

COLUMBIA PROPERTY TRUST, INC.

Form 10-Q

April 28, 2016

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

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2016

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 001-36113

COLUMBIA PROPERTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization) 20-0068852 (I.R.S. Employer Identification Number)

One Glenlake Parkway, Suite 1200

Atlanta, GA 30328

(Address of principal executive offices)

(Zip Code)

(404) 465-2200

(Registrant's telephone number, including area code)

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Number of shares outstanding of the registrant's

only class of common stock, as of April 25, 2016: 123,467,080 shares

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Quarterly Report on Form 10-Q of Columbia Property Trust, Inc. ("Columbia Property Trust," "the Company," "we," "our," or "us") other than historical facts may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We intend for all such forward-looking statements to be covered by the applicable safe harbor provisions for forward-looking statements contained in those acts. Such statements include, in particular, statements about our plans, strategies, and prospects and are subject to certain risks and uncertainties, including known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of our performance in future periods. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as "may," "will," "expect," "intend," "anticipate," "estimate," "believe," "continue," or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this report is filed with the U.S. Securities and Exchange Commission ("SEC"). We make no representations or warranties (express or implied) about the accuracy of any such forward-looking statements contained in this Form 10-Q, and we do not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Any such forward-looking statements are subject to risks, uncertainties, and other factors and are based on a number of assumptions involving judgments with respect to, among other things, future economic, competitive, and market conditions, all of which are difficult or impossible to predict accurately. To the extent that our assumptions differ from actual conditions, our ability to accurately anticipate results expressed in such forward-looking statements, including our ability to generate positive cash flow from operations, make distributions to stockholders, and maintain the value of our real estate properties, may be significantly hindered. See Item 1A in Columbia Property Trust's Annual Report on Form 10-K for the year ended December 31, 2015 for a discussion of some of the risks and uncertainties that could cause actual results to differ materially from those presented in our forward-looking statements. The risk factors described in our Annual Report are not the only ones we face, but do represent those risks and uncertainties that we believe are material to us. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also harm our business.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The information furnished in the accompanying consolidated balance sheets, and related consolidated statements of operations, comprehensive income, equity, and cash flows, reflects all normal and recurring adjustments that are, in management's opinion, necessary for a fair and consistent presentation of the aforementioned financial statements. The accompanying consolidated financial statements should be read in conjunction with the condensed notes to Columbia Property Trust's financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Quarterly Report on Form 10-Q, and with Columbia Property Trust's Annual Report on Form 10-K filed for the year ended December 31, 2015. Columbia Property Trust's results of operations for the three months ended March 31, 2016 are not necessarily indicative of the operating results expected for the full year.

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CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per-share amounts)

	(Unaudited)	
	March 31, 2016	December 31, 2015
Assets:		
Real estate assets, at cost:		
Land	\$864,690	\$896,467
Buildings and improvements, less accumulated depreciation of \$584,830 and \$613,639, as of March 31, 2016 and December 31, 2015, respectively	2,790,003	2,897,431
Intangible lease assets, less accumulated amortization of \$244,578 and \$250,085, as of March 31, 2016 and December 31, 2015, respectively	245,783	259,136
Construction in progress	11,223	31,847
Total real estate assets	3,911,699	4,084,881
Investment in unconsolidated joint venture	121,784	118,695
Cash and cash equivalents	185,376	32,645
Tenant receivables, net of allowance for doubtful accounts of \$530 and \$8 as of March 31, 2016 and December 31, 2015, respectively	11,731	11,670
Straight-line rent receivable	103,367	109,062
Prepaid expenses and other assets	35,779	35,848
Intangible lease origination costs, less accumulated amortization of \$174,180 and \$181,482, as of March 31, 2016 and December 31, 2015, respectively	70,560	77,190
Deferred lease costs, less accumulated amortization of \$38,808 and \$40,817, as of March 31, 2016 and December 31, 2015, respectively	74,502	88,127
Investment in development authority bonds	120,000	120,000
Total assets	\$4,634,798	\$4,678,118
Liabilities:		
Line of credit and notes payable, net of deferred financing costs of \$4,044 and \$4,492, as of March 31, 2016 and December 31, 2015, respectively	\$1,204,678	\$1,130,571
Bonds payable, net of discounts of \$945 and \$1,020 and deferred financing costs of \$3,546 and \$3,721, as of March 31, 2016 and December 31, 2015, respectively	595,509	595,259
Accounts payable, accrued expenses, and accrued capital expenditures	85,351	98,759
Dividends payable	—	37,354
Deferred income	21,886	24,814
Intangible lease liabilities, less accumulated amortization of \$82,098 and \$81,496, as of March 31, 2016 and December 31, 2015, respectively	53,154	57,167
Obligations under capital leases	120,000	120,000
Total liabilities	2,080,578	2,063,924
Commitments and Contingencies (Note 7)	—	—
Equity:		
Common stock, \$0.01 par value, 225,000,000 shares authorized, 123,458,960 and 124,363,073 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively	1,234	1,243
Additional paid-in capital	4,563,537	4,588,303
Cumulative distributions in excess of earnings	(2,003,258 )	(1,972,916 )
Cumulative other comprehensive loss	(7,293 )	(2,436 )
Total equity	2,554,220	2,614,194

Total liabilities and equity	\$4,634,798	\$4,678,118
See accompanying notes.		



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COLUMBIA PROPERTY TRUST, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands, except per-share amounts)

	(Unaudited)	
	Three Months Ended	
	March 31,	
	2016	2015
Revenues:		
Rental income	\$99,586	\$112,809
Tenant reimbursements	19,753	28,249
Hotel income	4,663	4,993
Other property income	2,577	1,492
	126,579	147,543
Expenses:		
Property operating costs	41,336	49,754
Hotel operating costs	4,331	4,591
Asset and property management fees	330	397
Depreciation	29,289	34,007
Amortization	16,075	23,219
General and administrative	10,490	8,044
Acquisition expenses	—	1,995
	101,851	122,007
Real estate operating income	24,728	25,536
Other income (expense):		
Interest expense	(17,897 )	(21,484 )
Interest and other income	1,805	1,833
Loss on interest rate swaps	—	(6 )
Loss on early extinguishment of debt	—	(477 )
	(16,092 )	(20,134 )
Income before income taxes, unconsolidated joint venture, and loss on sale of real estate	8,636	5,402
Income tax benefit (expense)	(77 )	196
Loss from unconsolidated joint venture	(1,552 )	—
Income before loss on sale of real estate	7,007	5,598
Loss on sale of real estate	(310 )	—
Net income	\$6,697	\$5,598
Per-share information – basic:		
Net income	\$0.05	\$0.04
Weighted-average common shares outstanding – basic	123,393	124,903
Per-share information – diluted:		
Net income	\$0.05	\$0.04
Weighted-average common shares outstanding – diluted	123,412	124,935
Dividends per share	\$0.30	\$0.30

See accompanying notes.

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COLUMBIA PROPERTY TRUST, INC.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(in thousands)

	(Unaudited)	
	Three Months	
	Ended	
	March 31,	
	2016	2015
Net income	\$6,697	\$5,598
Market value adjustments to interest rate swaps	(4,857 )	159
Comprehensive income	\$1,840	\$5,757

See accompanying notes.

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COLUMBIA PROPERTY TRUST, INC.  
CONSOLIDATED STATEMENTS OF EQUITY  
FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015 (UNAUDITED)  
(in thousands, except per-share amounts)

	Stockholders' Equity			Cumulative Distributions in Excess of Earnings	Cumulative Other Comprehensive Loss	Total Equity
	Common Stock		Additional Paid-In Capital			
	Shares	Amount				
Balance, December 31, 2015	124,363	\$1,243	\$4,588,303	\$(1,972,916)	\$ (2,436 )	\$2,614,194
Redemptions of common stock	(1,105 )	(11 )	(24,989 )	—	—	(25,000 )
Common stock issued to employees and directors, and amortized (net of amounts withheld for income taxes)	201	2	223	—	—	225
Distributions to common stockholders (\$0.30 per share)	—	—	—	(37,039 )	—	(37,039 )
Net income	—	—	—	6,697	—	6,697
Market value adjustment to interest rate swap	—	—	—	—	(4,857 )	(4,857 )
Balance, March 31, 2016	123,459	\$1,234	\$4,563,537	\$(2,003,258)	\$ (7,293 )	\$2,554,220
	Stockholders' Equity			Cumulative Distributions in Excess of Earnings	Cumulative Other Comprehensive Income (Loss)	Total Equity
	Common Stock		Additional Paid-In Capital			
	Shares	Amount				
Balance, December 31, 2014	124,973	\$1,249	\$4,601,808	\$(1,867,611)	\$ (1,968 )	\$2,733,478
Common stock issued to employees and directors, and amortized (net of amounts withheld for income taxes)	104	1	393	—	—	394
Distributions to common stockholders (\$0.30 per share)	—	—	—	(37,523 )	—	(37,523 )
Net income	—	—	—	5,598	—	5,598
Market value adjustment to interest rate swap	—	—	—	—	159	159
Balance, March 31, 2015	125,077	\$1,250	\$4,602,201	\$(1,899,536)	\$ (1,809 )	\$2,702,106

See accompanying notes.

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COLUMBIA PROPERTY TRUST, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands)

	(Unaudited)	
	Three Months Ended	
	March 31,	
	2016	2015
Cash Flows from Operating Activities:		
Net income	\$6,697	\$5,598
Adjustments to reconcile net income to net cash provided by operating activities:		
Straight-line rental income	(6,168 )	(5,064 )
Depreciation	29,289	34,007
Amortization	14,753	20,477
Noncash interest expense	1,012	1,069
Loss on early extinguishment of debt	—	477
Gain on interest rate swaps	—	(1,315 )
Loss from unconsolidated joint venture	1,552	—
Loss on sale of real estate	310	—
Stock-based compensation expense	1,382	1,014
Changes in assets and liabilities, net of acquisitions:		
Decrease (increase) in tenant receivables, net	798	(3,935 )
Increase in prepaid expenses and other assets	(244 )	(1,295 )
Decrease in accounts payable and accrued expenses	(3,613 )	(7,436 )
Increase (decrease) in deferred income	(2,928 )	935
Net cash provided by operating activities	42,840	44,532
Cash Flows from Investing Activities:		
Net proceeds from the sale of real estate	159,406	—
Real estate acquisitions	—	(551,277)
Capital improvements	(14,295 )	(17,256 )
Deferred lease costs paid	(3,683 )	(6,804 )
Investments in unconsolidated joint venture	(4,641 )	—
Net cash provided by (used in) investing activities	136,787	(575,337)
Cash Flows from Financing Activities:		
Financing costs paid	—	(3,429 )
Proceeds from lines of credit and notes payable	131,000	463,000
Repayments of lines of credit and notes payable	(57,341 )	(358,684)
Proceeds from issuance of bonds payable	—	349,507
Distributions paid to stockholders	(74,393 )	(37,523 )
Redemptions of common stock	(26,162 )	(620 )
Net cash provided by (used in) financing activities	(26,896 )	412,251
Net increase (decrease) in cash and cash equivalents	152,731	(118,554)
Cash and cash equivalents, beginning of period	32,645	149,790
Cash and cash equivalents, end of period	\$185,376	\$31,236
See accompanying notes.		

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COLUMBIA PROPERTY TRUST, INC.  
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
MARCH 31, 2016  
(unaudited)

1. Organization

Columbia Property Trust, Inc. ("Columbia Property Trust") (NYSE: CXP) is a Maryland corporation that operates as a real estate investment trust ("REIT") for federal income tax purposes and owns and operates commercial real estate properties. Columbia Property Trust was incorporated in 2003, commenced operations in 2004, and conducts business primarily through Columbia Property Trust Operating Partnership, L.P. ("Columbia Property Trust OP"), a Delaware limited partnership. Columbia Property Trust is the general partner and sole owner of Columbia Property Trust OP and possesses full legal control and authority over its operations. Columbia Property Trust OP acquires, develops, owns, leases, and operates real properties directly, through wholly owned subsidiaries, or through joint ventures. References to Columbia Property Trust, "we," "us," or "our" herein shall include Columbia Property Trust and all subsidiaries of Columbia Property Trust, direct and indirect, and any unconsolidated joint ventures.

Columbia Property Trust typically invests in high-quality, income-generating office properties. As of March 31, 2016, Columbia Property Trust owned 26 office properties and one hotel, containing approximately 13.3 million square feet of commercial space, located in 12 states and the District of Columbia. All of the properties are wholly owned, except for one property, which is owned through an unconsolidated joint venture, as described in Note 4, Unconsolidated Joint Venture. As of March 31, 2016, the office properties, including Columbia Property Trust's share of the unconsolidated joint venture, were approximately 92.4% leased.

2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements of Columbia Property Trust have been prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"), including the instructions to Form 10-Q and Article 10 of Regulation S-X, and do not include all of the information and footnotes required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements. In the opinion of management, the statements for these unaudited interim periods presented include all adjustments, which are of a normal and recurring nature, necessary for a fair and consistent presentation of the results for such periods. Results for these interim periods are not necessarily indicative of a full year's results. Columbia Property Trust's consolidated financial statements include the accounts of Columbia Property Trust, Columbia Property Trust OP, and any variable interest entity in which Columbia Property Trust or Columbia Property Trust OP was deemed the primary beneficiary. With respect to entities that are not variable interest entities, Columbia Property Trust's consolidated financial statements also include the accounts of any entity in which Columbia Property Trust, Columbia Property Trust OP, or their subsidiaries own a controlling financial interest and any limited partnership in which Columbia Property Trust, Columbia Property Trust OP, or their subsidiaries own a controlling general partnership interest. All intercompany balances and transactions have been eliminated in consolidation. For further information, refer to the financial statements and footnotes included in Columbia Property Trust's Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 Form 10-K").

Fair Value Measurements

Columbia Property Trust estimates the fair value of its assets and liabilities (where currently required under GAAP) consistent with the provisions of Accounting Standard Codification ("ASC") 820, Fair Value Measurements ("ASC 820"). Under this standard, fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date. While various techniques and assumptions can be used to estimate fair value depending on the nature of the asset or liability, the accounting standard for fair value measurements and disclosures provides the following fair value technique parameters and hierarchy, depending upon availability:

Level 1 – Assets or liabilities for which the identical term is traded on an active exchange, such as publicly traded instruments or futures contracts.

Level 2 – Assets or liabilities valued based on observable market data for similar instruments.

Level 3 – Assets or liabilities for which significant valuation assumptions are not readily observable in the market. Such assets or liabilities are valued based on the best available data, some of which may be internally developed. Significant assumptions may include risk premiums that a market participant would consider.

#### Real Estate Assets

Columbia Property Trust is required to make subjective assessments as to the useful lives of its depreciable assets. Columbia Property Trust considers the period of future benefit of the asset to determine the appropriate useful lives. These assessments have a direct impact on net income. The estimated useful lives of its assets by class are as follows:

Buildings	40 years
Building and site improvements	5-25 years
Tenant improvements	Shorter of economic life or lease term
Intangible lease assets	Lease term

#### Evaluating the Recoverability of Real Estate Assets

Columbia Property Trust continually monitors events and changes in circumstances that could indicate that the carrying amounts of its real estate and related intangible assets, of both operating properties and properties under construction, in which Columbia Property Trust has an ownership interest, either directly or through investments in joint ventures, may not be recoverable. When indicators of potential impairment are present that suggest that the carrying amounts of real estate assets and related intangible assets and liabilities may not be recoverable, Columbia Property Trust assesses the recoverability of these assets and liabilities by determining whether the respective carrying values will be recovered through the estimated undiscounted future cash flows expected from the use of the assets and their eventual disposition. In the event that such expected undiscounted future cash flows do not exceed the carrying values, Columbia Property Trust adjusts the carrying value of the real estate assets and related intangible assets and liabilities to the estimated fair values, pursuant to the property, plant, and equipment accounting standard for the impairment or disposal of long-lived assets, and recognizes an impairment loss. Estimated fair values are calculated based on the following information, in order of preference, depending upon availability: (i) recently quoted market prices, (ii) market prices for comparable properties, or (iii) the present value of future cash flows, including estimated salvage value. Certain of Columbia Property Trust's assets may be carried at more than an amount that could be realized in a current disposition transaction. Columbia Property Trust has determined that there is no impairment in the carrying values of our real estate assets and related intangible assets as of March 31, 2016.

Projections of expected future operating cash flows require that Columbia Property Trust estimate future market rental income amounts subsequent to the expiration of current lease agreements, 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 Columbia Property Trust's real estate assets and related intangible assets and liabilities and net income.

#### Assets Held for Sale

Columbia Property Trust classifies assets as held for sale according to ASC 360, Accounting for the Impairment or Disposal of Long-Lived Assets ("ASC 360"). According to ASC 360, assets are considered held for sale when the following criteria are met:

- Management, having the authority to approve the action, commits to a plan to sell the property.
- The property is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such property.
- An active program to locate a buyer and other actions required to complete the plan to sell the property have been initiated.
- The sale of the property is probable, and transfer of the property is expected to qualify for recognition as a completed sale, within one year.
- The property is being actively marketed for sale at a price that is reasonable in relation to its current fair value.
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

At such time that a property is determined to be held for sale, its carrying amount is adjusted to the lower of its depreciated book value or its estimated fair value, less costs to sell, and depreciation is no longer recognized. As of March 31, 2016, none of Columbia Property Trust's properties met the criteria to be classified as held for sale in the accompanying consolidated balance sheet.





Intangible Assets and Liabilities Arising from In-Place Leases where Columbia Property Trust Is the Lessor  
Upon the acquisition of real properties, Columbia Property Trust allocates the purchase price of properties to tangible assets, consisting of land, building, site improvements, and identified intangible assets and liabilities, including the value of in-place leases, based in each case on Columbia Property Trust's estimate of their fair values in accordance with ASC 820 (see Fair Value Measurements section above for additional detail).

When calculating the intangible assets and liabilities for above-market and below-market tenant and ground leases where we are either the lessor or the lessee, the difference between the contractual rental rates and our estimate of market rental rates is measured over a period equal to the remaining non-cancelable term of the leases, including significantly below market renewal options for which exercise of the renewal option appears to be reasonably assured. The remaining term of leases with renewal options at terms significantly below market reflect the assumed exercise of such below market renewal options and assume the amortization period would coincide with the extended lease term. As of March 31, 2016 and December 31, 2015, Columbia Property Trust had the following gross intangible in-place lease assets and liabilities (in thousands):

		Intangible Lease			
		Assets		Intangible	Intangible
		Above-Market	Absorption	Lease	Below-Market
		In-Place	Period	Origination	In-Place Lease
		Lease	Costs	Costs	Liabilities
		Assets			
March 31, 2016	Gross	\$50,463	\$298,982	\$244,740	\$135,252
	Accumulated Amortization	(38,764)	(187,508)	(174,180)	(82,098)
	Net	\$11,699	\$111,474	\$70,560	\$53,154
December 31, 2015	Gross	\$50,463	\$317,841	\$258,672	\$138,663
	Accumulated Amortization	(37,971)	(194,446)	(181,482)	(81,496)
	Net	\$12,492	\$123,395	\$77,190	\$57,167

For the three months ended March 31, 2016 and 2015, Columbia Property Trust recognized the following amortization of intangible lease assets and liabilities (in thousands):

		Intangible Lease			
		Assets		Intangible	Intangible
		Above-Market	Absorption	Lease	Below-Market
		In-Place	Period	Origination	In-Place Lease
		Lease	Costs	Costs	Liabilities
		Assets			
For the three months ended March 31, 2016		\$794	\$8,529	\$5,269	\$3,681
For the three months ended March 31, 2015		\$1,367	\$12,362	\$8,157	\$5,411

The remaining net intangible assets and liabilities, as of March 31, 2016, will be amortized as follows (in thousands):

		Intangible Lease			
		Assets		Intangible	Intangible
		Above-Market	Absorption	Lease	Below-Market
		In-Place	Period	Origination	In-Place Lease
		Lease	Costs	Costs	Liabilities
		Assets			
For the remainder of 2016		\$1,769	\$21,133	\$12,751	\$10,084
For the years ending December 31:					
2017		1,383	19,396	12,310	9,162
2018		1,041	15,329	9,487	7,218
2019		1,041	13,459	8,507	6,540
2020		1,039	11,487	7,439	5,346
2021		1,032	7,328	3,306	3,095
Thereafter		4,394	23,342	16,760	11,709

\$11,699 \$ 111,474 \$ 70,560 \$ 53,154

**Intangible Assets and Liabilities Arising from In-Place Leases where Columbia Property Trust Is the Lessee**  
 In-place ground leases where Columbia Property Trust is the lessee may have positive or negative value associated with effective contractual rental rates that are above or below market rates at the time of execution or assumption. Such values are calculated based on the present value (using a discount rate that reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place lease and (ii) management's estimate of fair market lease rates for the corresponding in-place lease at the time of execution or assumption. This calculation includes significantly below-market renewal options for which exercise of the renewal option appears to be reasonably assured. These intangible leases assets and liabilities are measured over the actual or assumed (in the case of renewal options) remaining lease terms. The capitalized above-market and below-market in-place lease values are recorded as intangible lease liabilities and assets, respectively, and are amortized as an adjustment to property operating cost over the remaining term of the respective leases. Columbia Property Trust had gross below-market lease assets of approximately \$140.9 million as of March 31, 2016 and December 31, 2015, and recognized amortization of these assets of approximately \$0.6 million for the three months ended March 31, 2016 and 2015.

As of March 31, 2016, the remaining net below-market intangible lease assets will be amortized as follows (in thousands):

For the remainder of 2016	\$1,912
For the years ending December 31:	
2017	2,549
2018	2,549
2019	2,549
2020	2,549
2021	2,549
Thereafter	107,953
	\$122,610

#### Interest Rate Swap Agreements

Columbia Property Trust enters into interest rate swap contracts to mitigate its interest rate risk on the related financial instruments. Columbia Property Trust does not enter into derivative or interest rate swap transactions for speculative purposes; however, certain of its derivatives may not qualify for hedge accounting treatment. Columbia Property Trust records the fair value of its interest rate swaps either as prepaid expenses and other assets or as accounts payable, accrued expenses, and accrued capital expenditures. Changes in the fair value of the effective portion of interest rate swaps that are designated as cash flow hedges are recorded as other comprehensive income, while changes in the fair value of the ineffective portion of a cash flow hedge, if any, are recognized currently in earnings. All changes in the fair value of interest rate swaps that do not qualify for hedge accounting treatment are recorded as gain (loss) on interest rate swaps. Amounts received or paid under interest rate swap agreements are recorded as interest expense for contracts that qualify for hedge accounting treatment and as gain (loss) on interest rate swaps for contracts that do not qualify for hedge accounting treatment. The following tables provide additional information related to Columbia Property Trust's interest rate swaps (in thousands):

Instrument Type	Balance Sheet Classification	Estimated Fair Value as of	
		March 31, 2016	December 31, 2015
Derivatives designated as hedging instruments:			
Interest rate contracts	Accounts payable	\$(7,293)	\$(2,436)

Columbia Property Trust applied the provisions of ASC 820 in recording its interest rate swaps at fair value. The fair values of the interest rate swaps, classified under Level 2, were determined using a third-party proprietary model that is based on prevailing market data for contracts with matching durations, current and anticipated London Interbank Offered Rate ("LIBOR") information, and reasonable estimates about relevant future market conditions. Columbia Property Trust has determined that the fair value, as determined by the third party, is reasonable.



	Three Months Ended March 31,	
	2016	2015
Market value adjustment to interest rate swaps designated as hedging instruments and included in other comprehensive income	\$(4,857)	\$159
Loss on interest rate swap recognized through earnings	\$—	\$(6 )

During the periods presented, there was no hedge ineffectiveness required to be recognized into earnings on the interest rate swaps that qualified for hedge accounting treatment.

#### Income Taxes

Columbia Property Trust has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), and has operated as such beginning with its taxable year ended December 31, 2003. To qualify as a REIT, Columbia Property Trust must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its REIT taxable income, as defined by the Code, to its stockholders. As a REIT, Columbia Property Trust generally is not subject to income tax on income it distributes to stockholders. Columbia Property Trust's stockholder distributions typically exceed its taxable income due to the inclusion of noncash expenses, such as depreciation, in taxable income. As a result, Columbia Property Trust typically does not incur federal income taxes other than as described in the following paragraph. Columbia Property Trust is, however, subject to certain state and local taxes related to the operations of properties in certain locations, which have been provided for in the accompanying consolidated financial statements.

Columbia Property Trust TRS, LLC ("Columbia Property Trust TRS"), Columbia KCP TRS, LLC ("Columbia KCP TRS"), and Columbia Energy TRS, LLC ("Columbia Energy TRS") (collectively, the "TRS Entities") are wholly owned subsidiaries of Columbia Property Trust, are organized as Delaware limited liability companies, and operate, among other things, office properties that Columbia Property Trust does not intend to hold long term and a full-service hotel. Columbia Property Trust has elected to treat the TRS Entities as taxable REIT subsidiaries. Columbia Property Trust may perform certain additional, noncustomary services for tenants of its buildings through the TRS Entities; however, any earnings related to such services are subject to federal and state income taxes. In addition, for Columbia Property Trust to continue to qualify as a REIT, Columbia Property Trust must limit its investments in taxable REIT subsidiaries to 25% of the value of the total assets. The TRS Entities' deferred tax assets and liabilities represent temporary differences between the financial reporting basis and the tax basis of assets and liabilities based on the enacted rates expected to be in effect when the temporary differences reverse. If applicable, Columbia Property Trust records interest and penalties related to uncertain tax positions as general and administrative expense in the accompanying consolidated statements of operations.

#### Reclassification

Certain prior period amounts may be reclassified to conform with the current-period financial statement presentation. Within the financing section of the consolidated statement of cash flows, shares redeemed to fund income tax withholdings presented in prior year is now included in share redemptions.

#### Recent Accounting Pronouncement

In February 2016, the Financial Accounting Standards Board issued ASU 2016-02, Leases ("ASU 2016-02"), which amends the existing standards for lease accounting by requiring lessees to recognize most leases on their balance sheets, and making targeted changes to lessor accounting and reporting. The new standard will require lessees to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months, and classify such 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 (finance leases), on a straight-line basis over the term of the lease (operating leases). Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance as applies to sales-type leases, direct financing leases and operating leases. ASU 2016-02 supersedes previous leasing standards. ASU 2016-02 is effective for Columbia Property Trust for reporting periods beginning after December 15, 2018, with early adoption permitted. Columbia Property Trust is evaluating the impact

ASU 2016-02 will have on its financial position and results of operations.

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## 3. Real Estate Transactions

## Acquisitions

During the three months ended March 31, 2016, Columbia Property Trust did not acquire any properties. During 2015, Columbia Property Trust acquired the following properties (in thousands):

Location	315 Park Avenue South Building New York, NY	1881 Campus Commons Building Reston, VA	116 Huntington Avenue Building Boston, MA	229 West 43rd Street Building New York, NY
Date Acquired	January 7, 2015	January 7, 2015	January 8, 2015	August 4, 2015
Purchase price:				
Land	\$119,633	\$7,179	\$—	\$207,233
Building and improvements	232,598	49,273	108,383	265,952
Intangible lease assets	16,912	4,643	7,907	27,039
Intangible below market ground lease assets	—	—	30,244	—
Intangible lease origination costs	4,148	1,603	2,669	10,059
Intangible below market lease liability	(7,487)	(97)	(1,878)	—
Total purchase price	\$365,804	\$62,601	\$147,325	\$510,283

Note 2, Summary of Significant Accounting Policies, provides a discussion of the estimated useful life for each asset class.

## 315 Park Avenue South Building &amp; 1881 Campus Commons Building

On January 7, 2015, Columbia Property Trust acquired two assets, 315 Park Avenue South, a 327,000-square-foot office building in New York, New York (the "315 Park Avenue South Building"), and 1881 Campus Commons, a 244,000-square-foot office building in Reston, Virginia (the "1881 Campus Commons Building"). This portfolio was acquired for \$436.0 million, exclusive of transaction costs and purchase price adjustments, using proceeds from the issuance of \$350.0 million bonds payable due in 2025, proceeds from the Revolving Credit Facility, and cash on hand. As of the acquisition date, the 315 Park Avenue South Building was 94.9% leased to nine tenants, including Credit Suisse (74%). For the period from January 7, 2015 to March 31, 2015, Columbia Property Trust recognized revenues of \$6.2 million and a net loss of \$1.3 million from the 315 Park Avenue South Building. The net loss includes acquisition expenses of \$1.2 million.

As of the acquisition date, the 1881 Campus Commons Building was 78.0% leased to 15 tenants, including SOS International (15%) and Siemens (12%). For the period from January 7, 2015 to March 31, 2015, Columbia Property Trust recognized revenues of \$1.5 million and a net loss of \$0.6 million from the 1881 Campus Commons Building. The net loss includes acquisition expenses of \$0.5 million.

## 116 Huntington Avenue Building

On January 8, 2015, Columbia Property Trust acquired a 271,000-square-foot office building in Boston, Massachusetts (the "116 Huntington Avenue Building"), for \$152.0 million, inclusive of capital credits, using proceeds from the issuance of \$350.0 million bonds payable due in 2025, proceeds from the Revolving Credit Facility, and cash on hand. As of the acquisition date, the 116 Huntington Avenue Building was 78.0% leased to 17 tenants, including American Tower (21%), GE Healthcare (13%), and Brigham and Women's (12%). For the period from January 8, 2015 to March 31, 2015, Columbia Property Trust recognized revenues of \$2.9 million and a net loss of \$0.2 million from the 116 Huntington Avenue Building. The net loss includes acquisition expenses of \$0.3 million.

## 229 West 43rd Street Building

On August 4, 2015, Columbia Property Trust acquired the 481,000-square-foot office portion of the 229 West 43rd Street building, a 16-story, 732,000-square-foot building located in the Times Square sub-market of Manhattan in New York, New York (the "229 West 43rd Street Building"), for \$516.0 million, exclusive of transaction costs and purchase price adjustments. This acquisition was funded with the \$300 Million Bridge Loan and borrowings on the

Revolving Credit Facility, as described in Note 5, Line of Credit and Notes Payable. As of the acquisition date, the 229 West 43rd Street Building was 98% leased to nine tenants, including Yahoo! (40%), Snapchat (13%), Collective, Inc. (12%), and MongoDB (10%).



## Proforma Financial Information

The following unaudited pro forma statements of operations presented for the three months ended March 31, 2015, have been prepared for Columbia Property Trust to give effect to the acquisitions of the 315 Park Avenue South Building, the 1881 Campus Commons Building, the 116 Huntington Avenue Building, and the 229 West 43rd Street Building as if the acquisitions occurred on January 1, 2014. Columbia Property Trust owned these buildings for the entirety of the three months ended March 31, 2016. The following unaudited pro forma financial results for Columbia Property Trust have been prepared for informational purposes only and are not necessarily indicative of future results or of actual results that would have been achieved had these acquisitions been consummated as of January 1, 2014 (in thousands).

	Three Months Ended March 31, 2015
Revenues	\$ 154,965
Net income	\$6,723
Net income per share - basic	\$0.05
Net income per share - diluted	\$0.05

## Dispositions

During 2016 and 2015, Columbia Property Trust closed on the following transactions:

## 100 East Pratt Property

On March 31, 2016, Columbia Property Trust sold the 100 East Pratt Property in Baltimore, Maryland for \$187.0 million, before purchase price adjustments, and recognized a \$0.3 million loss on the sale. The net sale proceeds of \$159.4 million were used to repay \$119.0 million remaining on the \$300 Million Bridge Loan on April 1, 2016, and to reduce the outstanding balance of the Revolving Credit Facility.

## 1881 Campus Commons Building

On December 10, 2015, Columbia Property Trust sold the 1881 Campus Commons Building in Reston, Virginia, for \$65.0 million, exclusive of purchase price adjustments and closing costs, yielding a gain of \$0.5 million. The proceeds from the sale of the 1881 Campus Commons Building were used to reduce the outstanding balance of the \$300 Million Bridge Loan, as described in Note 5, Line of Credit and Notes Payable.

## Market Square Buildings - Partial Sale

On October 28, 2015, Columbia Property Trust transferred the Market Square Buildings and the related \$325.0 million mortgage note to a joint venture (the "Market Square Joint Venture") and sold a 49% interest in the Market Square Joint Venture to Blackstone Property Partners ("Blackstone") for approximately \$120.0 million of net proceeds, which were used to repay a portion of the \$300 Million Bridge Loan. As a result of this transaction, Columbia Property Trust recognized a gain on real estate of \$3.1 million and retains a 51% interest in the Market Square Joint Venture. The Market Square Joint Venture owns and operates the Market Square Buildings through a REIT ("Market Square REIT East & West, LLC"). See Note 4, Unconsolidated Joint Venture, for additional information.

## 11 Property Sale

On July 1, 2015, Columbia Property Trust sold 11 properties to an unaffiliated third party for \$433.3 million, exclusive of closing costs (the "11 Property Sale"), which resulted in a gain of \$20.2 million. The proceeds for 10 of the properties were available on July 1, 2015, and the remaining proceeds were available on August 3, 2015. For the period from January 1, 2015 through July 1, 2015 the aggregate net income, excluding the gain on sale, for the properties included in the 11 Property Sale was \$6.5 million. The following properties make up the 11 Property Sale:

170 Park Avenue Bannockburn Lake III Acxiom  
 180 Park Avenue 544 Lakeview 215 Diehl Road  
 Robbins Road Highland Landmark III 1580 West Nursery  
 550 King Street The Corridors III



#### 4. Unconsolidated Joint Venture

Columbia Property Trust owns a majority interest of 51% in the Market Square Joint Venture, and Blackstone owns the remaining 49% interest in the joint venture. The Market Square Joint Venture owns and operates the Market Square Buildings through Market Square REIT East & West, LLC, which operates as a REIT. The Market Square Buildings are two, 13-story office buildings containing 687,000 square feet of office space in Washington, D.C. Columbia Property Trust shares substantive participation rights with Blackstone, including management selection and termination, and the approval of material operating and capital decisions. As such, Columbia Property Trust uses the equity method of accounting to record its investment in the Market Square Joint Venture. Under the equity method, the investment in the joint venture is recorded at cost and adjusted for cash contributions and distributions, and allocations of income (loss). Cash distributions and earnings are allocated according to the provisions of the joint venture agreement, which are consistent with the ownership percentages for the Market Square Joint Venture. Columbia Property Trust evaluates the recoverability of its investment in unconsolidated joint venture in accordance with accounting standards for equity investments by first reviewing the investment for any indicators of impairment. If indicators are present, Columbia Property Trust estimates the fair value of the investment. If the carrying value of the investment is greater than the estimated fair value, management makes an assessment of whether the impairment is "temporary" or "other-than-temporary." In making this assessment, management considers the following: (1) the length of time and the extent to which fair value has been less than cost, and (2) Columbia Property Trust's intent and ability to retain its interest long enough for a recovery in market value.

As of March 31, 2016, the outstanding balance on the interest-only Market Square mortgage note is \$325.0 million, bearing interest at 5.07%. The Market Square mortgage note matures on July 1, 2023. On October 28, 2015, Columbia Property Trust entered into a guaranty of a \$25.0 million portion of the Market Square mortgage note, the amount of which will be reduced as space is leased.

Condensed balance sheet information for the Market Square Joint Venture is as follows (in thousands):

	March 31, 2016	December 31, 2015
Total assets	\$573,428	\$573,073
Total debt	\$324,616	\$324,603
Total equity	\$233,973	\$230,060
Columbia Property Trust's investment	\$121,784	\$118,695

Condensed income statement information for the Market Square Joint Venture is as follows (in thousands):

	Three Months Ended March 31, 2016
Total revenues	\$11,663
Net loss	\$(3,043)
Columbia Property Trust's share	\$(1,552)

Columbia Property Trust provides property and asset management services to the Market Square Joint Venture. Under these agreements, Columbia Property Trust oversees the day-to-day operations of the Market Square Joint Venture and the Market Square Buildings, including property management, property accounting, and other property services. Columbia Property Trust receives property management fees equal to 3.0% of the gross revenue of the Market Square Buildings and reimbursements of property operating costs, payable monthly, and asset management fees of \$1.0 million annually, in equal quarterly installments. During the three months ended March 31, 2016, Columbia Property Trust earned \$0.7 million in fees related to these asset and property management services, which are included in other property income on the accompanying consolidated statement of operations. As of March 31, 2016, \$0.2 million in property management fees were due from the Market Square Joint Venture, and included in prepaid expenses and other assets on the accompanying consolidated balance sheet.



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## 5. Line of Credit and Notes Payable

As of March 31, 2016 and December 31, 2015, Columbia Property Trust had the following line of credit and notes payable indebtedness (excluding bonds payable; see Note 6, Bonds Payable) in thousands:

Facility	March 31, 2016	December 31, 2015
Revolving Credit Facility	\$322,000	\$247,000
\$300 Million Term Loan	300,000	300,000
\$150 Million Term Loan	150,000	150,000
650 California Street Building mortgage note	128,169	128,785
\$300 Million Bridge Loan	119,000	119,000
221 Main Street Building mortgage note	73,000	73,000
263 Shuman Boulevard Building mortgage note	49,000	49,000
SanTan Corporate Center mortgage notes	39,000	39,000
One Glenlake Building mortgage note	28,553	29,278
Less: Deferred financing costs related to term loans and notes payable, net of accumulated amortization	(4,044 )	(4,492 )
Total indebtedness	\$1,204,678	\$1,130,571
Fair Value of Debt		

The estimated fair value of Columbia Property Trust's line of credit and notes payable as of March 31, 2016 and December 31, 2015, was approximately \$1,214.5 million and \$1,140.1 million, respectively. The related carrying value of the line of credit and notes payable as of March 31, 2016 and December 31, 2015, was \$1,208.7 million and \$1,135.1 million, respectively. Columbia Property Trust estimated the fair value of the \$300 Million Term Loan (the "\$300 Million Term Loan") and the Revolving Credit Facility (the "Revolving Credit Facility") by obtaining estimates for similar facilities from multiple market participants as of the respective reporting dates. Therefore, the fair values determined are considered to be based on observable market data for similar instruments (Level 2). The fair values of all other debt instruments were estimated based on discounted cash flow analyses using the current incremental borrowing rates for similar types of borrowing arrangements as of the respective reporting dates. The discounted cash flow method of assessing fair value results in a general approximation of value, and such value may never actually be realized.

## Interest Paid and Capitalized and Debt Covenants

During the three months ended March 31, 2016 and 2015, Columbia Property Trust made interest payments totaling approximately \$7.6 million and \$15.5 million, respectively, of which approximately \$0.1 million was capitalized during the three months ended March 31, 2016 and March 31, 2015. As of March 31, 2016, Columbia Property Trust believes it was in compliance with the restrictive financial covenants on its term loans, the Revolving Credit Facility, and notes payable obligations.

## Debt Repayments

On April 1, 2016, Columbia Property Trust repaid the \$119.0 million remaining on its \$300 million, six-month unsecured loan, which was used to finance a portion of the 229 West 43rd Street Building acquisition in August of 2015 (the "\$300 Million Bridge Loan"). The \$300 Million Bridge Loan was scheduled to mature on August 4, 2016.

## 6. Bonds Payable

In March 2015, Columbia Property Trust OP issued \$350.0 million of ten-year, unsecured 4.150% senior notes at 99.859% of their face value (the "2025 Bonds Payable"), which are guaranteed by Columbia Property Trust. Columbia Property Trust OP received proceeds from the 2025 Bonds Payable, net of fees, of \$347.2 million. The 2025 Bonds Payable require semi-annual interest payments in April and October based on a contractual annual interest rate of 4.150%. In the accompanying consolidated balance sheets, the 2025 Bonds Payable are shown net of the initial issuance discount of approximately \$0.5 million, which will be amortized to interest expense over the term of the 2025 Bonds Payable using the effective interest method. The principal amount of the 2025 Bonds Payable is due and payable on the maturity date, April 1, 2025.

In 2011, Columbia Property Trust OP issued \$250.0 million of seven-year, unsecured 5.875% senior notes at 99.295% of their face value (the "2018 Bonds Payable"), which are guaranteed by Columbia Property Trust. Columbia Property Trust OP received

proceeds from the 2018 Bonds Payable, net of fees, of \$246.7 million. The 2018 Bonds Payable require semi-annual interest payments in April and October based on a contractual annual interest rate of 5.875%, which is subject to adjustment in certain circumstances. In the accompanying consolidated balance sheets, the 2018 Bonds Payable are shown net of the initial issuance discount of approximately \$1.8 million, which is amortized to interest expense over the term of the 2018 Bonds Payable using the effective interest method. The principal amount of the 2018 Bonds Payable is due and payable on the maturity date, April 1, 2018.

No interest payments were made on the 2018 Bonds Payable or the 2025 Bonds Payable during the three months ended March 31, 2016 and 2015. Columbia Property Trust is subject to substantially similar covenants under the 2025 Bonds Payable and the 2018 Bonds Payable. As of March 31, 2016, Columbia Property Trust believes it was in compliance with the restrictive covenants on the 2025 Bonds Payable and the 2018 Bonds Payable.

As of March 31, 2016 and December 31, 2015, the estimated fair value of the 2025 Bonds Payable and the 2018 Bonds Payable was approximately \$602.2 million and \$602.3 million, respectively. The related carrying value of the bonds payable, net of discounts, as of March 31, 2016 and December 31, 2015 was \$599.0 million. The fair value of the bonds payable was estimated based on discounted cash flow analyses using the current incremental borrowing rates for similar types of borrowings as the 2025 Bonds Payable and the 2018 Bonds Payable arrangements as of the respective reporting dates (Level 2). The discounted cash flow method of assessing fair value results in a general approximation of value, and such value may never actually be realized.

#### 7. Commitments and Contingencies

##### Commitments Under Existing Lease Agreements

Certain lease agreements include provisions that, at the option of the tenant, may obligate Columbia Property Trust to expend capital to expand an existing property or provide other expenditures for the benefit of the tenant. As of March 31, 2016, no such options have been exercised that have not been materially satisfied.

##### Guaranty of Debt of Unconsolidated Joint Venture

Upon entering in to the Market Square Joint Venture in October 2015, Columbia Property Trust entered into a guaranty of a \$25.0 million portion of the Market Square mortgage note, the amount of which will be reduced as space is leased. As of March 31, 2016, Columbia Property Trust believes that the likelihood of making a payment under this guaranty is remote; therefore, no liability has been recorded related to this guaranty.

##### Litigation

Columbia Property Trust is subject to various legal proceedings, claims, and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance. Management makes assumptions and estimates concerning the likelihood and amount of any reasonably possible loss relating to these matters using the latest information available. Columbia Property Trust records a liability for litigation if an unfavorable outcome is probable and the amount of loss or range of loss can be reasonably estimated. If an unfavorable outcome is probable and a reasonable estimate of the loss is a range, Columbia Property Trust accrues the best estimate within the range. If no amount within the range is a better estimate than any other amount, Columbia Property Trust accrues the minimum amount within the range. If an unfavorable outcome is probable but the amount of the loss cannot be reasonably estimated, Columbia Property Trust discloses the nature of the litigation and indicates that an estimate of the loss or range of loss cannot be made. If an unfavorable outcome is reasonably possible and the estimated loss is material, Columbia Property Trust discloses the nature and estimate of the possible loss of the litigation. Columbia Property Trust does not disclose information with respect to litigation where the possibility of an unfavorable outcome is considered to be remote. Based on current expectations, such matters, both individually and in the aggregate, are not expected to have a material adverse effect on the liquidity, results of operations, business, or financial condition of Columbia Property Trust. Columbia Property Trust is not currently involved in any legal proceedings of which management would consider the outcome to be reasonably likely to have a material adverse effect on the results of operations, liquidity, or financial condition of Columbia Property Trust.

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## 8. Stockholders' Equity

## Common Stock Repurchase Program

Columbia Property Trust's board of directors has authorized the repurchase of up to an aggregate of \$200 million of its common stock, par value \$0.01 per share, through September 4, 2017 (the "Stock Repurchase Program"). Columbia Property Trust will continue to evaluate the purchase of shares, primarily through open market transactions which are subject to market conditions and other factors. Under the Stock Repurchase Program, since inception, Columbia Property Trust has acquired approximately 1.8 million shares at an average price of \$22.60 per share, for aggregate purchases of \$41.3 million. As of March 31, 2016, \$158.7 million remains available for repurchases under the Stock Repurchase Program. Common stock repurchases are charged against equity as incurred, and the repurchased shares are retired.

## Long-Term Incentive Plan

Columbia Property Trust maintains a long-term incentive plan that provides for grants of stock to be made to certain employees and independent directors of Columbia Property Trust (the "LTIP"). Columbia Property Trust's shareholders approved the LTIP in July 2013, and a total of 2.0 million shares are authorized and reserved for issuance under the LTIP.

On January 21, 2016, Columbia Property Trust granted 231,015 shares of common stock to employees, net of 20,842 shares withheld to settle the related tax liability, under the LTIP (the "2015 LTIP Employee Grant"), of which 25% vested upon grant, and the remaining shares will vest ratably, with the passage of time, on January 31, 2017, 2018, and 2019. Employees will receive quarterly dividends related to their entire grant, including the unvested shares, on each dividend payment date. A summary of the activity for the employee stock grants under the LTIP for the three months ended March 31, 2016 follows:

	For the Three Months Ended March 31, 2016	
	Shares	Weighted-Average Grant-Date Fair Value <sup>(1)</sup>
	(in thousands)	(in \$)
Unvested shares - beginning of period	151	\$ 24.59
Granted	247	\$ 21.79
Vested	(135)	\$ 23.33
Forfeited	(1 )	\$ 21.90
Unvested shares - end of period <sup>(2)</sup>	262	\$ 22.61

(1) Columbia Property Trust determined the weighted-average grant-date fair value using the market closing price on the date of the respective grants.

As of March 31, 2016, we expect approximately 249,000 of the 262,000 unvested shares to ultimately vest,

(2) assuming a forfeiture rate of 5.0%, which was determined based on peer company data, adjusted for the specifics of the LTIP.

During the three months ended March 31, 2016 and 2015, Columbia Property Trust paid quarterly installments of the independent directors' annual equity retainers by granting shares to the independent directors, which vested at the time of grant. A summary of these grants, made under the LTIP, follows:

Date of Grant	Shares	Grant-Date Fair Value
2016 Director Grants:		
January 4, 2016	7,439	\$ 23.00
2015 Director Grants:		
January 2, 2015	5,850	\$ 25.75





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For the three months ended March 31, 2016 and 2015, Columbia Property Trust incurred the stock-based compensation expense related to the following events (in thousands):

	Three Months Ended March 31,	
	2016	2015
Amortization of unvested LTIP awards	\$851	\$563
Future employee awards <sup>(1)</sup>	360	300
Issuance of shares to independent directors	171	151
Total stock-based compensation expense	\$1,382	\$1,014

These future employee awards relate to service during the period, to be granted in January of the subsequent year, <sup>(1)</sup> with 25% vesting on the date of grant, and the remaining 75% vesting ratably on January 31st of each of the following three years.

These expenses are included in general and administrative expenses in the accompanying consolidated statements of operations. As of March 31, 2016 and December 31, 2015, there was \$5.0 million and \$3.2 million, respectively, of unrecognized compensation costs related to unvested awards under the LTIP. This amount will be amortized over the respective vesting period, ranging from one to three years at the time of grant.

#### 9. Supplemental Disclosures of Noncash Investing and Financing Activities

Outlined below are significant noncash investing and financing activities for the three months ended March 31, 2016 and 2015 (in thousands):

	Three Months Ended March 31,	
	2016	2015
Investments in real estate funded with other assets	\$—	\$27,000
Other assets assumed at acquisition	\$—	\$6,119
Other liabilities assumed at acquisition	\$—	\$2,917
Discount on issuance of bonds payable	\$—	\$494
Amortization of net (premiums) discounts on debt	\$75	\$(119 )
Market value adjustments to interest rate swaps that qualify for hedge accounting treatment	\$(4,857)	\$159
Accrued capital expenditures and deferred lease costs	\$2,631	\$10,153
Accrued deferred financing costs	\$—	\$461
Common stock issued to employees and directors, and amortized (net of amounts withheld for income taxes)	\$225	\$393

#### 10. Earnings Per Share

For the three months ended March 31, 2016 and 2015, in computing the basic and diluted earnings-per-share, net income has been reduced for the dividends paid on unvested shares related to unvested awards under the LTIP and future employee awards, which relate to service in the current period and will be granted in January of the subsequent year. The following table reconciles the numerator for the basic and diluted earnings-per-share computations shown on the consolidated statements of income for the three months ended March 31, 2016 and 2015, respectively (in thousands):

	Three Months Ended March 31,	
	2016	2015
Net income	\$6,697	\$5,598
Distributions paid on unvested shares	(82 )	(49 )

Net income used to calculate basic and diluted earnings per share    \$6,615    \$5,549

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The following table reconciles the denominator for the basic and diluted earnings-per-share computations shown on the consolidated statements of income for the three months ended March 31, 2016 and 2015, respectively (in thousands):

	Three Months Ended March 31,	
	2016	2015
Weighted-average common shares - basic	123,393	124,903
Plus incremental weighted-average shares from time-vested conversions, less assumed share repurchases:		
Previously granted LTIP awards, unvested	5	17
Future LTIP awards for 2016	14	15
Weighted-average common shares - diluted	123,412	124,935

#### 11. Financial Information for Parent Guarantor, Issuer Subsidiary, and Non-Guarantor Subsidiaries

The 2025 Bonds Payable and the 2018 Bonds Payable (see Note 6, Bonds Payable) were issued by Columbia Property Trust OP, and are guaranteed by Columbia Property Trust. In accordance with SEC Rule 3-10(c), Columbia Property Trust includes herein condensed consolidating financial information in lieu of separate financial statements of the subsidiary issuer (Columbia Property Trust OP), as defined in the bond indentures, because all of the following criteria are met:

- (1) The subsidiary issuer (Columbia Property Trust OP) is 100% owned by the parent company guarantor (Columbia Property Trust);
- (2) The guarantee is full and unconditional; and
- (3) No other subsidiary of the parent company guarantor (Columbia Property Trust) guarantees the 2025 Bonds Payable or the 2018 Bonds Payable.

Columbia Property Trust uses the equity method with respect to its investment in subsidiaries included in its condensed consolidating financial statements. Set forth below are Columbia Property Trust's condensed consolidating balance sheets as of March 31, 2016 and December 31, 2015 (in thousands), as well as its condensed consolidating statements of operations and its condensed consolidating statements of comprehensive income for the three months ended March 31, 2016 and 2015 (in thousands); and its condensed consolidating statements of cash flows for the three months ended March 31, 2016 and 2015 (in thousands).

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## Condensed Consolidating Balance Sheets (in thousands)

	As of March 31, 2016				
	Columbia Property Trust (Parent) (Guarantor)	Columbia Property Trust OP (the Issuer)	Non- Guarantors	Consolidating adjustments	Columbia Property Trust (Consolidated)
Assets:					
Real estate assets, at cost:					
Land	\$—	\$6,241	\$858,449	\$—	\$ 864,690
Buildings and improvements, net	—	29,300	2,760,703	—	2,790,003
Intangible lease assets, net	—	—	245,783	—	245,783
Construction in progress	—	25	11,198	—	11,223
Total real estate assets	—	35,566	3,876,133	—	3,911,699
Investment in unconsolidated joint venture	—	121,784	—	—	121,784
Cash and cash equivalents	149,341	22,301	13,734	—	185,376
Investment in subsidiaries	2,087,639	1,882,787	—	(3,970,426 )	—
Tenant receivables, net of allowance	—	141	11,590	—	11,731
Straight-line rent receivable	—	1,455	101,912	—	103,367
Prepaid expenses and other assets	317,246	264,587	26,438	(572,492 )	35,779
Intangible lease origination costs, net	—	—	70,560	—	70,560
Deferred lease costs, net	—	1,983	72,519	—	74,502
Investment in development authority bonds	—	—	120,000	—	120,000
Total assets	\$2,554,226	\$2,330,604	\$4,292,886	\$(4,542,918 )	\$ 4,634,798
Liabilities:					
Line of credit and notes payable	\$—	\$888,145	\$886,563	\$(570,030 )	\$ 1,204,678
Bonds payable, net	—	595,509	—	—	595,509
Accounts payable, accrued expenses, and accrued capital expenditures	6	24,846	60,499	—	85,351
Due to affiliates	—	29	2,433	(2,462 )	—
Deferred income	—	38	21,848	—	21,886
Intangible lease liabilities, net	—	—	53,154	—	53,154
Obligations under capital leases	—	—	120,000	—	120,000
Total liabilities	6	1,508,567	1,144,497	(572,492 )	2,080,578
Equity:					
Total equity	2,554,220	822,037	3,148,389	(3,970,426 )	2,554,220
Total liabilities and equity	\$2,554,226	\$2,330,604	\$4,292,886	\$(4,542,918 )	\$ 4,634,798

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## Condensed Consolidating Balance Sheets (in thousands)

	As of December 31, 2015				
	Columbia Property Trust (Parent) (Guarantor)	Columbia Property Trust OP (the Issuer)	Non- Guarantors	Consolidating adjustments	Columbia Property Trust (Consolidated)
Assets:					
Real estate assets, at cost:					
Land	\$—	\$6,241	\$890,226	\$—	\$ 896,467
Building and improvements, net	—	28,913	2,868,518	—	2,897,431
Intangible lease assets, net	—	—	259,136	—	259,136
Construction in progress	—	917	30,930	—	31,847
Total real estate assets	—	36,071	4,048,810	—	4,084,881
Investment in unconsolidated joint venture	—	118,695	—	—	118,695
Cash and cash equivalents	989	14,969	16,687	—	32,645
Investment in subsidiaries	2,333,408	1,901,581	—	(4,234,989 )	—
Tenant receivables, net of allowance	—	52	11,618	—	11,670
Straight-line rent receivable	—	1,311	107,751	—	109,062
Prepaid expenses and other assets	317,151	265,615	26,153	(573,071 )	35,848
Intangible lease origination costs, net	—	—	77,190	—	77,190
Deferred lease costs, net	—	2,055	86,072	—	88,127
Investment in development authority bonds	—	—	120,000	—	120,000
Total assets	\$2,651,548	\$2,340,349	\$4,494,281	\$(4,808,060 )	\$ 4,678,118
Liabilities:					
Lines of credit, term loans, and notes payable	\$—	\$812,836	\$888,340	\$(570,605 )	\$ 1,130,571
Bonds payable, net	—	595,259	—	—	595,259
Accounts payable, accrued expenses, and accrued capital expenditures	—	13,313	85,446	—	98,759
Distributions payable	37,354	—	—	—	37,354
Due to affiliates	—	21	2,445	(2,466 )	—
Deferred income	—	200	24,614	—	24,814
Intangible lease liabilities, net	—	—	57,167	—	57,167
Obligations under capital leases	—	—	120,000	—	120,000
Total liabilities	37,354	1,421,629	1,178,012	(573,071 )	2,063,924
Equity:					
Total equity	2,614,194	918,720	3,316,269	(4,234,989 )	2,614,194
Total liabilities and equity	\$2,651,548	\$2,340,349	\$4,494,281	\$(4,808,060 )	\$ 4,678,118

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## Consolidating Statements of Operations (in thousands)

	For the Three Months Ended March 31, 2016					
	Columbia Property Trust (Parent) (Guarantor)	Columbia Property Trust OP (the Issuer)	Non- Guarantors	Consolidating adjustments	Columbia Property Trust (Consolidated)	
<b>Revenues:</b>						
Rental income	\$—	\$ 849	\$ 98,833	\$ (96	) \$ 99,586	
Tenant reimbursements	—	402	19,351	—	19,753	
Hotel income	—	—	4,663	—	4,663	
Other property income	245	—	2,420	(88	) 2,577	
	245	1,251	125,267	(184	) 126,579	
<b>Expenses:</b>						
Property operating costs	—	771	40,661	(96	) 41,336	
Hotel operating costs	—	—	4,331	—	4,331	
Asset and property management fees:						
Related-party	—	30	—	(30	) —	
Other	—	—	330	—	330	
Depreciation	—	698	28,591	—	29,289	
Amortization	—	76	15,999	—	16,075	
General and administrative	38	2,194	8,316	(58	) 10,490	
	38	3,769	98,228	(184	) 101,851	
Real estate operating income (loss)	207	(2,518	) 27,039	—	24,728	
Other income (expense):						
Interest expense	—	(12,405	) (12,881	) 7,389	(17,897	)
Interest and other income	3,555	3,835	1,804	(7,389	) 1,805	
	3,555	(8,570	) (11,077	) —	(16,092	)
Income before income taxes, unconsolidated joint venture, and loss on sale of real estate	3,762	(11,088	) 15,962	—	8,636	
Income tax expense	—	(7	) (70	) —	(77	)
Income from equity investment	2,935	9,293	—	(13,780	) (1,552	)
Income before on loss of real estate assets	6,697	(1,802	) 15,892	(13,780	) 7,007	
Loss on sale of real estate assets	—	—	(310	) —	(310	)
Net income	\$ 6,697	\$ (1,802	) \$ 15,582	\$ (13,780	) \$ 6,697	

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## Consolidating Statements of Operations (in thousands)

	For the Three Months Ended March 31, 2015					
	Columbia Property Trust (Parent) (Guarantor)	Columbia Property Trust OP (the Issuer)	Non- Guarantors	Consolidating adjustments	Columbia Property Trust (Consolidated)	
<b>Revenues:</b>						
Rental income	\$—	\$ 544	\$ 112,359	\$ (94	) \$ 112,809	
Tenant reimbursements	—	228	28,021	—	28,249	
Hotel income	—	—	4,993	—	4,993	
Other property income	—	—	1,563	(71	) 1,492	
	—	772	146,936	(165	) 147,543	
<b>Expenses:</b>						
Property operating costs	—	739	49,109	(94	) 49,754	
Hotel operating costs	—	—	4,591	—	4,591	
<b>Asset and property management fees:</b>						
Related-party	—	14	—	(14	) —	
Other	—	—	397	—	397	
Depreciation	—	623	33,384	—	34,007	
Amortization	—	56	23,163	—	23,219	
General and administrative	38	1,956	6,107	(57	) 8,044	
Acquisition expenses	—	—	1,995	—	1,995	
	38	3,388	118,746	(165	) 122,007	
Real estate operating income (loss)	(38	) (2,616	) 28,190	—	25,536	
<b>Other income (expense):</b>						
Interest expense	—	(9,225	) (16,899	) 4,640	(21,484	)
Interest and other income	1,991	2,657	1,825	(4,640	) 1,833	
Loss on interest rate swaps	—	—	(6	) —	(6	)
Loss on early extinguishment of debt	—	(477	) —	—	(477	)
Income from equity investment	3,645	12,794	—	(16,439	) —	
	5,636	5,749	(15,080	) (16,439	) (20,134	)
Income before income tax benefit	5,598	3,133	13,110	(16,439	) 5,402	
Income tax benefit (expense)	—	(5	) 201	—	196	
Net income	\$5,598	\$ 3,128	\$ 13,311	\$ (16,439	) \$ 5,598	



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## Consolidating Statements of Comprehensive Income (in thousands)

	For the Three Months Ended March 31, 2016				
	Columbia Property Trust (Parent)	Columbia Property Trust OP (the Guarantor)	Non- Guarantors	Consolidating adjustments	Columbia Property Trust (Consolidated)
Net income	\$6,697	\$(1,802)	\$ 15,582	\$ (13,780)	\$ 6,697
Market value adjustments to interest rate swaps	(4,857)	(4,857)	—	4,857	(4,857)
Comprehensive income	\$1,840	\$(6,659)	\$ 15,582	\$ (8,923)	\$ 1,840
	For the Three Months Ended March 31, 2015				
	Columbia Property Trust (Parent)	Columbia Property Trust OP (the Guarantor)	Non- Guarantors	Consolidating adjustments	Columbia Property Trust (Consolidated)
Net income	\$5,598	\$ 3,128	\$ 13,311	\$ (16,439)	\$ 5,598
Market value adjustments to interest rate swaps	159	159	—	(159)	159
Comprehensive income	\$5,757	\$ 3,287	\$ 13,311	\$ (16,598)	\$ 5,757

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## Consolidating Statements of Cash Flows (in thousands)

	For the Three Months Ended March 31, 2016			
	Columbia Property Trust (Parent) (Guarantor)	Columbia Property Trust OP (the Issuer)	Non- Guarantors	Columbia Property Trust (Consolidated)
Cash flows from operating activities	\$206	\$(13,343)	\$ 55,977	\$ 42,840
Cash flows from investing activities:				
Net proceeds from sale of real estate	159,406	—	—	159,406
Investment in real estate and related assets	—	(336 )	(17,642 )	(17,978 )
Investment in unconsolidated joint venture	—	(4,641 )	—	(4,641 )
Net cash used in investing activities	159,406	(4,977 )	(17,642 )	136,787
Cash flows from financing activities:				
Borrowings, net of fees	—	131,000	—	131,000
Repayments of notes payable	—	(56,000 )	(1,341 )	(57,341 )
Distributions	(74,393 )	—	—	(74,393 )
Redemptions of common stock	(26,162 )	—	—	(26,162 )
Intercompany contributions (distributions)	89,295	(49,348 )	(39,947 )	—
Net cash provided by (used in) financing activities	(11,260 )	25,652	(41,288 )	(26,896 )
Net decrease in cash and cash equivalents	148,352	7,332	(2,953 )	152,731
Cash and cash equivalents, beginning of period	989	14,969	16,687	32,645
Cash and cash equivalents, end of period	\$ 149,341	\$ 22,301	\$ 13,734	\$ 185,376

	For the Three Months Ended March 31, 2015				
	Columbia Property Trust (Parent) (Guarantor)	Columbia Property Trust OP (the Issuer)	Non- Guarantors	Eliminations	Columbia Property Trust (Consolidated)
Cash flows from operating activities	\$(32 )	\$(10,292)	\$ 54,856	\$ —	\$ 44,532
Cash flows from investing activities:					
Net proceeds from sale of real estate	—	—	—	—	—
Investment in real estate and related assets	(57,123)	(494,850)	(23,364 )	—	(575,337 )
Intercompany contributions (distributions)	(553,203)	—	—	553,203	—
Net cash used in investing activities	(610,326)	(494,850)	(23,364 )	553,203	(575,337 )
Cash flows from financing activities:					
Borrowings, net of fees	—	809,078	—	—	809,078
Repayments of line of credit and notes payable	—	(358,000)	(684 )	—	(358,684 )
Distributions	(37,523)	—	—	—	(37,523 )
Redemptions of common stock	(620 )	—	—	—	(620 )
Intercompany contributions (distributions)	532,534	51,140	(30,471 )	(553,203)	—
Net cash provided by (used in) financing activities	494,391	502,218	(31,155 )	(553,203)	412,251
Net decrease in cash and cash equivalents	(115,967)	(2,924 )	337	—	(118,554 )
Cash and cash equivalents, beginning of period	119,488	10,504	19,798	—	149,790
Cash and cash equivalents, end of period	\$ 3,521	\$ 7,580	\$ 20,135	\$ —	\$ 31,236



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12. Subsequent Events

Columbia Property Trust has evaluated subsequent events in connection with the preparation of the consolidated financial statements and notes thereto included in this report on Form 10-Q and did not note any additional subsequent events, other than those disclosed elsewhere in this report.

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

The following discussion and analysis should be read in conjunction with our accompanying consolidated financial statements (and notes thereto) and the "Cautionary Note Regarding Forward-Looking Statements" preceding Part I of this report, as well as our consolidated financial statements (and the notes thereto) and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2015 Form 10-K.

Executive Summary

We are focused on generating long-term shareholder returns through growth in net asset value with an emphasis on high-barrier- to-entry markets. Capital recycling initiatives are enabling us to improve our concentration in key markets and central business districts, as well as to reduce our exposure to single-tenant assets. During 2015, we invested \$1.0 billion in New York and Boston acquisitions, and sold a total of 12 properties situated in outlying markets for \$0.5 billion. We recently announced a plan to further reduce our exposure to non-target markets by selling three additional assets totaling 2.9 million square feet in Baltimore, Cleveland and Newark; we sold the 100 E. Pratt Street Building in Baltimore for gross proceeds of \$187.0 million on March 31, 2016, and are actively engaged in sale discussions for the other two properties. We will continue to seek opportunities to increase our portfolio allocation to central business district properties, multi-tenant buildings, and primary, high barrier markets and, at the same time, optimize the allocation between our traditional, stabilized core investments, and growth-oriented, value-add investments. While transitioning the portfolio to more growth-oriented, value-add properties is likely to cause some dilution in earnings for a period of time, we believe that this transition will improve the opportunity for growth over the longer term.

We are continuing to actively manage our debt capital, with a particular focus on our allocation to unsecured borrowings. Since January 1, 2015, we have refinanced approximately \$1.0 billion of unsecured debt and repaid \$332.5 million of mortgage loans. As a result, over this period we extended our weighted average debt maturity from 3.3 years to 4.8 years<sup>(1)</sup>; decreased our weighted-average cost of borrowing from 4.24% per annum to 3.60% per annum<sup>(1)</sup>; and increased our unencumbered pool of assets as a percentage of gross real estate assets from 61.7% to 80.3%<sup>(1)</sup>.

Further, we have continued to repurchase stock under our Stock Repurchase Program, approved in September of 2015, which authorizes us to purchase up to \$200.0 million of our common stock through September of 2017. We believe a stock repurchase program will enable us to benefit from market downturns, which may cause our stock to be undervalued from time to time. As of March 31, 2016, we had purchased an aggregate of \$41.3 million of common stock at an average price of \$22.60 per share.

Calculated as of March 31, 2016, adjusted to pro forma the impact of the following debt repayments made on April 1, 2016 with net proceeds from the sale of the 100 East Pratt Property: \$119 million remaining on the \$300 million Bridge Loan, and \$28 million of the borrowings outstanding on the Revolving Credit Facility.

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## Key Performance Indicators

Our operating results depend primarily upon the level of income generated by the leases at our properties. Occupancy and rental rates are critical drivers of our lease income. Historically, we have maintained portfolio occupancy above 90% and within a fairly narrow range. Over the last year, our average portfolio percentage leased ranged from 92.1% to 93.3%. The following table sets forth details related to recent leasing activities, which drive changes in our rental revenues:

	Three Months Ended	
	March 31,	
	2016	2015
Total number of leases	9	9
Lease term (months)	95	113
Square feet of leasing - renewal	11,985	(1) 40,050
Square feet of leasing - new	49,239	(2) 190,099
Total square feet of leasing	61,224	230,149
Rent leasing spread - renewal <sup>(3)</sup>	1.1 %	69.4 %
Rent leasing spread - new <sup>(4)</sup>	115.8 %	85.3 %
Rent leasing spread - all leases <sup>(3)(4)</sup>	113.6 %	82.7 %
Tenant improvements, per square foot - renewal	\$2.47	\$7.50
Tenant improvements, per square foot - new	\$28.99	\$74.11
Tenant improvements, per square foot - all leases	\$28.49	\$65.03
Leasing commissions, per square foot - renewal	\$8.46	\$12.00
Leasing commissions, per square foot - new	\$21.83	\$32.09
Leasing commissions, per square foot - all leases	\$21.58	\$29.35

(1) Includes our pro-rata share (51%) of total leased at the Market Square Buildings (2,000 square feet of renewal leasing).

(2) Includes our pro-rata share (51%) of total leased at the Market Square Buildings (6,000 square feet of new leasing).

(3) Rent leasing spreads for renewal leases are calculated based on the change in base rental income measured on a straight-line basis.

(4) Rent leasing spreads for new leases are calculated only for properties that have been vacant less than one year, and are measured on a straight-line basis.

In 2016, rent leasing spreads are positive due to a 24,000-square-foot lease at our University Circle Property in San Francisco, California. In 2015, rent leasing spreads were positive due to a lease expansion and extension with the anchor tenant at our 221 Main Street Building in San Francisco, California. Over the next twelve months, approximately 1,378,000 square feet of our leases (approximately 14.7% of our office portfolio based on revenues) are scheduled to expire. Approximately 398,000 of this total relates to properties currently being marketed for sale. The remainder of the near-term expirations primarily relate to our properties in New York, San Francisco, and Washington, D.C. Overall, we expect to replace these leases with starting rates slightly below those currently in place at the properties.

## Liquidity and Capital Resources

## Overview

Cash flows generated from the operation of our properties are primarily used to fund recurring expenditures and stockholder dividends. Our board of directors elected to maintain the quarterly stockholder distribution rate of \$0.30 per share for the first quarter of 2016. The amount of distributions to common stockholders is determined by our board of directors and is dependent upon a number of factors, including funds deemed available for distribution based principally on our current and future projected operating cash flows, reduced by capital requirements necessary to maintain our existing portfolio. In determining the amount of distributions to common stockholders, we also consider our future capital needs and future sources of liquidity, as well as the annual distribution requirements necessary to maintain our status as a REIT under the Code. Investments in new property acquisitions and first-generation capital

improvements are generally funded with capital proceeds from property sales, debt, or cash on hand.

**Short-term Liquidity and Capital Resources**

During the three months ended March 31, 2016, we generated net cash flows from operating activities of \$42.8 million, which consists primarily of receipts from tenants for rent and reimbursements, reduced by payments for operating costs, administrative expenses, and interest expense. During the same period, we paid total distributions to stockholders of \$74.4 million, which includes dividend payments of \$37.4 million for the fourth quarter of 2015, and \$37.0 million for the first quarter of 2016.

During the first quarter of 2016, we sold the 100 East Pratt Building for net sales proceeds of \$159.5 million, and repurchased 1.1 million shares of our common stock for \$25.0 million by drawing on our Revolving Credit Facility. On April 1, 2016, we used the 100 East Pratt Street proceeds to repay the \$119.0 million remaining on the \$300 Million Bridge Loan, and to reduce our Revolving Credit Facility balance.

Over the short-term, we expect our primary sources of capital to be operating cash flows, select property dispositions, and future debt financings. We expect that our principal demands for funds will be operating expenses, distributions to stockholders, capital improvements to our existing assets, stock repurchases, property acquisitions, and interest and principal payments on current and maturing debt. We believe that we have adequate liquidity and capital resources to meet our current obligations as they come due. As of April 25, 2016, we had access to \$215.0 million of the borrowing capacity under the Revolving Credit Facility.

#### Long-term Liquidity and Capital Resources

Over the long term, we expect that our primary sources of capital will include operating cash flows, select property dispositions, and proceeds from secured or unsecured borrowings. We expect that our primary uses of capital will continue to include stockholder distributions; acquisitions; capital expenditures, such as building improvements, tenant improvements, and leasing costs; and repaying or refinancing debt.

Consistent with our financing objectives and operational strategy, we continue to maintain debt levels historically less than 40% of the cost of our assets. This conservative leverage goal could reduce the amount of current income we can generate for our stockholders, but it also reduces their risk of loss. We believe that preserving investor capital while generating stable current income is in the best interest of our stockholders. Our debt-to-real-estate-asset ratio is calculated using the outstanding debt balance and real estate at cost. As of March 31, 2016, our debt-to-real-estate-asset ratio, including our pro-rata share (51%) of the Market Square Joint Venture, was approximately 38.5%.

#### Revolving Credit Facility

The Revolving Credit Facility has a capacity of \$500.0 million and matures in July 2019, with two, six-month extension options. As of March 31, 2016, we had an outstanding balance of \$322.0 million on the Revolving Credit Facility. Amounts outstanding under the Revolving Credit Facility bear interest at LIBOR, plus an applicable margin ranging from 0.875% to 1.55% for LIBOR borrowings, or an alternate base rate, plus an applicable margin ranging from 0.00% to 0.55% for base rate borrowings, based on our applicable credit rating. The per annum facility fee on the aggregate revolving commitment (used or unused) ranges from 0.125% to 0.30%, also based on our applicable credit rating. Additionally, we have the ability to increase the capacity of the Revolving Credit Facility, along with the \$300 Million Term Loan, which provides for four accordion options for an aggregate amount of up to \$400 million, subject to certain limitations.

#### Term Loans

The \$300 Million Term Loan matures in July 2020, and, along with the Revolving Credit Facility, provides for four accordion options for an aggregate amount of up to \$400 million, subject to certain conditions. The \$300 Million Term Loan bears interest, at our option, at either (i) LIBOR plus an applicable margin ranging from 0.90% to 1.75% for LIBOR loans, or (ii) an alternate base rate, plus an applicable margin ranging from 0.00% to 0.75% for base rate loans, based on our applicable credit rating.

The \$150 Million Term Loan matures in July 2022. The \$150 Million Term Loan bears interest, at our option, at either (i) LIBOR plus an applicable margin ranging from 1.40% to 2.35% for LIBOR loans, or (ii) an alternate base rate, plus an applicable margin ranging from 0.40% to 1.35% for base rate loans. The interest rate on the \$150 Million Term Loan is effectively fixed with an interest rate swap agreement. Based on the terms of the interest rate swap and our current credit rating, the interest rate on the \$150 Million Term Loan is effectively fixed at 3.52%.

#### Bonds Payable

In March 2015, we issued \$350.0 million of ten-year, unsecured 4.150% senior notes at 99.859% of their face value under our Universal Shelf Registration Statement (defined below). We received proceeds from the 2025 Bonds Payable, net of fees, of \$347.2 million. The 2025 Bonds Payable require semi-annual interest payments in April and October based on a contractual annual interest rate of 4.150%. The principal amount of the 2025 Bonds Payable is due and payable on the maturity date, April 1, 2025.

Also, in 2011, we issued \$250.0 million of seven-year, unsecured 5.875% senior notes at 99.295% of their face value. We received proceeds from the 2018 Bonds Payable, net of fees, of \$246.7 million. The 2018 Bonds Payable require semi-annual interest payments in April and October based on a contractual annual interest rate of 5.875%, which is subject to adjustment in certain circumstances. The principal amount of the 2018 Bonds Payable is due and payable on the maturity date, April 1, 2018.



### Debt Covenants

Our portfolio debt instruments, the \$300 Million Bridge Loan, the \$300 Million Term Loan, the \$150 Million Term Loan, the Revolving Credit Facility, the 2025 Bonds Payable, and the 2018 Bonds Payable, contain certain covenants and restrictions that require us to meet certain financial ratios. We believe we were in compliance with all of our debt covenants as of March 31, 2016. We expect to continue to be able to meet the requirements of our debt covenants over the next twelve months.

### Universal Shelf Registration Statement

We have on file a universal shelf registration statement on Form S-3 (No. 333-198764) with the SEC (the "Universal Shelf Registration Statement"), which was effective upon filing in September 2014. The Universal Shelf Registration Statement provides us with future flexibility to offer, from time to time and in one or more offerings, debt securities, common stock, preferred stock, depositary shares, warrants, or any combination thereof. The terms of any such future offerings would be established at the time of an offering.

### Contractual Commitments and Contingencies

As of March 31, 2016, our contractual obligations will become payable in the following periods (in thousands):

Contractual Obligations	Total	2016	2017-2018	2019-2020	Thereafter
Debt obligations <sup>(1)</sup>	\$1,974,472	\$162,119 <sup>(2)</sup>	\$403,587	\$743,016	\$665,750
Interest obligations on debt <sup>(3)</sup>	320,454	50,090	108,254	71,010	91,100
Capital lease obligations <sup>(4)</sup>	120,000	—	—	—	120,000
Operating lease obligations	212,878	1,917	5,433	5,462	200,066
Total	\$2,627,804	\$214,126	\$517,274	\$819,488	\$1,076,916

Reflects debt and interest obligations on debt, including our pro-rata share (51%) of the Market Square Buildings

<sup>(1)</sup> note payable. We guarantee \$25.0 million of the Market Square Buildings note payable (see Footnote 7, Commitments & Contingencies, to the accompanying financial statements).

<sup>(2)</sup> Debt obligations for 2016 include \$119.0 million outstanding under the \$300 Million Bridge Loan, which was repaid on April 1, 2016.

Interest obligations on variable-rate debt are measured at the rate at which they are effectively fixed with interest rate swap agreements (where applicable), a portion of which is reflected as gain (loss) on interest rate swaps in our

<sup>(3)</sup> accompanying consolidated statements of operations. Interest obligations on all other debt are measured at the contractual rate. See Item 3, Quantitative and Qualitative Disclosure About Market Risk, for more information regarding our interest rate swaps.

Amounts include principal obligations only. We made interest payments on these obligations of \$1.8 million

<sup>(4)</sup> during the three months ended March 31, 2016, all of which was funded with interest income earned on the corresponding investments in development authority bonds. These obligations will be fully satisfied at maturity with equivalent investments in development authority bonds.

## Results of Operations

## Overview

As of March 31, 2016, we owned controlling interests in 26 office properties, which were approximately 92.4% leased, and one hotel. Our operating results are impacted by recent acquisition, disposition and joint venture activity, as set forth below. In the near term, we expect real estate operating income to fluctuate primarily based on acquisitions, dispositions, and leasing activities.

## Recent Acquisitions

Property	Location	Rentable Square Footage	Acquisition Date	Purchase Price (in thousands) <sup>(1)</sup>
2015				
229 West 43rd Street	New York, NY	481,000	August 4, 2015	\$ 516,000
116 Huntington Avenue	Boston, MA	271,000	January 8, 2015	\$ 152,000
315 Park Avenue South	New York, NY	327,000	January 7, 2015	\$ 372,000
1881 Campus Commons	Reston, VA	244,000	January 7, 2015	\$ 64,000

<sup>(1)</sup> Exclusive of transaction costs and purchase price adjustments.

## Recent Dispositions

Property	Location	Rentable Square Footage	Transaction Date	Sale Price (in thousands)
2016				
100 East Pratt	Baltimore, MD	653,000	March 31, 2016	\$ 187,000
2015				
1881 Campus Commons	Reston, VA	244,000	December 10, 2015	\$ 65,000
11 Property Sale:		2,856,000	July 1, 2015	\$ 433,250
170 Park Avenue	Northern NJ			