

WASHINGTON REAL ESTATE INVESTMENT TRUST  
Form 10-Q  
November 04, 2015

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

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FORM 10-Q

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

For quarterly period ended September 30, 2015

OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934.

COMMISSION FILE NO. 1-6622  
WASHINGTON REAL ESTATE  
INVESTMENT TRUST

(Exact name of registrant as specified in its charter)

MARYLAND 53-0261100  
(State of incorporation) (IRS Employer Identification Number)

1775 EYE STREET, NW, SUITE 1000, WASHINGTON, DC 20006  
(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code: (202) 774-3200

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Securities registered pursuant to Section 12(b) of the Act:

|                               |                                      |
|-------------------------------|--------------------------------------|
| Title of Each Class           | Name of exchange on which registered |
| Shares of Beneficial Interest | New York Stock Exchange              |

Securities registered pursuant to Section 12(g) of the Act: None

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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 such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past ninety (90) days. YES  NO

Indicate by checkmark 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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

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

As of October 29, 2015, 68,178,215 common shares were outstanding.

WASHINGTON REAL ESTATE INVESTMENT TRUST  
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PART I  
FINANCIAL INFORMATION

ITEM 1: FINANCIAL STATEMENTS

The information furnished in the accompanying unaudited Consolidated Balance Sheets, Condensed Consolidated Statements of Income, Condensed Consolidated Statements of Comprehensive Income, Consolidated Statement of Shareholders' Equity and Consolidated Statements of Cash Flows reflects all adjustments, consisting of normal recurring items, which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods. The accompanying financial statements and notes thereto should be read in conjunction with the financial statements and notes for the three years ended December 31, 2014 included in Washington Real Estate Investment Trust's 2014 Annual Report on Form 10-K.

WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

|   | September 30,<br>2015<br>(Unaudited) | December 31,<br>2014 |
|---|--------------------------------------|----------------------|
| Assets  |                                      |                      |
| Land  | \$572,880                            | \$543,546            |
| Income producing property   | 2,074,425                            | 1,927,407            |
|   | 2,647,305                            | 2,470,953            |
| Accumulated depreciation and amortization   | (677,480)                            | (640,434)            |
| Net income producing property   | 1,969,825                            | 1,830,519            |
| Properties under development or held for future development   | 35,256                               | 76,235               |
| Total real estate held for investment, net  | 2,005,081                            | 1,906,754            |
| Investment in real estate sold or held for sale, net  | 5,010                                | —                    |
| Cash and cash equivalents   | 21,012                               | 15,827               |
| Restricted cash   | 12,544                               | 10,299               |
| Rents and other receivables, net of allowance for doubtful accounts of \$2,945 and \$3,392, respectively  | 62,306                               | 59,745               |
| Prepaid expenses and other assets   | 122,629                              | 121,082              |
| Other assets related to properties sold or held for sale  | 278                                  | —                    |
| Total assets  | \$2,228,860                          | \$2,113,707          |
| Liabilities   |                                      |                      |
| Notes payable   | \$747,540                            | \$747,208            |
| Mortgage notes payable  | 419,293                              | 418,525              |
| Lines of credit   | 195,000                              | 50,000               |
| Accounts payable and other liabilities  | 54,131                               | 54,318               |
| Advance rents   | 10,766                               | 12,528               |
| Tenant security deposits  | 9,225                                | 8,899                |
| Liabilities related to properties sold or held for sale   | 329                                  | —                    |
| Total liabilities   | 1,436,284                            | 1,291,478            |
| Equity  |                                      |                      |
| Shareholders' equity  |                                      |                      |
| Preferred shares; \$0.01 par value; 10,000 shares authorized; no shares issued or outstanding   | —                                    | —                    |
| Shares of beneficial interest; \$0.01 par value; 100,000 shares authorized: 68,180 and 67,819 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively |                                      | 678                  |
| Additional paid in capital  | 1,192,202                            | 1,184,395            |
| Distributions in excess of net income   | (399,421)                            | (365,518)            |
| Accumulated other comprehensive loss  | (2,288)                              | —                    |
| Total shareholders' equity  | 791,175                              | 819,555              |
| Noncontrolling interests in subsidiaries  | 1,401                                | 2,674                |
| Total equity  | 792,576                              | 822,229              |
| Total liabilities and equity  | \$2,228,860                          | \$2,113,707          |

See accompanying notes to the consolidated financial statements.



WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(IN THOUSANDS, EXCEPT PER SHARE DATA)  
(UNAUDITED)

|   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |
|---|-------------------------------------|-----------|------------------------------------|-----------|
|   | 2015                                | 2014      | 2015                               | 2014      |
| Revenue   |                                     |           |                                    |           |
| Real estate rental revenue  | \$78,243                            | \$73,413  | \$227,325                          | \$214,278 |
| Expenses  |                                     |           |                                    |           |
| Real estate expenses  | 28,109                              | 25,914    | 84,546                             | 77,784    |
| Depreciation and amortization   | 29,349                              | 24,354    | 80,127                             | 71,508    |
| Acquisition costs   | 929                                 | 69        | 1,937                              | 5,047     |
| General and administrative  | 4,953                               | 4,523     | 15,339                             | 13,780    |
| Real estate impairment  | —                                   | —         | 5,909                              | —         |
|   | 63,340                              | 54,860    | 187,858                            | 168,119   |
| Other operating income  |                                     |           |                                    |           |
| Gain on sale of real estate   | —                                   | —         | 31,731                             | 570       |
| Real estate operating income  | 14,903                              | 18,553    | 71,198                             | 46,729    |
| Other income (expense)  |                                     |           |                                    |           |
| Interest expense  | (14,486 )                           | (15,087 ) | (44,534 )                          | (44,602 ) |
| Loss on extinguishment of debt  | —                                   | —         | (119 )                             | —         |
| Other income  | 163                                 | 192       | 547                                | 634       |
|   | (14,323 )                           | (14,895 ) | (44,106 )                          | (43,968 ) |
| Income from continuing operations                                       | 580                                 | 3,658     | 27,092                             | 2,761     |
| Discontinued operations:  |                                     |           |                                    |           |
| Income from operations of properties sold or held for sale              | —                                   | —         | —                                  | 546       |
| Gain on sale of real estate   | —                                   | —         | —                                  | 105,985   |
| Net income  | 580                                 | 3,658     | 27,092                             | 109,292   |
| Less: Net loss attributable to noncontrolling interests in subsidiaries | 67                                  | 10        | 515                                | 17        |
| Net income attributable to the controlling interests                    | \$647                               | \$3,668   | \$27,607                           | \$109,309 |
| Basic net income per share:   |                                     |           |                                    |           |
| Continuing operations   | \$0.01                              | \$0.05    | \$0.40                             | \$0.04    |
| Discontinued operations   | —                                   | —         | —                                  | 1.59      |
| Net income per share  | \$0.01                              | \$0.05    | \$0.40                             | \$1.63    |
| Diluted net income per share:   |                                     |           |                                    |           |
| Continuing operations   | \$0.01                              | \$0.05    | \$0.40                             | \$0.04    |
| Discontinued operations   | —                                   | —         | —                                  | 1.59      |
| Net income per share  | \$0.01                              | \$0.05    | \$0.40                             | \$1.63    |
| Weighted average shares outstanding – basic                             | 68,186                              | 66,738    | 68,168                             | 66,725    |
| Weighted average shares outstanding – diluted                           | 68,305                              | 66,790    | 68,290                             | 66,760    |
| Dividends declared per share  | \$0.30                              | \$0.30    | \$0.90                             | \$0.90    |

See accompanying notes to the consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (IN THOUSANDS)  
 (UNAUDITED)

|   | Three Months Ended |           | Nine Months Ended |           |
|---|--------------------|-----------|-------------------|-----------|
|   | September 30,      |           | September 30,     |           |
|   | 2015               | 2014      | 2015              | 2014      |
| Net income  | \$580              | \$3,658   | \$27,092          | \$109,292 |
| Other comprehensive loss:   |                    |           |                   |           |
| Unrealized loss on interest rate hedge                                | (2,288             | ) —       | (2,288            | ) —       |
| Comprehensive (loss) income   | (1,708             | ) 3,658   | 24,804            | 109,292   |
| Less: Net loss attributable to noncontrolling interests               | 67                 | 10        | 515               | 17        |
| Comprehensive (loss) income attributable to the controlling interests | \$(1,641           | ) \$3,668 | \$25,319          | \$109,309 |

See accompanying notes to the financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY  
(IN THOUSANDS)  
(UNAUDITED)

|  | Shares<br>Outstanding | Shares of<br>Beneficial<br>Interest at<br>Par Value | Additional<br>Paid in<br>Capital | Distributions in<br>Excess of Net Income<br>Attributable to the<br>Controlling<br>Interests | Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>Shareholders'<br>Equity | Noncontrolling<br>Interests in<br>Subsidiaries | Total<br>Equity |
|--|-----------------------|---|----------------------------------|---|---|----------------------------------|--|-----------------|
| Balance,<br>December 31, 2014  | 67,819                | \$ 678  | \$ 1,184,395                     | \$ (365,518 )   | \$ —  | \$ 819,555                       | \$ 2,674                                       | \$ 822,229      |
| Net income<br>attributable to the<br>controlling interests   | —                     | —   | —                                | 27,607  | —   | 27,607                           | —  | 27,607          |
| Net loss attributable to<br>the noncontrolling<br>interests and<br>deconsolidation of<br>noncontrolling interest | —                     | —   | —                                | —   | —   | —                                | (1,278 )                                       | (1,278 )        |
| Unrealized loss on<br>interest rate hedge  | —                     | —   | —                                | —   | (2,288 )                                      | (2,288 )                         | —  | (2,288 )        |
| Contributions from<br>noncontrolling<br>interests  | —                     | —   | —                                | —   | —   | —                                | 5  | 5               |
| Dividends  | —                     | —   | —                                | (61,510 )   | —   | (61,510 )                        | —  | (61,510 )       |
| Equity offerings, net<br>of issuance costs   | 184                   | 2   | 5,077                            | —   | —   | 5,079                            | —  | 5,079           |
| Share grants, net of<br>share grant<br>amortization and<br>forfeitures   | 177                   | 2   | 2,730                            | —   | —   | 2,732                            | —  | 2,732           |
| Balance, September<br>30, 2015   | 68,180                | \$ 682  | \$ 1,192,202                     | \$ (399,421 )   | \$ (2,288 )                                   | \$ 791,175                       | \$ 1,401                                       | \$ 792,576      |

See accompanying notes to the consolidated financial statements.



WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)  
(UNAUDITED)

|   | Nine Months Ended September<br>30, |            |
|---|------------------------------------|------------|
|   | 2015                               | 2014       |
| Cash flows from operating activities  |                                    |            |
| Net income  | \$27,092                           | \$109,292  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                    |            |
| Depreciation and amortization   | 80,127                             | 71,508     |
| Provision for losses on accounts receivable                                       | 1,337                              | 1,335      |
| Real estate impairment  | 5,909                              | —          |
| Gain on sale of real estate   | (31,731                            | ) (106,555 |
| Amortization of share grants, net   | 3,962                              | 3,835      |
| Amortization of debt premiums, discounts and related financing costs              | 2,661                              | 2,730      |
| Loss on extinguishment of debt  | 119                                | —          |
| Changes in operating other assets   | (9,733                             | ) (16,255  |
| Changes in operating other liabilities  | (3,531                             | ) (3,013   |
| Net cash provided by operating activities   | 76,212                             | 62,877     |
| Cash flows from investing activities  |                                    |            |
| Real estate acquisitions, net   | (151,682                           | ) (154,126 |
| Net cash received for sale of real estate   | 53,566                             | 190,864    |
| Capital improvements to real estate   | (23,085                            | ) (41,945  |
| Development in progress   | (29,136                            | ) (28,363  |
| Real estate deposits, net   | —                                  | (2,500     |
| Cash held in replacement reserve escrows  | (2,897                             | ) (550     |
| Non-real estate capital improvements  | (2,116                             | ) (44      |
| Net cash used in investing activities   | (155,350                           | ) (36,664  |
| Cash flows from financing activities  |                                    |            |
| Line of credit borrowings, net  | 145,000                            | 5,000      |
| Dividends paid  | (61,510                            | ) (60,153  |
| Principal payments – mortgage notes payable                                       | (3,358                             | ) (2,860   |
| Borrowings under construction loan  | 4,017                              | 14,137     |
| Notes payable repayments  | (150,000                           | ) (100,000 |
| Proceeds from term loan   | 150,000                            | —          |
| Payment of financing costs  | (4,910                             | ) (660     |
| Contributions from noncontrolling interests                                       | 5                                  | 5          |
| Distributions to noncontrolling interests   | —                                  | (3,454     |
| Net proceeds from equity offering   | 5,079                              | —          |
| Net cash provided by (used in) financing activities                               | 84,323                             | (147,985   |
| Net increase (decrease) in cash and cash equivalents                              | 5,185                              | (121,772   |
| Cash and cash equivalents at beginning of period                                  | 15,827                             | 130,343    |
| Cash and cash equivalents at end of period  | \$21,012                           | \$8,571    |
| Supplemental disclosure of cash flow information:                                 |                                    |            |
| Cash paid for interest, net of amounts capitalized                                | \$38,023                           | \$36,770   |
| Decrease in accrued capital improvements and development costs                    | 656                                | 10,860     |
| Mortgage notes payable assumed in connection with the acquisition of real estate  | —                                  | 100,861    |

See accompanying notes to the consolidated financial statements.

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WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2015  
(UNAUDITED)

NOTE 1: NATURE OF BUSINESS

Washington Real Estate Investment Trust (“Washington REIT”), a Maryland real estate investment trust, is a self-administered real estate investment trust, successor to a trust organized in 1960. Our business consists of the ownership and operation of income-producing real estate properties in the greater Washington metro region. We own a diversified portfolio of office buildings, multifamily buildings and retail centers.

Federal Income Taxes

We believe that we qualify as a real estate investment trust (“REIT”) under Sections 856-860 of the Internal Revenue Code and intend to continue to qualify as such. To maintain our status as a REIT, we are, among other things, required to distribute 90% of our REIT taxable income (which is, generally, our ordinary taxable income, with certain modifications), excluding any net taxable gains and any deductions for dividends to our shareholders on an annual basis. When selling a property, we generally have the option of (a) reinvesting the sales proceeds of the property sold, in a way that allows us to defer recognition of some or all capital gain realized on the sale, (b) distributing gains to the shareholders with no tax to us or (c) treating net long-term capital gains as having been distributed to the shareholders, paying the tax on the gain deemed distributed and allocating the tax paid as a credit to the shareholders.

Generally, and subject to our ongoing qualification as a REIT, no provisions for income taxes are necessary except for taxes on undistributed taxable income and taxes on the income generated by our taxable REIT subsidiaries (“TRSs”). Our TRSs are subject to corporate federal and state income tax on their taxable income at regular statutory rates, or as calculated under the alternative minimum tax, as appropriate. As of September 30, 2015 and December 31, 2014, our TRSs had no net deferred tax assets and a net deferred tax liability of \$0.7 million and \$0.6 million, respectively. This deferred tax liability is primarily related to temporary differences in the timing of the recognition of revenue, amortization and depreciation.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATIONS

Significant Accounting Policies

We have prepared our consolidated financial statements using the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2014.

New Accounting Pronouncements

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the new standard. The new standard is effective for public entities for fiscal years beginning after December 15, 2015 and for interim periods therein. Early adoption is permitted for financial statements that have not been previously issued. We do not expect this ASU to have a material impact on our consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which creates a single source of revenue guidance. The new standard provides accounting guidance for all revenue arising from contracts

with customers and affects all entities that enter into contracts to provide goods or services to their customers (unless the contracts are in the scope of other U.S. generally accepted accounting principles (“GAAP”) requirements, such as the leasing literature). The guidance also provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets, such as property and equipment, including real estate. The new standard is effective for public entities for fiscal years beginning after December 15, 2017 and for interim periods therein. Early adoption is permitted for public entities beginning after December 15, 2016. We are currently evaluating the impact the new standard may have on Washington REIT.

## Principles of Consolidation and Basis of Presentation

The accompanying unaudited consolidated financial statements include the consolidated accounts of Washington REIT, our majority-owned subsidiaries and entities in which Washington REIT has a controlling interest, including where Washington REIT has been determined to be a primary beneficiary of a variable interest entity (“VIE”). See note 3 for additional information on the properties for which there is a noncontrolling interest. All intercompany balances and transactions have been eliminated in consolidation.

We have prepared the accompanying unaudited financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although we believe that the disclosures made are adequate to make the information presented not misleading. In addition, in the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the results for the periods presented have been included. These unaudited financial statements should be read in conjunction with the financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2014.

Within these notes to the financial statements, we refer to the three months ended September 30, 2015 and September 30, 2014 as the “2015 Quarter” and the “2014 Quarter,” respectively, and the nine months ended September 30, 2015 and September 30, 2014 as the “2015 Period” and the “2014 Period,” respectively.

## Use of Estimates in the Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## Derivatives

We borrow funds at a combination of fixed and variable rates. Borrowings under the our revolving credit facility and term loans bear interest at variable rates. Our interest rate risk management objectives are to minimize interest rate fluctuation on long-term indebtedness and limit the impact of interest rate changes on earnings and cash flows. To achieve these objectives, from time to time, we may enter into interest rate hedge contracts such as collars, swaps, caps and treasury lock agreements in order to mitigate our interest rate risk with respect to various debt instruments. We generally do not hold or issue these derivative contracts for trading or speculative purposes. The interest rate swaps we enter into are recorded at fair value on a recurring basis. We assess effectiveness of our cash flow hedges both at inception and on an ongoing basis. The effective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recorded in accumulated other comprehensive loss. Our cash flow hedges become ineffective if critical terms of the hedging instrument and the debt instrument such as notional amounts, settlement dates, reset dates, calculation period and LIBOR do not perfectly match. In addition, we evaluate the default risk of the counterparty by monitoring the creditworthiness of the counterparty. When ineffectiveness of a cash flow hedge exists, the ineffective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recognized in earnings in the period affected. Hedge ineffectiveness did not impact earnings in the 2015 and 2014 Periods.

## NOTE 3: REAL ESTATE

### Acquisition

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Our current strategy is focused on properties inside the Washington metro region's Beltway, near major transportation nodes and in areas with strong employment drivers and superior growth demographics as compared to other areas. We seek to upgrade our portfolio with acquisitions as opportunities arise. Properties and land for development acquired during the 2015 Period were as follows:

| Acquisition Date | Property       | Type        | # of units<br>(unaudited) | Contract<br>Purchase Price<br>(In thousands) |
|------------------|----------------|-------------|---------------------------|--|
| July 1, 2015     | The Wellington | Multifamily | 711                       | \$167,000                                    |

The Wellington, which we acquired during the 2015 Quarter, consists of an apartment building and an adjacent parcel of land for potential future multifamily development. The purchase of the Wellington was structured as a reverse exchange under Section

1031 of the Internal Revenue Code in a manner such that legal title is held by a Qualified Intermediary until certain identified properties are sold and the reverse exchange transaction is completed. We retain essentially all of the legal and economic benefits and obligations related to the Wellington. As such, the Wellington is considered to be a VIE until legal title is transferred to us upon completion of the 1031 exchange, which is expected during the fourth quarter. We have consolidated the assets and liabilities of the Wellington as we have determined that Washington REIT is the primary beneficiary of the VIE. The results of operations from the acquired operating property are included in the consolidated statements of income as of the acquisition date.

The revenue and earnings of the acquisition during the year of acquisition are as follows (in thousands):

|                            | Three and Nine<br>Months Ended<br>September 30, 2015 |
|----------------------------|--|
| Real estate rental revenue | \$3,441  |
| Net loss                   | (1,463 )   |

We record the acquired physical assets (land, building and tenant improvements), in-place leases (absorption, tenant origination costs, leasing commissions, and net lease intangible assets/liabilities), and any other liabilities at their fair values.

We have recorded the total purchase price of the above acquisition as follows (in thousands):

|                                      |           |
|--------------------------------------|-----------|
| Land                                 | \$30,548  |
| Land for development                 | 15,000    |
| Buildings                            | 116,563   |
| Leasing commissions/absorption costs | 4,889     |
| Total                                | \$167,000 |

The weighted remaining average life for leasing commissions/absorption costs is two months.

The difference in the total contract price of \$167.0 million for the acquisition and the acquisition cost per the consolidated statements of cash flows of \$166.7 million is primarily due to credits received at settlement totaling \$0.3 million.

The following unaudited pro-forma combined condensed statements of operations set forth the consolidated results of operations for the 2015 and 2014 Quarters and Periods as if the above-described acquisition in 2015 had occurred on January 1, 2014. The pro forma adjustments include reclassifying costs related to the above-described acquisition to 2014. The unaudited pro-forma information does not purport to be indicative of the results that actually would have occurred if the acquisitions had been in effect for the 2015 and 2014 Quarters and Periods. The unaudited data presented is in thousands, except per share data.

|  | Three Months Ended September 30, |          | Nine Months Ended September 30, |           |
|--|----------------------------------|----------|---------------------------------|-----------|
|  | 2015                             | 2014     | 2015                            | 2014      |
| Real estate rental revenue               | \$78,243                         | \$76,853 | \$234,095                       | \$224,488 |
| Income (loss) from continuing operations | 1,626                            | 2,205    | 29,811                          | (323 )    |
| Net income                               | 1,626                            | 2,205    | 29,811                          | 106,208   |
| Diluted net income per share             | 0.02                             | 0.03     | 0.43                            | 1.59      |

#### Redevelopment

In the office segment, we had a redevelopment project to renovate Silverline Center, an office property in Tysons, Virginia. As of September 30, 2015, we had invested \$35.8 million in the renovation. We completed major construction activities on this project during the second quarter of 2015, and placed into service substantially

completed portions of the project totaling \$25.8 million. The remaining components of the redevelopment project will be placed into service the earlier of when they are substantially completed and available for occupancy or one year from completion of major construction activities.

#### Variable Interest Entities

In November 2011, we executed a joint venture operating agreement with a real estate development company to develop a high-rise multifamily property at 1225 First Street in Alexandria, Virginia. Washington REIT and the real estate development company owned 95% and 5% of the joint venture, respectively. During the second quarter of 2015, we determined that we would not develop



the property and began negotiations to sell our interest in the joint venture. We recognized a \$5.9 million impairment charge for the second quarter of 2015 in order to reduce the carrying value of the property to its estimated fair value. We based this fair value on the contract sale price in the purchase and sale agreement. This fair valuation falls into Level 2 of the fair value hierarchy. During the 2015 Quarter, we sold our 95% interest in the joint venture for a contract sale price of \$14.5 million, as this joint venture has previously been consolidated as Washington REIT was the primary beneficiary of the VIE.

In June 2011, we executed a joint venture operating agreement with a real estate development company to develop The Maxwell, a mid-rise multifamily property at 650 North Glebe Road in Arlington, Virginia. Major construction activities at The Maxwell ended during December 2014, and the building became available for occupancy during the first quarter of 2015. Washington REIT is the 90% owner of the joint venture. The real estate development company owns 10% of the joint venture and was responsible for the development and construction of the property.

We have determined that The Maxwell joint venture is a VIE primarily based on the fact that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support. As of September 30, 2015, \$31.7 million was outstanding on The Maxwell's construction loan. We have also determined that Washington REIT is the primary beneficiary of the VIE due to the fact that Washington REIT is providing 90% of the equity contributions.

We include joint venture land acquisitions and capitalized development on our consolidated balance sheets in properties under development or held for future development until placed in service or sold. As of December 31, 2014, the land and capitalized development costs for 1225 First Street totaled \$20.8 million.

As of September 30, 2015 and December 31, 2014, The Maxwell's assets were as follows (in thousands):

|   | September 30, 2015 | December 31, 2014 |
|---|--------------------|-------------------|
| Land  | \$12,851           | \$12,851          |
| Income producing property                                   | 37,914             | 18,432            |
| Accumulated depreciation and amortization                   | (1,767             | ) —               |
| Properties under development or held for future development | —                  | 17,947            |
| Other assets  | 765                | —                 |
|   | \$49,763           | \$49,230          |

As of September 30, 2015 and December 31, 2014, The Maxwell's liabilities were as follows (in thousands):

|  | September 30, 2015 | December 31, 2014 |
|--|--------------------|-------------------|
| Mortgage notes payable                 | \$31,707           | \$27,690          |
| Accounts payable and other liabilities | 669                | 2,196             |
| Tenant security deposits               | 66                 | 17                |
|  | \$32,442           | \$29,903          |

#### Sold and Held for Sale Properties and Discontinued Operations

We dispose of assets that no longer meet our long-term strategy or return objectives and where market conditions for sale are favorable. The proceeds from the sales may be reinvested into other properties, used to fund development operations or to support other corporate needs, or distributed to our shareholders.

During the second quarter of 2015, 15,000 square feet of land at Montrose Shopping Center, a retail property in Rockville, Maryland, was condemned as part of an eminent domain taking action. The taken land was at the periphery of the property and its taking did not impact the property's operations. We received \$2.0 million as compensation for the taken land, and recognized a \$1.5 million gain on sale of real estate during the second quarter of 2015.

During the 2015 Quarter, we executed a purchase and sale agreement for the sale of Munson Hill Towers, a 279-unit multifamily property in Falls Church, Virginia, for a contract sale price of \$57.1 million. We closed on the sale in October 2015 (see note 11). The property met the criteria for classification as held for sale as of September 30, 2015.

Subsequent to the end of the 2015 Period, we executed a purchase and sale agreement for the sale of Montgomery Village Center, a 197,000 square foot retail property in Gaithersburg, Maryland, for a contract sale price of \$27.8 million. We expect to close on

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the sale before the end of 2015. The property did not meet the criteria for classification as held for sale until after the 2015 Period and is included on our consolidated balance sheets as follows:

|   | September 30, 2015 | December 31, 2014 |
|---|--------------------|-------------------|
| Land                                      | \$ 11,625          | \$ 11,625         |
| Income producing property                 | 12,606             | 12,443            |
| Accumulated depreciation and amortization | (6,081             | ) (5,832          |
| Other assets                              | 1,562              | 1,585             |
| Total assets                              | \$ 19,712          | \$ 19,821         |

In September 2013, we entered into four separate purchase and sale agreements to effectuate the sale of our entire medical office segment (including land held for development at 4661 Kenmore Avenue) and two office buildings (Woodholme Center and 6565 Arlington Boulevard) for an aggregate purchase price of \$500.8 million. The sale was structured as four transactions. Transactions I and II closed in November 2013 and Transactions III and IV closed in January 2014.

The results of the assets in our former medical office segment sold in January 2014 are summarized as follows (amounts in thousands, except per share data):

|                              | Nine Months Ended September 30, |        |
|------------------------------|---------------------------------|--------|
|                              | 2015                            | 2014   |
| Real estate rental revenue   | \$—                             | \$ 892 |
| Net income                   | —                               | 546    |
| Basic net income per share   | —                               | 0.01   |
| Diluted net income per share | —                               | 0.01   |

We sold or classified as held for sale the following properties in 2015 and 2014:

| Disposition Date  | Property Name   | Segment        | # of units | Rentable Square Feet | Contract Sales Price (in thousands) | Gain on Sale (in thousands) |
|-------------------|---|----------------|------------|----------------------|-------------------------------------|-----------------------------|
| March 20, 2015    | Country Club Towers <sup>(1)</sup>                            | Multifamily    | 227        | N/A                  | \$ 37,800                           | \$ 30,277                   |
| September 9, 2015 | 1225 First Street <sup>(1), (2)</sup>                         | Multifamily    | N/A        | N/A                  | 14,500                              | —                           |
| N/A               | Munson Hill Towers <sup>(1)</sup>                             | Multifamily    | 279        | N/A                  | 57,100                              | N/A                         |
|                   |   | Total 2015     |            |                      | \$ 109,400                          | \$ 30,277                   |
| January 21, 2014  | Medical Office Portfolio Transactions III & IV <sup>(3)</sup> | Medical Office | N/A        | 427,000              | \$ 193,561                          | \$ 105,985                  |
| May 2, 2014       | 5740 Columbia Road <sup>(1)</sup>                             | Retail         | N/A        | 3,000                | 1,600                               | 570                         |
|                   |   | Total 2014     |            | 430,000              | \$ 195,161                          | \$ 106,555                  |

<sup>(1)</sup> These properties are classified as continuing operations.

<sup>(2)</sup> Land held for future development.

<sup>(3)</sup> Woodburn Medical Park I and II and Prosperity Medical Center I, II and III, which are classified as discontinued operations.

As of September 30, 2015 and December 31, 2014, investment in real estate held for sale was as follows (in thousands):

|  | September 30, 2015 |
|--|--------------------|
| Land                                       | \$ 322             |
| Income producing property                  | 19,321             |
| Accumulated depreciation and amortization  | (14,633            |
| Total real estate held for investment, net | \$ 5,010           |

Income from operations of properties classified as discontinued operations for the three and nine months ended September 30, 2015 and 2014 was as follows (in thousands):

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|  | Three Months Ended September 30, |      | Nine Months Ended September 30, |       |
|--|----------------------------------|------|---------------------------------|-------|
|  | 2015                             | 2014 | 2015                            | 2014  |
| Real estate rental revenue                                   | \$—                              | \$—  | \$—                             | \$892 |
| Real estate expenses   | —                                | —    | —                               | (346) |
| Income from operations classified as discontinued operations | \$—                              | \$—  | \$—                             | \$546 |

## NOTE 4: UNSECURED LINES OF CREDIT PAYABLE

On June 23, 2015, we terminated our \$100.0 million unsecured line of credit maturing in June 2015 ("Prior Credit Facility No. 1") and our \$400.0 million unsecured line of credit maturing in July 2016 ("Prior Credit Facility No. 2"), and executed a new \$600.0 million unsecured credit agreement ("New Credit Facility") that matures in June 2019, unless extended pursuant to one or both of the two six-month extension options. The New Credit Facility has an accordion feature, which we utilized a portion of in September 2015, as described below, that allows us to increase the facility to \$1.0 billion, subject to the extent the lenders agree to provide additional revolving loan commitments or term loans. The New Credit Facility bears interest at a rate of either LIBOR plus a margin ranging from 0.875% to 1.55% or the base rate plus a margin ranging from 0.0% to 0.55% (in each case depending upon Washington REIT's credit rating). The base rate is the highest of the administrative agent's prime rate, the federal funds rate plus 0.50% and the LIBOR market index rate plus 1.0%. In addition, the New Credit Facility requires the payment of a facility fee ranging from 0.125% to 0.30% (depending on Washington REIT's credit rating) on the \$600.0 million committed capacity, without regard to usage. As of September 30, 2015, the interest rate on the facility is LIBOR plus 1.00% and the facility fee is 0.20%.

The amount of the New Credit Facility's unsecured line of credit unused and available at September 30, 2015 is as follows (in thousands):

|   |           |
|---|-----------|
| Committed capacity                      | \$600,000 |
| Borrowings outstanding                  | (195,000) |
| Letters of credit issued <sup>(1)</sup> | (15,474)  |
| Unused and available                    | \$389,526 |

<sup>(1)</sup> The letter of credit is provided to the lender for John Marshall II relating to tenant improvements.

We executed borrowings and repayments on the unsecured lines of credit during the 2015 Period as follows (in thousands):

|                               | Prior Credit Facility No. 1 | Prior Credit Facility No. 2 | New Credit Facility |
|-------------------------------|-----------------------------|-----------------------------|---------------------|
| Balance at December 31, 2014  | \$5,000                     | \$45,000                    | \$—                 |
| Borrowings                    | 3,000                       | 150,000                     | 365,000             |
| Repayments                    | (8,000)                     | (195,000)                   | (170,000)           |
| Balance at September 30, 2015 | \$—                         | \$—                         | \$195,000           |

## NOTE 5: NOTES PAYABLE

We repaid the remaining \$150.0 million of our 5.35% unsecured notes on their maturity date of May 1, 2015 using borrowings on Prior Credit Facility No. 2.

On September 15, 2015, we entered into a \$150.0 million unsecured term loan by executing a portion of the accordion feature under the New Credit Facility. The term loan has a 5.5 year maturity and an interest rate of LIBOR plus 110 basis points, based on our current unsecured debt ratings.

## NOTE 6: DERIVATIVE INSTRUMENTS

On September 15, 2015, we entered into two interest rate swap arrangements with a total notional amount of \$150.0 million to swap the floating interest rate under our term loan (see note 5) to an all-in fixed interest rate of 2.7% starting on October 15, 2015 and extending until the maturity of the term loan on March 15, 2021. The interest rate swaps qualify as cash flow hedges and are recorded at fair value in accordance with GAAP, based on discounted cash flow methodologies and observable inputs. We record the effective portion of changes in fair value of the cash flow hedge in other comprehensive loss. The resulting unrealized loss on

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the effective portions of the cash flow hedges was the only activity in other comprehensive loss during the periods presented in our consolidated financial statements. We assess the effectiveness of our cash flow hedges both at inception and on an ongoing basis. The cash flow hedges were effective for the 2015 Quarter. We had no derivative instruments outstanding as of December 31, 2014.

The fair value and balance sheet locations of the interest rate swap as of September 30, 2015 and December 31, 2014, are as follows (in thousands):

|  | September 30,<br>2015 | December 31,<br>2014 |
|--|-----------------------|----------------------|
| Accounts payable and other liabilities | \$2,288               | \$—                  |

The interest rate swaps have been effective since inception. The gain or loss on the effective swap is recognized in other comprehensive loss, as follows (in thousands):

|  | Three Months Ended September 30, |       | Nine Months Ended September 30, |       |
|--|----------------------------------|-------|---------------------------------|-------|
|  | 2015                             | 2014  | 2015                            | 2014  |
| Unrealized loss on interest rate hedge | \$(2,288                         | ) \$— | \$(2,288                        | ) \$— |

Amounts reported in accumulated other comprehensive loss related to derivatives will be reclassified to interest expense as interest payments are made on our variable-rate debt. During the next twelve months, we estimate that an additional \$1.8 million will be reclassified as an increase to interest expense.

We have agreements with each of our derivative counterparties that contain a provision whereby we could be declared in default on our derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to our default on the indebtedness. As of September 30, 2015, the fair value of derivatives is in a net liability position of \$2.3 million, which includes accrued interest but excludes any adjustment for nonperformance risk. As of September 30, 2015, we have not posted any collateral related to these agreements. If we had breached any of these provisions at September 30, 2015, we could have been required to settle our obligations under the agreements at their termination value of \$2.3 million.

Derivative instruments expose us to credit risk in the event of non-performance by the counterparty under the terms of the interest rate hedge agreement. We believe that we minimize our credit risk on these transactions by dealing with major, creditworthy financial institutions. We monitor the credit ratings of counterparties and our exposure to any single entity, thus minimizing our credit risk concentration.

#### NOTE 7: STOCK BASED COMPENSATION

Washington REIT maintains short-term ("STIP") and long-term ("LTIP") incentive plans that allow for stock-based awards to officers and non-officer employees. Stock based awards are provided to officers and non-officer employees, as well as trustees, under the Washington Real Estate Investment Trust 2007 Omnibus Long-Term Incentive Plan which allows for awards in the form of restricted shares, restricted share units, options and other awards up to an aggregate of 2,000,000 shares over the ten year period in which the plan will be in effect. Restricted share units are converted into shares of our stock upon full vesting through the issuance of new shares.

#### Total Compensation Expense

Total compensation expense recognized in the consolidated financial statements for all outstanding share based awards was \$0.9 million and \$1.3 million for the 2015 and 2014 Quarters, respectively, and \$4.0 million and \$3.8 million for the 2015 and 2014 Periods, respectively.

#### Restricted Share Awards

The total fair values of restricted share awards vested was \$2.6 million and \$1.0 million for the 2015 and 2014 Periods, respectively.

The total unvested restricted share awards at September 30, 2015 was 209,560 shares, which had a weighted average grant date fair value of \$27.31 per share. As of September 30, 2015, the total compensation cost related to unvested restricted share awards was \$2.4 million, which we expect to recognize over a weighted average period of 20 months.

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## NOTE 8: FAIR VALUE DISCLOSURES

## Assets and Liabilities Measured at Fair Value

For assets and liabilities measured at fair value on a recurring basis, quantitative disclosures about the fair value measurements are required to be disclosed separately for each major category of assets and liabilities, as follows:

Level 1: Quoted prices in active markets for identical assets

Level 2: Significant other observable inputs

Level 3: Significant unobservable inputs

The only assets or liabilities we had at September 30, 2015 and December 31, 2014 that are recorded at fair value on a recurring basis are the interest rate swaps (see note 6) and the assets held in the Supplemental Executive Retirement Plan ("SERP"), which primarily consists of investments in mutual funds. We base the valuations related to the SERP on assumptions derived from significant other observable inputs and accordingly these valuations fall into Level 2 in the fair value hierarchy.

The valuation of the derivatives is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. To comply with the provisions of ASC 820, we incorporate credit valuation adjustments in the fair value measurements to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk. These credit valuation adjustments were concluded to be not significant inputs for the fair value calculations for the periods presented. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as the posting of collateral, thresholds, mutual puts and guarantees. The valuation of our derivatives fall into Level 2 in the fair value hierarchy.

The fair values of these assets and liabilities at September 30, 2015 and December 31, 2014 were as follows (in thousands):

|              | September 30, 2015 |         |         |         | December 31, 2014 |         |         |         |
|--------------|--------------------|---------|---------|---------|-------------------|---------|---------|---------|
|              | Fair Value         | Level 1 | Level 2 | Level 3 | Fair Value        | Level 1 | Level 2 | Level 3 |
| Assets:      |                    |         |         |         |                   |         |         |         |
| SERP         | \$1,296            | \$—     | \$1,296 | \$—     | \$2,778           | \$—     | \$2,778 | \$—     |
| Liabilities: |                    |         |         |         |                   |         |         |         |
| Derivatives  | \$2,288            | \$—     | \$2,288 | \$—     | \$—               | \$—     | \$—     | \$—     |

## Financial Assets and Liabilities Not Measured at Fair Value

The following disclosures of estimated fair value were determined by management using available market information and established valuation methodologies, including discounted cash flow. Many of these estimates involve significant judgment. The estimated fair value disclosed may not necessarily be indicative of the amounts we could realize on disposition of the financial instruments. The use of different market assumptions or estimation methodologies could have an effect on the estimated fair value amounts. In addition, fair value estimates are made at a point in time and thus, estimates of fair value subsequent to September 30, 2015 may differ significantly from the amounts presented.

Following is a summary of significant methodologies used in estimating fair values and a schedule of fair values at September 30, 2015 and December 31, 2014.

#### Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents and restricted cash include cash and commercial paper with original maturities of less than 90 days, which are valued at the carrying value, which approximates fair value due to the short maturity of these instruments (Level 1 inputs).

## Notes Receivable

We acquired a note receivable ("2445 M Street note") in 2008 with the purchase of 2445 M Street. We estimate the fair value of the 2445 M Street note based on a discounted cash flow methodology using market discount rates (Level 3 inputs).

## Debt

Mortgage notes payable consist of instruments in which certain of our real estate assets are used for collateral. We estimate the fair value of the mortgage notes payable by discounting the contractual cash flows at a rate equal to the relevant treasury rates (with respect to the timing of each cash flow) plus credit spreads estimated through independent comparisons to real estate assets or loans with similar characteristics. Lines of credit payable consist of bank facilities which we use for various purposes including working capital, acquisition funding or capital improvements. The lines of credit advances are priced at a specified rate plus a spread. We estimate the market value based on a comparison of the spreads of the advances to market given the adjustable base rate. We estimate the fair value of the notes payable and term loans by discounting the contractual cash flows at a rate equal to the relevant treasury rates (with respect to the timing of each cash flow) plus credit spreads derived using the relevant market prices of such notes and term loans. We classify these fair value measurements as Level 3 as we use significant unobservable inputs and management judgment due to the absence of quoted market prices.

As of September 30, 2015 and December 31, 2014, the carrying values and estimated fair values of our financial instruments were as follows (in thousands):

|                           | September 30, 2015 |            | December 31, 2014 |            |
|---------------------------|--------------------|------------|-------------------|------------|
|                           | Carrying Value     | Fair Value | Carrying Value    | Fair Value |
| Cash and cash equivalents | \$21,012           | \$21,012   | \$15,827          | \$15,827   |
| Restricted cash           | 12,544             | 12,544     | 10,299            | 10,299     |
| 2445 M Street note        | 4,940              | 5,160      | 4,404             | 5,113      |
| Mortgage notes payable    | 419,293            | 434,581    | 418,525           | 433,762    |
| Lines of credit           | 195,000            | 195,000    | 50,000            | 50,000     |
| Notes payable             | 747,540            | 781,641    | 747,208           | 782,042    |

## NOTE 9: EARNINGS PER COMMON SHARE

We determine "Basic earnings per share" using the two-class method as our unvested restricted share awards and units have non-forfeitable rights to dividends and are therefore considered participating securities. We compute basic earnings per share by dividing net income attributable to the controlling interest less the allocation of undistributed earnings to unvested restricted share awards and units by the weighted-average number of common shares outstanding for the period.

We determine "Diluted earnings per share" as the more dilutive of the two-class method or the treasury stock method with respect to the unvested restricted share awards. We further evaluate any other potentially dilutive securities at the end of the period and adjust the basic earnings per share calculation for the impact of those securities that are dilutive. Our diluted earnings per share calculation includes the dilutive impact of employee stock options (prior to their expiration at December 31, 2014) based on the treasury stock method and our share based awards with performance conditions prior to the grant date and all market condition awards under the contingently issuable method.

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The computations of basic and diluted earnings per share for the three and nine months ended September 30, 2015 and 2014 were as follows (in thousands, except per share data):

|  | Three Months Ended<br>September 30, |         | Nine Months Ended<br>September 30, |           |
|--|-------------------------------------|---------|------------------------------------|-----------|
|  | 2015                                | 2014    | 2015                               | 2014      |
| Numerator:   |                                     |         |                                    |           |
| Income from continuing operations  | \$580                               | \$3,658 | \$27,092                           | \$2,761   |
| Net loss attributable to noncontrolling interests  | 67                                  | 10      | 515                                | 17        |
| Allocation of earnings to unvested restricted share awards                               | (47                                 | ) (44   | ) (184                             | ) 11      |
| Adjusted income from continuing operations attributable to the controlling interests     | 600                                 | 3,624   | 27,423                             | 2,789     |
| Income from discontinued operations, including gain on sale of real estate, net of taxes | —                                   | —       | —                                  | 106,531   |
| Allocation of earnings to unvested restricted share awards                               | —                                   | —       | —                                  | (335      |
| Adjusted income from discontinuing operations attributable to the controlling interests  | —                                   | —       | —                                  | 106,196   |
| Adjusted net income attributable to the controlling interests                            | \$600                               | \$3,624 | \$27,423                           | \$108,985 |
| Denominator:   |                                     |         |                                    |           |
| Weighted average shares outstanding – basic  | 68,186                              | 66,738  | 68,168                             | 66,725    |
| Effect of dilutive securities:   |                                     |         |                                    |           |
| Employee restricted share awards   | 119                                 | 52      | 122                                | 35        |
| Weighted average shares outstanding – diluted  | 68,305                              | 66,790  | 68,290                             | 66,760    |
| Net income per common share, basic:  |                                     |         |                                    |           |
| Continuing operations  | \$0.01                              | \$0.05  | \$0.40                             | \$0.04    |
| Discontinued operations  | —                                   | —       | —                                  | 1.59      |
|  | \$0.01                              | \$0.05  | \$0.40                             | \$1.63    |
| Net income per common share, diluted:  |                                     |         |                                    |           |
| Continuing operations  | \$0.01                              | \$0.05  | \$0.40                             | \$0.04    |
| Discontinued operations  | —                                   | —       | —                                  | 1.59      |
|  | \$0.01                              | \$0.05  | \$0.40                             | \$1.63    |

NOTE 10: SEGMENT INFORMATION

We have three reportable segments: office, retail and multifamily. Office buildings provide office space for various types of businesses and professions. Retail shopping centers are typically grocery store-anchored neighborhood centers that include other small shop tenants or regional power centers with several junior box tenants. Multifamily properties provide rental housing for individuals and families throughout the Washington metropolitan area.

We evaluate performance based upon operating income from the combined properties in each segment. Our reportable operating segments are consolidations of similar properties. GAAP requires that segment disclosures present the measure(s) used by the chief operating decision maker for purposes of assessing segments' performance. Net operating income is a key measurement of our segment profit and loss. Net operating income is defined as segment real estate rental revenue less segment real estate expenses.

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The following tables present revenues, net operating income, capital expenditures and total assets for the 2015 and 2014 Quarters and Periods from these segments, and reconciles net operating income of reportable segments to net income attributable to the controlling interests as reported (in thousands):

|   | Three Months Ended September 30, 2015 |           |             |                     |              |
|---|---------------------------------------|-----------|-------------|---------------------|--------------|
|   | Office                                | Retail    | Multifamily | Corporate and Other | Consolidated |
| Real estate rental revenue  | \$43,616                              | \$15,684  | \$18,943    | \$—                 | \$78,243     |
| Real estate expenses  | 16,612                                | 3,649     | 7,848       | —                   | 28,109       |
| Net operating income  | \$27,004                              | \$12,035  | \$11,095    | \$—                 | \$50,134     |
| Depreciation and amortization   |                                       |           |             |                     | (29,349 )    |
| General and administrative  |                                       |           |             |                     | (4,953 )     |
| Acquisition costs   |                                       |           |             |                     | (929 )       |
| Interest expense  |                                       |           |             |                     | (14,486 )    |
| Other income  |                                       |           |             |                     | 163          |
| Net income  |                                       |           |             |                     | 580          |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |                                       |           |             |                     | 67           |
| Net income attributable to the controlling interests                    |                                       |           |             |                     | \$647        |
| Capital expenditures  | \$7,413                               | \$792     | \$2,489     | \$280               | \$10,974     |
| Total assets  | \$1,266,110                           | \$377,773 | \$541,480   | \$43,497            | \$2,228,860  |
|   | Three Months Ended September 30, 2014 |           |             |                     |              |
|   | Office                                | Retail    | Multifamily | Corporate and Other | Consolidated |
| Real estate rental revenue  | \$42,628                              | \$14,825  | \$15,960    | \$—                 | \$73,413     |
| Real estate expenses  | 16,066                                | 3,204     | 6,644       | —                   | 25,914       |
| Net operating income  | \$26,562                              | \$11,621  | \$9,316     | \$—                 | \$47,499     |
| Depreciation and amortization   |                                       |           |             |                     | (24,354 )    |
| Acquisition costs   |                                       |           |             |                     | (69 )        |
| General and administrative  |                                       |           |             |                     | (4,523 )     |
| Interest expense  |                                       |           |             |                     | (15,087 )    |
| Other income  |                                       |           |             |                     | 192          |
| Net income  |                                       |           |             |                     | 3,658        |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |                                       |           |             |                     | 10           |
| Net income attributable to the controlling interests                    |                                       |           |             |                     | \$3,668      |
| Capital expenditures  | \$7,804                               | \$3,037   | \$2,157     | \$3                 | \$13,001     |
| Total assets  | \$1,277,131                           | \$341,728 | \$404,596   | \$35,924            | \$2,059,379  |

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|   | Nine Months Ended September 30, 2015 |          |             |                     | Consolidated |
|---|--------------------------------------|----------|-------------|---------------------|--------------|
|   | Office                               | Retail   | Multifamily | Corporate and Other |              |
| Real estate rental revenue  | \$129,255                            | \$47,754 | \$50,316    | \$—                 | \$227,325    |
| Real estate expenses  | 50,597                               | 12,138   | 21,811      | —                   | 84,546       |
| Net operating income  | \$78,658                             | \$35,616 | \$28,505    | \$—                 | \$142,779    |
| Depreciation and amortization   |                                      |          |             |                     | (80,127 )    |
| General and administrative  |                                      |          |             |                     | (15,339 )    |
| Acquisition costs   |                                      |          |             |                     | (1,937 )     |
| Interest expense  |                                      |          |             |                     | (44,534 )    |
| Other income  |                                      |          |             |                     | 547          |
| Gain on sale of real estate   |                                      |          |             |                     | 31,731       |
| Real estate impairment  |                                      |          |             |                     | (5,909 )     |
| Loss on extinguishment of debt  |                                      |          |             |                     | (119 )       |
| Net income  |                                      |          |             |                     | 27,092       |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |                                      |          |             |                     | 515          |
| Net income attributable to the controlling interests                    |                                      |          |             |                     | \$27,607     |
| Capital expenditures  | \$16,023                             | \$2,291  | \$4,771     | \$2,116             | \$25,201     |
|   | Nine Months Ended September 30, 2014 |          |             |                     | Consolidated |
|   | Office                               | Retail   | Multifamily | Corporate and Other |              |
| Real estate rental revenue  | \$123,568                            | \$44,209 | \$46,501    | \$—                 | \$214,278    |
| Real estate expenses  | 47,579                               | 10,672   | 19,533      | —                   | 77,784       |
| Net operating income  | \$75,989                             | \$33,537 | \$26,968    | \$—                 | \$136,494    |
| Depreciation and amortization   |                                      |          |             |                     | (71,508 )    |
| Acquisition costs   |                                      |          |             |                     | (5,047 )     |
| General and administrative  |                                      |          |             |                     | (13,780 )    |
| Interest expense  |                                      |          |             |                     | (44,602 )    |
| Other income  |                                      |          |             |                     | 634          |
| Gain on sale of real estate   |                                      |          |             |                     | 570          |
| Discontinued operations:  |                                      |          |             |                     |              |
| Income from operations of properties sold or held for sale              |                                      |          |             |                     | 546          |
| Gain on sale of real estate   |                                      |          |             |                     | 105,985      |
| Net income  |                                      |          |             |                     | 109,292      |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |                                      |          |             |                     | 17           |
| Net income attributable to the controlling interests                    |                                      |          |             |                     | \$109,309    |
| Capital expenditures  | \$30,974                             | \$4,157  | \$6,814     | \$44                | \$41,989     |

NOTE 11: SUBSEQUENT EVENT

On October 21, 2015, we closed on the sale of Munson Hill Towers, a 279-unit multifamily property, for a contract sale price of \$57.1 million, and expect to record a gain on sale of real estate of approximately \$51 million.



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

The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto appearing in Item 1 of this report and the more detailed information contained in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission on March 2, 2015.

We refer to the three months ended September 30, 2015 and September 30, 2014 as the "2015 Quarter" and the "2014 Quarter," respectively, and the nine months ended September 30, 2015 and September 30, 2014 as the "2015 Period" and the "2014 Period," respectively.

### Forward-Looking Statements

This Form 10-Q contains forward-looking statements which involve risks and uncertainties. Forward-looking statements include statements in this report preceded by, followed by or that include the words "believe," "expect," "intend," "anticipate," "potential," "project," "will" and other similar expressions. We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for these statements. The following important factors, in addition to those discussed elsewhere in this Form 10-Q, could affect our future results and could cause those results to differ materially from those expressed in the forward-looking statements: (a) the effect of credit and financial market conditions; (b) the availability and cost of capital; (c) fluctuations in interest rates; (d) the economic health of our tenants; (e) the timing and pricing of lease transactions; (f) the economic health of the greater Washington metro region, or other markets we may enter; (g) changes in real estate and zoning laws and increases in property tax rates; (h) the effects of changes in federal government spending; (i) the supply of competing properties; (j) consumer confidence; (k) unemployment rates; (l) consumer tastes and preferences; (m) our future capital requirements; (n) inflation; (o) compliance with applicable laws, including those concerning the environment and access by persons with disabilities; (p) governmental or regulatory actions and initiatives; (q) changes in general economic and business conditions; (r) terrorist attacks or actions; (s) acts of war; (t) weather conditions and natural disasters; (u) failure to qualify as a REIT; (v) the availability of and our ability to attract and retain qualified personnel; and (w) other factors discussed under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission on March 2, 2015. We undertake no obligation to update our forward-looking statements or risk factors to reflect new information, future events, or otherwise.

### General

#### Introductory Matters

We provide our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations and financial condition. We organize the MD&A as follows:

• **Overview.** Discussion of our business, operating results, investment activity and capital requirements, and summary of our significant transactions to provide context for the remainder of MD&A.

• **Results of Operations.** Discussion of our financial results comparing the 2015 Quarter to the 2014 Quarter and the 2015 Period to the 2014 Period.

• **Liquidity and Capital Resources.** Discussion of our financial condition and analysis of changes in our capital structure and cash flows.

• **Critical Accounting Policies and Estimates.** Descriptions of accounting policies that reflect significant judgments and estimates used in the preparation of our consolidated financial statements.



When evaluating our financial condition and operating performance, we focus on the following financial and non-financial indicators:

- Net operating income (“NOI”), calculated as real estate rental revenue less real estate expenses excluding depreciation and amortization and general and administrative expenses. NOI is a non-GAAP supplemental measure to net income;
- NAREIT Funds From Operations (“NAREIT FFO”), calculated as set forth below under the caption “Funds from Operations.” FFO is a non-GAAP supplemental measure to net income;
- Occupancy, calculated as occupied square footage as a percentage of total square footage as of the last day of that period;

Leased percentage, calculated as the percentage of available physical net rentable area leased for our commercial segments and percentage of apartments leased for our multifamily segment;

Rental rates; and

Leasing activity, including new leases, renewals and expirations.

For purposes of evaluating comparative operating performance, we categorize our properties as “same-store”, “non-same-store” or discontinued operations. A “same-store” property is one that was owned for the entirety of the periods being evaluated and excludes properties under redevelopment or development and properties purchased or sold at any time during the periods being compared. A “non-same-store” property is one that was acquired, under redevelopment or development, or placed into service during either of the periods being evaluated. We define redevelopment properties as those for which we expect to spend significant development and construction costs on existing or acquired buildings pursuant to a formal plan which has a current impact on operating results, occupancy and the ability to lease space with the intended result of a higher economic return on the property. Properties under redevelopment or development are included within the non-same-store properties beginning in the period during which redevelopment or development activities commence. Redevelopment and development properties are included in the same-store pool upon completion of the redevelopment or development, and the earlier of achieving 90% occupancy or two years after completion.

## Overview

### Business

Our revenues are derived primarily from the ownership and operation of income-producing properties in the greater Washington metro region. As of September 30, 2015, we owned a diversified portfolio of 56 properties, totaling approximately 7.4 million square feet of commercial space and 3,537 multifamily units, and land held for development. These 56 properties consisted of 25 office properties, 17 retail centers and 14 multifamily properties.

### Operating Results

Real estate rental revenue, NOI, net income attributable to the controlling interests and NAREIT FFO for the three months ended September 30, 2015 and 2014 were as follows (in thousands):

|  | Three Months Ended |          |           |          |    |  |
|--|--------------------|----------|-----------|----------|----|--|
|  | September 30,      |          | \$ Change | % Change |    |  |
|  | 2015               | 2014     |           |          |    |  |
| Real estate rental revenue                           | \$78,243           | \$73,413 | \$4,830   | 6.6      | %  |  |
| NOI <sup>(1)</sup>                                   | \$50,134           | \$47,499 | \$2,635   | 5.5      | %  |  |
| Net income attributable to the controlling interests | \$647              | \$3,668  | \$(3,021) | (82.4)   | )% |  |
| NAREIT FFO <sup>(2)</sup>                            | \$29,929           | \$28,012 | \$1,917   | 6.8      | %  |  |

<sup>(1)</sup> See page 28 of the MD&A for a reconciliation of NOI to net income.

<sup>(2)</sup> See page 38 of the MD&A for a reconciliation of NAREIT FFO to net income.

The increase in real estate rental revenue is primarily due to acquisitions (\$4.3 million), the partial lease-up of The Maxwell (\$0.6 million) and higher rental rates (\$0.5 million) and lease termination fees (\$0.4 million) at same-store properties, partially offset by the sale of Country Club Towers (\$1.0 million) during the first quarter of 2015.

The increase in NOI is primarily due to acquisitions (\$2.8 million) and the partial lease-up of The Maxwell (\$0.3 million), partially offset by the sale of Country Club Towers (\$0.5 million). Same-store occupancy decreased to 92.4% from 92.6% one year ago, with decreases in the multifamily and retail segments partially offset by higher

occupancy in the office segment.

The lower net income attributable to the controlling interests is primarily due to amortization of intangible lease assets (\$2.7 million) associated with a recently acquired multifamily property. The higher NAREIT FFO is primarily attributable to the higher NOI (\$2.6 million), partially offset by higher acquisition costs (\$0.9 million).

#### Investment Activity

During the 2015 Quarter, we closed on the purchase of The Wellington, a multifamily property with three buildings totaling 711 units in Arlington, Virginia, and an adjacent undeveloped land parcel, for \$167.0 million. We funded the purchase price with

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borrowings on the New Credit Facility. We also sold our 95% interest in the 1225 First Street joint venture for a contract sale price of \$14.5 million.

### Capital Requirements

On September 15, 2015, we entered into a \$150.0 million unsecured term loan by executing a portion of the accordion feature under the New Credit Facility. The term loan has a 5.5 year maturity and an interest rate of LIBOR plus 110 basis points, based on our current unsecured debt ratings. We have entered into interest rate swap arrangements to swap the floating interest rate under the term loan to an all-in fixed interest rate of 2.7% starting on October 15, 2015 and extending until the maturity of the term loan on March 15, 2021. Proceeds from the term loan were used to repay amounts outstanding on the unsecured credit facility. There is no premium or penalty associated with full or partial prepayment of the term loan.

As of October 29, 2015, the unused and available capacity under the unsecured line of credit for the New Credit Facility was \$384.5 million.

### Significant Transactions

Our significant transactions during the 2015 and 2014 Periods are summarized as follows:

#### 2015 Period

- The disposition of our 95% interest in the 1225 First Street joint venture for a contract sale price of \$14.5 million.
- The execution of \$150.0 million unsecured term loan maturing in March 2021. The unsecured term loan has the terms set forth above under "Capital Requirements".
- The acquisition of The Wellington, a multifamily property with three buildings totaling 711 units in Arlington, Virginia, and an adjacent undeveloped land parcel, for a contract purchase price of \$167.0 million. We incurred \$1.9 million of acquisition costs related to this transaction.
- The execution of the New Credit Facility, a \$600.0 million unsecured credit facility maturing in June 2019 that replaces Prior Credit Facility No. 1 and Prior Credit Facility No. 2, which had a combined borrowing capacity of \$500.0 million.
- The disposition of Country Club Towers, a 277-unit multifamily building in Arlington, Virginia, for a contract sales price of \$37.8 million, resulting in a gain on sale of \$30.3 million.
- The execution of new and renewal leases for 1.0 million square feet of commercial space with an average rental rate increase of 8.8% over expiring leases.

#### 2014 Period

- The disposition of the Woodburn Medical Park I and II and Prosperity Medical Center I, II and III medical office buildings with a combined 427,000 square feet, for a contract sales price of \$193.6 million, resulting in a gain on sale of \$106.0 million. These sales transactions completed the disposition of the medical office segment.
- The acquisition of Yale West, a 216-unit multifamily property in Washington, DC, for a contract purchase price of \$73.0 million. We assumed a \$48.2 million mortgage with this acquisition. We incurred \$1.8 million of acquisition costs related to this transaction.
- The acquisition of The Army Navy Club Building, a 108,000 square foot office property in Washington, DC, for a contract purchase price of \$79.0 million. We assumed a \$52.7 million mortgage with this acquisition. We incurred \$1.4 million of acquisition costs related to this transaction.
- The acquisition of 1775 Eye Street, NW, a 185,000 square foot office property in Washington, DC, for a contract purchase price of \$104.5 million. We incurred \$1.7 million of acquisition costs with this transaction.
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The execution of new and renewal leases for 0.6 million square feet of commercial space with an average rental rate increase of 12.4% over expiring leases.

## Results of Operations

The discussion that follows is based on our consolidated results of operations for the 2015 and 2014 Quarters and Periods. The ability to compare one period to another may be significantly affected by acquisitions completed and dispositions made during those periods. To provide more insight into our operating results, we divide our discussion into two main sections:

• Consolidated Results of Operations: Overview analysis of results on a consolidated basis.

• Net Operating Income: Detailed analysis of same-store and non-same-store NOI results by segment.

## Consolidated Results of Operations

## Real Estate Rental Revenue

Real estate rental revenue for properties classified as continuing operations for the three and nine months ended September 30, 2015 and 2014 were as follows (in thousands):

|                                  | Three Months Ended |          |         |         | Nine Months Ended |           |          |        |   |
|----------------------------------|--------------------|----------|---------|---------|-------------------|-----------|----------|--------|---|
|                                  | September 30,      |          | Change  |         | September 30,     |           | Change   |        |   |
|                                  | 2015               | 2014     | \$      | %       | 2015              | 2014      | \$       | %      |   |
| Minimum base rent                | \$66,317           | \$62,595 | \$3,722 | 5.9     | % \$191,587       | \$181,588 | \$9,999  | 5.5    | % |
| Recoveries from tenants          | 8,179              | 7,861    | 318     | 4.0     | % 25,563          | 23,496    | 2,067    | 8.8    | % |
| Provisions for doubtful accounts | (419 )             | (459 )   | 40      | 8.7     | % (1,310 )        | (1,594 )  | 284      | 17.8   | % |
| Lease termination fees           | 404                | 24       | 380     | 1,583.3 | % 746             | 822       | (76 )    | (9.2 ) | % |
| Parking and other tenant charges | 3,762              | 3,392    | 370     | 10.9    | % 10,739          | 9,966     | 773      | 7.8    | % |
|                                  | \$78,243           | \$73,413 | \$4,830 | 6.6     | % \$227,325       | \$214,278 | \$13,047 | 6.1    | % |

**Minimum Base Rent:** Minimum base rent increased by \$3.7 million in the 2015 Quarter primarily due to acquisitions (\$3.8 million) and placing development/re-development properties into service (\$0.9 million), partially offset by the sale of Country Club Towers (\$0.9 million) during the first quarter of 2015.

Minimum base rent increased by \$10.0 million in the 2015 Period primarily due to acquisitions (\$9.3 million) and higher occupancy (\$2.3 million) at same-store properties, partially offset by the sale of Country Club Towers (\$1.8 million) during the first quarter of 2015.

**Recoveries from Tenants:** Recoveries from tenants increased by \$0.3 million in the 2015 Quarter primarily due to acquisitions.

Recoveries from tenants increased by \$2.1 million in the 2015 Period primarily due to acquisitions (\$1.9 million) and higher recoveries (\$0.3 million) from same-store properties.

**Provisions for Doubtful Accounts:** Provisions for doubtful accounts decreased slightly in the 2015 Quarter primarily due to lower net provisions in the office segment.

Provisions for doubtful accounts decreased by \$0.3 million in the 2015 Period primarily due to lower net provisions in the retail segment due to fewer tenants requiring reserves.

Lease Termination Fees: Lease termination fees increased by \$0.4 million in 2015 Quarter primarily due to higher lease termination fees in the office (\$0.3 million) and multifamily (\$0.1 million) segments.

Lease termination fees decreased by \$0.1 million in 2015 Period primarily due to lower lease termination fees in the office segment (\$0.2 million), partially offset by higher lease termination fees in the multifamily segment (\$0.1 million).

Parking and Other Tenant Charges: Parking and other tenant charges increased by \$0.4 million in the 2015 Quarter primarily due to higher parking income at same-store properties (\$0.2 million) and acquisitions (\$0.1 million).

Parking and other tenant charges increased by \$0.8 million in the 2015 Period primarily due to acquisitions (\$0.5 million) and higher parking income (\$0.3 million) at same-store properties.

Occupancy by segment for properties classified as continuing operations as of September 30, 2015 and 2014 was as follows:

|             | As of September 30, |        | Change  |    |
|-------------|---------------------|--------|---------|----|
|             | 2015                | 2014   |         |    |
| Office      | 87.8                | % 87.1 | % 0.7   | %  |
| Retail      | 94.4                | % 94.4 | % —     | %  |
| Multifamily | 92.3                | % 94.3 | % (2.0) | )% |
| Total       | 90.7                | % 90.7 | % —     | %  |

Occupancy represents occupied square footage indicated as a percentage of total square footage as of the last day of that period.

A detailed discussion of occupancy by segment can be found in the Net Operating Income section.

#### Real Estate Expenses

Real estate expenses for the three and nine months ended September 30, 2015 and 2014 for properties classified as continuing operations were as follows (in thousands):

|                             | Three Months Ended |          |         |     | Nine Months Ended |          |         |      |   |
|-----------------------------|--------------------|----------|---------|-----|-------------------|----------|---------|------|---|
|                             | September 30,      |          | Change  |     | September 30,     |          | Change  |      |   |
|                             | 2015               | 2014     | \$      | %   | 2015              | 2014     | \$      | %    |   |
| Property operating expenses | \$19,096           | \$17,516 | \$1,580 | 9.0 | % \$56,898        | \$53,519 | \$3,379 | 6.3  | % |
| Real estate taxes           | 9,013              | 8,398    | 615     | 7.3 | % 27,648          | 24,265   | 3,383   | 13.9 | % |
|                             | \$28,109           | \$25,914 | \$2,195 | 8.5 | % \$84,546        | \$77,784 | \$6,762 | 8.7  | % |

Real estate expenses as a percentage of revenue were 35.9% and 35.3% for the 2015 and 2014 Quarters, respectively, and 37.2% and 36.3% for the 2015 and 2014 Periods, respectively.

Property Operating Expenses: Property operating expenses include utilities, repairs and maintenance, property administration and management, operating services, common area maintenance, property insurance, bad debt and other operating expenses.

Property operating expenses increased by \$1.6 million in the 2015 Quarter primarily due to acquisitions (\$1.0 million), higher administrative (\$0.3 million) and utilities (\$0.3 million) expenses at same-store properties and placing The Maxwell into service (\$0.2 million), partially offset by the sale of Country Club Towers (\$0.3 million).

Property operating expenses increased by \$3.4 million in the 2015 Period primarily due to acquisitions (\$2.4 million), higher administrative (\$0.5 million) and bad debt (\$0.4 million) expenses at same-store properties and placing The Maxwell into service (\$0.7 million), partially offset by the sale of Country Club Towers (\$0.7 million).

Real Estate Taxes: Real estate taxes increased by \$0.6 million in the 2015 Quarter primarily due to acquisitions.

Real estate taxes increased by \$3.4 million in the 2015 Period primarily due to acquisitions (\$2.1 million) and higher assessments (\$1.3 million) at same-store properties.



Other Operating Expenses

Other operating expenses for the three and nine months ended September 30, 2015 and 2014 were as follows (in thousands):

|                               | Three Months Ended |          | Change  |         | Nine Months Ended |           | Change    |          |        |      |
|-------------------------------|--------------------|----------|---------|---------|-------------------|-----------|-----------|----------|--------|------|
|                               | September 30,      |          | \$      | %       | September 30,     |           | \$        | %        |        |      |
|                               | 2015               | 2014     |         |         |                   |           |           |          | 2015   | 2014 |
| Depreciation and amortization | \$29,349           | \$24,354 | \$4,995 | 20.5    | %                 | \$80,127  | \$71,508  | \$8,619  | 12.1   | %    |
| Interest expense              | 14,486             | 15,087   | (601)   | (4.0)   | %                 | 44,534    | 44,602    | (68)     | (0.2)  | %    |
| Acquisition costs             | 929                | 69       | 860     | 1,246.4 | %                 | 1,937     | 5,047     | (3,110)  | (61.6) | %    |
| Real estate impairment        | —                  | —        | —       | N/A     |                   | 5,909     | —         | 5,909    | N/A    |      |
| General and administrative    | 4,953              | 4,523    | 430     | 9.5     | %                 | 15,339    | 13,780    | 1,559    | 11.3   | %    |
|                               | \$49,717           | \$44,033 | \$5,684 | 12.9    | %                 | \$147,846 | \$134,937 | \$12,909 | 9.6    | %    |

Depreciation and Amortization: Depreciation and amortization increased by \$5.0 million in the 2015 Quarter primarily due to acquisitions (\$4.1 million) and placing The Maxwell (\$0.6 million) and a portion of the Silverline Center redevelopment (\$0.4 million) into service.

Depreciation and amortization increased by \$8.6 million in the 2015 Period primarily due to acquisitions (\$6.0 million) and placing The Maxwell (\$1.8 million) and a portion of the Silverline Center redevelopment (\$1.0 million) into service.

Interest Expense: Interest expense by debt type for the three and nine months ended September 30, 2015 and 2014 was as follows (in thousands):

|                      | Three Months Ended |          | Change    |        | Nine Months Ended |          | Change   |           |        |      |
|----------------------|--------------------|----------|-----------|--------|-------------------|----------|----------|-----------|--------|------|
|                      | September 30,      |          | \$        | %      | September 30,     |          | \$       | %         |        |      |
|                      | 2015               | 2014     |           |        |                   |          |          |           | 2015   | 2014 |
| Notes payable        | \$7,303            | \$9,295  | \$(1,992) | (21.4) | %                 | \$24,513 | \$28,119 | \$(3,606) | (12.8) | %    |
| Mortgages            | 5,694              | 5,763    | (69)      | (1.2)  | %                 | 16,975   | 16,130   | 845       | 5.2    | %    |
| Lines of credit      | 1,585              | 620      | 965       | 155.6  | %                 | 3,601    | 1,797    | 1,804     | 100.4  | %    |
| Capitalized interest | (96)               | (591)    | 495       | (83.8) | %                 | (555)    | (1,445)  | 890       | (61.6) | %    |
| Total                | \$14,486           | \$15,087 | \$(601)   | (4.0)  | %                 | \$44,534 | \$44,601 | \$(67)    | (0.2)  | %    |

Interest expense from notes payable decreased in the 2015 Quarter and Period primarily due to the repayment of \$150.0 million of 5.35% unsecured notes in May 2015. Interest expense from mortgage notes increased in the 2015 Period primarily due to the assumption of mortgages with the acquisitions of Yale West and The Army Navy Club Building during the 2014 Period. Interest expense from our unsecured lines of credit increased in the 2015 Quarter and Period due to higher borrowing activity during the 2015 Quarter and Period. Capitalized interest decreased in the 2015 Quarter and Period because we placed The Maxwell and a portion of the Silverline Center redevelopment into service.

Acquisition Costs: Acquisition costs increased by \$0.9 million in the 2015 Quarter primarily due to closing on the acquisition of The Wellington.

Acquisition costs decreased by \$3.1 million in the 2015 Period primarily due to closing on the acquisitions of Yale West, The Army Navy Club Building and 1775 Eye Street during the 2014 Period, partially offset by costs associated with the acquisition of The Wellington during the 2015 Period.

Real Estate Impairment: In November 2011, we executed a joint venture operating agreement with a real estate development company to develop a high-rise multifamily property at 1225 First Street in Alexandria, Virginia. During the second quarter of 2015, we determined that we would not develop 1225 First Street and began negotiations to sell our 95% interest in the joint venture that owns the property, and recognized a \$5.9 million impairment charge in order to reduce the carrying value of the property to its estimated fair value. We based this fair value on the \$14.5 million sale price in the purchase and sale agreement to sell our 95% interest in the joint venture that we executed during the 2015 Period.

General and Administrative Expenses: General and administrative expenses increased by \$0.4 million in the 2015 Quarter primarily due to higher professional fees.

General and administrative expenses increased by \$1.6 million in the 2015 Period primarily due to higher professional fees (\$1.7 million) and trustee compensation expense (\$0.5 million), partially offset by lower severance expense (\$0.7 million).

#### Discontinued Operations

Operating results of the properties classified as discontinued operations for the nine months ended September 30, 2015 and 2014 were as follows (in thousands):

|                   | Nine Months Ended<br>September 30, |       | Change |          |    |
|-------------------|------------------------------------|-------|--------|----------|----|
|                   | 2015                               | 2014  | \$     | %        |    |
| Revenues          | \$—                                | \$892 | \$(892 | ) (100.0 | )% |
| Property expenses | —                                  | (346  | ) 346  | (100.0   | )% |
| Total             | \$—                                | \$546 | \$(546 | ) (100.0 | )% |

The decrease in income from discontinued operations in the 2015 Period is due to the completion of the sale of the medical office segment in January 2014 (see note 3 to the consolidated financial statements).

#### Net Operating Income

NOI is the primary performance measure we use to assess the results of our operations at the property level. We believe that NOI is useful as a performance measure because, when compared across periods, NOI reflects the impact on operations of trends in occupancy rates, rental rates and operating costs on an unleveraged basis, providing perspective not immediately apparent from net income. NOI excludes certain components from net income in order to provide results more closely related to a property's results of operations. For example, interest expense is not necessarily linked to the operating performance of a real estate asset. In addition, depreciation and amortization, because of historical cost accounting and useful life estimates, may distort operating performance at the property level. As a result of the foregoing, we provide NOI as a supplement to net income or income from continuing operations, calculated in accordance with GAAP. NOI does not represent net income or income from continuing operations, in either case calculated in accordance with GAAP. As such, it should not be considered an alternative to these measures as an indication of our operating performance. NOI is calculated as real estate rental revenue less real estate expenses excluding depreciation and amortization, interest expense and general and administrative expenses. A reconciliation of NOI to net income follows.

2015 Quarter Compared to 2014 Quarter

The following tables of selected operating data reconcile NOI to net income and provide the basis for our discussion of NOI in the 2015 Quarter compared to the 2014 Quarter (in thousands).

|   | Three Months Ended |          | \$ Change | % Change |    |
|---|--------------------|----------|-----------|----------|----|
|   | September 30,      |          |           |          |    |
|   | 2015               | 2014     |           |          |    |
| Real Estate Rental Revenue                              |                    |          |           |          |    |
| Same-store  | \$70,901           | \$70,344 | \$557     | 0.8      | %  |
| Non-same-store <sup>(1)</sup>                           | 7,342              | 3,069    | 4,273     | 139.2    | %  |
| Total real estate rental revenue                        | \$78,243           | \$73,413 | \$4,830   | 6.6      | %  |
| Real Estate Expenses                                    |                    |          |           |          |    |
| Same-store  | \$25,107           | \$24,106 | \$1,001   | 4.2      | %  |
| Non-same-store <sup>(1)</sup>                           | 3,002              | 1,808    | 1,194     | 66.0     | %  |
| Total real estate expenses                              | \$28,109           | \$25,914 | \$2,195   | 8.5      | %  |
| NOI   |                    |          |           |          |    |
| Same-store  | \$45,794           | \$46,238 | \$(444)   | (1.0)    | )% |
| Non-same-store <sup>(1)</sup>                           | 4,340              | 1,261    | 3,079     | 244.2    | %  |
| Total NOI   | \$50,134           | \$47,499 | \$2,635   | 5.5      | %  |
| Reconciliation to Net Income                            |                    |          |           |          |    |
| NOI   | \$50,134           | \$47,499 |           |          |    |
| Depreciation and amortization                           | (29,349)           | (24,354) |           |          |    |
| General and administrative expenses                     | (4,953)            | (4,523)  |           |          |    |
| Interest expense  | (14,486)           | (15,087) |           |          |    |
| Other income  | 163                | 192      |           |          |    |
| Acquisition costs                                       | (929)              | (69)     |           |          |    |
| Net income  | 580                | 3,658    |           |          |    |
| Less: Net loss attributable to noncontrolling interests | 67                 | 10       |           |          |    |
| Net income attributable to the controlling interests    | \$647              | \$3,668  |           |          |    |

(1) Non-same-store properties classified as continuing operations include:

- 2015 Multifamily acquisition – The Wellington
- 2015 Multifamily disposition – Country Club Towers
- 2014 Multifamily development – The Maxwell
- 2014 Retail acquisition – Spring Valley Retail Center
- 2013 Office redevelopment – Silverline Center

Real estate rental revenue from same-store properties increased by \$0.6 million in the 2015 Quarter primarily due to higher rental rates (\$0.5 million) and lease termination fees (\$0.4 million), partially offset by higher rent abatements (\$0.4 million).

Real estate expenses from same-store properties increased by \$1.0 million in the 2015 Quarter primarily due to higher real estate taxes (\$0.3 million), utilities (\$0.3 million) and administrative (\$0.3 million) expenses.

|                | As of September 30, |        |  |   |
|----------------|---------------------|--------|--|---|
|                | 2015                | 2014   |  |   |
| Occupancy      |                     |        |  |   |
| Same-store     | 92.4                | % 92.6 |  | % |
| Non-same-store | 81.1                | % 66.3 |  | % |
| Total          | 90.7                | % 90.7 |  | % |

Same-store occupancy decreased to 92.4%, primarily due to decreases in the multifamily segment. During the 2015 Quarter, 70.3% of the commercial square footage expiring was renewed as compared to 57.3% in the 2014 Quarter. During the 2015 Quarter, we executed new and renewal leases for 0.4 million commercial square feet at an average rental rate of \$31.24 per square foot, an

increase of 5.3%, with average tenant improvements and leasing commissions and incentives (including free rent) of \$42.87 per square foot.

An analysis of NOI by segment follows.

Office Segment:

|                                  | Three Months Ended |          | \$ Change | % Change |   |
|----------------------------------|--------------------|----------|-----------|----------|---|
|                                  | September 30, 2015 | 2014     |           |          |   |
| Real Estate Rental Revenue       |                    |          |           |          |   |
| Same-store                       | \$41,221           | \$40,566 | \$655     | 1.6      | % |
| Non-same-store <sup>(1)</sup>    | 2,395              | 2,062    | 333       | 16.1     | % |
| Total real estate rental revenue | \$43,616           | \$42,628 | \$988     | 2.3      | % |
| Real Estate Expenses             |                    |          |           |          |   |
| Same-store                       | \$15,533           | \$14,835 | \$698     | 4.7      | % |
| Non-same-store <sup>(1)</sup>    | 1,079              | 1,231    | (152)     | (12.3)   | % |
| Total real estate expenses       | \$16,612           | \$16,066 | \$546     | 3.4      | % |
| NOI                              |                    |          |           |          |   |
| Same-store                       | \$25,688           | \$25,731 | (\$43)    | (0.2)    | % |
| Non-same-store <sup>(1)</sup>    | 1,316              | 831      | 485       | 58.4     | % |
| Total NOI                        | \$27,004           | \$26,562 | \$442     | 1.7      | % |

(1)Non-same-store properties include:  
2013 redevelopment – Silverline Center

Real estate rental revenue from same-store properties increased by \$0.7 million in the 2015 Quarter primarily due to higher lease termination fees (\$0.3 million), rental rates (\$0.3 million), parking income (\$0.2 million), operating expense reimbursements (\$0.1 million) and occupancy (\$0.1 million), partially offset by higher rent abatements (\$0.5 million).

Real estate expenses from same-store properties increased by \$0.7 million in the 2015 Quarter primarily due to higher real estate taxes (\$0.3 million), utilities (\$0.2 million) and repairs and maintenance (\$0.2 million) expenses.

|                | As of September 30, |        |   |
|----------------|---------------------|--------|---|
|                | 2015                | 2014   |   |
| Occupancy      |                     |        |   |
| Same-store     | 90.8                | % 90.7 | % |
| Non-same-store | 63.0                | % 57.3 | % |
| Total          | 87.8                | % 87.1 | % |

Same-store occupancy increased slightly to 90.8% primarily due to higher occupancy at 1775 Eye Street, partially offset by lower occupancy at Quantico Corporate Center and 1776 G Street. During the 2015 Quarter, 70.0% of the square footage that expired was renewed compared to 57.4% in the 2014 Quarter. During the 2015 Quarter, we executed new and renewal leases for 0.3 million square feet of office space at an average rental rate of \$33.04 per square foot, an increase of 0.8%, with average tenant improvements and leasing commissions and incentives (including free rent) of \$37.40 per square foot.

## Retail Segment:

|                                  | Three Months Ended<br>September 30, |           | \$ Change | % Change |    |
|----------------------------------|-------------------------------------|-----------|-----------|----------|----|
|                                  | 2015                                | 2014      |           |          |    |
| Real Estate Rental Revenue       |                                     |           |           |          |    |
| Same-store                       | \$ 14,783                           | \$ 14,825 | \$(42     | ) (0.3   | )% |
| Non-same-store <sup>(1)</sup>    | 901                                 | —         | 901       | N/A      |    |
| Total real estate rental revenue | \$ 15,684                           | \$ 14,825 | \$ 859    | 5.8      | %  |
| Real Estate Expenses             |                                     |           |           |          |    |
| Same-store                       | \$ 3,447                            | \$ 3,204  | \$ 243    | 7.6      | %  |
| Non-same-store <sup>(1)</sup>    | 202                                 | —         | 202       | N/A      |    |
| Total real estate expenses       | \$ 3,649                            | \$ 3,204  | \$ 445    | 13.9     | %  |
| NOI                              |                                     |           |           |          |    |
| Same-store                       | \$ 11,336                           | \$ 11,621 | \$(285    | ) (2.5   | )% |
| Non-same-store <sup>(1)</sup>    | 699                                 | —         | 699       | N/A      |    |
| Total NOI                        | \$ 12,035                           | \$ 11,621 | \$ 414    | 3.6      | %  |

(1)Non-same-store properties include:

2014 acquisition – Spring Valley Retail Center

Real estate rental revenue from same-store properties decreased slightly in the 2015 Quarter as lower occupancy (\$0.4 million) was partially offset by higher rental rates (\$0.4 million).

Real estate expenses from same-store properties increased by \$0.2 million in the 2015 Quarter primarily due to higher legal fees (\$0.1 million) and real estate taxes (\$0.1 million).

|                | As of September 30, |        |  |   |
|----------------|---------------------|--------|--|---|
|                | 2015                | 2014   |  |   |
| Occupancy      |                     |        |  |   |
| Same-store     | 94.3                | % 94.4 |  | % |
| Non-same-store | 96.6                | % N/A  |  |   |
| Total          | 94.4                | % 94.4 |  | % |

Same-store occupancy decreased to 94.3% primarily due to lower occupancy at Bradlee Shopping Center and Montgomery Village Center, partially offset by higher occupancy at Concord Centre. During the 2015 Quarter, 70.9% of the square footage expiring was renewed compared to 56.7% in the 2014 Quarter. During the 2015 Quarter, we executed new and renewal leases for 0.1 million square feet of retail space at an average rental rate of \$27.20, an increase of 19.9%, with average tenant improvements and leasing commissions and incentives (including free rent) of \$55.11 per square foot.

## Multifamily Segment:

|                                  | Three Months Ended |           | \$ Change | % Change |    |
|----------------------------------|--------------------|-----------|-----------|----------|----|
|                                  | 2015               | 2014      |           |          |    |
| Real Estate Rental Revenue       |                    |           |           |          |    |
| Same-store                       | \$ 14,897          | \$ 14,953 | \$(56)    | (0.4)    | )% |
| Non-same-store <sup>(1)</sup>    | 4,046              | 1,007     | 3,039     | 301.8    | %  |
| Total real estate rental revenue | \$ 18,943          | \$ 15,960 | \$ 2,983  | 18.7     | %  |
| Real Estate Expenses             |                    |           |           |          |    |
| Same-store                       | \$ 6,127           | \$ 6,067  | \$ 60     | 1.0      | %  |
| Non-same-store <sup>(1)</sup>    | 1,721              | 577       | 1,144     | 198.3    | %  |
| Total real estate expenses       | \$ 7,848           | \$ 6,644  | \$ 1,204  | 18.1     | %  |
| NOI                              |                    |           |           |          |    |
| Same-store                       | \$ 8,770           | \$ 8,886  | \$(116)   | (1.3)    | )% |
| Non-same-store <sup>(1)</sup>    | 2,325              | 430       | 1,895     | 440.7    | %  |
| Total NOI                        | \$ 11,095          | \$ 9,316  | \$ 1,779  | 19.1     | %  |

(1) Non-same-store properties include:

2015 Multifamily acquisition – The Wellington

2015 Multifamily disposition – Country Club Towers

2014 Multifamily development – The Maxwell

Real estate rental revenue from same-store properties decreased by \$0.1 million in the 2015 Quarter primarily due to lower rental rates (\$0.3 million), partially offset by higher occupancy (\$0.2 million).

Real estate expenses from same-store properties increased by \$0.1 million in the 2015 Quarter primarily due to higher administrative expenses (\$0.3 million), partially offset by lower repairs and maintenance expenses (\$0.2 million).

|                | As of September 30, |        |  |   |
|----------------|---------------------|--------|--|---|
|                | 2015                | 2014   |  |   |
| Occupancy      |                     |        |  |   |
| Same-store     | 93.4                | % 94.2 |  | % |
| Non-same-store | 89.8                | % 96.0 |  | % |
| Total          | 92.3                | % 94.3 |  | % |

Same-store occupancy decreased to 93.4% primarily due to lower occupancy at Bethesda Hill Apartments. The decrease in non-same-store occupancy is primarily due to The Maxwell, which was in lease-up and had occupancy of 69.5% as of the end of the 2015 Quarter.



2015 Period Compared to 2014 Period

The following tables of selected operating data reconcile NOI to net income and provide the basis for our discussion of NOI in the 2015 Period compared to the 2014 Period (in thousands).

|   | Nine Months Ended  |            | \$ Change | % Change |   |
|---|--------------------|------------|-----------|----------|---|
|   | September 30, 2015 | 2014       |           |          |   |
| Real Estate Rental Revenue  |                    |            |           |          |   |
| Same-store  | \$ 196,851         | \$ 193,661 | \$ 3,190  | 1.6      | % |
| Non-same-store <sup>(1)</sup>   | 30,474             | 20,617     | 9,857     | 47.8     | % |
| Total real estate rental revenue  | \$ 227,325         | \$ 214,278 | \$ 13,047 | 6.1      | % |
| Real Estate Expenses  |                    |            |           |          |   |
| Same-store  | \$ 70,326          | \$ 68,031  | \$ 2,295  | 3.4      | % |
| Non-same-store <sup>(1)</sup>   | 14,220             | 9,753      | 4,467     | 45.8     | % |
| Total real estate expenses  | \$ 84,546          | \$ 77,784  | \$ 6,762  | 8.7      | % |
| NOI   |                    |            |           |          |   |
| Same-store  | \$ 126,525         | \$ 125,630 | \$ 895    | 0.7      | % |
| Non-same-store <sup>(1)</sup>   | 16,254             | 10,864     | 5,390     | 49.6     | % |
| Total NOI   | \$ 142,779         | \$ 136,494 | \$ 6,285  | 4.6      | % |
| Reconciliation to Net Income  |                    |            |           |          |   |
| NOI   | \$ 142,779         | \$ 136,494 |           |          |   |
| Depreciation and amortization   | (80,127 )          | (71,508 )  |           |          |   |
| Gain on sale of real estate   | 31,731             | 570        |           |          |   |
| General and administrative expenses                                       | (15,339 )          | (13,780 )  |           |          |   |
| Interest expense  | (44,534 )          | (44,602 )  |           |          |   |
| Other income  | 547                | 634        |           |          |   |
| Acquisition costs   | (1,937 )           | (5,047 )   |           |          |   |
| Loss on extinguishment of debt  | (119 )             | —          |           |          |   |
| Real estate impairment  | (5,909 )           | —          |           |          |   |
| Discontinued operations:  |                    |            |           |          |   |
| Income from operations of properties sold or held for sale <sup>(2)</sup> | —                  | 546        |           |          |   |
| Gain on sale of real estate   | —                  | 105,985    |           |          |   |
| Net income  | 27,092             | 109,292    |           |          |   |
| Less: Net loss attributable to noncontrolling interests                   | 515                | 17         |           |          |   |
| Net income attributable to the controlling interests                      | \$ 27,607          | \$ 109,309 |           |          |   |

(1) Non-same-store properties classified as continuing operations include:

- 2015 Multifamily acquisition – The Wellington
- 2015 Multifamily disposition – Country Club Towers
- 2014 Multifamily acquisition – Yale West
- 2014 Multifamily development – The Maxwell
- 2014 Office acquisitions – The Army Navy Club Building and 1775 Eye Street, NW
- 2014 Retail acquisition – Spring Valley Retail Center
- 2014 Retail disposition – 5740 Columbia Road (parcel at Gateway Overlook)
- 2013 Office redevelopment – Silverline Center

(2) Sold properties classified as discontinued operations include:

- 2014 Medical Office dispositions – Woodburn Medical Park I and II and Prosperity Medical Center I, II and III



Real estate rental revenue from same-store properties increased by \$3.2 million in the 2015 Period primarily due to higher occupancy (\$2.3 million), higher rental rates (\$1.5 million), lower reserves for uncollectible revenue (\$0.3 million) and higher parking income (\$0.3 million), partially offset by higher rent abatements (\$1.2 million).

Real estate expenses from same-store properties increased by \$2.3 million in the 2015 Period primarily due to higher real estate taxes (\$1.3 million), administrative (\$0.5 million) and bad debt (\$0.4 million) expenses.

During the 2015 Period, 67.0% of the commercial square footage expiring was renewed as compared to 62.7% in the 2014 Period. During the 2015 Period, we executed new and renewal leases for 1.0 million commercial square feet at an average rental rate of \$30.80 per square foot, an increase of 8.8%, with average tenant improvements and leasing commissions and incentives (including free rent) of \$32.58 per square foot.

An analysis of NOI by segment follows.

Office Segment:

|                                  | Nine Months Ended September 30, |            |           |          |
|----------------------------------|---------------------------------|------------|-----------|----------|
|                                  | 2015                            | 2014       | \$ Change | % Change |
| Real Estate Rental Revenue       |                                 |            |           |          |
| Same-store                       | \$ 111,301                      | \$ 109,492 | \$ 1,809  | 1.7 %    |
| Non-same-store <sup>(1)</sup>    | 17,954                          | 14,076     | 3,878     | 27.6 %   |
| Total real estate rental revenue | \$ 129,255                      | \$ 123,568 | \$ 5,687  | 4.6 %    |
| Real Estate Expenses             |                                 |            |           |          |
| Same-store                       | \$ 41,774                       | \$ 40,778  | \$ 996    | 2.4 %    |
| Non-same-store <sup>(1)</sup>    | 8,823                           | 6,801      | 2,022     | 29.7 %   |
| Total real estate expenses       | \$ 50,597                       | \$ 47,579  | \$ 3,018  | 6.3 %    |
| NOI                              |                                 |            |           |          |
| Same-store                       | \$ 69,527                       | \$ 68,714  | \$ 813    | 1.2 %    |
| Non-same-store <sup>(1)</sup>    | 9,131                           | 7,275      | 1,856     | 25.5 %   |
| Total NOI                        | \$ 78,658                       | \$ 75,989  | \$ 2,669  | 3.5 %    |

(1)Non-same-store properties include:

2014 acquisitions – The Army Navy Club Building and 1775 Eye Street, NW  
2013 redevelopment – Silverline Center

Real estate rental revenue from same-store properties increased by \$1.8 million in the 2015 Period primarily due to higher occupancy (\$1.8 million), rental rates (\$1.1 million) and reimbursements for real estate taxes (\$0.5 million), partially offset by higher rent abatements (\$1.4 million).

Real estate expenses from same-store properties increased by \$1.0 million in the 2015 Period primarily due to higher real estate taxes (\$1.1 million), repairs and maintenance expenses (\$0.2 million) and operating services and supplies (\$0.2 million), partially offset by lower utilities expense (\$0.6 million).

During the 2015 Period, 62.9% of the square footage that expired was renewed compared to 60.6% in the 2014 Period. During the 2015 Period, we executed new and renewal leases for 0.6 million square feet of office space at an average rental rate of \$35.11 per square foot, an increase of 5.1%, with average tenant improvements and leasing commissions and incentives (including free rent) of \$36.55 per square foot.

## Retail Segment:

|                                  | Nine Months Ended September |          |           |          |   |
|----------------------------------|-----------------------------|----------|-----------|----------|---|
|                                  | 2015                        | 2014     | \$ Change | % Change |   |
| Real Estate Rental Revenue       |                             |          |           |          |   |
| Same-store                       | \$45,022                    | \$44,163 | \$859     | 1.9      | % |
| Non-same-store <sup>(1)</sup>    | 2,732                       | 46       | 2,686     | 5,839.1  | % |
| Total real estate rental revenue | \$47,754                    | \$44,209 | \$3,545   | 8.0      | % |
| Real Estate Expenses             |                             |          |           |          |   |
| Same-store                       | \$11,496                    | \$10,652 | \$844     | 7.9      | % |
| Non-same-store <sup>(1)</sup>    | 642                         | 20       | 622       | 3,110.0  | % |
| Total real estate expenses       | \$12,138                    | \$10,672 | \$1,466   | 13.7     | % |
| NOI                              |                             |          |           |          |   |
| Same-store                       | \$33,526                    | \$33,511 | \$15      | —        | % |
| Non-same-store <sup>(1)</sup>    | 2,090                       | 26       | 2,064     | 7,938.5  | % |
| Total NOI                        | \$35,616                    | \$33,537 | \$2,079   | 6.2      | % |

(1)Non-same-store properties include:

2014 acquisition – Spring Valley Retail Center

2014 disposition – 5740 Columbia Road (parcel at Gateway Overlook)

Real estate rental revenue from same-store properties increased by \$0.9 million in the 2015 Period primarily due to higher rental rates (\$1.1 million) and lower reserves for uncollectible revenue (\$0.3 million), partially offset by lower occupancy (\$0.5 million).

Real estate expenses from same-store properties increased by \$0.8 million in the 2015 Period primarily due to higher bad debt expense (\$0.8 million).

During the 2015 Period, 70.8% of the square footage expiring was renewed compared to 80.0% in the 2014 Period. During the 2015 Period, we executed new and renewal leases for 0.4 million square feet of retail space at an average rental rate of \$23.87, an increase of 18.6%, with average tenant improvements and leasing commissions and incentives (including free rent) of \$26.21 per square foot.

## Multifamily Segment:

|                                  | Nine Months Ended September |          |           |          |   |
|----------------------------------|-----------------------------|----------|-----------|----------|---|
|                                  | 30,<br>2015                 | 2014     | \$ Change | % Change |   |
| Real Estate Rental Revenue       |                             |          |           |          |   |
| Same-store                       | \$40,528                    | \$40,006 | \$522     | 1.3      | % |
| Non-same-store <sup>(1)</sup>    | 9,788                       | 6,495    | 3,293     | 50.7     | % |
| Total real estate rental revenue | \$50,316                    | \$46,501 | \$3,815   | 8.2      | % |
| Real Estate Expenses             |                             |          |           |          |   |
| Same-store                       | \$17,056                    | \$16,601 | \$455     | 2.7      | % |
| Non-same-store <sup>(1)</sup>    | 4,755                       | 2,932    | 1,823     | 62.2     | % |
| Total real estate expenses       | \$21,811                    | \$19,533 | \$2,278   | 11.7     | % |
| NOI                              |                             |          |           |          |   |
| Same-store                       | \$23,472                    | \$23,405 | \$67      | 0.3      | % |
| Non-same-store <sup>(1)</sup>    | 5,033                       | 3,563    | 1,470     | 41.3     | % |
| Total NOI                        | \$28,505                    | \$26,968 | \$1,537   | 5.7      | % |

(1) Non-same-store properties include:

2015 Multifamily acquisition – The Wellington

2015 Multifamily disposition – Country Club Towers

2014 Multifamily acquisition – Yale West

2014 Multifamily development – The Maxwell

Real estate rental revenue from same-store properties increased by \$0.5 million in the 2015 Period primarily due to higher occupancy (\$0.9 million) and lower rent abatements (\$0.2 million), partially offset by lower rental rates (\$0.8 million).

Real estate expenses from same-store properties increased by \$0.5 million in the 2015 Period primarily due to higher administrative expenses.

## Liquidity and Capital Resources

### Capital Requirements

As of the end of the third quarter of 2015, we expect that we will have significant capital requirements for 2015, including the following items:

- Funding dividends and distributions to our shareholders;

- Approximately \$50 - \$55 million to invest in our existing portfolio of operating assets, including approximately \$30 - \$35 million to fund tenant-related capital requirements and leasing commissions;

- Approximately \$15 million to invest in our existing development and redevelopment projects; and

- Funding for potential property acquisitions throughout the remainder of 2015, offset by proceeds from potential property dispositions.

### Debt Financing

Our total debt at September 30, 2015 and December 31, 2014 is as follows (in thousands):

|                        | September 30,<br>2015 | December 31,<br>2014 |
|------------------------|-----------------------|----------------------|
| Mortgage notes payable | \$419,293             | \$418,525            |
| Lines of credit        | 195,000               | 50,000               |
| Notes payable          | 747,540               | 747,208              |
|                        | \$1,361,833           | \$1,215,733          |

### Mortgage Notes Payable

At September 30, 2015, our \$419.3 million in mortgage notes payable, which include \$4.1 million in net unamortized discounts due to fair value adjustments, bore an effective weighted average fair value interest rate of 5.2% and had an estimated weighted average maturity of 2.2 years. We may either assume mortgage debt from time-to-time in conjunction with property acquisitions or initiate mortgage debt on existing properties.

Our mortgage notes contain covenants with which we must comply. Failure to comply with any of the covenants under our mortgage notes could result in a default under one or more of our debt instruments. This could cause our debt holders to accelerate the timing of payments and would therefore have a material adverse effect on our business, operations, financial condition and liquidity. As of September 30, 2015, we were in compliance with our mortgage notes covenants.

### Lines of Credit and Term Loan

On June 23, 2015, we terminated Prior Credit Facility No. 1 and Prior Credit Facility No. 2 and executed the New Credit Facility, a \$600.0 million unsecured credit agreement that matures in June 2019, unless extended pursuant to one or both of the two six-month extension options. The New Credit Facility has an accordion feature that allow us to increase the facility to \$1.0 billion, subject to the extent the lenders agree to provide additional revolving loan commitments or term loans. In September 2015, we entered into a \$150.0 million unsecured term loan by exercising a portion of the accordion feature under the New Credit Facility (as discussed below). The \$600.0 million committed capacity of the unsecured line of credit under the New Credit Facility was not changed as a result of the incurrence of the term loan. The New Credit Facility bears interest at a rate of either LIBOR plus a margin ranging from 0.875% to 1.55% (depending on Washington REIT's credit rating) or the base rate plus a margin ranging from 0.0% to 0.55% (based upon Washington REIT's credit rating). The base rate is the highest of the administrative agent's prime rate, the federal funds rate plus 0.50% and the LIBOR market index rate plus 1.0%. In addition, the New Credit Facility requires the payment of a facility fee ranging from 0.125% to 0.30% (depending on Washington REIT's credit rating)

on the \$600.0 million committed capacity, without regard to usage. As of September 30, 2015, the interest rate on the facility is LIBOR plus 1.00% and the facility fee is 0.20%. We had \$195.0 million in borrowings outstanding as of September 30, 2015.

On September 15, 2015, we entered into a \$150.0 million unsecured term loan by executing a portion of the accordion feature under the New Credit Facility. The term loan has a 5.5 year maturity and an interest rate of LIBOR plus 110 basis points, based on our current unsecured debt ratings. We have entered into interest rate swap arrangements to swap the floating interest rate under the term loan to an all-in fixed interest rate of 2.7% starting on October 15, 2015 and extending until the maturity of the term loan on March 15, 2021. There is no premium or penalty associated with full or partial prepayment of the term loan.

The New Credit Facility contains financial and other covenants with which we must comply. Failure to comply with any of the covenants under the New Credit Facility or other debt instruments could result in a default under one or more of our debt instruments. This could cause our lenders to accelerate the timing of payments and could therefore have a material adverse effect on our business, operations, financial condition and liquidity. In addition, our ability to draw on the New Credit Facility or incur other unsecured debt in the future could be restricted by the loan covenants. As of September 30, 2015, we were in compliance with our loan covenants.

#### Notes Payable

We generally issue unsecured notes to fund our real estate assets long term. In issuing future unsecured notes, we intend to ladder the maturities of our debt to mitigate exposure to interest rate risk in future years.

Our unsecured notes contain covenants with which we must comply. Failure to comply with any of the covenants under our unsecured notes could result in a default under one or more of our debt instruments. This could cause our debt holders to accelerate the timing of payments and would therefore have a material adverse effect on our business, operations, financial condition and liquidity. As of September 30, 2015, we were in compliance with our unsecured notes covenants.

From time to time, we may seek to repurchase and cancel our outstanding notes through open market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.

#### Common Equity

We have authorized for issuance 100.0 million common shares, of which 68.2 million shares were outstanding at September 30, 2015.

On June 23, 2015, we entered into four separate equity distribution agreements (collectively, the "Equity Distribution Agreements") with each of Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Citigroup Global Markets Inc. and RBC Capital Markets, LLC relating to the issuance and sale of up to \$200.0 million of our common shares from time to time. Sales of our common shares are made at market prices prevailing at the time of sale. We may use net proceeds from the sale of common shares under this program for general corporate purposes, including, without limitation, working capital, the acquisition, renovation, expansion, improvement, development or redevelopment of income producing properties or the repayment of debt. We have not issued any shares under the Equity Distribution Agreements.

The Equity Distribution Agreements replaced Washington REIT's prior sales agency financing agreement ("Prior ATM") with BNY Mellon Capital Markets, LLC, which expired by its terms in June 2015. As of the date of its expiration, Washington REIT had issued 1.3 million common shares under this program at a weighted average share price of \$27.93 for gross proceeds of \$36.5 million.

We have a dividend reinvestment program, whereby shareholders may use their dividends and optional cash payments to purchase common shares. The common shares sold under this program may either be common shares issued by us or common shares purchased in the open market. We did not issue any shares under this program during the 2015 Period.

#### Preferred Equity

Washington REIT's Board of Trustees can, at its discretion, authorize the issuance of up to 10.0 million preferred shares. The ability to issue preferred equity provides Washington REIT an additional financing tool that may be used



to raise capital for future acquisitions or other business purposes. As of September 30, 2015, no preferred shares had been issued.

#### Dividends

We currently pay dividends quarterly at a rate of \$0.30 per share. The maintenance of our dividend level is subject to various factors reviewed by the Board of Trustees in its discretion. These factors include our results of operations, the availability of cash to make the necessary dividend payments and the effect of REIT distribution requirements, which require at least 90% of our taxable income to be distributed to shareholders. When setting the dividend level, our Board of Trustees looks in particular at trends in our level of funds from operations, together with associated recurring capital improvements, tenant improvements, leasing commissions and tenant incentives, and adjustments to straight-line rents to reflect cash rents received.

Our dividend and distribution payments for the three and nine months ended September 30, 2015 and 2014 are as follows (in thousands):

|   | Three Months Ended<br>September 30, |          | Change |     | Nine Months Ended<br>September 30, |          | Change   |           |         |   |
|---|-------------------------------------|----------|--------|-----|------------------------------------|----------|----------|-----------|---------|---|
|   | 2015                                | 2014     | \$     | %   | 2015                               | 2014     | \$       | %         |         |   |
| Common dividends                          | \$20,491                            | \$20,019 | \$472  | 2.4 | %                                  | \$61,510 | \$60,153 | \$1,357   | 2.3     | % |
| Distributions to noncontrolling interests | —                                   | —        | —      | N/A |                                    | —        | 3,454    | (3,454)   | (100.0) | % |
|   | \$20,491                            | \$20,019 | \$472  | 2.4 | %                                  | \$61,510 | \$63,607 | \$(2,097) | (3.3)   | % |

The increase in dividends paid is primarily due to shares issued under the Prior ATM during the fourth quarter of 2014 and the first quarter of 2015. The decrease in distributions to noncontrolling interests is related to the disposition of 4661 Kenmore Avenue as part of the Medical Office Portfolio sale (see note 3 to the consolidated financial statements).

On October 22, 2015, we announced that the Board of Trustees declared a quarterly dividend of \$0.30 per share to be paid on January 5, 2016 to shareholders of record on December 22, 2015.

#### Historical Cash Flows

Cash flows from operations are an important factor in our ability to sustain our dividend at its current rate. If our cash flows from operations were to decline significantly from current levels, we may have to reduce our dividend.

Consolidated cash flow information is summarized as follows (in thousands):

|   | Nine Months Ended September<br>30, |           | Change    |         |  |   |
|---|------------------------------------|-----------|-----------|---------|--|---|
|   | 2015                               | 2014      | \$        | %       |  |   |
| Net cash provided by operating activities           | \$76,212                           | \$62,877  | \$13,335  | 21.2    |  | % |
| Net cash used in investing activities               | (155,350)                          | (36,664)  | (118,686) | (323.7) |  | % |
| Net cash provided by (used in) financing activities | 84,323                             | (147,985) | 232,308   | 157.0   |  | % |

Cash provided by operating activities increased primarily due to income from properties acquired in 2014 and 2015.

Cash used in investing activities increased primarily due to fewer property dispositions.

Cash provided by financing activities increased primarily due to proceeds from the term loan and higher net borrowings on our unsecured line of credit.

#### Funds From Operations

NAREIT FFO is a widely used measure of operating performance for real estate companies. We provide NAREIT FFO as a supplemental measure to net income calculated in accordance with GAAP. Although NAREIT FFO is a widely used measure of operating performance for REITs, NAREIT FFO does not represent net income calculated in accordance with GAAP. As such, it should not be considered an alternative to net income as an indication of our operating performance. In addition, NAREIT FFO does not represent cash generated from operating activities in accordance with GAAP, nor does it represent cash available to pay distributions and should not be considered as an alternative to cash flow from operating activities, determined in accordance with GAAP, as a measure of our liquidity. The National Association of Real Estate Investment Trusts, Inc. ("NAREIT") defines NAREIT FFO (April, 2002 White Paper) as net income (computed in accordance with GAAP) excluding gains (or losses) from sales of property and impairments of depreciable real estate, if any, plus real estate depreciation and amortization. We consider NAREIT FFO to be a standard supplemental measure for REITs because it facilitates an understanding of the operating

performance of our properties without giving effect to real estate depreciation and amortization, which historically assumes that the value of real estate assets diminishes predictably over time. Since real estate values have instead historically risen or fallen with market conditions, we believe that NAREIT FFO more accurately provides investors an indication of our ability to incur and service debt, make capital expenditures and fund other needs. Our NAREIT FFO may not be comparable to FFO reported by other REITs. These other REITs may not define the term in accordance with the current NAREIT definition or may interpret the current NAREIT definition differently.

The following table provides the calculation of our NAREIT FFO and a reconciliation of NAREIT FFO to net income for the three and nine months ended September 30, 2015 and 2014 (in thousands):

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|  | Three Months<br>Ended September 30, |          | Nine Months Ended<br>September 30, |              |
|--|-------------------------------------|----------|------------------------------------|--------------|
|  | 2015                                | 2014     | 2015                               | 2014         |
| Net income   | \$580                               | \$3,658  | \$27,092                           | \$109,292    |
| Adjustments:   |                                     |          |                                    |              |
| Depreciation and amortization                              | 29,349                              | 24,354   | 80,127                             | 71,508       |
| Net gain on sale of depreciable real estate                | —                                   | —        | (30,277                            | ) (106,555 ) |
| Income from operations of properties sold or held for sale | —                                   | —        | —                                  | (546 )       |
| Funds from continuing operations                           | 29,929                              | 28,012   | 76,942                             | 73,699       |
| Discontinued operations:                                   |                                     |          |                                    |              |
| Income from operations of properties sold or held for sale | —                                   | —        | —                                  | 546          |
| Funds from discontinued operations                         | —                                   | —        | —                                  | 546          |
| NAREIT FFO   | \$29,929                            | \$28,012 | \$76,942                           | \$74,245     |

Critical Accounting Policies and Estimates

We base the discussion and analysis of our financial condition and results of operations upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We discuss the most critical estimates in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission on March 2, 2015.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The principal material financial market risk to which we are exposed is interest-rate risk. Our exposure to market risk for changes in interest rates relates primarily to refinancing long-term fixed rate obligations, the opportunity cost of fixed rate obligations in a falling interest rate environment and our variable rate lines of credit.

On September 15, 2015, we entered into interest rate swap arrangements with a total notional amount of \$150.0 million to swap the floating interest rate under our new \$150.0 million term loan to an all-in fixed interest rate of 2.7% starting on October 15, 2015 and extending until the maturity of the term loan on March 15, 2021 (see notes 5 and 6 to the consolidated financial statements). We entered into the interest rate swap arrangements designated and qualifying as cash flow hedges to reduce our exposure to the variability in future cash flows attributable to changes in interest rates. Derivative instruments expose us to credit risk in the event of non-performance by the counterparty under the terms of the interest rate hedge agreement. We believe that we minimize our credit risk on these transactions by dealing with major, creditworthy financial institutions. As part of our ongoing control procedures, we monitor the credit ratings of counterparties and our exposure to any single entity, thus minimizing our credit risk concentration. The following table sets forth information pertaining to interest rate swap contracts in place as of September 30, 2015 and December 31, 2014 and their respective fair values (dollars in thousands):

| Notional Amount | Fixed Rate | Floating Index Rate | Effective Date | Expiration Date | Fair Value as of:  |                   |
|-----------------|------------|---------------------|----------------|-----------------|--------------------|-------------------|
|                 |            |                     |                |                 | September 30, 2015 | December 31, 2014 |
| \$75,000        | 1.619%     | One-Month LIBOR     | 10/15/2015     | 3/15/2021       | \$(1,126           | ) \$—             |
| 75,000          | 1.626%     | One-Month LIBOR     | 10/15/2015     | 3/15/2021       | (1,162             | ) —               |
| \$150,000       |            |                     |                |                 | \$(2,288           | ) \$—             |

We enter into debt obligations primarily to support general corporate purposes including acquisition of real estate properties, capital improvements and working capital needs.

As the majority of our outstanding debt is long-term, fixed rate debt, our interest rate risk has not changed significantly from what was disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission on March 2, 2015. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Debt Financing.”

#### ITEM 4: CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

There have been no changes in Washington REIT's internal control over financial reporting (as defined by Rule 13a-15(f)) that occurred during the period covered by the report that have materially affected, or are reasonably likely to materially affect, Washington REIT's internal control over financial reporting.

PART II  
OTHER INFORMATION

ITEM 1: LEGAL PROCEEDINGS

None.

ITEM 1A: RISK FACTORS

None.

ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

A summary of our repurchases of shares of our common stock for the three months ended September 30, 2015 was as follows:

| Period                           | Total Number of Shares Purchased <sup>(1)</sup> | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased |
|----------------------------------|---|------------------------------|--|--|
| July 1 - July 31, 2015           | —   | N/A                          | N/A  | N/A  |
| August 1 - August 31, 2015       | 108   | \$25.18                      | N/A  | N/A  |
| September 1 - September 30, 2015 | 4,394   | 24.40                        | N/A  | N/A  |
| Total                            | 4,502   | 24.41                        | N/A  | N/A  |

<sup>(1)</sup> Represents restricted shares surrendered by employees to Washington REIT to satisfy such employees' applicable statutory minimum tax withholding obligations in connection with the vesting of restricted shares.

ITEM 3: DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4: MINE SAFETY DISCLOSURES

None.

ITEM 5: OTHER INFORMATION

None.

## ITEM 6: EXHIBITS

| Exhibit Number | Exhibit Description  | Incorporated by Reference |             |         | Filing Date | Filed Herewith |
|----------------|--|---------------------------|-------------|---------|-------------|----------------|
|                |  | Form                      | File Number | Exhibit |             |                |
| 10.60*         | Amendment to Long Term Incentive Plan  |                           |             |         |             | X              |
| 10.61*         | Amended and restated Trustee Deferred Compensation Plan  |                           |             |         |             | X              |
| 10.62          | First Amendment to Credit Agreement, dated as of September 15, 2015, by and among the Company, as borrower, the financial institutions party thereto as lenders, and Wells Fargo, National Association.  | 8-K                       | 001-06622   | 10.1    | 9/16/2015   |                |
| 12             | Computation of Ratios  |                           |             |         |             | X              |
| 31.1           | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (“the Exchange Act”)  |                           |             |         |             | X              |
| 31.2           | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act  |                           |             |         |             | X              |
| 31.3           | Certification of the Chief Accounting Officer pursuant to Rule 13a-14(a) of the Exchange Act   |                           |             |         |             | X              |
| 32             | Certification of the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |                           |             |         |             | X              |
| 101            | The following materials from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 formatted in eXtensible Business Reporting Language (“XBRL”): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Shareholders’ Equity, (v) the Consolidated Statements of Cash Flows, and (vi) notes to these consolidated financial statements |                           |             |         |             | X              |

\* Management contracts or compensation plans or arrangements in which trustees or executive officers are eligible to participate.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WASHINGTON REAL ESTATE INVESTMENT TRUST

/s/ Paul T. McDermott  
Paul T. McDermott  
President and Chief Executive Officer

/s/ Stephen E. Riffe  
Stephen E. Riffe  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ W. Drew Hammond  
W. Drew Hammond  
Vice President, Chief Accounting Officer and Controller  
(Principal Accounting Officer)

DATE: November 4, 2015