

LEXINGTON REALTY TRUST  
Form 10-K  
March 13, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2018

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-12386

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

Maryland 13-3717318  
(State or other jurisdiction of (I.R.S. Employer  
incorporation of organization) Identification No.)

One Penn Plaza, Suite 4015, New York, NY  
10119-4015

(Address of principal executive offices) (zip  
code)

(212) 692-7200  
(Registrant's telephone number, including area  
code)

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

Title of each class	Name of each exchange on which registered
Shares of beneficial interest, par value \$0.0001 per share, classified as Common Stock	New York Stock Exchange
6.50% Series C Cumulative Convertible Preferred Stock, par value \$0.0001 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None  
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. "

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company) Emerging growth company

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

The aggregate market value of the shares of beneficial interest, par value \$0.0001 per share, classified as common stock ("common shares") of Lexington Realty Trust held by non-affiliates as of June 29, 2018, which was the last business day of the registrant's most recently completed second fiscal quarter, was \$2,044,256,426 based on the closing price of the common shares on the New York Stock Exchange as of that date, which was \$8.73 per share.

Number of common shares outstanding as of March 8, 2019 was 235,282,784.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information contained in the Definitive Proxy Statement for Lexington Realty Trust's Annual Meeting of Shareholders, to be held on May 21, 2019, is incorporated by reference in this Annual Report on Form 10-K in response to Part III, Items 10, 11, 12, 13 and 14, which will be filed with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

## TABLE OF CONTENTS

Description	Page
PART I	
<u>ITEM 1. Business</u>	<u>3</u>
<u>ITEM 1A. Risk Factors</u>	<u>8</u>
<u>ITEM 1B. Unresolved Staff Comments</u>	<u>24</u>
<u>ITEM 2. Properties</u>	<u>25</u>
<u>ITEM 3. Legal Proceedings</u>	<u>35</u>
<u>ITEM 4. Mine Safety Disclosures</u>	<u>35</u>
PART II	
<u>ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>36</u>
<u>ITEM 6. Selected Financial Data</u>	<u>38</u>
<u>ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>39</u>
<u>ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk</u>	<u>54</u>
<u>ITEM 8. Financial Statements and Supplementary Data</u>	<u>55</u>
<u>ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>95</u>
<u>ITEM 9A. Controls and Procedures</u>	<u>95</u>
<u>ITEM 9B. Other Information</u>	<u>95</u>
PART III	
<u>ITEM 10. Directors, Executive Officers and Corporate Governance</u>	<u>96</u>
<u>ITEM 11. Executive Compensation</u>	<u>96</u>
<u>ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>96</u>
<u>ITEM 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>96</u>
<u>ITEM 14. Principal Accounting Fees and Services</u>	<u>96</u>
PART IV	
<u>ITEM 15. Exhibits, Financial Statement Schedules</u>	<u>97</u>

## Table of Contents

### Introduction

Unless stated otherwise or the context otherwise requires, the “Company,” the “Trust,” “Lexington,” “we,” “our,” and “us” refer collectively to Lexington Realty Trust and its consolidated subsidiaries. All of the Company's interests in properties are held, and all property operating activities are conducted, through special purpose entities, which we refer to as property owner subsidiaries or lender subsidiaries, which are separate and distinct legal entities, but in some instances are consolidated for financial statement purposes and/or disregarded for income tax purposes.

When we use the term “REIT,” we mean real estate investment trust. All references to 2018, 2017 and 2016 refer to our fiscal years ended, or the dates, as the context requires, December 31, 2018, December 31, 2017 and December 31, 2016, respectively.

When we use the term “GAAP,” we mean United States generally accepted accounting principles in effect from time to time.

### Cautionary Statements Concerning Forward-Looking Statements

This Annual Report, together with other statements and information publicly disseminated by us, contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “estimates,” “projects,” “may,” “plans,” “predicts,” “will,” “will likely result” or similar expressions. Readers should rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect actual results, performances or achievements. In particular, among the factors that could cause actual results, performances or achievements to differ materially from current expectations, strategies or plans include, among others, those risks discussed below under “Risk Factors” in Part I, Item 1A of this Annual Report and under “Management's Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of this Annual Report. Except as required by law, we undertake no obligation to publicly release the results of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Accordingly, there is no assurance that our expectations will be realized.

## PART I.

### Item 1. Business

#### General

We are a Maryland real estate investment trust, qualified as a REIT for federal income tax purposes, that owns a portfolio of equity investments in single-tenant commercial properties, with a focus on industrial properties. A majority of these properties are subject to net or similar leases, where the tenant bears all or substantially all of the costs, including cost increases, for real estate taxes, utilities, insurance and ordinary repairs. However, certain leases provide that the landlord is responsible for certain operating expenses.

As of December 31, 2018, we had equity ownership interests in approximately 135 consolidated real estate properties, located in 34 states and containing an aggregate of approximately 47.6 million square feet of space, approximately 95.1% of which was leased. In 2018, 2017 and 2016, no tenant/guarantor represented greater than 10% of our annual base rental revenue.

In addition to our shares of beneficial interest, par value \$0.0001 per share, classified as common stock, which we refer to as common shares, as of December 31, 2018, we had one outstanding class of beneficial interest classified as preferred stock, or preferred shares, our 6.50% Series C Cumulative Convertible Preferred Stock, par value \$0.0001 per share, or our Series C Preferred Shares. Our common shares and Series C Preferred Shares are traded on the New York Stock Exchange, or NYSE, under the symbols “LXP” and “LXPPRC”, respectively.

We elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, commencing with our taxable year ended December 31, 1993. We intend to continue to

qualify as a REIT. If we qualify for taxation as a REIT, we generally will not be subject to federal corporate income taxes on our net taxable income that is currently distributed to our common shareholders. We conduct certain taxable activities through our taxable REIT subsidiary, Lexington Realty Advisors, Inc.

## Table of Contents

### History

Lexington is structured as an umbrella partnership REIT, or UPREIT, as a portion of its business is conducted through its operating partnership subsidiary, Lepercq Corporate Income Fund L.P., which we refer to as LCIF. Lexington is party to a funding agreement with LCIF under which Lexington may be required to fund distributions made on account of partner interests in LCIF, which we refer to as OP units. The UPREIT structure enables us to acquire properties through an operating partnership by issuing OP units to a seller of property, as a form of consideration in exchange for the property. However, our credit agreement requires that we own at least 95.5% of LCIF. The outstanding OP units not held by Lexington are generally redeemable for our common shares on a one OP unit for approximately 1.13 common shares basis, or, at our election in certain instances, cash. As of December 31, 2018, there were approximately 3.2 million OP units outstanding, other than OP units held by Lexington, which were convertible into approximately 3.6 million common shares, assuming redemptions are satisfied entirely with common shares.

### Investment and Strategy

**General.** Our current business strategy is focused on enhancing our cash flow stability, growing our portfolio with attractive leased industrial investments, reducing lease rollover risk and maintaining a strong and flexible balance sheet to allow us to act on opportunities as they arise. To that end, during 2018, we continued to be an active seller of non-core assets such as office properties, retail properties and vacant properties. In addition, we continued and will continue our efforts to increase the percentage of rents from industrial assets. Our disposition of 21 office assets to a newly-formed joint venture, NNN Office JV L.P. (“NNN JV”), and other disposition and acquisition activities during 2018, have resulted in an increase in our percentage of GAAP rent from industrial assets to 65.4% as of December 31, 2018 from 44.3% as of December 31, 2017.

Regardless of capital market and economic conditions, we intend to stay focused on (1) enhancing operating results, (2) improving portfolio quality through acquisitions of industrial assets and reducing risks associated with lease rollover, especially with respect to non-core assets, (3) mitigating risks relating to interest rates and real estate cycles and (4) implementing strategies where our management skills and real estate expertise can add value.

**Investments.** When opportunities arise, we intend to continue to acquire single-tenant net-leased industrial assets that we believe will generate favorable returns. We focus on general purpose, well located, industrial assets that, we believe, will provide us with greater long-term overall risk-adjusted returns than we would realize from making new acquisitions of office or other properties. We believe industrial assets, as compared with office assets, provide for greater rental growth potential and less retreating costs. We seek to grow our portfolio primarily by (1) engaging in, or providing funds to, or partnering with, developers who are engaged in, build-to-suit projects for single-tenant corporate users, (2) providing capital to corporations by buying properties and leasing them back to the sellers under net or similar leases and (3) acquiring properties already subject to net or similar leases, including through strategic transactions such as portfolio acquisitions and mergers with other real estate companies.

Our management has established a broad network of contacts to source investments, including brokers, developers and major corporate tenants. We believe that our geographical diversification, acquisition experience and balance sheet strength will allow us to continue to compete effectively for such investments. In addition, we seek to partner with developers on land parcels suitable for development of industrial assets.

Prior to effecting any investment, our underwriting includes analyzing the (1) property's design, construction quality, efficiency, functionality and location with respect to the immediate sub-market, city and region, (2) lease integrity with respect to term, rental rate increases, tenant credit, corporate guarantees and property maintenance provisions, (3) present and anticipated conditions in the local real estate market and (4) prospects for selling or re-leasing the property on favorable terms in the event of a vacancy. To the extent of information publicly available or made available to us, we also evaluate each potential tenant's financial strength, growth prospects and competitive position within its respective industry and each property's strategic location and function within a tenant's operations or distribution systems. We believe that our comprehensive underwriting process is critical to the assessment of long-term profitability of any investment by us.

### Competition

There are numerous commercial developers, real estate companies, financial institutions, such as banks and insurance companies, and other investors with greater financial or other resources that compete with us in seeking properties for acquisition and tenants who will lease space in these properties. Furthermore, competition for industrial assets has increased in recent years. Our competitors include other REITs, pension funds, banks, private companies and individuals.

4

---

## Table of Contents

### Internal Growth and Effectively Managing Assets

**Tenant Relations and Lease Compliance.** We endeavor to maintain close contact with the tenants in the properties in which we have an interest in order to understand their financial strength, operations and future real estate needs. We monitor the financial, property maintenance and other lease obligations of the tenants in properties in which we have an interest, through a variety of means, including periodic reviews of financial statements that we have access to and physical inspections of the properties.

**Extending Lease Maturities.** Our property owner subsidiaries seek to extend tenant leases in advance of the lease expiration in order for us to maintain a balanced lease rollover schedule and high occupancy levels.

**Revenue Enhancing Property Expansions.** Our property owner subsidiaries undertake expansions of properties based on lease requirements, tenant requirements or marketing opportunities. We believe that selective property expansions can provide attractive rates of return.

**Capital Recycling.** Subject to regulatory and contractual requirements, we generally sell our interests in properties when we believe that the return realized from selling a property will exceed the expected return from continuing to hold such property and/or there is a better use of the capital to be received upon sale. We also focus our disposition efforts primarily on non-core assets such as office, vacant, multi-tenant, retail and short-term leased assets and assets that are the only asset we own in a geographic location.

Occasionally, we provide seller financing as a means of efficiently disposing of an asset. As a result, if a buyer defaults under the seller financing, we will once again be the owner of the underlying asset.

**Conversion to Multi-Tenant.** If one of our property owner subsidiaries is unable to renew a single-tenant lease or if it is unable to find a replacement single tenant, we either attempt to sell our interest in the property or the property owner subsidiary may seek to market the property for multi-tenant use. When appropriate, we seek to sell our interests in multi-tenant properties.

**Property Management.** From time to time, our property owner subsidiaries use property managers to manage certain properties. Our property management joint venture with an unaffiliated third party manages the majority of these properties. We believe this joint venture provides us with (1) better management of our assets, (2) better tenant relationships, (3) revenue-enhancing opportunities and (4) cost efficiencies.

### Financing Strategy

**General.** Since becoming a public company, our principal sources of financing have been the public and private equity and debt markets, including property-specific debt, revolving loans, corporate level term loans, corporate bonds, issuance of common and preferred equity, issuance of OP units and undistributed cash flows.

**Property-Specific Debt.** Our property owner subsidiaries seek non-recourse secured debt on a limited basis to mitigate tenant credit risk and when credit tenant lease financing is available. Credit tenant lease financing allows us to significantly or fully leverage the rental stream from an investment at, what we believe are, attractive rates.

**Corporate Level Borrowings.** We also use corporate level borrowings, such as revolving loans, term loans, and debt offerings. We expect to continue to finance more of our operations with such corporate level borrowings as (1) non-recourse secured debt matures and (2) such corporate level borrowings are available on favorable terms.

**Balance Sheet Management.** In recent years, we have retired non-recourse mortgage debt with proceeds from recourse corporate level borrowings and sales. Our objective is to maintain a strong balance sheet to provide financial flexibility.

### Common Share Issuances

From time to time, we raise capital by issuing common shares through (1) at-the-market offering programs, (2) underwritten public offerings, (3) block trades and (4) our direct share purchase plan. The proceeds from our common share offerings are generally used for working capital, including to fund investments and to retire indebtedness.

### Share Repurchases

We have made, and may continue to make, repurchases of our common and preferred shares in individual transactions when we believe it is advantageous to do so, including when the discount to our net asset value or the liquidation preference, as the case may be, is attractive. Our share repurchase program authorized in 2015 had approximately 10.7 million common shares available for repurchase as of December 31, 2018. We repurchased and retired 5.9 million



common shares in 2018.

5

---

Table of Contents

Advisory Contracts

We provide, and have provided, advisory services to various net-lease investors, including institutional investors and high net-worth individuals.

Environmental Matters

Under various federal, state and local environmental laws, statutes, ordinances, rules and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, on, in or under such property as well as certain other potential costs relating to hazardous or toxic substances.

Summary of 2018 Transactions and Recent Developments

The following summarizes certain of our transactions during 2018, including transactions disclosed elsewhere and in our other periodic reports.

**Investments/Capital Recycling.** With respect to acquisitions/investments, we:

• purchased eight industrial assets for an aggregate cost of \$315.6 million.

• disposed of 21 office assets to NNN JV for an aggregate price of \$725.8 million and acquired a 20% equity interest in NNN JV for an aggregate cost of \$53.7 million.

• disposed of our interests in 25 additional consolidated properties to unaffiliated third parties for an aggregate gross disposition price of \$335.3 million.

• received \$4.3 million in connection with the sale of a non-consolidated investment.

**Leasing.** We entered into 29 new leases and lease extensions encompassing an aggregate 1.9 million square feet. Our portfolio was 95.1% leased as of December 31, 2018.

**Financing/Equity.** With respect to financing activities, we:

• repaid \$160.0 million, net under the unsecured revolving credit facility.

• repaid the \$300.0 million term loan that was scheduled to mature in 2020.

• retired an aggregate of \$118.0 million in property non-recourse mortgage debt, including debt encumbering assets sold to NNN JV.

• obtained \$25.9 million of non-recourse mortgage financing with a fixed interest rate of 5.4%, which matures in November 2032 and is secured by an industrial property in Warren, MI.

• repurchased and retired approximately 5.9 million common shares at an average price of \$8.05 per common share.

• amended our unsecured credit facility to remove LCIF as a borrower, which resulted in their automatic release as a guarantor of our outstanding debt securities,

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part I, Item 7 of this Annual Report for more detail regarding the Company’s 2018 transaction activity.

Subsequent to December 31, 2018, we:

• sold a consolidated industrial property for \$79.3 million.

• acquired two industrial assets for an aggregate purchase price of approximately \$58.0 million.

• repurchased and retired 441,581 common shares at an average price of \$8.13 per common share.

• replaced our revolving credit facility and 2021 term loan with a new revolving credit facility and the continuation of the 2021 term loan, which extended the maturity of the revolving credit facility to February 2023 and reduced the applicable margin rates on the revolving credit facility and 2021 term loan.

• entered into an agreement to purchase upon completion the expansion of our property in Richland, Washington for \$67.0 million.

• declared a quarterly common share dividend of \$0.1025 per common share.

Table of Contents

Other

Employees. As of December 31, 2018, we had 60 full-time employees. Lexington Realty Trust is a master employer and employee costs are allocated to subsidiaries as applicable.

Industry Segments. We operate in one industry segment, primarily single-tenant real estate assets.

Web Site. Our Internet address is [www.lxp.com](http://www.lxp.com). We make available, free of charge, on or through the Investors section of our web site or by contacting our Investor Relations Department, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as well as proxy statements, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission, or SEC. Also posted on our web site, and available in print upon request of any shareholder to our Investor Relations Department, are our declaration of trust and by-laws, charters for the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee of our Board of Trustees, our Corporate Governance Guidelines, and our Code of Business Conduct and Ethics governing our trustees, officers and employees (which contains our whistle blower procedures). Within the time period required by the SEC and the NYSE, we will post on our web site any amendment to the Code of Business Conduct and Ethics and any waiver applicable to any of our trustees or executive officers. In addition, our web site includes information concerning purchases and sales of our equity securities by our executive officers and trustees as well as disclosure relating to certain non-GAAP financial measures (as defined in the SEC's Regulation G) that we may make public orally, telephonically, by webcast, by broadcast or by similar means from time to time. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding LXP at <http://www.sec.gov>. Information contained on our web site or the web site of any other person is not incorporated by reference into this Annual Report or any of our other filings with or documents furnished to the SEC.

Our Investor Relations Department can be contacted at Lexington Realty Trust, One Penn Plaza, Suite 4015, New York, New York 10119-4015, Attn: Investor Relations, by telephone: (212) 692-7200, or by e-mail: [ir@lxp.com](mailto:ir@lxp.com).

Principal Executive Offices. Our principal executive offices are located at One Penn Plaza, Suite 4015, New York, New York 10119-4015; our telephone number is (212) 692-7200.

NYSE CEO Certification. Our Chief Executive Officer made an unqualified certification to the NYSE with respect to our compliance with the NYSE corporate governance listing standards in 2018.

## Table of Contents

### Item 1A. Risk Factors

Set forth below are material factors that may adversely affect our business and operations.

#### Risks Related to Our Business

We are subject to risks involving our leases and tenants.

We focus our acquisition activities on real estate properties that are net leased to single tenants, and certain of our tenants and/or their guarantors constitute a significant percentage of our base rental revenues. Therefore, the financial failure of, or other default by, a single tenant under its lease is likely to cause a significant or complete reduction in the operating cash flow generated by the property leased to that tenant and might decrease the value of that property and result in a non-cash impairment charge. If the tenant represents a significant portion of our base rental revenues, the impact on our financial position may be material. Further, in any such event, our property owner subsidiary will be responsible for 100% of the operating costs following a vacancy at a single-tenant building. Upon the expiration or other termination of leases that are currently in place, the property owner subsidiary may not be able to re-lease the vacant property at all or at a comparable lease rate without incurring additional expenditures in connection with the re-leasing, which may be material in amount.

Under current bankruptcy law, a tenant can generally assume or reject a lease within a certain number of days of filing its bankruptcy petition. If a tenant rejects the lease, a landlord's damages, subject to availability of funds from the bankruptcy estate, are generally limited to the greater of (1) one year's rent and (2) the rent for 15% of the remaining term of the lease, not to exceed three years.

Certain of our leases may permit tenants to terminate the leases to which they are a party.

Certain of our leases contain tenant termination options, including economic discontinuance options, that permit the tenants to terminate their leases. While these termination options generally require a termination payment by the tenants, in most cases, the termination payments are less than the total remaining expected rental revenue. The termination of a lease by a tenant may impair the value of the property. In addition, we will be responsible for 100% of the operating costs following the termination by any such tenant and subsequent vacating of the property, and we will incur re-leasing costs.

Our ability to fully control the maintenance of our net-leased properties may be limited.

The tenants of our net-leased properties are responsible for maintenance and other day-to-day management of the properties. If a property is not adequately maintained in accordance with the terms of the applicable lease, we may incur expenses for deferred maintenance or other liabilities once the property is no longer leased. We generally visit our properties on an annual basis, but these visits are not comprehensive inspections and deferred maintenance items may go unnoticed. While our leases generally provide for recourse against the tenant in these instances, a bankrupt or financially-troubled tenant may be more likely to defer maintenance, and it may be more difficult to enforce remedies against such a tenant.

Our tenants' ability to successfully operate their businesses may affect their ability to pay rent and maintain their leased property.

To the extent that tenants are unable to operate the property on a financially successful basis, their ability to pay rent to us may be adversely affected. Although we endeavor to monitor, on an ongoing basis, compliance by tenants with their lease obligations and other factors which could affect the financial performance of our properties, such monitoring may not always ascertain or forestall deterioration, either in the condition or value of a property or in the financial circumstances of a tenant.

You should not rely on the credit ratings of our tenants.

Some of our tenants, guarantors and/or their parent or sponsor entities are rated by certain rating agencies. In certain instances, we may disclose the credit ratings of our tenants or their parent or sponsor entities even though those parent or sponsor entities are not liable for the obligations of the tenant or guarantor under the lease. Any such credit ratings are subject to ongoing evaluation by these credit rating agencies and we cannot assure you that any such ratings will not be changed or withdrawn by these rating agencies in the future if, in their judgment, circumstances warrant. If these rating agencies assign a lower-than-expected rating or reduce or withdraw, or indicate that they may reduce or withdraw, the credit rating of a tenant, guarantor or its parent entity, the value of our investment in any properties

leased by such tenant could significantly decline.

8

---

Table of Contents

Our assets may be subject to impairment charges.

We periodically evaluate our real estate investments and other assets for impairment indicators. The judgment regarding the existence of impairment indicators is based on GAAP, which include a variety of factors such as market conditions, the status of significant leases, the financial condition of major tenants and other factors that could affect the cash flow or value of an investment. Based on this evaluation, we may from time to time take non-cash impairment charges, which could affect the implementation of our current business strategy. These impairments could have a material adverse effect on our financial condition and results of operations.

Furthermore, we may take an impairment charge on a property subject to a non-recourse secured mortgage which reduces the book value of such property to its fair value, which may be below the balance of the mortgage on our balance sheet. Upon foreclosure or other disposition, we may be required to recognize a gain on debt satisfaction equal to the difference between the fair value of the property and the balance of the mortgage.

Our real estate development activities are subject to additional risks.

In 2017, we entered into a joint venture that acquired a developable parcel of land. Development activities generally require various government and other approvals, which the joint venture may not receive. In addition, the joint venture is subject to the following risks associated with development activities:

• Unsuccessful development opportunities could cause us to incur direct expenses;

• Construction costs of a project may exceed original estimates, possibly making the project less profitable than originally estimated or unprofitable;

• Time required to complete the construction of a project or to lease up the completed project may be greater than originally anticipated, thereby adversely affecting our cash flow and liquidity;

• Occupancy rates and rents of a completed project may not be sufficient to make the project profitable; and

• Favorable financing sources to fund the joint venture's development activities may not be available.

A tenant's bankruptcy proceeding may result in the re-characterization of related sale-leaseback transactions or in the restructuring of the tenant's payment obligations to us, either of which could adversely affect our financial condition.

We have entered and may continue to enter into sale-leaseback transactions, whereby we purchase a property and then lease the same property back to the person from whom we purchased it. In the event of the bankruptcy of a tenant, a transaction structured as a sale-leaseback may be re-characterized as either a financing or a joint venture. As a result of the foregoing, the re-characterization of a sale-leaseback transaction could adversely affect our financial condition, cash flow and the amount available for distributions to our shareholders.

If the sale-leaseback were re-characterized as a financing, we might not be considered the owner of the property, and as a result would have the status of a creditor in relation to the tenant. In that event, we would no longer have the right to sell or encumber our ownership interest in the property. Instead, we would have a claim against the tenant for the amounts owed under the lease, with the claim arguably secured by the property. The tenant/debtor might have the ability to propose a plan restructuring the term, interest rate and amortization schedule of its outstanding balance. If confirmed by the bankruptcy court, we could be bound by the new terms and prevented from foreclosing our lien on the property. If the sale-leaseback were re-characterized as a joint venture, our tenant and we could be treated as co-venturers with regard to the property. As a result, we could be held liable, under some circumstances, for debts incurred by the tenant relating to the property.

Table of Contents

A significant portion of our leases are long-term and do not have fair market rental rate adjustments, which could negatively impact our income and reduce the amount of funds available to make distributions to shareholders.

A significant portion of our rental income comes from long-term net leases, which generally provide the tenant greater discretion in using the leased property than ordinary property leases, such as the right to freely sublease the property, to make alterations in the leased premises and to terminate the lease prior to its expiration under specified circumstances. Furthermore, net leases typically have longer lease terms and, thus, there is an increased risk that contractual rental increases in future years will fail to result in fair market rental rates during those years. If we do not accurately judge the potential for increases in market rental rates when negotiating these long-term leases or if we are unable to obtain any increases in rental rates over the terms of our leases, significant increases in future property operating costs, to the extent not covered under the net leases could result in us receiving less than fair value from these leases. As a result, our income and distributions to our shareholders could be lower than they would otherwise be if we did not engage in long-term net leases.

In addition, increases in interest rates may also negatively impact the value of our properties that are subject to long-term leases. While a significant number of our net leases provide for annual escalations in the rental rate, the increase in interest rates may outpace the annual escalations.

Our interests in loans receivable, if any, are subject to delinquency, foreclosure and loss.

Our interests in loans receivable, if any, are generally non-recourse and secured by real estate properties owned by borrowers that were unable to obtain similar financing from a commercial bank. These loans are subject to many risks including delinquency. The ability of a borrower to repay a loan secured by a real estate property is typically and primarily dependent upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If a borrower were to default on a loan, it is possible that we would not recover the full value of the loan as the collateral may be non-performing.

We face uncertainties relating to lease renewals and re-letting of space.

Upon the expiration of current leases for space located in properties in which we have an interest, our property owner subsidiaries may not be able to re-let all or a portion of such space, or the terms of re-letting (including the cost of concessions to tenants and leasing commissions) may be less favorable than current lease terms or market rates. If our property owner subsidiaries are unable to promptly re-let all or a substantial portion of the space located in their respective properties, or if the rental rates a property owner subsidiary receives upon re-letting are significantly lower than current rates, our earnings and ability to satisfy our debt service obligations and to make expected distributions to our shareholders may be adversely affected due to the resulting reduction in rent receipts and increase in property operating costs. There can be no assurance that our property owner subsidiaries will be able to retain tenants in any of our properties upon the expiration of leases.

We may not be able to generate sufficient cash flow to meet our debt service obligations and to pay distributions on our common and preferred shares.

Our ability to make payments on and to refinance our indebtedness, to make distributions on our common and preferred shares and to fund our operations, working capital and capital expenditures, depends on our ability to generate cash in the future. To a certain extent, our cash flow is subject to general economic, industry, financial, competitive, operating, legislative, regulatory and other factors, many of which are beyond our control. We cannot assure you that our business will generate sufficient cash flow from operations or that future sources of cash will be available to us in an amount sufficient to enable us to pay amounts due on our indebtedness or to make distributions on our common and preferred shares and fund our other liquidity needs. Additionally, if we incur additional indebtedness in connection with future acquisitions or development projects or for any other purpose, our debt service obligations could increase.

We may need to refinance all or a portion of our indebtedness on or before maturity. Our ability to refinance our indebtedness or obtain additional financing will depend on, among other things, our financial condition and market conditions at the time and restrictions in the agreements governing our indebtedness.

As a result, we may not be able to refinance any of our indebtedness on commercially reasonable terms, or at all. If we do not generate sufficient cash flow from operations, and additional borrowings or refinancings or proceeds of asset

sales or other sources of cash are not available to us, we may not have sufficient cash to enable us to meet all of our obligations. Accordingly, if we cannot service our indebtedness, we may have to take actions such as seeking additional equity, or delaying strategic acquisitions and alliances or capital expenditures, any of which could have a material adverse effect on our operations. We cannot assure you that we will be able to effect any of these actions on commercially reasonable terms, or at all.



Table of Contents

Our inability to carry out our growth strategy could adversely affect our financial condition and results of operations. Our growth strategy is based on the acquisition and development of additional properties and related assets. In the context of our business plan, “development” generally means an expansion or renovation of an existing property or the financing and/or acquisition of a newly constructed build-to-suit property. For newly constructed build-to-suit properties, we may (1) provide a developer with either a combination of financing for construction of a build-to-suit property or a commitment to acquire a property upon completion of construction of a build-to-suit property and commencement of rent from the tenant, (2) acquire a property subject to a lease and engage a developer to complete construction of a build-to-suit property as required by the lease, or (3) partner with a developer to acquire an undeveloped parcel of land and pursue build-to-suit opportunities.

Our plan to grow through the acquisition and development of new properties could be adversely affected by trends in the real estate and financing businesses. The consummation of any future acquisitions will be subject to satisfactory completion of an extensive valuation analysis and due diligence review and to the negotiation of definitive documentation. Our ability to implement our strategy may be impeded because we may have difficulty finding new properties and investments at attractive prices that meet our investment criteria, negotiating with new or existing tenants or securing acceptable financing. If we are unable to carry out our strategy, our financial condition and results of operations could be adversely affected. Acquisitions of additional properties entail the risk that investments will fail to perform in accordance with expectations, including operating and leasing expectations.

Some of our acquisitions and developments may be financed using the proceeds of periodic equity or debt offerings, lines of credit or other forms of secured or unsecured financing that may result in a risk that permanent financing for newly acquired projects might not be available or would be available only on disadvantageous terms. If permanent debt or equity financing is not available on acceptable terms to refinance acquisitions undertaken without permanent financing, further acquisitions may be curtailed, or cash available to satisfy our debt service obligations and distributions to shareholders may be adversely affected.

Our acquisition and disposition activity may lead to dilution.

Our asset strategy is to increase our investment in general purpose, well located industrial assets and reduce our exposure to all other asset types. We believe this strategy will lessen capital expenditures over time and mitigate revenue reductions on renewals and re-tenanting. To implement this strategy, we have been selling certain office assets, which generally have higher capitalization rates, and buying industrial properties, which, in the current competitive market, generally have lower capitalization rates. This strategy impacts growth in the short-term period. There can be no assurance that the implementation of our strategy will lead to improved results or that we will be able to execute our strategy as contemplated or on terms acceptable to us.

From time to time, we announce potential lease, financing, disposition or investment commitments or transactions, which may not be consummated on the terms we announce or at all.

We publicly communicate potential lease, financing, disposition and investment commitments or transactions in our public documents filed with or furnished to the SEC and press releases and on conference calls with analysts and investors. We can give no assurances that any of these commitments or transactions will be consummated to our expectations or at all.

Acquisition activities may not produce expected results and may be affected by outside factors.

Acquisitions of commercial properties entail certain risks, such as (1) underwriting assumptions, including occupancy, rental rates and expenses, may differ from estimates, (2) the properties may become subject to environmental liabilities that we were unaware of at the time we acquired the property despite any environmental testing, (3) we may have difficulty obtaining financing on acceptable terms or paying the operating expenses and debt service associated with acquired properties prior to sufficient occupancy and (4) projected exit strategies may not come to fruition due to a variety of factors such as market conditions and/or tenant credit conditions at the time of dispositions.

We may not be successful in identifying suitable real estate properties or other assets that meet our acquisition criteria. We may also fail to complete acquisitions or investments on satisfactory terms. Failure to identify or complete acquisitions could slow our growth, which could, in turn, have a material adverse effect on our financial condition and

results of operations.

11

---

Table of Contents

We face certain risks associated with our build-to-suit activities.

From time to time, we engage in, or provide capital to developers who are engaged in, build-to-suit activities. We face uncertainties associated with a developer's performance and timely completion of a project, including the performance or timely completion by contractors and subcontractors. A developer's performance may be affected or delayed by their own actions or conditions beyond the developer's control. If a developer, contractor or subcontractor fails to perform, we may resort to legal action to compel performance, remove the developer or rescind the purchase or construction contract. Legal action may cause further delays and our costs may not be reimbursed.

We may incur additional risks when we make periodic progress payments or other advances to developers before completion of construction. These and other factors can result in increased costs of a project or loss of our investment. We also rely on third-party construction managers and/or engineers to monitor the construction activities.

Upon completion of construction, we are generally responsible to the tenant for any warranty claims. While we generally have a warranty from the developer or general contractor that was responsible for construction backstopping our warranty obligations to the tenant, we are subject to the risk of enforcement of such developer or general contractor warranty.

We rely on rental income and expense projections and estimates of the fair market value of a property upon completion of construction when agreeing upon a purchase price at the time we acquire the property. If our projections are inaccurate or markets change, we may pay more than the fair value of a property.

In addition, the rental rates for a new build-to-suit project are generally derived from the cost to construct the project and may not equal a fair market lease rate for older existing properties in the same market.

Our multi-tenant properties expose us to additional risks.

Our multi-tenant properties involve risks not typically encountered in real estate properties which are operated by or for a single tenant. The ownership of multi-tenant properties could expose us to the risk that a sufficient number of suitable tenants may not be found to enable the property to operate profitably and provide a return to us. This risk may be compounded by the failure of existing tenants to satisfy their obligations due to various factors. These risks, in turn, could cause a material adverse impact to our results of operations and business.

Multi-tenant properties are also subject to tenant turnover and fluctuation in occupancy rates, which could affect our operating results. Furthermore, multi-tenant properties expose us to the risk of potential "CAM slippage," which may occur when the actual cost of taxes, insurance and maintenance at the property exceeds the operating expenses paid by tenants and/or the amounts budgeted.

We face possible liability relating to environmental matters.

Under various federal, state and local environmental laws, statutes, ordinances, rules and regulations, as an owner of real property, our property owner subsidiaries may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, on, in or under the properties in which we have an interest as well as certain other potential costs relating to hazardous or toxic substances. These liabilities may include government fines and penalties and damages for injuries to persons and adjacent property. These laws may impose liability without regard to whether we knew of, or were responsible for, the presence or disposal of those substances. This liability may be imposed on our property owner subsidiaries in connection with the activities of an operator of, or tenant at, the property. The cost of any required remediation, removal, fines or personal or property damages, and our liability therefore, could be significant and could exceed the value of the property and/or our aggregate assets. In addition, the presence of those substances, or the failure to properly dispose of or remove those substances, may adversely affect a property owner subsidiary's ability to sell or rent that property or to borrow using that property as collateral, which, in turn, would reduce our revenues and ability to satisfy our debt service obligations and to make distributions.

A property can also be adversely affected either through physical contamination or by virtue of an adverse effect upon value attributable to the migration of hazardous or toxic substances, or other contaminants that have or may have emanated from other properties. Although the tenants of the properties in which we have an interest are primarily responsible for any environmental damages and claims related to the leased premises, in the event of the bankruptcy or inability of any of the tenants of the properties in which we have an interest to satisfy any obligations with respect to the property leased to that tenant, our property owner subsidiary may be required to satisfy such obligations. In

addition, we may be held directly liable for any such damages or claims irrespective of the provisions of any lease.

12

---

Table of Contents

From time to time, in connection with the conduct of our business, our property owner subsidiaries authorize the preparation of Phase I environmental reports and, when recommended, Phase II environmental reports, with respect to their properties. There can be no assurance that these environmental reports will reveal all environmental conditions at the properties in which we have an interest or that the following will not expose us to material liability in the future:

- the discovery of previously unknown environmental conditions;
- changes in law;
- activities of tenants; or
- activities relating to properties in the vicinity of the properties in which we have an interest.

Changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures or may otherwise adversely affect the operations of the tenants of the properties in which we have an interest, which could adversely affect our financial condition or results of operations.

From time to time we are involved in legal proceedings arising in the ordinary course of our business.

Legal proceedings arising in the ordinary course of our business require time and effort. The outcomes of legal proceedings are subject to significant uncertainty. In the event that we are unsuccessful defending or prosecuting these proceedings, as applicable, we may incur a judgment or fail to realize an award of damages that could have an adverse effect on our financial condition.

Uninsured losses or a loss in excess of insured limits could adversely affect our financial condition.

We carry comprehensive liability, fire, extended coverage and rent loss insurance on certain of the properties in which we have an interest, with policy specifications and insured limits that we believe are customary for similar properties.

However, with respect to those properties where the leases do not provide for abatement of rent under any circumstances, we generally do not maintain rent loss insurance. In addition, certain of our leases require the tenant to maintain all insurance on the property, and the failure of the tenant to maintain the proper insurance could adversely impact our investment in a property in the event of a loss. Furthermore, there are certain types of losses, such as losses resulting from wars, terrorism or certain acts of God, that generally are not insured because they are either uninsurable or not economically insurable. Should an uninsured loss or a loss in excess of insured limits occur, we could lose capital invested in a property as well as the anticipated future revenues from a property, while remaining obligated for any mortgage indebtedness or other financial obligations related to the property. Any loss of these types could adversely affect our financial condition and results of operations.

Future terrorist attacks, military conflicts and unrest in various parts of the world could have a material adverse effect on general economic conditions, consumer confidence and market liquidity.

Terrorist attacks, ongoing and future military conflicts and the continued unrest in various parts of the world may affect commodity prices and interest rates, among other things. An increase in interest rates may increase our costs of borrowing, leading to a reduction in our earnings. Instability in the price of oil will also cause fluctuations in our operating costs, which may not be reimbursed by our tenants. Also, terrorist acts could result in significant damages to, or loss of, our properties or the value thereof.

We and the tenants of the properties in which we have an interest may be unable to obtain adequate insurance coverage on acceptable economic terms for losses resulting from acts of terrorism. Our lenders may require that we carry terrorism insurance even if we do not believe this insurance is necessary or cost effective. We may also be prohibited under the applicable lease from passing all or a portion of the cost of such insurance through to the tenant. Should an act of terrorism result in an uninsured loss or a loss in excess of insured limits, we could lose capital invested in a property as well as the anticipated future revenues from a property, while our property owner subsidiary remains obligated for any mortgage indebtedness or other financial obligations related to the property. Any loss of these types could adversely affect our financial condition.

Table of Contents

Cybersecurity risks and cyber incidents may adversely affect our business by causing a disruption to our operations, a compromise or corruption of our confidential information, misappropriation of assets and/or damage to our business relationships, all of which could negatively impact our financial results.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of our information resources. These incidents may be an intentional attack or an unintentional event and could involve gaining unauthorized access to our information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. The result of these incidents may include disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation and damage to our tenant, investor and/or vendor relationships. As our reliance on technology has increased, so have the risks posed to our information systems, both internal and those we have outsourced. Any processes, procedures and internal controls that we implement, as well as our increased awareness of the nature and extent of a risk of a cyber incident, do not guarantee that our financial results, operations, business relationships or confidential information will not be negatively impacted by such an incident.

Networks and information technology throughout the world and in companies of all sizes are threatened by cybersecurity risks on a regular basis. We must continuously monitor and develop our networks and information technology to prevent, detect, address and mitigate the risk of unauthorized access, misuse, computer viruses and other events that could have a security impact. Insider or employee cyber and security threats are increasingly a concern for all companies, including ours. In addition, social engineering and phishing are a particular concern for companies with employees. We are continuously working to install new, and to upgrade our existing, network and information technology systems and to provide employee awareness training around phishing, malware and other cyber risks to ensure that we are protected, to the greatest extent possible, against cyber risks and security breaches. However, such upgrades, new technology and training may not be sufficient to protect us from all risks.

As a smaller company, we use third-party vendors to assist us with our network and information technology requirements. While we carefully select these third-party vendors, we cannot control their actions. Any problems caused by these third parties, including those resulting from breakdowns or other disruptions in communication services provided by a vendor, failure of a vendor to handle current or higher volumes, cyber attacks and security breaches at a vendor could adversely affect our operations.

Competition may adversely affect our ability to purchase properties.

There are numerous commercial developers, real estate companies, such as other REITs, financial institutions, such as banks and insurance companies, and other investors, such as pension funds, private companies and individuals, with greater financial and other resources than we have that compete with us in seeking investments and tenants. Due to our focus on single-tenant properties located throughout the United States, and because some competitors are often locally and/or regionally focused, we do not always encounter the same competitors in each market. This competition may result in a higher cost for properties and lower returns and impact our ability to grow.

Our failure to maintain effective internal control over financial reporting could have a material adverse effect on our business, operating results and share price.

Section 404 of the Sarbanes-Oxley Act of 2002 requires annual management assessments of the effectiveness of our internal control over financial reporting. Our management previously identified and disclosed a material weakness in the effectiveness of our internal control over financial reporting as of December 31, 2016. We have determined that our remediation plan eliminated this weakness, but we cannot assure you that our controls will prevent this or other weaknesses from arising in the future. If we fail to maintain the adequacy of our internal control over financial reporting in the future, as such standards may be modified, supplemented or amended from time to time, we will be required to disclose such failure, and our financial reporting may not be relied on by investors. Moreover, effective internal control is necessary for us to produce reliable financial reports and to maintain our qualification as a REIT and is important in helping prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, our REIT qualification could be jeopardized, investors could lose confidence in our reported financial information, and the trading price of our debt and equity securities could drop significantly.

We may have limited control over our joint venture investments.

Our joint venture investments involve risks not otherwise present for investments made solely by us, including the possibility that our partner might, at any time, become bankrupt, have different interests or goals than we do, or take action contrary to our expectations, its previous instructions or our instructions, requests, policies or objectives, including our policy with respect to maintaining our qualification as a REIT. Other risks of joint venture investments include impasses on decisions, such as a sale, because neither we nor our partner has full control over the joint venture. Also, there is no limitation under our organizational documents as to the amount of funds that may be invested in joint ventures.

Table of Contents

Our ability to change our portfolio is limited because real estate investments are illiquid.

Investments in real estate are relatively illiquid and, therefore, our ability to change our portfolio promptly in response to changed conditions is limited. Our Board of Trustees may establish investment criteria or limitations as it deems appropriate, but currently does not limit the number or type of properties in which we may seek to invest or on the concentration of investments in any one geographic region.

Our reported financial results may be adversely affected by changes in accounting principles applicable to us and the tenants of properties in which we have an interest.

GAAP is subject to interpretation by various bodies formed to promulgate and interpret appropriate accounting principles such as the Financial Accounting Standards Board. A change in these principles or interpretations could have a significant effect on our reported financial results, could affect the reporting of transactions completed before the announcement of a change and could affect the business practices and decisions of the tenants of properties in which we have an interest.

We have engaged and may engage in hedging transactions that may limit gains or result in losses.

We have used derivatives to hedge certain of our variable-rate liabilities. As of December 31, 2018, we had aggregate interest rate swap agreements on \$255.0 million of borrowings. The counterparties of these arrangements are major financial institutions; however, we are exposed to credit risk in the event of non-performance or default by the counterparties. Further, additional risks, including losses on a hedge position, may reduce the return on our investments. Such losses may exceed the amount invested in such instruments. We may also have to pay certain costs, such as transaction fees or breakage costs, related to hedging transactions.

Our Board of Trustees may change our investment policy without shareholders' approval.

Subject to our fundamental investment policy to maintain our qualification as a REIT and invest in core assets, our Board of Trustees will determine our investment and financing policies, growth strategy and our debt, capitalization, distribution, acquisition, disposition and operating policies.

Our Board of Trustees may revise or amend these strategies and policies at any time without a vote by shareholders. Changes made by our Board of Trustees may not serve the interests of debt or equity security holders and could adversely affect our financial condition or results of operations, including our ability to satisfy our debt service obligations, distribute cash to shareholders and qualify as a REIT. Accordingly, shareholders' control over changes in our strategies and policies is limited to the election of trustees.

We are dependent upon our key personnel.

We are dependent upon key personnel whose continued service is not guaranteed. We are dependent on certain of our executive officers for business direction. The employment agreements with each of T. Wilson Eglin, our Chief Executive Officer and President, E. Robert Roskind, our Chairman, and Patrick Carroll, our Executive Vice President, Chief Financial Officer and Treasurer, expired in January 2018.

As part of our succession planning, we entered into a retirement agreement with Mr. Roskind which provided for his retirement as an executive officer and employee on January 15, 2019. Messrs. Eglin and Carroll will continue in their current positions with us subject to certain severance payout rights upon certain termination events.

Our inability to retain the services of any of our key personnel, an unplanned loss of any of their services or our inability to replace them upon termination as needed, could adversely impact our operations. We do not have key man life insurance coverage on our executive officers.



Table of Contents

There may be conflicts of interest between E. Robert Roskind and us.

E. Robert Roskind, our Chairman, beneficially owns a significant number of OP units, and as a result, may face different and more adverse tax consequences than our other shareholders will if we sell our interests in certain properties or reduce mortgage indebtedness on certain properties. Our Chairman may, therefore, have different objectives than us and our debt and equity security holders regarding the appropriate pricing and timing of any sale of such properties or reduction of mortgage debt. In addition, an affiliate of Mr. Roskind arranges real estate asset financings using funds raised from immigrant investors in accordance with the fifth preference employment-based immigration program administered by the U.S. Citizenship and Immigration Services. During 2017, we obtained a mezzanine loan from Mr. Roskind's affiliate and during 2018, one of our non-consolidated joint ventures obtained a mezzanine loan from Mr. Roskind's affiliate. In the event of an appearance of a conflict of interest and in accordance with our policy regarding related party transactions, Mr. Roskind is required to recuse himself from any decision making or seek a waiver of our Code of Business Conduct and Ethics, which will be reviewed by the non-conflicted members of our Board of Trustees or the Audit Committee of the Board of Trustees.

Costs of complying with changes in governmental laws and regulations may adversely affect our results of operations. We cannot predict what laws or regulations may be enacted, repealed or modified in the future, how future laws or regulations will be administered or interpreted, or how future laws or regulations will affect our properties.

Compliance with new or modified laws or regulations, or stricter interpretation of existing laws, may require us or our tenants to incur significant expenditures, impose significant liability, restrict or prohibit business activities and could cause a material adverse effect on our results of operations.

We disclose Funds From Operations available to common shareholders and unitholders ("FFO"), Adjusted Company Funds from Operations available to all equityholders and unitholders ("Adjusted Company FFO"), Net Operating Income ("NOI") and other non-GAAP financial measures in documents filed and/or furnished with the SEC; however, neither FFO, Adjusted Company FFO, NOI nor the other non-GAAP financial measures we disclose are equivalent to our net income or loss as determined under GAAP or other applicable comparable GAAP measures, and you should consider GAAP measures to be more relevant to our operating performance.

We use and disclose to investors FFO, Adjusted Company FFO, NOI and other non-GAAP financial measures. FFO, Adjusted Company FFO, NOI and the other non-GAAP financial measures are not equivalent to our net income or loss as determined in accordance with GAAP, and investors should consider GAAP measures to be more relevant to evaluating our operating performance. FFO, Adjusted Company FFO and NOI, and GAAP net income (loss) differ because FFO, Adjusted Company FFO and NOI exclude many items that are factored into GAAP net income or loss. Because of the differences between FFO, Adjusted Company FFO, NOI and GAAP net income or loss, FFO, Adjusted Company FFO and NOI may not be accurate indicators of our operating performance, especially during periods in which we are acquiring and selling properties. In addition, FFO, Adjusted Company FFO and NOI are not necessarily indicative of cash flow available to fund cash needs and investors should not consider FFO, Adjusted Company FFO or NOI as alternatives to cash flows from operations, as an indication of our liquidity or as indicative of funds available to fund our cash needs, including our ability to make distributions to our shareholders.

Neither the SEC nor any other regulatory body has passed judgment on the acceptability of the adjustments that we use to calculate FFO, Adjusted Company FFO and NOI. Also, because not all companies calculate FFO, Adjusted Company FFO and NOI the same way, comparisons with other companies measures with similar titles may not be meaningful.

Table of Contents

Risks Related to Our Indebtedness

Our substantial indebtedness could adversely affect our financial condition and our ability to fulfill our obligations under the documents governing our unsecured indebtedness and otherwise adversely impact our business and growth prospects.

We have a substantial amount of debt. We are more leveraged than certain of our competitors. We have incurred, and may continue to incur, direct and indirect indebtedness in furtherance of our activities. Neither our declaration of trust nor any policy statement formerly adopted by our Board of Trustees limits the total amount of indebtedness that we may incur, and accordingly, we could become even more highly leveraged. As of December 31, 2018, our total consolidated indebtedness was approximately \$1.5 billion and we had approximately \$505.0 million available for borrowing under our principal credit agreement, subject to covenant compliance.

Our substantial indebtedness could adversely affect our financial condition and results of operations and have important consequences to us and our debt and equity security holders. For example, it could:

- make it more difficult for us to satisfy our indebtedness and debt service obligations and adversely affect our ability to pay distributions;

- increase our vulnerability to adverse economic and industry conditions;

- require us to dedicate a substantial portion of our cash flow from operations to the payment of interest on and principal of our indebtedness, thereby reducing the availability of cash to fund working capital, capital expenditures and other general corporate purposes;

- limit our ability to borrow money or sell stock to fund our development projects, working capital, capital expenditures, general corporate purposes or acquisitions;

- restrict us from making strategic acquisitions or exploiting business opportunities;

- place us at a disadvantage compared to competitors that have less debt; and

- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate.

In addition, the agreements that govern our current indebtedness contain, and the agreements that may govern any future indebtedness that we may incur may contain, financial and other restrictive covenants, which may limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default that, if not cured or waived, could result in the acceleration of our debt.

Market interest rates could have an adverse effect on our borrowing costs, profitability and the value of our fixed-rate debt securities.

We have exposure to market risks relating to increases in interest rates due to our variable-rate debt. An increase in interest rates may increase our costs of borrowing on existing variable-rate indebtedness, leading to a reduction in our earnings. As of December 31, 2018, we have a \$300.0 million unsecured term loan which matures January 2021 that is LIBOR indexed. In addition, we have \$129.1 million of debt that matures in April 2037 which is LIBOR indexed. The level of our variable-rate indebtedness, along with the interest rate associated with such variable-rate indebtedness, may change in the future and materially affect our interest costs and earnings. In addition, our interest costs on our fixed-rate indebtedness may increase if we are required to refinance our fixed-rate indebtedness upon maturity at higher interest rates. Also, fixed rate debt securities generally decline in value as market rates rise because the premium, if any, over market interest rates will decline.

The LIBOR index rate may not be available in the future.

In July 2017, the Financial Conduct Authority (the authority that regulates LIBOR) announced it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. The Alternative Reference Rates Committee (“ARRC”) has proposed that the Secured Overnight Financing Rate (“SOFR”) is the rate that represents best practice as the alternative to USD-LIBOR for use in derivatives and other financial contracts that are currently indexed to USD-LIBOR. ARRC has proposed a paced market transition plan to SOFR from USD-LIBOR and organizations are currently working on industry wide and company specific transition plans as it relates to derivatives and cash markets exposed to USD-LIBOR. We have material contracts that are indexed to USD-LIBOR and we are monitoring this activity and evaluating the related risks.



Table of Contents

Potential disruptions in the financial markets could affect our ability to obtain debt financing on reasonable terms and have other adverse effects on us.

The United States credit markets have periodically experienced significant dislocations and liquidity disruptions which have caused the spreads on prospective debt financings to widen considerably. These circumstances may materially impact liquidity in the debt markets, making financing terms for borrowers less attractive, and in certain cases may result in the unavailability of certain types of debt financing. Uncertainty in the credit markets may negatively impact our ability to access additional debt financing on reasonable terms, which may negatively affect our ability to make acquisitions. A prolonged downturn in the credit markets may cause us to seek alternative sources of potentially less attractive financing and may require us to adjust our business plan accordingly. In addition, these factors may make it more difficult for us to sell properties or may adversely affect the price we receive for properties that we do sell, as prospective buyers may experience increased costs of capital or difficulties in obtaining capital. These events in the credit markets may have an adverse effect on other financial markets in the United States, which may make it more difficult or costly for us to raise capital through the issuance of our common shares or preferred shares. These disruptions in the financial markets may have other adverse effects on us, our tenants or the economy in general.

Covenants in certain of the agreements governing our debt could adversely affect our financial condition, investment activities and/or operating activities.

Our unsecured revolving credit facility, unsecured term loan and indentures governing our 4.40% and 4.25% Senior Notes contain certain cross-default and cross-acceleration provisions as well as customary restrictions, requirements and other limitations on our ability to incur indebtedness and consummate mergers, consolidations or sales of all or substantially all of our assets. Our ability to borrow under our unsecured revolving credit facility is also subject to compliance with certain other covenants. In addition, failure to comply with our covenants could cause a default under the applicable debt instrument and we may then be required to repay such debt with capital from other sources. Under those circumstances other sources of capital may not be available to us or be available only on unattractive terms. Additionally, our ability to satisfy current or prospective lenders' insurance requirements may be adversely affected if lenders generally insist upon greater insurance coverage than is available to us in the marketplace or on commercially reasonable terms.

We rely on debt financing, including borrowings under our unsecured revolving credit facility, unsecured term loan, debt securities, and debt secured by individual properties, for working capital, including to finance our investment activities. If we are unable to obtain financing from these or other sources, or to refinance existing indebtedness upon maturity, our financial condition and results of operations could be adversely affected.

The documents governing our non-recourse indebtedness contain restrictions on the operations of our property owner subsidiaries and their properties. Certain activities, like leasing, may be subject to the consent of the applicable lender. In addition, certain lenders engage third-party loan servicers that may not be as responsive as we would be or as the leasing market requires.

A downgrade in our credit ratings could have a material adverse effect on our business and financial condition.

The credit ratings assigned to us and our debt could change based upon, among other things, our results of operations and financial condition or the real estate industry generally. These ratings are subject to ongoing evaluation by credit rating agencies, and we cannot assure you that any rating will not be changed or withdrawn by a rating agency in the future if, in the applicable rating agency's judgment, circumstances warrant. Moreover, these credit ratings do not apply to our common and preferred shares and are not recommendations to buy, sell or hold any other securities. Any downgrade of us or our debt could have a material adverse effect on the market price of our debt securities and our common and preferred shares. If any credit rating agency that has rated us or our debt downgrades or lowers its credit rating, or if any credit rating agency indicates that it has placed any such rating on a so-called "watch list" for a possible downgrading or lowering or otherwise indicates that its outlook for that rating is negative, it could also have a material adverse effect on our costs and availability of capital, which could in turn have a material adverse effect on our financial condition, results of operations, cash flows and our ability to satisfy our debt service obligations and to make dividends and distributions on our common shares and preferred shares.



Table of Contents

We face risks associated with refinancings.

A significant number of the properties in which we have an interest are subject to mortgage or other secured notes with balloon payments due at maturity. In addition, our corporate level borrowings require interest only payments with all principal due at maturity.

As of December 31, 2018, the consolidated scheduled balloon payments for the next five calendar years are as follows (\$ in millions):

Year	Property-Specific Balloon Payments	Corporate Recourse Balloon Payments
2019	\$ 76.1	\$ —
2020	\$ 32.0	\$ —
2021	\$ 17.0	\$ 300.0
2022	\$ —	\$ —
2023	\$ —	\$ 250.0

Our ability to make the scheduled balloon payments on any corporate recourse note will depend on our access to the capital markets, including our ability to refinance the maturing note. Our ability to make the scheduled balloon payment on any non-recourse mortgage note will depend upon (1) in the event we determine to contribute capital, our cash balances and the amount available under our unsecured credit facility, and (2) the property owner subsidiary's ability either to refinance the related mortgage debt or to sell the related property. If the property owner subsidiary is unable to refinance or sell the related property, the property may be conveyed to the lender through foreclosure or other means or the property owner subsidiary may declare bankruptcy.

We face risks associated with returning properties to lenders.

A number of the properties in which we have an interest are subject to non-recourse mortgages, which generally provide that a lender's only recourse upon an event of default is to foreclose on the property. In the event these properties are conveyed via foreclosure to the lenders thereof, we would lose all of our interest in these properties. The loss of a significant number of properties to foreclosure or through bankruptcy of a property owner subsidiary could adversely affect our financial condition and results of operations, relationships with lenders and ability to obtain additional financing in the future.

In addition, a lender may attempt to trigger a carve out to the non-recourse nature of a mortgage loan. To the extent a lender is successful, the ability of our property owner subsidiary to return the property to the lender may be inhibited and/or we may be liable for all or a portion of such loan.

Certain of our indebtedness is subject to cross-default and cross-acceleration provisions.

Substantially all of our corporate level borrowings and, in the future, certain of our secured indebtedness may, contain cross-default and/or cross-acceleration provisions, which may be triggered if we default on certain indebtedness in excess of certain thresholds. In the event of such a default, the resulting cross defaults and/or cross-accelerations may adversely impact our financial condition.

Table of Contents

**Risks Related to Our Outstanding Debt Securities**

The effective subordination of our unsecured indebtedness and any related guaranty may reduce amounts available for payment on our unsecured indebtedness and any related guaranty.

The holders of our secured debt may foreclose on the assets securing such debt, reducing the cash flow from the foreclosed property available for payment of unsecured debt and any related guaranty. The holders of any of our secured debt also would have priority over unsecured creditors in the event of a bankruptcy, liquidation or similar proceeding.

None of our subsidiaries are guarantors of our unsecured debt; therefore assets of our subsidiaries may not be available to make payments on our unsecured indebtedness.

As of December 31, 2018, we were the sole borrower of our unsecured indebtedness and none of our subsidiaries were guarantors of our unsecured indebtedness. In the event of a bankruptcy, liquidation or reorganization of any of our subsidiaries, holders of subsidiary debt, including trade creditors, will generally be entitled to payment of their claims from the assets of our subsidiaries before any assets are made available for distribution to us.

All of our assets are held through our operating partnership and our other subsidiaries. Consequently, our cash flow and our ability to meet our debt service obligations depends in large part upon the cash flow of our subsidiaries and the payment of funds by our subsidiaries to us in the form of distributions or otherwise.

**Risks Related to Lexington's REIT Status**

There can be no assurance that Lexington will remain qualified as a REIT for federal income tax purposes.

We believe that Lexington has met the requirements for qualification as a REIT for federal income tax purposes beginning with its taxable year ended December 31, 1993, and we intend for Lexington to continue to meet these requirements in the future. However, qualification as a REIT involves the application of highly technical and complex provisions of the Code, for which there are only limited judicial or administrative interpretations. The Code provisions and income tax regulations applicable to REITs are more complex than those applicable to corporations. The determination of various factual matters and circumstances not entirely within our control may affect Lexington's ability to continue to qualify as a REIT. No assurance can be given that Lexington has qualified or will remain qualified as a REIT. In addition, no assurance can be given that legislation, regulations, administrative interpretations or court decisions will not significantly change the requirements for qualification as a REIT or the federal income tax consequences of such qualification. If Lexington does not qualify as a REIT, Lexington would not be allowed a deduction for distributions to shareholders in computing its net taxable income. In addition, Lexington's income would be subject to tax at the regular corporate rates. Lexington also could be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. Cash available to satisfy Lexington's debt service obligations and distributions to its shareholders would be significantly reduced or suspended for each year in which Lexington does not qualify as a REIT. In that event, Lexington would not be required to continue to make distributions. Although we currently intend for Lexington to continue to qualify as a REIT, it is possible that future economic, market, legal, tax or other considerations may cause Lexington, without the consent of the shareholders, to revoke the REIT election or to otherwise take action that would result in disqualification.

We may be subject to the REIT prohibited transactions tax, which could result in significant U.S. federal income tax liability to us.

A REIT will incur a 100% tax on the net income from a prohibited transaction. Generally, a prohibited transaction includes a sale or disposition of property held primarily for sale to customers in the ordinary course of a trade or business. While we believe that the dispositions of our assets pursuant to our investment strategy should not be treated as prohibited transactions, whether a particular sale will be treated as a prohibited transaction depends on the underlying facts and circumstances. We have not sought and do not intend to seek a ruling from the Internal Revenue Service regarding any dispositions. Accordingly, there can be no assurance that our dispositions of such assets will not be subject to the prohibited transactions tax. If all or a significant portion of those dispositions were treated as prohibited transactions, we would incur a significant U.S. federal income tax liability, which could have a material adverse effect on our financial position, results of operations and cash flows.





## Table of Contents

Distribution requirements imposed by law limit our flexibility.

To maintain Lexington's status as a REIT for federal income tax purposes, Lexington is generally required to distribute to its shareholders at least 90% of its taxable income for that calendar year. Lexington's taxable income is determined without regard to any deduction for dividends paid and by excluding net capital gains. To the extent that Lexington satisfies the distribution requirement but distributes less than 100% of its taxable income, Lexington will be subject to federal corporate income tax on its undistributed income. In addition, Lexington will incur a 4% nondeductible excise tax on the amount, if any, by which its distributions in any year are less than the sum of (i) 85% of its ordinary income for that year, (ii) 95% of its capital gain net income for that year and (iii) 100% of its undistributed taxable income from prior years. We intend for Lexington to continue to make distributions to its shareholders to comply with the distribution requirements of the Code and to reduce exposure to federal income and nondeductible excise taxes. Differences in timing between the receipt of income and the payment of expenses in determining its taxable income and the effect of required debt amortization payments could require Lexington to borrow funds on a short-term basis in order to meet the distribution requirements that are necessary to achieve the tax benefits associated with qualifying as a REIT.

Legislative or regulatory tax changes could have an adverse effect on us.

At any time, the federal income tax laws governing REITs or the administrative interpretations of those laws may be amended. Any of those new laws or interpretations may take effect retroactively and could adversely affect us or you as a debt and/or equity security holder. REIT dividends generally are not eligible for the reduced rates currently applicable to certain corporate dividends (unless attributable to dividends from taxable REIT subsidiaries and otherwise eligible for such rates). As a result, investment in non-REIT corporations may be relatively more attractive than investment in REITs. This could adversely affect the market price of our shares.

Tax legislation signed into law on December 22, 2017, makes numerous changes to the tax rules that do not affect the REIT qualification rules directly, but may otherwise affect us or our shareholders. For example, the top federal income tax rate for individuals was reduced to 37%, there is a new deduction available for certain Qualified Business Income that reduces the top effective tax rate applicable to ordinary dividends from REITs to 29.6% (through a 20% deduction for ordinary REIT dividends received) and various deductions are eliminated or limited. Most of the changes applicable to individuals are temporary. There are only minor changes to the REIT rules (other than the 20% deduction applicable to individuals for ordinary REIT dividends received). To date, the Internal Revenue Service has issued only limited guidance on the changes made by the new legislation. It is unclear at this time whether Congress will address these issues or when the Internal Revenue Service will issue additional administrative guidance on the changes made by the 2017 legislation.

### Risks Related to Our Shares

We may change the dividend policy for our common shares in the future.

The decision to declare and pay dividends on our common shares in the future, as well as the timing, amount and composition of any such future dividends, will be at the sole discretion of our Board of Trustees in light of conditions then existing, including our earnings, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors. The actual dividend payable will be determined by our Board of Trustees based upon the circumstances at the time of declaration and the actual dividend payable may vary from such expected amount. In 2018, we announced that we expect a change in our dividend policy for our common shares to reduce the quarterly dividend amount as a result of our strategy of investing primarily in industrial assets. Any change in our dividend policy could have a material adverse effect on the market price of our common shares.

We may in the future choose to pay dividends in shares, in which case you may be required to pay income taxes in excess of the cash dividends you receive.

We may in the future distribute taxable dividends that are payable in shares. Taxable shareholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the extent of our current and accumulated earnings and profits for United States federal income tax purposes. As a result, a U.S. shareholder may be required to pay income taxes with respect to such dividends even though no cash dividends were received. If a

U.S. shareholder sells the shares it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of the shares at the time of the sale. Furthermore, with respect to non-U.S. shareholders, we may be required to withhold U.S. tax with respect to such dividends. In addition, if a significant number of our shareholders determine to sell such shares received in a dividend in order to pay taxes owed on such dividend, it may put downward pressure on the trading price of our common shares.

Table of Contents

Securities eligible for future sale may have adverse effects on our share price.

We have an unallocated universal shelf registration statement and we also maintain a direct share purchase plan, pursuant to which we may issue additional common shares. There is no restriction on our issuing additional common or preferred shares, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common or preferred shares or any substantially similar securities. As of December 31, 2018, an aggregate of approximately 3.7 million of our common shares were issuable upon the exercise of employee share options and upon the exchange of OP units. Depending upon the number of such securities issued, exercised or exchanged at one time, an issuance, exercise or exchange of such securities could be dilutive to or otherwise adversely affect the interests of holders or the market price of our common shares.

There are certain limitations on a third party's ability to acquire us or effectuate a change in our control.

Limitations imposed to protect our REIT status. In order to protect against the loss of our REIT status, among other purposes, our declaration of trust limits any shareholder from owning more than 9.8% in value of our outstanding equity shares, defined as common shares or preferred shares, subject to certain exceptions. These ownership limits may have the effect of precluding acquisition of control of us. Our Board of Trustees has granted a limited waiver of the ownership limits to BlackRock, Inc. with respect to BlackRock, Inc.'s mutual funds.

Severance payments under our executive severance policy. Substantial termination payments may be required to be paid under our executive severance policy applicable to and related agreements with our executives upon the termination of an executive. If those executive officers are terminated without cause, as defined, or resign for good reason, as defined, those executive officers may be entitled to severance benefits based on their current annual base salaries and trailing average of recent annual cash bonuses as defined in our executive severance policy and related agreements and the acceleration of certain non-vested equity awards. Accordingly, these payments may discourage a third party from acquiring us.

Our ability to issue additional shares. Our declaration of trust authorizes 1,000,000,000 shares of beneficial interest (par value \$0.0001 per share) consisting of 400,000,000 common shares, 100,000,000 preferred shares and 500,000,000 shares of beneficial interest classified as excess stock, or excess shares. Our Board of Trustees is authorized to cause us to issue these shares without shareholder approval. Our Board of Trustees may establish the preferences and rights of any such class or series of additional shares, which could have the effect of delaying or preventing someone from taking control of us, even if a change in control were in shareholders' best interests. At December 31, 2018, in addition to common shares, we had outstanding 1,935,400 Series C Preferred Shares. Our Series C Preferred Shares include provisions, such as increases in dividend rates or adjustments to conversion rates, that may deter a change of control. The establishment and issuance of shares of our existing series of preferred shares or a future class or series of shares could make a change of control of us more difficult.

Maryland Business Combination Act. The Maryland General Corporation Law, as applicable to Maryland REITs, establishes special restrictions against "business combinations" between a Maryland REIT and "interested shareholders" or their affiliates unless an exemption is applicable. An interested shareholder includes a person who beneficially owns, and an affiliate or associate of the trust who, at any time within the two-year period prior to the date in question was the beneficial owner of, 10% or more of the voting power of our then-outstanding voting shares, but a person is not an interested shareholder if the Board of Trustees approved in advance the transaction by which such person otherwise would have become an interested shareholder, which approval may be conditioned by the Board of Trustees. Among other things, Maryland law prohibits (for a period of five years) a merger and certain other transactions between a Maryland REIT and an interested shareholder, or an affiliate of an interested shareholder. The five-year period runs from the most recent date on which the interested shareholder became an interested shareholder. Thereafter, any such business combination must be recommended by the Board of Trustees and approved by two super-majority shareholder votes unless, among other conditions, the common shareholders receive a minimum price (as defined in the Maryland General Corporation Law) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its shares. The statute permits various exemptions from its provisions, including business combinations that are exempted by the Board of Trustees prior to the time that the interested shareholder becomes an interested shareholder. The business combination statute could have the effect of

discouraging offers to acquire us and of increasing the difficulty of consummating any such offers, even if such acquisition would be in shareholders' best interests. In connection with the Newkirk Merger, Vornado Realty Trust, which we refer to as Vornado, was granted a limited exemption from the definition of "interested shareholder."

Table of Contents

Maryland Control Share Acquisition Act. Maryland law provides that a holder of “control shares” of a Maryland REIT acquired in a “control share acquisition” has no voting rights with respect to such shares except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter under the Maryland Control Share Acquisition Act. Shares owned by the acquirer, by our officers or by employees who are our trustees are excluded from shares entitled to vote on the matter. “Control Shares” are voting shares that, if aggregated with all other shares previously acquired by the acquirer or in respect of which the acquirer is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquirer to exercise voting power in electing trustees within one of the following ranges of voting power: one-tenth or more but less than one-third, one-third or more but less than a majority or a majority or more of all voting power. Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained shareholder approval. A “control share acquisition” means the acquisition of issued and outstanding control shares, subject to certain exceptions. If voting rights of control shares acquired in a control share acquisition are not approved at a shareholders meeting or if the acquiring person does not deliver an acquiring person statement as required under the statute, then, subject to certain conditions and limitations, the issuer may redeem any or all of the control shares for fair value, except those for which voting rights have been previously approved. If voting rights of such control shares are approved at a shareholders meeting and the acquirer becomes entitled to vote a majority of the shares entitled to vote, all other shareholders may exercise appraisal rights. Any control shares acquired in a control share acquisition which are not exempt under our by-laws will be subject to the Maryland Control Share Acquisition Act. The Maryland Control Share Acquisition Act does not apply to shares acquired in a merger, consolidation or statutory share exchange if the Maryland REIT is a party to the transaction, or to acquisitions approved or exempted by the declaration of trust or by-laws of the Maryland REIT. Our by-laws contain a provision exempting from the Maryland Control Share Acquisition Act any and all acquisitions by any person of our shares. We cannot assure you that this provision will not be amended or eliminated at any time in the future.

Limits on ownership of our capital shares may have the effect of delaying, deferring or preventing someone from taking control of us.

For us to qualify as a REIT for federal income tax purposes, among other requirements, not more than 50% of the value of our outstanding capital shares may be owned, directly or indirectly, by five or fewer individuals (as defined for federal income tax purposes to include certain entities) during the last half of each taxable year, and these capital shares must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year (in each case, other than the first such year for which a REIT election is made). Our declaration of trust includes certain restrictions regarding transfers of our capital shares and ownership limits.

Actual or constructive ownership of our capital shares in violation of the restrictions or in excess of the share ownership limits contained in our declaration of trust would cause the violative transfer or ownership to be void or cause the shares to be transferred to a charitable trust and then sold to a person or entity who can own the shares without violating these limits. As a result, if a violative transfer were made, the recipient of the shares would not acquire any economic or voting rights attributable to the transferred shares. Additionally, the constructive ownership rules for these limits are complex, and groups of related individuals or entities may be deemed a single owner and consequently in violation of the share ownership limits.

However, these restrictions and limits may not be adequate in all cases to prevent the transfer of our capital shares in violation of the ownership limitations. The ownership limits discussed above may have the effect of delaying, deferring or preventing someone from taking control of us, even though a change of control could involve a premium price for the common shares or otherwise be in shareholders' best interests.

The trading price of our common shares has been, and may continue to be, subject to significant fluctuations.

The market price of our common shares may fluctuate in response to company-specific and general market events and developments, including those described in this Annual Report. In addition, our leverage may impact investor demand for our common shares, which could have a material effect on the market price of our common shares.

Furthermore, the public valuation of our common shares is related primarily to the earnings that we derive from rental income with respect to the properties in which we have an interest and not from the underlying appraised value of the properties themselves. As a result, interest rate fluctuations and capital market conditions can affect the market value of our common shares. For instance, if interest rates rise, the market price of our common shares may decrease because potential investors seeking a higher yield than they would receive from our common shares may sell our common shares in favor of higher yielding securities.

Table of Contents

Item 1B. Unresolved Staff Comments

There are no unresolved written comments that were received from the SEC staff relating to our periodic or current reports under the Securities Exchange Act of 1934.

24

---

Table of Contents

Item 2. Properties

Real Estate Portfolio

General. As of December 31, 2018, we had equity ownership interests in approximately 135 consolidated real estate properties containing approximately 47.6 million square feet of rentable space, which were approximately 95.1% leased based upon net rentable square feet. Generally, all properties in which we have an interest are held through at least one property owner subsidiary.

Ground Leases. Certain of the properties in which we have an interest are subject to long-term ground leases where either the tenant of the building on the property or a third party owns and leases the underlying land to the property owner subsidiary. Certain of these properties are economically owned through the holding of industrial revenue bonds primarily for real estate tax abatement purposes and as such, neither ground lease payments nor bond interest payments are made or received, respectively. For certain of the properties held under a ground lease, the ground lessee has a purchase option. At the end of these long-term ground leases, unless extended or the purchase option is exercised, the land together with all improvements thereon reverts to the landowner.

Leverage. As of December 31, 2018, we had outstanding mortgages and notes payable of approximately \$575.5 million with a weighted-average interest rate of approximately 4.5% and a weighted-average maturity of 9.5 years.

Property Charts. The following tables list our properties by type, their locations, the primary tenant/guarantor, the net rentable square feet, the expiration of the primary lease term and percent leased, as applicable, as of December 31, 2018.



Table of Contents

LEXINGTON CONSOLIDATED PORTFOLIO  
PROPERTY CHART  
INDUSTRIAL  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Net Rentable Square Feet	Current Lease Term Expiration	Percent Leased
Single-tenant properties:						
318 Pappy Dunn Blvd.	Anniston	AL	International Automotive Components Group North America, Inc.	276,782	11/24/2029	100 %
2415 U.S. Hwy 78 East	Moody	AL	Michelin North America, Inc.	595,346	12/31/2019	100 %
4801 North Park Dr.	Opelika	AL	Golden State Foods Corp. (Golden State Enterprises, Inc.)	165,493	5/31/2042	100 %
16811 W. Commerce Dr.	Goodyear	AZ	Blue Buffalo Company, LTD (Blue Buffalo Pet Products, Inc.)	540,349	4/30/2026	100 %
2455 Premier Row	Orlando	FL	Walgreen Co. / Walgreen Eastern Co.	205,016	3/31/2021	100 %
3102 Queen Palm Dr.	Tampa	FL	Time Mailing Services, LLC (Time Inc.)	229,605	6/30/2020	100 %
359 Gateway Dr.	Lavonia	GA	TI Group Automotive Systems, LLC (TI Automotive Ltd.)	133,221	5/31/2020	100 %
490 Westridge Pkwy.	McDonough	GA	Georgia-Pacific Consumer Products LP (Georgia-Pacific LLC)	1,121,120	1/31/2028	100 %
1420 Greenwood Rd.	McDonough	GA	United States Cold Storage, Inc.	296,972	8/31/2028	100 %
3301 Stagecoach Rd. NE	Thomson	GA	Hollander Sleep Products, LLC (Hollander Home Fashions Holdings)	208,000	5/31/2030	100 %
3931 Lakeview Corporate Dr.	Edwardsville	IL	AMAZON.COM.DEDC, LLC (Amazon.com, Inc.)	769,500	9/30/2026	100 %
4015 Lakeview Corporate Dr.	Edwardsville	IL	Spectrum Brands Pet Group, Inc.	1,017,780	5/31/2030	100 %
1001 Innovation Rd.	Rantoul	IL	Bell Sports, Inc. (Vista Outdoor Inc.)	813,126	10/31/2034	100 %
3686 S. Central Ave.	Rockford	IL	Pierce Packaging Co.	93,000	12/31/2021	100 %
749 Southrock Dr.	Rockford	IL	Jacobson Warehouse Company, Inc. (Jacobson Distribution Company and Jacobson Transportation Company, Inc.)	150,000	MTM	100 %
1020 W. Airport Rd.	Romeoville	IL	ARYZTA LLC (ARYZTA AG)	188,166	10/31/2031	100 %
1621 Veterans Memorial Pkwy E	Lafayette	IN	Caterpillar, Inc.	309,400	9/30/2024	100 %
1285 W. State Road 32	Lebanon	IN	Continental Tire the Americas, LLC	741,880	1/31/2024	100 %
	New Century	KS	Amazon.com.ksdc, LLC (Amazon.com, Inc.)	446,500	1/31/2027	100 %

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

27200 West 157th St. 10000 Business Blvd.	Dry Ridge	KY	Dana Light Axle Products, LLC (Dana Holding Corporation and Dana Limited)	336,350	6/30/2025	100 %
730 North Black Branch Rd.	Elizabethtown	KY	Metalsa Structural Products, Inc. / Dana Structural Products, LLC (Dana Holding Corporation and Dana Limited)	167,770	6/30/2025	100 %
750 North Black Branch Rd.	Elizabethtown	KY	Metalsa Structural Products, Inc. / Dana Structural Products, LLC (Dana Holding Corporation and Dana Limited)	539,592	6/30/2025	100 %
301 Bill Bryan Blvd.	Hopkinsville	KY	Metalsa Structural Products, Inc. / Dana Structural Products, LLC (Dana Holding Corporation and Dana Limited)	424,904	6/30/2025	100 %

Table of Contents

LEXINGTON CONSOLIDATED PORTFOLIO  
PROPERTY CHART  
INDUSTRIAL  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Net Rentable Square Feet	Current Lease Term Expiration	Percent Leased
4010 Airpark Dr.	Owensboro	KY	Metalsa Structural Products, Inc. / Dana Structural Products, LLC (Dana Holding Corporation and Dana Limited)	211,598	6/30/2025	100 %
1901 Ragu Dr.	Owensboro	KY	Unilever Supply Chain, Inc. (Unilever United States, Inc.)	443,380	12/19/2020	100 %
5001 Greenwood Rd.	Shreveport	LA	Libbey Glass Inc. (Libbey Inc.)	646,000	10/31/2026	100 %
5417 Campus Dr.	Shreveport	LA	The Tire Rack, Inc.	257,849	3/31/2022	100 %
113 Wells St.	North Berwick	ME	United Technologies Corporation	993,685	4/30/2024	100 %
2860 Clark St.	Detroit	MI	Undisclosed <sup>(1)</sup>	189,960	10/22/2035	100 %
6938 Elm Valley Dr.	Kalamazoo	MI	Dana Commercial Vehicle Products, LLC (Dana Holding Corporation and Dana Limited)	150,945	10/25/2021	100 %
904 Industrial Rd.	Marshall	MI	Tenneco Automotive Operating Company, Inc. (Tenneco, Inc.)	246,508	9/30/2028	100 %
43955 Plymouth Oaks Blvd.	Plymouth	MI	Tower Automotive Operations USA I, LLC / Tower Automotive Products Inc. (Tower Automotive, Inc.)	311,612	10/31/2024	100 %
16950 Pine Dr.	Romulus	MI	Undisclosed <sup>(1)</sup>	500,023	8/24/2032	100 %
26700 Bunert Rd.	Warren	MI	Lipari Foods Operating Company, LLC	260,243	10/31/2032	100 %
1700 47th Ave North	Minneapolis	MN	Owens Corning Roofing and Asphalt, LLC	18,620	12/31/2025	100 %
549 Wingo Rd.	Byhalia	MS	Asics America Corporation (Asics Corporation)	855,878	3/31/2030	100 %
1550 Hwy 302	Byhalia	MS	McCormick & Company, Inc.	615,600	9/30/2027	100 %
554 Nissan Pkwy.	Canton	MS	Nissan North America, Inc.	1,466,000	2/28/2027	100 %
11624 S. Distribution Cv.	Olive Branch	MS	Hamilton Beach Brands, Inc.	1,170,218	6/30/2021	100 %
7670 Hacks Cross Rd.	Olive Branch	MS	MAHLE Aftermarket Inc. (MAHLE Industries, Incorporated)	268,104	2/28/2023	100 %
8500 Nail Rd.	Olive Branch	MS	Sephora USA, Inc.	716,080	7/31/2029	100 %
2880 Kenny Biggs Rd.	Lumberton	NC	Quickie Manufacturing Corporation	423,280	11/30/2021	100 %
671 Washburn Switch Rd.	Shelby	NC	Clearwater Paper Corporation	673,425	5/31/2036	100 %
2203 Sherrill Dr.	Statesville	NC	Geodis Logistics, LLC (OHH Acquisition Corporation)	639,800	12/31/2020	100 %

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

121 Technology Dr.	Durham	NH	Heidelberg Americas, Inc. (Heidelberg Druckmaschinen AG) (2021) / Goss International Americas, Inc. (Goss International Corporation) (2026)	500,500	3/30/2026	100 %
-----------------------	--------	----	--	---------	-----------	-------

27

---

Table of Contents

LEXINGTON CONSOLIDATED PORTFOLIO  
PROPERTY CHART  
INDUSTRIAL  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Net Rentable Square Feet	Current Lease Term Expiration	Percent Leased
5625 North Sloan Ln.	North Las Vegas	NV	Nicholas and Co., Inc.	180,235	9/30/2034	100 %
736 Addison Rd.	Erwin	NY	Corning Property Management Corporation	408,000	11/30/2026	100 %
29-01 Borden Ave. / 29-10 Hunters Point Ave.	Long Island City	NY	FedEx Ground Package System, Inc. (FedEx Corporation)	140,330	3/31/2028	100 %
351 Chamber Dr.	Chillicothe	OH	The Kitchen Collection, Inc.	475,218	6/30/2026	100 %
10590 Hamilton Ave.	Cincinnati	OH	The Hillman Group, Inc.	264,598	12/31/2027	100 %
1650 - 1654 Williams Rd.	Columbus	OH	ODW Logistics, Inc. (Nessent Ltd. And Dist-Trans Co, LLC)	772,450	6/30/2020	100 %
7005 Cochran Rd.	Glenwillow	OH	Royal Appliance Mfg. Co.	458,000	7/31/2025	100 %
191 Arrowhead Dr.	Hebron	OH	Owens Corning Insulating Systems, LLC	250,410	12/31/2019	100 %
200 Arrowhead Dr.	Hebron	OH	Owens Corning Insulating Systems, LLC	400,522	12/31/2019	100 %
10345 Philipp Pkwy.	Streetsboro	OH	L'Oreal USA S/D, Inc. (L'Oreal USA, Inc.)	649,250	10/17/2019	100 %
27255 SW 95th Ave.	Wilsonville	OR	Pacific Foods of Oregon Inc. d/b/a Pacific Natural Foods	508,277	10/31/2032	100 %
250 Rittenhouse Cir.	Bristol	PA	Northtec LLC (The Estée Lauder Companies Inc.)	241,977	11/30/2026	100 %
100 Ryobi Dr.	Anderson	SC	One World Technologies, Inc. (Techtronic Industries Co. Ltd.)	1,327,022	6/30/2036	100 %
590 Ecology Ln.	Chester	SC	Boral Stone Products LLC (Boral Limited)	420,597	7/14/2025	100 %
101 Michelin Dr.	Laurens	SC	Michelin North America, Inc.	1,164,000	1/31/2020	100 %
5795 North Blackstock Rd.	Spartanburg	SC	Wal-Mart Stores East, L.P. (Wal-Mart, Inc.)	341,660	7/31/2024	100 %
1520 Lauderdale Memorial Hwy.	Cleveland	TN	General Electric Company	851,370	3/31/2024	100 %
900 Industrial Blvd.	Crossville	TN	Dana Commercial Vehicle Products, LLC	222,200	9/30/2026	100 %
120 Southeast Pkwy Dr.	Franklin	TN	Essex Group, Inc. (United Technologies Corporation)	289,330	12/31/2023	100 %
201 James Lawrence Rd.	Jackson	TN	Kellogg Sales Company (Kellogg Company)	1,062,055	10/31/2027	100 %
633 Garrett Pkwy.	Lewisburg	TN	Calsonic Kansei North America, Inc.	310,000	3/31/2026	100 %
3350 Miac Cove Rd.	Memphis	TN	Mimeo.com, Inc.	140,079	9/30/2020	77 %
3820 Micro Dr.	Millington	TN		701,819	9/30/2021	100 %

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

			Ingram Micro L.P. (Ingram Micro Inc.)			
200 Sam Griffin Rd.	Smyrna	TN	Nissan North America, Inc.	1,505,000	4/30/2027	100 %
1501 Nolan Ryan Expy.	Arlington	TX	Arrow Electronics, Inc.	74,739	6/30/2027	100 %
7007 F.M. 362 Rd.	Brookshire	TX	Orizon Industries, Inc. (Spitzer Industries, Inc.)	262,095	3/31/2035	100 %

28

---

Table of Contents

LEXINGTON CONSOLIDATED PORTFOLIO  
PROPERTY CHART  
INDUSTRIAL  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Net Rentable Square Feet	Current Lease Term Expiration	Percent Leased
2115 East Belt Line Rd.	Carrollton	TX	Teasdale Foods, Inc.	356,855	12/31/2033	100 %
4005 E I-30	Grand Prairie	TX	O'Neal Metals (Texas) L.P. (O'Neal Industries, Inc.)	215,000	3/31/2037	100 %
13863 Industrial Rd.	Houston	TX	Curtis Kelly, Inc. (Spitzer Industries, Inc.)	187,800	3/31/2035	100 %
13901/14035 Industrial Rd.	Houston	TX	Watco Dock & Rail III, L.L.C. (Watco Companies, L.L.C.)	132,449	3/31/2038	100 %
13930 Pike Rd.	Missouri City	TX	Vulcan Construction Materials, LP (Vulcan Materials Company)	N/A	4/30/2032	100 %
10535 Red Bluff Rd.	Pasadena	TX	Unis, LLC	257,835	8/31/2023	100 %
16407 Applewhite Rd.	San Antonio	TX	International Heating, Air-Conditioning and Refrigeration Solutions Company	849,275	4/30/2027	100 %
2601 Bermuda Hundred Rd.	Chester	VA	Philip Morris USA Inc.	1,034,470	6/30/2030	100 %
80 Tyson Dr.	Winchester	VA	Undisclosed <sup>(1)</sup>	400,400	12/18/2031	100 %
291 Park Center Dr.	Winchester	VA	Kraft Heinz Foods Company	344,700	5/31/2021	100 %
901 East Bingen Point Way	Bingen	WA	The Boeing Company	124,539	5/31/2024	100 %
2800 Polar Way	Richland	WA	Preferred Freezer Services of Richland, LLC (Preferred Freezer Services, LLC & Preferred Freezer Services Operating, LLC)	456,412	8/31/2035	100 %
111 West Oakview Pkwy.	Oak Creek	WI	Stella & Chewy's LLC	164,007	6/30/2035	100 %
Multi-tenant/vacant properties:						
2935 Van Vactor Dr.	Plymouth	IN	(Available for lease)	300,500	N/A	0 %
1133 Poplar Creek Rd.	Henderson	NC	(Available for lease)	196,946	N/A	0 %
50 Tyger River Dr.	Duncan	SC	(Available for lease)	221,833	N/A	0 %
6050 Dana Way	Antioch	TN	Multi-tenanted	674,528	Various	97 %
3456 Meyers Ave.	Memphis	TN	(Available for lease)	780,000	N/A	0 %
Industrial Total				41,447,962		96.3 %

(1) Tenant is a domestic subsidiary of an international automaker.

The 2018 net effective annual base cash rent for the industrial portfolio as of December 31, 2018 was \$4.41 per square foot and the weighted-average remaining lease term was 9.6 years.



Table of Contents

LEXINGTON CONSOLIDATED PORTFOLIO  
PROPERTY CHART  
OFFICE  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Net Rentable Square Feet	Current Lease Term Expiration	Percent Leased
Single-tenant properties:						
19019 North 59th Ave.	Glendale	AZ	Honeywell International Inc.	252,300	7/15/2024	100 %
8555 South River Pkwy.	Tempe	AZ	Versum Materials US, LLC	95,133	12/31/2033	100 %
1440 East 15th St.	Tucson	AZ	CoxCom, LLC	28,591	7/31/2022	100 %
3333 Coyote Hill Rd.	Palo Alto	CA	Xerox Corporation	202,000	12/14/2023	100 %
5600 Broken Sound Blvd.	Boca Raton	FL	Canon Solutions America, Inc. (Océ -USA Holding, Inc.)	143,290	2/14/2020	100 %
9200 South Park Center Loop	Orlando	FL	CardWorks Servicing, LLC (CardWorks, Inc.)	59,927	9/30/2029	100 %
3500 N. Loop Rd.	McDonough	GA	Total Systems Services, Inc.	62,218	8/31/2021	100 %
3265 E. Goldstone Dr.	Meridian	ID	VoiceStream PCS Holding, LLC / T-Mobile PCS Holdings, LLC (T-Mobile USA, Inc.)	77,484	6/30/2026	100 %
500 Jackson St.	Columbus	IN	Cummins Inc.	390,100	7/31/2024	100 %
10475 Crosspoint Blvd.	Indianapolis	IN	John Wiley & Sons, Inc.	141,047	10/31/2019	100 %
9601 Renner Blvd.	Lenexa	KS	VoiceStream PCS II Corporation (T-Mobile USA, Inc.)	77,484	10/31/2019	100 %
11201 Renner Blvd.	Lenexa	KS	United States of America	169,585	10/31/2027	100 %
4455 American Way	Baton Rouge	LA	New Cingular Wireless PCS, LLC	70,100	10/31/2022	100 %
133 First Park Dr.	Oakland	ME	Omnipoint Holdings, Inc. (T-Mobile USA, Inc.)	78,610	8/31/2020	100 %
2800 High Meadow Cir.	Auburn Hills	MI	Faurecia USA Holdings, Inc.	278,000	3/31/2029	100 %
9201 Stateline Rd.	Kansas City	MO	Swiss Re America Holding Corporation / Westport Insurance Corporation / Swiss RE Management (US) Corporation	155,925	4/1/2019	100 %
3943 Denny Ave.	Pascagoula	MS	Huntington Ingalls Incorporated	94,841	10/31/2023	100 %
1415 Wyckoff Rd.	Wall	NJ	New Jersey Natural Gas Company	157,511	6/30/2021	100 %
29 S. Jefferson Rd.	Whippany	NJ	CAE SimuFlite, Inc. (CAE INC.)	123,734	11/30/2021	100 %
2999 Southwest 6th St.	Redmond	OR	VoiceStream PCS I, LLC / T-Mobile West Corporation (T-Mobile USA, Inc.)	77,260	7/31/2029	100 %

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

1701 Market St.	Philadelphia PA	Morgan, Lewis & Bockius LLP	304,037	1/31/2021	99 %
1362 Celebration Blvd.	Florence SC	MED3000, Inc.	32,000	2/14/2024	100 %
3476 Stateview Blvd.	Fort Mill SC	Wells Fargo Bank, N.A.	169,083	5/31/2024	100 %
3480 Stateview Blvd.	Fort Mill SC	Wells Fargo Bank, N.A.	169,218	5/31/2024	100 %
2401 Cherahala Blvd.	Knoxville TN	AdvancePCS, Inc. / CaremarkPCS, L.L.C.	59,748	5/31/2027	100 %

30

---

Table of Contents

LEXINGTON CONSOLIDATED PORTFOLIO  
PROPERTY CHART  
OFFICE  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Net Rentable Square Feet	Current Lease Expiration	Term	Percent Leased
1401 Nolan Ryan Expy.	Arlington	TX	Triumph Aerostructures, LLC (Triumph Group, Inc.)	161,808	1/31/2025		80 %
820 Gears Rd.	Houston	TX	Ricoh, USA, Inc.	78,895	1/31/2019		100 %
270 Abner Jackson Pkwy.	Lake Jackson	TX	The Dow Chemical Company	664,100	10/31/2036		100 %
3711 San Gabriel	Mission	TX	VoiceStream PCS II Corporation / T-Mobile West Corporation	75,016	6/30/2020		100 %
2050 Roanoke Rd.	Westlake	TX	Charles Schwab & Co., Inc.	130,199	6/30/2021		100 %
13651 McLearen Rd.	Herndon	VA	United States of America	159,644	5/30/2022		100 %
2800 Waterford Lake Dr.	Midlothian	VA	Alstom Power, Inc.	99,057	12/31/2019		100 %
Multi-tenant/vacant properties:							
13430 North Black Canyon Fwy	Phoenix	AZ	Multi-tenanted	138,940	Various		85 %
5200 Metcalf Ave.	Overland Park	KS	(Available for lease)	320,198	N/A		0 %
1460 Tobias Gadson Blvd.	Charleston	SC	Vallen Distribution, Inc.	50,246	6/30/2019		64 %
11511 Luna Rd.	Farmers Branch	TX	International Business Machines Corporation	181,072	4/30/2021		92 %
1311 Broadfield Blvd.	Houston	TX	Saipem America, Inc. (Saipem S.p.A.)	155,407	3/31/2028		49 %
Office Total				5,683,808			91.4 %

The 2018 net effective annual base cash rent for the office portfolio as of December 31, 2018 was \$15.18 per square foot and the weighted-average remaining lease term was 6.5 years.

Table of Contents

LEXINGTON CONSOLIDATED PORTFOLIO  
PROPERTY CHART  
OTHER  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Property Type	Net Rentable Square Feet	Current Lease Term Expiration	Percent Leased
Single-tenant properties:							
499 Derbyshire Dr.	Venice	FL	Littlestone Brotherhood LLC (Ralph Little)	Specialty	31,180	1/31/2055	100 %
30 Light St.	Baltimore	MD	30 Charm City, LLC	Specialty	N/A	12/31/2048	100 %
201-215 N. Charles St.	Baltimore	MD	201 NC Leasehold LLC	Specialty	N/A	8/31/2112	100 %
10201 Schuster Way	Pataskala	OH	Kohl's Department Stores, Inc. (Kohl's Corporation)	Specialty	N/A	12/31/2067	100 %
B.E.C. 45th St/Lee Blvd.	Lawton	OK	Associated Wholesale Grocers, Inc. / Safeway, Inc.	Retail	30,757	3/31/2024	100 %
1053 Mineral Springs Rd.	Paris	TN	The Kroger Co.	Retail	31,170	7/1/2023	100 %
175 Holt Garrison Pkwy.	Danville	VA	Home Depot USA, Inc.	Specialty	N/A	1/31/2029	100 %
Multi-tenant/vacant properties:							
832 N. Westover Blvd.	Albany	GA	(Available for lease)	Retail	45,554	N/A	0 %
King St./1042 Fort St. Mall	Honolulu	HI	Multi-tenanted	Retail/Office	77,459	Various	46 %
21082 Pioneer Plaza Dr.	Watertown	NY	(Available for lease)	Retail	120,727	N/A	0 %
97 Seneca Trail	Fairlea	WV	(Available for lease)	Retail	90,933	N/A	0 %
			Other Total		427,780		30.0 %
			Consolidated Portfolio Grand Total		47,559,550		95.1 %

The 2018 net effective annual base cash rent for the other portfolio as of December 31, 2018 was \$2.49 per square foot, excluding Specialty investments, and the weighted-average remaining lease term was 30.5 years.

The 2018 net effective annual base cash rent for the consolidated portfolio as of December 31, 2018 was \$5.68 per square foot, excluding Specialty investments, and the weighted-average remaining lease term was 8.9 years.

Table of Contents

LEXINGTON  
NON-CONSOLIDATED PORTFOLIO PROPERTY  
CHART  
As of December 31, 2018

Property Location	City	State	Primary Tenant (Guarantor)	Property Type	Net Rentable Square Feet	Current Lease Term Expiration	Percent Leased
9201 E. Dry Creek Rd.	Centennial	CO	Arrow Electronics, Inc.	Office	128,500	3/31/2033	100 %
9655 Maroon Cir.	Englewood	CO	TriZetto Corporation (Cognizant Technology Solutions Corporation)	Office	166,912	4/30/2028	100 %
1315 West Century Dr.	Louisville	CO	Global Healthcare Exchange, Inc. (GHX Ultimate Partner Corporation)	Office	106,877	4/30/2027	100 %
143 Diamond Ave.	Parachute	CO	Encana Oil and Gas (USA) Inc./Caerus Piceanco LLC (Alenco Inc.)	Office	49,024	10/31/2032	100 %
2500 Patrick Henry Pkwy.	McDonough	GA	Georgia Power Company	Office	111,911	6/30/2025	100 %
231 N. Martingale Rd.	Schaumburg	IL	CEC Educational Services, LLC (Career Education Corporation)	Office	317,198	12/31/2022	100 %
3902 Gene Field Rd.	St. Joseph	MO	Boehringer Ingelheim Vetmedica, Inc. (Boehringer Ingelheim USA Corporation)	Office	98,849	6/30/2027	100 %
1210 AvidXchange Ln.	Charlotte	NC	AvidXchange, Inc.	Office	201,450	4/30/2032	100 %
333 Mount Hope Ave.	Rockaway	NJ	Atlantic Health System, Inc.	Office	92,326	12/31/2031	100 %
6226 West Sahara Ave.	Las Vegas	NV	Nevada Power Company	Office	282,000	1/31/2029	100 %
2221 Schrock Rd.	Columbus	OH	MS Consultants, Inc.	Office	42,290	7/6/2027	100 %
500 Olde Worthington Rd.	Westerville	OH	InVentiv Health, Inc. (Syneos Health, Inc.)	Office	97,000	3/31/2026	100 %
25 Lakeview Dr.	Jessup	PA	TMG Health, Inc. (Cognizant Technology Solutions Corporation)	Office	150,000	8/7/2027	100 %
601 & 701 Experian Pkwy.	Allen	TX	Experian Information Solutions, Inc. / TRW, Inc. (Experian Holdings, Inc.)	Office	292,700	3/14/2025	100 %
4001 International Pkwy.	Carrollton	TX	Motel 6 Operating, LP	Office	138,443	12/31/2025	100 %
10001 Richmond Ave.	Houston	TX	Schlumberger Holdings Corp.	Office	554,385	9/30/2025	100 %
810 Gears Rd.	Houston	TX	United States of America Triumph Rehabilitation Hospital of	Office	78,895	1/10/2031	87 %
18839 McKay Blvd.	Humble	TX	Northeast Houston, LLC (RehabCare Group, Inc.)	Other	55,646	1/31/2029	100 %
6555 Sierra Dr.	Irving	TX		Office	247,254	2/28/2025	100 %

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

			TXU Energy Retail Company, LLC (Texas Competitive Electric Holding Company, LLC)					
8900 Freeport Pkwy.	Irving	TX	Nissan Motor Acceptance Corporation (Nissan North America, Inc.)	Office	268,445	3/31/2023	100	%
2203 North Westgreen Blvd.	Katy	TX	British Schools of America, LLC	Other	274,000	8/31/2036	100	%
800 East Canal St.	Richmond	VA	McGuireWoods LLP	Office	330,309	8/31/2030	87	%
500 Kinetic Dr.	Huntington	WV	AMZN WVCS LLC (Amazon.com, Inc.)	Office	68,693	11/30/2026	100	%
			Total		4,153,107		98.7	%

In addition, we have a non-consolidated joint venture with a developer, which owns a developable parcel of land in Etna, Ohio.

The 2018 net effective annual base cash rent for our proportionate share of the non-consolidated portfolio as of December 31, 2018 was \$16.83 per square foot and the weighted-average remaining lease term was 10.3 years.

Table of Contents

The following chart sets forth certain information regarding lease expirations for the next ten years in our consolidated portfolio:

Year	Number of Lease Expirations	Square Feet	GAAP Base Rent (\$000)	Percentage of Annual Rent
2019	47	2,706,226	\$16,498	6.0 %
2020	17	3,840,817	15,934	5.8 %
2021	20	4,371,717	26,792	9.7 %
2022	4	516,184	6,204	2.3 %
2023	8	1,163,086	9,766	3.5 %
2024	19	4,851,851	24,787	9.0 %
2025	14	2,916,169	15,819	5.7 %
2026	10	4,191,228	14,357	5.2 %
2027	12	6,536,053	30,489	11.1 %
2028	6	1,892,384	12,942	4.7 %

The following chart sets forth the 2018 annual GAAP base rent (\$000) based on the credit rating of our consolidated tenants at December 31, 2018<sup>(1)</sup>:

	GAAP Base Rent	Percentage
Investment Grade	\$112,242	39.1 %
Non-investment Grade	54,716	19.0 %
Unrated	120,369	41.9 %
	\$287,327	100.0 %

(1) Credit ratings are based upon either tenant, guarantor or parent/sponsor. Generally, all multi-tenant assets are included in unrated. See Item 1A "Risk Factors", above.

Table of Contents

## Item 3. Legal Proceedings

From time to time we are directly and indirectly involved in legal proceedings arising in the ordinary course of our business. We believe, based on currently available information, and after consultation with legal counsel, that although the outcomes of those normal course proceedings are uncertain, the results of such proceedings, in the aggregate, will not have a material adverse effect on our business, financial condition and results of operations. Cummins Inc. v. Lexington Columbus (Jackson Street) L.P. and Wells Fargo Bank, N.A. (State of Indiana, County of Bartholomew, in the Bartholomew Superior Court). On October 25, 2018, Cummins Inc., the tenant in our Columbus, Indiana office building, filed a complaint for declaratory relief against Lexington Columbus (Jackson Street) L.P., our property owner subsidiary, and Wells Fargo Bank, N.A., the trustee for the noteholders with a security interest in the office building. Under the subject lease, Cummins Inc.'s tenancy extends through July 31, 2024, with options to further extend for additional time periods. Despite failing to timely exercise a purchase option for the office building that was expressly due by July 15, 2018, where time was of the essence, Cummins Inc. has asked the court for a declaration that it is entitled to purchase the building at the option price and to terminate the lease effective July 31, 2019. Cummins Inc. does not dispute that it failed to comply with the requirements of the purchase option, but alleges that it is entitled to relief under several equitable theories. We filed a motion to dismiss the complaint on January 8, 2019. We believe that Indiana law supports our right to retain ownership of the building, and we intend to vigorously defend this claim.

## Item 4. Mine Safety Disclosures

Not applicable.

## Executive Officers of Lexington

The following sets forth certain information relating to our executive officers:

Name	Business Experience
T. Wilson Eglin Age 54	Mr. Eglin has served as our Chief Executive Officer since January 2003, our President since April 1996 and as a trustee since May 1994. He served as one of our Executive Vice Presidents from October 1993 to April 1996 and our Chief Operating Officer from October 1993 to December 2010.
Patrick Carroll Age 55	Mr. Carroll has served as our Chief Financial Officer since May 1998, our Treasurer since January 1999 and one of our Executive Vice Presidents since January 2003. Prior to joining us, Mr. Carroll was, from 1986 to 1998, in the real estate practice of Coopers & Lybrand L.L.P., a public accounting firm that was one of the predecessors of PricewaterhouseCoopers LLP. Mr. Carroll is a Certified Public Accountant.
Joseph S. Bonventre Age 43	Mr. Bonventre has served as our General Counsel since 2004, one of our Executive Vice Presidents since 2008 and our Secretary since 2014. Prior to joining us in September 2004, Mr. Bonventre was an associate in the corporate department of the law firm now known as Paul Hastings LLP. Mr. Bonventre is admitted to practice law in the State of New York.
Beth Boulerice Age 54	Ms. Boulerice has served as our Chief Accounting Officer since January 2011 and one of our Executive Vice Presidents since January 2013. Prior to joining us in January 2007, Ms. Boulerice was employed by First Winthrop Corporation and was the Chief Accounting Officer of Newkirk Realty Trust. Ms. Boulerice is a Certified Public Accountant.
Brendan P. Mullinix Age 44	Mr. Mullinix was appointed an executive officer in February 2018 and has served as one of our Executive Vice Presidents focusing on debt capital markets. Mr. Mullinix joined us in 1996 and has previously served as a Senior Vice President and a Vice President.
Lara Johnson Age 46	Ms. Johnson was appointed an executive officer in February 2018 and has served as one of our Executive Vice Presidents focusing on dispositions and strategic transactions. Prior to joining us in 2007, Ms. Johnson was an executive vice president of Newkirk Realty Trust and a member of its board of directors. Ms. Johnson previously served as senior vice president of Winthrop Financial Associates, as a vice president of Shelbourne I, Shelbourne II and Shelbourne III, three publicly-traded REITs, and as Director of Investor Relations for National Property Investors, Inc.



James  
Dudley  
Age 38

Mr. Dudley was appointed an executive officer in February 2018 and has served as an Executive Vice President and Director of Asset Management. He has been with the company since 2006 and has held various roles within the Asset Management Department. Prior to joining the firm, Mr. Dudley was employed by ORIX Capital Markets.

35

---

Table of Contents

## PART II.

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

Market Information. Our common shares are listed for trading on the NYSE under the symbol "LXP".

Holders. As of March 8, 2019, we had approximately 2,688 common shareholders of record.

Dividends. Since our predecessor's formation in 1993, we have made quarterly distributions without interruption.

While we intend to continue paying regular quarterly dividends to holders of our common shares, the authorization of future dividend declarations will be at the discretion of our Board of Trustees and will depend on our actual cash flow, our financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Code and such other factors as our Board of Trustees deems relevant. The actual cash flow available to pay dividends will be affected by a number of factors, including, among others, the risks discussed under "Risk Factors" in Part I, Item 1A and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Annual Report.

We do not believe that the financial covenants contained in our debt instruments will have any adverse impact on our ability to pay dividends in the normal course of business to our common and preferred shareholders or to distribute amounts necessary to maintain our qualification as a REIT.

Direct Share Purchase Plan. We maintain a direct share purchase plan, which has two components, (i) a dividend reinvestment component and (ii) a direct share purchase component. Under the dividend reinvestment component, common shareholders and holders of OP units may elect to automatically reinvest their dividends and distributions to purchase our common shares. Under the direct share purchase component, our current investors and new investors can make optional cash purchases of our common shares. The administrator of the plan, Computershare Trust Company, N.A., purchases common shares for the accounts of the participants under the plan, at our discretion, either directly from us, on the open market or through a combination of those two options. In 2016, we issued approximately 0.6 million common shares under the plan, raising net proceeds of \$4.1 million. We did not issue any shares under the plan in 2018 and 2017.

Equity Compensation Plan Information. The following table sets forth certain information, as of December 31, 2018, with respect to our Amended and Restated 2011 Equity-Based Award Plan under which our equity securities are authorized for issuance as compensation.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	118,400	\$ 7.44	4,012,870
Equity compensation plans not approved by security holders	—	—	—

Total	118,400	\$ 7.44	4,012,870
-------	---------	---------	-----------

Recent Sales of Unregistered Securities.

We did not issue any common shares during 2018 on an unregistered basis.

36

---

Table of Contents

## Share Repurchase Program.

The following table summarizes common shares/OP units that were repurchased during the fourth quarter of 2018 pursuant to publicly announced repurchase plans<sup>(1)</sup>:

Period	Total number of shares/units purchased	Average price paid per share/unit (\$)	Total number of shares/units purchased as part of publicly announced plans or programs	Maximum number of shares/units that may yet be purchased under the plans or programs
October 1-31, 2018	2,681,215	8.06	2,681,215	2,046,218
November 1-30, 2018 <sup>(2)</sup>	—	—	—	12,046,218
December 1-31, 2018 <sup>(3)</sup>	1,298,382	8.08	1,298,382	10,747,836
Total	3,979,597	8.07	3,979,597	10,747,836

(1) 10,000,000 share repurchase authorization initially announced on July 2, 2015, which has no expiration date.

(2) On November 2, 2018, the Board of Trustees authorized an additional 10,000,000 common share repurchase authorization.

(3) Excludes 323,521 common shares that were repurchased in December 2018 that were settled in January 2019.

Table of Contents

## Item 6. Selected Financial Data

The following sets forth selected consolidated financial data as of and for each of the years in the five-year period ended December 31, 2018. The selected consolidated financial data should be read in conjunction with Item 7 “Management's Discussion and Analysis of Financial Condition and Results of Operations” below, and the Consolidated Financial Statements and the related notes set forth in Item 8 “Financial Statements and Supplementary Data”, below. (\$000's, except per share data):

	2018	2017	2016	2015	2014
Total gross revenues	\$395,339	\$391,641	\$429,496	\$430,839	\$423,818
Expenses applicable to revenues	(210,866 )	(223,162 )	(213,403 )	(222,853 )	(218,510 )
Interest and amortization expense	(79,880 )	(77,883 )	(88,032 )	(89,739 )	(97,303 )
Income from continuing operations	230,906	86,629	96,450	113,209	47,842
Total discontinued operations	—	—	—	1,682	49,621
Net income	230,906	86,629	96,450	114,891	97,463
Net income attributable to Lexington Realty Trust shareholders	227,415	85,583	95,624	111,703	93,104
Net income attributable to common shareholders	220,838	79,067	89,109	105,100	86,324
Income from continuing operations per common share - basic	0.93	0.33	0.38	0.44	0.17
Income from discontinued operations - basic	—	—	—	0.01	0.21
Net income per common share - basic	0.93	0.33	0.38	0.45	0.38
Income from continuing operations per common share - diluted	0.93	0.33	0.37	0.44	0.17
Income from discontinued operations per common share - diluted	—	—	—	0.01	0.21
Net income per common share - diluted	0.93	0.33	0.37	0.45	0.38
Cash dividends declared per common share	0.71	0.7025	0.69	0.68	0.675
Net cash provided by operating activities <sup>(1)</sup>	217,811	227,870	239,810	245,020	221,577
Net cash provided by (used in) investing activities <sup>(1)</sup>	554,891	(283,074 )	11,384	(391,016 )	(43,984 )
Net cash provided by (used in) financing activities <sup>(1)</sup>	(707,611 )	49,581	(237,301 )	41,426	(66,351 )
Real estate assets, net, including real estate - intangible assets	2,555,659	3,309,900	3,028,326	3,397,922	3,287,250
Total assets	2,953,840	3,553,020	3,441,467	3,808,403	3,758,483
Mortgages, notes payable, credit facility and term loans, including discontinued operations	1,492,483	2,068,867	1,860,598	2,190,740	2,076,042
Shareholders' equity	1,329,871	1,323,901	1,392,777	1,440,029	1,485,766
Total equity	1,346,678	1,340,835	1,412,491	1,462,531	1,508,920
Preferred share liquidation preference	96,770	96,770	96,770	96,770	96,770

(1) 2017 to 2014 amounts adjusted for the retrospective application of ASU 2016-15 and ASU 2016-18.

Table of Contents

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

In this discussion, we have included statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside our control. These statements may relate to our future plans and objectives, among other things. By identifying these statements for you in this manner, we are alerting you to the possibility that our actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. Important factors that could cause our results to differ, possibly materially, from those indicated in the forward-looking statements include, among others, those discussed above in “Risk Factors” in Part I, Item 1A of this Annual Report and “Cautionary Statements Concerning Forward-Looking Statements” in the beginning of this Annual Report.

Introduction

The following is a discussion and analysis of the consolidated financial condition and results of operations of Lexington Realty Trust for the years ended December 31, 2018, 2017 and 2016, and significant factors that could affect its prospective financial condition and results of operations. This discussion should be read together with the accompanying consolidated financial statements of the Company included herein and notes thereto.

Overview

General. We are a Maryland REIT that owns a portfolio of equity investments in primarily single-tenant commercial properties, with a focus on industrial properties.

As of December 31, 2018, we had equity ownership interests in approximately 135 consolidated real estate properties, located in 34 states and encompassing approximately 47.6 million square feet, approximately 95.1% of which was leased.

Business Strategy. Our current business strategy is focused on growing our portfolio of industrial properties, enhancing our cash flow stability, reducing lease rollover risk and maintaining a strong and flexible balance sheet to allow us to act on opportunities as they arise. See “Business” in Part I, Item 1 of this Annual Report for a detailed description of our current business strategy.

We expect our business strategy will enable us to continue to improve our liquidity and strengthen our overall balance sheet. We believe liquidity and a strong balance sheet will allow us to take advantage of attractive investment opportunities as they arise.

Investment Trends. Making investments in income producing single-tenant net-leased industrial real estate assets is our primary focus. The challenge we face is finding investments that will provide an attractive return without compromising our real estate or tenant credit underwriting criteria. We believe we have access to acquisition opportunities due to our relationships with developers, brokers, corporate users and sellers. However, competition for income producing single-tenant net-leased industrial real estate assets has increased. When we acquire real estate assets, we generally look for industrial real estate assets which have one or more of the following characteristics (1) a credit-worthy tenant, (2) adaptability to a variety of users, including multi-tenant use, (3) an attractive geographic location, and (4) the potential for capital appreciation.

In recent years, demand for space in the suburban office market has not been as strong as demand for space in the industrial market. We believe this is due to a continuing trend of downsizing of corporate office requirements and an increase in the demand for regionalized distribution and e-commerce facilities. In addition, industrial assets generally require less capital to maintain and re-lease than required by office assets. As of December 31, 2018, our percentage of GAAP rent attributable to industrial assets to total GAAP rent was 65.4% compared to 44.3% as of December 31, 2017. We expect to continue the repositioning of the portfolio to be more industrial asset based. Our capital recycling strategy may have a near-term dilutive impact on earnings due to sales of revenue-producing properties, but we believe in the long term this strategy will benefit shareholder value.

We continue to see capitalization rate compression in the acquisition market for existing industrial product. We expect that as interest rates rise, capitalization rates will rise. However, with the significant amount of competition in the current acquisition market for industrial assets, capitalization rates have continued to compress or hold steady even as interest rates rise.

The recent demand for industrial assets has allowed developers to obtain construction financing from traditional banks and build on a speculative basis, which has limited our opportunities in the industrial build-to-suit market. In an effort to gain more exposure to the build-to-suit industrial market, in December 2017, we acquired a 90% interest in a joint venture with a developer that acquired a developable parcel of land. The joint venture intends to source industrial build-to-suit projects for the land and in December 2018, Kohl's Corporation committed to the first build-to-suit project for a 1.2 million square foot warehouse/distribution facility, which is expected to be completed in 2020 and is subject to a ground lease with us.

Table of Contents

Some of our industrial investments are, and we expect in the future some will be, subject to leases with shorter terms than historically held in our portfolio because we believe renewal and retenanting risks are mitigated because of the fungibility of certain industrial assets.

We generally mitigate our cost exposure for build-to-suit properties and forward commitments by requiring purchase agreements, development agreements and/or loan agreements to specify a maximum price and/or loan commitment amount prior to our investment. Cost overruns are generally the responsibility of the developer or, in some cases, the prospective tenant. To further mitigate risk, we believe we perform stringent underwriting procedures such as, among other items, (1) requiring payment and performance bonds and/or completion guarantees from developers and/or contractors; (2) engaging third-party construction consultants and/or engineers to monitor construction progress and quality; (3) only hiring developers with a proven history of performance; (4) requiring developers to provide financial statements and in some cases personal guarantees from principals; (5) obtaining and reviewing detailed plans and construction budgets; (6) requiring a long-term tenant lease to be executed prior to funding; and (7) securing liens on the property to the extent of construction funding.

We believe that, despite the addition of some shorter-term industrial leases, the long-term leases with escalating rents we have in our portfolio are strengthening our future cash flows by providing a hedge against rising interest rates, extending our weighted-average lease term, balancing our lease expiration schedule, reducing the average age of our portfolio and supporting our dividend objectives.

The following is a summary of our investment activity for the year ended December 31, 2018:

Property Acquisitions<sup>(1)</sup>

Location	Property Type	Square Feet (000's)	Capitalized Cost (millions)	Approximate Lease Term (Years)	Date Acquired
Olive Branch, MS	Industrial	716	\$ 44.1	11	2Q 2018
Olive Branch, MS	Industrial	1,170	48.5	3	2Q 2018
Edwardsville, IL	Industrial	1,018	44.2	12	2Q 2018
Spartanburg, SC	Industrial	342	27.6	6	3Q 2018
Pasadena, TX	Industrial	258	23.9	5	3Q 2018
Carrollton, TX	Industrial	357	19.6	14	3Q 2018
Goodyear, AZ	Industrial	540	41.4	7	4Q 2018
Chester, VA	Industrial	1,034	66.3	12	4Q 2018
		5,435	\$ 315.6		

(1) We acquired a 57-acre parcel of land from a non-consolidated joint venture and leased the parcel to a tenant to develop an industrial property.



Table of Contents

The following is a summary of our investment activity for the year ended December 31, 2017:

## Property Acquisitions

Location	Property Type	Square Feet (000's)	Capitalized Cost (millions)	Approximate Lease Term (Years)	Date Acquired
New Century, KS	Industrial	447	\$ 12.1	10	1Q 2017
Lebanon, IN	Industrial	742	36.2	7	1Q 2017
Cleveland, TN	Industrial	851	34.4	7	2Q 2017
Grand Prairie, TX	Industrial	215	24.3	20	2Q 2017
San Antonio, TX	Industrial	849	45.5	10	2Q 2017
McDonough, GA <sup>(1)</sup>	Industrial	1,121	66.7	10	3Q 2017
Byhalia, MS	Industrial	616	36.6	10	3Q 2017
Jackson, TN	Industrial	1,062	57.9	10	3Q 2017
Smyrna, TN	Industrial	1,505	104.9	10	3Q 2017
Lafayette, IN	Industrial	309	17.4	7	4Q 2017
Romulus, MI	Industrial	500	38.9	15	4Q 2017
Warren, MI	Industrial	260	47.0	15	4Q 2017
Winchester, VA	Industrial	400	36.7	14	4Q 2017
		8,877	\$ 558.6		

## Completed Build-to-Suit Transactions

Location	Property Type	Square Feet (000's)	Initial Capitalized Cost (millions)	Lease Term (Years)	Date Acquired/Completed	Capitalized Cost Per Square Foot
Lake Jackson, TX <sup>(2)</sup>	Office	275	\$ 70.4	20	1Q 2017	\$ 256.09
Charlotte, NC	Office	201	61.3	15	2Q 2017	\$ 304.49
Opelika, AL	Industrial	165	37.3	25	3Q 2017	\$ 225.20
		641	\$ 169.0			

(1) Square footage includes a 220-thousand-square-foot expansion which was completed in 2018.

(2) Completed the construction on the final building of a four-building project. Initial cost basis excludes developer partner payout of \$8.0 million.

**Leasing Trends.** Re-leasing properties that are currently vacant or as leases expire at favorable effective rates is one of our primary asset management focuses. The primary risks associated with re-tenanting properties are (1) the period of time required to find a new tenant, (2) whether rental rates will be lower than under previous leases, (3) the significance of leasing costs such as commissions and tenant improvement allowances and (4) the payment of capital expenditures and operating costs such as real estate taxes, insurance and maintenance with no offsetting revenue.

Our property owner subsidiaries seek to mitigate these risks by (1) staying in close contact with our tenants during the lease term in order to assess the tenant's current and future occupancy needs, (2) maintaining relationships with local brokers to determine the depth of the rental market and (3) retaining local expertise to assist in the re-tenanting of a property. However, no assurance can be given that once a property becomes vacant it will subsequently be re-let. Generally, a tenant in a single-tenant office property commences lease extension discussions well in advance of lease expiration. If the lease has a year or less remaining until expiration, generally, there is a high likelihood that the tenant will not extend the lease for the entire property or at all. Industrial renewals are generally not as time sensitive due to the minimal capital expenditures upon renewal as compared with office property renewals.

If a property cannot be re-let to a single user and the property can be adapted to multi-tenant use, we determine whether the costs of adapting the property to multi-tenant use outweigh the benefit of funding operating costs while searching for a single-tenant and whether selling a vacant property, which limits operating costs and allows us to redeploy capital, is in the best interest of our shareholders.

Table of Contents

Certain of the long-term leases on properties in which we have an ownership interest contain provisions that may mitigate the adverse impact of inflation on our operating results. Such provisions include clauses entitling us to receive (1) scheduled fixed base rent increases and (2) base rent increases based upon the consumer price index. In addition, a majority of the leases on the single-tenant properties in which we have an ownership interest require tenants to pay operating expenses, including maintenance, real estate taxes, insurance and utilities, thereby reducing our exposure to increases in costs and operating expenses. In addition, the leases on single-tenant properties in which we have an ownership interest are generally structured in a way that minimizes our responsibility for capital improvements. However, certain of our leases provide for some level of landlord responsibility for capital repairs and replacements, the cost of which is generally factored into the rental rate.

Our motivation to release vacant space requires us to meet market demands with respect to rental rates, tenant concessions and landlord responsibilities. As a result, the obligations of our property owner subsidiaries on new leases and newly renewed or extended leases generally increase to include, among other items, some form of responsibility for capital repairs and replacements.

During 2018, we entered into 29 consolidated new leases and lease extensions encompassing approximately 1.9 million square feet. The average GAAP base rent on these extended leases was approximately \$10.11 per square foot compared to the average GAAP base rent on these leases before extension of \$9.36 per square foot. The weighted-average cost of tenant improvements and lease commissions during 2018 was approximately \$20.08 per square foot for new leases and \$2.07 per square foot for extended leases. Due to the nature of the expected lease rollovers in coming years, particularly office assets, renewal rents may be lower than expiring rents and aggregate tenant improvement allowances and leasing costs may decrease from their current levels in such years. The impact of any such lower renewal rent may be mitigated by our capital recycling strategy and our long-term leases with annual or periodic rent increases.

We continue to monitor the credit of tenants of properties in which we have an interest by (1) subscribing to rating agency information, so that we can monitor changes in the ratings of our rated tenants, (2) reviewing financial statements that are publicly available or that are required to be delivered to us under the applicable lease, (3) monitoring news reports regarding our tenants and their respective businesses and (4) monitoring the timeliness of rent collections.

During 2017 and 2016, we conveyed in foreclosure or via a deed-in-lieu of foreclosure certain properties in which we had an interest as we deemed the balance of the non-recourse mortgage loans encumbering the properties were in excess of the value of the property collateral. Our property owner subsidiaries may convey properties to lenders or the property owner subsidiary may declare bankruptcy in the future if there is no or limited recourse to us and a property owner subsidiary is unable to refinance, re-let or sell its vacated property or if a tenant renews at a lower rent or a new tenant pays a lower rent that does not justify a value of the property in excess of the mortgage loan balance.

Impairment charges. During 2018, 2017 and 2016, we incurred impairment charges on certain of our assets, excluding loan receivables, of \$95.8 million, \$39.7 million and \$100.2 million, respectively, due to each asset's carrying value being below its estimated fair value. Most of the impairment charges in 2018 and 2017 were incurred on non-core assets due to anticipated shortened holding periods. In 2016, we incurred impairment charges primarily due to the write-off of the deferred rent receivable for the sold New York, New York land investments. The real estate assets we sold that resulted in impairment charges were primarily non-core assets including land investments, retail properties and under performing and multi-tenant properties. We cannot estimate if we will incur, or the amount of, future impairment charges on our assets. See Part I, Item 1A "Risk Factors", of this Annual Report.

Critical Accounting Policies. Our accompanying consolidated financial statements have been prepared in accordance with GAAP, which require our management to make estimates that affect the amounts of revenues, expenses, assets and liabilities reported and related disclosures of contingent assets and liabilities. A summary of our significant accounting policies which are important to the portrayal of our financial condition and results of operations is set forth in note 2 to the Consolidated Financial Statements, which are included in "Financial Statements and Supplementary Data" in Part II, Item 8 of this Annual Report.

The following is a summary of our critical accounting policies, which require some of management's most difficult, subjective and complex judgments.

Acquisition of Real Estate. The fair value of the real estate acquired, which includes the impact of fair value adjustments for assumed mortgage debt related to property acquisitions, is allocated to the acquired tangible assets, consisting of land, building and improvements and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases and value of tenant relationships, based in each case on their fair values.

## Table of Contents

The fair value of the tangible assets of an acquired property (which includes land, building and improvements and fixtures and equipment) is determined by valuing the property as if it were vacant. The “as-if-vacant” value is then allocated to land and building and improvements based on our management's determination of relative fair values of these assets. Factors considered by our management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, our management includes real estate taxes, insurance and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. Our management also estimates costs to execute similar leases including leasing commissions. Our management generally retains a third party to assist in the allocations.

In allocating the fair value of the identified intangible assets and liabilities of an acquired property, above-market and below-market lease values are recorded based on the difference between the current in-place lease rent and management's estimate of current market rents. Below-market lease intangibles are recorded as part of deferred revenue and amortized into rental revenue over the non-cancelable periods and bargain renewal periods of the respective leases. Above-market leases are recorded as part of intangible assets and amortized as a direct charge against rental revenue over the non-cancelable portion of the respective leases.

The aggregate value of other acquired intangible assets, which may consist of in-place leases and/or tenant relationship values, is measured by the excess of (1) the purchase price paid for a property over (2) the estimated fair value of the property as if vacant, determined as set forth above. This aggregate value is allocated between in-place lease values and tenant relationship values based on management's evaluation of the specific characteristics of each tenant's lease. The value of in-place leases is amortized to expense over the remaining non-cancelable periods and any bargain renewal periods of the respective leases. The value of tenant relationships is amortized to expense over the applicable lease term plus expected renewal periods.

**Revenue Recognition.** We recognize lease revenue on a straight-line basis over the term of the lease unless another systematic and rational basis is more representative of the time pattern in which the use benefit is derived from the leased property. Revenue is recognized on a contractual basis for leases with escalations tied to a consumer price index with no floor. Renewal options in leases with rental terms that are lower than those in the primary term are excluded from the calculation of straight line rent if the renewals are not reasonably assured. In those instances in which we fund tenant improvements and the improvements are deemed to be owned by us, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. When we determine that the tenant allowances are lease incentives, we commence revenue recognition when possession or control of the space is turned over to the tenant for tenant work to begin. The lease incentive is recorded as a deferred expense and amortized as a reduction of revenue on a straight-line basis over the respective lease term. We recognize lease termination fees as rental revenue in the period received and write off unamortized leases related intangibles and other lease related account balances, provided that there are no further obligations under the lease. Otherwise, such fees and balances are recognized on a straight-line basis over the remaining obligation period.

**Impairment of Real Estate.** We evaluate the carrying value of all tangible and intangible real estate assets for possible impairment when an event or change in circumstance has occurred that indicates its carrying value may not be recoverable. The evaluation includes estimating and reviewing anticipated future undiscounted cash flows to be derived from the asset. If such cash flows are less than the asset's carrying value, an impairment charge is recognized to the extent by which the asset's carrying value exceeds the estimated fair value. Estimating future cash flows is highly subjective and such estimates could differ materially from actual results.

**Cybersecurity.** While we have yet to experience a cyber attack that disrupted our operations in any material respect, all companies, including ours, need to allocate funds to address and protect against cybersecurity threats. Due to the small size of our organization, we rely on third-parties to provide advice and services with respect to cybersecurity, which is not currently, but could become, a material cost.

## Liquidity

General. Since becoming a public company, our principal sources of liquidity have been (1) undistributed cash flows generated from our investments, (2) the public and private equity and debt markets, (3) property specific debt, (4) corporate level borrowings, (5) commitments from co-investment partners and (6) proceeds from the sales of our investments.

Our ability to incur additional debt to fund acquisitions is dependent upon our existing leverage, the value of the assets we are attempting to leverage and general economic and credit market conditions, which may be outside of management's control or influence.

Table of Contents

Cash Flows. We believe that cash flows from operations will continue to provide adequate capital to fund our operating and administrative expenses, regular debt service obligations and all dividend payments in accordance with REIT requirements in both the short-term and long-term. In addition, we anticipate that cash on hand, corporate level borrowings, capital recycling proceeds, issuances of equity and debt, mortgage proceeds and our other principal sources of liquidity will be available to provide the necessary capital required to fund our operations and allow us to grow.

Cash flows from operations as reported in the Consolidated Statements of Cash Flows totaled \$217.8 million for 2018, \$227.9 million for 2017 and \$239.8 million for 2016. Cash flows from operations have been decreasing primarily due to dispositions as we reshape our portfolio to have a higher concentration of industrial assets versus other asset types. Industrial assets, as compared with office assets, generally provide for less rental revenue due to lower capitalization rates than can be obtained from office assets. The underlying drivers that impact working capital and therefore cash flows from operations are the timing of (1) the collection of rents and tenant reimbursements and loan interest payments from borrowers, and (2) the payment of interest on mortgage debt and operating and general and administrative costs. We believe the net-lease structure of the leases encumbering a majority of the properties in which we have an interest mitigates the risks of the timing of cash flows from operations since the payment and timing of operating costs related to the properties are generally borne directly by the tenant. Collection and timing of tenant rents is closely monitored by management as part of our cash management program.

Net cash provided by (used in) investing activities totaled \$554.9 million in 2018, \$(283.1) million in 2017 and \$11.4 million in 2016. Cash provided by investing activities related primarily to proceeds from the sale of properties, collection of loans receivable, distributions from non-consolidated entities in excess of accumulated earnings and changes in deposits. Cash used in investing activities related primarily to investments in real estate properties, co-investment programs, payments of deferred leasing costs and changes in deposits. Therefore, the fluctuation in investing activities relates primarily to the timing of investments and dispositions.

Net cash provided by (used in) financing activities totaled \$(707.6) million in 2018, \$49.6 million in 2017 and \$(237.3) million in 2016. Cash provided by financing activities was primarily attributable to net proceeds from the issuance of common shares, and non-recourse mortgage and corporate borrowings. Cash used in financing activities related primarily to dividend and distribution payments, repurchases of common shares, redemption of a noncontrolling interest, payments of deferred financing costs, payment of developer liabilities and debt payments and repurchases.

Public and Private Equity and Debt Markets. We access the public and private equity and debt markets when we (1) believe conditions are favorable and (2) have a compelling use of proceeds. Due to our borrowing capacity under our unsecured revolving credit facility and proceeds from dispositions and mortgage financings, we did not access the public debt markets in 2018, 2017 or 2016.

During 2015, our Board of Trustees authorized a 10.0 million common share repurchase program. The share repurchase program does not expire. During 2018, we repurchased and retired approximately 5.9 million common shares for an aggregate \$47.2 million, which was at an average price of \$8.05 per share. During 2018, our Board of Trustees increased the authorization by an additional 10.0 million shares and approximately 10.7 million common shares remain available for repurchase at December 31, 2018. We have continued to, and in the future may, repurchase our common shares in the context of our overall capital plan, and to the extent we believe market volatility offers prudent investment opportunities based on our common share price versus net asset value per share. We expect to continue to access debt and equity markets in the future to implement our business strategy and to fund future growth. However, general economic uncertainty and the volatility in these markets can make accessing these markets more difficult at times.

UPREIT Structure. Our UPREIT structure permits us to effect acquisitions by issuing OP units to a property owner as a form of consideration in exchange for the property. Substantially all outstanding OP units are redeemable by the holder at certain times on a one OP unit for approximately 1.13 common shares basis or, at our election, with respect to certain OP units, cash. Substantially all outstanding OP units require us to pay quarterly distributions to the holders of such OP units equal to the dividends paid to our common shareholders on an as redeemed basis and the remaining OP units have stated distributions in accordance with their applicable partnership agreement. To the extent that our dividend per share is less than a stated distribution per unit per the applicable partnership agreement, the stated distributions per unit are reduced by the percentage reduction in our dividend. We are party to a funding agreement with our operating partnership under which we may be required to fund distributions made on account of OP units. No OP units have a liquidation preference. In recent years there has not been a great demand for OP units and, as a result, we expect the percentage of common shares that will be outstanding in the future relative to OP units will increase, and income attributable to noncontrolling interests should be expected to decrease, as such OP units are redeemed for our common shares. Furthermore, our credit agreement requires us to own at least 95.5% of Lepercq Corporate Income Fund L.P., or LCIF.



Table of Contents

As of December 31, 2018, there were 3.2 million OP units outstanding which were convertible into 3.6 million common shares assuming we satisfied redemptions entirely with common shares.

**Property Specific Debt.** As of December 31, 2018, our consolidated property owner subsidiaries had aggregate balloon payments of \$76.1 million and \$32.0 million maturing in 2019 and 2020, respectively. With respect to mortgages encumbering properties where the expected lease rental revenues are sufficient to provide an estimated property value in excess of the mortgage balance, we believe our property owner subsidiaries have sufficient sources of liquidity to meet these obligations through future cash flows from operations, the credit markets and, if determined appropriate by us, a capital contribution from us from either cash on hand (\$168.8 million at December 31, 2018), property sale proceeds or borrowing capacity on our primary credit facility (\$505.0 million as of December 31, 2018, subject to covenant compliance).

In the event that the estimated property value is less than the mortgage balance, as the mortgages encumbering the properties in which we have an interest are generally non-recourse to us and the property owner subsidiaries, a property owner subsidiary may, if appropriate, satisfy a mortgage obligation by transferring title of the property to the lender or permitting a lender to foreclose. There are significant risks associated with conveying properties to lenders through foreclosure which are described in "Risk Factors" in Part I, Item 1A of this Annual Report.

In 2018, 2017 and 2016, we obtained, through our consolidated property owner subsidiaries, \$26.4 million, \$45.4 million and \$254.7 million, respectively, in non-recourse mortgage loans with interest rates ranging from 4.0% to 5.4% and maturity dates ranging from 2022 to 2036. Our secured debt decreased to approximately \$575.5 million at December 31, 2018 compared to \$697.1 million at December 31, 2017. We expect to continue to use property specific, non-recourse mortgages in certain situations as we believe that by properly matching a debt obligation, including the balloon maturity risk, with the terms of a lease, our cash-on-cash returns increase and the exposure to residual valuation risk is reduced. In addition, we may procure credit tenant lease financing in certain situations where we are able to monetize all or a significant portion of the rental revenues of a property at an attractive rate. We believe our financing strategy will also allow us to further lower our financing costs and improve our cash flow, financial flexibility and certain credit metrics.

**Corporate Borrowings.** The following Senior Notes were outstanding as of December 31, 2018:

Issue Date	Face Amount (millions)	Interest Rate	Maturity Date	Issue Price
May 2014	\$ 250.0	4.40 %	June 2024	99.883 %
June 2013	250.0	4.25 %	June 2023	99.026 %
	\$ 500.0			

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

During 2018, our unsecured credit agreement with KeyBank National Association, as agent, was amended to release LCIF as a borrower and make other related changes. A summary of the significant terms of our unsecured credit agreement, as of December 31, 2018, are as follows:

	Maturity Date	Interest Rate
\$505.0 Million Revolving Credit Facility <sup>(1)</sup>	08/2019	LIBOR + 1.00%
\$300.0 Million Term Loan <sup>(2)</sup>	01/2021	LIBOR + 1.10%

Maturity date can be extended to August 2020 at our option. The interest rate ranges from LIBOR plus 0.85% to (1) 1.55%. At December 31, 2018, the unsecured revolving credit facility had no borrowing outstanding and availability of \$505.0 million subject to covenant compliance.

The interest rate ranges from LIBOR plus 0.90% to 1.75%. We had aggregate interest-rate swap agreements to fix the LIBOR component at a weighted-average rate of 1.42% through January 2019 on \$255.0 million of the \$300.0 million outstanding LIBOR-based borrowings. During 2018, we satisfied in full the \$300 million term loan due in 2020.

As of December 31, 2018, we were in compliance with the financial covenants contained in our corporate level debt agreements.

During 2007, we issued \$200.0 million in Trust Preferred Securities, which bore interest at a fixed rate of 6.804% through April 2017 and, thereafter, bears interest at a variable rate of three month LIBOR plus 170 basis points. These securities are (1) classified as debt, (2) due in 2037 and (3) currently redeemable by us. As of December 31, 2018 and 2017, there were \$129.1 million of these securities outstanding.

## Table of Contents

**Co-investment Programs and Joint Ventures.** We have entered into co-investment programs and joint ventures with institutional investors and other real estate companies to mitigate our risk in certain assets and increase our return on equity to the extent we earn management or other fees. However, investments in co-investment programs and joint ventures limit our ability to make investment decisions unilaterally relating to the assets and limit our ability to deploy capital. Due to our size, we do not expect to enter into co-investment programs and joint ventures seeking future investments, except with developers for industrial assets. In 2018, we sold 21 office assets to a newly-formed joint venture in which we acquired a 20% interest. We believe this joint venture complemented our current business strategy by partially reducing our exposure to office assets.

**Capital Recycling.** Part of our strategy to effectively manage our balance sheet involves pursuing and executing well on property dispositions and recycling of capital. During 2018, we disposed of our interests in certain consolidated properties for an aggregate gross price of \$1.1 billion, which included the sale of a 21-office asset portfolio to the newly-formed joint venture. These proceeds were used to retire indebtedness encumbering properties in which we have an interest and corporate debt obligations and make investments.

As capitalization rates have compressed in recent years, we have continued to look at opportunities to recycle capital with a focus on capturing the value of our multi-tenant and retail properties and reducing our exposure to the suburban office sector. The increase in asset values may result in our selling more properties than we acquire in any given year. We will continue to look at capital recycling opportunities as part of the ongoing effort to further transform our portfolio, with a greater emphasis on suburban office dispositions and non-core asset dispositions, in individual or portfolio transactions. We believe capital recycling (1) provides cost effective and timely capital support for our investment activities and (2) allows us to maintain line capacity and cash in advance of what we expect to be a growing investment pipeline.

**Liquidity Needs.** Our principal liquidity needs are the contractual obligations set forth under the heading “Contractual Obligations,” below, and the payment of dividends to our shareholders and distributions to the holders of OP units.

As of December 31, 2018, we had approximately \$1.5 billion of indebtedness, consisting of mortgages and notes payable outstanding, a term loan, 4.40% and 4.25% Senior Notes and Trust Preferred Securities, with a weighted-average interest rate of approximately 4.0%. The ability of a property owner subsidiary to make debt service payments depends upon the rental revenues of its property and its ability to refinance the mortgage related thereto, sell the related property, or access capital from us or other sources. A property owner subsidiary's ability to accomplish such goals will be affected by numerous economic factors affecting the real estate industry, including the risks described under "Risk Factors" in Part I, Item 1A of this Annual Report.

If we are unable to satisfy our contractual obligations and other operating costs with our cash flow from operations, we intend to use borrowings and proceeds from issuances of equity or debt securities. If a property owner subsidiary is unable to satisfy its contractual obligations and other operating costs, it may default on its obligations and lose its assets in foreclosure or through bankruptcy proceedings.

We elected to be taxed as a REIT under Sections 856 through 860 of the Code, commencing with our taxable year ended December 31, 1993. If we qualify for taxation as a REIT, we generally will not be subject to federal corporate income taxes on our net taxable income that is currently distributed to shareholders.

In connection with our intention to continue to qualify as a REIT for federal income tax purposes, we expect to continue paying regular dividends to our shareholders. These dividends are expected to be paid from operating cash flows and/or from other sources. Since cash used to pay dividends reduces amounts available for capital investments, we generally intend to maintain a conservative dividend payout ratio, reserving such amounts as we consider necessary for the maintenance or expansion of properties in our portfolio, debt reduction, the acquisition of interests in new properties as suitable opportunities arise, and such other factors as our Board of Trustees considers appropriate.

We paid approximately \$175.5 million in cash dividends to our common and preferred shareholders in 2018. Although our property owner subsidiaries receive the majority of our base rental payments on a monthly basis, we intend to continue paying dividends quarterly. Amounts accumulated in advance of each quarterly distribution are invested by us in short-term money market or other suitable instruments.

## Table of Contents

### Capital Resources

**General.** Due to the net-lease structure of a majority of our investments, our property owner subsidiaries historically have not incurred significant expenditures in the ordinary course of business to maintain the properties in which we have an interest. As leases expire, we expect our property owner subsidiaries to incur costs in extending the existing tenant leases, re-tenanting the properties with a single-tenant, or converting the property to multi-tenant use. The amounts of these expenditures can vary significantly depending on tenant negotiations, market conditions and rental rates.

**Single-Tenant Properties.** We do not anticipate significant capital expenditures at the single-tenant properties in which we have an interest that are subject to net or similar leases since the tenants at these properties generally bear all or substantially all of the cost of property operations, maintenance and repairs. However, at certain properties subject to net leases, our property owner subsidiaries are responsible for replacement and/or repair of certain capital items, which may or may not be reimbursed. In addition, at certain single-tenant properties that are not subject to a net lease, our property owner subsidiaries have a level of property operating expense responsibility, which may or may not be reimbursed.

**Multi-Tenant Properties.** Primarily as a result of non-renewals at single-tenant net-lease properties, we have interests in multi-tenant properties in our consolidated portfolio. While tenants are generally responsible for increases over base year expenses, our property owner subsidiaries are generally responsible for the base-year expenses and capital expenditures, and are responsible for all expenses related to vacant space, at these properties.

**Vacant Properties.** To the extent there is a vacancy in a property, our property owner subsidiary would be obligated for all operating expenses, including capital expenditures, real estate taxes and insurance. When a property is vacant, our property owner subsidiary may incur substantial capital expenditure and releasing costs to re-tenant the property. However, we believe that, over the long term, our focus on industrial assets will result in significant savings compared to investing in office assets due to the lower operating and retenanting costs of industrial assets compared to office assets.

**Property Expansions.** Under certain leases, tenants have the right to expand the facility located on a property in which we have an interest. In the past, our property owner subsidiary has generally funded, and in the future our property owner subsidiary may fund, these property expansions with either additional secured borrowings, the repayment of which was, and will be, funded out of rental increases under the leases covering the expanded properties, or capital contributions from us.

**Ground Leases.** The tenants of properties in which we have an interest generally pay the rental obligations on ground leases either directly to the fee holder or to our property owner subsidiary as increased rent. However, our property owner subsidiaries are responsible for these payments (1) under certain leases without reimbursement and (2) at vacant properties.

**Environmental Matters.** Based upon management's ongoing review of the properties in which we have an interest, management is not aware of any environmental condition with respect to any of these properties that would be reasonably likely to have a material adverse effect on us. There can be no assurance, however, that (1) the discovery of environmental conditions, which were previously unknown, (2) changes in law, (3) the conduct of tenants or (4) activities relating to properties in the vicinity of the properties in which we have an interest, will not expose us to material liability in the future. Changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures or may otherwise adversely affect the operations of the tenants of properties in which we have an interest.



Table of Contents

Results of Operations

Year ended December 31, 2018 compared with December 31, 2017. The increase in total gross revenues in 2018 of \$3.7 million was primarily attributable to an increase in rental revenue of \$4.9 million, offset by a decrease in tenant reimbursements of \$1.2 million. The increase in rental revenue was primarily due to revenue from properties acquired in 2018 and 2017 of \$34.9 million and the acceleration of below-market lease intangible accretion on three retail assets of \$10.4 million, partially offset by a reduction of \$39.9 million of rental revenue due to property sales and a \$0.3 million decrease in revenue recognized from lease terminations.

Depreciation and amortization decreased by \$5.8 million primarily due to the sale of real estate properties in 2018 and 2017.

The decrease in property operating expense of \$6.5 million was primarily due to reduced operating costs associated with sold properties, including vacant properties and a reduction in transaction costs, partially offset by 2018 and 2017 property acquisitions with operating expense responsibilities and an increase in operating costs at certain properties due to tax abatements expiring.

The decrease in general and administrative expense of \$2.5 million was primarily due to a decrease in professional fees, primarily legal costs incurred in a litigation.

The \$2.05 million litigation settlement recognized in 2017 represented the settlement amount related to a lender claim regarding an office property that we owned in Bridgewater, New Jersey.

Non-operating income decreased by \$6.9 million primarily due to the collection of loans receivable in 2017 and \$3.9 million of earnings recognized in 2017 due to the write-off of unearned contingent acquisition consideration relating to a prior build-to-suit project.

The increase in interest and amortization expense of \$2.0 million was primarily due to an increase in our overall borrowing rate and amount of debt outstanding during the period, coupled with a reduction in capitalized interest.

The change in debt satisfaction charges, net, of \$8.8 million was primarily due to the timing of debt retirements, including the repayment of the 2020 term loan.

The increase in impairment charges of \$50.8 million related to the timing of impairment charges recognized on certain properties, primarily due to potential sales, vacancies and lack of leasing prospects. The increase was also due to our intention to dispose of non-industrial assets, thus shortening the holding period of certain assets.

The increase in gains on sales of properties of \$189.5 million related primarily to the timing of sales of our properties, and was principally comprised of \$174.6 million relating to the sale/contribution of 21 office assets to NNN JV.

The change in equity in earnings (losses) of non-consolidated entities of \$2.6 million was primarily due to the timing of gains recognized on the sale of non-consolidated investments and an impairment charge recognized in 2017 on our investment in Palm Beach Gardens, Florida where the sole tenant filed for bankruptcy.

The increase in net income attributable to noncontrolling interests of \$2.4 million was primarily due to an increase in net income of LCIF in 2018 compared to 2017.

The increase in net income attributable to common shareholders of \$141.8 million was primarily due to the items discussed above.

Year ended December 31, 2017 compared with December 31, 2016. The decrease in total gross revenues in 2017 of \$37.9 million was primarily attributable to a decrease in rental revenue of \$38.2 million. The decrease in rental revenue was primarily due to a reduction of \$66.1 million of rental revenue due to property sales, and a \$14.1 million decrease in revenue recognized from lease terminations, partially offset by revenue from property acquisitions in 2017 and 2016 of \$42.9 million.

Depreciation and amortization increased by \$7.9 million primarily due to the acquisition of real estate properties in 2017 and 2016.

The increase in property operating expense of \$1.8 million was primarily due to costs incurred on properties acquired in 2017 and 2016, costs incurred on vacant properties prior to sale and an increase in transaction costs, offset by reduced operating costs associated with sold properties.



Table of Contents

The increase in general and administrative expense of \$3.1 million was primarily due to an increase in professional fees, primarily legal costs incurred in a litigation.

The \$2.05 million litigation settlement recognized in 2017 represented the settlement amount related to a lender claim regarding an office property that we owned in Bridgewater, New Jersey.

Non-operating income decreased by \$2.7 million primarily due to the collection of loans receivable in 2017, partially offset by \$3.9 million of earnings recognized in 2017 due to the write-off of unearned contingent acquisition consideration relating to a prior build-to-suit project.

The decrease in interest and amortization expense of \$10.1 million was primarily due to the satisfaction of mortgage debt in connection with property sales and a decrease in the interest rate on our \$129.1 million of trust preferred securities.

The change in debt satisfaction gains, net, of \$7.2 million was primarily due to the timing of debt retirements, including foreclosures.

The decrease in impairment charges of \$55.2 million related primarily to the impairment recognized on the sale of three land investments in New York, New York due to the write-off of the deferred rent receivable in 2016.

The decrease in gains on sales of properties of \$18.1 million related primarily to the timing of sales of our properties.

The increase in the provision for income taxes of \$0.5 million related primarily to state taxes.

The change in equity in earnings (losses) of non-consolidated entities of \$8.4 million was primarily due to the timing of gains recognized on the sale of non-consolidated investments, partially offset by an impairment charge recognized in 2017 on our investment in Palm Beach Gardens, Florida where the sole tenant filed for bankruptcy.

The decrease in net income attributable to common shareholders of \$10.0 million was primarily due to the items discussed above.

The increase in net income or decrease in net loss in future periods will be closely tied to the level of acquisitions made by us. Without acquisitions, the sources of growth in net income are limited to fixed rent adjustments and index adjustments (such as the consumer price index), reduced interest expense on amortizing mortgages and variable rate indebtedness and by controlling other variable overhead costs. However, there are many factors beyond management's control that could offset these items including, without limitation, increased interest rates and tenant monetary defaults and the other risks described in this Annual Report.

Table of Contents

## Same-Store Results

Same-store net operating income, or NOI, which is a non-GAAP measure, represents the NOI for consolidated properties that were owned and included in our portfolio for three comparable reporting periods. We define NOI as operating revenues (rental income (less GAAP rent adjustments and lease termination income), tenant reimbursements and other property income) less property operating expenses. As same-store NOI excludes the change in NOI from acquired and disposed of properties, it highlights operating trends such as occupancy levels, rental rates and operating costs on properties. Other REITs may use different methodologies for calculating same-store NOI, and accordingly same-store NOI may not be comparable to other REITs. Management believes that same-store NOI is a useful supplemental measure to be used by Management and investors to assess the Company's operating performance. However, same-store NOI should not be viewed as an alternative measure of the Company's financial performance since it does not reflect the operations of the Company's entire portfolio, nor does it reflect the impact of general and administrative expenses, acquisition-related expenses, interest expense, depreciation and amortization costs, other nonproperty income and losses, the level of capital expenditures and leasing costs necessary to maintain the operating performance of the Company's properties, or trends in development and construction activities which are significant economic costs and activities that could materially impact the Company's results of operations. Lexington believes that net income is the most directly comparable GAAP measure to same-store NOI.

The following presents our consolidated same-store NOI, for the years ended December 31, 2018, 2017 and 2016 (\$000):

	2018	2017	2016
Total cash base rent	\$202,233	\$202,690	\$201,862
Tenant reimbursements	12,993	11,233	11,740
Property operating expenses	(23,729 )	(22,137 )	(20,730 )
Same-store NOI	\$191,497	\$191,786	\$192,872

Our reported same-store NOI decreased from 2017 to 2018 by 0.2% and decreased by 0.6% from 2016 to 2017. The primary reason for the decrease in same-store NOI between periods primarily related to vacancy. As of December 31, 2018, 2017 and 2016, our historical same-store square footage leased was 92.1%, 98.9% and 99.1%, respectively.

Table of Contents

Below is a reconciliation of net income to same-store NOI for periods presented:

	Twelve Months ended December		
	31,	2017	2016
	2018	2017	2016
Net income	\$230,906	\$86,629	\$96,450
Interest and amortization expense	79,880	77,883	88,032
Provision for income taxes	1,728	1,917	1,439
Depreciation and amortization	168,191	173,968	166,048
General and administrative	31,662	34,158	31,104
Litigation settlement	—	2,050	—
Transaction costs	260	2,171	836
Non-operating income	(3,491 )	(10,378 )	(13,043 )
Gains on sales of properties	(252,913 )	(63,428 )	(81,510 )
Impairment charges and loan losses	95,813	44,996	100,236
Debt satisfaction (gains) charges, net	2,596	(6,196 )	975
Equity in (earnings) losses of non-consolidated entities	(1,708 )	848	(7,590 )
Lease termination income	(2,755 )	(3,242 )	(17,363 )
Straight-line adjustments	(20,968 )	(19,784 )	(37,748 )
Lease incentives	1,686	1,969	1,673
Amortization of above/below market leases	(10,132 )	1,544	2,057
NOI	320,755	325,105	331,596
Less NOI:			
Acquisitions and dispositions	(129,258 )	(133,319 )	(138,724 )
Same-Store NOI	\$191,497	\$191,786	\$192,872
Funds From Operations			

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

The National Association of Real Estate Investment Trusts, or NAREIT, defines FFO as “net income (calculated in accordance with GAAP), excluding depreciation and amortization related to real estate, gains and losses from the sales of certain real estate assets, gains and losses from change in control and impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciable real estate held by the entity. The reconciling items include amounts to adjust earnings from consolidated partially-owned entities and equity in earnings of unconsolidated affiliates to FFO.” FFO does not represent cash generated from operating activities in accordance with GAAP and is not indicative of cash available to fund cash needs.

We present FFO available to common shareholders and unitholders - basic and also present FFO available to all equityholders and unitholders - diluted on a company-wide basis as if all securities that are convertible, at the holder's option, into our common shares, are converted at the beginning of the period. We also present Adjusted Company FFO available to all equityholders and unitholders - diluted, which adjusts FFO available to all equityholders and unitholders - diluted for certain items which we believe are not indicative of the operating results of our real estate portfolio. We believe this is an appropriate presentation as it is frequently requested by securities analysts, investors and other interested parties. Since others do not calculate these measures in a similar fashion, these measures may not be comparable to similarly titled measures as reported by others. These measures should not be considered as an alternative to net income as an indicator of our operating performance or as an alternative to cash flow as a measure of liquidity.

Table of Contents

The following presents a reconciliation of net income attributable to common shareholders to FFO available to common shareholders and unitholders and Adjusted Company FFO available to all equityholders and unitholders for each of the years in the three year period ended December 31, 2018 (dollars in thousands, except share and per share amounts):

	2018	2017	2016
FUNDS FROM OPERATIONS:			
Basic and Diluted:			
Net income attributable to common shareholders	\$220,838	\$79,067	\$89,109
Adjustments:			
Depreciation and amortization	164,261	168,683	159,363
Impairment charges - real estate, including non-consolidated entities	95,813	43,214	100,236
Noncontrolling interests - OP units	2,528	147	(159 )
Amortization of leasing commissions	3,930	5,285	6,684
Joint venture and noncontrolling interest adjustment	4,063	1,121	1,111
Gains on sales of properties, including non-consolidated entities and net of tax	(254,269 )	(64,880 )	(87,468 )
FFO available to common shareholders and unitholders - basic	237,164	232,637	268,876
Preferred dividends	6,290	6,290	6,290
Interest and amortization on 6.00%	—	—	532
Convertible Guaranteed Notes	287	226	225

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

Amount allocated to participating securities				
FFO available to all equityholders and unitholders - diluted	243,741	239,153	275,923	
Litigation settlement	—	2,050	—	
Debt satisfaction (gains) charges, net, including non-consolidated entities	2,596	(6,174)	975	
Impairment loss - loan receivable	—	5,294	—	
Unearned contingent acquisition consideration	—	(3,922)	—	
Other <sup>(1)</sup>	(10,038)	2,171	837	
Adjusted Company FFO available to all equityholders and unitholders - diluted	\$236,299	\$238,572	\$277,735	
Per Common Share and Unit Amounts				
Basic:				
FFO		\$0.99	\$0.96	\$1.13
Diluted:				
FFO		\$0.99	\$0.97	\$1.13
Adjusted Company FFO		\$0.96	\$0.97	\$1.14
Weighted-Average Common Shares:				
Basic:				
Weighted-average common shares outstanding - basic EPS	236,666,375	237,758,408	233,633,058	
Operating partnership units <sup>(2)</sup>	3,616,120	3,693,144	3,815,621	
Weighted-average common shares outstanding - basic FFO	240,282,495	241,451,552	237,448,679	
Diluted:				
Weighted-average common shares outstanding - diluted EPS	240,810,990	241,537,837	237,679,031	
Unvested share-based payment awards	—	666,127	549,049	
6.00% Convertible Guaranteed Notes	—	—	1,077,626	
Preferred shares - Series C	4,710,570	4,710,570	4,710,570	
Weighted-average common shares outstanding - diluted FFO	245,521,560	246,914,534	244,016,276	

(1) "Other" primarily consisted of the acceleration of below-market lease intangible accretion in 2018 and transaction related costs in 2017 and 2016.

(2) Includes OP units other than OP units held by us.



Table of Contents

## Off-Balance Sheet Arrangements

As of December 31, 2018, we had investments in various real estate entities with varying structures. The real estate investments owned by these entities are generally financed with non-recourse debt. Non-recourse debt is generally defined as debt whereby the lenders' sole recourse with respect to borrower defaults is limited to the value of the assets collateralized by the debt. The lender generally does not have recourse against any other assets owned by the borrower or any of the members or partners of the borrower, except for certain specified exceptions listed in the particular loan documents. These exceptions generally relate to "bad boy" acts, including fraud, prohibited transfers and breaches of material representations. We have guaranteed such obligations for certain of our non-consolidated entities.

## Contractual Obligations

The following summarizes our principal contractual obligations as of December 31, 2018 (\$000's):

	2019	2020	2021	2022	2023	2024 and Thereafter	Total
Mortgages and notes payable <sup>(1)</sup>	\$ 101,887	\$ 55,143	\$ 40,465	\$ 22,120	\$ 23,998	\$ 331,901	\$ 575,514
Term loans payable	—	—	300,000	—	—	—	300,000
Senior notes payable	—	—	—	—	250,000	250,000	500,000
Trust preferred securities	—	—	—	—	—	129,120	129,120
Interest payable <sup>(2)</sup>	60,716	56,650	44,081	42,173	35,527	152,607	391,754
Operating lease obligations <sup>(3)</sup>	5,121	5,123	5,094	5,169	5,312	31,261	57,080
	\$ 167,724	\$ 116,916	\$ 389,640	\$ 69,462	\$ 314,837	\$ 894,889	\$ 1,953,468

## 1. Includes balloon payments.

Includes variable-rate debt at the rate in effect at December 31, 2018. Variable-rate debt as of December 31, 2018 is comprised of \$129.1 million Trust Preferred Securities (90-day LIBOR plus 1.7% and matures 2037) and \$45.0 million term loan (LIBOR plus 1.1% and matures 2021). Also a \$255.0 million term loan, which was subject to interest rate swap agreements that expired in in January 2019, bears interest at LIBOR plus 1.1% after expiration of the interest rate swap agreements.

Includes ground lease payments and office rents. Amounts disclosed do not include rents that adjust to fair market value. In addition, certain ground lease payments due under bond leases allow for a right of offset between the lease obligation and the debt service and accordingly are not included.

In addition, from time to time we may guarantee certain tenant improvement allowances and lease commissions on behalf of certain property owner subsidiaries when required by the related tenant or lender. However, we do not believe these guarantees are material to us as the obligations under and risks associated with such guarantees are priced into the rent under the lease or the value of the property.

## New Accounting Pronouncements

For a discussion of new accounting pronouncements, see note 2 "Summary of Significant Accounting Policies" to our consolidated financial statements included in this report.



Table of Contents

Item 7A. Quantitative and Qualitative Disclosure about Market-Risk

Our exposure to market risk relates primarily to our variable-rate indebtedness not subject to interest rate swaps and our fixed-rate debt. Our consolidated aggregate principal variable-rate indebtedness was \$174.1 million and \$384.1 million at December 31, 2018 and 2017, respectively, which represented 11.6% and 18.4%, respectively, of our aggregate principal consolidated indebtedness. During 2018 and 2017, our variable-rate indebtedness had a weighted-average interest rate of 3.2% and 2.7%, respectively. Had the weighted-average interest rate been 100 basis points higher, our interest expense for 2018 and 2017 would have increased by \$4.9 million and \$1.7 million, respectively. As of December 31, 2018 and 2017, our aggregate principal consolidated fixed-rate debt was \$1.3 billion and \$1.7 billion, respectively, which represented 88.4% and 81.6%, respectively, of our aggregate principal indebtedness.

For certain of our financial instruments, fair values are not readily available since there are no active trading markets as characterized by current exchanges between willing parties. Accordingly, we derive or estimate fair values using various valuation techniques, such as computing the present value of estimated future cash flows using discount rates commensurate with the risks involved. However, the determination of estimated cash flows may be subjective and imprecise. Changes in assumptions or estimation methodologies can have a material effect on these estimated fair values. The following fair value was determined using the interest rates that we believe our outstanding fixed-rate debt would warrant as of December 31, 2018 and is indicative of the interest rate environment as of December 31, 2018, and does not take into consideration the effects of subsequent interest rate fluctuations. Accordingly, we estimate that the fair value of our fixed-rate debt was \$1.3 billion as of December 31, 2018.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates through the use of fixed-rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We have historically entered into derivative financial instruments such as interest rate swaps or caps to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable-rate debt. As of December 31, 2018, we had five interest rate swap agreements in our consolidated portfolio, all of which expired in January 2019.

Table of Contents

Item 8. Financial Statements and Supplementary Data

Financial Statements and Supplementary Data

<u>Reports of Independent Registered Public Accounting Firms</u>	<u>56</u>
<u>Consolidated Balance Sheets as of December 31, 2018 and December 31, 2017</u>	<u>59</u>
<u>Consolidated Statements of Operations for the years ended December 31, 2018, December 31, 2017 and December 31, 2016</u>	<u>60</u>
<u>Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2018, December 31, 2017 and December 31, 2016</u>	<u>61</u>
<u>Consolidated Statements of Changes in Equity for the years ended December 31, 2018, December 31, 2017 and December 31, 2016</u>	<u>62</u>
<u>Consolidated Statements of Cash Flows as of December 31, 2018, December 31, 2017 and December 31, 2016</u>	<u>65</u>
<u>Notes to Consolidated Financial Statements</u>	<u>66</u>

Table of Contents

Report of Independent Registered Public Accounting Firm

To the shareholders and Trustees of Lexington Realty Trust

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Lexington Realty Trust and subsidiaries (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows, for each of the two years in the period ended December 31, 2018, and the related notes and the schedule listed in the Index at Item 15 for the year ended December 31, 2018 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 12, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

/s/ Deloitte & Touche LLP

New York, New York  
March 12, 2019

We have served as the Company's auditor since 2017.



Table of Contents

Report of Independent Registered Public Accounting Firm

To the shareholders and Trustees of Lexington Realty Trust

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Lexington Realty Trust and subsidiaries (the “Company”) as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2018, of the Company and our report dated March 12, 2019, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ Deloitte & Touche LLP

New York, New York  
March 12, 2019



Table of Contents

Report of Independent Registered Public Accounting Firm

The Trustees and Shareholders

Lexington Realty Trust:

We have audited the accompanying consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows for Lexington Realty Trust and subsidiaries (the Company) for the year ended December 31, 2016. In connection with our audit, we also have audited the accompanying financial statement schedule III for the year ended December 31, 2016. The 2016 consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements present fairly, in all material respects, the results of Lexington Realty Trust and subsidiaries' operations and their cash flows for the year ended December 31, 2016 in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein for the year ended December 31, 2016.

As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of accounting for how certain cash receipts and cash payments, as well as restricted cash, are presented and classified in the consolidated statement of cash flows in 2016 due to the adoption of ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, and ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, respectively.

(signed) KPMG LLP

New York, New York

February 28, 2017, except for the first paragraph  
of New Accounting Standards Adopted in 2018 in  
Note 2, as to which the date is March 12, 2019

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(\$000, except share and per share data)

As of December 31,

	2018	2017
Assets:		
Real estate, at cost	\$3,090,134	\$3,936,459
Real estate - intangible assets	419,612	599,091
	3,509,746	4,535,550
Less: accumulated depreciation and amortization	954,087	1,225,650
Real estate, net	2,555,659	3,309,900
Assets held for sale	63,868	2,827
Cash and cash equivalents	168,750	107,762
Restricted cash	8,497	4,394
Investment in and advances to non-consolidated entities	66,183	17,476
Deferred expenses (net of accumulated amortization of \$27,397 in 2018 and \$35,072 in 2017)	15,937	31,693
Rent receivable - current	3,475	5,450
Rent receivable – deferred	58,692	52,769
Other assets	12,779	20,749
Total assets	\$2,953,840	\$3,553,020
Liabilities and Equity:		
Liabilities:		
Mortgages and notes payable, net	\$570,420	\$689,810
Revolving credit facility borrowings	—	160,000
Term loans payable, net	298,733	596,663
Senior notes payable, net	496,034	495,198
Trust preferred securities, net	127,296	127,196
Dividends payable	48,774	49,504
Liabilities held for sale	386	—
Accounts payable and other liabilities	30,790	38,644
Accrued interest payable	4,523	5,378
Deferred revenue - including below market leases (net of accumulated accretion of \$17,606 in 2018 and \$26,081 in 2017)	20,531	33,182
Prepaid rent	9,675	16,610
Total liabilities	1,607,162	2,212,185
Commitments and contingencies		
Equity:		
Preferred shares, par value \$0.0001 per share; authorized 100,000,000 shares, Series C Cumulative Convertible Preferred, liquidation preference \$96,770 and 1,935,400 shares issued and outstanding	94,016	94,016
Common shares, par value \$0.0001 per share; authorized 400,000,000 shares, 235,008,554 and 240,689,081 shares issued and outstanding in 2018 and 2017, respectively	24	24
Additional paid-in-capital	2,772,855	2,818,520
Accumulated distributions in excess of net income	(1,537,100 )	(1,589,724 )



Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

Accumulated other comprehensive income	76	1,065
Total shareholders' equity	1,329,871	1,323,901
Noncontrolling interests	16,807	16,934
Total equity	1,346,678	1,340,835
Total liabilities and equity	\$2,953,840	\$3,553,020

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

Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

(\$000, except share and per share data)

Years ended December 31,

	2018	2017	2016
Gross revenues:			
Rental	\$ 364,731	\$ 359,832	\$ 398,065
Tenant reimbursements	30,608	31,809	31,431
Total gross revenues	395,339	391,641	429,496
Expense applicable to revenues:			
Depreciation and amortization	(168,191 )	(173,968 )	(166,048 )
Property operating	(42,675 )	(49,194 )	(47,355 )
General and administrative	(31,662 )	(34,158 )	(31,104 )
Litigation settlement	—	(2,050 )	—
Non-operating income	3,491	10,378	13,043
Interest and amortization expense	(79,880 )	(77,883 )	(88,032 )
Debt satisfaction gains (charges), net	(2,596 )	6,196	(975 )
Impairment charges and loan losses	(95,813 )	(44,996 )	(100,236 )
Gains on sales of properties	252,913	63,428	81,510
Income before provision for income taxes, equity in earnings (losses) of non-consolidated entities and discontinued operations	230,926	89,394	90,299
Provision for income taxes	(1,728 )	(1,917 )	(1,439 )
Equity in earnings (losses) of non-consolidated entities	1,708	(848 )	7,590
Net income	230,906	86,629	96,450
Less net income attributable to noncontrolling interests	(3,491 )	(1,046 )	(826 )
Net income attributable to Lexington Realty Trust shareholders	227,415	85,583	95,624
Dividends attributable to preferred shares – Series C – 6.50% rate	(6,290 )	(6,290 )	(6,290 )
Allocation to participating securities	(287 )	(226 )	(225 )
Net income attributable to common shareholders	\$ 220,838	\$ 79,067	\$ 89,109
Net income attributable to common shareholders - per common share basic	\$ 0.93	\$ 0.33	\$ 0.38
Weighted-average common shares outstanding – basic	236,666,375	237,758,408	233,633,058
Net income attributable to common shareholders - per common share diluted	\$ 0.93	\$ 0.33	\$ 0.37
Weighted-average common shares outstanding – diluted	240,810,990	241,537,837	237,679,031

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

Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
 (\$000)

Years ended December 31,

	2018	2017	2016
Net income	\$230,906	\$86,629	\$96,450
Other comprehensive income (loss):			
Change in unrealized gain (loss) on interest rate swaps, net	(989 )	2,098	906
Other comprehensive income (loss)	(989 )	2,098	906
Comprehensive income	229,917	88,727	97,356
Comprehensive income attributable to noncontrolling interests	(3,491 )	(1,046 )	(826 )
Comprehensive income attributable to Lexington Realty Trust shareholders	\$226,426	\$87,681	\$96,530

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

Table of ContentsLEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(\$000 except share amounts)

Year ended December 31, 2018

	Total	Lexington Realty Trust Shareholders			Common Shares	Additional Paid-in-Capital	Accumulated Distributions in Excess of Net Income	Accumulated Other Comprehensive Income	Noncontrolling Interests
		Number of Preferred Shares	Preferred Shares	Number of Common Shares					
Balance December 31, 2017	\$ 1,340,835	1,935,400	\$94,016	240,689,081	\$24	\$2,818,520	\$(1,589,724)	\$1,065	\$16,934
Redemption of noncontrolling OP units for common shares	—	—	—	53,388	—	189	—	—	(189 )
Repurchase of common shares	(49,858 )	—	—	(5,851,252 )	—	(49,858 )	—	—	—
Exercise of employee common share options	115	—	—	16,390	—	115	—	—	—
Issuance of common shares and deferred compensation amortization, net	6,520	—	—	966,791	—	6,520	—	—	—
Repurchase of common shares to settle tax obligations	(2,544 )	—	—	(271,792 )	—	(2,544 )	—	—	—
Forfeiture of employee common shares	(71 )	—	—	(594,052 )	—	(87 )	16	—	—
Dividends/distributions	(178,236 )	—	—	—	—	—	(174,807 )	—	(3,429 )
Net income	230,906	—	—	—	—	—	227,415	—	3,491
Other comprehensive loss	(989 )	—	—	—	—	—	—	(989 )	—
Balance December 31, 2018	\$ 1,346,678	1,935,400	\$94,016	235,008,554	\$24	\$2,772,855	\$(1,537,100)	\$76	\$16,807

The accompanying notes are an integral part of the consolidated financial statements.

Table of ContentsLEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(\$000 except share amounts)

Year ended December 31, 2017

	Lexington Realty Trust Shareholders								
	Total	Number of Preferred Shares	Preferred Shares	Number of Common Shares	Common Shares	Additional Paid-in-Capital	Accumulated Distributions in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests
Balance December 31, 2016	\$ 1,412,491	1,935,400	\$94,016	238,037,177	\$24	\$2,800,736	\$(1,500,966)	\$(1,033)	\$19,714
Redemption of noncontrolling OP units for common shares	—	—	—	140,746	—	584	—	—	(584 )
Exercise of employee common share options	478	—	—	151,106	—	478	—	—	—
Issuance of common shares and deferred compensation amortization, net	24,673	—	—	2,360,052	—	24,673	—	—	—
Acquisition of consolidated joint venture partner's equity interest	(7,951 )	—	—	—	—	(7,951 )	—	—	—
Dividends/distributions	(177,583 )	—	—	—	—	—	(174,341 )	—	(3,242 )
Net income	86,629	—	—	—	—	—	85,583	—	1,046
Other comprehensive income	2,098	—	—	—	—	—	—	2,098	—
Balance December 31, 2017	\$ 1,340,835	1,935,400	\$94,016	240,689,081	\$24	\$2,818,520	\$(1,589,724)	\$1,065	\$16,934

The accompanying notes are an integral part of the consolidated financial statements.

Table of ContentsLEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(\$000 except share amounts)

Year ended December 31, 2016

	Total	Lexington Realty Trust Shareholders			Common Shares	Additional Paid-in-Capital	Accumulated Distributions in Excess of Net Income	Accumulated Other Comprehensive Loss	Noncontrolling Interests
		Number of Preferred Shares	Preferred Shares	Number of Common Shares					
Balance December 31, 2015	\$ 1,462,531	1,935,400	\$94,016	234,575,225	\$23	\$2,776,837	\$(1,428,908)	\$(1,939)	\$22,502
Redemption of noncontrolling OP units for common shares	—	—	—	48,549	—	210	—	—	(210)
Repurchase of common shares	(8,973)	—	—	(1,184,113)	—	(8,973)	—	—	—
Issuance of common shares upon conversion of convertible notes	12,027	—	—	1,892,269	—	12,027	—	—	—
Exercise of employee common share options	(1,101)	—	—	170,412	—	(1,101)	—	—	—
Issuance of common shares and deferred compensation amortization, net	21,737	—	—	2,534,835	1	21,736	—	—	—
Dividends/distributions	(171,086)	—	—	—	—	—	(167,682)	—	(3,404)
Net income	96,450	—	—	—	—	—	95,624	—	826
Other comprehensive income	906	—	—	—	—	—	—	906	—
Balance December 31, 2016	\$ 1,412,491	1,935,400	\$94,016	238,037,177	\$24	\$2,800,736	\$(1,500,966)	\$(1,033)	\$19,714

The accompanying notes are an integral part of the consolidated financial statements.

Table of ContentsLEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(\$000)

Years ended December 31,

	2018	2017	2016
Cash flows from operating activities:			
Net income	\$230,906	\$86,629	\$96,450
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	172,088	177,561	170,038
Gains on sales of properties	(252,913 )	(63,428 )	(81,510 )
Debt satisfaction (gains) charges, net	2,596	(6,196 )	975
Impairment charges and loan losses	95,813	44,996	100,236
Straight-line rents	(20,207 )	(19,568 )	(37,445 )
Other non-cash (income) expense, net	(3,060 )	8,093	1,656
Equity in (earnings) losses of non-consolidated entities	(1,708 )	848	(7,590 )
Distributions of accumulated earnings from non-consolidated entities	2,083	403	815
Unearned contingent acquisition consideration	—	(3,922 )	—
Deferred taxes, net	—	—	59
Change in accounts payable and other liabilities	(129 )	(1,141 )	(1,657 )
Change in rent receivable and prepaid rent, net	(3,942 )	2,922	(1,825 )
Change in accrued interest payable	(891 )	16	808
Other adjustments, net	(2,825 )	657	(1,200 )
Net cash provided by operating activities:	217,811	227,870	239,810
Cash flows from investing activities:			
Investment in real estate, including intangible assets	(315,959 )	(558,571 )	(167,797 )
Investment in real estate under construction	—	(83,274 )	(132,192 )
Capital expenditures	(15,506 )	(15,184 )	(4,408 )
Net proceeds from sale of properties	898,514	223,853	370,038
Net proceeds from sale of non-consolidated investment	—	6,127	—
Principal payments received on loans receivable	—	139,042	2,214
Investments in and advances to non-consolidated entities, net	(10,206 )	(9,898 )	(37,240 )
Distributions from non-consolidated entities in excess of accumulated earnings	3,330	531	8,175
Payments of deferred leasing costs	(4,522 )	(6,526 )	(6,558 )
Change in real estate deposits	(760 )	20,826	(20,848 )
Net cash provided by (used in) investing activities	554,891	(283,074 )	11,384
Cash flows from financing activities:			
Dividends to common and preferred shareholders	(175,537 )	(172,101 )	(165,858 )
Conversion of convertible notes	—	—	(672 )
Principal amortization payments	(29,666 )	(30,082 )	(26,796 )
Principal payments on debt, excluding normal amortization	(14,599 )	(50,797 )	(109,973 )
Proceeds of mortgages and notes payable	26,350	45,400	254,650
Term loan payments	(300,000 )	—	—
Proceeds from term loans	—	95,000	—
Revolving credit facility borrowings	150,000	270,000	95,000
Revolving credit facility payments	(310,000 )	(110,000 )	(272,000 )
Payment of early extinguishment of debt charges	(5 )	(1,326 )	(5,603 )
Payment of developer liabilities	—	—	(4,016 )
Payments of deferred financing costs	(690 )	(2,124 )	(1,842 )

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

Cash distributions to noncontrolling interests	(3,429 )	(3,242 )	(3,404 )
Redemption of a noncontrolling interest	—	(7,951 )	—
Repurchase of common shares	(47,217 )	—	(8,973 )
Issuance of common shares, net of costs and repurchases to settle tax obligations	(2,818 )	16,804	12,186
Net cash provided by (used in) financing activities	(707,611 )	49,581	(237,301 )
Change in cash, cash equivalents and restricted cash	65,091	(5,623 )	13,893
Cash, cash equivalents and restricted cash, at beginning of year	112,156	117,779	103,886
Cash, cash equivalents and restricted cash, at end of year	\$177,247	\$112,156	\$117,779

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



Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

(1) The Company

Lexington Realty Trust (together with its consolidated subsidiaries, except when the context only applies to the parent entity, the “Company”) is a Maryland statutory real estate investment trust (“REIT”) that owns a diversified portfolio of equity investments in single-tenant commercial properties.

As of December 31, 2018, the Company had equity ownership interests in approximately 135 consolidated properties located in 34 states. The properties in which the Company has an interest are primarily net-leased to tenants in various industries.

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

The Company conducts its operations either directly or indirectly through (1) property owner subsidiaries and lender subsidiaries, which are single purpose entities, (2) an operating partnership, Lepercq Corporate Income Fund L.P. (“LCIF”), in which the Company is the sole unit holder of the general partner and the sole unit holder of the limited partner that holds a majority of the limited partner interests, (3) a wholly-owned TRS, Lexington Realty Advisors, Inc. (“LRA”), and (4) investments in joint ventures. References to “OP Units” refer to units of limited partner interests in LCIF. Property owner subsidiaries are landlords under leases for properties in which the Company has an interest and/or borrowers under loan agreements secured by properties in which the Company has an interest and lender subsidiaries are lenders under loan agreements where the Company made an investment in a loan asset, but in all cases are separate and distinct legal entities. Each property owner subsidiary is a separate legal entity that maintains separate books and records. The assets and credit of each property owner subsidiary with a property subject to a mortgage loan are not available to creditors to satisfy the debt and other obligations of any other person, including any other property owner subsidiary or any other affiliate. Consolidated entities that are not property owner subsidiaries do not directly own any of the assets of a property owner subsidiary (or the general partner, member or managing member of such property owner subsidiary), but merely hold partnership, membership or beneficial interest therein, which interests are subordinate to the claims of such property owner subsidiary's (or its general partner's, member's or managing member's) creditors.

(2) Summary of Significant Accounting Policies

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

The Company is the primary beneficiary of certain VIEs as it has a controlling financial interest in these entities. LCIF, which is consolidated and in which the Company has an approximate 96% interest, is a VIE.

The Company had a joint venture limited partnership that owned the Lake Jackson, Texas property, with a developer which was a consolidated VIE. In 2017, upon the closeout of the build-to-suit project, the developer earned notional capital of \$7,951, which was simultaneously redeemed by the limited partnership for \$7,951. The Company treated the payment as a reduction in shareholders equity in accordance with ASC 810-10-45-23. As a result, the limited

partnership, which is still consolidated, is wholly-owned by the Company and no longer a VIE.

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

The assets of each VIE are only available to satisfy such VIE's respective liabilities. As of December 31, 2018 and 2017, the VIEs' mortgages and notes payable were non-recourse to the Company. Below is a summary of selected financial data of consolidated VIEs for which the Company is the primary beneficiary included in the Consolidated Balance Sheets as of December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
Real estate, net	\$ 509,916	\$ 682,587
Total assets	\$ 607,963	\$ 766,025
Mortgages and notes payable, net	\$ 192,791	\$ 212,792
Total liabilities	\$ 203,322	\$ 226,331

In addition, the Company acquires, from time to time, properties using a reverse like-kind exchange structure pursuant to Section 1031 of the Internal Revenue Code (a "reverse 1031 exchange") and, as such, the properties are in the possession of an Exchange Accommodation Titleholder ("EAT") until the reverse 1031 exchange is completed. The EAT is classified as a VIE as it is a "thinly capitalized" entity. The Company consolidates the EAT because it is the primary beneficiary as it has the ability to control the activities that most significantly impact the EAT's economic performance and can collapse the reverse 1031 exchange structure at any time. The assets of the EAT primarily consist of leased property (net real estate and intangibles).

**Earnings Per Share.** Basic net income (loss) per share is computed by dividing net income (loss) reduced by preferred dividends and amounts allocated to certain non-vested share-based payment awards, if applicable, by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per share amounts are similarly computed but include the effect, when dilutive, of in-the-money common share options and non-vested common shares, OP units and put options of certain convertible securities.

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

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



Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

**Revenue Recognition.** The Company recognizes lease revenue on a straight-line basis over the term of the lease unless another systematic and rational basis is more representative of the time pattern in which the use benefit is derived from the leased property. Revenue is recognized on a contractual basis for leases with escalations tied to a consumer price index with no floor. Renewal options in leases with rental terms that are lower than those in the primary term are excluded from the calculation of straight-line rent if the renewals are not reasonably assured. If the Company funds tenant improvements and the improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. If the Company determines that the tenant allowances are lease incentives, the Company commences revenue recognition when possession or control of the space is turned over to the tenant for tenant work to begin. The lease incentive is recorded as a deferred expense and amortized as a reduction of revenue on a straight-line basis over the respective lease term. The Company recognizes lease termination fees as rental revenue in the period received and writes off unamortized lease-related intangible and other lease-related account balances, provided there are no further Company obligations under the lease. Otherwise, such fees and balances are recognized on a straight-line basis over the remaining obligation period with the termination payments being recorded as a component of rent receivable-deferred on the Consolidated Balance Sheets.

**Acquisition of Real Estate.** The fair value of the real estate acquired, which includes the impact of fair value adjustments for assumed mortgage debt related to property acquisitions, is allocated to the acquired tangible assets, consisting of land, building and improvements and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases and value of tenant relationships, based in each case on their fair values. Prior to January 1, 2018, acquisition and pursuit costs were expensed as incurred and were included in property operating expense in the accompanying Consolidated Statement of Operations, which were \$2,171 and \$836 for 2017 and 2016, respectively. Effective January 1, 2018, the Company's acquisitions are primarily considered asset acquisitions and acquisition costs are now capitalized.

The fair value of the tangible assets of an acquired property (which includes land, building and improvements and fixtures and equipment) is determined by valuing the property as if it were vacant. The "as-if-vacant" value is then allocated to land and building and improvements based on management's determination of relative fair values of these assets. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. Management also estimates costs to execute similar leases including leasing commissions. Management generally retains a third party to assist in the allocations.

In allocating the fair value of the identified intangible assets and liabilities of an acquired property, above-market and below-market lease values are recorded based on the difference between the current in-place lease rent and management's estimate of current market rents. Below-market lease intangibles are recorded as part of deferred revenue and amortized into rental revenue over the non-cancelable periods and bargain renewal periods of the respective leases. Above-market leases are recorded as part of intangible assets and amortized as a direct charge against rental revenue over the non-cancelable portion of the respective leases.

The aggregate value of other acquired intangible assets, consisting of in-place leases and tenant relationship values, is measured by the excess of (1) the purchase price paid for a property over (2) the estimated fair value of the property as if vacant, determined as set forth above. This aggregate value is allocated between in-place lease values and tenant relationship values based on management's evaluation of the specific characteristics of each tenant's lease. The value of in-place leases is amortized to expense over the remaining non-cancelable periods and any bargain renewal periods of the respective leases. The value of tenant relationships is amortized to expense over the applicable lease term plus expected renewal periods.

Depreciation is determined by the straight-line method over the remaining estimated economic useful lives of the properties. The Company generally depreciates its real estate assets over periods ranging up to 40 years.

Impairment of Real Estate. The Company evaluates the carrying value of all tangible and intangible real estate assets held for investment for possible impairment when an event or change in circumstance has occurred that indicates its carrying value may not be recoverable. The evaluation includes estimating and reviewing anticipated future undiscounted cash flows to be derived from the asset. If such cash flows are less than the asset's carrying value, an impairment charge is recognized to the extent by which the asset's carrying value exceeds its estimated fair value, which may be below the balance of any non-recourse financing. Estimating future cash flows and fair values is highly subjective and such estimates could differ materially from actual results.

Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

**Investments in Non-Consolidated Entities.** The Company accounts for its investments in 50% or less owned entities under the equity method, unless consolidation is required. If the Company's investment in the entity is insignificant and the Company has no influence over the control of the entity then the entity is accounted for under the cost method.

**Impairment of Equity Method Investments.** The Company assesses whether there are indicators that the value of its equity method investments may be impaired. An impairment charge is recognized only if the Company determines that a decline in the value of the investment below its carrying value is other-than-temporary. The assessment of impairment is highly subjective and involves the application of significant assumptions and judgments about the Company's intent and ability to recover its investment given the nature and operations of the underlying investment, including the level of the Company's involvement therein, among other factors. To the extent an impairment is deemed to be other-than-temporary, the loss is measured as the excess of the carrying amount of the investment over the estimated fair value of the investment.

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

**Properties Held For Sale.** Assets and liabilities of properties that meet various held for sale criteria, including whether it is probable that a sale will occur within 12 months, are presented separately in the Consolidated Balance Sheets. The operating results of these properties are reflected as discontinued operations in the Consolidated Statements of Operations only if the sale of these assets represents a strategic shift in operations; if not, the operating results are included in continuing operations. Properties classified as held for sale are carried at the lower of net carrying value or estimated fair value less costs to sell and depreciation and amortization are no longer recognized. Properties that do not meet the held for sale criteria are accounted for as operating properties.

**Deferred Expenses.** Deferred expenses consist primarily of revolving line of credit debt and leasing costs. Debt costs are amortized using the straight-line method, which approximates the interest method, over the terms of the debt instruments and leasing costs are amortized over the term of the related lease.

**Derivative Financial Instruments.** The Company accounts for its interest rate swap agreements in accordance with FASB ASC Topic 815, Derivatives and Hedging ("Topic 815"). In accordance with Topic 815, these agreements are carried on the balance sheet at their respective fair values, as an asset if fair value is positive, or as a liability if fair value is negative. If the interest rate swap is designated as a cash flow hedge, the effective portion of the interest rate swap's change in fair value is reported as a component of other comprehensive income (loss); the ineffective portion, if any, is recognized in earnings as an increase or decrease to interest expense.

Upon entering into hedging transactions, the Company documents the relationship between the interest rate swap agreement and the hedged item. The Company also documents its risk-management policies, including objectives and strategies, as they relate to its hedging activities. The Company assesses, both at inception of a hedge and on an ongoing basis, whether or not the hedge is highly effective. The Company will discontinue hedge accounting on a prospective basis with changes in the estimated fair value reflected in earnings when (1) it is determined that the derivative is no longer effective in offsetting cash flows of a hedged item (including forecasted transactions), (2) it is no longer probable that the forecasted transaction will occur or (3) it is determined that designating the derivative as an interest rate swap is no longer appropriate. The Company does and may continue to utilize interest rate swap and cap agreements to manage interest rate risk, but does not anticipate entering into derivative transactions for speculative trading purposes.

Stock Compensation. The Company maintains an equity participation plan. Non-vested share grants generally vest either based upon (1) time, (2) performance and/or (3) market conditions. Options granted under the plan in 2010 vested over a five-year period and expire ten years from the date of grant. Options granted under the plan in 2008 vested upon attainment of certain market performance measures and expired ten years from the date of grant. All share-based payments to employees, including grants of employee stock options, are recognized in the Consolidated Statements of Operations based on their fair values. The Company has made an accounting policy election to account for share-based award forfeitures in compensation costs when they occur.



Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

**Tax Status.** The Company has made an election to qualify, and believes it is operating so as to qualify, as a REIT for federal income tax purposes. Accordingly, the Company generally will not be subject to federal income tax, provided that distributions to its shareholders equal at least the amount of its REIT taxable income as defined under Sections 856 through 860 of the Code.

The Company is permitted to participate in certain activities from which it was previously precluded in order to maintain its qualification as a REIT, so long as these activities are conducted in entities which elect to be treated as taxable REIT subsidiaries under the Code. As such, the Company is subject to federal and state income taxes on the income from these activities.

**Income taxes,** primarily related to the Company's taxable REIT subsidiaries, are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

**Cash and Cash Equivalents.** The Company considers all highly liquid instruments with maturities of three months or less from the date of purchase to be cash equivalents.

**Restricted Cash.** Restricted cash is comprised primarily of cash balances held in escrow by lenders.

**Environmental Matters.** Under various federal, state and local environmental laws, statutes, ordinances, rules and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, on, in or under such property as well as certain other potential costs relating to hazardous or toxic substances. These liabilities may include government fines, penalties and damages for injuries to persons and adjacent property. Such laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence or disposal of such substances. Although most of the tenants of properties in which the Company has an interest are primarily responsible for any environmental damage and claims related to the leased premises, in the event of the bankruptcy or inability of the tenant of such premises to satisfy any obligations with respect to such environmental liability, or if the tenant is not responsible, the Company's property owner subsidiary may be required to satisfy any such obligations, should they exist. In addition, the property owner subsidiary, as the owner of such a property, may be held directly liable for any such damages or claims irrespective of the provisions of any lease. As of December 31, 2018, the Company was not aware of any environmental matter relating to any of its investments that would have a material impact on the consolidated financial statements.

**Segment Reporting.** The Company operates generally in one industry segment, single-tenant real estate assets.

**Reclassifications.** Certain amounts included in prior years' financial statements have been reclassified to conform to the current year's presentation.

**New Accounting Standards Adopted in 2018.** In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which addresses how certain cash receipts and cash payments are presented and classified in the statement of cash flows. In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which clarifies guidance on the classification and presentation of changes in restricted cash. Restricted cash balances are now included along with cash and cash equivalents as of the end of the period and beginning of period, respectively, in the Company's consolidated statement of cash flows for all periods presented. In addition, separate line items showing changes in restricted cash balances are now eliminated from the Company's consolidated statement of cash flows. These ASUs were effective for fiscal years beginning after December 15, 2017, including interim periods within those years.

Entities must apply the guidance retrospectively to all periods presented but may apply it prospectively if retrospective application would be impracticable. The Company adopted these ASUs effective January 1, 2018 on a retrospective basis. The effect of the adoption resulted in (1) a \$109 and \$4,537 change in cash flows from operating activities for 2017 and 2016, respectively, (2) a \$(23,958) and \$21,571 change in cash flows from investing activities for 2017 and 2016, respectively, and (3) a \$(2,899) and \$(5,603) change in cash flows from financing activities for 2017 and 2016, respectively.

Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, which clarifies the definition of a business when evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The ASU was effective for reporting periods beginning after December 15, 2017. The Company expects that acquisitions of real estate or in-substance real estate will not meet the revised definition of a business and thus will be treated as asset acquisitions. Acquisition costs for those acquisitions that are not businesses will be capitalized rather than expensed. The Company adopted this guidance effective January 1, 2018 on a prospective basis. The Company's property acquisitions in 2018 were accounted for as asset acquisitions. The Company's adoption of this guidance did not have a material impact on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), as subsequently amended, which amends the guidance for revenue recognition to eliminate the industry-specific revenue recognition guidance and replace it with a principle based approach for determining revenue recognition. The new guidance was effective for reporting periods beginning after December 15, 2017. The Company's revenue-producing contracts are primarily leases that are not within the scope of this standard as leases are excluded from ASU 2014-09. Under ASU 2014-09, revenue recognition for real estate sales is largely based on the transfer of control and the buyer having the ability to direct the use of, or obtain substantially all of the remaining benefit from, the asset (which generally will occur on the closing date); the factor of continuing involvement is no longer a specific consideration for the timing of recognition. The Company adopted ASU 2014-09 effective January 1, 2018 using the modified retrospective approach. As the majority of the Company's revenue is from rental income related to leases, the adoption of the ASU did not have a material impact on its consolidated financial statements.

In February 2017, the FASB issued ASU 2017-05, Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Topic 610-20), which requires that all entities account for the derecognition of a business in accordance with ASC 810, including instances in which the business is considered in-substance real estate. The ASU requires the Company to measure at fair value any retained interest in a partial sale of real estate. The Company adopted ASU 2017-05 effective January 1, 2018 using the modified retrospective approach, however there was no impact to prior balances as there were no open contracts at the date of adoption. During 2018, the Company entered into a transaction in which it contributed consolidated properties to a newly-formed joint venture and acquired a 20% interest in the joint venture. See note 7.

Recently Issued Accounting Guidance. In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which requires lessees to recognize a right of use asset and related lease liability for those leases classified as operating leases at the commencement date that have lease terms of more than 12 months and amends certain lessor guidance. The Company expects the ASU to result in the recognition of a right-of-use asset and related liability to primarily account for the Company's future obligations under its ground lease arrangements for which the Company is the lessee. The Company estimates that its initial right-of-use asset and lease liability will be within a range of \$35,000 to \$45,000 at adoption.

From a lessor perspective, the Company expects that lease components will primarily be recognized on a straight-line basis over the lease term. ASU 2016-02 originally stated that companies would be required to bifurcate certain lease revenues between lease and non-lease components; however, the FASB issued ASU 2018-11, Leases (Topic 842): Targeted Improvements in July 2018, which allows lessors a practical expedient by class of underlying assets to account for lease and non-lease components as a single lease component if certain criteria are met. Additionally, ASU 2016-02 requires that the Company capitalize, as initial direct costs, only those costs that are incurred due to the execution of a lease. Historically, the Company has capitalized lease commissions and "other" lease related costs, primarily legal expenses. Effective January 1, 2019, the Company will not capitalize these "other" costs, however, the Company does not believe these will be material.

ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, and interim periods within those years. ASU 2016-02 originally required a modified retrospective method of adoption; however, under ASU 2018-11 companies may elect to recognize a cumulative-effect adjustment to the opening balance of retained earnings in the

period of adoption. The Company will adopt this new guidance on January 1, 2019 utilizing the cumulative-effect adjustment outlined in ASU 2018-11. In addition, the Company will elect several practical expedients afforded to it at implementation.

In August 2017, the FASB issued ASU-2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities, which amends the hedge accounting recognition and presentation requirements in Topic 815. The adoption of this guidance on January 1, 2019 did not have a material impact on the Company's consolidated financial statements.

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

## (3) Earnings Per Share

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

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for each of the years in the three-year period ended December 31, 2018:

	2018	2017	2016
<b>BASIC</b>			
Net income attributable to common shareholders	\$ 220,838	\$ 79,067	\$ 89,109
Weighted-average number of common shares outstanding	236,666,375	237,758,408	233,633,058
Net income attributable to common shareholders - per common share basic	\$ 0.93	\$ 0.33	\$ 0.38
<b>DILUTED:</b>			
Net income attributable to common shareholders - basic	\$ 220,838	\$ 79,067	\$ 89,109
Impact of assumed conversions	2,528	147	(159 )
Net income attributable to common shareholders	\$ 223,366	\$ 79,214	\$ 88,950
Weighted-average common shares outstanding - basic	236,666,375	237,758,408	233,633,058
Effect of dilutive securities:			
Unvested share-based payment awards and options	528,495	86,285	230,352
Operating Partnership Units	3,616,120	3,693,144	3,815,621
Weighted-average common shares outstanding - diluted	240,810,990	241,537,837	237,679,031
Net income attributable to common shareholders - per common share diluted	\$ 0.93	\$ 0.33	\$ 0.37

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

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

## (4) Investments in Real Estate

The Company's real estate, net, consists of the following at December 31, 2018 and 2017:

	2018	2017
Real estate, at cost:		
Buildings and building improvements	\$2,746,446	\$3,476,022
Land, land estates and land improvements	341,848	456,134
Fixtures and equipment	—	84
Construction in progress	1,840	4,219
Real estate intangibles:		
In-place lease values	331,607	461,624
Tenant relationships	54,662	97,223
Above-market leases	33,343	40,244
	3,509,746	4,535,550
Accumulated depreciation and amortization <sup>(1)</sup>	(954,087 )	(1,225,650 )
Real estate, net	\$2,555,659	\$3,309,900

Includes accumulated amortization of real estate intangible assets of \$231,443 and \$334,681 in 2018 and 2017,

(1) respectively. The estimated amortization of the above real estate intangible assets for the next five years is \$24,021 in 2019, \$21,442 in 2020, \$19,501 in 2021, \$17,448 in 2022 and \$17,065 in 2023.

The Company had below-market leases, net of accumulated accretion, which are included in deferred revenue, of \$17,923 and \$23,308, respectively, as of December 31, 2018 and 2017. The estimated accretion for the next five years is \$2,144 in 2019, \$2,118 in 2020, \$1,778 in 2021, \$1,499 in 2022 and \$1,499 in 2023.

The Company completed the following acquisitions and build-to-suit transactions during 2018 and 2017:  
2018:

Property Type	Location	Acquisition Date	Initial Cost Basis	Lease Expiration	Land and Land Estate	Building and Improvements	Real Estate Intangibles	
							Lease Value	Below Market Lease Intangible
Industrial	Olive Branch, MS	April 2018	\$44,090	07/2029	\$1,958	\$ 38,687	\$3,445	\$—
Industrial	Olive Branch, MS	April 2018	48,575	06/2021	2,500	42,538	5,151	(1,614 )
Industrial	Edwardsville, IL	June 2018	44,178	05/2030	3,649	41,292	3,467	(4,230 )
Industrial	Spartanburg, SC	August 2018	27,632	07/2024	1,447	23,744	2,441	—
Industrial	Pasadena, TX	August 2018	23,868	08/2023	4,057	17,810	2,001	—
Industrial	Carrollton, TX	September 2018	19,564	12/2033	3,228	15,766	1,247	(677 )
Industrial	Goodyear, AZ	November 2018	41,372	04/2026	5,247	36,115	2,014	(2,004 )
Industrial	Chester, VA	December 2018	66,311	06/2030	8,544	53,067	6,832	(2,132 )
			\$315,590		\$30,630	\$ 269,019	\$26,598	\$(10,657 )

Weighted-average life of intangible assets (years)

8.4      9.4

In addition, the Company acquired a 57-acre parcel of land from a non-consolidated joint venture and leased the parcel to a tenant to develop an industrial property.

73

---

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

2017:

Property Type	Location	Acquisition Date	Initial Cost Basis	Lease Expiration	Land and Land Estate	Building and Improvements	Real Estate Intangibles	
							Lease in-place Value	Below Market Lease Intangible
Office	Lake Jackson, TX <sup>(1)</sup>	January 2017	\$70,401	10/2036	\$3,078	\$ 67,323	\$—	\$—
Industrial	New Century, KS	February 2017	12,056	01/2027	—	13,198	1,648	(2,790 )
Industrial	Lebanon, IN	February 2017	36,194	01/2024	2,100	29,443	4,651	—
Office	Charlotte, NC <sup>(2)</sup>	April 2017	61,339	04/2032	3,771	47,064	10,504	—
Industrial	Cleveland, TN	May 2017	34,400	03/2024	1,871	29,743	2,786	—
Industrial	Grand Prairie, TX	June 2017	24,317	03/2037	3,166	17,985	3,166	—
Industrial	San Antonio, TX	June 2017	45,507	04/2027	1,311	36,644	7,552	—
Industrial	Opelika, AL	July 2017	37,269	05/2042	134	33,183	3,952	—
Industrial	McDonough, GA	August 2017	66,700	01/2028	5,441	52,762	8,497	—
Industrial	Byhalia, MS	September 2017	36,590	09/2027	1,751	31,236	3,603	—
Industrial	Jackson, TN	September 2017	57,920	10/2027	1,454	49,026	7,440	—
Industrial	Smyrna, TN	September 2017	104,890	04/2027	1,793	93,940	9,157	—
Industrial	Lafayette, IN	October 2017	17,450	09/2024	662	15,578	1,210	—
Industrial	Romulus, MI	November 2017	38,893	08/2032	2,438	33,786	2,669	—
Industrial	Warren, MI	November 2017	46,955	10/2032	972	42,521	3,462	—
Industrial	Winchester, VA	December 2017	36,700	12/2031	1,988	32,501	2,211	—
			\$727,581		\$31,930	\$ 625,933	\$72,508	\$(2,790 )
Weighted-average life of intangible assets (years)							12.2	14.9

(1) Completed the construction of the final building of a four-building project. Initial cost basis excludes developer partner payout of \$7,951.

(2) Sold to newly-formed joint venture in 2018. See note 7.

From time to time, the Company is engaged in various forms of build-to-suit development activities. As of December 31, 2018 and 2017, the Company had no development arrangements outstanding. During 2017, the Company recognized \$3,922 in non-operating income on the Company's Consolidated Statement of Operations due to the write-off of contingent consideration relating to a 2015 build-to-suit project that was not required to be paid by the Company.

(5) Dispositions and Impairment



For the years ended December 31, 2018, 2017 and 2016, the Company disposed of its interests in certain properties generating aggregate net proceeds of \$898,514, \$223,853 and \$370,038, respectively, which resulted in gains on sales of \$252,913, \$63,428 and \$81,510, respectively, including, in 2018, the disposition of 21 office assets to a newly-formed joint venture, NNN Office JV L.P. (“NNN JV”), with an unaffiliated third-party. See note 7. For the years ended December 31, 2018, 2017 and 2016, the Company recognized net debt satisfaction gains (charges) relating to properties sold of \$(1,698), \$5,938 and \$(532), respectively. The Company had two properties classified as held for sale at December 31, 2018 and one property classified as held for sale at December 31, 2017.

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

Assets and liabilities of held for sale properties as of December 31, 2018 and 2017 consisted of the following:

	December 31, 2018	December 31, 2017
Assets:		
Real estate, at cost	\$ 63,639	\$ 2,827
Real estate, intangible assets	14,498	—
Accumulated depreciation and amortization	(16,873 )	—
Rent receivable - deferred	2,439	—
Other	165	—
	\$ 63,868	\$ 2,827
Liabilities:		
Other	\$ 386	\$ —
	\$ 386	\$ —

The Company assesses on a regular basis whether there are any indicators that the carrying value of real estate assets may be impaired. Potential indicators may include an increase in vacancy at a property, tenant financial instability, change in the estimated holding period of an asset and the potential sale of the property in the near future. An asset is determined to be impaired if the asset's carrying value is in excess of its estimated fair value and the Company estimates that its cost will not be recovered. During 2018, 2017 and 2016, the Company recognized aggregate impairment charges on real estate properties of \$95,813, \$39,702 and \$100,195, respectively. During 2018, \$36,620 of the impairment charges of \$95,813 were recognized on properties owned at December 31, 2018. The Company's office assets in Overland Park, Kansas and Kansas City, Missouri incurred an aggregate \$23,496 of impairment charges due to a reduction in the anticipated holding period and leasing prospects. During 2017, \$18,023 of the impairment charges of \$39,702 were recognized on properties held at December 31, 2017. The Company's office asset in Florence, South Carolina and industrial asset in Memphis, Tennessee incurred an aggregate \$15,008 of the impairment charges due to a reduction in anticipating holding period. The 2016 impairment charges include an aggregate impairment charge of \$65,500 recognized on the sale of three land investments in New York, New York. In February 2017, the Company recognized a \$5,294 loan loss on the assignment of a loan receivable secured by a hospital in Kennewick, Washington.

## (6) Fair Value Measurements

The following tables present the Company's assets and liabilities measured at fair value on a recurring and non-recurring basis as of December 31, 2018 and 2017, aggregated by the level in the fair value hierarchy within which those measurements fall:

Description	2018	Fair Value Measurements Using	
		(Level 1) 2)	(Level 3) 3)
Interest rate swap assets	\$76	\$—	\$—
Impaired real estate assets*	\$35,036	\$—	\$35,036

Description	2017	Fair Value Measurements Using	
		(Level 1) 2)	(Level 3) 3)

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

Interest rate swap assets    \$1,065    \$-~~\$1,065~~    \$—  
Impaired real estate assets\*    \$7,829    \$-~~\$—~~    \$7,829

\*Represents a non-recurring fair value measurement. Fair value as of the date of impairment.

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

The table below sets forth the carrying amounts and estimated fair values of the Company's financial instruments as of December 31, 2018 and 2017:

	As of December 31, 2018		As of December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value

## Liabilities

Debt	\$1,492,483	\$1,409,773	\$2,068,867	\$2,013,226
------	-------------	-------------	-------------	-------------

The majority of the inputs used to value the Company's interest rate swaps fall within Level 2 of the fair value hierarchy, such as observable market interest rate curves; however, the credit valuation associated with the interest rate swaps utilizes Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties. As of December 31, 2018 and 2017, the Company determined that the credit valuation adjustment relative to the overall interest rate swaps was not significant. As a result, all interest rate swaps have been classified in Level 2 of the fair value hierarchy.

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

The fair value of the Company's debt is primarily estimated utilizing Level 3 inputs by using a discounted cash flow analysis, based upon estimates of market interest rates. The Company determines the fair value of its Senior Notes using market prices. The inputs used in determining the fair value of these notes are categorized as Level 1 due to the fact that the Company uses quoted market rates to value these instruments. However, the inputs used in determining the fair value could be categorized as Level 2 if trading volumes are low.

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

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



Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

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

Below is a schedule of the Company's investments in and advances to non-consolidated entities:

Investment	Percentage Ownership at December 31, 2018	Investment Balance as of	
		December 31, 2018	December 31, 2017
NNN JV	(1) 20%	\$53,144	\$ —
Etna Park 70 LLC	(2) 90%	4,774	5,831
Other	(3) 15% to 25%	8,265	11,645
		\$66,183	\$ 17,476

During 2018, the Company disposed of 21 office assets to NNN JV for an aggregate gross disposition price of \$725,800 and acquired a 20% interest in NNN JV. Two of the 21 properties, with a combined estimated fair value of \$45,653, were contributed to NNN JV along with cash of \$8,053. The Company recognized a gain of \$14,645 in connection with the contribution of the two office assets to NNN JV, and in addition, NNN JV assumed an aggregate of \$103,400 of non-recourse mortgage debt in the transaction. NNN JV obtained an aggregate of (1) \$362,800 of non-recourse mortgage financing which bears interest at LIBOR plus 200 basis points and has an initial term of three years but can be extended for two additional terms of one-year each. There is a rate increase of 15 basis points upon each extension. NNN JV entered into interest rate agreements which cap the LIBOR component of the \$362,800 mortgage financing at 4.0% for two years. As of December 31, 2018, NNN JV had total assets of \$757,811 and total liabilities of \$492,091. The properties are encumbered by an aggregate of \$466,200 of non-recourse mortgage debt.

Joint venture formed in 2017 with a developer entity to acquire a 151-acre parcel of developable land and pursue industrial build-to-suit opportunities. The developer entity has substantive participation rights. In December 2018, (2) the parcel was subdivided and the Company received a distribution of an ownership interest in a 57-acre parcel with a historical cost of \$3,008. The Company acquired control of the parcel via the purchase of the Company's joint venture partners' interest.

At December 31, 2018, represents two joint venture investments, which own single-tenant, net-leased assets. (3) During 2017, the Company received \$49,085 in full satisfaction of a construction financing arrangement that the Company previously provided to one of the joint ventures.

In December 2018, the Company received \$4,312 from a non-consolidated investment in connection with its sale of a six-property office portfolio. In February 2017, the Company sold its 40% tenant-in-common interest in its Oklahoma City, Oklahoma office property for \$6,198. In January 2016, the Company received \$6,681 in connection with the sale of a non-consolidated office property in Russellville, Arkansas. The Company recognized gains of \$1,777, \$1,452 and \$5,378, respectively, in connection with these sales, which are included in equity in earnings of non-consolidated entities.

During 2017, the Company recognized an impairment charge of \$3,512 on its investment in a retail property in Palm Beach Gardens, Florida due to the bankruptcy of its tenant. This impairment charge reduced the Company's investment balance to zero. During 2018, the property was sold in a foreclosure sale.

LRA earns advisory fees from certain of these non-consolidated entities for services related to acquisitions, asset management and debt placement. Advisory fees earned from these non-consolidated investments were \$1,443, \$807 and \$693 for the years ended December 31, 2018, 2017 and 2016.

## (8) Mortgages and Notes Payable

The Company had the following mortgages and notes payable outstanding as of December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
Mortgages and notes payable	\$ 575,514	\$ 697,068

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

Unamortized debt issuance costs (5,094 ) (7,258 )  
\$ 570,420 \$ 689,810

Interest rates, including imputed rates on mortgages and notes payable, ranged from 2.2% to 6.5% at December 31, 2018 and the mortgages and notes payable mature between 2019 and 2036. Interest rates, including imputed rates, ranged from 2.2% to 7.8% at December 31, 2017. The weighted-average interest rate at December 31, 2018 and 2017 was approximately 4.5% and 4.6%, respectively.

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

The Company has an unsecured credit agreement with KeyBank National Association, as agent. A summary of the significant terms, as of December 31, 2018, are as follows:

	Maturity Date	Interest Rate
\$505,000 Revolving Credit Facility <sup>(1)</sup>	August 2019	LIBOR + 1.00%
\$300,000 Term Loan <sup>(2)(3)</sup>	January 2021	LIBOR + 1.10%

Maturity date can be extended to August 2020 at the Company's option. The interest rate ranges from LIBOR plus (1)0.85% to 1.55%. At December 31, 2018, the revolving credit facility had no borrowings outstanding and availability of \$505,000, subject to covenant compliance. See note 20.

The interest rate ranges from LIBOR plus 0.90% to 1.75%. The Company had aggregate interest-rate swap (2) agreements to fix the LIBOR component at a weighted-average rate of 1.42% through January 2019 on \$255,000 of the \$300,000 outstanding LIBOR-based borrowings. During 2018, the Company satisfied in full the \$300,000 term loan due in 2020.

(3) The aggregate unamortized debt issuance costs for the term loan was \$1,267 and \$1,804 as of December 31, 2018 and 2017, respectively.

The unsecured revolving credit facility and the unsecured term loan are subject to financial covenants, which the Company was in compliance with at December 31, 2018.

Mortgages payable and secured loans are generally collateralized by real estate and the related leases. Certain mortgages payable have yield maintenance or defeasance requirements relating to any prepayments.

Scheduled principal and balloon payments for mortgages, notes payable and term loan for the next five years and thereafter are as follows:

Year ending December 31,	Total
2019	\$ 101,887
2020	55,143
2021	340,465
2022	22,120
2023	23,998
Thereafter	331,901
	875,514
Unamortized debt issuance costs	(6,361 )
	\$869,153

Included in the Consolidated Statements of Operations, the Company recognized debt satisfaction gains (charges), net, of \$(898), \$258 and \$(7) for the years ended December 31, 2018, 2017 and 2016, respectively, due to the satisfaction of mortgages and notes payable other than those disclosed elsewhere in these financial statements. In addition, the Company capitalized \$15, \$1,174 and \$4,933 in interest for the years ended 2018, 2017 and 2016, respectively.



Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

## (9) Senior Notes, Convertible Notes and Trust Preferred Securities

The Company had the following Senior Notes outstanding as of December 31, 2018 and 2017:

Issue Date	December 31, 2018	December 31, 2017	Interest Rate	Maturity Date	Issue Price
May 2014	\$250,000	\$250,000	4.40 %	June 2024	99.883 %
June 2013	250,000	250,000	4.25 %	June 2023	99.026 %
	500,000	500,000			
Unamortized debt discount	(1,235 )	(1,507 )			
Unamortized debt issuance cost	(2,731 )	(3,295 )			
	\$496,034	\$495,198			

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

During 2010, the Company issued \$115,000 aggregate principal amount of 6.00% Convertible Guaranteed Notes. The notes paid interest semi-annually in arrears and were scheduled to mature in January 2030. The notes were fully satisfied/converted in 2016. During 2016, \$12,400 aggregate principal amount of the notes were converted for 1,892,269 common shares and an aggregate cash payment of \$672 plus accrued and unpaid interest. The Company recognized aggregate debt satisfaction charges of \$436 during 2016 relating to the conversions.

During 2007, the Company issued \$200,000 original principal amount of Trust Preferred Securities. The Trust Preferred Securities, which are classified as debt, are due in 2037, are open for redemption at the Company's option, bore interest at a fixed rate of 6.804% through April 2017 and thereafter bear interest at a variable rate of three month LIBOR plus 170 basis points through maturity. The interest rate at December 31, 2018 was 4.220%. As of December 31, 2018 and 2017, there was \$129,120 original principal amount of Trust Preferred Securities outstanding and \$1,824 and \$1,924, respectively, of unamortized debt issuance costs.

Scheduled principal payments for these debt instruments for the next five years and thereafter are as follows:

Year ending December 31,	Total
2019	\$—
2020	—
2021	—
2022	—
2023	250,000
Thereafter	379,120
	629,120
Unamortized debt discounts	(1,235 )
Unamortized debt issuance costs	(4,555 )
	\$623,330

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

## (10) Derivatives and Hedging Activities

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

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

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income (loss) and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. The Company did not incur any ineffectiveness during 2018, 2017 and 2016.

The Company has designated the interest rate swap agreements with its counterparties as cash flow hedges of the risk of variability attributable to changes in the LIBOR swap rates on \$255,000 of LIBOR-indexed variable-rate unsecured term loans. Accordingly, changes in the fair value of the swaps are recorded in other comprehensive income (loss) and reclassified to earnings as interest becomes receivable or payable.

Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the aggregate \$255,000 term loans. During the next 12 months, the Company estimates that an additional \$76 will be reclassified as a decrease to interest expense if the swaps remain outstanding.

As of December 31, 2018, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

Interest Rate Derivative	Number of Instruments	Notional
Interest Rate Swaps	5	\$255,000

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2018 and 2017.

As of December 31, 2018

As of December 31, 2017

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest Rate Swap Asset	Other Assets	\$ 76	Other Assets	\$1,065

80

---

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

The tables below present the effect of the Company's derivative financial instruments on the Consolidated Statements of Operations for 2018 and 2017:

Derivatives in Cash Flow	Amount of Income Recognized in OCI on Derivative (Effective Portion) December 31,	Location of Income (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of (Income) Loss Reclassified from Accumulated OCI into Income (Effective Portion) December 31,
Hedging Relationships			
Interest Rate Swap	\$597	\$1,168 Interest expense	\$(1,586) \$930

The Company's agreements with the swap derivative counterparties contain provisions whereby if the Company defaults on the underlying indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default of the swap derivative obligation. As of December 31, 2018, the Company had not posted any collateral related to the agreements.

## (11) Leases

Lessor:

Minimum future rental receipts under the non-cancelable portion of tenant leases, assuming no new or re-negotiated leases, for the next five years and thereafter are as follows:

Year ending December 31,	Total
2019	\$270,557
2020	253,660
2021	233,192
2022	212,893
2023	211,387
Thereafter	1,619,848
	\$2,801,537

The above minimum lease payments do not include reimbursements to be received from tenants for certain operating expenses and real estate taxes and do not include early termination payments provided for in certain leases.

Certain leases allow for the tenant to terminate the lease if the property is deemed obsolete, as defined, and upon payment of a termination fee to the landlord, as stipulated in the lease. In addition, certain leases provide the tenant with the right to purchase the leased property at fair market value or a stipulated price.

Lessee:

The Company holds, through property owner subsidiaries, leasehold interests in various properties. Generally, the ground rents on these properties are either paid directly by the tenants to the fee holder or reimbursed to the Company as additional rent. Certain properties are economically owned through the holding of industrial revenue bonds and as such neither ground lease payments nor bond debt service payments are made or received, respectively. For certain of these properties, the Company has an option to purchase the fee interest.



Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

Minimum future rental payments under non-cancelable leasehold interests, excluding leases held through industrial revenue bonds and lease payments in the future that are based upon fair market value, for the next five years and thereafter are as follows:

Year ending December 31,	Total
2019	\$3,826
2020	3,827
2021	3,769
2022	3,834
2023	4,008
Thereafter	28,326
	\$47,590

Rent expense for the leasehold interests was \$597, \$690 and \$987 in 2018, 2017 and 2016, respectively.

The Company leases its corporate headquarters. The lease expires March 2026. The Company is responsible for its proportionate share of operating expenses and real estate taxes above a base year. In addition, the Company leases office space for its regional offices. The minimum lease payments for the Company's offices are \$1,295 for 2019, \$1,296 for 2020, \$1,325 for 2021, \$1,335 for 2022 and \$1,304 for 2023 and \$2,935 thereafter. Rent expense for 2018, 2017 and 2016 was \$1,274, \$1,256 and \$1,242, respectively.

## (12) Concentration of Risk

The Company seeks to reduce its operating and leasing risks through the geographic diversification of its properties, tenant industry diversification, avoidance of dependency on a single asset and the creditworthiness of its tenants. For the years ended December 31, 2018, 2017 and 2016, no single tenant represented greater than 10% of rental revenues. Cash and cash equivalent balances at certain institutions may exceed insurable amounts. The Company believes it mitigates this risk by investing in or through major financial institutions.

## (13) Equity

## Shareholders' Equity:

During 2016, the Company issued 577,823 common shares under its direct share purchase plan, which includes a dividend reinvestment component, raising net proceeds of approximately \$4,115. In 2018 and 2017, no shares were issued under this plan. During 2013, the Company implemented, and in 2016, the Company updated, its At-The-Market offering program under which the Company may issue up to \$125,000 in common shares over the term of this program. During 2017 and 2016, the Company issued 1,593,603 and 976,109 common shares, respectively, under this program and generated aggregate gross proceeds of \$17,362 and \$10,498, respectively. No shares were sold under this program in 2018. The proceeds from these issuances were primarily used for general working capital, to fund investments and retire indebtedness.

The Company had 1,935,400 shares of Series C Cumulative Convertible Preferred Stock ("Series C Preferred") outstanding at December 31, 2018. The shares have a dividend of \$3.25 per share per annum, have a liquidation preference of \$96,770, and the Company, if certain common share prices are achieved, can force conversion into common shares of the Company. As of December 31, 2018, each share was convertible into 2.4339 common shares. This conversion ratio may increase over time if the Company's common share dividend exceeds certain quarterly thresholds.

If certain fundamental changes occur, holders may require the Company, in certain circumstances, to repurchase all or part of their shares of Series C Preferred. In addition, upon the occurrence of certain fundamental changes, the Company will, under certain circumstances, increase the conversion rate by a number of additional common shares or, in lieu thereof, may in certain circumstances elect to adjust the conversion rate upon the shares of Series C Preferred

becoming convertible into shares of the public acquiring or surviving company.

82

---

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

The Company may, at the Company's option, cause shares of Series C Preferred to be automatically converted into that number of common shares that are issuable at the then prevailing conversion rate. The Company may exercise its conversion right only if, at certain times, the closing price of the Company's common shares equals or exceeds 125% of the then prevailing conversion price of the Series C Preferred.

Investors in shares of Series C Preferred generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters and under certain other circumstances. Upon conversion, the Company may choose to deliver the conversion value to investors in cash, common shares, or a combination of cash and common shares.

During 2018, 2017 and 2016, the Company issued 965,932, 835,234 and 1,084,835 of its common shares, respectively, to certain employees and trustees. Typically, trustee share grants vest immediately. Employee share grants generally vest ratably, on anniversaries of the grant date, however, in certain situations vesting is cliff-based after a specific number of years and/or subject to meeting certain performance criteria (see note 14).

In July 2015, the Company's Board of Trustees authorized the repurchase of up to 10,000,000 common shares and increased this authorization by 10,000,000 common shares in 2018. This share repurchase program has no expiration date. During 2018 and 2016, the Company repurchased and retired 5,851,252 and 1,184,113, respectively, common shares at an average price of \$8.05 and \$7.56, respectively, per common share under this share repurchase program. No shares were repurchased in 2017. There were \$2,641 of unsettled repurchases as of December 31, 2018.

A summary of the changes in accumulated other comprehensive income (loss) related to the Company's cash flow hedges is as follows:

	Twelve months ended December 31,	
	2018	2017
Balance at beginning of period	\$1,065	\$(1,033)
Other comprehensive income before reclassifications	597	1,168
Amounts of (income) loss reclassified from accumulated other comprehensive income (loss) to interest expense	(1,586)	930
Balance at end of period	\$76	\$1,065

## Noncontrolling Interests:

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

During 2018, 2017 and 2016, 53,388, 140,746 and 48,549 common shares, respectively, were issued by the Company, in connection with OP unit redemptions, for an aggregate value of \$189, \$584 and \$210, respectively.

As of December 31, 2018, there were approximately 3,177,000 OP units outstanding other than OP units owned by the Company. All OP units receive distributions in accordance with the LCIF partnership agreement. To the extent that the Company's dividend per common share is less than the stated distribution per OP unit per the LCIF partnership agreement, the distributions per OP unit are reduced by the percentage reduction in the Company's dividend per common share. No OP units have a liquidation preference.





Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

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

	Net Income Attributable to Shareholders and Transfers from Noncontrolling Interests		
	2018	2017	2016
Net income attributable to Lexington Realty Trust shareholders	\$227,415	\$85,583	\$95,624
Transfers from noncontrolling interests:			
Increase in additional paid-in-capital for redemption of noncontrolling OP units	189	584	210
Change from net income attributable to shareholders and transfers from noncontrolling interests	\$227,604	\$86,167	\$95,834

## (14) Benefit Plans

The Company maintains an equity award plan pursuant to which qualified and non-qualified options may be issued. No common share options were issued in 2018, 2017 and 2016. The Company granted 1,248,501, 1,265,500 and 2,000,000 common share options on December 31, 2010 ("2010 options"), January 8, 2010 ("2009 options") and December 31, 2008 ("2008 options"), respectively, at an exercise price of \$7.95, \$6.39 and \$5.60, respectively. The 2010 options (1) vested 20% annually on each December 31, 2011 through 2015 and (2) terminate on the earlier of (x) six months of termination of service with the Company and (y) December 31, 2020. The 2009 options (1) vested 20% annually on each December 31, 2010 through 2014 and (2) terminate on the earlier of (x) six months of termination of service with the Company and (y) December 31, 2019. The 2008 options (1) vested 50% following a 20-day trading period where the average closing price of a common share of the Company on the New York Stock Exchange ("NYSE") was \$8.00 or higher and vested 50% following a 20-day trading period where the average closing price of a common share of the Company on the NYSE was \$10.00 or higher, and (2) terminated on the earlier of (x) termination of service with the Company or (y) December 31, 2018. As a result of the share dividends paid in 2009, each of the 2008 options were exchangeable for approximately 1.13 common shares at an exercise price of \$4.97 per common share.

The Company engaged third parties to value the options as of each option's respective grant date. The third parties determined the value to be \$2,422 and \$2,771 for the 2010 options and 2009 options, respectively, using the Black-Scholes model and \$2,480 for the 2008 options using the Monte Carlo model. The options are considered equity awards as they are settled through the issuance of common shares. As such, the options were valued as of the grant date and do not require subsequent remeasurement. There were several assumptions used to fair value the options including the expected volatility in the Company's common share price based upon the fluctuation in the Company's historical common share price. The more significant assumptions underlying the determination of fair value for options granted were as follows:

	2010	2009	2008
	Options	Options	Options
Weighted-average fair value of options granted	\$ 1.94	\$ 2.19	\$ 1.24
Weighted-average risk-free interest rate	2.54 %	3.29 %	1.33 %
Weighted-average expected option lives (in years)	6.50	6.70	3.60
Weighted-average expected volatility	49.00 %	59.08 %	59.94 %
Weighted-average expected dividend yield	7.40 %	6.26 %	14.40 %

The Company recognized compensation expense relating to these options over an average of 5.0 years for the 2010 options and 2009 options and 3.6 years for the 2008 options. All deferred compensation costs relating to the

outstanding options were fully amortized by December 31, 2015. The intrinsic value of an option is the amount by which the market value of the underlying common share at the date the option is exercised exceeds the exercise price of the option. The total intrinsic value of options exercised for the years ended December 31, 2018 and 2017 were \$26 and \$1,064, respectively.

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

Share option activity during the years indicated is as follows:

	Number of Shares	Weighted-Average Exercise Price Per Share
Balance at December 31, 2016	406,241	\$ 6.78
Exercised	(271,451)	6.48
Balance at December 31, 2017	134,790	7.39
Exercised	(16,390 )	6.99
Balance at December 31, 2018	118,400	\$ 7.44

As of December 31, 2018, the aggregate intrinsic value of options that were outstanding and exercisable was \$91.

Non-vested share activity for the years ended December 31, 2018 and 2017, is as follows:

	Number of Shares	Weighted-Average Grant-Date Fair Value Per Share
Balance at December 31, 2016	3,151,310	\$ 8.09
Granted	777,900	6.83
Vested	(161,912 )	8.90
Balance at December 31, 2017	3,767,298	7.79
Granted	899,614	6.55
Vested	(618,383 )	9.70
Forfeited	(593,452 )	6.59
Balance at December 31, 2018	3,455,077	\$ 7.34

During 2018 and 2017, the Company granted common shares to certain employees and trustees as follows:

	2018	2017
Performance Shares <sup>(1)</sup>		
Shares issued:		
Index - 1Q	331,025	106,706
Peer - 1Q	331,019	106,705
Index - 2Q		163,466
Peer - 2Q		163,463

Grant date fair value per share:<sup>(2)</sup>

Index - 1Q	\$5.81	\$6.82
Peer - 1Q	\$5.37	\$6.34
Index - 2Q		\$4.05
Peer - 2Q		\$4.27

Non-Vested Common Shares:<sup>(3)</sup>

Shares issued	237,570	237,560
Grant date fair value	\$2,190	\$2,551

The shares vest based on the Company's total shareholder return growth after a three-year measurement period relative to an index and a group of Company peers. Dividends will not be paid on these grants until earned. Once (1) the performance criteria are met and the actual number of shares earned is determined, such shares vest immediately. During 2018, 116,926 of the 642,029 performance shares issued in 2015 vested.

(2) The fair value of grants was determined at the grant date using a Monte Carlo simulation model.

(3) The shares vest ratably over a three-year service period.

85

---

Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

In addition, during 2018, 2017 and 2016, the Company issued 66,318, 57,334, and 50,816, respectively, of fully vested common shares to non-management members of the Company's Board of Trustees with a fair value of \$599, \$596, and \$427, respectively.

As of December 31, 2018, of the remaining 3,455,077 non-vested shares, 1,495,608 are subject to time-based vesting and 1,959,469 are subject to performance-based vesting. At December 31, 2018, there are 4,012,870 awards available for grant. The Company has \$7,915 in unrecognized compensation costs relating to the non-vested shares that will be charged to compensation expense over an average of approximately 2.1 years.

The Company has established a trust for certain officers in which vested common shares granted for the benefit of the officers are deposited. The officers exert no control over the common shares in the trust and the common shares are available to the general creditors of the Company. As of December 31, 2018 and 2017, there were 427,531 common shares in the trust.

The Company sponsors a 401(k) retirement savings plan covering all eligible employees. The Company makes a discretionary matching contribution on a portion of employee participant salaries and, based on its profitability, may make an additional discretionary contribution at each fiscal year end to all eligible employees. These discretionary contributions are subject to vesting under a schedule providing for 25% annual vesting starting with the first year of employment and 100% vesting after four years of employment. Approximately \$397, \$439 and \$357 of contributions are applicable to 2018, 2017 and 2016, respectively.

During 2018, 2017 and 2016, the Company recognized \$6,901, \$8,333 and \$8,415, respectively, in expense relating to scheduled vesting and issuance of common share grants.

(15) Related Party Transactions

The Company has an indemnity obligation to Vornado Realty Trust ("VNO"), one of its significant shareholders, with respect to actions by the Company that affect Vornado Realty Trust's status as a REIT.

All related party transactions are approved by the independent members of the Company's Board of Trustees or the Audit Committee as provided for in the Company's Code of Business Conduct and Ethics.

The Company leased a property to an entity in which VNO, a significant shareholder, has an interest. During 2017 and 2016, the Company recognized \$234 and \$236, respectively, in rental revenue from this property. This property was sold in 2017. The Company leases its corporate office from an affiliate of Vornado Realty Trust. Rent expense for this property was \$1,192, \$1,179 and \$1,176 in 2018, 2017 and 2016, respectively.

In connection with efforts, on a non-binding basis, to procure non-recourse mezzanine financing from an affiliate of the Company's Chairman, pursuant to the terms of the EB-5 visa program administered by the United States Citizenship and Immigration Services ("USCIS"), for a joint venture investment in Houston, Texas, in which the Company has an investment, the Company executed a guaranty in favor of an affiliate of its Chairman. The guaranty provided that the Company will reimburse investors providing the funds for such financing if the following occurs: (1) the joint venture receives such funds, (2) the USCIS denies the financing solely because the project is not permitted under the EB-5 visa program, and (3) the joint venture fails to return such funds. During 2017, USCIS approved the project, and the guaranty terminated by its terms. In 2018, the joint venture obtained \$8,500 of EB-5 mezzanine financing from an affiliate of the Company's Chairman. The joint venture reimbursed the Chairman's affiliate \$150 for its expenses. Under an indemnity agreement, the joint venture is required to pay an affiliate of the Company's Chairman 0.625% of the outstanding principal amount of the EB-5 mezzanine financing per annum.

In addition, during 2017, the Company obtained non-recourse mezzanine financing in the initial amount of \$8,000 from an affiliate of the Company's Chairman, pursuant to the terms of the EB-5 visa program administered by the USCIS, for an investment in Charlotte, North Carolina. In January 2018, the Company obtained an additional \$500 of financing proceeds. The Company reimbursed the Chairman's affiliate approximately \$105 for its expenses and paid a \$128 structuring fee to the Chairman's affiliate. The property was subsequently contributed to, and the financing

assumed by, NNN JV.

86

---

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

## (16) Income Taxes

The provision for income taxes relates primarily to the taxable income of the Company's taxable REIT subsidiaries. The earnings, other than in taxable REIT subsidiaries, of the Company are not generally subject to federal income taxes at the Company level due to the REIT election made by the Company.

Income taxes have been provided for on the asset and liability method. Under the asset and liability method, deferred income taxes are recognized for the temporary differences between the financial reporting basis and the tax basis of assets and liabilities.

The Company's provision for income taxes for the years ended December 31, 2018, 2017 and 2016 is summarized as follows:

	2018	2017	2016
Current:			
Federal	\$(60 )	\$(107 )	\$(140 )
State and local	(1,668 )	(1,810 )	(1,299 )
NOL utilized	—	—	59
Deferred:			
Federal	—	—	(44 )
State and local	—	—	(15 )
	\$(1,728)	\$(1,917)	\$(1,439)

The income tax provision differs from the amount computed by applying the statutory federal income tax rate to pre-tax operating income as follows:

	2018	2017	2016
Federal provision at statutory tax rate (21% for 2018 and 34% for 2017 and 2016)	\$(65 )	\$(182 )	\$(154 )
State and local taxes, net of federal benefit	(11 )	(40 )	(30 )
Other	(1,652 )	(1,695 )	(1,255 )
	\$(1,728)	\$(1,917)	\$(1,439)

For the years ended December 31, 2018, 2017 and 2016, the "other" amount is comprised primarily of state franchise taxes of \$1,679, \$1,598 and \$1,252, respectively.

A summary of the average taxable nature of the Company's common dividends for each of the years in the three-year period ended December 31, 2018, is as follows:

	2018	2017	2016
Total dividends per share	\$0.710	\$0.700	\$0.685
Ordinary income	87.89 %	59.93 %	96.73 %
Qualifying dividend	0.14 %	0.15 %	0.22 %
Capital gain	—	—	—
Return of capital	11.97 %	39.92 %	3.05 %
	100.00 %	100.00 %	100.00 %



Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

A summary of the average taxable nature of the Company's dividend on shares of its Series C Preferred for each of the years in the three-year period ended December 31, 2018, is as follows:

	2018	2017	2016
Total dividends per share	\$3.25	\$3.25	\$3.25
Ordinary income	99.84 %	99.75 %	99.78 %
Qualifying dividend	0.16 %	0.25 %	0.22
Capital gain	—	—	—
Return of capital	—	—	—
	100.00%	100.00%	100.00%

## (17) Commitments and Contingencies

In addition to the commitments and contingencies disclosed elsewhere, the Company has the following commitments and contingencies.

The Company is obligated under certain tenant leases, including its proportionate share for leases for non-consolidated entities, to fund the expansion of the underlying leased properties. The Company, under certain circumstances, may guarantee to tenants the completion of base building improvements and the payment of tenant improvement allowances and lease commissions on behalf of its subsidiaries.

The Company and LCIF are parties to a funding agreement under which the Company may be required to fund distributions made on account of LCIF's OP units. Pursuant to the funding agreement, the parties agreed that, if LCIF does not have sufficient cash available to make a quarterly distribution to its limited partners in an amount in accordance with the partnership agreement, Lexington will fund the shortfall. Payments under the agreement will be made in the form of loans to LCIF and will bear interest at prevailing rates as determined by the Company in its discretion but, no less than the applicable federal rate. LCIF's right to receive these loans will expire if no OP units remain outstanding and all such loans are repaid. No amounts have been advanced under this agreement.

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

Cummins Inc. v. Lexington Columbus (Jackson Street) L.P. and Wells Fargo Bank, N.A. (State of Indiana, County of Bartholomew, in the Bartholomew Superior Court). On October 25, 2018, Cummins Inc., the tenant in the Company's Columbus, Indiana office building, filed a complaint for declaratory relief against Lexington Columbus (Jackson Street) L.P., the Company's property owner subsidiary, and Wells Fargo Bank, N.A., the trustee for the noteholders with a security interest in the office building. Under the subject lease, Cummins Inc.'s tenancy extends through July 31, 2024, with options to further extend for additional time periods. Despite failing to timely exercise a purchase option for the office building that was expressly due by July 15, 2018, where time was of the essence, Cummins Inc. has asked the court for a declaration that it is entitled to purchase the building at the option price and to terminate the lease effective July 31, 2019. Cummins Inc. does not dispute that it failed to comply with the requirements of the purchase option, but alleges that it is entitled to relief under several equitable theories. Lexington Columbus (Jackson Street) L.P. filed a motion to dismiss the complaint on January 8, 2019. The Company believes that Indiana law supports the Company's right to retain ownership of the building, and the Company intends to vigorously defend this

claim.

As of December 31, 2018, the Company maintained an executive severance policy and entered into related agreements with certain of its executive officers whereby the Company's executives are entitled to severance benefits upon certain events. In January 2018, the Company entered into retirement agreements with two of its then executive officers. One of the retirement agreements provides for contingent payments, not to exceed \$795, in 2020 following the receipt of certain incentive fees by the Company, if any. As of December 31, 2018, \$89 of these contingent payments was earned.

88

---

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

## (18) Supplemental Disclosure of Statement of Cash Flow Information

	2018	2017	2016
Reconciliation of cash, cash equivalents and restricted cash:			
Cash and cash equivalents at beginning of period	\$ 107,762	\$ 86,637	\$ 93,249
Restricted cash at beginning of period	4,394	31,142	10,637
Cash, cash equivalents and restricted cash at beginning of period	\$ 112,156	\$ 117,779	\$ 103,886
Cash and cash equivalents at end of period	\$ 168,750	\$ 107,762	\$ 86,637
Restricted cash at end of period	8,497	4,394	31,142
Cash, cash equivalents and restricted cash at end of period	\$ 177,247	\$ 112,156	\$ 117,779

In addition to disclosures discussed elsewhere, during 2018, 2017 and 2016, the Company paid \$76,562, \$75,069 and \$87,692, respectively, for interest and \$2,025, \$2,340 and \$1,240, respectively, for income taxes.

During 2017 and 2016, the Company conveyed its interests in certain properties to its lenders in full satisfaction of the \$12,616 and \$21,582, respectively, non-recourse mortgage notes payable. In addition, during 2016, the Company sold its interests in certain properties, which included the assumption by the buyers of the related non-recourse mortgage debt in the aggregate amount of \$242,269.

## (19) Unaudited Quarterly Financial Data

	3/31/2018	6/30/2018	9/30/2018	12/31/2018
Total gross revenues	\$ 102,637	\$ 105,493	\$ 99,958	\$ 87,251
Net income (loss)	\$(14,823 )	\$(795 )	\$ 220,850	\$ 25,674
Net income (loss) attributable to common shareholders	\$(15,957 )	\$(3,327 )	\$ 216,190	\$ 23,796
Net income (loss) attributable to common shareholders - basic per share	\$(0.07 )	\$(0.01 )	\$ 0.91	\$ 0.10
Net income (loss) attributable to common shareholders - diluted per share	\$(0.07 )	\$(0.01 )	\$ 0.90	\$ 0.10
	3/31/2017	6/30/2017	9/30/2017	12/31/2017
Total gross revenues	\$ 96,099	\$ 95,684	\$ 97,689	\$ 102,169
Net income	\$ 42,220	\$ 7,365	\$ 5,596	\$ 31,448
Net income attributable to common shareholders	\$ 40,397	\$ 5,519	\$ 3,916	\$ 29,235
Net income attributable to common shareholders - basic per share	\$ 0.17	\$ 0.02	\$ 0.02	\$ 0.12
Net income attributable to common shareholders - diluted per share	\$ 0.17	\$ 0.02	\$ 0.02	\$ 0.12

The sum of the quarterly income (loss) attributable to common shareholders and per common share amounts may not equal the full year amounts primarily because the computations of amounts allocated to participating securities and the weighted-average number of common shares of the Company outstanding for each quarter and the full year are made independently.

Table of Contents

LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(\$000, except share/unit data)

(20) Subsequent Events

Subsequent to December 31, 2018 and in addition to disclosures elsewhere in the financial statements, the Company:

– sold a consolidated property for

\$79,300;

acquired two industrial properties for an aggregate purchase price of approximately \$58,000;

repurchased and retired 441,581 common shares at an average price of \$8.13 per common share;

replaced the Company's revolving credit facility and the 2021 term loan with a new revolving credit facility and the continuation of the 2021 term loan, which extended the maturity of the revolving credit facility to February 2023 and

reduced the applicable margin rates on the revolving credit facility and 2021 term loan;

entered into an agreement to purchase upon completion the expansion of the Company's property in Richland, Washington for \$67,000; and

declared a quarterly common share dividend of \$0.1025 per common share.

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## Real Estate and Accumulated Depreciation and Amortization

## Schedule III (\$000)

Description	Location	Encumbrances	Land and Land Estates	Buildings and Improvements	Total	Accumulated Depreciation and Amortization <sup>(1)</sup>	Date Acquired	Date Constructed
Single-tenant properties								
Industrial	Anniston, AL	\$	—\$1,201	\$ 16,771	\$17,972	\$ 3,159	Dec-14	—
Industrial	Moody, AL	—	654	9,943	10,597	7,757	Feb-04	—
Industrial	Opelika, AL	—	134	31,734	31,868	1,952	Jul-17	2017
Industrial	Goodyear, AZ	—	5,247	36,115	41,362	138	Nov-18	—
Industrial	Orlando, FL	—	1,030	10,869	11,899	3,678	Dec-06	—
Industrial	Tampa, FL	—	2,160	8,526	10,686	6,723	Jul-88	—
Industrial	Lavonia, GA	6,647	171	7,657	7,828	1,371	Sep-12	—
Industrial	McDonough, GA	—	5,441	52,762	58,203	3,101	Aug-17	—
Industrial	McDonough, GA	—	2,463	24,811	27,274	7,820	Dec-06	—
Industrial	Thomson, GA	—	909	7,746	8,655	1,368	May-15	2015
Industrial	Edwardsville, IL	—	4,593	34,362	38,955	2,838	Dec-16	—
Industrial	Edwardsville, IL	—	3,649	41,310	44,959	932	Jun-18	—
Industrial	Rantoul, IL	—	1,304	32,562	33,866	4,473	Jan-14	2014
Industrial	Rockford, IL	—	371	2,619	2,990	861	Dec-06	—
Industrial	Rockford, IL	—	509	5,289	5,798	1,740	Dec-06	—
Industrial	Romeoville, IL	—	7,524	40,167	47,691	3,458	Dec-16	—
Industrial	Lafayette, IN	—	662	15,578	16,240	1,000	Oct-17	—
Industrial	Lebanon, IN	—	2,100	29,443	31,543	2,317	Feb-17	—
Industrial	New Century, KS	—	—	13,198	13,198	1,079	Feb-17	—
Industrial	Dry Ridge, KY	—	560	12,553	13,113	5,889	Jun-05	—
Industrial	Elizabethtown, KY	—	352	4,862	5,214	2,281	Jun-05	—
Industrial	Elizabethtown, KY	—	890	26,868	27,758	12,605	Jun-05	—
Industrial	Hopkinsville, KY	—	631	16,154	16,785	8,063	Jun-05	—
Industrial	Owensboro, KY	—	393	11,956	12,349	6,474	Jun-05	—
Industrial	Owensboro, KY	—	819	2,439	3,258	1,092	Dec-06	—
Industrial	Shreveport, LA	—	860	21,840	22,700	6,438	Mar-07	—
Industrial	Shreveport, LA	—	1,078	10,134	11,212	2,423	Jun-12	2012
Industrial	North Berwick, ME	381	1,383	35,659	37,042	10,660	Dec-06	—
Industrial	Detroit, MI	—	1,133	25,009	26,142	3,903	Jan-16	—
Industrial	Kalamazoo, MI	—	1,942	14,169	16,111	3,606	Sep-12	—
Industrial	Marshall, MI	—	143	4,302	4,445	2,884	Sep-12	—
Industrial	Plymouth, MI	—	2,296	15,795	18,091	6,497	Jun-07	—
Industrial	Romulus, MI	—	2,438	33,786	36,224	2,069	Nov-17	—
Industrial	Warren, MI	25,850	972	42,521	43,493	2,073	Nov-17	—
Industrial	Minneapolis, MN	—	1,886	1,922	3,808	381	Sep-12	—
Industrial	Byhalia, MS	—	1,006	35,795	36,801	6,241	May-11	2011
Industrial	Byhalia, MS	—	1,751	31,236	32,987	2,274	Sep-17	—
Industrial	Canton, MS	—	5,077	71,289	76,366	12,950	Mar-15	—
Industrial	Olive Branch, MS	—	2,500	42,538	45,038	1,471	Apr-18	—
Industrial	Olive Branch, MS	—	198	10,276	10,474	7,539	Dec-04	—
Industrial	Olive Branch, MS	—	1,958	38,687	40,645	1,342	Apr-18	—

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

Industrial	Lumberton, NC	—	405	12,049	12,454	4,651	Dec-06	—
Industrial	Shelby, NC	—	1,421	18,862	20,283	5,300	Jun-11	2011
Industrial	Statesville, NC	—	891	16,771	17,662	5,751	Dec-06	—
Industrial	Durham, NH	—	3,464	18,094	21,558	7,002	Jun-07	—
Industrial	North Las Vegas, NV	—	3,244	21,732	24,976	2,949	Jul-13	2014
Industrial	Erwin, NY	—	1,648	12,514	14,162	2,977	Sep-12	—
Industrial	Long Island City, NY	39,994	—	42,759	42,759	16,584	Mar-13	2013
Industrial	Chillicothe, OH	—	735	9,021	9,756	3,076	Oct-11	—
Industrial	Cincinnati, OH	—	1,049	8,784	9,833	3,075	Dec-06	—
Industrial	Columbus, OH	—	1,990	10,767	12,757	4,194	Dec-06	—
Industrial	Glenwillow, OH	—	2,228	24,530	26,758	7,774	Dec-06	—
Industrial	Hebron, OH	—	1,063	4,947	6,010	2,013	Dec-97	—
Industrial	Hebron, OH	—	1,681	8,179	9,860	3,606	Dec-01	—
Industrial	Streetsboro, OH	16,565	2,441	25,282	27,723	9,629	Jun-07	—
Industrial	Wilsonville, OR	—	6,815	32,380	39,195	3,188	Sep-16	—
Industrial	Bristol, PA	—	2,508	15,863	18,371	7,694	Mar-98	—

Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## Real Estate and Accumulated Depreciation and Amortization

## Schedule III (\$000) - continued

Description	Location	Encumbrances	Land and Land Estates	Buildings and Improvements	Total	Accumulated Depreciation and Amortization <sup>(1)</sup>	Date Acquired	Date Constructed
Industrial	Chester, SC	6,569	1,629	8,470	10,099	1,959	Sep-12	—
Industrial	Laurens, SC	—	5,552	21,908	27,460	7,834	Jun-07	—
Industrial	Spartanburg, SC	—	1,447	23,744	25,191	426	Aug-18	—
Industrial	Cleveland, TN	—	1,871	29,743	31,614	2,163	May-17	—
Industrial	Crossville, TN	—	545	6,999	7,544	4,571	Jan-06	—
Industrial	Franklin, TN	—	—	5,673	5,673	3,057	Sep-12	—
Industrial	Jackson, TN	—	1,454	49,026	50,480	2,624	Sep-17	—
Industrial	Lewisburg, TN	—	173	10,865	11,038	1,583	May-14	—
Industrial	Memphis, TN	—	1,054	11,538	12,592	11,487	Feb-88	—
Industrial	Millington, TN	—	723	19,383	20,106	12,951	Apr-05	—
Industrial	Smyrna, TN	—	1,793	93,940	95,733	5,154	Sep-17	—
Industrial	Arlington, TX	—	589	7,739	8,328	1,604	Sep-12	—
Industrial	Brookshire, TX	—	2,388	16,614	19,002	2,915	Mar-15	—
Industrial	Carrollton, TX	—	3,228	15,769	18,997	330	Sep-18	—
Industrial	Grand Prairie, TX	—	3,166	17,985	21,151	1,170	Jun-17	—
Industrial	Houston, TX	—	4,674	19,540	24,214	8,016	Mar-15	—
Industrial	Houston, TX	—	15,055	57,949	73,004	10,371	Mar-13	—
Industrial	Missouri City, TX	—	14,555	55,895	20,450	5,615	Apr-12	—
Industrial	Pasadena, TX	—	4,057	17,810	21,867	271	Aug-18	—
Industrial	San Antonio, TX	—	1,311	36,644	37,955	2,364	Jun-17	—
Industrial	Chester, VA	—	8,544	53,067	61,611	220	Dec-18	—
Industrial	Winchester, VA	—	1,988	32,536	34,524	1,392	Dec-17	—
Industrial	Winchester, VA	—	3,823	12,276	16,099	4,311	Jun-07	—
Industrial	Bingen, WA	—	—	18,075	18,075	4,269	May-14	2014
Industrial	Richland, WA	110,000	1,293	126,947	128,240	6,632	Nov-15	—
Industrial	Oak Creek, WI	—	3,015	15,300	18,315	2,352	Jul-15	2015
Multi-tenant/vacant properties								
Industrial	Plymouth, IN	—	254	8,101	8,355	1,816	Sep-12	—
Industrial	Henderson, NC	—	1,488	5,953	7,441	2,549	Nov-01	—
Industrial	Duncan, SC	—	884	8,626	9,510	2,604	Jun-07	—
Industrial	Antioch, TN	—	3,847	12,659	16,506	3,479	May-07	—
Industrial	Memphis, TN	—	—	—	—	—	Dec-06	—
Single-tenant properties								
Office	Glendale, AZ	—	9,418	8,394	17,812	4,229	Sep-12	—
Office	Tempe, AZ	—	—	13,086	13,086	3,035	Sep-12	—
Office	Tucson, AZ	—	681	4,037	4,718	1,103	Sep-12	—
Office	Palo Alto, CA	32,188	12,398	16,977	29,375	23,153	Dec-06	—
Office	Boca Raton, FL	18,785	4,290	17,160	21,450	6,811	Feb-03	—
Office	Orlando, FL	—	3,538	9,353	12,891	6,908	Jan-07	—
Office	McDonough, GA	—	693	6,405	7,098	1,601	Sep-12	—
Office	Meridian, ID	—	2,255	8,144	10,399	2,555	Sep-12	—
Office	Columbus, IN	7,301	235	45,729	45,964	37,145	Dec-06	—

Edgar Filing: LEXINGTON REALTY TRUST - Form 10-K

Office	Indianapolis, IN	—	1,700	18,719	20,419	14,193	Apr-05	—
Office	Lenexa, KS	8,153	2,828	6,075	8,903	1,827	Sep-12	—
Office	Lenexa, KS	31,698	6,909	41,966	48,875	15,556	Jul-08	—
Office	Baton Rouge, LA	—	1,252	11,926	13,178	5,187	May-07	—
Office	Oakland, ME	8,138	551	8,774	9,325	2,282	Sep-12	—
Office	Auburn Hills, MI	—	4,416	30,012	34,428	5,573	Mar-15	—
Office	Kansas City, MO	15,272	1,525	7,691	9,216	209	Jun-07	—
Office	Pascagoula, MS	—	618	3,677	4,295	1,009	Sep-12	—
Office	Wall, NJ	8,847	8,985	26,961	35,946	15,722	Jan-04	—
Office	Whippany, NJ	12,156	4,063	19,711	23,774	9,828	Nov-06	—
Office	Redmond, OR	—	2,064	8,316	10,380	2,272	Sep-12	—
Office	Philadelphia, PA	—	13,209	61,011	74,220	43,083	Jun-05	—
Office	Florence, SC	—	774	3,629	4,403	727	Feb-12	2012
Office	Fort Mill, SC	—	3,601	16,306	19,907	6,290	Dec-02	—
Office	Fort Mill, SC	—	1,798	26,947	28,745	19,565	Nov-04	—
Office	Knoxville, TN	—	621	6,487	7,108	1,643	Sep-12	—



Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## Real Estate and Accumulated Depreciation and Amortization

## Schedule III (\$000) - continued

Description	Location	Encumbrances	Land and Buildings		Total	Accumulated Depreciation and Amortization <sup>(1)</sup>	Date Acquired	Date Constructed
			Land Estates	Buildings and Improvements				
Office	Arlington, TX	—	1,274	15,309	16,583	3,489	Sep-12	—
Office	Houston, TX	—	1,875	10,959	12,834	8,345	Apr-05	—
Office	Lake Jackson, TX	187,980	7,435	141,436	148,871	12,105	Nov-16	2016/2017
Office	Mission, TX	—	2,556	2,911	5,467	1,038	Sep-12	—
Office	Westlake, TX	—	2,361	26,631	28,992	13,421	May-07	—
Office	Herndon, VA	—	5,127	25,293	30,420	11,353	Dec-99	—
Multi-tenant/vacant properties								
Office	Phoenix, AZ	—	1,096	6,193	7,289	229	Nov-01	—
Office	Overland Park, KS	32,112	2,025	10,976	13,001	4,242	Jun-07	—
Office	Charleston, SC	6,878	1,189	9,419	10,608	4,651	Nov-06	—
Office	Farmers Branch, TX	—	3,984	32,842	36,826	14,111	Jun-07	—
Office	Houston, TX	—	800	27,667	28,467	21,686	Apr-05	—
Single-tenant properties								
Other	Venice, FL	—	4,696	11,753	16,449	9,071	Jan-15	—
Other	Baltimore, MD	—	4,605	—	4,605	—	Dec-06	—
Other	Baltimore, MD	—	5,000	—	5,000	—	Dec-15	—
Other	Pataskala, OH	—	3,605	—	3,605	—	Dec-18	—
Other	Lawton, OK	—	663	1,288	1,951	587	Dec-06	—
Other	Paris, TN	—	247	547	794	240	Dec-06	—
Other	Danville, VA	—	3,454	—	3,454	—	Oct-13	—
Multi-tenant/vacant properties								
Other	Albany, GA	—	455	1,206	1,661	17	Oct-13	2013
Other	Honolulu, HI	—	8,259	7,414	15,673	6,025	Dec-06	—
Other	Watertown, NY	—	270	2,333	2,603	52	May-07	—
Other	Fairlea, WV	—	79	216	295	4	May-07	—
Construction in progress		—	—	—	1,840	—	—	—
Deferred loan costs, net		(5,094)						
		\$ 570,420	\$ 341,848	\$ 2,746,446	\$ 3,090,134	\$ 722,644		

(1) Depreciation and amortization expense is calculated on a straight-line basis over the following lives:

Building and improvements Up to 40 years

Land estates Up to 51 years

Tenant improvements Shorter of useful life or term of related lease



Table of Contents

## LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES

## Real Estate and Accumulated Depreciation and Amortization

## Schedule III (\$000) - continued

The initial cost includes the purchase price paid directly or indirectly by the Company. The total cost basis of the Company's properties at December 31, 2018 for federal income tax purposes was approximately \$3.8 billion.

	2018	2017	2016
Reconciliation of real estate, at cost:			
Balance at the beginning of year	\$3,936,459	\$3,533,172	\$3,789,711
Additions during year	310,207	676,355	291,004
Properties sold and impaired during the year	(1,091,956 )	(270,241 )	(527,597 )
Other reclassifications	(64,576 )	(2,827 )	(19,946 )
Balance at end of year	\$3,090,134	\$3,936,459	\$3,533,172
Reconciliation of accumulated depreciation and amortization:			
Balance at the beginning of year	\$890,969	\$844,931	\$812,207
Depreciation and amortization expense	136,571	139,493	128,384
Accumulated depreciation and amortization of properties sold and impaired during year	(290,938 )	(93,455 )	(86,428 )
Other reclassifications	(13,958 )	—	(9,232 )
Balance at end of year	\$722,644	\$890,969	\$844,931

Table of Contents

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure  
Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) or 15d-15(e) under the Exchange Act), as of the end of the period covered by this Annual Report, was made under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer who are our Principal Executive Officer and our Principal Financial Officer, respectively. Management, including our Chief Executive Officer and our Chief Financial Officer, has concluded that our disclosure controls and procedures were effective as of December 31, 2018.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2018. Our system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of published financial statements in accordance with U.S. generally accepted accounting principles. Our system of internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles and that receipts and expenditures are being made only in accordance with authorizations of our management and the members of our Board of Trustees; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance that financial statements are fairly presented in accordance with U.S. generally accepted accounting principles.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In assessing the effectiveness of our internal control over financial reporting, management used as guidance the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon the assessment performed, management has concluded that our internal control over financial reporting was effective as of December 31, 2018.

Our independent registered public accounting firm, Deloitte & Touche LLP, which audited the financial statements included in this Annual Report on Form 10-K that contain the disclosure required by this Item, independently assessed the effectiveness of the Company's internal control over financial reporting. Deloitte & Touche LLP has issued an unqualified report on the Company's internal control over financial reporting, which is included in “Financial Statements and Supplementary Data” in Part II, Item 8 of this Annual Report.

Changes in Internal Control Over Financial Reporting

During the fourth quarter ended December 31, 2018, we operated and tested the previously reported remediation plan resulting from the material weakness reported as of December 31, 2016. Other than the operation and testing of such remediation plan, there were no other changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the fourth quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Not applicable.

Table of Contents

PART III.

Item 10. Directors, Executive Officers and Corporate Governance

The information relating to our Code of Business Conduct and Ethics, is included in Part I, Item 1 of this Annual Report. The information relating to our trustees, including the audit committee of our Board of Trustees and our Audit Committee financial expert, and certain information relating to our executive officers, trustees and trustee independence will be in our Definitive Proxy Statement for our 2019 Annual Meeting of Shareholders, which we refer to as our Proxy Statement, and is incorporated herein by reference.

Item 11. Executive Compensation

The information required to be furnished pursuant to this item will be set forth under the appropriate captions in the Proxy Statement, and is incorporated herein by reference.

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

The information required to be furnished pursuant to this item will be set forth under the appropriate captions in the Proxy Statement, and is incorporated herein by reference.

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

The information required to be furnished pursuant to this item will be set forth under the appropriate captions in the Proxy Statement, and is incorporated herein by reference. In addition, certain information regarding related party transactions is set forth in note 16 to the Company's Consolidated Financial Statements in "Financial Statements and Supplementary Data" in Part II, Item 8 of this Annual Report.

Item 14. Principal Accounting Fees and Services

The information required to be furnished pursuant to this item will be set forth under the appropriate captions in the Proxy Statement, and is incorporated herein by reference.

Table of Contents

## PART IV.

## Item 15. Exhibits, Financial Statement Schedules

	Page
(a)(1) Financial Statements	<u>55</u>
(2) Financial Statement Schedules	<u>91</u>
(3) Exhibits	<u>97</u>
Exhibit No.	Description
<u>3.1</u>	<u>Articles of Merger and Amended and Restated Declaration of Trust of the Company, dated December 31, 2006 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 8, 2007 (the "01/08/07 8-K"))(1)</u>
<u>3.2</u>	<u>Articles Supplementary Relating to the Reclassification of 8.05% Series B Cumulative Redeemable Preferred Stock, par value \$0.0001 per share, and 7.55% Series D Cumulative Redeemable Preferred Stock, par value \$0.0001 per share (filed as Exhibit 3.4 to the Company's Current Report on Form 8-K filed November 21, 2013)(1)</u>
<u>3.3</u>	<u>Amended and Restated By-laws of the Company (filed as Exhibit 3.2 to the 01/08/07 8-K)(1)</u>
<u>3.4</u>	<u>First Amendment to Amended and Restated By-laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 20, 2009)(1)</u>
<u>3.5</u>	<u>Second Amendment to the Amended and Restated By-laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed April 3, 2017)(1)</u>
<u>3.6</u>	<u>Sixth Amended and Restated Agreement of Limited Partnership of LCIF, dated as of December 30, 2013 (filed as Exhibit 3.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)(1)</u>
<u>4.1</u>	<u>Specimen of Common Shares Certificate of the Company (filed as Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006)(1)</u>
<u>4.2</u>	<u>Form of 6.50% Series C Cumulative Convertible Preferred Stock certificate (filed as Exhibit 4.1 to the Company's Registration Statement on Form 8A filed December 8, 2004)(1)</u>
<u>4.3</u>	<u>Amended and Restated Trust Agreement, dated March 21, 2007, among the Company, The Bank of New York Trust Company, National Association ("BONY"), The Bank of New York (Delaware), the Administrative Trustees (as named therein) and the several holders of the Preferred Securities from time to time (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 27, 2007 (the "03/27/07 8-K"))(1)</u>
<u>4.4</u>	<u>Junior Subordinated Indenture, dated as of March 21, 2007, between the Company and BONY (filed as Exhibit 4.2 to the 03/27/07 8-K)(1)</u>
<u>4.5</u>	<u>Indenture, dated as of June 10, 2013, among the Company, certain subsidiaries of the Company signatories thereto, and U.S. Bank, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 13, 2013)(1)</u>
<u>4.6</u>	<u>First Supplemental Indenture, dated as of September 30, 2013, among the Company, certain subsidiaries of the Company signatories thereto, and U.S. Bank, as trustee (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on October 3, 2013)(1)</u>
<u>4.7</u>	<u>Indenture, dated as of May 9, 2014, among the Company, LCIF and U.S. Bank, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed May 13, 2014)(1)</u>
<u>4.8</u>	<u>First Supplemental Indenture, dated as of May 20, 2014 among the Company, LCIF and U.S. Bank, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed May 20, 2014)(1)</u>
<u>10.1</u>	<u>1994 Employee Stock Purchase Plan (1, 2)</u>
<u>10.2</u>	<u>Lexington Realty Trust Amended and Restated 2011 Equity-Based Award Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 18, 2017)(1, 4)</u>

10.3 Form of Compensation Agreement (Long-Term Compensation) between the Company and each of the following officers: Richard J. Rouse and Patrick Carroll (filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005 (the "2004 10-K"))(1, 4)

10.4 Form of Compensation Agreement (Bonus and Long-Term Compensation) between the Company and each of the following officers: E. Robert Roskind and T. Wilson Eglin (filed as Exhibit 10.16 to the 2004 10-K)(1, 4)

97

---

Table of Contents

- 10.5 Form of Share Option Award Agreement (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K/A filed on November 24, 2010 (the "11/24/10 8-K/A"))(1, 4)
- 10.6 Form of 2010 Share Option Award Agreement (filed as Exhibit 10.2 to the 11/24/10 8-K/A)(1, 4)
- 10.7 Form of December 2010 Share Option Award Agreement (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 6, 2011)(1, 4)
- 10.8 Amended and Restated Rabbi Trust Agreement, originally dated January 26, 1999 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed January 2, 2009)(1, 4)
- 10.9 Employment Agreement, dated as of September 11, 2014 and effective as of January 15, 2015, between the Company and T. Wilson Eglin (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed November 7, 2014 (the "09/30/14 10-Q"))(1, 4)
- 10.10 Employment Agreement, dated as of September 11, 2014 and effective as of January 15, 2015, between the Company and E. Robert Roskind (filed as Exhibit 10.2 to the 09/30/14 10-Q)(1, 4)
- 10.11 Employment Agreement, dated as of September 11, 2014 and effective as of January 15, 2015, between the Company and Richard J. Rouse (filed as Exhibit 10.3 to the 09/30/14 10-Q)(1, 4)
- 10.12 Employment Agreement, dated as of September 11, 2014 and effective as of January 15, 2015, between the Company and Patrick Carroll (filed as Exhibit 10.4 to the 09/30/14 10-Q)(1, 4)
- 10.13 Retirement Agreement, dated January 18, 2018, between the Company and Richard J. Rouse (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 19, 2018 (the "1/19/18 8-K"))(1, 4)
- 10.14 Retirement Agreement, dated January 18, 2018, between the Company and E. Robert Roskind (filed as Exhibit 10.2 to the 1/19/18 8-K)(1, 4)
- 10.15 Lexington Realty Trust Executive Severance Plan with related Severance Policy Agreements with E. Robert Roskind, T. Wilson Eglin, Patrick Carroll, Joseph S. Bonventre and Beth Boulerice (filed as Exhibit 10.3 to the 1/19/18 8-K)(1, 4)
- 10.16 Form of Long-Term Retention Nonvested Share Agreement (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 11, 2013)(1, 4)
- 10.17 Form of 2015 Nonvested Share Agreement (Performance and Service) (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 9, 2015)(1, 4)
- 10.18 Form of 2017 Nonvested Share Agreement (Performance and Service) (filed as Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016)(1, 4)
- 10.19 Form of Amended and Restated Indemnification Agreement between the Company and certain officers and trustees (filed as Exhibit 10.20 to the Company's Quarterly Report Form 10-Q for the quarter ended September 30, 2008)(1)
- 10.20 Funding Agreement, dated as of July 23, 2006, by and between LCIF and the Company (filed as Exhibit 99.4 to the Company's Current Report on Form 8-K filed on July 24, 2006)(1)
- 10.21 Letter Agreement among the Company (as successor by merger), Apollo Real Estate Investment Fund III, L.P., NKT Advisors LLC, Vornado Realty Trust, VNK Corp., Vornado Newkirk LLC, Vornado MLP GP LLC and WEM-Brynmawr Associates LLC (filed as Exhibit 10.15 to Amendment No. 5 to Newkirk Registration Statement on Form S-11/A filed October 28, 2005 ("Amendment No. 5 to NKT's S-11"))(1)
- 10.22 Amendment to the Letter Agreement among the Company (as successor by merger), Apollo Real Estate Investment Fund III, L.P., NKT Advisors LLC, Vornado Realty Trust, Vornado Realty L.P., VNK Corp., Vornado Newkirk LLC, Vornado MLP GP LLC, and WEM-Brynmawr Associates LLC (filed as Exhibit 10.25 to Amendment No. 5 to NKT's S-11)(1)
- 10.23 Second Amended and Restated Ownership Limit Waiver Agreement (Vornado), dated as of December 6, 2010, between the Company and Vornado Realty, L.P. (together with certain affiliates) (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 6, 2010)(1)
- 10.24 Credit Agreement, dated as of September 1, 2015, among the Company and LCIF, as borrowers, each of the financial institutions initially a signatory thereto together with their assignees pursuant to 12.5 therein, and KeyBank National Association, as agent (filed as Exhibit 10.1 to the Company's Current Report of Form 8-K



filed on September 1, 2015)(1)

10.25 First Amendment to Credit Agreement and Agreement Regarding Revolving Line Commitment and Term Loan Increases, dated as of September 29, 2017, among the Company and LCIF, as borrowers, and KeyBank National Association, as agent (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 2, 2017)(1)

10.26 Second Amendment to Credit Agreement, dated as of December 21, 2018, among the Company, as borrower, KeyBank National Association, as agent, and each of the lenders signatory thereto (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 28, 2018)(1)

98

---

Table of Contents

<u>10.27</u>	<u>Credit Agreement, dated as of February 6, 2019, among the Company, as borrower, each of the financial institutions initially signatory thereto together with their assignees pursuant to Section 12.5 therein and KeyBank, as agent (filed as Exhibit 10.1 to the Company's Current Report of Form 8-K filed on February 11, 2019)(1)</u>
<u>14</u>	<u>Code of Business Conduct and Ethics (2)</u>
<u>21</u>	<u>List of subsidiaries (2)</u>
<u>23.1</u>	<u>Consent of Deloitte &amp; Touche LLP (2)</u>
<u>23.2</u>	<u>Consent of KPMG LLP (2)</u>
<u>24</u>	<u>Power of Attorney (included on signature page)</u>
<u>31.1</u>	<u>Certification of Chief Executive Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (2)</u>
<u>31.2</u>	<u>Certification of Chief Financial Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (2)</u>
<u>32.1</u>	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)</u>
<u>32.2</u>	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)</u>
101.INS	<del>XBRL Instance Document (2, 5)</del>
101.SCH	<del>XBRL Taxonomy Extension Schema (2, 5)</del>
101.CAL	<del>XBRL Taxonomy Extension Calculation Linkbase (2, 5)</del>
101.DEF	<del>XBRL Taxonomy Extension Definition Linkbase Document (2, 5)</del>
101.LAB	<del>XBRL Taxonomy Extension Label Linkbase Document (2, 5)</del>
101.PRE	<del>XBRL Taxonomy Extension Presentation Linkbase Document (2, 5)</del>

(1) Incorporated by reference.

(2) Filed herewith.

This exhibit shall not be deemed “filed” for purposes of Section 11 or 12 of the Securities Act of 1933, as amended (the “Securities Act”), or Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or (3) otherwise subject to the liabilities of those sections, and shall not be part of any registration statement to which it may relate, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as set forth by specific reference in such filing or document.

(4) Management contract or compensatory plan or arrangement.

Attached as Exhibit 101 to this Annual Report on Form 10-K are the following materials, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets at December 31, 2018 and 2017; (ii) the Consolidated Statements of Operations for the years ended December 31, 2018, 2017 and 2016; (iii) the (5) Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2018, 2017 and 2016; (iv) the Consolidated Statements of Changes in Equity for the years ended December 31, 2018, 2017 and 2016; (v) the Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016; and (vi) Notes to Consolidated Financial Statements, detailed tagged.

Table of Contents

SIGNATURES

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

Lexington Realty Trust

Dated: March 12, 2019 By: /s/ T. Wilson Eglin  
T. Wilson Eglin  
Chief Executive Officer

100

---

Table of Contents

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints T. Wilson Eglin and Patrick Carroll, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Exchange Act of 1934 and any rules, regulations and requirements of the U.S. Securities and Exchange Commission in connection with this Annual Report on Form 10-K and any and all amendments hereto, as fully for all intents and purposes as he might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Signature	Title
/s/ E. Robert Roskind E. Robert Roskind	Chairman of the Board of Trustees of the Trust
/s/ T. Wilson Eglin T. Wilson Eglin	Chief Executive Officer, President and Trustee of the Trust (principal executive officer)
/s/ Patrick Carroll Patrick Carroll	Chief Financial Officer, Executive Vice President and Treasurer of the Trust (principal financial officer)
/s/ Beth Boulerice Beth Boulerice	Executive Vice President and Chief Accounting Officer of the Trust (principal accounting officer)
/s/ Richard S. Frary Richard S. Frary	Trustee of the Trust
/s/ Lawrence L. Gray Lawrence L. Gray	Trustee of the Trust
/s/ Jamie Handwerker Jamie Handwerker	Trustee of the Trust
/s/ Claire A. Koeneman Claire A. Koeneman	Trustee of the Trust
/s/ Howard Roth Howard Roth	Trustee of the Trust

Each dated: March 12, 2019