases to amend the organizational documents of the Operating Partnership without the consent of the other holders of OP Units;
- the right of the holders of OP Units to consent to mergers involving us under specified circumstances; and
- the right of the holders of OP Units to consent to our withdrawal as the sole trustee of the Operating Trust.

These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or change of our control, although some shareholders might consider such proposals, if made, desirable.

As an UPREIT, we are a holding company with no direct operations and will rely on distributions received from the Operating Trust to make distributions to our shareholders.

We are a holding company and conduct all of our operations through the Operating Trust. We do not have, apart from our ownership of the OP Units, any independent operations. As a result, we will rely on distributions from the Operating Trust to make any distributions to our shareholders we might declare on our common shares and to meet any of our obligations, including tax liability on taxable income allocated to us from the Operating Trust (which might not make distributions to our company equal to the tax on such allocated taxable income). The ability of subsidiaries of the Operating Trust to make distributions to the Operating Trust, and the ability of the Operating Trust to make distributions to us in turn, will depend on their operating results and on the terms of any financing arrangements into which they have entered. Such financing arrangements may contain lockbox arrangements, reserve requirements, covenants and other provisions that prohibit or otherwise restrict the distribution of funds, including upon default thereunder. In addition, because we are a holding company, the claims of our shareholders as common shareholders of our company will be structurally subordinated to all existing and future liabilities and other obligations (whether or not for borrowed money) and any preferred equity of the Operating Trust and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, our assets and those of the Operating Trust and its subsidiaries will be able to satisfy the claims of our common shareholders only after all of our and the Operating Trust's and its subsidiaries' liabilities and other obligations and any preferred equity have been paid in full.

We may acquire properties or portfolios of properties through tax-deferred contribution transactions, which could result in shareholder dilution and limit our ability to sell such assets.

In the future, we may acquire properties or portfolios of properties through tax-deferred contribution transactions in exchange for OP Units in the Operating Trust, which may result in shareholder dilution. This acquisition structure may have the effect of, among other things, reducing the amount of tax depreciation we could deduct over the tax lives of the acquired properties, and may require that we agree to protect the contributors' abilities to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions could limit our ability to sell or finance an asset at a time, or on terms, that would be favorable absent such restrictions.

Future issuances of OP Units would reduce our ownership interest in the Operating Trust and may result in shareholder dilution.



As of December 31, 2018, we beneficially owned 99.96% of the outstanding OP Units. Our Operating Trust may, in connection with our acquisition of additional properties or otherwise, issue OP Units to third parties. Additionally, we have and may in the future issue long-term equity awards convertible into OP Units (LTIP Units) to trustees, officers, or employees. Such issuances of OP Units, or the conversion of LTIP Units into OP Units, would reduce our ownership in the Operating Trust and, consequently, our share of distributions from the Operating Trust. Because OP Units may be redeemed (sometimes subject to vesting or performance achievements) for, at our election, cash or common shares, additional common shares may be issued in respect of any such redeemed OP Units, which would dilute existing shareholders. Our shareholders do not have any voting rights with respect to any such issuances, redemptions or other operational activities of the Operating Trust.

Our recourse against Trustees and officers may be limited by the limited rights granted to our shareholders in our declaration of trust.

Our declaration of trust limits the liability of our Trustees and officers to us and our shareholders for money damages to the maximum extent permitted under Maryland law. Under current Maryland law, our Trustees and officers will not have any liability to us and our shareholders for money damages other than liability resulting from:

• actual receipt of an improper benefit or profit in money, property or services; or  
• active and deliberate dishonesty by the Trustee or officer that was established by a final judgment as being material to the cause of action adjudicated.

Our declaration of trust and bylaws require us to indemnify any present or former Trustee or officer, to the maximum extent permitted by Maryland law, who is made or threatened to be made a party to a proceeding by reason of his or her service in that capacity. In addition, we may be obligated to pay or reimburse the expenses incurred by our present and former Trustees and officers without requiring a preliminary determination of their ultimate entitlement to indemnification. As a result, we and our shareholders may have more limited rights against our present and former Trustees and officers than might otherwise exist absent the provisions in our declaration of trust and bylaws or that might exist with other companies, which could limit your recourse in the event of actions not in your best interest.

Conflicts of interest could arise in the future between the interests of the Company's shareholders and the interests of other holders of OP Units, which may impede business decisions that could benefit our shareholders.

Conflicts of interest may exist or could arise in the future as a result of the relationships between the Company and its affiliates, on the one hand, and the Operating Trust or holders of OP Units, on the other. Our trustees and officers have duties to the Company and its shareholders under applicable Maryland law in connection with their management of the Company. At the same time, we, as trustee, have fiduciary duties to the Operating Trust and to the holders of all OP Units under Maryland law in connection with the management of the Operating Trust. The Company's duties as trustee to the Operating Trust and its Unitholders may come into conflict with the duties of our trustees and officers to the Company and our shareholders.

Additionally, the organizational documents of the Operating Trust expressly limit our liability by providing that the Company will not be liable for monetary or other damages or otherwise for losses sustained, liabilities incurred or benefits not derived in connection with such decisions unless the Company acted with willful misfeasance, bad faith, gross negligence or reckless disregard of duty, and the act or omission was material to the matter giving rise to the loss, liability or benefit not derived. Moreover, the organizational documents of the Operating Trust provide that the Operating Trust may indemnify, and pay or reimburse reasonable expenses to, the Company and the Company's and the Operating Trust's present or former unitholders, trustees, officers or agents and any other persons acting on behalf of the Company that the Company may designate from and against all claims and liabilities by reason of his, her or its service in such capacity. The Operating Trust has the power, with the approval of the Company, to provide such indemnification and advancement of expenses. The provisions of Maryland law that allow the fiduciary duties of a trustee to be modified by such organizational documents have not been resolved in a court of law, and we have not obtained an opinion of counsel covering the provisions set forth in the organizational documents of the Operating Trust that purport to waive or restrict our fiduciary duties that would be in effect were it not for such organizational documents.

Shareholder litigation against us or our Trustees and officers may be referred to binding arbitration proceedings which may increase our risk of default.

Our bylaws provide that actions by our shareholders against us or against our Trustees and officers, including derivative and class actions, may be referred to binding arbitration proceedings. As a result, our shareholders would not be able to pursue litigation for these disputes in courts against us or our Trustees and officers if the disputes were referred to arbitration. In addition, the ability to collect attorneys' fees or other damages may be limited, which may discourage attorneys from agreeing to represent parties wishing to commence such a proceeding.

We may change our operational, financing and investment policies without shareholder approval and we may become more highly leveraged, which may increase our risk of default under our debt obligations.

Our Board of Trustees determines our operational, financing and investment policies and may amend or revise our policies, including our policies with respect to our intention to qualify for taxation as a REIT, acquisitions, dispositions, growth, operations, indebtedness, capitalization and distributions, or approve transactions that deviate from these policies, without a vote of, or notice to, our shareholders. Policy changes could adversely affect the market value of our common shares and our ability to make distributions to our shareholders. Further, our organizational documents do not limit the amount or percentage of indebtedness, funded or otherwise, that we may incur. We could become more highly leveraged, which could result in an

increase in our debt service costs. Higher leverage also increases the risk of default on our obligations. In addition, a change in our investment policies, including the manner in which we allocate our resources across our portfolio or the types of assets in which we seek to invest, may increase our exposure to interest rate risk, real estate market fluctuations and liquidity risk.

#### Risks Related to Our Taxation as a REIT

Qualifying as a REIT involves highly technical and complex provisions of the Code.

Qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize our REIT qualification. Our qualification as a REIT depends on our satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis.

New legislation, court decisions or administrative guidance, in each case possibly with retroactive effect, may make it more difficult or impossible for us to qualify as a REIT. H.R. 1, the Tax Cuts and Jobs Act, the tax reform legislation passed on December 22, 2017, makes fundamental changes to the individual and corporate tax laws that may materially impact us and our shareholders. Certain rules applicable to REITs are particularly difficult to interpret or to apply in the case of REITs investing in real estate mortgage loans that are acquired at a discount, subject to work-outs or modifications, or reasonably expected to be in default at the time of acquisition. In addition, our ability to satisfy the requirements to qualify as a REIT depends in part on the actions of third parties over which we have no control or only limited influence, including in cases where we own an equity interest in an entity that is classified as a partnership for U.S. federal income tax purposes.

If we do not qualify as a REIT or fail to remain qualified as a REIT, we will be subject to U.S. federal income tax and potentially to additional state and local taxes which would reduce the amount of cash available for distribution to our shareholders.

We believe that we have been organized and have operated, and will continue to be organized and to operate, in a manner to allow us to qualify us to be taxed under the Code as a REIT. However, we cannot be certain that, upon review or audit, the IRS will agree with this conclusion. Furthermore, Congress and the IRS might make changes to the tax laws and regulations, and the courts might issue new rulings, that make it more difficult, or impossible, for us to remain qualified as a REIT. We do not intend to request a ruling from the IRS as to our REIT qualification.

As a REIT, we generally do not pay U.S. federal income tax on our net income that we distribute currently to our shareholders. However, actual qualification as a REIT under the Code depends on satisfying complex statutory requirements, for which there are only limited judicial and administrative interpretations. Many of the REIT requirements, however, are highly technical and complex. The determination that we are a REIT requires an analysis of various factual matters and circumstances that may not be totally within our control. For example, to qualify as a REIT, at least 95% of our gross income must come from specific passive sources, such as rent, that are itemized in the REIT tax laws. In addition, to qualify as a REIT, we cannot own specified amounts of debt and equity securities of some issuers. We also are required to distribute to our shareholders with respect to each year at least 90% of our "REIT taxable income" (determined before the deduction for dividends paid and excluding net capital gains). Even a technical or inadvertent mistake could jeopardize our REIT status and, given the highly complex nature of the rules governing REITs and the ongoing importance of factual determinations, we cannot provide any assurance that we will continue to qualify as a REIT.

If we fail to qualify as a REIT for U.S. federal income tax purposes, and are unable to avail ourselves of certain savings provisions set forth in the Code, we likely would be subject to U.S. federal income tax at regular corporate rates. As a taxable corporation, we would not be allowed to take a deduction for distributions to shareholders in computing our taxable income or pass through long term capital gains to individual shareholders at favorable rates. We also could be subject to the U.S. federal alternative minimum tax (for taxable years beginning before December 31, 2017) and possibly increased state and local taxes. We would not be able to elect to be taxed as a REIT for four years following the year we first failed to qualify unless the IRS were to grant us relief under certain statutory

provisions. If we failed to qualify as a REIT, we likely would have to pay significant income taxes, which likely would reduce our net earnings available for investment or distribution to our shareholders. If we fail to qualify as a REIT, such failure may adversely affect our ability to raise capital and to service our debt. This likely would have a significant adverse effect on our earnings and the value of our securities. In addition, we would no longer be required to pay any distributions to shareholders. If we fail to qualify as a REIT for U.S. federal income tax purposes and are able to avail ourselves of one or more of the statutory savings provisions in order to maintain our REIT status, we would nevertheless be required to pay penalty taxes of \$50,000 or more for each such failure.

Distributions to our shareholders may be taxed at rates that are higher than the 20% tax rate currently in effect for qualified dividends paid by “C” corporations, which could cause some investors to view an investment in REITs to be less attractive.

Beginning in 2018, under H.R. 1, distributions paid by REITs to noncorporate shareholders generally are eligible for rates that are 20% lower than ordinary income tax rates. For those shareholders who pay income tax at the top marginal rate of 37%, the tax rate applicable to distributions paid by REITs would be 29.6%, which is higher than the 20% tax rate currently applicable to qualified dividend income paid by “C” corporations. The more favorable tax rates currently available for corporate dividends may cause investors who are individuals, trusts and estates to perceive that an investment in a REIT is less attractive than an investment in a non-REIT entity that pays dividends, thereby reducing the demand and market price of our shares.

REIT distribution requirements could adversely affect our ability to execute our business plan.

We generally must distribute annually at least 90% of our “REIT taxable income” (determined before the deduction for dividends paid and excluding net capital gains) in order for U.S. federal corporate income tax not to apply to earnings that we distribute. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. We intend to make distributions to our shareholders to comply with the REIT requirements of the Code. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our shareholders in a calendar year is less than a minimum amount specified under U.S. federal tax laws. We intend to make distributions to our shareholders to comply with the REIT requirements of the Code.

From time to time, we may generate taxable income greater than our income for financial reporting purposes prepared in accordance with U.S. generally accepted accounting principles, or GAAP, or differences in timing between the recognition of taxable income and the actual receipt of cash may occur. Further, under amendments to the Code made by H.R. 1, income must be accrued for U.S. federal income tax purposes no later than when such income is taken into account as revenue in our financial statements, subject to certain exceptions, which could also create mismatches between REIT taxable income and the receipt of cash attributable to such income. If we do not have other funds available in these situations we could be required to (i) borrow funds on unfavorable terms, (ii) sell investments at disadvantageous prices, (iii) distribute amounts that would otherwise be invested in future acquisitions, or (iv) make a taxable distribution of our common shares as part of a distribution in which shareholders may elect to receive our common shares or (subject to a limit measured as a percentage of the total distribution) cash to make distributions sufficient to enable us to pay out enough of our taxable income to satisfy the REIT distribution requirement. These alternatives could increase our costs or reduce our shareholders' equity. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our shares.

Even if we qualify and remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow.

Even if we qualify and remain qualified for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, excise taxes, state or local income, property and transfer taxes, such as mortgage recording taxes, and other taxes. We are subject to U.S. federal and state income tax (and any applicable non-U.S. taxes) on the net income earned by our taxable REIT subsidiaries. Moreover, if we have net income from “prohibited transactions,” that income will be subject to a 100% tax. Finally, some state and local jurisdictions may tax some of our income even though as a REIT we are not subject to U.S. federal income tax on that income because not all states and localities treat REITs the same way they are treated for federal U.S. income tax purposes. To the extent that we and our affiliates are required to pay federal, state and local taxes, we will have less cash available for distributions to our shareholders.

Complying with REIT requirements may force us to forgo and/or liquidate otherwise attractive investment opportunities.

To qualify as a REIT, we must ensure that we meet the REIT gross income tests annually and that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified REIT real estate assets. The remainder of our investment in securities (other than government securities and

qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, no more than 20% (25% for taxable years beginning before January 1, 2018) of the value of our total securities can be represented by securities of one or more taxable REIT subsidiaries (TRS) and, effective for our taxable year that began on January 1, 2016 and all future taxable years, no more than 25% of the value of our assets can be represented by debt instruments issued by “publicly offered REITs.” If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate from our portfolio, or

contribute to a TRS, otherwise attractive investments in order to maintain our qualification as a REIT. These actions could have the effect of reducing our income, increasing our income tax liability, and reducing amounts available for distribution to our stockholders. In addition, we may be required to make distributions to shareholders at disadvantageous times or when we do not have funds readily available for distribution, and may be unable to pursue investments (or, in some cases, forego the sale of such investments) that would be otherwise advantageous to us in order to satisfy the source-of-income or asset-diversification requirements for qualifying as a REIT. Thus, compliance with the REIT requirements may hinder our ability to make, and, in certain cases, maintain ownership of certain attractive investments.

The tax on “prohibited transactions” may limit our ability to engage in transactions which would be treated as sales for U.S. federal income tax purposes.

A REIT’s net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. Our Trustees have adopted an office repositioning strategy to own and acquire at a discount to replacement cost high-quality, multi-tenant office assets in markets and sub-markets with favorable long-term supply and demand fundamentals. Our efforts in the office sector will primarily be focused on larger office buildings in central business districts and major urban areas that offer an attractive quality of life, including opportunities for tenants to live and play in close proximity to where they work, with a preference for markets that have above average limitations on new supply. We believe that the dispositions related to the repositioning of our portfolio along with other dispositions that we have made or that we might make in the future will not be subject to the 100% penalty tax; however, because application of the prohibited transactions tax could be based on an analysis of all of the facts and circumstances, there can be no assurance that the gains on our prior real estate sales have not, or any future real estate sales will not, be subject to the 100% prohibited transaction tax.

With less rental revenue from the fewer properties, in order to comply with the 75% gross income test, we may be required to invest in debt obligations secured by mortgages on real property, which have more risks than investments in cash and cash equivalents.

One of the gross income requirements a REIT must satisfy each taxable year is that at least 75% of its gross income (excluding gross income from prohibited transactions and qualifying hedges) generally must be derived directly or indirectly from investments relating to real property or mortgages on real property. We currently have equity interests in ten office properties and, as of December 31, 2018, have cash and cash equivalents and marketable securities of \$2.7 billion. With fewer income-producing real properties, we receive less rental revenue as a percentage of our total revenue. In order to comply with the 75% gross income test for each taxable year, we may be required to invest more of our assets in debt obligations secured by mortgages on real property, rather than cash and cash equivalents. Those mortgage debt obligations have more risks than investments in cash and cash equivalents.

Our ownership of TRSs has been and will continue to be limited and our transactions with our TRSs will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm’s length terms.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% (25% for taxable years beginning before January 1, 2018) of the value of a REIT’s assets may consist of stock or securities of one or more TRSs. In addition, for taxable years prior to 2018, the TRS rules limit the deductibility of interest paid or



accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's length basis.

TRSs that we have formed are subject to and will continue to be subject to U.S. federal, state and local income tax on their taxable income, and their after-tax net income is available for distribution to us but is not required to be distributed by such TRSs to us. We believe that the aggregate value of the stock and securities of our TRSs has been and we anticipate that the aggregate value will continue to be less than 20% (25% for taxable years beginning before January 1, 2018) of the value of our total assets (including our TRS stock and securities). Furthermore, we have monitored and will continue to monitor the value of our respective investments in our TRSs for the purpose of ensuring compliance with TRS ownership limitations. In addition, we have scrutinized and will continue to scrutinize all of our transactions with TRSs to ensure that they are entered into on arm's length terms to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the TRS limitation discussed above or to avoid application of the 100% excise tax discussed above.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Code limit our ability to hedge our liabilities. Generally, income from a hedging transaction into which we enter to manage risk of interest rate fluctuations with respect to borrowings, including gain from the disposition of such hedging transactions, to the extent the hedging transactions hedge indebtedness incurred, or to be incurred, by us to acquire or carry real estate assets does not constitute “gross income” for purposes of the 75% or 95% gross income tests, provided we properly identify the hedge pursuant to the applicable sections of the Code and Treasury regulations. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both gross income tests. As a result of these rules, we may need to limit our use of advantageous hedging techniques or implement those hedges through a taxable REIT subsidiary. This could increase the cost of our hedging activities because our taxable REIT subsidiary would be subject to tax on income or gains resulting from hedges entered into by it or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our taxable REIT subsidiary will generally not provide any tax benefit, except for being carried forward for use against future taxable income in our taxable REIT subsidiary, provided, however, losses in our taxable REIT subsidiary arising in taxable years beginning after December 31, 2017 may only be deducted against 80% of future taxable income in the taxable REIT subsidiary.

There is a risk of changes in the tax law applicable to REITs.

The IRS, the United States Treasury Department and Congress frequently review U.S. federal income tax legislation, regulations and other guidance. We cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Any legislative action may prospectively or retroactively modify our tax treatment and, therefore, may adversely affect taxation of us and/or our shareholders. In particular, H.R. 1, which generally takes effect for taxable years beginning on or after January 1, 2018 (subject to certain exceptions), makes many significant changes to the U.S. federal income tax laws that may profoundly impact the taxation of individuals and corporations (both regular C corporations as well as corporations that have elected to be taxed as REITs). A number of changes that affect noncorporate taxpayers will expire at the end of 2025 unless Congress acts to extend them. These changes will impact us and our shareholders in various ways, some of which may be adverse or potentially adverse compared to prior law. To date, while the IRS has issued guidance with respect to certain of the new provisions, there remain interpretive issues that will require further clarification. It is likely that technical corrections legislation will be needed for certain aspects of the new law and give proper effect to Congressional intent. There can be no assurance, however, that technical clarifications or changes needed to prevent unintended or unforeseen tax consequences will be enacted by Congress in the near future.

## Item 1B. Unresolved Staff Comments.

None.

## Item 2. Properties.

General. At December 31, 2018, we had real estate investments totaling approximately \$1.1 billion in 10 properties (18 buildings), that were leased to approximately 240 tenants. We account for the operations of all our properties in one reporting segment. At December 31, 2018, we owned the following real estate (dollars in thousands):

| Property                                       | State | Number of Buildings | Undepreciated Carrying Value(1) | Depreciated Carrying Value(1) | Annualized Rental Revenue(2) |
|--|-------|---------------------|---------------------------------|-------------------------------|------------------------------|
| 1225 Seventeenth Street (17th Street Plaza)    | CO    | 1                   | \$ 162,848                      | \$ 127,782                    | \$ 23,755                    |
| 1250 H Street, NW                              | DC    | 1                   | 75,069                          | 41,686                        | 8,936                        |
| Georgetown-Green and Harris Buildings          | DC    | 2                   | 61,055                          | 52,653                        | 6,911                        |
| 109 Brookline Avenue                           | MA    | 1                   | 47,804                          | 25,951                        | 11,187                       |
| 1735 Market Street(3)                          | PA    | 1                   | 328,519                         | 192,094                       | 37,313                       |
| 206 East 9th Street (Capitol Tower)            | TX    | 1                   | 51,351                          | 44,278                        | 7,833                        |
| Bridgepoint Square                             | TX    | 5                   | 97,775                          | 52,629                        | 14,492                       |
| Research Park                                  | TX    | 4                   | 109,417                         | 71,300                        | 12,040                       |
| 333 108th Avenue NE (Tower 333)                | WA    | 1                   | 153,527                         | 120,410                       | 21,771                       |
| 600 108th Avenue NE (Bellevue Corporate Plaza) | WA    | 1                   | 52,277                          | 34,891                        | 8,737                        |
| Total  |       | 18                  | \$ 1,139,642                    | \$ 763,674                    | \$ 152,975                   |

(1) Excludes purchase price allocations for acquired real estate leases.

Annualized rental revenue is annualized contractual rents from our tenants pursuant to leases which have commenced as of December 31, 2018, plus estimated recurring expense reimbursements; excludes lease value amortization, straight line rent adjustments, abated (free) rent periods and parking revenue. We calculate annualized rental revenue by aggregating the recurring billings outlined above for the most recent month during the quarter reported, adding abated rent, and multiplying the sum by 12 to provide an estimation of near-term potentially-recurring revenues. Annualized rental revenue is a forward-looking non-GAAP measure. Annualized rental revenue cannot be reconciled to a comparable GAAP measure without unreasonable efforts, primarily due to the fact that it is calculated from the billings of tenants in the most recent month at the most recent rental rates during the quarter reported, whereas historical GAAP measures include billings from a potentially different group of tenants over multiple months at potentially different rental rates.

(2) On January 29, 2019, certain of our subsidiaries entered into a contract to sell 100% of the equity interests in the fee simple owner of our 1,286,936 square foot property at 1735 Market Street, for a sales price of \$451.6 million, excluding credits and closing costs. This transaction is subject to customary closing extensions and conditions, and there is no certainty that this transaction will close.

(3) At December 31, 2018, one property (one building) was encumbered by a mortgage note payable totaling \$26.5 million (including a net unamortized premium and net unamortized deferred financing costs). For more information regarding this mortgage note, see Note 7 of the Notes to Consolidated Financial Statements included in Part IV, Item 15 of this Annual Report on Form 10-K.

## Item 3. Legal Proceedings.

We are or may become a party to various legal proceedings. We are not currently involved in any litigation nor, to our knowledge, is any litigation threatened against us where the outcome would, in our judgment based on information currently available to us, have a material adverse effect on the Company.

## Item 4. Mine Safety Disclosures.

Not applicable.

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## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common shares are traded on the NYSE (symbol: EQC). As of February 7, 2019, there were 1,166 shareholders of record of our common shares. However, because many of our common shares are held by brokers and other institutions on behalf of shareholders, we believe that there are considerably more beneficial holders of our common shares than record holders.

#### Distributions

Under our governing documents and Maryland law, distributions to our shareholders are to be authorized and declared by our Board of Trustees.

On September 26, 2018, our Board of Trustees declared a special, one-time cash distribution of \$2.50 per common share/unit to shareholders/unitholders of record on October 9, 2018. On October 23, 2018, we paid this distribution to such shareholders/unitholders in the aggregate amount of \$304.7 million. The timing and amount of future distributions is determined at the discretion of our Board of Trustees and will depend upon various factors that our Board of Trustees deems relevant, including, but not limited to, our results of operations, our financial condition, debt and equity capital available to us, our expectations of our future capital requirements and operating performance, including our FFO, our Normalized FFO, and our cash available for distribution, restrictive covenants in our financial or other contractual arrangements (including those in our senior notes indenture), tax law requirements to qualify for taxation as and to remain a REIT, restrictions under Maryland law and our expected needs and availability of cash to pay our obligations and fund acquisitions. If our taxable income exceeds our net operating loss carryforwards, we will likely be required to make a distribution. Whether we will make a distribution in 2019 and the timing of any such distribution remains uncertain. There can be no assurance that we will pay distributions in the future.

#### Issuer Repurchases

##### Common Share Repurchase Program

On March 15, 2017, our Board of Trustees authorized the repurchase of up to an additional \$150.0 million of our outstanding common shares over the twelve month period following the date of authorization. In March 2018, this share repurchase authorization, of which \$81.0 million was not utilized, expired. On March 14, 2018, our Board of Trustees authorized the repurchase of up to an additional \$150.0 million of our outstanding common shares over the twelve month period following the date of authorization.

During the year ended December 31, 2018, we purchased and retired 2,970,209 of our common shares at a weighted average price of \$29.67 per share for a total investment of \$88.1 million, of which \$69.0 million was under the March 2017 authorization and \$19.1 million was under the March 2018 authorization. During the year ended December 31, 2017, we did not purchase any common shares under our common share repurchase program. The \$130.9 million of remaining authorization available under our share repurchase program as of December 31, 2018 is scheduled to expire on March 14, 2019.

##### Surrender of Common Shares for Tax Withholding

During the year ended December 31, 2018, certain of our employees surrendered common shares owned by them to satisfy their statutory tax withholding obligations in connection with the vesting of restricted common shares and restricted stock units.



The following table summarizes all of these repurchases during the three months ended December 31, 2018:

| Period        | Total Number of Shares Repurchased | Average Price Paid per Share | Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs | Maximum Number or Approximate Dollar Value of Shares that May Yet be Repurchased Under the Plans or Programs |
|---------------|------------------------------------|------------------------------|--|--|
| October 2018  | 136,173                            | (1)\$ 29.86                  | N/A  | N/A  |
| November 2018 | —                                  | \$—                          | N/A  | N/A  |
| December 2018 | —                                  | \$—                          | N/A  | N/A  |
| Total         | 136,173                            | (1)\$ 29.86                  |  |  |

(1) The number of shares repurchased represents common shares surrendered by certain of our employees to satisfy their statutory minimum federal and state tax obligations associated with the vesting of restricted common shares and restricted stock units of beneficial interest. With respect to these shares, the price paid per share is based on the closing price of our common shares as of the date of the determination of the statutory minimum federal and state tax obligations.

#### Unregistered Sales of Securities

There were no unregistered sales of equity securities during the year ended December 31, 2018.

## Performance Graph

Notwithstanding anything to the contrary set forth in any of our filings under the Securities Act or the Exchange Act that might incorporate SEC filings, in whole or in part, the following performance graph will not be incorporated by reference into any such filings.

The following graph compares the cumulative total shareholder return of our common shares for the period from December 31, 2013 to December 31, 2018, to the NAREIT All REITs Index, Standard & Poor's 500 Index (S&P 500 Index), and to the NAREIT Equity Office Index over the same period. The graph assumes an investment of \$100.00 in our common shares and each index and the reinvestment of all distributions. The shareholder return shown on the graph below is not indicative of future performance.

| Index                      | Period Ended |            |            |            |            |            |
|----------------------------|--------------|------------|------------|------------|------------|------------|
|                            | 12/31/2013   | 12/31/2014 | 12/31/2015 | 12/31/2016 | 12/31/2017 | 12/31/2018 |
| Equity Commonwealth        | \$100.00     | \$ 111.35  | \$ 120.29  | \$ 131.18  | \$ 132.35  | \$ 141.30  |
| NAREIT All REITs Index     | \$100.00     | \$ 127.15  | \$ 130.06  | \$ 142.13  | \$ 155.30  | \$ 148.94  |
| S&P 500 Index              | \$100.00     | \$ 113.69  | \$ 115.26  | \$ 129.05  | \$ 157.22  | \$ 150.33  |
| NAREIT Equity Office Index | \$100.00     | \$ 125.86  | \$ 126.22  | \$ 142.84  | \$ 150.33  | \$ 128.54  |

Source: S&P Global Market Intelligence

## Item 6. Selected Financial Data.

The following table sets forth selected financial data for the periods and dates indicated. This data should be read in conjunction with, and is qualified in its entirety by reference to, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 and the consolidated financial statements and accompanying notes included in "Exhibits and Financial Statement Schedules" in Part IV, Item 15 of this Annual Report on Form 10-K. Reclassifications have been made to the prior years' financial statements to conform to the current year's presentation. Amounts are in thousands, except per share data.



| Operating Data   | Year Ended December 31, |            |            |            |            |
|--|-------------------------|------------|------------|------------|------------|
|  | 2018                    | 2017       | 2016       | 2015       | 2014       |
| Total revenues   | \$ 197,022              | \$ 340,571 | \$ 500,680 | \$ 714,891 | \$ 861,857 |
| Expenses:  |                         |            |            |            |            |
| Operating expenses   | 79,916                  | 141,425    | 200,706    | 324,948    | 387,982    |
| Depreciation and amortization  | 49,041                  | 90,708     | 131,806    | 194,001    | 227,532    |
| General and administrative   | 44,439                  | 47,760     | 50,256     | 57,457     | 113,155    |
| Loss on asset impairment   | 12,087                  | 19,714     | 58,476     | 17,162     | 185,067    |
| Acquisition related costs  | —                       | —          | —          | —          | 5          |
| Total expenses   | 185,483                 | 299,607    | 441,244    | 593,568    | 913,741    |
| Operating income (loss)  | 11,539                  | 40,964     | 59,436     | 121,323    | (51,884 )  |
| Interest and other income, net   | 46,815                  | 26,380     | 10,331     | 5,989      | 1,561      |
| Interest expense   | (26,585 )               | (52,183 )  | (84,329 )  | (107,316 ) | (143,230 ) |
| (Loss) gain on early extinguishment of debt  | (7,122 )                | (493 )     | (2,680 )   | 6,661      | 4,909      |
| Gain on sale of equity investment  | —                       | —          | —          | —          | 171,561    |
| Gain on issuance of shares by an equity investee   | —                       | —          | —          | —          | 17,020     |
| Foreign currency exchange loss   | —                       | —          | (5 )       | (8,857 )   | —          |
| Gain on sale of properties, net  | 251,417                 | 15,498     | 250,886    | 84,421     | —          |
| Income (loss) from continuing operations before income tax expense and equity in earnings of investees | 276,064                 | 30,166     | 233,639    | 102,221    | (63 )      |
| Income tax expense   | (3,156 )                | (500 )     | (745 )     | (2,364 )   | (3,191 )   |
| Equity in earnings of investees  | —                       | —          | —          | —          | 24,460     |
| Income from continuing operations  | 272,908                 | 29,666     | 232,894    | 99,857     | 21,206     |
| Discontinued operations  | —                       | —          | —          | —          | 2,806      |
| Net income   | 272,908                 | 29,666     | 232,894    | 99,857     | 24,012     |
| Net income attributable to noncontrolling interest   | (95 )                   | (10 )      | —          | —          | —          |
| Net income attributable to Equity Commonwealth   | 272,813                 | 29,656     | 232,894    | 99,857     | 24,012     |
| Preferred distributions  | (7,988 )                | (7,988 )   | (17,956 )  | (27,924 )  | (32,095 )  |
| Excess fair value of consideration paid over carrying value of preferred shares                        | —                       | —          | (9,609 )   | —          | —          |
| Excess fair value of consideration over carrying value of preferred shares                             | —                       | —          | —          | —          | (16,205 )  |
| Net income (loss) attributable to common shareholders  | 264,825                 | 21,668     | 205,329    | 71,933     | (24,288 )  |
| Weighted average common shares outstanding—basic   | 122,314                 | 124,125    | 125,474    | 128,621    | 125,163    |
| Weighted average common shares outstanding—diluted   | 123,385                 | 125,129    | 126,768    | 129,437    | 125,163    |
| Basic earnings per common share attributable to Equity Commonwealth common shareholders:               |                         |            |            |            |            |
| Income (loss) from continuing operations   | \$ 2.17                 | \$ 0.17    | \$ 1.64    | \$ 0.56    | \$(0.21 )  |
| Net income (loss)  | \$ 2.17                 | \$ 0.17    | \$ 1.64    | \$ 0.56    | \$(0.19 )  |
| Diluted earnings per common share attributable to Equity Commonwealth common shareholders:             |                         |            |            |            |            |
| Income (loss) from continuing operations   | \$ 2.15                 | \$ 0.17    | \$ 1.62    | \$ 0.56    | \$(0.21 )  |
| Net income (loss)  | \$ 2.15                 | \$ 0.17    | \$ 1.62    | \$ 0.56    | \$(0.19 )  |
| Common distributions declared  | \$ 2.50                 | \$ —       | \$ —       | \$ —       | \$ 0.25    |

| Balance Sheet Data         | December 31, |             |             |             |             |
|----------------------------|--------------|-------------|-------------|-------------|-------------|
|                            | 2018         | 2017        | 2016        | 2015        | 2014        |
| Real estate properties(1)  | \$1,139,642  | \$1,747,611 | \$2,856,890 | \$3,887,352 | \$5,728,443 |
| Total assets               | 3,530,772    | 4,236,945   | 4,526,075   | 5,231,164   | 5,761,639   |
| Total indebtedness, net    | 274,955      | 848,578     | 1,141,667   | 1,697,116   | 2,207,665   |
| Total shareholders' equity | 3,182,801    | 3,299,366   | 3,260,447   | 3,368,487   | 3,319,583   |
| Noncontrolling interest    | 1,197        | 1,129       | —           | —           | —           |
| Total equity               | 3,183,998    | 3,300,495   | 3,260,447   | 3,368,487   | 3,319,583   |

(1) Excludes value of acquired real estate leases.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with our consolidated financial statements and accompanying notes included in Part IV, Item 15 of this Annual Report on Form 10-K.

### OVERVIEW

We are an internally managed and self-advised REIT primarily engaged in the ownership and operation of office buildings in the United States. We were formed in 1986 under Maryland law. The Company operates as what is commonly referred to as an umbrella partnership real estate investment trust, or UPREIT, conducting substantially all of its activities through the Operating Trust.

At December 31, 2018, our portfolio consisted of 10 properties (18 buildings), with a combined 5.1 million square feet for a total undepreciated book value of \$1.1 billion and a depreciated book value of \$0.8 billion. We currently have three properties totaling 2.7 million square feet for sale.

As of December 31, 2018, our overall portfolio was 94.8% leased. During the year ended December 31, 2018, we entered into leases, excluding leasing activity for assets during the quarter in which the asset was sold or classified as held for sale, for 1,145,000 square feet, including lease renewals for 268,000 square feet and new leases for 877,000 square feet. Leases entered into during the year ended December 31, 2018, including both lease renewals and new leases, had weighted average cash rental rates that were approximately 3.2% higher than prior rental rates for the same space and weighted average GAAP rental rates that were approximately 15.2% higher than prior rental rates for the same space. The change in GAAP rents is different than the change in cash rents due to differences in the amount of rent abatements, the magnitude and timing of contractual rent increases over the lease term, and the years of term for the newly executed leases compared to the prior leases.

During the year ended December 31, 2018, we sold seven properties (nine buildings) with a combined 4.4 million square feet for an aggregate gross sales price of \$1.0 billion, excluding credits and closing costs. During the year ended December 31, 2017, we sold 16 properties (37 buildings) and two land parcels with a combined 6.6 million square feet for an aggregate gross sales price of \$862.6 million, excluding credits and closing costs. We have generated significant proceeds from our dispositions to date and have cash and cash equivalents and marketable securities of \$2.7 billion as of December 31, 2018. During the year ended December 31, 2018, we repaid an aggregate of \$400.0 million in outstanding term loans and redeemed an aggregate of \$175.0 million of outstanding unsecured notes. Additionally, in January 2019, certain of our subsidiaries entered into a contract to sell 100% of the equity interests in the fee simple owner of our 1.3 million square foot property at 1735 Market Street, for a sales price of \$451.6 million, excluding credits and closing costs. For more information regarding these transactions, see Notes 3 and 20 of the Notes to Consolidated Financial Statements included in Part IV, Item 15 of this Annual Report on Form 10-K. As we have sold assets, our income from operations has also declined.

On September 26, 2018, our Board of Trustees declared a special, one-time cash distribution of \$2.50 per common share/unit to shareholders/unitholders of record on October 9, 2018. On October 23, 2018, we paid this distribution to such shareholders/unitholders in the aggregate amount of \$304.7 million.

We recorded a state income tax provision in the statement of operations for the year ended December 31, 2018 largely as a result of the taxable gain generated by sales of properties.

We have engaged CBRE, Inc. (CBRE) to provide property management services for our properties. We pay CBRE a property-by-property management fee and may engage CBRE from time-to-time to perform project management services, such

as coordinating and overseeing the completion of tenant improvements and other capital projects at the properties. We reimburse CBRE for certain expenses incurred in the performance of its duties, including certain personnel and equipment costs. For the years ended December 31, 2018 and 2017, we incurred expenses of \$9.2 million and \$17.9 million, respectively, related to our property management agreement with CBRE, for property management fees, typically calculated as a percentage of the properties revenues, and salary and benefits reimbursements for property personnel, such as property managers, engineers and maintenance staff. As of December 31, 2018 and 2017, we had amounts payable pursuant to these services of \$0.8 million and \$1.8 million, respectively.

We continue to execute our office repositioning strategy to own and acquire at a discount to replacement cost high-quality, multi-tenant office assets in markets and sub-markets with favorable long-term supply and demand fundamentals. We expect our efforts in the office sector to continue to be primarily focused on larger buildings in central business districts and major urban areas that offer an attractive quality of life, including opportunities for tenants to live and play in close proximity to where they work, with a preference for markets that have above average limitations on new supply. We currently target such efforts towards acquiring portfolios of properties or pursuing other large acquisitions as opposed to purchasing individual properties, although we may acquire individual properties if opportunities to do so are consistent with our strategy. The set of opportunities that we pursue in the future may include acquisitions of office as well as other property types in order to create a foundation for long-term growth.

In executing this strategy, we may sell additional properties, depending on market conditions. With the progress we have had executing dispositions, and the strength and liquidity of our balance sheet, we are in a position to increasingly shift our focus to capital allocation. We intend to use this capital to purchase new properties or businesses, repay debt, buy back common shares or make other investments or distributions that further our long-term strategic goals.

We may be unable to identify suitable opportunities. If we do not redeploy capital, we will strive to achieve a sale or liquidation of the Company in a manner that optimizes shareholder value. We are unable to predict if or when we will make a determination to sell or liquidate the Company.

As part of the office repositioning strategy noted above, and pursuant to our accounting policy, in 2018, we evaluated the recoverability of the carrying values of each of the real estate assets that comprised our portfolio and determined that due to the shortening of the expected periods of ownership as a result of our office repositioning strategy and current estimates of market value less estimated costs to sell, it was necessary to reduce the net book value of a portion of the real estate assets in our portfolio to their estimated fair values. We anticipated the potential disposition of certain properties prior to the end of their remaining useful lives. As a result, in the first quarter of 2018, we recorded an impairment charge related to 777 East Eisenhower Parkway and 97 Newberry Road of \$12.1 million in accordance with our impairment analysis procedures.

## Property Operations

Leased occupancy data for 2018 and 2017 is as follows (square feet in thousands):

|                   | All Properties(1)  |        | Comparable Properties(2) |        |   |
|-------------------|--------------------|--------|--------------------------|--------|---|
|                   | As of December 31, |        | As of December 31,       |        |   |
|                   | 2018               | 2017   | 2018                     | 2017   |   |
| Total properties  | 10                 | 16     | 10                       | 10     |   |
| Total square feet | 5,120              | 8,706  | 5,120                    | 5,128  |   |
| Percent leased(3) | 94.8 %             | 91.9 % | 94.8 %                   | 90.6 % | % |

- (1) Excludes properties sold or classified as held for sale in the period.
- (2) Based on properties owned continuously from January 1, 2017 through December 31, 2018, and excludes properties sold or classified as held for sale during the period.
- (3) Percent leased includes space subject to leases that have commenced, space being fitted out for occupancy pursuant to existing leases, and space which is leased but not occupied or is being offered for sublease by tenants.

The weighted average lease term based on square feet for leases entered into during the year ended December 31, 2018 was 11.3 years. Commitments made for leasing expenditures and concessions, such as tenant improvements and leasing commissions, for leases entered into during the year ended December 31, 2018 totaled \$98.7 million, or \$86.22 per square foot on average (approximately \$7.63 per square foot per year of the lease term).

As of December 31, 2018, approximately 10.0% of our leased square feet and 11.4% of our annualized rental revenue, determined as set forth below, are included in leases scheduled to expire through December 31, 2019. Renewal and new leases and rental rates at which available space may be relet in the future will depend on prevailing market conditions at the times these leases are negotiated. We believe that the in-place cash rents for leases expiring in 2019, that have not been backfilled, are slightly above market. Lease expirations by year, as of December 31, 2018, are as follows (square feet and dollars in thousands):

| Year       | Number of Tenants Expiring | Leased Square Feet Expiring(1) | % of Leased Square Feet Expiring(1) | Cumulative % of Leased Square Feet Expiring(1) | Annualized Rental Revenue Expiring(2) | % of Annualized Rental Revenue Expiring | Cumulative % of Annualized Rental Revenue Expiring |
|------------|----------------------------|--------------------------------|-------------------------------------|--|---------------------------------------|---|--|
| 2019       | 44                         | 484                            | 10.0 %                              | 10.0 %   | \$ 17,459                             | 11.4 %                                  | 11.4 %   |
| 2020       | 27                         | 115                            | 2.4 %                               | 12.4 %   | 5,047                                 | 3.3 %                                   | 14.7 %   |
| 2021       | 35                         | 251                            | 5.2 %                               | 17.6 %   | 10,068                                | 6.6 %                                   | 21.3 %   |
| 2022       | 28                         | 360                            | 7.5 %                               | 25.1 %   | 14,943                                | 9.8 %                                   | 31.1 %   |
| 2023       | 29                         | 374                            | 7.7 %                               | 32.8 %   | 14,315                                | 9.4 %                                   | 40.5 %   |
| 2024       | 20                         | 303                            | 6.2 %                               | 39.0 %   | 10,124                                | 6.6 %                                   | 47.1 %   |
| 2025       | 9                          | 162                            | 3.3 %                               | 42.3 %   | 5,877                                 | 3.8 %                                   | 50.9 %   |
| 2026       | 9                          | 128                            | 2.6 %                               | 44.9 %   | 4,743                                 | 3.1 %                                   | 54.0 %   |
| 2027       | 9                          | 206                            | 4.2 %                               | 49.1 %   | 7,866                                 | 5.1 %                                   | 59.1 %   |
| 2028       | 9                          | 229                            | 4.7 %                               | 53.8 %   | 7,985                                 | 5.2 %                                   | 64.3 %   |
| Thereafter | 24                         | 2,243                          | 46.2 %                              | 100.0 %  | 54,548                                | 35.7 %                                  | 100.0 %  |
|            | 243                        | 4,855                          | 100.0 %                             |  | \$ 152,975                            | 100.0 %                                 |  |

Weighted average remaining lease term (in years): 8.4

8.0

(1) Square footage as of December 31, 2018 includes space subject to leases that have commenced, space being fitted out for occupancy pursuant to existing leases, and space which is leased but is not occupied or is being offered for sublease by tenants. The year expiring corresponds to the latest-expiring signed lease for a given suite. Thus, backfilled suites expire in the year stipulated by the new lease.

(2) Annualized rental revenue is annualized contractual rents from our tenants pursuant to leases which have commenced as of December 31, 2018, plus estimated recurring expense reimbursements; excludes lease value amortization, straight line rent adjustments, abated (free) rent periods and parking revenue. We calculate annualized rental revenue by aggregating the recurring billings outlined above for the most recent month during the quarter reported, adding abated rent, and multiplying the sum by 12 to provide an estimation of near-term potentially-recurring revenues. Annualized rental revenue is a forward-looking non-GAAP measure. Annualized rental revenue cannot be reconciled to a comparable GAAP measure without unreasonable efforts, primarily due to the fact that it is calculated from the billings of tenants in the most recent month at the most recent rental rates during the quarter reported, whereas historical GAAP measures include billings from a potentially different group of tenants over multiple months at potentially different rental rates.

A principal source of funds for our operations is rents from tenants at our properties. Rents are generally received from our tenants monthly in advance. As of December 31, 2018, tenants representing 1.5% or more of our total annualized rental revenue were as follows (square feet in thousands):

| Tenant  | Square Feet(1) | % of Total Square Feet(1) | % of Annualized Rental Revenue(2) | Weighted Average Remaining Lease Term |
|---|----------------|---------------------------|-----------------------------------|---------------------------------------|
| 1. Expedia, Inc.(3)                           | 427            | 8.8 %                     | 13.9 %                            | 1.0                                   |
| 2. Flex Ltd.                                  | 1,051          | 21.6 %                    | 7.2 %                             | 11.0                                  |
| 3. Ballard Spahr LLP                          | 219            | 4.5 %                     | 5.6 %                             | 11.1                                  |
| 4. Georgetown University(4)                   | 240            | 4.9 %                     | 4.5 %                             | 0.8                                   |
| 5. Beth Israel Deaconess Medical Center, Inc. | 117            | 2.4 %                     | 2.5 %                             | 4.8                                   |
| 6. Dana-Farber Cancer Institute, Inc.         | 77             | 1.6 %                     | 2.3 %                             | 6.0                                   |
| 7. BT Americas, Inc.                          | 59             | 1.2 %                     | 2.0 %                             | 0.6                                   |
| 8. Equinor Energy Services, Inc.(5)           | 89             | 1.8 %                     | 1.8 %                             | 4.5                                   |
| 9. Aberdeen Asset Management, Inc             | 58             | 1.2 %                     | 1.7 %                             | 0.8                                   |
| 10. KPMG, LLP                                 | 66             | 1.4 %                     | 1.7 %                             | 4.1                                   |
| 11. Public Financial Management, Inc.         | 62             | 1.3 %                     | 1.6 %                             | 12.4                                  |
| 12. Sunoco, Inc.(6)                           | 71             | 1.5 %                     | 1.5 %                             | 1.8                                   |
| Total   | 2,536          | 52.2 %                    | 46.3 %                            | 6.8                                   |

Square footage as of December 31, 2018 includes space subject to leases that have commenced, space being fitted (1) out for occupancy pursuant to existing leases, and space which is leased but is not occupied or is being offered for sublease by tenants.

Annualized rental revenue is annualized contractual rents from our tenants pursuant to leases which have commenced as of December 31, 2018, plus estimated recurring expense reimbursements; excludes lease value amortization, straight line rent adjustments, abated (free) rent periods and parking revenue. We calculate annualized rental revenue by aggregating the recurring billings outlined above for the most recent month during the (2) quarter reported, adding abated rent, and multiplying the sum by 12 to provide an estimation of near-term potentially-recurring revenues. Annualized rental revenue is a forward-looking non-GAAP measure. Annualized rental revenue cannot be reconciled to a comparable GAAP measure without unreasonable efforts, primarily due to the fact that it is calculated from the billings of tenants in the most recent month at the most recent rental rates during the quarter reported, whereas historical GAAP measures include billings from a potentially different group of tenants over multiple months at potentially different rental rates.

(3) During the third quarter of 2018, an affiliate of Amazon.com, Inc. entered into a new 16-year lease for 429,012 square feet, including all of the Expedia, Inc. space. The lease commences in 2020.

(4) Georgetown University's leased space includes 111,600 square feet that are sublet to another tenant. During the fourth quarter of 2017, the other tenant committed to lease this space through September 30, 2037. The lease commences in 2019.

(5) Formerly known as Statoil Oil & Gas LP.

(6) 67,063 square feet of Sunoco's space has been leased by other tenants with a weighted-average expiration in mid-2026. These leases commence in 2020.

#### Financing Activities

On December 26, 2018, we terminated our credit agreement and recognized a loss on early extinguishment of debt of \$0.2 million from the write off of unamortized deferred financing fees.

On December 17, 2018, we repaid \$4.9 million of mortgage debt at 97 Newberry Road and recognized a loss on early extinguishment of debt of \$0.6 million for the year ended December 31, 2018 from prepayment fees and the write off of unamortized deferred financing fees.

On May 4, 2018, we redeemed at par the total \$400.0 million outstanding under our 5-year and 7-year term loans and recognized a loss on early extinguishment of debt of \$1.5 million from the write off of unamortized deferred financing fees.

On March 7, 2018, we redeemed at par all \$175.0 million of our 5.75% senior unsecured notes due 2042 and recognized a



loss on early extinguishment of debt of \$4.9 million from the write off of unamortized deferred financing fees.

For more information regarding our financing sources and activities, please see the section captioned “Liquidity and Capital Resources—Our Investment and Financing Liquidity and Resources” below.

## RESULTS OF OPERATIONS

Year Ended December 31, 2018 Compared to Year Ended December 31, 2017

|  | Comparable Properties Results(1) |           |           |          | Other Properties Results(2) |           | Consolidated Results |           |             |          |
|--|----------------------------------|-----------|-----------|----------|-----------------------------|-----------|----------------------|-----------|-------------|----------|
|  | 2018                             | 2017      | \$ Change | % Change | 2018                        | 2017      | 2018                 | 2017      | \$ Change   | % Change |
|  | (in thousands)                   |           |           |          |                             |           |                      |           |             |          |
| Rental income  | \$121,359                        | \$116,105 | 5,254     | 4.5%     | \$23,066                    | \$154,215 | \$144,425            | \$270,320 | \$(125,895) | (46.6)%  |
| Tenant reimbursements and other income                             | 42,445                           | 39,207    | 3,238     | 8.3%     | 10,152                      | 31,044    | 52,597               | 70,251    | (17,654)    | (25.1)%  |
| Operating expenses   | (62,011)                         | (56,898)  | (5,113)   | 9.0%     | (17,905)                    | (84,527)  | (79,916)             | (141,425) | 61,509      | (43.5)%  |
| Net operating income(3)  | \$101,793                        | \$98,414  | \$3,379   | 3.4%     | \$15,313                    | \$100,732 | 117,106              | 199,146   | (82,040)    | (41.2)%  |
| Other expenses:  |                                  |           |           |          |                             |           |                      |           |             |          |
| Depreciation and amortization                                      |                                  |           |           |          |                             |           | 49,041               | 90,708    | (41,667)    | (45.9)%  |
| General and administrative   |                                  |           |           |          |                             |           | 44,439               | 47,760    | (3,321)     | (7.0)%   |
| Loss on asset impairment   |                                  |           |           |          |                             |           | 12,087               | 19,714    | (7,627)     | (38.7)%  |
| Total other expenses   |                                  |           |           |          |                             |           | 105,567              | 158,182   | (52,615)    | (33.3)%  |
| Operating income   |                                  |           |           |          |                             |           | 11,539               | 40,964    | (29,425)    | (71.8)%  |
| Interest and other income, net                                     |                                  |           |           |          |                             |           | 46,815               | 26,380    | 20,435      | 77.5%    |
| Interest expense   |                                  |           |           |          |                             |           | (26,585)             | (52,183)  | 25,598      | (49.1)%  |
| Loss on early extinguishment of debt                               |                                  |           |           |          |                             |           | (7,122)              | (493)     | (6,629)     | 1,344.6% |
| Gain on sale of properties, net                                    |                                  |           |           |          |                             |           | 251,417              | 15,498    | 235,919     | 1,522.3% |
| Income before income taxes   |                                  |           |           |          |                             |           | 276,064              | 30,166    | 245,898     | 815.1%   |
| Income tax expense   |                                  |           |           |          |                             |           | (3,156)              | (500)     | (2,656)     | 531.2%   |
| Net income   |                                  |           |           |          |                             |           | 272,908              | 29,666    | 243,242     | 819.9%   |
| Net income attributable to noncontrolling interest                 |                                  |           |           |          |                             |           | (95)                 | (10)      | (85)        | 100.0%   |
| Net income attributable to Equity Commonwealth                     |                                  |           |           |          |                             |           | 272,813              | 29,656    | 243,157     | 819.9%   |
| Preferred distributions  |                                  |           |           |          |                             |           | (7,988)              | (7,988)   | —           | —%       |
| Net income attributable to Equity Commonwealth common shareholders |                                  |           |           |          |                             |           | \$264,825            | \$21,668  | \$243,157   | 1,122.2% |

- (1) Comparable properties consist of 10 properties (18 buildings) we owned continuously from January 1, 2017 to December 31, 2018.
- (2) Other properties consist of properties sold or classified as held for sale as of the end of the period.
- We calculate net operating income, or NOI, as shown above. We define NOI as income from our real estate including lease termination fees received from tenants less our property operating expenses. NOI excludes amortization of capitalized tenant improvement costs and leasing commissions. We consider NOI to be an appropriate supplemental measure to net income because it may help both investors and management to understand the operations of our properties. We use NOI internally to evaluate property level performance, and we believe that NOI provides useful information to investors regarding our results of operations because it reflects only those income and expense items that are incurred at the property level and may facilitate comparisons of our operating performance between periods and with other REITs. NOI does not represent cash generated by operating activities in accordance with GAAP and should not be considered as an alternative to net income, net income attributable to Equity Commonwealth common shareholders, operating income or cash flow from operating activities, determined in accordance with GAAP, or as an indicator of our financial performance or liquidity, nor is this measure necessarily indicative of sufficient cash flow to fund all of our needs. This measure should be considered in conjunction with net income, net income attributable to Equity Commonwealth common shareholders, operating income and cash flow from operating activities as presented in our consolidated statements of operations, consolidated statements of comprehensive income and consolidated statements of cash flows. Other REITs and real estate companies may calculate NOI differently than we do.
- (3)

**Rental income.** Rental income decreased \$125.9 million, or 46.6%, in the 2018 period, compared to the 2017 period, primarily due to the properties sold in 2018 and 2017. Rental income at the comparable properties increased \$5.3 million, or 4.5% primarily due to an increase in commenced occupancy and a \$0.8 million increase in parking revenue, partially offset by a \$2.0 million decrease in lease termination fees.

Rental income includes increases for straight line rent adjustments totaling \$5.0 million in the 2018 period and \$14.4 million in the 2017 period, and net reductions for amortization of acquired real estate leases and assumed real estate lease obligations totaling \$0.1 million in the 2018 period and \$1.8 million in the 2017 period. Rental income also includes the recognition of lease termination fees totaling \$2.9 million in the 2018 period and \$4.9 million in the 2017 period.

**Tenant reimbursements and other income.** Tenant reimbursements and other income decreased \$17.7 million, or 25.1% in the 2018 period, compared to the 2017 period primarily due to the properties sold in 2018 and 2017. Tenant reimbursements and other income increased \$3.2 million, or 8.3%, at our comparable properties primarily due to a \$2.5 million increase in escalations resulting from an increase in commenced occupancy and an increase in real estate tax expense.

**Operating expenses.** Operating expenses decreased \$61.5 million, or 43.5%, in the 2018 period as compared to the 2017 period, primarily due to the properties sold in 2018 and 2017. Operating expenses at our comparable properties increased \$5.1 million, or 9.0%, primarily due to a \$2.3 million increase in real estate tax expense resulting from increases in assessed values, a \$0.7 million increase in utility expense and cleaning expense resulting from an increase in commenced occupancy, a \$0.3 million increase in maintenance and repairs expense, and a \$0.2 million increase in parking garage expense.

**Depreciation and amortization.** Depreciation and amortization decreased \$41.7 million, or 45.9%, in the 2018 period, as compared to the 2017 period, primarily due to the properties sold in 2018 and 2017.

**General and administrative.** General and administrative expenses decreased \$3.3 million, or 7.0% in the 2018 period, compared to the 2017 period, primarily due to a \$2.0 million decrease in share-based compensation expense, a \$1.1 million decrease in payroll expenses and a \$0.6 million decrease in potential transaction costs, partially offset by a \$0.9 million increase in compensation expenses related to severance triggered by staffing reductions.

**Loss on asset impairment.** We recorded impairment charges of \$12.1 million in the 2018 period related to 777 East Eisenhower Parkway and 97 Newberry Road and \$19.7 million in the 2017 period related to 25 S. Charles Street and the Five Property Portfolio, based upon the shortening of our expected period of ownership and updated market information in accordance with our impairment analysis procedures. For the properties included in the Five Property Portfolio, see Note 3 of the Notes to Consolidated Financial Statements included in Part IV, Item 15 of this Annual Report on Form 10-K.

**Operating income.** Operating income decreased \$29.4 million, or 71.8%, in the 2018 period, as compared to the 2017 period, primarily due to the properties sold in 2018 and 2017, partially offset by a \$7.6 million decrease in the loss on asset impairment.

**Interest and other income, net.** Interest and other income, net increased \$20.4 million, or 77.5%, in the 2018 period, compared to the 2017 period, primarily due to \$27.6 million of additional interest received on higher invested balances and higher average interest rates in 2018, partially offset by a \$5.0 million loss on the sale of marketable securities and a \$2.1 million loss on the sale of a real estate mortgage receivable in 2018. This mortgage receivable of \$7.7 million represented mortgage financing we provided upon the sale of three properties in 2013.

Interest expense. Interest expense decreased \$25.6 million, or 49.1%, in the 2018 period, as compared to the 2017 period, primarily due to the repayment of the \$41.3 million mortgage debt at Parkshore Plaza in April 2017, the prepayment of all \$250.0 million of our 6.65% senior unsecured notes in July 2017, the prepayment of all \$175.0 million of our 5.75% senior unsecured notes in March 2018 and the redemption at par of the total \$400.0 million outstanding under our 5-year and 7-year term loans in May 2018.

Loss on early extinguishment of debt. The loss on early extinguishment of debt of \$7.1 million in the 2018 period reflects the write off of unamortized deferred financing fees related to our redemption at par of the total \$400.0 million outstanding under our 5-year and 7-year term loans, the write off of unamortized deferred financing fees related to our repayment at par of all \$175.0 million of our 5.75% senior unsecured notes due 2042, prepayment fees and the write off of unamortized deferred financing fees related to our repayment of \$4.9 million of mortgage debt at 97 Newberry Road and the write off of unamortized deferred financing fees related to our termination of the credit agreement. The loss on early extinguishment of debt of \$0.5 million in the 2017 period reflects prepayment fees and the write off of unamortized deferred financing fees, net of the write off of an unamortized premium related to our repayment at par of mortgage debt at Parkshore Plaza, the write off of unamortized deferred

financing fees and the write off of an unamortized discount related to our repayment at par of our 6.65% senior unsecured notes due 2018 and prepayment fees and the write off of unamortized deferred financing fees related to our repayment of mortgage debt at 33 Stiles Lane.

Gain on sale of properties, net. Gain on sale of properties, net increased \$235.9 million in the 2018 period, compared to the 2017 period. Gain on sale of properties, net in the 2018 period primarily relates to the following (dollars in thousands):

| Asset                                 | Gain<br>(Loss) on<br>Sale |
|---------------------------------------|---------------------------|
| 1600 Market Street                    | \$54,599                  |
| 600 West Chicago Avenue               | 107,790                   |
| 5073, 5075, & 5085 S. Syracuse Street | 42,762                    |
| 1601 Dry Creek Drive                  | 26,979                    |
| 777 East Eisenhower Parkway           | 5,308                     |
| 8750 Bryn Mawr Avenue                 | 15,194                    |
| 97 Newberry Road                      | (1,174 )                  |
|                                       | \$251,458                 |

Gain on sale of properties, net in the 2017 period primarily relates to the following (dollars in thousands):

| Asset                       | Gain<br>(Loss) on<br>Sale |
|-----------------------------|---------------------------|
| 111 Market Place            | \$(5,968 )                |
| Cabot Business Park Land    | (57 )                     |
| Parkshore Plaza             | (2,460 )                  |
| 25 S. Charles Street        | (3,487 )                  |
| 802 Delaware Avenue         | 9,099                     |
| 1500 Market Street          | 38,585                    |
| 6600 North Military Trail   | (14,175 )                 |
| 789 East Eisenhower Parkway | 1,242                     |
| 33 Stiles Lane              | 2,163                     |
| 625 Crane Street (Land)     | 249                       |
| Mineral Rights              | 169                       |
| Seton Center Portfolio      | 22,479                    |
| Five Property Portfolio     | 702                       |
| Pittsburgh Portfolio        | (33,048 )                 |
|                             | \$15,493                  |

Income tax expense. Income tax expense increased \$2.7 million, or 531.2%, in the 2018 period, compared to the 2017 period, primarily due to the state and local taxes incurred upon the sale of properties.

Net income attributable to noncontrolling interest. In 2018 and 2017, we granted LTIP Units to certain of our trustees and employees. As these LTIP Units vest, they automatically convert to operating partnership units (OP Units). The net income attributable to noncontrolling interest of \$95,000 in the 2018 period and \$10,000 in the 2017 period relates to the allocation of net income to the LTIP/OP Unit holders.



## RESULTS OF OPERATIONS

Year Ended December 31, 2017, Compared to Year Ended December 31, 2016

|   | Comparable Properties Results(1)          |            |           |          | Other Properties Results(2) |            | Consolidated Results |            |             |          |
|---|---|------------|-----------|----------|-----------------------------|------------|----------------------|------------|-------------|----------|
|   | 2017                                      | 2016       | \$ Change | % Change | 2017                        | 2016       | 2017                 | 2016       | \$ Change   | % Change |
|   | Year Ended December 31,<br>(in thousands) |            |           |          |                             |            |                      |            |             |          |
| Rental income   | \$ 186,456                                | \$ 182,297 | 4,159     | 2.3%     | \$ 83,864                   | \$ 226,774 | \$ 270,320           | \$ 409,071 | \$(138,751) | (33.9)%  |
| Tenant reimbursements and other income  | 62,999                                    | 60,313     | 2,686     | 4.5%     | 7,252                       | 31,296     | 70,251               | 91,609     | (21,358)    | (23.3)%  |
| Operating expenses  | (101,631)                                 | (95,918)   | (5,713)   | 6.0%     | (39,794)                    | (104,788)  | (141,425)            | (200,706)  | 59,281      | (29.5)%  |
| Net operating income(3)   | \$ 147,824                                | \$ 146,692 | \$ 1,132  | 0.8%     | \$ 51,322                   | \$ 153,282 | 199,146              | 299,974    | (100,828)   | (33.6)%  |
| Other expenses:   |   |            |           |          |                             |            |                      |            |             |          |
| Depreciation and amortization   |   |            |           |          |                             |            | 90,708               | 131,806    | (41,098)    | (31.2)%  |
| General and administrative  |   |            |           |          |                             |            | 47,760               | 50,256     | (2,496)     | (5.0)%   |
| Loss on asset impairment  |   |            |           |          |                             |            | 19,714               | 58,476     | (38,762)    | (66.3)%  |
| Total other expenses  |   |            |           |          |                             |            | 158,182              | 240,538    | (82,356)    | (34.2)%  |
| Operating income  |   |            |           |          |                             |            | 40,964               | 59,436     | (18,472)    | (31.1)%  |
| Interest and other income, net  |   |            |           |          |                             |            | 26,380               | 10,331     | 16,049      | 155.3%   |
| Interest expense  |   |            |           |          |                             |            | (52,183)             | (84,329)   | 32,146      | (38.1)%  |
| Loss on early extinguishment of debt  |   |            |           |          |                             |            | (493)                | (2,680)    | 2,187       | (81.6)%  |
| Foreign currency exchange loss  |   |            |           |          |                             |            | —                    | (5)        | 5           | (100.0)% |
| Gain on sale of properties, net   |   |            |           |          |                             |            | 15,498               | 250,886    | (235,388)   | (93.8)%  |
| Income before income taxes  |   |            |           |          |                             |            | 30,166               | 233,639    | (203,473)   | (87.1)%  |
| Income tax expense  |   |            |           |          |                             |            | (500)                | (745)      | 245         | (32.9)%  |
| Net income  |   |            |           |          |                             |            | 29,666               | 232,894    | (203,228)   | (87.3)%  |
| Net income attributable to noncontrolling interest                              |   |            |           |          |                             |            | (10)                 | —          | (10)        | 100.0%   |
| Net income attributable to Equity Commonwealth                                  |   |            |           |          |                             |            | 29,656               | 232,894    | (203,238)   | (87.3)%  |
| Preferred distributions   |   |            |           |          |                             |            | (7,988)              | (17,956)   | 9,968       | (55.5)%  |
| Excess fair value of consideration paid over carrying value of preferred shares |   |            |           |          |                             |            | —                    | (9,609)    | 9,609       | (100.0)% |
| Net income attributable to Equity Commonwealth common shareholders              |   |            |           |          |                             |            | \$ 21,668            | \$ 205,329 | \$(183,661) | (89.4)%  |

(1) Comparable properties consist of 16 properties (26 buildings) we owned continuously from January 1, 2016 to December 31, 2017.

(2) Other properties consist of properties sold or classified as held for sale as of the end of the period.

We calculate net operating income, or NOI, as shown above. We define NOI as income from our real estate including lease termination fees received from tenants less our property operating expenses. NOI excludes amortization of capitalized tenant improvement costs and leasing commissions. We consider NOI to be an appropriate supplemental measure to net income because it may help both investors and management to understand the operations of our properties. We use NOI internally to evaluate property level performance, and we believe that NOI provides useful information to investors regarding our results of operations because it reflects only those income and expense items that are incurred at the property level and may facilitate comparisons of our operating performance between periods and with other REITs. NOI does not represent cash generated by operating activities in accordance with GAAP and should not be considered as an alternative to net income, net income attributable to Equity Commonwealth common shareholders, operating income or cash flow from operating activities, determined in accordance with GAAP, or as an indicator of our financial performance or liquidity, nor is this measure necessarily indicative of sufficient cash flow to fund all of our needs. This measure should be considered in conjunction with net income, net income attributable to Equity Commonwealth common shareholders, operating income and cash flow from operating activities as presented in our consolidated statements of operations, consolidated statements of comprehensive income and consolidated statements of cash flows. Other REITs and real estate companies may calculate NOI differently than we do.

Rental income. Rental income decreased \$138.8 million, or 33.9%, in the 2017 period, compared to the 2016 period, primarily due to the properties sold in 2017 and 2016. Rental income at the comparable properties increased \$4.2 million, or 2.3% due to



an increase in lease termination fees and an increase in rents resulting from new leasing activity, partially offset by several large tenant lease expirations and lease contractions.

Rental income includes increases for straight line rent adjustments totaling \$14.4 million in the 2017 period and \$14.1 million in the 2016 period, and net reductions for amortization of acquired real estate leases and assumed real estate lease obligations totaling \$1.8 million in the 2017 period and \$6.5 million in the 2016 period. Rental income also includes the recognition of lease termination fees totaling \$4.9 million in the 2017 period and \$23.4 million in the 2016 period.

Tenant reimbursements and other income. Tenant reimbursements and other income decreased \$21.4 million, or 23.3% in the 2017 period, compared to the 2016 period primarily due to the properties sold in 2017 and 2016. Tenant reimbursements and other income increased \$2.7 million, or 4.5%, at our comparable properties primarily due to new leasing activity and an increase in real estate tax expense, partially offset by a decrease in utility expense.

Operating expenses. Operating expenses decreased \$59.3 million, or 29.5%, in the 2017 period as compared to the 2016 period, primarily due to the properties sold in 2017 and 2016. Operating expenses at our comparable properties increased \$5.7 million, or 6.0%, primarily due to an increase in real estate tax expense, partially offset by a decrease in utility expense due to the milder winter in 2017 and a decrease in tenant usage.

Depreciation and amortization. Depreciation and amortization decreased \$41.1 million, or 31.2%, in the 2017 period, as compared to the 2016 period, primarily due to properties sold in 2017 and 2016.

General and administrative. General and administrative expenses decreased \$2.5 million, or 5.0% in the 2017 period, compared to the 2016 period, primarily due to a \$0.9 million decrease in compensation expenses related to staffing reductions, a \$1.0 million decrease related to the shareholder approved reimbursement of expenses incurred by Related/Corvex in connection with their consent solicitation to remove our former Trustees that were incurred in 2016 but not 2017, and a \$3.5 million decrease in technology, payroll and legal expenses, partially offset by a \$3.0 million increase in share-based compensation expense.

Loss on asset impairment. We recorded impairment charges of \$19.7 million in the 2017 period related to 25 S. Charles Street and the Five Property Portfolio, based upon the shortening of our expected period of ownership and updated market information in accordance with our impairment analysis procedures. For the properties included in the Five Property Portfolio, see Note 3 of the Notes to Consolidated Financial Statements included in Part IV, Item 15 of this Annual Report on Form 10-K. We recorded impairment charges of \$58.5 million in the 2016 period related to 111 Monument Circle, 101-115 W. Washington Street, 100 East Wisconsin Avenue, Parkshore Plaza, Cabot Business Park Land, 625 Crane Street and 111 Market Place based upon the shortening of our expected periods of ownership as a result of our disposition plan and updated market information in accordance with our impairment analysis procedures.

Operating income. Operating income decreased \$18.5 million, or 31.1%, in the 2017 period, as compared to the 2016 period, primarily due to the properties sold in 2017 and 2016.

Interest and other income, net. Interest and other income, net increased \$16.0 million in the 2017 period, as compared 2016 period, primarily due to additional interest received on higher invested balances and higher average interest rates in 2017.

Interest expense. Interest expense decreased \$32.1 million, or 38.1%, in the 2017 period, as compared to the 2016 period, primarily due to the prepayment of \$139.1 million of our 6.25% senior unsecured notes in February 2016, the repayment of the \$167.8 million mortgage debt at 1735 Market Street in November 2016, the prepayment of \$250.0

million of our 6.25% senior unsecured notes in December 2016, the repayment of the \$41.3 million mortgage debt at Parkshore Plaza in April 2017, the prepayment of \$250.0 million of our 6.65% senior unsecured notes in July 2017 and a decrease in amortization of deferred financing fees, partially offset by an increase in interest expense related to our term loans as a result of an increase in interest rates.

Loss on early extinguishment of debt. The loss on early extinguishment of debt of \$0.5 million in the 2017 period reflects prepayment fees and the write off of unamortized deferred financing fees, net of the write off of an unamortized premium related to our repayment at par of mortgage debt at Parkshore Plaza, the write off of unamortized deferred financing fees and the write off of an unamortized discount related to our repayment at par of our 6.65% senior unsecured notes due 2018 and prepayment fees and the write off of unamortized deferred financing fees related to our repayment of mortgage debt at 33 Stiles Lane. The loss on early extinguishment of debt of \$2.7 million in the 2016 period reflects the write-off of an unamortized discount and unamortized deferred financing fees related to our redemption of our 6.25% senior unsecured notes due 2016 and

our 6.25% senior unsecured notes due 2017 and the write-off of unamortized deferred financing fees and breakage costs incurred related to our repayment of the mortgage debt at 1735 Market Street.

Gain on sale of properties, net. Gain on sale of properties, net decreased \$235.4 million in the 2017 period as compared to the 2016 period. Gain on sale of properties, net in the 2017 period primarily relates to the following (dollars in thousands):

| Asset                       | Gain<br>(Loss) on<br>Sale |
|-----------------------------|---------------------------|
| 111 Market Place            | \$(5,968 )                |
| Cabot Business Park Land    | (57 )                     |
| Parkshore Plaza             | (2,460 )                  |
| 25 S. Charles Street        | (3,487 )                  |
| 802 Delaware Avenue         | 9,099                     |
| 1500 Market Street          | 38,585                    |
| 6600 North Military Trail   | (14,175 )                 |
| 789 East Eisenhower Parkway | 1,242                     |
| 33 Stiles Lane              | 2,163                     |
| 625 Crane Street (Land)     | 249                       |
| Mineral Rights              | 169                       |
| Seton Center Portfolio      | 22,479                    |
| Five Property Portfolio     | 702                       |
| Pittsburgh Portfolio        | (33,048 )                 |
|                             | \$15,493                  |

Gain on sale of properties, net in the 2016 period primarily relates to the following (dollars in thousands):

| Asset                               | Gain<br>(Loss) on<br>Sale |
|-------------------------------------|---------------------------|
| Executive Park                      | \$16,531                  |
| 3330 N Washington Boulevard         | 5,455                     |
| 111 East Kilbourn Avenue            | 14,687                    |
| 1525 Locust Street                  | 8,956                     |
| 633 Ahua Street                     | 15,963                    |
| Lakewood on the Park                | 13,616                    |
| Leased Land                         | 15,914                    |
| 9110 East Nichols Avenue            | 642                       |
| 111 River Street                    | 78,207                    |
| Sky Park Centre                     | 4,746                     |
| Raintree Industrial Park            | (653 )                    |
| 8701 N Mopac                        | 8,394                     |
| 7800 Shoal Creek Boulevard          | 14,908                    |
| 1200 Lakeside Drive                 | 3,062                     |
| 6200 Glenn Carlson Drive            | 7,706                     |
| Downtown Austin Portfolio           | 20,584                    |
| Movie Theater Portfolio             | 30,595                    |
| South Carolina Industrial Portfolio | 7,248                     |
| Midwest Portfolio                   | (15,800 )                 |

\$250,761

Income tax expense. Income tax expense decreased \$0.2 million, or 32.9%, in the 2017 period, compared to the 2016 period, primarily due to the sale of properties in certain states.

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Net income attributable to noncontrolling interest. In 2017, we granted LTIP Units to certain of our trustees and employees. The net income attributable to noncontrolling interest of \$10,000 in the 2017 period relates to the allocation of net income to the LTIP/OP Unit holders.

Preferred distributions. The \$10.0 million decrease in preferred distributions is due to the redemption of all of our 11,000,000 outstanding series E preferred shares on May 15, 2016.

Excess fair value of consideration paid over carrying value of preferred shares. On May 15, 2016, we redeemed all of our 11,000,000 outstanding series E preferred shares at a price of \$25.00 per share and recorded \$9.6 million related to the excess fair value of consideration paid over the carrying value of the preferred shares as a reduction to net income attributable to common shareholders for the year ended December 31, 2016.

#### Inflation

Inflation in the past several years in the United States has been modest. Future inflation might have either positive or negative impacts on our business. Inflation might cause the value of our real estate to increase. Inflation might also cause our costs of equity and debt capital and operating costs to increase. An increase in our capital costs or in our operating costs may result in decreased earnings unless it is offset by increased revenues. Further inflation may permit us to increase rents upon lease renewal or enter new leases above the previous rent amounts for the leased space.

To mitigate the adverse impact of any increased cost of debt capital in the event of material inflation, in the event we incur any variable rate debt in the future, we may enter into interest rate hedge arrangements in the future. The decision to enter into these agreements will be based on various factors, including the amount of our floating rate debt outstanding, our belief that material interest rate increases are likely to occur, the costs of and our expected benefit from these agreements and upon requirements of our borrowing arrangements.

In periods of rapid inflation, our tenants' operating costs may increase faster than revenues, which may have an adverse impact upon us if our tenants' operating income becomes insufficient to pay our rent. To mitigate the adverse impact of tenant financial distress upon us, we require many of our tenants to provide guarantees or security for our rent.

## LIQUIDITY AND CAPITAL RESOURCES

### Our Operating Liquidity and Resources

As of December 31, 2018, we had \$2.7 billion of cash and cash equivalents and marketable securities. We expect to use our cash balances and marketable securities, cash flow from our operations and proceeds of any future property sales to fund our operations, repay debt, make distributions, repurchase our common shares, acquire assets or entities, fund tenant improvements and leasing costs and for other general business purposes. We believe our cash balances and the cash flow from our operations will be sufficient to fund our ordinary course activities.

Our future cash flows from operating activities will depend primarily upon our:

- ability to maintain or improve the occupancy of, and the rental rates at, our properties;
- ability to control operating and financing expense increases at our properties; and
- ability to purchase additional properties, which produce rents, less property operating expenses, in excess of our costs of acquisition capital.

Volatility in energy costs and real estate taxes may cause our future operating expenses to fluctuate; however, the impact of these fluctuations is expected to be partially offset by the pass through of operating expenses to our tenants pursuant to lease terms, although there can be no assurance that we will be able to successfully offset these expenses or that doing so would not negatively impact our competitive position or business.

Cash flows provided by (used in) operating, investing and financing activities were \$89.5 million, \$942.1 million and \$(988.1) million, respectively, for the year ended December 31, 2018, and \$100.0 million, \$465.6 million and \$(306.2) million, respectively, for the year ended December 31, 2017. Changes in these three categories of our cash flows between 2018 and 2017 are primarily related to a decrease in property net operating income (as the result of property dispositions), real estate improvements, dispositions of properties, purchase of marketable securities, proceeds from sales of marketable securities,

redemption of preferred shares, repayments of debt, repurchase of our common shares and distributions to our common shareholders.

#### Our Investment and Financing Liquidity and Resources

On March 7, 2018, we redeemed at par all \$175.0 million of our 5.75% senior unsecured notes due 2042. On May 4, 2018, we redeemed at par the total \$400.0 million outstanding under our 5-year and 7-year term loans. In December 2018, we repaid \$4.9 million of mortgage debt at 97 Newberry Road. On December 26, 2018, we terminated our credit agreement.

On September 26, 2018, our Board of Trustees declared a special, one-time cash distribution of \$2.50 per common share/unit to shareholders/unitholders of record on October 9, 2018. On October 23, 2018, we paid this distribution to such shareholders/unitholders in the aggregate amount of \$304.7 million.

During the year ended December 31, 2018, we paid an aggregate of \$8.0 million of distributions on our series D preferred shares. On January 11, 2019, our Board of Trustees declared a dividend of \$0.40625 per series D preferred share, which will be paid on February 15, 2019 to shareholders of record on January 30, 2019.

On March 15, 2017, our Board of Trustees authorized the repurchase of up to \$150.0 million of our outstanding common shares over the twelve month period following the date of authorization. In March 2018, this share repurchase authorization, of which \$81.0 million was not utilized, expired. On March 14, 2018, our Board of Trustees authorized the repurchase of up to an additional \$150.0 million of our outstanding common shares over the twelve month period following the date of authorization. During the year ended December 31, 2018, we repurchased and retired 2,970,209 of our common shares, at a weighted average price of \$29.67 per share, for a total investment of \$88.1 million, of which \$69.0 million was under the March 2017 authorization and \$19.1 million was under the March 2018 authorization. The \$130.9 million of remaining authorization available under our share repurchase program as of December 31, 2018 is scheduled to expire on March 14, 2019.

Our outstanding debt maturities and weighted average interest rates as of December 31, 2018, were as follows (dollars in thousands):

| Year       | Scheduled Principal Payments During Period |                               |            | Weighted<br>Average<br>Interest Rate(2) |
|------------|--|-------------------------------|------------|---|
|            | Unsecured<br>Fixed<br>Rate Debt            | Secured<br>Fixed Rate<br>Debt | Total(1)   |   |
| 2019       | \$ —                                       | \$ 567                        | \$ 567     | 5.7 %                                   |
| 2020       | 250,000                                    | 597                           | 250,597    | 5.9 %                                   |
| 2021       | —  | 24,836                        | 24,836     | 5.7 %                                   |
| Thereafter | —  | —                             | —          | — %                                     |
|            | \$ 250,000                                 | \$ 26,000                     | \$ 276,000 | 5.9 %                                   |

(1) Total debt outstanding as of December 31, 2018, including net unamortized premiums and discounts and net unamortized deferred financing costs, was \$274,955.

(2) Weighted based on current contractual interest rates.

For further information about our indebtedness, see Note 7 of the Notes to Consolidated Financial Statements in Part IV, Item 15 of this Annual Report on Form 10-K, which is incorporated herein by reference.

As the maturity dates of our debt approach, we may explore alternatives to repay amounts due. Such alternatives may include using our cash balances and marketable securities, incurring additional debt and issuing new equity securities,

and entering into a new revolving credit facility. We have an effective shelf registration statement that allows us to issue certain types of public securities on an expedited basis, but it does not apply to debt securities nor does it assure that there will be buyers for any such securities.

We believe that we will have access to various types of financings, including debt or equity offerings, to fund any future acquisitions and to pay our debts and other obligations as they become due. The completion and the costs of any future debt transactions will depend primarily upon market conditions and our credit ratings. We have no control over market conditions. Our credit ratings depend upon evaluations by credit rating agencies of our business practices and plans and, in particular, whether we appear to have the ability to maintain our earnings, to space our debt maturities and to balance our use of debt and equity capital so that our financial performance and leverage ratios afford us flexibility to withstand any reasonably foreseeable



adverse changes. We intend to conduct our business activities in a manner which will continue to afford us reasonable access to capital for investment and financing activities. However, there can be no assurance regarding our credit ratings or our ability to complete any debt or equity offerings or that our cost of any future public or private financings will not increase.

During the year ended December 31, 2018, we sold seven properties (nine buildings) with a combined 4.4 million square feet for an aggregate sales price of \$1.0 billion, excluding credits and closing costs. In January 2019, certain of our subsidiaries entered into a contract to sell 100% of the equity interests in the fee simple owner of our 1.3 million square foot property at 1735 Market Street, for a sales price of \$451.6 million, excluding credits and closing costs. For more information regarding these transactions, see Notes 3 and 20 of the Notes to Consolidated Financial Statements in Part IV, Item 15 of this Annual Report on Form 10-K, which are incorporated herein by reference.

During the years ended December 31, 2018, 2017 and 2016 amounts capitalized at our properties, including properties sold or classified as held for sale, for tenant improvements, leasing costs and building improvements were as follows (amounts in thousands):

|                          | Years Ended December 31, |          |          |
|--------------------------|--------------------------|----------|----------|
|                          | 2018                     | 2017     | 2016     |
| Tenant improvements(1)   | \$47,248                 | \$29,161 | \$80,975 |
| Leasing costs(2)         | 21,674                   | 16,073   | 34,329   |
| Building improvements(3) | 9,046                    | 25,880   | 29,767   |

(1) Tenant improvements include capital expenditures to improve tenants' space.

(2) Leasing costs include leasing commissions and related legal expenses.

(3) Building improvements generally include expenditures to replace obsolete building components and expenditures that extend the useful life of existing assets. Tenant-funded capital expenditures are excluded.

During the year ended December 31, 2018, commitments made for expenditures in connection with leasing space at our properties, excluding leasing activity for assets during the quarter in which the asset was sold or classified as held for sale, were as follows (dollar and square foot measures in thousands):

|  | New Leases | Renewals  | Total    |
|--|------------|-----------|----------|
| Square feet leased during the period   | 877        | 268       | 1,145    |
| Tenant improvements and leasing commissions  | \$87,621   | \$ 11,087 | \$98,708 |
| Tenant improvements and leasing commissions per square foot                        | \$99.91    | \$ 41.37  | \$86.22  |
| Weighted average lease term by square foot (years)                                 | 12.8       | 6.2       | 11.3     |
| Tenant improvements and leasing commissions per square foot per year of lease term | \$7.78     | \$ 6.64   | \$7.63   |

#### Debt Covenants

Our unsecured debt obligations at December 31, 2018 were our publicly issued senior unsecured notes. Our public debt indenture and related supplements contain a number of financial ratio covenants which generally restrict our ability to incur debts, in excess of calculated amounts and require us to maintain other financial ratios. At December 31, 2018, we believe we were in compliance with all covenants under our indenture and related supplements. In addition to our unsecured debt obligations, we had a \$26.5 million (including net unamortized premiums and net unamortized deferred financing costs) mortgage note outstanding at December 31, 2018.

None of our indenture and related supplements or our mortgage note contain provisions for acceleration or require us to provide collateral security which could be triggered by our debt ratings.

## OFF BALANCE SHEET ARRANGEMENTS

As of December 31, 2018, we had no off balance sheet arrangements that have had or that we expect would be reasonably likely to have a future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources. We had no swaps or hedges as of December 31, 2018.

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**CONTRACTUAL OBLIGATIONS**

As of December 31, 2018, our contractual obligations were as follows (dollars in thousands):

| Contractual Obligations                            | Payment Due by Period |                        |           |           |                         |
|--|-----------------------|------------------------|-----------|-----------|-------------------------|
|  | Total                 | Less<br>than<br>1 year | 1-3 years | 3-5 years | More<br>than<br>5 years |
| Long term debt obligations                         | \$276,000             | \$567                  | \$275,433 | \$        | —\$ —                   |
| Tenant related obligations(1)                      | 86,561                | 30,278                 | 56,283    | —         | —                       |
| Projected interest expense(2)                      | 28,154                | 16,173                 | 11,981    | —         | —                       |
| Operating lease obligations—corporate office space | 1,748                 | 867                    | 881       | —         | —                       |
| Total  | \$392,463             | \$47,885               | \$344,578 | \$        | —\$ —                   |

(1) Committed tenant related obligations are leasing commissions and tenant improvements and are based on leases in effect as of December 31, 2018.

(2) Projected interest expense is attributable to only the long term debt obligations listed above at existing rates and is not intended to project future interest costs which may result from debt prepayments, new debt issuances or changes in interest rates.

**FUNDS FROM OPERATIONS (FFO) AND NORMALIZED FFO**

We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT). NAREIT defines FFO as net income (loss), calculated in accordance with GAAP, excluding real estate depreciation and amortization, gains (or losses) from sales of depreciable property, impairment of depreciable real estate, and our portion of these items related to equity investees and non-controlling interests. Our calculation of Normalized FFO differs from NAREIT's definition of FFO because we exclude certain items that we view as nonrecurring or impacting comparability from period to period. We consider FFO and Normalized FFO to be appropriate measures of operating performance for a REIT, along with net income, net income attributable to Equity Commonwealth common shareholders, operating income and cash flow from operating activities.

We believe that FFO and Normalized FFO provide useful information to investors because by excluding the effects of certain historical amounts, such as depreciation expense, FFO and Normalized FFO may facilitate a comparison of our operating performance between periods and with other REITs. FFO and Normalized FFO do not represent cash generated by operating activities in accordance with GAAP and should not be considered as alternatives to net income, net income attributable to Equity Commonwealth common shareholders, operating income or cash flow from operating activities, determined in accordance with GAAP, or as indicators of our financial performance or liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of our needs. These measures should be considered in conjunction with net income, net income attributable to Equity Commonwealth common shareholders, operating income and cash flow from operating activities as presented in our consolidated statements of operations, consolidated statements of comprehensive income and consolidated statements of cash flows. Other REITs and real estate companies may calculate FFO and Normalized FFO differently than we do.

The following table provides a reconciliation of net income to FFO attributable to Equity Commonwealth common shareholders and unitholders and a calculation to Normalized FFO attributable to Equity Commonwealth common shareholders and unitholders (in thousands):

|  | Years Ended December 31, |           |           |
|--|--------------------------|-----------|-----------|
|  | 2018                     | 2017      | 2016      |
| <b>Reconciliation to FFO:</b>  |                          |           |           |
| Net income   | \$272,908                | \$29,666  | \$232,894 |
| Real estate depreciation and amortization  | 47,816                   | 89,519    | 130,765   |
| Loss on asset impairment   | 12,087                   | 19,714    | 58,476    |
| Gain on sale of properties, net  | (251,417)                | (15,498)  | (250,886) |
| FFO attributable to Equity Commonwealth  | 81,394                   | 123,401   | 171,249   |
| Preferred distributions  | (7,988)                  | (7,988)   | (17,956)  |
| Excess fair value of consideration paid over carrying value of preferred shares        | —                        | —         | (9,609)   |
| FFO attributable to Equity Commonwealth common shareholders and unitholders            | \$73,406                 | \$115,413 | \$143,684 |
| <b>Reconciliation to Normalized FFO:</b>   |                          |           |           |
| FFO attributable to Equity Commonwealth common shareholders and unitholders            | \$73,406                 | \$115,413 | \$143,684 |
| Lease value amortization   | 54                       | 1,774     | 6,531     |
| Straight line rent adjustments   | (4,971)                  | (14,425)  | (14,083)  |
| Loss on early extinguishment of debt   | 7,122                    | 493       | 2,680     |
| Shareholder litigation costs and transition-related expenses                           | —                        | —         | 999       |
| Loss on sale of securities   | 4,987                    | —         | —         |
| Loss on sale of real estate mortgage receivable  | 2,117                    | —         | —         |
| Income taxes related to gains on property sales  | 2,726                    | —         | —         |
| Foreign currency exchange loss   | —                        | —         | 5         |
| Excess fair value of consideration paid over carrying value of preferred shares        | —                        | —         | 9,609     |
| Normalized FFO attributable to Equity Commonwealth common shareholders and unitholders | \$85,441                 | \$103,255 | \$149,425 |

#### PROPERTY NET OPERATING INCOME (NOI)

We use property net operating income, or NOI, to evaluate the performance of our properties. We define NOI as income from our real estate including lease termination fees received from tenants less our property operating expenses. NOI excludes amortization of capitalized tenant improvement costs and leasing commissions and corporate level expenses.

The following table includes the reconciliation of NOI to net income, the most directly comparable financial measure under GAAP reported in our consolidated financial statements. We consider NOI to be an appropriate supplemental measure to net income because it helps to understand the operations of our properties. We use NOI internally to evaluate property level performance, and we believe that NOI provides useful information to investors regarding our results of operations because it reflects only those income and expense items that are incurred at the property level and may facilitate comparisons of our operating performance between periods and with other REITs. NOI does not represent cash generated by operating activities in accordance with GAAP and should not be considered as an alternative to net income, net income attributable to Equity Commonwealth common shareholders, operating income or cash flow from operating activities, determined in accordance with GAAP, or as an indicator of our financial performance or liquidity, nor is this measure necessarily indicative of sufficient cash flow to fund all of our needs. This measure should be considered in conjunction with net income, net income attributable to Equity Commonwealth common shareholders, operating income and cash flow from operating activities as presented in our consolidated

statements of operations, consolidated statements of comprehensive income and consolidated statements of cash flows. Other REITs and real estate companies may calculate NOI differently than we do.

A reconciliation of NOI to net income for the years ended December 31, 2018, 2017 and 2016, is as follows (in thousands):

|  | Year Ended December 31, |            |            |
|--|-------------------------|------------|------------|
|  | 2018                    | 2017       | 2016       |
| Rental income                          | \$ 144,425              | \$ 270,320 | \$ 409,071 |
| Tenant reimbursements and other income | 52,597                  | 70,251     | 91,609     |
| Operating expenses                     | (79,916 )               | (141,425 ) | (200,706 ) |
| NOI                                    | \$ 117,106              | \$ 199,146 | \$ 299,974 |
| NOI                                    | \$ 117,106              | \$ 199,146 | \$ 299,974 |
| Depreciation and amortization          | (49,041 )               | (90,708 )  | (131,806 ) |
| General and administrative             | (44,439 )               | (47,760 )  | (50,256 )  |
| Loss on asset impairment               | (12,087 )               | (19,714 )  | (58,476 )  |
| Operating income                       | 11,539                  | 40,964     | 59,436     |
| Interest and other income, net         | 46,815                  | 26,380     | 10,331     |
| Interest expense                       | (26,585 )               | (52,183 )  | (84,329 )  |
| Loss on early extinguishment of debt   | (7,122 )                | (493 )     | (2,680 )   |
| Foreign currency exchange loss         | —                       | —          | (5 )       |
| Gain on sale of properties, net        | 251,417                 | 15,498     | 250,886    |
| Income before income taxes             | 276,064                 | 30,166     | 233,639    |
| Income tax expense                     | (3,156 )                | (500 )     | (745 )     |
| Net income                             | \$ 272,908              | \$ 29,666  | \$ 232,894 |

## CRITICAL ACCOUNTING POLICIES

Our critical accounting policies are those that will have the most impact on the reporting of our financial condition and results of operations and those requiring significant judgments and estimates. We believe that our judgments and estimates are consistently applied and produce financial information that fairly presents our results of operations. Our most critical accounting policies involve our investments in real property. These policies affect our:

- allocation of purchase price among various asset categories and the related impact on the recognition of rental income and depreciation and amortization expense;
- assessment of the carrying values and impairments of long lived assets; and
- classification of leases.

We allocate the consideration paid for our properties among land, buildings and improvements and, for properties that qualify as acquired businesses under the Business Combinations Topic of The FASB Accounting Standards Codification™, identified intangible assets and liabilities, consisting of the value of above market and below market leases, the value of acquired in place leases and the value of tenant relationships. Purchase price allocations and the determination of useful lives are based on our estimates and, under some circumstances, studies from independent real estate appraisal firms to provide market information and evaluations that are relevant to our purchase price allocations and determinations of useful lives; however, we are ultimately responsible for the purchase price allocations and determination of useful lives.

We allocate the consideration to land, buildings and improvements based on a determination of the fair values of these assets assuming the property is vacant. We determine the fair value of a property using methods that we believe are similar to those used by independent appraisers. Purchase price allocations to above market and below market leases are based on the estimated present value (using an interest rate which reflects our assessment of the risks associated with the leases acquired) of the difference between (1) the contractual amounts to be paid pursuant to the acquired in place leases and (2) our estimate of fair market lease rates for the corresponding leases, measured over a period equal to the remaining non-cancelable terms of the respective leases. Purchase price allocations to acquired in place leases

and tenant relationships are determined as the excess of (1) the purchase price paid for a property after adjusting existing acquired in place leases to estimated market rental rates over (2) the estimated fair value of the property as if vacant. We aggregate this value between acquired in place lease values and

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tenant relationships based on our evaluation of the specific characteristics of each tenant's lease; however, the value of tenant relationships has not been separated from acquired in place lease value for our properties because we believe such value and related amortization expense is immaterial for acquisitions reflected in our historical financial statements. We consider certain factors in performing these analyses including estimates of carrying costs during the expected lease up periods, real estate taxes, insurance and other operating income and expenses and costs to execute similar leases in current market conditions, such as leasing commissions, legal and other related costs. If we believe the value of tenant relationships is material in the future, those amounts will be separately allocated and amortized over the estimated lives of the relationships. We recognize the excess, if any, of the consideration paid over amounts allocated to land, buildings and improvements and identified intangible assets and liabilities as goodwill and we recognize gains if amounts allocated exceed the consideration paid.

We compute depreciation expense using the straight line method over estimated useful lives of up to 40 years for buildings and improvements and up to 12 years for personal property. We do not depreciate the allocated cost of land. We amortize capitalized above market lease values (presented in our consolidated balance sheets as acquired real estate leases) as a reduction to rental income over the remaining non-cancelable terms of the respective leases. We amortize capitalized below market lease values (presented in our consolidated balance sheets as assumed real estate lease obligations) as an increase to rental income over the remaining terms of the respective leases. We amortize the value of acquired in place leases exclusive of the value of above market and below market in place leases to expense over the remaining non-cancelable periods of the respective leases. If a lease is terminated prior to its stated expiration, all unamortized amounts relating to that lease are written off. Purchase price allocations require us to make certain assumptions and estimates. Incorrect assumptions and estimates may result in inaccurate depreciation and amortization charges over future periods.

We periodically evaluate our properties for possible impairments. Impairment indicators may include declining tenant occupancy, lack of progress releasing vacant space, tenant bankruptcies, low long term prospects for improvement in property performance, weak or declining tenant profitability, cash flow or liquidity, our decision to dispose of an asset before the end of its estimated useful life and legislative, market or industry changes that could permanently reduce the value of a property. If indicators of impairment are present, we evaluate the carrying value of the related property by comparing it to the expected future undiscounted cash flows to be generated from that property over our anticipated hold period. If the sum of these expected future cash flows is less than the carrying value, we reduce the net carrying value of the property to its estimated fair value. This analysis requires us to judge whether indicators of impairment exist and to estimate likely future cash flows. Projections of expected future operating cash flows require that we estimate future market rental revenue amounts subsequent to the expiration of current lease agreements, future property operating expenses, the number of months it takes to re-lease the property, and the number of years the property is held for investment, among other factors. The subjectivity of assumptions used in the future cash flow analysis, including discount rates, could result in an incorrect assessment of the property's fair value and could result in the misstatement of the carrying value of our real estate assets and net income (loss).

Each time we enter a new lease or materially modify an existing lease we evaluate its classification as either a capital or operating lease. The classification of a lease as capital or operating affects the carrying value of a property, as well as our recognition of rental payments as revenue. These evaluations require us to make estimates of, among other things, the remaining useful life and fair market value of a leased property, appropriate discount rates and future cash flows. Incorrect assumptions or estimates may result in misclassification of our leases.

These policies involve significant judgments made based upon experience, including judgments about current valuations, ultimate realizable value, estimated useful lives, salvage or residual value, the ability and willingness of our tenants to perform their obligations to us, current and future economic conditions and competitive factors in the markets in which our properties are located. Competition, economic conditions and other factors may cause occupancy declines in the future. In the future, we may need to revise our carrying value assessments to incorporate information which is not now known, and such revisions could increase or decrease our depreciation expense related to properties we own, result in the classification of our leases as other than operating leases or decrease the carrying values of our assets.



RELATED PERSON TRANSACTIONS

For information about our related person transactions, see Note 18 of the Notes to Consolidated Financial Statements included in Part IV, Item 15 of this Annual Report on Form 10-K, which is incorporated herein by reference.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to risks associated with market changes in interest rates, as set forth below.

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## Interest Rate Risk

We manage our exposure to interest rate risk by monitoring available financing alternatives. Other than as described below, we do not currently foresee any significant changes in our exposure to fluctuations in interest rates or in how we manage this exposure in the near future.

At December 31, 2018, our outstanding fixed rate debt consisted of the following senior unsecured notes and secured mortgage note (dollars in thousands):

### Senior Unsecured Notes:

| Debt                                   | Principal<br>Balance(1) | Annual<br>Interest<br>Rate(1) | Annual<br>Interest<br>Expense(1) | Maturity  | Open at Par Date |
|--|-------------------------|-------------------------------|----------------------------------|-----------|------------------|
| 5.875% senior unsecured notes due 2020 | \$ 250,000              | 5.88 %                        | \$ 14,688                        | 9/15/2020 | 3/15/2020        |

The principal balance, annual interest rate and annual interest expense are the amounts stated in the applicable contract. In accordance with GAAP, our carrying values and recorded interest expense may differ from these (1) amounts because of market conditions and issuance costs at the time we issued these debts. For more information, see Note 7 of the Notes to Consolidated Financial Statements in Part IV, Item 15 of this Annual Report on Form 10-K.

No principal repayments are due under our senior unsecured notes until maturity.

### Secured Mortgage Note:

| Debt                | Principal<br>Balance(1) | Annual<br>Interest<br>Rate(1) | Annual<br>Interest<br>Expense(1) | Maturity | Open at Par Date |
|---------------------|-------------------------|-------------------------------|----------------------------------|----------|------------------|
| 206 East 9th Street | \$ 26,000               | 5.69 %                        | \$ 1,601                         | 1/5/2021 | 7/5/2020         |

The principal balance, annual interest rate and annual interest expense are the amounts stated in the applicable contract. In accordance with GAAP, our carrying value and recorded interest expense may differ from these (1) amounts because of market conditions and issuance costs at the time we assumed or issued this debt. For more information, see Note 7 of the Notes to Consolidated Financial Statements in Part IV, Item 15 of this Annual Report on Form 10-K.

Our secured note requires principal and interest payments through maturity pursuant to an amortization schedule.

### Fixed Rate Debt

Because our fixed rate unsecured and secured notes bear interest at fixed rates, changes in market interest rates during the term of these debts will not affect our interest obligations. If these notes were refinanced at interest rates which are 100 basis points higher or lower than shown above, our per annum interest cost would increase or decrease, respectively, by approximately \$2.8 million.

Our fixed rate unsecured debt arrangement and our secured debt arrangement allow us to make repayments earlier than the stated maturity date. We are generally allowed to make prepayments only at a premium equal to a make whole amount, as defined, which is generally designed to preserve a stated yield to the note holder. Also, we have repurchased and retired some of our outstanding debts and we may do so again in the future. These prepayment rights

and our ability to repurchase and retire outstanding debt may afford us opportunities to mitigate the risk of refinancing our debts at maturity at higher rates by refinancing prior to maturity.

#### Floating Rate Debt

At December 31, 2018, we did not have any outstanding floating rate debt.

#### Swap and Cap Agreements

We have utilized and may utilize in the future interest rate swap and cap agreements to manage our interest rate risk exposure on mortgage notes and any floating rate debt we may incur. Prior to November 2016, we had interest rate swap agreements on mortgage debt, which required us to pay interest at a rate equal to a spread over LIBOR. These interest rate swap agreements effectively modified our exposure to interest rate risk arising from this floating rate mortgage loan by

converting this floating rate debt to a fixed rate, thus reducing the impact of interest rate changes on future interest expense. Prior to May 2018, we had an interest rate cap agreement to manage our interest rate risk exposure on floating rate debt, which required us to pay interest at a rate equal to a spread over LIBOR. The interest rate cap agreement reduced our exposure to variability in expected future cash outflows attributable to changes in LIBOR, relating to a portion of our outstanding floating rate debt, by protecting us from increases in the hedged cash flows on our floating rate debt attributable to changes in LIBOR above the strike rate of the interest rate cap. While we do not currently have any interest rate swap or cap agreements, we may enter into such agreements in the future.

#### United States Treasury Notes

Changes in interest rates may affect the fair value of the United States Treasury notes that we hold. An increase in market interest rates could decrease the fair value of these securities, while a decrease in rates could increase the fair value of these securities. To provide a meaningful assessment of the interest rate risk associated with the United States Treasury notes we hold, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of the United States Treasury notes assuming a 100 basis point parallel shift in the yield curve. Based on our position as of December 31, 2018, a hypothetical 100 basis point increase in interest rates across all maturities would result in a \$0.3 million incremental decline in the fair market value of the United States Treasury notes. Such losses would only be realized if we sold the investments prior to maturity.

#### Item 8. Financial Statements and Supplementary Data.

The information required by Item 8 is included in Item 15 of this Annual Report on Form 10-K.

#### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

#### Item 9A. Controls and Procedures.

##### Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our management carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 under the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2018.

##### Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

##### Management Report on Assessment of Internal Control Over Financial Reporting

We are responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control system is designed to provide reasonable assurance to our management and Board of Trustees regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) in Internal Control—Integrated Framework. Based on our assessment, we believe that, as of December 31, 2018 our internal control over financial reporting is effective.

Ernst & Young LLP, the independent registered public accounting firm that audited our 2018 consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on our internal control over

financial reporting. The report appears on page F-2.

Item 9B. Other Information.

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Our Code of Business Conduct and Ethics applies to all our representatives, including our officers and Trustees. Our Code of Business Conduct and Ethics is posted on our website, [www.eqcre.com](http://www.eqcre.com). A printed copy of our Code of Business Conduct and Ethics is also available free of charge to any person who requests a copy by writing to our Secretary, Equity Commonwealth, Two North Riverside Plaza, Suite 2100, Chicago, IL 60606. We have disclosed and intend to disclose any amendments or waivers to our Code of Business Conduct and Ethics applicable to our principal executive officer, principal financial officer, principal accounting officer or controller (or any person performing similar functions) on our website.

The remainder of the information required by Item 10 is incorporated by reference to our definitive Proxy Statement.

Item 11. Executive Compensation.

The information required by Item 11 is incorporated by reference to our definitive Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by Item 12 is incorporated by reference to our definitive Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by Item 13 is incorporated by reference to our definitive Proxy Statement.

Item 14. Principal Accountant Fees and Services.

The information required by Item 14 is incorporated by reference to our definitive Proxy Statement.

## PART IV

## Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(i) and (ii) Financial Statements and Financial Statement Schedules.

The following consolidated financial statements and financial statement schedules of Equity Commonwealth are included on the pages indicated:

|   | Page        |
|---|-------------|
| <u>Reports of Independent Registered Public Accounting Firm</u> | <u>F-1</u>  |
| <u>Consolidated Balance Sheets</u>                              | <u>F-3</u>  |
| <u>Consolidated Statements of Operations</u>                    | <u>F-4</u>  |
| <u>Consolidated Statements of Comprehensive Income</u>          | <u>F-5</u>  |
| <u>Consolidated Statements of Shareholders' Equity</u>          | <u>F-6</u>  |
| <u>Consolidated Statements of Cash Flows</u>                    | <u>F-8</u>  |
| <u>Notes to Consolidated Financial Statements</u>               | <u>F-10</u> |
| <u>Schedule II—Valuation and Qualifying Accounts</u>            | <u>S-1</u>  |
| <u>Schedule III—Real Estate and Accumulated Depreciation</u>    | <u>S-2</u>  |

All other schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions, or are inapplicable, and therefore have been omitted.

(iii) Exhibits.

The following documents are filed as exhibits to this Annual Report on Form 10-K:

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | <u>Articles of Amendment and Restatement of Declaration of Trust of the Company, dated July 1, 1994, as amended to date.</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed August 1, 2014.) |
| 3.2            | <u>Articles Supplementary, dated October 10, 2006.</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed October 11, 2006.)   |
| 3.3            | <u>Articles Supplementary, dated May 31, 2011.</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed May 31, 2011.)   |
| 3.4            | <u>Articles Supplementary, dated March 14, 2018.</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed March 15, 2018.)   |
| 3.5            | <u>Third Amended and Restated Bylaws of the Company, adopted March 15, 2017.</u> (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.)                          |
| 4.1            | <u>Form of Common Share Certificate.</u> (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.)   |
| 4.2            | <u>Form of 61/2% Series D Cumulative Convertible Preferred Share Certificate.</u> (Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2012.)                            |

- 4.3 Indenture, dated as of July 9, 1997, between the Company and State Street Bank and Trust Company, as Trustee. (Incorporated by reference to Exhibit 4.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 1997, File Number 001-09317.)

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| Exhibit Number | Description   |
|----------------|---|
| 4.4            | <u>Supplemental Indenture No. 20, dated as of September 17, 2010, between the Company and U.S. Bank, relating to the Company's 5.875% Senior Notes due 2020, including form thereof.</u> (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010.) |
| 10.1           | <u>Articles of Amendment and Restatement of Declaration of Trust of EOC Operating Trust, dated November 10, 2016.</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed November 14, 2016.)  |
| 10.2           | <u>Assumption Agreement, dated as of November 10, 2016, between EOC Operating Trust and Equity Commonwealth.</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed November 14, 2016.)   |
| 10.3           | <u>Contribution and Assignment Agreement, dated November 10, 2016, between the Company and EOC Operating Trust.</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed November 14, 2016.)  |
| 10.4           | <u>Master Sub-Management Agreement, dated as of June 13, 2014, between Equity Commonwealth Management LLC, a wholly owned subsidiary of the Company, and CBRE, Inc. (+)</u> (Incorporated by reference to the Company's Current Report on Form 8-K filed June 17, 2014.)                                      |
| 10.5           | <u>Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Current Report on Form 8-K filed June 18, 2015.)  |
| 10.6           | <u>Amendment No. 1 to the Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 18, 2016.)   |
| 10.7           | <u>Form of Restricted Stock Agreement for Employees under Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)   |
| 10.8           | <u>Form of Restricted Stock Unit Agreement for Employees under Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)  |
| 10.9           | <u>Form of Time-Based LTIP Unit Agreement for Employees under Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)   |
| 10.10          | <u>Form of Performance-Based LTIP Unit Agreement for Employees under Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)  |
| 10.11          | <u>Form of Restricted Stock Agreement for Chairman of the Board under Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)   |

- 10.12 Form of Restricted Stock Unit Agreement for Chairman of the Board under Equity Commonwealth 2015 Omnibus Incentive Plan. (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)
- 10.13 Form of Time-Based LTIP Unit Agreement for Chairman of the Board under Equity Commonwealth 2015 Omnibus Incentive Plan. (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)
- 10.14 Form of Performance-Based LTIP Unit Agreement for Chairman of the Board under Equity Commonwealth 2015 Omnibus Incentive Plan. (+) (Incorporated by reference to the Company's Annual Report on Form 10-K filed February 15, 2018.)

| Exhibit Number | Description  |
|----------------|--|
| 10.15          | <u>Form of Restricted Stock Agreement for Trustees under Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Current Report on Form 8-K filed June 15, 2016.)   |
| 10.16          | <u>Form of Time-Based LTIP Unit Agreement for Trustees under Equity Commonwealth 2015 Omnibus Incentive Plan.</u> (+) (Incorporated by reference to the Company's Current Report on Form 8-K filed June 21, 2017.)   |
| 10.17          | <u>Commonwealth REIT 2012 Equity Compensation Plan, renamed as the Equity Commonwealth 2012 Equity Compensation Plan.</u> (+) (Incorporated by reference to the Company's Current Report on Form 8-K filed May 11, 2012.)  |
| 10.18          | <u>Amendment No. 1 to Commonwealth REIT 2012 Equity Compensation Plan, renamed as the Equity Commonwealth 2012 Equity Compensation Plan, dated October 28, 2014.</u> (+) (Incorporated by reference to the Registration Statement on Form S-8 filed October 28, 2014.) |
| 10.19          | <u>Real Estate Sale Agreement, dated as of January 22, 2018, among the Company, EOC 600 West Chicago Property, LLC and Chicago Kingsbury, LLC.</u> (+) (Incorporated by reference to the Company's Current Report on Form 8-K filed January 23, 2018.)                 |
| 10.20          | <u>Summary of Trustee Compensation.</u> (+) (Filed herewith.)  |
| 21.1           | <u>Subsidiaries of the Company.</u> (Filed herewith.)  |
| 23.1           | <u>Consent of Ernst &amp; Young LLP.</u> (Filed herewith.)   |
| 31.1           | <u>Rule 13a-14(a) Certification.</u> (Filed herewith.)   |
| 31.2           | <u>Rule 13a-14(a) Certification.</u> (Filed herewith.)   |
| 32.1           | <u>Section 1350 Certification.</u> (Furnished herewith.)   |

The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Shareholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) related notes to these financial statements, tagged as blocks of text and in detail. (Filed herewith.)

(+) Management contract or compensatory plan or arrangement.

Item 16. Form 10-K Summary.  
Not applicable

## SIGNATURES

Pursuant to the requirements of Section 13 and 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## EQUITY COMMONWEALTH

By: /s/ David A. Helfand  
David A. Helfand  
President and Chief Executive Officer

Dated: February 14, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant, in the capacities set forth below and on the dates indicated.

| Signature  | Title   | Date              |
|--|---|-------------------|
| /s/ David A. Helfand<br>David A. Helfand         | President and Chief Executive Officer (principal executive officer), Trustee                  | February 14, 2019 |
| /s/ Adam S. Markman<br>Adam S. Markman           | Executive Vice President, Chief Financial Officer and Treasurer (principal financial officer) | February 14, 2019 |
| /s/ Jeffrey D. Brown<br>Jeffrey D. Brown         | Senior Vice President and Chief Accounting Officer (principal accounting officer)             | February 14, 2019 |
| /s/ Sam Zell<br>Sam Zell                         | Chairman of the Board of Trustees   | February 14, 2019 |
| /s/ James S. Corl<br>James S. Corl               | Trustee   | February 14, 2019 |
| /s/ Martin L. Edelman<br>Martin L. Edelman       | Trustee   | February 14, 2019 |
| /s/ Edward A. Glickman<br>Edward A. Glickman     | Trustee   | February 14, 2019 |
| /s/ Peter Linneman<br>Peter Linneman             | Trustee   | February 14, 2019 |
| /s/ James L. Lozier, Jr.<br>James L. Lozier, Jr. | Trustee   | February 14, 2019 |

|   |         |                      |
|---|---------|----------------------|
| /s/ Mary Jane<br>Robertson<br>Mary Jane Robertson | Trustee | February 14,<br>2019 |
| /s/ Kenneth Shea<br>Kenneth Shea                  | Trustee | February 14,<br>2019 |
| /s/ Gerald A. Spector<br>Gerald A. Spector        | Trustee | February 14,<br>2019 |
| /s/ James A. Star<br>James A. Star                | Trustee | February 14,<br>2019 |

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Trustees of Equity Commonwealth

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Equity Commonwealth (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and financial statement schedules listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 14, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1986.

Chicago, Illinois

February 14, 2019

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Trustees of Equity Commonwealth

### Opinion on Internal Control Over Financial Reporting

We have audited Equity Commonwealth's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Equity Commonwealth (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Equity Commonwealth as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and financial statement schedules listed at Item 15(a) and our report dated February 14, 2019 expressed an unqualified opinion thereon.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management Report on Assessment of Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP  
Chicago, Illinois  
February 14, 2019

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EQUITY COMMONWEALTH  
CONSOLIDATED BALANCE SHEETS  
(amounts in thousands, except share data)

|   | December 31, |              |
|---|--------------|--------------|
|   | 2018         | 2017         |
| <b>ASSETS</b>   |              |              |
| Real estate properties:   |              |              |
| Land  | \$ 135,142   | \$ 191,775   |
| Buildings and improvements  | 1,004,500    | 1,555,836    |
|   | 1,139,642    | 1,747,611    |
| Accumulated depreciation  | (375,968 )   | (450,718 )   |
|   | 763,674      | 1,296,893    |
| Assets held for sale  | —            | 97,688       |
| Acquired real estate leases, net  | 275          | 23,847       |
| Cash and cash equivalents   | 2,400,803    | 2,351,693    |
| Marketable securities   | 249,602      | 276,928      |
| Restricted cash   | 3,298        | 8,897        |
| Rents receivable, net of allowance for doubtful accounts of \$4,974 and \$4,771, respectively   | 51,089       | 93,436       |
| Other assets, net   | 62,031       | 87,563       |
| Total assets  | \$3,530,772  | \$4,236,945  |
| <b>LIABILITIES AND EQUITY</b>   |              |              |
| Senior unsecured debt, net  | \$248,473    | \$815,984    |
| Mortgage notes payable, net   | 26,482       | 32,594       |
| Liabilities related to properties held for sale   | —            | 1,840        |
| Accounts payable, accrued expenses and other  | 62,368       | 74,956       |
| Rent collected in advance   | 9,451        | 11,076       |
| Total liabilities   | 346,774      | 936,450      |
| Commitments and contingencies   |              |              |
| Shareholders' equity:   |              |              |
| Preferred shares of beneficial interest, \$0.01 par value: 50,000,000 shares authorized; Series D preferred shares; 6 1/2% cumulative convertible; 4,915,196 shares issued and outstanding, aggregate liquidation preference of \$122,880 | 119,263      | 119,263      |
| Common shares of beneficial interest, \$0.01 par value: 350,000,000 shares authorized; 121,572,155 and 124,217,616 shares issued and outstanding, respectively  | 1,216        | 1,242        |
| Additional paid in capital  | 4,305,974    | 4,380,313    |
| Cumulative net income   | 2,870,974    | 2,596,259    |
| Cumulative other comprehensive loss   | (342 )       | (95 )        |
| Cumulative common distributions   | (3,420,548 ) | (3,111,868 ) |
| Cumulative preferred distributions  | (693,736 )   | (685,748 )   |
| Total shareholders' equity  | 3,182,801    | 3,299,366    |
| Noncontrolling interest   | 1,197        | 1,129        |
| Total equity  | 3,183,998    | 3,300,495    |
| Total liabilities and equity  | \$3,530,772  | \$4,236,945  |
| See accompanying notes.   |              |              |

EQUITY COMMONWEALTH  
CONSOLIDATED STATEMENTS OF OPERATIONS

(amounts in thousands, except per share data)

|  | December 31, |            |            |
|--|--------------|------------|------------|
|  | 2018         | 2017       | 2016       |
| Revenues:  |              |            |            |
| Rental income  | \$ 144,425   | \$ 270,320 | \$ 409,071 |
| Tenant reimbursements and other income   | 52,597       | 70,251     | 91,609     |
| Total revenues   | 197,022      | 340,571    | 500,680    |
| Expenses:  |              |            |            |
| Operating expenses   | 79,916       | 141,425    | 200,706    |
| Depreciation and amortization  | 49,041       | 90,708     | 131,806    |
| General and administrative   | 44,439       | 47,760     | 50,256     |
| Loss on asset impairment   | 12,087       | 19,714     | 58,476     |
| Total expenses   | 185,483      | 299,607    | 441,244    |
| Operating income   | 11,539       | 40,964     | 59,436     |
| Interest and other income, net   | 46,815       | 26,380     | 10,331     |
| Interest expense (including net amortization of debt discounts, premiums and deferred financing fees of \$2,553, \$3,135, and \$3,725, respectively) | (26,585 )    | (52,183 )  | (84,329 )  |
| Loss on early extinguishment of debt   | (7,122 )     | (493 )     | (2,680 )   |
| Foreign currency exchange loss   | —            | —          | (5 )       |
| Gain on sale of properties, net  | 251,417      | 15,498     | 250,886    |
| Income before income taxes   | 276,064      | 30,166     | 233,639    |
| Income tax expense   | (3,156 )     | (500 )     | (745 )     |
| Net income   | 272,908      | 29,666     | 232,894    |
| Net income attributable to noncontrolling interest   | (95 )        | (10 )      | —          |
| Net income attributable to Equity Commonwealth   | 272,813      | 29,656     | 232,894    |
| Preferred distributions  | (7,988 )     | (7,988 )   | (17,956 )  |
| Excess fair value of consideration paid over carrying value of preferred shares  | —            | —          | (9,609 )   |
| Net income attributable to Equity Commonwealth common shareholders   | \$ 264,825   | \$ 21,668  | \$ 205,329 |
| Weighted average common shares outstanding — basic   | 122,314      | 124,125    | 125,474    |
| Weighted average common shares outstanding — diluted   | 123,385      | 125,129    | 126,768    |
| Earnings per common share attributable to Equity Commonwealth common shareholders:   |              |            |            |
| Basic  | \$ 2.17      | \$ 0.17    | \$ 1.64    |
| Diluted  | \$ 2.15      | \$ 0.17    | \$ 1.62    |
| See accompanying notes.  |              |            |            |

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EQUITY COMMONWEALTH  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(amounts in thousands)

|   | Year Ended December 31, |          |           |
|---|-------------------------|----------|-----------|
|   | 2018                    | 2017     | 2016      |
| Net income  | \$272,908               | \$29,666 | \$232,894 |
| Other comprehensive income (loss), net of tax:                    |                         |          |           |
| Unrealized gain (loss) on derivative instruments and other assets | 456                     | (248 )   | 3,479     |
| Unrealized gain, net on marketable securities                     | 1,199                   | 361      | —         |
| Total comprehensive income  | 274,563                 | 29,779   | 236,373   |
| Comprehensive income attributable to the noncontrolling interest  | (95 )                   | (10 )    | —         |
| Total comprehensive income attributable to Equity Commonwealth    | \$274,468               | \$29,769 | \$236,373 |
| See accompanying notes.   |                         |          |           |

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EQUITY COMMONWEALTH  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(amounts in thousands, except share data)

|   | Equity Commonwealth Shareholders |                     |                        |                     | Common Shares                            |                        |                  |                                       |                                     |
|---|----------------------------------|---------------------|------------------------|---------------------|--|------------------------|------------------|---------------------------------------|-------------------------------------|
|   | Preferred Shares<br>Series D     |                     | Series E               |                     | Cumulative<br>Preferred<br>Distributions | Number<br>of<br>Shares | Common<br>Shares | Cumulative<br>Common<br>Distributions | Additional<br>Paid<br>in<br>Capital |
|   | Number<br>of<br>Shares           | Preferred<br>Shares | Number<br>of<br>Shares | Preferred<br>Shares |  |                        |                  |                                       |                                     |
| Balance at<br>December 31,<br>2015  | 4,915,196                        | \$ 119,263          | 11,000,000             | \$ 265,391          | \$(650,195)                              | 126,349,914            | \$ 1,263         | \$(3,111,868)                         | \$ 4,414,611                        |
| Comprehensive<br>income:  |                                  |                     |                        |                     |  |                        |                  |                                       |                                     |
| Net income  | —                                | —                   | —                      | —                   | —  | —                      | —                | —                                     | —                                   |
| Unrealized gain<br>on derivative<br>instrument  | —                                | —                   | —                      | —                   | —  | —                      | —                | —                                     | —                                   |
| Total<br>comprehensive<br>income  |                                  |                     |                        |                     |  |                        |                  |                                       |                                     |
| Repurchase of<br>shares   | —                                | —                   | —                      | —                   | —  | (2,491,675 )           | (25 )            | —                                     | (69,962 )                           |
| Redemption of<br>shares   | —                                | —                   | (11,000,000)           | (275,000 )          | —  | —                      | —                | —                                     | —                                   |
| Excess fair<br>value of<br>consideration<br>paid over<br>carrying value<br>of preferred<br>shares | —                                | —                   | —                      | 9,609               | (9,609 )                                 | —                      | —                | —                                     | —                                   |
| Share-based<br>compensation   | —                                | —                   | —                      | —                   | —  | 136,226                | 2                | —                                     | 18,528                              |
| Distributions   | —                                | —                   | —                      | —                   | (17,956 )                                | —                      | —                | —                                     | —                                   |
| Balance at<br>December 31,<br>2016  | 4,915,196                        | 119,263             | —                      | —                   | \$(677,760 )                             | 123,994,465            | 1,240            | (3,111,868 )                          | 4,363,177                           |
| Comprehensive<br>income:  |                                  |                     |                        |                     |  |                        |                  |                                       |                                     |
| Net income  | —                                | —                   | —                      | —                   | —  | —                      | —                | —                                     | —                                   |
| Unrealized loss<br>on derivative<br>instruments   | —                                | —                   | —                      | —                   | —  | —                      | —                | —                                     | —                                   |
| Unrealized gain<br>on marketable<br>securities  | —                                | —                   | —                      | —                   | —  | —                      | —                | —                                     | —                                   |

|  |           |         |   |   |            |             |       |              |           |
|--|-----------|---------|---|---|------------|-------------|-------|--------------|-----------|
| Total comprehensive income             |           |         |   |   |            |             |       |              |           |
| Repurchase of shares                   | —         | —       | — | — | —          | (43,329 )   | —     | —            | (3,188 )  |
| Share-based compensation               | —         | —       | — | — | —          | 266,480     | 2     | —            | 20,156    |
| Contributions                          | —         | —       | — | — | —          | —           | —     | —            | —         |
| Distributions                          | —         | —       | — | — | (7,988 )   | —           | —     | —            | —         |
| Adjustment for noncontrolling interest | —         | —       | — | — | —          | —           | —     | —            | 168       |
| Balance at December 31, 2017           | 4,915,196 | 119,263 | — | — | (685,748 ) | 124,217,616 | 1,242 | (3,111,868 ) | 4,380,313 |

See accompanying notes.

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EQUITY COMMONWEALTH  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Continued)  
(amounts in thousands, except share data)

|   | Equity Commonwealth Shareholders |                              |  | Common Shares          |                  |                                       | Additional<br>Paid<br>in<br>Capital | Cumulative<br>Net<br>Income | Cumula<br>Other<br>Compre<br>Loss |         |
|---|----------------------------------|------------------------------|--|------------------------|------------------|---------------------------------------|-------------------------------------|-----------------------------|-----------------------------------|---------|
|   | Preferred Shares<br>Series D     | Preferred Shares<br>Series E | Cumulative<br>Preferred<br>Shares<br>Distributions | Number<br>of<br>Shares | Common<br>Shares | Cumulative<br>Common<br>Distributions |                                     |                             |                                   |         |
| Comprehensive income:                                       |                                  |                              |  |                        |                  |                                       |                                     |                             |                                   |         |
| Net income  | —                                | —                            | —  | —                      | —                | —                                     | —                                   | 272,813                     | —                                 |         |
| Unrealized gain on derivative instruments                   | —                                | —                            | —  | —                      | —                | —                                     | —                                   | —                           | 456                               |         |
| Unrealized gain on marketable securities                    | —                                | —                            | —  | —                      | —                | —                                     | —                                   | —                           | 1,199                             |         |
| Total comprehensive income                                  |                                  |                              |  |                        |                  |                                       |                                     |                             |                                   |         |
| Reclassification pursuant to change in accounting principle | —                                | —                            | —  | —                      | —                | —                                     | —                                   | 1,902                       | (1,902)                           |         |
| Repurchase of shares  | —                                | —                            | —  | (3,163,730 )           | (31 )            | —                                     | (93,945 )                           | —                           | —                                 |         |
| Share-based compensation                                    | —                                | —                            | —  | 518,269                | 5                | —                                     | 18,371                              | —                           | —                                 |         |
| Contributions   | —                                | —                            | —  | —                      | —                | —                                     | —                                   | —                           | —                                 |         |
| Distributions   | —                                | —                            | (7,988 )   | —                      | —                | (308,680 )                            | —                                   | —                           | —                                 |         |
| Adjustment for noncontrolling interest                      | —                                | —                            | —  | —                      | —                | —                                     | 1,235                               | —                           | —                                 |         |
| Balance at  |                                  |                              |  |                        |                  |                                       |                                     |                             |                                   |         |
| December 31, 2018   | 4,915,196                        | \$ 119,263                   | —  | \$ (693,736)           | 121,572,155      | \$ 1,216                              | \$ (3,420,548)                      | \$ 4,305,974                | \$ 2,870,974                      | \$(342) |

See accompanying notes.

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EQUITY COMMONWEALTH  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(amounts in thousands)

|   | Year Ended December 31, |           |           |
|---|-------------------------|-----------|-----------|
|   | 2018                    | 2017      | 2016      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                  |                         |           |           |
| Net income  | \$272,908               | \$29,666  | \$232,894 |
| Adjustments to reconcile net income to cash provided by operating activities: |                         |           |           |
| Depreciation  | 40,386                  | 73,169    | 102,695   |
| Net amortization of debt discounts, premiums and deferred financing fees      | 2,553                   | 3,135     | 3,725     |
| Straight line rental income   | (4,971)                 | (14,425)  | (14,083)  |
| Amortization of acquired real estate leases                                   | 2,187                   | 8,994     | 21,129    |
| Other amortization  | 6,127                   | 9,989     | 14,513    |
| Share-based compensation  | 19,697                  | 21,414    | 18,530    |
| Loss on asset impairment  | 12,087                  | 19,714    | 58,476    |
| Loss on early extinguishment of debt  | 7,122                   | 493       | 2,680     |
| Loss on sale of marketable securities   | 4,987                   | —         | —         |
| Foreign currency exchange loss  | —                       | —         | 5         |
| Net gain on sale of properties  | (251,417)               | (15,498)  | (250,886) |
| Loss on sale of real estate mortgage receivable                               | 2,117                   | —         | —         |
| Change in assets and liabilities:   |                         |           |           |
| Rents receivable and other assets   | (19,886)                | (23,708)  | (23,921)  |
| Accounts payable, accrued expenses and other                                  | (704)                   | (9,384)   | 4,927     |
| Rent collected in advance   | (3,657)                 | (3,563)   | (6,981)   |
| Cash provided by operating activities   | 89,536                  | 99,996    | 163,703   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                  |                         |           |           |
| Real estate acquisitions  | —                       | —         | (2,802)   |
| Real estate improvements  | (49,930)                | (64,813)  | (121,450) |
| Insurance proceeds received   | 1,443                   | 4,000     | 500       |
| Principal payments received from real estate mortgages receivable             | —                       | 313       | —         |
| Proceeds from sale of properties, net   | 961,079                 | 802,324   | 1,149,471 |
| Proceeds from sale of real estate mortgage receivable                         | 5,599                   | —         | —         |
| Purchase of marketable securities   | —                       | (276,238) | —         |
| Proceeds from sale of marketable securities                                   | 23,933                  | —         | —         |
| Cash provided by investing activities   | 942,124                 | 465,586   | 1,025,719 |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                  |                         |           |           |
| Repurchase and retirement of common shares                                    | (93,976)                | (3,188)   | (69,987)  |
| Redemption of preferred shares  | —                       | —         | (275,000) |
| Payments on borrowings  | (581,460)               | (295,053) | (560,187) |
| Deferred financing fees   | —                       | —         | (52)      |
| Contributions from holders of noncontrolling interest                         | 1                       | 31        | —         |
| Distributions to common shareholders  | (304,612)               | —         | —         |
| Distributions to preferred shareholders                                       | (7,988)                 | (7,988)   | (17,956)  |
| Distributions to holders of noncontrolling interest                           | (114)                   | —         | —         |
| Cash used in financing activities   | (988,149)               | (306,198) | (923,182) |
| Effect of exchange rate changes on cash                                       | —                       | —         | (8)       |
| Increase in cash, cash equivalents, and restricted cash                       | 43,511                  | 259,384   | 266,232   |

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|  |             |             |             |
|--|-------------|-------------|-------------|
| Cash, cash equivalents, and restricted cash at beginning of year | 2,360,590   | 2,101,206   | 1,834,974   |
| Cash, cash equivalents, and restricted cash at end of year       | \$2,404,101 | \$2,360,590 | \$2,101,206 |
| See accompanying notes.  |             |             |             |

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EQUITY COMMONWEALTH  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)  
(amounts in thousands)

|   | Year Ended December 31, |          |           |
|---|-------------------------|----------|-----------|
|   | 2018                    | 2017     | 2016      |
| <b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>          |                         |          |           |
| Interest paid                                       | \$27,117                | \$56,796 | \$85,310  |
| Taxes paid  | 2,264                   | 910      | 327       |
| <b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b> |                         |          |           |
| Increase (decrease) in accrued capital expenditures | 6,372                   | (3,970 ) | (10,331 ) |

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows (in thousands):

|  | December 31, |             |             |
|--|--------------|-------------|-------------|
|  | 2018         | 2017        | 2016        |
| Cash and cash equivalents  | \$2,400,803  | \$2,351,693 | \$2,094,674 |
| Restricted cash  | 3,298        | 8,897       | 6,532       |
| Total cash, cash equivalents, and restricted cash shown in the statement of cash flows | \$2,404,101  | \$2,360,590 | \$2,101,206 |

See accompanying notes.

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EQUITY COMMONWEALTH

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Organization

Equity Commonwealth (the Company) is a real estate investment trust, or REIT, formed in 1986 under the laws of the State of Maryland. Our business is primarily the ownership and operation of office buildings in the United States. On November 10, 2016, the Company converted to what is commonly referred to as an umbrella partnership real estate investment trust, or UPREIT. In connection with this conversion, the Company contributed substantially all of its assets to EQC Operating Trust, a Maryland real estate investment trust (the Operating Trust), and the Operating Trust assumed substantially all of the Company's liabilities pursuant to a contribution and assignment agreement between the Company and the Operating Trust.

The Company now conducts and intends to continue to conduct substantially all of its activities through the Operating Trust. The Company beneficially owned, 99.96% of the outstanding shares of beneficial interest, designated as units, in the Operating Trust (OP Units) as of December 31, 2018, and the Company is the sole trustee of the Operating Trust. As the sole trustee, the Company generally has the power under the declaration of trust of the Operating Trust to manage and conduct the business of the Operating Trust, subject to certain limited approval and voting rights of other holders of OP Units.

At December 31, 2018, our portfolio, consisted of 10 properties (18 buildings), with a combined 5.1 million square feet. As of December 31, 2018, we had \$2.7 billion of cash and cash equivalents and marketable securities. All numbers of properties, numbers of buildings and square feet are unaudited.

Note 2. Summary of Significant Accounting Policies

**Basis of Presentation.** The consolidated financial statements include our investments in 100% owned subsidiaries and majority owned subsidiaries that are controlled by us. References to we, us, our and the Company, refer to Equity Commonwealth and its consolidated subsidiaries as of December 31, 2018, unless the context indicates otherwise. All intercompany transactions and balances have been eliminated.

**Real Estate Properties.** We record real estate properties at cost. We depreciate real estate investments on a straight line basis over estimated useful lives of up to 40 years for buildings and improvements, and up to 12 years for personal property.

Each time we enter into a new lease, or materially modify an existing lease, we evaluate its classification as either a capital or operating lease. The classification of a lease as capital or operating affects the carrying value of a property, as well as our recognition of rental payments as revenue. These evaluations require us to make estimates of, among other things, the remaining useful life and fair market value of a leased property, appropriate discount rates and future cash flows.

We allocate the consideration paid for our properties among land, buildings and improvements and, for properties that qualify as acquired businesses under the Business Combinations Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC), to identified intangible assets and liabilities, consisting of the value of above market and below market leases, the value of acquired in place leases and the value of tenant relationships. Purchase price allocations and the determination of useful lives are based on our estimates and, under some circumstances, studies from independent real estate appraisal firms to provide market information and evaluations that are relevant to our purchase price allocations and determinations of useful lives; however, we are ultimately responsible for the purchase price allocations and determination of useful lives.

We allocate the consideration to land, buildings and improvements based on a determination of the fair values of these assets assuming the property is vacant. We determine the fair value of a property using methods that we believe are similar to those used by independent appraisers. Purchase price allocations to above market and below market leases are based on the estimated present value (using an interest rate which reflects our assessment of the risks associated with the leases acquired) of the difference between (1) the contractual amounts to be paid pursuant to the acquired in

place leases and (2) our estimate of fair market lease rates for the corresponding leases, measured over a period equal to the remaining non-cancelable terms of the respective leases. Purchase price allocations to acquired in place leases and tenant relationships are determined as the excess of (1) the purchase price paid for a property after adjusting existing in place leases to estimated market rental rates over (2) the estimated fair value of the property as if vacant. We aggregate this value between acquired in place lease values and tenant relationships based on our evaluation of the specific characteristics of each tenant's lease; however, the value of tenant relationships has not been separated from acquired in place lease value for our properties because we believe such value and related amortization expense is immaterial for acquisitions reflected in our historical financial statements. We consider certain

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

factors in performing these analyses including estimates of carrying costs during the expected lease up periods, including real estate taxes, insurance and other operating income and expenses and costs to execute similar leases in current market conditions, such as leasing commissions, legal and other related costs. If we believe the value of tenant relationships is material in the future, those amounts will be separately allocated and amortized over the estimated lives of the relationships. We recognize the excess, if any, of the consideration paid over amounts allocated to land, buildings and improvements and identified intangible assets and liabilities as goodwill and we recognize gains if amounts allocated exceed the consideration paid.

We amortize capitalized above market lease values (presented in our consolidated balance sheets as acquired real estate leases) as a reduction to rental income over the remaining terms of the respective leases. We amortize capitalized below market lease values as an increase to rental income over the remaining terms of the respective leases. We amortize the value of acquired in place leases exclusive of the value of above market and below market acquired in place leases to expense over the remaining terms of the respective leases. If a lease is terminated prior to its stated expiration, the unamortized lease intangibles relating to that lease is written off.

We review our properties for impairment quarterly, or whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Impairment indicators may include our decision to dispose of an asset before the end of its estimated useful life, declining tenant occupancy, lack of progress releasing vacant space, tenant bankruptcies, low long term prospects for improvement in property performance, weak or declining tenant profitability, and cash flow or liquidity. When indicators of potential impairment are present that suggest that the carrying amounts of real estate assets may not be recoverable, we assess the recoverability of these assets by determining whether the respective carrying values will be recovered through the estimated undiscounted future operating cash flows expected from the use of the assets and their eventual disposition. The determination of undiscounted cash flow includes consideration of many factors including income to be earned from the investment over our anticipated hold period, holding costs (exclusive of interest), estimated selling prices, and prevailing economic and market conditions. In the event that such expected undiscounted future cash flows do not exceed the carrying values, we estimate the fair value of the assets and record an impairment charge equal to the amount by which the carrying value exceeds the estimated fair value. Estimated fair values are calculated based on the following information, (i) recent third party estimates of market value, (ii) market prices for comparable properties, or (iii) the present value of future cash flows. During the years ended December 31, 2018, 2017, and 2016 we recorded a loss on asset impairment in continuing operations totaling \$12.1 million, \$19.7 million and \$58.5 million respectively, to reduce the carrying value of properties to their estimated fair values (see Note 15).

When we classify properties as held for sale, we discontinue the recording of depreciation expense and estimate their fair value less costs to sell. If we determine that the carrying value for these properties exceed their estimated fair value less costs to sell, we record a loss on asset impairment.

Certain of our real estate assets contain hazardous substances, including asbestos. We believe any asbestos in our buildings is contained in accordance with current regulations. If we remove the asbestos or renovate or demolish these properties, certain environmental regulations govern the manner in which the asbestos must be handled and removed. We do not believe that there are other environmental conditions or issues at any of our properties that have had or will have a material adverse effect on us. However, no assurances can be given that conditions or issues are not present at our properties or that costs we may be required to incur in the future to remediate contamination or comply with environmental, health and safety laws will not have a material adverse effect on our business or financial condition. As of December 31, 2018 and 2017, we did not have any accrued environmental remediation costs.

Cash and Cash Equivalents. Our cash and cash equivalents consist of cash maintained in time deposits, depository accounts and money market accounts. We continually monitor the credit ratings of the financial institutions holding our deposits to minimize our exposure to credit risk. Throughout the year, we have cash balances in excess of federally insured limits deposited with various financial institutions. We do not believe we are exposed to any

significant credit risk on cash and cash equivalents.

**Marketable Securities.** All of our marketable securities are classified as available-for-sale and consisted of United States Treasury notes and common stock. Available-for-sale securities are presented on our consolidated balance sheets at fair value. Changes in values of the United States Treasury notes are recognized in cumulative other comprehensive loss. Realized gains and losses are recognized in earnings only upon the sale of the United States Treasury notes. Changes in values of common stock prior to their sale in March 2018, were recognized in interest and other income, net on the consolidated statements of operations.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We evaluate our marketable securities for impairment each reporting period. For securities with unrealized losses, we review the underlying cause of the decline in value and the estimated recovery period, as well as the severity and duration of the decline. In our evaluation, we consider our ability and intent to hold these investments for a reasonable period of time sufficient for us to recover our cost basis. To the extent an other-than-temporary impairment is deemed to have occurred, an impairment charge is recorded and a new cost basis is established.

**Restricted Cash.** Restricted cash consists of amounts escrowed for future real estate taxes, insurance, leasing costs, capital expenditures and debt service, as required by our mortgage debt, as well as security deposits paid to us by some of our tenants.

**Other Assets, Net.** Other assets consist principally of deferred financing fees, deferred leasing costs, capitalized lease incentives and prepaid property operating expenses. Deferred financing fees include issuance costs related to borrowings and are capitalized and amortized over the terms of the respective loans. Deferred leasing costs include brokerage, legal and other fees associated with the successful negotiation of leases and are amortized on a straight line basis over the terms of the respective leases. Capitalized lease incentives are amortized on a straight line basis against rental income over the terms of the respective leases.

**Derivative Instruments.** Derivative instruments are recognized as either assets or liabilities in the consolidated balance sheets at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether such instrument has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, we must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation. As of December 31, 2018, we do not have any interest rate derivatives.

We are exposed to certain risks relating to our ongoing business operations. The primary risk managed by using derivative instruments is interest rate risk. Interest rate swaps and caps may be entered into to manage interest rate risk associated with floating rate borrowings. We designate interest rate swaps and caps as cash flow hedges of floating rate borrowings.

**Revenue Recognition.** Rental income from operating leases, which includes rent concessions (including free rent and other lease incentives) and scheduled increases in rental rates during the lease term, is recognized on a straight line basis over the life of the lease agreements. We defer the recognition of contingent rental income, such as percentage rents, until the specific targets that trigger the contingent rental income are achieved. Tenant reimbursements and other income includes property level operating expenses reimbursed by our tenants, as well as other incidental revenues, which are recorded as expenses are incurred.

**Allowance for Doubtful Accounts.** We maintain an allowance for doubtful accounts for estimated losses resulting from the inability or unwillingness of certain tenants to make payments required under their leases. The computation of the allowance is based on the tenants' payment histories and current credit profiles, as well as other considerations.

**Share-Based Compensation.** All share-based compensation is measured at fair value on the grant date or date of modification, as applicable, and recognized in earnings over the requisite service period. Depending upon the settlement terms of the awards, all or a portion of the fair value of share-based awards may be presented as a liability or as equity in the consolidated balance sheets.

**Earnings Per Common Share.** Earnings per common share, or EPS, is computed using the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if our series D convertible preferred shares, our restricted share units (RSUs) or beneficial interests in the Operating Trust (LTIP Units) were converted into our common shares, which could result in a lower EPS amount. The effect of our series D convertible preferred shares on net income attributable to common shareholders is anti-dilutive for all periods presented.

Reclassifications. Reclassifications have been made to the prior years' financial statements and notes to conform to the current year's presentation.

Legal Matters. We are or may become a party to various legal proceedings. We are not currently involved in any litigation nor, to our knowledge, is any litigation threatened against us where the outcome would, in our judgment based on information currently available to us, have a material adverse effect on the Company.

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EQUITY COMMONWEALTH

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Income Taxes.** We are a REIT under the Internal Revenue Code of 1986, as amended, and are generally not subject to federal and state income taxes provided we distribute our taxable income to our shareholders and meet other requirements for qualifying as a REIT. We are also subject to certain state and local taxes without regard to our REIT status.

The Income Taxes Topic of the FASB ASC prescribes how we should recognize, measure and present in our financial statements uncertain tax positions that have been taken or are expected to be taken in a tax return. Deferred tax assets are recognized to the extent that it is "more likely than not" that a particular tax position will be sustained upon examination or audit. To the extent the "more likely than not" standard has been satisfied, the benefit associated with a tax position is measured as the largest amount that has a greater than 50% likelihood of being realized upon settlement. We classify interest and penalties related to uncertain tax positions, if any, in our financial statements as a component of general and administrative expense.

**Use of Estimates.** Preparation of these financial statements in conformity with U.S. generally accepted accounting principles, or GAAP, requires us to make estimates and assumptions that may affect the amounts reported in these financial statements and related notes. The actual results could differ from these estimates.

**New Accounting Pronouncements.** In August 2018, the FASB issued Accounting Standards Update (ASU) 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement, which changes the fair value measurement disclosure requirements of ASC 820. This update is effective for fiscal years beginning after December 15, 2019, and for interim periods within those fiscal years. We do not expect the adoption of ASU 2018-13 to have a material impact on our consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, Improvements to Nonemployee Share-Based Payment Accounting, which simplifies the accounting for share-based payments granted to nonemployees for goods and services. This update is effective for fiscal years beginning after December 15, 2018, and for interim periods within those fiscal years. We do not expect the adoption of ASU 2018-07 to have a material impact on our consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09 Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting. ASU 2017-09 is designed to provide clarity and reduce both (1) diversity in practice and (2) cost and complexity when applying the guidance in Topic 718, to a change to the terms or conditions of a share-based payment award. ASU 2017-09 is effective for fiscal years beginning after December 15, 2017. We adopted ASU 2017-09 on January 1, 2018, and the adoption did not have a material impact on our consolidated financial statements.

In February 2017, the FASB issued ASU 2017-05 Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets. ASU 2017-05 is designed to provide guidance on how to recognize gain and losses on sales, including partial sales, of nonfinancial assets to noncustomers. We adopted ASU 2017-05 on January 1, 2018 and the adoption did not have a material impact on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which requires more timely recognition of credit losses associated with financial assets. This update is effective for fiscal years beginning after December 15, 2019, and for interim periods within those fiscal years. Early adoption is permitted for fiscal years, and interim periods within those years, beginning after December 15, 2018. We are currently evaluating the impact, if any, the adoption of ASU 2016-13 will have on our consolidated financial statements.



In February 2016, the FASB issued ASU 2016-02, Leases, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e., lessees and lessors). ASU 2016-02 requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. ASU 2016-02 supersedes previous leasing standards. ASU 2016-02 is effective for us for reporting periods beginning after December 15, 2018, with early adoption permitted. For leases where we are the lessor, we expect to account for these leases using an approach that is substantially equivalent to current guidance. Additionally, under ASU 2016-02 lessors may only capitalize incremental direct leasing costs. For leases in which we are the lessee, we expect to recognize a right-of-use asset and a lease liability equal to the present value of the minimum lease payments with rent expense being recognized on a straight-line basis and the right of use asset being reduced when lease payments are made.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In July 2018, the FASB issued ASU 2018-11 to provide entities with relief from the costs of implementing certain aspects of ASU 2016-02. The amendment to the new leases standard includes a practical expedient that provides lessors an option not to separate lease and non-lease components when certain criteria are met and instead account for those components as a single component under the new leases standard. The amendment also provides a transition option that permits the application of the new guidance as of the adoption date rather than to all periods presented. We anticipate electing the practical expedient to account for both our lease and non-lease components as a single component under the leases standard and electing the new transition option. We believe the adoption of these pronouncements will have an immaterial impact on our financial statements, both as a lessor and as a lessee.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities, related to certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. ASU 2016-01 will require entities to measure their equity investments at fair value and recognize any changes in fair value in net income, with certain exceptions, rather than other comprehensive income. This update is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. We adopted ASU 2016-01 on January 1, 2018 and reclassified a \$1.9 million unrealized gain from cumulative other comprehensive loss to cumulative net income on our consolidated balance sheet (see Note 10).

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. The objective of ASU 2014-09, as amended, is to establish a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most of the existing revenue recognition guidance, including industry-specific guidance. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In applying ASU 2014-09, companies will perform a five-step analysis of transactions to determine when and how revenue is recognized. ASU 2014-09 applies to all contracts with customers except those that are within the scope of other topics in the FASB's ASC, and more particularly lease contracts with customers, which are a scope exception. ASU 2014-09 is effective for the first interim period within annual reporting periods beginning after December 15, 2017, with early adoption permitted. We adopted ASU 2014-09 on January 1, 2018 and the adoption did not have a material impact on our consolidated financial statements.

## Note 3. Real Estate Properties

## Acquisitions and Expenditures

In October 2016, we purchased a parcel of land adjacent to our Research Park property in Austin, Texas for \$2.8 million. We did not make any acquisitions during the years ended December 31, 2018 or 2017.

During the years ended December 31, 2018, 2017, and 2016, we made improvements, excluding tenant-funded improvements, to our properties totaling \$56.3 million, \$55.0 million and \$110.7 million, respectively.

We committed \$98.7 million for expenditures related to 1.1 million square feet of leases executed during 2018. Committed but unspent tenant related obligations are leasing commissions and tenant improvements. Based on existing leases as of December 31, 2018, committed but unspent tenant related obligations were \$86.6 million.

## Properties Held For Sale:

We classify all properties that meet the criteria outlined in the Property, Plant and Equipment Topic of the FASB ASC as held for sale on our consolidated balance sheets. As of December 31, 2018, we did not have any properties classified as held for sale. As of December 31, 2017, we classified 1600 Market Street as held for sale.



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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Summarized balance sheet information for 1600 Market Street is as follows (in thousands):

|   |           |
|---|-----------|
|   | December  |
|   | 31, 2017  |
| Real estate properties  | \$ 76,066 |
| Rents receivable, net of allowance for doubtful accounts of \$5 | 13,270    |
| Other assets, net   | 8,352     |
| Assets held for sale  | \$ 97,688 |
| Accounts payable and accrued expenses                           | \$ 1,021  |
| Rent collected in advance                                       | 408       |
| Security deposits   | 411       |
| Liabilities related to properties held for sale                 | \$ 1,840  |

## Property Dispositions:

During the year ended December 31, 2018, we sold the following properties (dollars in thousands):

| Asset                                 | Date Sold         | Number<br>of<br>Properties | Number<br>of<br>Buildings | Square<br>Footage | Gross<br>Sales Price | Gain<br>(Loss) on<br>Sale |
|---------------------------------------|-------------------|----------------------------|---------------------------|-------------------|----------------------|---------------------------|
| Properties                            |                   |                            |                           |                   |                      |                           |
| 1600 Market Street                    | February<br>2018  | 1                          | 1                         | 825,968           | \$ 160,000           | \$ 54,599                 |
| 600 West Chicago Avenue(1)            | February<br>2018  | 1                          | 2                         | 1,561,477         | 510,000              | 107,790                   |
| 5073, 5075, & 5085 S. Syracuse Street | March<br>2018     | 1                          | 1                         | 248,493           | 115,186              | 42,762                    |
| 1601 Dry Creek Drive                  | May 2018          | 1                          | 1                         | 552,865           | 68,500               | 26,979                    |
| 777 East Eisenhower Parkway           | August<br>2018    | 1                          | 1                         | 290,530           | 29,500               | 5,308                     |
| 8750 Bryn Mawr Avenue                 | September<br>2018 | 1                          | 2                         | 636,078           | 141,000              | 15,194                    |
| 97 Newberry Road                      | December<br>2018  | 1                          | 1                         | 289,386           | 7,100                | (1,174 )                  |
|                                       |                   | 7                          | 9                         | 4,404,797         | \$ 1,031,286         | \$ 251,458                |

(1) The sale of this property did not represent a strategic shift under ASC Topic 205. However, the sale does represent an individually significant disposition. The operating results of this property are included in continued operations for all periods presented through the date of sale. Net income for this property was \$110.6 million, \$9.3 million and \$12.2 million for the years ended December 31, 2018, 2017 and 2016, respectively.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During the year ended December 31, 2017, we sold the following properties (dollars in thousands):

| Asset                           | Date Sold     | Number<br>of<br>Properties | Number<br>of<br>Buildings | Square<br>Footage | Gross<br>Sales<br>Price | Gain<br>(Loss) on<br>Sale |
|---------------------------------|---------------|----------------------------|---------------------------|-------------------|-------------------------|---------------------------|
| <b>Properties</b>               |               |                            |                           |                   |                         |                           |
| 111 Market Place                | January 2017  | 1                          | 1                         | 589,380           | \$60,100                | \$(5,968 )                |
| Cabot Business Park Land        | March 2017    | —                          | —                         | —                 | 575                     | (57 )                     |
| Parkshore Plaza                 | April 2017    | 1                          | 4                         | 271,072           | 40,000                  | (2,460 )                  |
| 25 S. Charles Street            | April 2017    | 1                          | 1                         | 359,254           | 24,500                  | (3,487 )                  |
| 802 Delaware Avenue             | May 2017      | 1                          | 1                         | 240,780           | 34,000                  | 9,099                     |
| 1500 Market Street              | July 2017     | 1                          | 1                         | 1,759,193         | 328,000                 | 38,585                    |
| 6600 North Military Trail       | August 2017   | 1                          | 3                         | 639,825           | 132,050                 | (14,175 )                 |
| 789 East Eisenhower Parkway(1)  | December 2017 | —                          | 1                         | 130,961           | 24,942                  | 1,242                     |
| 33 Stiles Lane                  | December 2017 | 1                          | 1                         | 175,301           | 10,500                  | 2,163                     |
| 625 Crane Street (Land)         | December 2017 | —                          | —                         | —                 | 307                     | 249                       |
| Mineral Rights                  | December 2017 | —                          | —                         | —                 | 200                     | 169                       |
| <b>Portfolios of properties</b> |               |                            |                           |                   |                         |                           |
| 4515 Seton Center Parkway       | March 2017    | 1                          | 1                         | 117,265           |                         |                           |
| 4516 Seton Center Parkway       | March 2017    | 1                          | 1                         | 120,559           |                         |                           |
| Seton Center                    |               | 2                          | 2                         | 237,824           | \$52,450                | \$22,479                  |
| Cherrington Corporate Center    | December 2017 | 1                          | 7                         | 454,700           |                         |                           |
| Foster Plaza                    | December 2017 | 1                          | 8                         | 727,743           |                         |                           |
| Pittsburgh Portfolio            |               | 2                          | 15                        | 1,182,443         | \$71,000                | \$(33,048)                |
| 820 W. Diamond                  | July 2017     | 1                          | 1                         | 134,933           |                         |                           |
| Danac Stiles Business Park      | July 2017     | 1                          | 3                         | 276,637           |                         |                           |
| 411 Farwell Avenue              | July 2017     | 1                          | 1                         | 422,727           |                         |                           |
| 2250 Pilot Knob Road            | July 2017     | 1                          | 1                         | 87,183            |                         |                           |
| 4700 Belleview Avenue           | July 2017     | 1                          | 1                         | 80,615            |                         |                           |
| Five Property Portfolio         |               | 5                          | 7                         | 1,002,095         | \$84,000                | \$702                     |
|                                 |               | 16                         | 37                        | 6,588,128         | \$862,624               | \$15,493                  |

(1) We sold one building in a property containing two buildings.

During the year ended December 31, 2016, we sold 30 properties (62 buildings) with a combined 7,972,692 square feet for an aggregate gross sales price of \$1.3 billion, excluding credits and closing costs.

**Lease Payments**

Our real estate properties are generally leased on gross lease and modified gross lease bases pursuant to non-cancelable, fixed term operating leases expiring between 2019 and 2037. These gross leases and modified gross leases require us to pay all or some property operating expenses and to provide all or some property management services. A portion of these property operating expenses are reimbursed by the tenants.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The future minimum lease payments, excluding tenant reimbursement revenue, scheduled to be received by us during the current terms of our leases as of December 31, 2018 are as follows (in thousands):

|            |             |
|------------|-------------|
| 2019       | \$109,888   |
| 2020       | 96,309      |
| 2021       | 104,279     |
| 2022       | 95,128      |
| 2023       | 86,299      |
| Thereafter | 567,547     |
|            | \$1,059,450 |

One of our real estate properties that we sold in 2016, 111 River Street in Hoboken, New Jersey, was subject to a ground lease. The amount of ground lease expense included in operating expenses during the year ended December 31, 2016, totaled \$0.9 million. Ground lease expense includes percentage rent.

## Note 4. Lease Intangibles

The following table summarizes the carrying amounts for our acquired real estate leases and assumed real estate lease obligations as of December 31, 2018, and 2017, and (in thousands):

|  | December 31, |           |
|--|--------------|-----------|
|  | 2018         | 2017      |
| Acquired in-place leases                               | \$3,691      | \$56,853  |
| Acquired above market leases                           | —            | 21,021    |
| Acquired real estate leases                            | 3,691        | 77,874    |
| Accumulated amortization, acquired in-place leases     | (3,416 )     | (41,978 ) |
| Accumulated amortization, acquired above market leases | —            | (12,049 ) |
| Acquired real estate leases, net                       | \$275        | \$23,847  |
| Acquired below market leases                           | \$1,570      | \$6,093   |
| Accumulated amortization                               | (1,453 )     | (5,092 )  |
| Assumed real estate lease obligations, net             | \$117        | \$1,001   |

Amortization of the lease intangibles for the years ended December 31, 2018, 2017, and 2016, is as follows (in thousands):

|   | Income Statement Location            | December 31, |          |          |
|---|--------------------------------------|--------------|----------|----------|
|   |                                      | 2018         | 2017     | 2016     |
| Amortization of acquired in-place leases      | Depreciation and amortization        | \$2,133      | \$7,220  | \$14,598 |
| Amortization of above and below market leases | Increase (decrease) to rental income | (54 )        | (1,774 ) | (6,531 ) |

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Future amortization of net intangible lease assets and liabilities to be recognized by us during the current terms of our leases as of December 31, 2018, are approximately (in thousands):

|            |        |
|------------|--------|
| 2019       | \$ 158 |
| 2020       | —      |
| 2021       | —      |
| 2022       | —      |
| 2023       | —      |
| Thereafter | —      |
|            | \$ 158 |

## Note 5. Marketable Securities

During the year ended December 31, 2018, our marketable securities consisted of United States Treasury notes and common stock. The United States Treasury notes are classified as available-for-sale and mature in 2019.

On January 1, 2018 we adopted ASU 2016-01 (see Note 2) and reclassified a \$1.9 million unrealized gain from cumulative other comprehensive loss to cumulative net income on our consolidated balance sheet. In March 2018, we sold all common stock we held for total proceeds of \$23.9 million and recognized a loss of \$5.0 million in interest and other income, net during the year ended December 31, 2018.

Below is a summary of our marketable securities as of December 31, 2018 and 2017 (in thousands):

|                       | December 31,<br>2018 |                    | 2017                       |                              |                         |                            |
|-----------------------|----------------------|--------------------|----------------------------|------------------------------|-------------------------|----------------------------|
|                       | Amortized<br>Cost    | Unrealized<br>Loss | Estimated<br>Fair<br>Value | Cost or<br>Amortized<br>Cost | Unrealized<br>Gain, Net | Estimated<br>Fair<br>Value |
| Marketable securities | \$249,944            | \$ (342 )          | \$249,602                  | \$276,567                    | \$ 361                  | \$276,928                  |

The unrealized losses on our United States Treasury notes were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because we do not intend to sell the investments and it is not more likely than not that we will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, we do not consider those investments to be other-than-temporarily impaired at December 31, 2018.

## Note 6. Other Assets

## Real Estate Mortgages Receivable

We provided mortgage financing totaling \$7.7 million at 6.0% per annum in connection with our sale of three properties (18 buildings) in January 2013 in Dearborn, MI. In August 2018, we sold this real estate mortgage receivable for \$5.7 million and recorded a loss of \$2.1 million in interest and other income for the year ended December 31, 2018.

We also provided mortgage financing totaling \$0.4 million at 6.0% per annum in connection with our sale of a property in Salina, NY in April 2012. In September 2017, we received a \$0.3 million repayment, representing a

settlement of the obligation, related to this real estate mortgage receivable and recorded a loss of \$0.1 million in interest and other income for the year ended December 31, 2017.

As of December 31, 2017, we had total real estate mortgages receivable with an aggregate carrying value of \$7.7 million included in other assets in our consolidated balance sheet. We monitored the payment history of the borrowers and determined that no allowance for losses related to the real estate mortgage receivable was necessary at December 31, 2017. As of December 31, 2018, we did not have any real estate mortgages receivable.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Deferred Financing Fees, Deferred Leasing Costs and Capitalized Lease Incentives

The following table summarizes our deferred financing fees related to our unsecured revolving credit facility included in other assets, deferred leasing costs and capitalized lease incentives as of December 31, 2018, and 2017 (in thousands):

|                                   | December 31, |           |
|-----------------------------------|--------------|-----------|
|                                   | 2018         | 2017      |
| Deferred financing fees           | \$—          | \$14,458  |
| Accumulated amortization          | —            | (12,709 ) |
| Deferred financing fees, net      | \$—          | \$1,749   |
| <br>                              |              |           |
| Deferred leasing costs            | \$69,930     | \$85,606  |
| Accumulated amortization          | (18,807 )    | (22,067 ) |
| Deferred leasing costs, net       | \$51,123     | \$63,539  |
| <br>                              |              |           |
| Capitalized lease incentives      | \$5,701      | \$8,562   |
| Accumulated amortization          | (1,393 )     | (2,054 )  |
| Capitalized lease incentives, net | \$4,308      | \$6,508   |

Future amortization of deferred leasing costs and capitalized lease incentives to be recognized by us during the current terms of our leases as of December 31, 2018 are approximately (in thousands):

|            | Deferred Leasing Costs | Capitalized Lease Incentives |
|------------|------------------------|------------------------------|
| 2019       | \$5,550                | \$ 695                       |
| 2020       | 5,812                  | 583                          |
| 2021       | 5,810                  | 553                          |
| 2022       | 5,126                  | 425                          |
| 2023       | 4,478                  | 320                          |
| Thereafter | 24,347                 | 1,732                        |
|            | \$51,123               | \$ 4,308                     |

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Note 7. Indebtedness

At December 31, 2018 and 2017, our outstanding indebtedness included the following (in thousands):

|   | Interest<br>Rate at<br>December<br>31, 2018 | Maturity<br>Date | December 31, |           |
|---|---|------------------|--------------|-----------|
|   |   |                  | 2018         | 2017      |
| Unsecured revolving credit facility, at LIBOR plus a premium    | — %   | —                | \$—          | \$—       |
| 5-year unsecured term loan, at LIBOR plus a premium             | — %   | —                | —            | 200,000   |
| 7-year unsecured term loan, at LIBOR plus a premium             | — %   | —                | —            | 200,000   |
| Unsecured floating rate debt                                    | — %   |                  | \$—          | \$400,000 |
| 5.875% Senior Unsecured Notes due 2020                          | 5.875 %                                     | 9/15/2020        | \$250,000    | \$250,000 |
| 5.75% Senior Unsecured Notes due 2042                           | — %   | —                | —            | 175,000   |
| Unsecured fixed rate debt                                       | 5.875 %                                     |                  | \$250,000    | \$425,000 |
| 206 East 9th Street   | 5.69 %                                      | 1/5/2021         | \$26,000     | \$26,536  |
| 97 Newberry Road  | — %   | —                | —            | 5,404     |
| Secured fixed rate debt   | 5.69 %                                      |                  | \$26,000     | \$31,940  |
|   |   |                  | \$276,000    | \$856,940 |
| Unamortized net premiums, discounts and deferred financing fees |   |                  | (1,045 )     | (8,362 )  |
|   |   |                  | \$274,955    | \$848,578 |

## Unsecured Revolving Credit Facility and Term Loan:

On January 29, 2015, we entered into a new credit agreement, pursuant to which the lenders agreed to provide (i) a \$750.0 million unsecured revolving credit facility, (ii) a \$200.0 million 5-year term loan facility and (iii) a \$200.0 million 7-year term loan facility. The new agreement replaced our prior credit agreement, dated as of August 9, 2010, and our prior term loan agreement, dated as of December 16, 2010.

On November 10, 2016, in connection with our conversion to an UPREIT structure, the Operating Trust entered into an amended and restated credit agreement, replacing the Company's prior credit agreement. Under the amended and restated credit agreement, the Operating Trust has assumed all obligations of the Company as borrower and the Company is released from such obligations. The economic terms of the amended and restated credit agreement are substantially the same as the terms of the Company's prior credit agreement.

On May 4, 2018, we redeemed at par the total \$400.0 million outstanding under our 5-year and 7-year term loans and recognized a loss on early extinguishment of debt of \$1.5 million from the write off of unamortized deferred financing fees. Prior to the redemption of the term loans, borrowings under the 5-year term loan and 7-year term loan, subject to certain exceptions, had interest rates of LIBOR rate plus a margin of 90 to 180 basis points for the 5-year term loan and 140 to 235 basis points for the 7-year term loan, in each case depending on our credit rating.

On December 26, 2018, we terminated the credit agreement and recognized a loss on early extinguishment of debt of \$0.2 million from the write off of unamortized deferred financing fees. We were required to pay a facility fee of 12.5 to 30 basis points, depending on our credit rating, on the borrowings available under the revolving credit facility, whether or not utilized.

## Debt Covenants:

Our public debt indenture and related supplements contain a number of financial ratio covenants which generally restrict our ability to incur debts, in excess of calculated amounts, and require us to maintain other financial ratios. At December 31,

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EQUITY COMMONWEALTH

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2018, we believe we were in compliance with all of our respective covenants under our public debt indenture and related supplements.

Senior Unsecured Notes:

On March 7, 2018, we redeemed at par all \$175.0 million of our 5.75% senior unsecured notes due 2042 and recognized a loss on early extinguishment of debt of \$4.9 million from the write off of unamortized deferred financing fees.

On July 15, 2017, we redeemed at par \$250.0 million of our 6.65% senior unsecured notes due 2018 and recognized a loss on early extinguishment of debt of \$0.2 million for the year ended December 31, 2017 from the write off of unamortized deferred financing fees and the write off of an unamortized discount.

On December 15, 2016, we redeemed at par \$250.0 million of our 6.25% senior unsecured notes due 2017 and recognized a loss on early extinguishment of debt of \$0.1 million for the year ended December 31, 2016 from the write-off of an unamortized discount and unamortized deferred financing fees.

On February 16, 2016, we redeemed at par \$139.1 million of our 6.25% senior unsecured notes due 2016 and recognized a loss on early extinguishment of debt of \$0.1 million for the year ended December 31, 2016 from the write-off of an unamortized discount and unamortized deferred financing fees.

Mortgage Notes Payable:

At December 31, 2018, one of our properties with an aggregate net book value of \$44.3 million had a secured mortgage note totaling \$26.5 million (including a net premium and unamortized deferred financing fees) maturing in 2021.

In December 2018, we repaid \$4.9 million of mortgage debt at 97 Newberry Road and recognized a loss on early extinguishment of debt of \$0.6 million for the year ended December 31, 2018 from prepayment fees and the write off of unamortized deferred financing fees.

In December 2017, we repaid \$2.0 million of mortgage debt at 33 Stiles Lane and recognized a loss on early extinguishment of debt of \$0.2 million for the year ended December 31, 2017 from prepayment fees and the write off of unamortized deferred financing fees.

In April 2017, we repaid at par \$41.3 million of mortgage debt at Parkshore Plaza and recognized a loss on early extinguishment of debt of \$0.1 million for the year ended December 31, 2017 from prepayment fees and the write off of unamortized deferred financing fees, net of the write off of an unamortized premium.

On November 10, 2016, we repaid at par \$167.8 million of mortgage debt at 1735 Market Street and recognized a loss on early extinguishment of debt of \$2.4 million from the write-off of unamortized deferred financing fees and breakage costs for the year ended December 31, 2016. We also recognized \$0.2 million of expense included in interest and other income related to an interest rate swap as a result of the early repayment of debt for the year ended December 31, 2016.



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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Required Principal Payments:

The required principal payments due during the next five years and thereafter under all of our outstanding debt at December 31, 2018 are as follows (in thousands):

|             |           |
|-------------|-----------|
| 2019        | \$ 567    |
| 2020        | 250,597   |
| 2021        | 24,836    |
| 2022        | —         |
| 2023        | —         |
| Thereafter— |           |
|             | \$276,000 |

## Note 8. Shareholders' Equity

## Common Share Issuances:

See Note 13 for information regarding equity issuances related to share-based compensation.

## Common Share Repurchases:

On August 24, 2015, our Board of Trustees approved a common share repurchase program. On March 17, 2016, our Board of Trustees authorized the repurchase of up to \$150.0 million of our outstanding common shares over the twelve month period following the date of authorization. In March 2017, this share repurchase authorization, of which \$106.6 million was not utilized, expired. On March 15, 2017, our Board of Trustees authorized the repurchase of up to an additional \$150.0 million of our outstanding common shares over the twelve month period following the date of authorization. In March 2018, this share repurchase authorization, of which \$81.0 million was not utilized, expired. On March 14, 2018, our Board of Trustees authorized the repurchase of up to an additional \$150.0 million of our outstanding common shares over the twelve month period following the date of authorization.

During the year ended December 31, 2018, we purchased and retired 2,970,209 of our common shares at a weighted average price of \$29.67 per share for a total investment of \$88.1 million, of which \$69.0 million was under the March 2017 authorization and \$19.1 million was under the March 2018 authorization. During the year ended December 31, 2017, we did not purchase any common shares under our common share repurchase program. During the year ended December 31, 2016, we purchased and retired 2,491,675 of our common shares at a weighted average price of \$27.68 per share, for a total investment of \$69.0 million. The \$130.9 million of remaining authorization available under our share repurchase program as of December 31, 2018 is scheduled to expire on March 14, 2019.

During the years ended December 31, 2018, 2017 and 2016, certain of our employees surrendered 193,521, 43,329 and 31,025 common shares owned by them, respectively, to satisfy their statutory tax withholding obligations in connection with the vesting of such common shares.

## Common Share and Unit Distributions:

On September 26, 2018, our Board of Trustees declared a special, one-time cash distribution of \$2.50 per common share/unit to shareholders/unitholders of record on October 9, 2018. On October 23, 2018, we paid this distribution to such shareholders/unitholders in the aggregate amount of \$304.7 million. We did not pay any cash distributions to our

common shareholders in 2017 or 2016. Our credit agreement contains a number of financial and other covenants, including a covenant which restricts our ability to make distributions under certain circumstances. See Note 7 for additional information regarding our credit agreement.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following characterizes distributions paid per common share for the years ended December 31, 2018, 2017, and 2016:

|                                | Year Ended   |              |              |
|--------------------------------|--------------|--------------|--------------|
|                                | December 31, |              |              |
|                                | 2018         | 2017         | 2016         |
| Ordinary income                | 100.0%       | <del>%</del> | <del>%</del> |
| Return of capital              | —            | <del>%</del> | <del>%</del> |
| Capital gain                   | —            | <del>%</del> | <del>%</del> |
| Unrecaptured Section 1250 gain | —            | <del>%</del> | <del>%</del> |
|                                | 100.0%       | <del>%</del> | <del>%</del> |

## Series D Preferred Shares:

Each of our 4,915,196 series D cumulative convertible preferred shares accrue dividends of \$1.625, or 6.50% per annum of the liquidation amount, payable in equal quarterly payments. Our series D preferred shares are convertible, at the holder's option, into our common shares at a conversion rate of 0.5215 common shares per series D preferred share, which is equivalent to a conversion price of \$47.94 per common share, or 2,563,275 additional common shares at December 31, 2018. The conversion rate changed from 0.480775 to 0.5215 common shares per series D preferred share effective October 10, 2018 as a result of the common share distribution declared by our Board of Trustees. On or after November 20, 2011, if our common shares trade at or above the then applicable conversion price, we may, at our option, convert some or all of the series D preferred shares into common shares at the then applicable conversion rate. If a fundamental change occurs, which generally will be deemed to occur upon a change in control or a termination of trading of our common shares (or other equity securities into which our series D preferred shares are then convertible), holders of our series D preferred shares will have a special right to convert their series D preferred shares into a number of our common shares per \$25.00 liquidation preference, plus accrued and unpaid distributions, divided by 98% of the average closing market price of our common shares for a specified period before such event is effective, unless we exercise our right to repurchase these series D preferred shares for cash, at a purchase price equal to 100% of their liquidation preference, plus accrued and unpaid distributions. The issuance of a large number of common shares as a result of the exercise of this conversion right after a fundamental change may have a dilutive effect on net income attributable to Equity Commonwealth common shareholders per share for future periods. As of December 31, 2018, we had 4,915,196 outstanding series D preferred shares that were convertible into 2,563,275 of our common shares.

## Series E Preferred Shares:

On May 15, 2016, we redeemed all of our 11,000,000 outstanding series E preferred shares at a price of \$25.00 per share, for a total of \$275.0 million, plus any accrued and unpaid dividends. The redemption payment occurred on May 16, 2016 (the first business day following the redemption date). We recorded \$9.6 million related to the excess fair value of consideration paid over the carrying value of the preferred shares as a reduction to net income attributable to common shareholders for the year ended December 31, 2016.

## Preferred Share Distributions:

Under our governing documents and Maryland law, distributions to our shareholders are to be authorized and declared by our Board of Trustees. In 2018, our Board of Trustees declared distributions on our series D preferred shares to date as follows:

| Declaration Date | Record Date      | Payment Date      | Dividend Per Share |
|------------------|------------------|-------------------|--------------------|
| January 12, 2018 | January 30, 2018 | February 15, 2018 | \$0.40625          |



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|                    |                  |                   |           |
|--------------------|------------------|-------------------|-----------|
| April 11, 2018     | April 27, 2018   | May 15, 2018      | \$0.40625 |
| July 12, 2018      | July 30, 2018    | August 15, 2018   | \$0.40625 |
| September 26, 2018 | October 29, 2018 | November 15, 2018 | \$0.40625 |

Alternative Minimum Tax:

Alternative minimum tax adjustments are to be apportioned between a REIT and its shareholders under Internal Revenue Code Section 59(d). Although regulations have not yet been issued under that provision, based on regulations issued pursuant to

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

a similar provision of prior law and the legislative history of the current provision, it appears that such alternative minimum tax adjustments are to be apportioned to a REIT's shareholders to the extent that the REIT distributes its regular taxable income. It is our policy to distribute all of our regular taxable income and accordingly, all of our alternative minimum tax adjustments are being apportioned to our shareholders.

We have determined that 0% and 96.31% of each distribution to our shareholders for the tax years ended December 31, 2017 and 2016, respectively, consists of an alternative minimum tax adjustment. Our taxable earnings in 2018 are no longer subject to an alternative minimum tax adjustment as a result of H.R. 1, the Tax Cuts and Jobs Act, which generally takes effect for taxable years beginning on or after January 1, 2018 (subject to certain exceptions).

## Note 9. Noncontrolling Interest

Noncontrolling interest represents the portion of the units in the Operating Trust not beneficially owned by the Company. An OP Unit and a share of our common stock have essentially the same economic characteristics. Distributions with respect to OP Units will generally mirror distributions with respect to the Company's common shares. Unitholders (other than the Company) generally have the right, commencing six months from the date of issuance of such OP Units, to cause the Operating Trust to redeem their OP Units in exchange for cash or, at the option of the Company, common shares of the Company on a one-for-one basis. As sole trustee, the Company will have the sole discretion to elect whether the redemption right will be satisfied by the Company in cash or the Company's common shares. As a result, the Noncontrolling interest is classified as permanent equity. As of December 31, 2018, the portion of the Operating Trust not beneficially owned by the Company is in the form of OP Units and LTIP Units (see Note 13 for a description of LTIP Units). LTIP Units may be subject to additional vesting requirements.

The following table presents the changes in Equity Commonwealth's issued and outstanding common shares and units for the year ended December 31, 2018:

|   | Common<br>Shares | OP<br>Units<br>and<br>LTIP<br>Units | Total        |   |
|---|------------------|-------------------------------------|--------------|---|
| Outstanding at January 1, 2018  | 124,217,616      | 42,520                              | 124,260,136  |   |
| Repurchase of shares  | (2,970,209 )     | —                                   | (2,970,209 ) |   |
| Restricted share, time-based LTIP Unit grants and vested restricted stock units, net of forfeitures | 324,748          | 3,200                               | 327,948      |   |
| Outstanding at December 31, 2018  | 121,572,155      | 45,720                              | 121,617,875  |   |
| Noncontrolling ownership interest in the Operating Trust  |                  |                                     | 0.04         | % |

The carrying value of the Noncontrolling interest is allocated based on the number of OP Units and LTIP Units in proportion to the number of OP Units and LTIP Units plus the number of common shares. We adjust the noncontrolling interest balance at the end of each period to reflect the noncontrolling partners' interest in the net assets of the Operating Trust. Net income is allocated to the Noncontrolling interest in the Operating Trust based on the weighted average ownership percentage during the period. Equity Commonwealth's weighted average ownership interest in the Operating Trust was 99.96% and 99.97%, respectively, for the years ended December 31, 2018 and

2017.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Note 10. Cumulative Other Comprehensive Loss

The following tables present the amounts recognized in cumulative other comprehensive loss for the years ended December 31, 2018 and 2017 (in thousands):

|   | Unrealized<br>Loss<br>on Derivative<br>Instruments | Unrealized<br>Gain<br>(Loss) on<br>Marketable<br>Securities | Total   |
|---|--|---|---------|
| Balance as of January 1, 2018   | \$ (456 )  | \$ 361  | \$(95 ) |
| Amounts reclassified from cumulative other comprehensive loss to cumulative net income pursuant to a change in accounting principle | —  | (1,902 )  | (1,902) |
| Other comprehensive income before reclassifications   | 84   | 1,199   | 1,283   |
| Amounts reclassified from cumulative other comprehensive loss to net income   | 372  | —   | 372     |
| Net current period other comprehensive income   | 456  | 1,199   | 1,655   |
| Balance as of December 31, 2018   | \$ —   | \$ (342 )   | \$(342) |

|   | Unrealized<br>Loss<br>on Derivative<br>Instruments | Unrealized<br>Gain, Net<br>on<br>Marketable<br>Securities | Total   |
|---|--|---|---------|
| Balance as of January 1, 2017   | \$ (208 )  | \$ —  | \$(208) |
| Other comprehensive (loss) income before reclassifications                  | (297 )   | 361   | 64      |
| Amounts reclassified from cumulative other comprehensive loss to net income | 49   | —   | 49      |
| Net current period other comprehensive (loss) income                        | (248 )   | 361   | 113     |
| Balance as of December 31, 2017   | \$ (456 )  | \$ 361  | \$(95 ) |

The following table presents reclassifications out of cumulative other comprehensive loss for the years ended December 31, 2018 and 2017 (in thousands):

| Details about Cumulative Other Comprehensive Loss Components | Amounts Reclassified from Cumulative Other Comprehensive Loss to Net Income Year Ended December 31, |       | Affected Line Items in the Statement of Operations |
|--|---|-------|--|
|  | 2018  | 2017  |  |
| Interest rate cap contract                                   | \$ 293  | \$ —  | Interest and other income                          |
| Interest rate cap contract                                   | 79  | 49    | Interest expense                                   |
|  | \$ 372  | \$ 49 |  |



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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Note 11. Income Taxes

Our provision for income taxes consists of the following (in thousands):

|                    | Year Ended December<br>31, |         |         |
|--------------------|----------------------------|---------|---------|
|                    | 2018                       | 2017    | 2016    |
| Current:           |                            |         |         |
| State and local    | \$(3,156)                  | \$(500) | \$(745) |
| Federal            | —                          | —       | —       |
| Income tax expense | \$(3,156)                  | \$(500) | \$(745) |

The tax expense recorded in the current period is primarily the result of the taxable gains from sales of properties during the year ended December 31, 2018.

A reconciliation of our effective tax rate and the U.S. Federal statutory income tax rate is as follows:

|   | Year Ended December 31, |   |         |   |         |   |
|---|-------------------------|---|---------|---|---------|---|
|   | 2018                    | % | 2017    | % | 2016    | % |
| Taxes at statutory U.S. federal income tax rate             | 21.00                   | % | 35.00   | % | 35.00   | % |
| Dividends paid deduction and net operating loss utilization | (21.00)                 | % | (35.00) | % | (35.00) | % |
| Federal taxes on built-in gain                              | —                       | % | —       | % | —       | % |
| State and local income taxes                                | 1.14                    | % | 1.66    | % | 0.32    | % |
| Effective tax rate  | 1.14                    | % | 1.66    | % | 0.32    | % |

At December 31, 2018 and 2017, we had federal net operating loss (NOL) carryforwards of approximately \$90 million and \$120 million, respectively. These amounts can be used to offset future taxable income, if any. The REIT will be entitled to utilize NOL carryforwards only to the extent that REIT taxable income exceeds our deduction for dividends paid. NOLs arising in taxable years ending before January 1, 2018 can generally be carried forward 20 years, with no carryforward limitation on NOLs generated after that date. Our NOL carryforwards expire in years 2035 to 2037.

## Note 12. Derivative Instruments

## Risk Management Objective of Using Derivatives

We are exposed to certain risks relating to our ongoing business operations, including the effect of changes in interest rates.

We may use derivative financial instruments, including interest rate swaps, caps, options, floors and other interest rate derivative contracts, to hedge all or a portion of any interest rate risk associated with any borrowings. The principal objective of such arrangements would reduce the risks and/or costs associated with our operating and financial structure as well as hedge specific anticipated transactions. We do not intend to utilize derivatives for speculative or other purposes other than interest rate risk management. The use of derivative financial instruments carries certain risks, including the risk that the counterparties to these contractual arrangements are not able to perform under the agreements. To reduce this risk, we only enter into derivative financial instruments with counterparties with high credit ratings and with major financial institutions with which we and our affiliates may also have other financial relationships.

### Cash Flow Hedges of Interest Rate Risk

Our objectives in using interest rate derivatives are to add stability to interest expense and to manage any exposure to interest rate movements. To accomplish this objective, we may use interest rate swaps, caps, or other similar instruments as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable-rate amounts if interest rates rise above the cap strike rate.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in cumulative other comprehensive loss and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2018, such derivatives were used to hedge the variable cash flows associated with variable-rate debt. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings.

We previously had interest rate swap agreements to manage our interest rate risk exposure on \$167.8 million of mortgage debt at 1735 Market Street, which required interest at a spread over LIBOR. The interest rate swap agreements utilized by us qualified as cash flow hedges and effectively modified our exposure to interest rate risk by converting our floating interest rate debt to a fixed interest rate basis for this loan through December 1, 2016, thus reducing the impact of interest rate changes on future interest expense. On November 10, 2016 we repaid at par the mortgage debt at 1735 Market Street and terminated the related interest rate swap agreement. We recognized \$0.2 million of expense in interest and other income on the consolidated statement of operations for the year ended December 31, 2016 related to the early termination of the interest rate swap agreement.

On March 8, 2018, we terminated an interest rate cap that had a LIBOR strike price of 2.50%, a notional amount of \$400.0 million and a maturity date of March 1, 2019. We recognized \$0.3 million of expense in interest and other income, net on the consolidated statement of operations for the year ended December 31, 2018 related to the early termination of the interest rate cap agreement. As of December 31, 2018, we do not have any outstanding interest rate derivatives designated as cash flow hedges of interest rate risk.

The table below presents the fair value of derivative financial instruments as well as classification on the consolidated balance sheets as of December 31, 2018, and 2017 (amounts in thousands):

|   |                        | Fair Value<br>as of<br>December<br>31, |
|---|------------------------|--|
| Interest Rate Derivative Designated as Hedging Instrument | Balance Sheet Location | 2018                                   |
| Interest rate cap   | Other assets           | \$ — \$ 17                             |

The table below details the location in the financial statements of the gain or loss recognized on interest rate derivatives designated as cash flow hedges for the years ended December 31, 2018, 2017, and 2016 (amounts in thousands):

|  | Year Ended<br>December 31, |         |         |
|--|----------------------------|---------|---------|
|  | 2018                       | 2017    | 2016    |
| Amount of gain (loss) recognized in cumulative other comprehensive loss (effective portion)                    | \$84                       | \$(297) | \$(554) |
| Amount of loss reclassified from cumulative other comprehensive loss into interest expense (effective portion) | 79                         | 49      | 3,792   |
| Amount of loss recognized in income (ineffective portion and amount excluded from effectiveness testing)       | 293                        | —       | 241     |



Note 13. Share-Based Compensation  
Equity Commonwealth 2015 Omnibus Incentive Plan

On June 16, 2015, at our 2015 annual meeting of shareholders, our shareholders approved the 2015 Incentive Plan. The 2015 Incentive Plan replaced the Equity Commonwealth 2012 Equity Compensation Plan (as amended, the 2012 Plan). The Board of Trustees approved the 2015 Incentive Plan, subject to shareholder approval, on March 18, 2015 (the Effective Date). On January 26, 2016, the Board of Trustees approved an amendment to the 2015 Incentive Plan to allow the Compensation Committee (Committee) to authorize in an award agreement a transfer of all or a part of certain equity awards not for value to a “family member” (as defined in the 2015 Incentive Plan). The following description of certain terms of the 2015 Incentive Plan is qualified in all respects by the terms of the 2015 Incentive Plan.

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EQUITY COMMONWEALTH

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Eligibility.** Awards may be granted under the 2015 Incentive Plan to employees, officers and non-employee directors of the Company, its subsidiaries or its affiliates, or consultants and advisors (who are natural persons) providing services to the Company, its subsidiaries or its affiliates, or any other person whose participation in the 2015 Incentive Plan is determined by the Committee to be in the best interests of the Company.

**Term.** The 2015 Incentive Plan terminates automatically ten years after the Effective Date, unless it is terminated earlier by the Board of Trustees.

**Shares Available for Issuance.** Subject to adjustment as provided in the 2015 Incentive Plan, the maximum number of common shares of the Company that are available for issuance under the 2015 Incentive Plan is 3,250,000 shares.

**Awards.** The following types of awards may be made under the 2015 Incentive Plan, subject to limitations set forth in the 2015 Incentive Plan:

- Stock options;
- Stock appreciation rights;
- Restricted stock;
- Restricted stock units;
- Unrestricted stock;
- Dividend equivalent rights;
- Performance shares and other performance-based awards;
- Limited partnership interests in any partnership entity through which the Company may conduct its business in the future;
- Other equity-based awards; and
- Cash bonus awards.

Recipients of the Company's restricted shares have the same voting rights as any other common shareholder. During the period of restriction, the Company's unvested restricted shareholders are eligible to receive dividend payments on their shares at the same rate and on the same date as any other common shareholder. The restricted shares are service based awards and vest over a four-year period.

Recipients of the Company's restricted stock units (RSUs) are entitled to receive dividends with respect to the common shares underlying the RSUs if and when the RSUs are earned, at which time the recipient will be entitled to receive an amount in cash equal to the aggregate amount of cash dividends that would have been paid in respect of the common shares underlying the recipient's earned RSUs had such common shares been issued to the recipient on the first day of the performance period. To the extent that an award does not vest, the dividends related to unvested RSUs will be forfeited. The RSUs are market-based awards with a service condition and recipients may earn RSUs based on the Company's total shareholder return (TSR) relative to the TSRs of the companies that comprise the NAREIT Office Index over a three-year performance period. Following the end of the three-year performance period, the number of earned awards will be determined. The earned awards vest in two tranches with 50% of the earned award vesting following the end of the performance period on the date the Committee determines the level of achievement of the performance metric and the remaining 50% of the earned award vesting approximately one year thereafter, subject to the grant recipient's continued employment. Compensation expense for the RSUs is determined using a Monte Carlo simulation model and is recognized ratably from the grant date to the vesting date of each tranche.

LTIP Units are a class of beneficial interests in the Operating Trust that may be issued to employees, officers or trustees of the Operating Trust, the Company or their subsidiaries (LTIP Units). Time-based LTIP Units have the same general characteristics as restricted shares and market-based LTIP Units have the same general characteristics as RSUs. Each LTIP Unit will convert automatically into an OP Unit on a one-for-one basis when the LTIP Unit becomes vested and its capital account is equalized with the per-unit capital account of the OP Units. Holders of LTIP Units generally will be entitled to receive the same per-unit distributions as the other outstanding OP Units in the Operating Trust, except that market-based LTIP Units will not participate in distributions until expiration of the applicable performance period, at which time any earned market-based LTIP Units generally will become entitled to receive a catch-up distribution for the periods prior to such time.

Administration. The 2015 Incentive Plan will be administered by the Committee, which will determine all terms and recipients of awards under the 2015 Incentive Plan.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 2018 Equity Award Activity

On October 28, 2018, 225,655 RSUs vested and we issued 225,655 common shares, prior to certain employees surrendering their common shares to satisfy statutory tax withholding obligations (see Note 8).

On June 20, 2018, in accordance with the Company's compensation plan for independent Trustees, the Committee awarded each of the nine independent Trustees \$0.1 million in restricted shares or time-based LTIP Units as part of their compensation for the 2018-2019 year of service on the Board of Trustees. These awards equated to 3,200 shares or time-based LTIP Units per Trustee, for a total of 25,600 shares and 3,200 time-based LTIP Units, valued at \$31.25 per share and unit, the closing price of our common shares on the New York Stock Exchange (NYSE) on that day. These shares and time-based LTIP Units vest one year after the date of the award.

On January 29, 2018, the Committee approved a grant of 125,409 restricted shares and 254,615 RSUs at target (634,628 RSUs at maximum) to the Company's officers, certain employees and to Mr. Zell, the Chairman of our Board of Trustees, as part of their compensation for fiscal year 2017. The restricted shares granted on January 29, 2018 were valued at \$29.78 per share, the closing price of our common shares on the NYSE on that day.

## 2017 Equity Award Activity

On November 8, 2017, 226,258 RSUs vested and we issued 226,258 common shares, prior to certain employees surrendering their common shares to satisfy statutory tax withholding obligations (see Note 8).

On June 20, 2017, in accordance with the Company's compensation plan for independent Trustees, the Committee awarded each of the nine independent Trustees \$0.1 million in restricted shares or time-based LTIP Units as part of their compensation for the 2017-2018 year of service on the Board of Trustees. These awards equated to 3,156 shares or time-based LTIP Units per Trustee, for a total of 25,248 shares and 3,156 time-based LTIP Units, valued at \$31.69 per share and unit, the closing price of our common shares on the NYSE on the grant date. These shares and time-based LTIP Units vested on June 20, 2018.

On January 24, 2017, the Committee approved a grant of 39,364 time-based LTIP Units, 79,924 market-based LTIP Units at target (199,211 market-based LTIP Units at maximum), 76,424 restricted shares and 155,168 RSUs at target (386,756 RSUs at maximum) to the Company's officers, certain employees and to Mr. Zell, the Chairman of our Board of Trustees, as part of their compensation for fiscal year 2016. The restricted shares and time-based LTIP Units were valued at \$31.47 per share and per unit, the closing price of our common shares on the NYSE on the grant date.

## 2016 Equity Award Activity

On June 15, 2016, in accordance with the Company's compensation plan for independent Trustees, the Committee awarded each of the nine independent Trustees \$0.1 million in restricted shares as part of their compensation for the 2016-2017 year of service on the Board of Trustees. These awards equated to 3,463 shares per Trustee, for a total of 31,167 shares, valued at \$28.88 per share, the closing price of our common shares on the NYSE on that day. These shares vested on June 15, 2017.

On January 26, 2016, the Committee approved a grant of 136,623 restricted shares and 277,386 RSUs at target (691,385 RSUs at maximum) to the Company's officers, certain employees and to Mr. Zell, the Chairman of our Board of Trustees, as part of their compensation for fiscal year 2015. The restricted shares were granted on January 26, 2016 and were valued at \$26.93 per share, the closing price of our common shares on the NYSE on the grant date.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Outstanding Equity Awards

The table below presents a summary of restricted share, RSU and LTIP Unit activity for the years ended December 31, 2018, 2017 and 2016:

|                                  | Number<br>of<br>Restricted<br>Shares and<br>Time-Based<br>LTIP Units | Weighted<br>Average<br>Grant<br>Date<br>Fair<br>Value | Number<br>of<br>RSUs and<br>Market-Based<br>LTIP Units | Weighted<br>Average<br>Grant<br>Date<br>Fair<br>Value |
|----------------------------------|--|---|--|---|
| Outstanding at December 31, 2015 | 776,456  | \$ 26.62  | 1,884,110  | \$ 15.82  |
| Granted                          | 167,790  | 27.29   | 691,385  | 15.57   |
| Vested                           | (191,498 )   | 26.54   | —  | —   |
| Forfeited                        | (539 )   | 26.82   | (2,727 )   | 15.54   |
| Outstanding at December 31, 2016 | 752,209  | \$ 26.79  | 2,572,768  | \$ 15.75  |
| Granted                          | 144,192  | 31.51   | 585,967  | 15.97   |
| Vested                           | (217,449 )   | 27.97   | (226,258 )   | 15.99   |
| Not earned(1)                    | —  | —   | (800,530 )   | 15.99   |
| Outstanding at December 31, 2017 | 678,952  | \$ 27.41  | 2,131,947  | \$ 15.69  |
| Granted                          | 154,209  | 30.05   | 634,628  | 14.90   |
| Vested                           | (407,273 )   | 27.06   | (367,260 )   | 15.79   |
| Not earned(1)                    | —  | —   | (352,671 )   | 15.47   |
| Outstanding at December 31, 2018 | 425,888  | \$ 28.70  | 2,046,644  | \$ 15.47  |

(1) The table presents the maximum number of shares issued or issuable from outstanding equity awards. RSUs and market-based LTIP Units not earned are the shares market-based award recipients do not receive based on the performance measurement completed at the end of the performance period.

The 425,888 unvested restricted shares and time-based LTIP Units as of December 31, 2018 are scheduled to vest as follows: 151,272 shares/units in 2019, 124,959 shares/units in 2020, 87,772 shares/units in 2021 and 61,885 shares/units in 2022. As of December 31, 2018, the estimated future compensation expense for all unvested restricted shares and time-based LTIP Units was \$6.1 million. Compensation expense for the restricted share and time-based LTIP Units is being recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award. The weighted average period over which the future compensation expense will be recorded for the restricted shares and time-based LTIP Units is approximately 2.3 years.

As of December 31, 2018, the estimated future compensation expense for all unvested RSUs and market-based LTIP Units was \$12.4 million. The weighted average period over which the future compensation expense will be recorded for the RSUs and market-based LTIP Units is approximately 2.1 years.

The assumptions and fair values for the RSUs and market-based LTIP Units granted for the years ended December 31, 2018, 2017 and 2016 are included in the following table on a per share and unit basis.

|  | 2018    | 2017    | 2016    |
|--|---------|---------|---------|
| Fair value of RSUs and market-based LTIP Units granted at the target amount  | \$37.13 | \$39.81 | \$38.80 |
| Fair value of RSUs and market-based LTIP Units granted at the maximum amount | \$14.90 | \$15.97 | \$15.57 |
| Expected term (years)  | 4       | 4       | 4       |
| Expected volatility  | —       | —       | —       |
| Expected dividend yield  | 1.68 %  | 1.59 %  | 1.86 %  |
| Risk-free rate   | 2.26 %  | 1.49 %  | 1.07 %  |



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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During the years ended December 31, 2018, 2017 and 2016, we recorded \$19.7 million, \$21.4 million and \$18.5 million, respectively, of compensation expense, net of forfeitures, in general and administrative expense for grants to our Trustees, officers and employees related to our equity compensation plans. Forfeitures are recognized as they occur. At December 31, 2018, 839,470 shares/units remain available for issuance under the 2015 Incentive Plan.

## Note 14. Defined Contribution Plan

We have a defined contribution plan that covers employees meeting eligibility requirements. We match 100% of the first 3% of compensation that an employee elects to defer plus 50% of compensation that an employee elects to defer exceeding 3% but not exceeding 5%, subject to a maximum of \$8,000. The Company's matching contribution vests immediately. The Company's contributions were \$0.3 million, \$0.3 million and \$0.4 million for the years ended December 31, 2018, 2017 and 2016, respectively.

## Note 15. Fair Value of Assets and Liabilities

The table below presents certain of our assets and liabilities measured at fair value during 2018 and 2017, categorized by the level of inputs used in the valuation of each asset and liability (dollars in thousands):

| Description                                     | Total      | Fair Value at December 31, 2018 Using                          |   |   |
|---|------------|--|---|---|
|   |            | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Recurring Fair Value Measurements:              |            |  |   |   |
| Marketable securities                           | \$ 249,602 | \$ 249,602   | \$ —  | \$ —                                      |
| Description                                     | Total      | Fair Value at December 31, 2017 Using                          |   |   |
|   |            | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Recurring Fair Value Measurements:              |            |  |   |   |
| Effective portion of interest rate cap contract | \$ 17      | \$ —   | \$ 17   | \$ —                                      |
| Marketable securities                           | \$ 276,928 | \$ 276,928   | \$ —  | \$ —                                      |

## Effective Portion of Interest Rate Cap Contract

The fair value of our interest rate cap contract was determined using the net discounted cash flows of the derivative based on the market based interest rate curve (level 2 inputs) and adjusted for our credit spread and the actual and estimated credit spreads of the counterparties (level 3 inputs). Although we have determined that the majority of the inputs used to value our derivative fall within level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivative utilize level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by us and the counterparties. As of December 31, 2017, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative position and have determined that the credit valuation adjustments were not significant to the overall valuation of our derivative. As a result, we have determined that our derivative valuation in its entirety was classified as level 2 inputs in the fair value hierarchy.

Properties Held and Used and Properties Held for Sale

As part of our office repositioning strategy adopted by our Board of Trustees, and pursuant to our accounting policy, in 2018, we evaluated the recoverability of the carrying values of each of the real estate assets that comprised our portfolio and determined that due to the shortening of the expected periods of ownership as a result of the office repositioning strategy and current estimates of market value less estimated costs to sell, it was necessary to reduce the net book value of a portion of the real estate assets in our portfolio to their estimated fair values. We anticipated the potential disposition of certain properties prior to the end of their remaining useful lives. As a result, in the first quarter of 2018, we recorded an impairment charge

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

related to 777 East Eisenhower Parkway and 97 Newberry Road of \$12.1 million in accordance with our impairment analysis procedures. We determined this impairment based on independent third party broker information, which are level 3 inputs according to the fair value hierarchy established in ASC 820. We reduced the aggregate carrying value of these properties from \$41.8 million to their estimated fair value less estimated costs to sell of \$29.7 million. These properties were sold in 2018 (see Note 3 for additional information). We evaluated each of our properties and determined there were no additional valuation adjustments necessary at December 31, 2018.

As part of our office repositioning strategy adopted by our Board of Trustees, and pursuant to our accounting policy, in 2017, we evaluated the recoverability of the carrying values of each of the real estate assets that comprised our portfolio and determined that due to the shortening of the expected periods of ownership as a result of the office repositioning strategy and current estimates of market value less estimated costs to sell, it was necessary to reduce the net book value of a portion of the real estate assets in our portfolio to their estimated fair values. As a result, in the first quarter of 2017, we recorded an impairment charge related to 25 S. Charles Street of \$1.3 million in accordance with our impairment analysis procedures. We determined this impairment based on third party offer prices, which are level 2 inputs according to the fair value hierarchy established in ASC 820. We reduced the aggregate carrying value of this property from \$24.6 million to its estimated fair value less estimated costs to sell of \$23.3 million. This property was sold in April 2017 (see Note 3 for additional information). In the second quarter of 2017, we recorded an impairment charge related to the Five Property Portfolio held for sale as of June 30, 2017 of \$18.4 million in accordance with our impairment analysis procedures. We determined this impairment based on third party offer prices, which are level 2 inputs according to the fair value hierarchy established in ASC 820. We reduced the aggregate carrying value of these properties from \$99.0 million to their estimated fair value less estimated costs to sell of \$80.6 million. This portfolio of properties was sold in July 2017 (see Note 3 for additional information). We evaluated each of our properties and determined there were no additional valuation adjustments necessary at December 31, 2017.

## Financial Instruments

In addition to the assets described in the above table, our financial instruments include our cash and cash equivalents, real estate mortgage receivable, restricted cash, senior unsecured debt and mortgage notes payable. At December 31, 2018 and 2017, the fair value of these additional financial instruments were not materially different from their carrying values, except as follows (in thousands):

|  | December 31, 2018    |               | December 31, 2017    |               |
|--|----------------------|---------------|----------------------|---------------|
|  | Principal<br>Balance | Fair<br>Value | Principal<br>Balance | Fair<br>Value |
| Senior unsecured debt and mortgage notes payable | \$276,000            | \$283,214     | \$856,940            | \$874,280     |

The fair values of our senior notes are based on quoted market prices (level 2 inputs) and the fair values of our mortgage notes payable are based on estimates using discounted cash flow analyses and currently prevailing interest rates adjusted by credit risk spreads (level 3 inputs).

Other financial instruments that potentially subject us to concentrations of credit risk consist principally of rents receivable; however, as of December 31, 2018, no single tenant of ours is responsible for more than 7.5% of our total annualized rents, other than one tenant, Expedia, Inc., that is responsible for 13.9% of our total annualized rents (see Note 17).



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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Note 16. Earnings Per Common Share

The following table sets forth the computation of basic and diluted earnings per share (amounts in thousands except per share amounts):

|  | Year Ended December 31, |          |           |
|--|-------------------------|----------|-----------|
|  | 2018                    | 2017     | 2016      |
| Numerator for earnings per common share - basic:                                     |                         |          |           |
| Net income   | \$272,908               | \$29,666 | \$232,894 |
| Net income attributable to noncontrolling interest                                   | (95 )                   | (10 )    | —         |
| Preferred distributions  | (7,988 )                | (7,988 ) | (17,956 ) |
| Excess fair value of consideration paid over carrying value of preferred shares      | —                       | —        | (9,609 )  |
| Numerator for net income per share - basic   | \$264,825               | \$21,668 | \$205,329 |
| Numerator for earnings per common share - diluted:                                   |                         |          |           |
| Net income   | \$272,908               | \$29,666 | \$232,894 |
| Net income attributable to noncontrolling interest                                   | (95 )                   | —        | —         |
| Preferred distributions  | (7,988 )                | (7,988 ) | (17,956 ) |
| Excess fair value of consideration paid over carrying value of preferred shares      | —                       | —        | (9,609 )  |
| Numerator for net income per share - diluted   | \$264,825               | \$21,678 | \$205,329 |
| Denominator for earnings per common share - basic and diluted:                       |                         |          |           |
| Weighted average number of common shares outstanding - basic(1)                      | 122,314                 | 124,125  | 125,474   |
| RSUs(2)  | 956                     | 912      | 1,294     |
| LTIP Units(3)  | 115                     | 92       | —         |
| Weighted average number of common shares outstanding - diluted                       | 123,385                 | 125,129  | 126,768   |
| Net income per common share attributable to Equity Commonwealth common shareholders: |                         |          |           |
| Basic  | \$2.17                  | \$0.17   | \$1.64    |
| Diluted  | \$2.15                  | \$0.17   | \$1.62    |
| Anti-dilutive securities:  |                         |          |           |
| Effect of Series D preferred shares; 6 1/2% cumulative convertible(4)                | 2,563                   | 2,363    | 2,363     |
| Effect of LTIP Units   | 43                      | —        | —         |
| Effect of OP Units(5)  | 1                       | —        | —         |

(1) The years ended December 31, 2018, 2017 and 2016, include 308, 33 and 0 weighted-average, unvested, earned RSUs, respectively.

(2) Represents weighted-average number of common shares that would have been issued if the year-end was the measurement date for RSUs.

(3) Represents the weighted-average dilutive shares issuable from LTIP Units if the year-end was the measurement date for the periods shown.

The Series D preferred shares are excluded from the diluted earnings per share calculation because including the (4) Series D preferred shares would also require that the preferred distributions be added back to net income, resulting in anti-dilution.

(5) Beneficial interests in the Operating Trust.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Note 17. Segment Information

Our primary business is the ownership and operation of office properties, and we currently have one reportable segment. More than 90% of our revenues for the year ended December 31, 2018 are from office properties. For the year ended December 31, 2018, Expedia, Inc. individually accounted for 10.3% of our consolidated revenues.

## Note 18. Related Person Transactions

The following discussion includes a description of our related person transactions for the years ended December 31, 2018, 2017 and 2016.

Two North Riverside Plaza Joint Venture Limited Partnership: Effective July 20, 2015, we entered into a lease with Two North Riverside Plaza Joint Venture Limited Partnership, an entity associated with Mr. Zell, our Chairman, to occupy office space on the twentieth and twenty-first floors of Two North Riverside Plaza in Chicago, Illinois (20th/21st Floor Office Lease). The initial term of the lease is approximately five years, with one 5-year renewal option. We made improvements to the office space utilizing the \$0.7 million tenant improvement allowance pursuant to the lease. In connection with the 20th/21st Floor Office Lease, we also have a storage lease with Two North Riverside Plaza Joint Venture Limited Partnership for storage space in the basement of Two North Riverside Plaza. The storage lease expires December 31, 2020; however, each party has the right to terminate on 30 days' prior written notice. During the years ended December 31, 2018, 2017 and 2016, we recognized expense of \$0.8 million, \$0.8 million and \$0.8 million, respectively, pursuant to the 20th/21st Floor Office Lease and the related storage lease. The future minimum lease payments scheduled to be paid by us during the current terms of this lease as of December 31, 2018 are as follows: \$0.9 million in 2019 and \$0.9 million in 2020. As of December 31, 2018 and 2017, we did not have any amounts due to Two North Riverside Plaza Joint Venture Limited Partnership pursuant to the 20th/21st Floor Office Lease and the related storage space.

Related/Corvex: On July 31, 2014, at the reconvened session of our 2014 annual meeting of shareholders, our shareholders voted to approve the reimbursement of verified expenses incurred by Related Fund Management, LLC and Corvex Management LP (Related/Corvex) in connection with their consent solicitations to remove our former Trustees and elect the new Board of Trustees and to engage in related litigation. In August 2016, we paid a final \$8.2 million payment of the \$33.3 million in total reimbursements to Related/Corvex.

## Note 19. Selected Quarterly Financial Data (Unaudited)

The following is a summary of our unaudited quarterly results of operations for 2018 and 2017 (dollars in thousands):

|  | 2018             |                   |                  |                   |
|--|------------------|-------------------|------------------|-------------------|
|  | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
| Total revenues   | \$58,588         | \$48,636          | \$46,873         | \$42,925          |
| Net income attributable to Equity Commonwealth common shareholders                   | 185,602          | 35,036            | 30,767           | 13,420            |
| Net income attributable to Equity Commonwealth common shareholders per share—basic   | 1.50             | 0.29              | 0.25             | 0.11              |
| Net income attributable to Equity Commonwealth common shareholders per share—diluted | 1.48             | 0.29              | 0.25             | 0.11              |

The first quarter 2018 net income attributable to Equity Commonwealth common shareholders was primarily attributable to the gain on sale of properties of \$205.2 million. The decrease in the second, third and fourth quarter 2018 total revenues is primarily attributable to properties sold in 2018.

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## EQUITY COMMONWEALTH

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

|   | 2017     |          |          |           |
|---|----------|----------|----------|-----------|
|   | First    | Second   | Third    | Fourth    |
|   | Quarter  | Quarter  | Quarter  | Quarter   |
| Total revenues  | \$99,551 | \$91,599 | \$77,798 | \$71,623  |
| Net income (loss) attributable to Equity Commonwealth common shareholders                   | 21,817   | (7,806 ) | 31,215   | (23,558 ) |
| Net income (loss) attributable to Equity Commonwealth common shareholders per share—basic   | 0.18     | (0.06 )  | 0.25     | (0.19 )   |
| Net income (loss) attributable to Equity Commonwealth common shareholders per share—diluted | 0.17     | (0.06 )  | 0.25     | (0.19 )   |

The decrease in the third and fourth quarter 2017 total revenues is primarily attributable to properties sold in 2017. The second quarter 2017 net loss attributable to Equity Commonwealth common shareholders was primarily attributable to the loss on asset impairment of \$18.4 million. The fourth quarter 2017 net loss attributable to Equity Commonwealth common shareholders was primarily attributable to the loss on sale of properties of \$29.2 million.

## Note 20. Subsequent Events

On January 11, 2019, we announced that our Board of Trustees declared a dividend of \$0.40625 per series D preferred share, which will be paid on February 15, 2019 to shareholders of record on January 30, 2019.

On January 29, 2019, certain of our subsidiaries entered into a contract to sell 100% of the equity interests in the fee simple owner of our 1,286,936 square foot property at 1735 Market Street, for a sales price of \$451.6 million, excluding credits and closing costs. This transaction is subject to customary closing extensions and conditions, and there is no certainty that this transaction will close.

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EQUITY COMMONWEALTH  
SCHEDULE II  
VALUATION AND QUALIFYING ACCOUNTS  
December 31, 2018  
(dollars in thousands)

| Description                     | Balance<br>at<br>Beginning<br>of<br>Period | Charged<br>to<br>Costs<br>and<br>Expenses | Deductions  | Balance<br>at<br>End of<br>Period |
|---------------------------------|--|---|-------------|-----------------------------------|
| Year Ended December 31, 2016:   |  |   |             |                                   |
| Allowance for doubtful accounts | \$ 7,715                                   | \$ 1,056                                  | \$ (3,666 ) | \$ 5,105                          |
| Year Ended December 31, 2017:   |  |   |             |                                   |
| Allowance for doubtful accounts | \$ 5,105                                   | \$ 935                                    | \$ (1,269 ) | \$ 4,771                          |
| Year Ended December 31, 2018:   |  |   |             |                                   |
| Allowance for doubtful accounts | \$ 4,771                                   | \$ 1,273                                  | \$ (1,070 ) | \$ 4,974                          |

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EQUITY COMMONWEALTH  
SCHEDULE III  
REAL ESTATE AND ACCUMULATED DEPRECIATION  
December 31, 2018  
(dollars in thousands)

| Property                              | City         | State | Encumbrances | Initial Cost to Company |                            | Costs                                      |                  |            | Cost Amount Carried at Close of Period |             |
|---------------------------------------|--------------|-------|--------------|-------------------------|----------------------------|--|------------------|------------|--|-------------|
|                                       |              |       |              | Land(1)                 | Buildings and Improvements | Capitalized Subsequent to Acquisition, Net | Impairment/Downs | Write Land | Buildings and Improvements             | Total(2)    |
| 1225 Seventeenth Street               | Denver       | CO    | \$—          | \$22,400                | \$110,090                  | \$33,108                                   | \$(2,750)        | \$22,400   | \$140,448                              | \$162,848   |
| 1250 H Street, NW                     | Washington   | DC    | —            | 5,975                   | 53,778                     | 15,895                                     | (579)            | 5,975      | 69,094                                 | 75,069      |
| Georgetown-Green and Harris Buildings | Washington   | DC    | —            | 24,000                  | 35,979                     | 1,076                                      | —                | 24,000     | 37,055                                 | 61,055      |
| 109 Brookline Avenue                  | Boston       | MA    | —            | 3,168                   | 30,397                     | 15,636                                     | (1,397)          | 3,168      | 44,636                                 | 47,804      |
| 1735 Market Street                    | Philadelphia | PA    | —            | 24,753                  | 222,775                    | 95,918                                     | (14,927)         | 24,748     | 303,771                                | 328,519     |
| 206 East 9th Street                   | Austin       | TX    | 26,000       | 7,900                   | 38,533                     | 5,362                                      | (444)            | 7,900      | 43,451                                 | 51,351      |
| Bridgepoint Square                    | Austin       | TX    | —            | 7,784                   | 70,526                     | 20,637                                     | (1,172)          | 7,784      | 89,991                                 | 97,775      |
| Research Park                         | Austin       | TX    | —            | 15,859                  | 60,175                     | 33,383                                     | —                | 21,212     | 88,205                                 | 109,417     |
| 333 108th Avenue NE                   | Bellevue     | WA    | —            | 14,400                  | 136,412                    | 2,746                                      | (31)             | 14,400     | 139,127                                | 153,527     |
| 600 108th Avenue NE                   | Bellevue     | WA    | —            | 3,555                   | 30,244                     | 19,677                                     | (1,199)          | 3,555      | 48,722                                 | 52,277      |
|                                       |              |       | \$26,000     | \$129,794               | \$788,909                  | \$243,438                                  | \$(22,499)       | \$135,142  | \$1,004,500                            | \$1,139,642 |

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EQUITY COMMONWEALTH  
SCHEDULE III  
REAL ESTATE AND ACCUMULATED DEPRECIATION  
December 31, 2018  
(dollars in thousands)

Analysis of the carrying amount of real estate properties and accumulated depreciation:

|  | Real Estate<br>Properties | Accumulated<br>Depreciation |
|--|---------------------------|-----------------------------|
| Balance at January 1, 2016             | \$3,887,352               | \$ 898,939                  |
| Additions                              | 113,258                   | 101,647                     |
| Loss on asset impairment               | (58,595 )                 | (119 )                      |
| Disposals                              | (1,085,125 )              | (245,212 )                  |
| Balance at December 31, 2016           | 2,856,890                 | 755,255                     |
| Additions                              | 55,041                    | 71,979                      |
| Loss on asset impairment               | (6,711 )                  | —                           |
| Properties classified to held for sale | (138,130 )                | (62,064 )                   |
| Disposals                              | (1,019,479 )              | (314,452 )                  |
| Balance at December 31, 2017           | 1,747,611                 | 450,718                     |
| Additions                              | 58,618                    | 39,161                      |
| Loss on asset impairment               | (12,032 )                 | —                           |
| Disposals                              | (654,555 )                | (113,911 )                  |
| Balance at December 31, 2018           | \$1,139,642               | \$ 375,968                  |

(1) Excludes net unamortized premiums and net unamortized deferred financing costs.

(2) Excludes value of real estate intangibles. Aggregate cost for federal income tax purposes is approximately \$1,129,227.

(3) Depreciation is calculated using the straight line method over estimated useful lives of up to 40 years for buildings and improvements and up to 12 years for personal property.