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Section 1: 10-Q (10-Q)

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

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the quarterly period ended September 30, 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 001-36113

COLUMBIA PROPERTY TRUST, INC.
(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

20-0068852

(I.R.S. Employer Identification Number)

**1170 Peachtree Street NE, Suite 600
Atlanta, Georgia 30309**
(Address of principal executive offices)
(Zip Code)

(404) 465-2200
(Registrant's telephone number, including area code)

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

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

Yes No

Indicate by check mark whether the registrant has submitted electronically 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 such files).

Yes No

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

| | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging Growth Company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Yes No

**Number of shares outstanding of the registrant's
only class of common stock, as of October 22, 2018: 117,984,195 shares**

FORM 10-Q
COLUMBIA PROPERTY TRUST, INC.
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this quarterly report on Form 10-Q of Columbia Property Trust, Inc. ("Columbia Property Trust," "we," "our," or "us"), other than historical facts may constitute "forward-looking statements" within the meaning of the Private Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934). Columbia Property Trust intends for all such forward-looking statements presented in this quarterly report on Form 10-Q ("Form 10-Q"), or that management may make orally or in writing from time to time, to be covered by the applicable safe harbor provisions for forward-looking statements contained in those acts.

Such statements in this current Form 10-Q include, among other things, information about possible or assumed future results of the business and our financial condition, liquidity, results of operations, plans, strategies, prospects, and objectives. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as "may," "will," "expect," "intend," "anticipate," "estimate," "believe," "continue," or other similar words. As forward-looking statements, these statements are subject to certain risks and uncertainties, including known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. These risks, uncertainties, and other factors include, without limitation:

- risks affecting the real estate industry (such as the inability to enter into new leases, dependence on tenants' financial condition, and competition from other owners of real estate);
- risks relating to our ability to maintain and increase property occupancy rates and rental rates;
- adverse economic or real estate market developments in our target markets;
- risks relating to the use of debt to fund acquisitions;
- availability and terms of financing;
- ability to refinance indebtedness as it comes due;
- sensitivity of our operations and financing arrangements to fluctuations in interest rates;
- reductions in asset valuations and related impairment charges;
- risks associated with joint ventures;
- risks relating to repositioning our portfolio;
- risks relating to construction and redevelopment activities;
- risks relating to acquisition and disposition activities;
- risks associated with our ability to continue to qualify as a real estate investment trust ("REIT");
- potential liability for uninsured losses and environmental contamination;
- potential adverse impact of market interest rates on the market price for our securities; and
- risks associated with our dependence on key personnel whose continued service is not guaranteed.

For further discussion of these and additional risks and uncertainties that may cause actual results to differ from expectation, see Item 1A, *Risk Factors*, in our Form 10-K for the year ended December 31, 2017. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, we can give no assurances that our expectations will be achieved. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this Form 10-Q is filed with the U.S. Securities and Exchange Commission ("SEC"). We do not intend to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The information furnished in the accompanying consolidated balance sheets and related consolidated statements of operations, comprehensive income, equity, and cash flows, reflects all normal and recurring adjustments that are, in management's opinion, necessary for a fair and consistent presentation of the aforementioned financial statements. The accompanying consolidated financial statements should be read in conjunction with the condensed notes to Columbia Property Trust's financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Quarterly Report on Form 10-Q, and with audited consolidated financial statements and the related notes for the year ended December 31, 2017. Columbia Property Trust's results of operations for the three and nine months ended September 30, 2018 are not necessarily indicative of the operating results expected for the full year.

COLUMBIA PROPERTY TRUST, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per-share amounts)

| | (Unaudited) | |
|--|-----------------------|----------------------|
| | September 30, 2018 | December 31, 2017 |
| Assets: | | |
| Real estate assets, at cost: | | |
| Land | \$ 817,975 | \$ 825,208 |
| Buildings and improvements, less accumulated depreciation of \$384,068 and \$388,796, as of September 30, 2018 and December 31, 2017, respectively | 1,897,284 | 2,063,419 |
| Intangible lease assets, less accumulated amortization of \$84,323 and \$94,065, as of September 30, 2018 and December 31, 2017, respectively | 97,199 | 199,260 |
| Construction in progress | 39,599 | 44,742 |
| Total real estate assets | 2,852,057 | 3,132,629 |
| Investments in unconsolidated joint ventures | 1,045,044 | 943,242 |
| Cash and cash equivalents | 15,596 | 9,567 |
| Tenant receivables, net of allowance for doubtful accounts of \$0 as of September 30, 2018 and December 31, 2017 | 2,815 | 2,128 |
| Straight-line rent receivable | 83,023 | 92,235 |
| Prepaid expenses and other assets | 31,316 | 27,683 |
| Intangible lease origination costs, less accumulated amortization of \$63,953 and \$57,465, as of September 30, 2018 and December 31, 2017, respectively | 35,626 | 42,959 |
| Deferred lease costs, less accumulated amortization of \$26,990 and \$26,464, as of September 30, 2018 and December 31, 2017, respectively | 66,258 | 141,096 |
| Investment in development authority bonds | 120,000 | 120,000 |
| Total assets | \$ 4,251,735 | \$ 4,511,539 |
| Liabilities: | | |
| Line of credit and notes payable, net of unamortized deferred financing costs of \$1,800 and \$2,991, as of September 30, 2018 and December 31, 2017, respectively | \$ 557,900 | \$ 971,185 |
| Bonds payable, net of discounts of \$1,349 and \$1,484 and unamortized deferred financing costs of \$4,306 and \$4,760, as of September 30, 2018 and December 31, 2017, respectively | 694,345 | 693,756 |
| Accounts payable, accrued expenses, and accrued capital expenditures | 52,725 | 125,002 |
| Dividends payable | — | 23,961 |
| Deferred income | 15,724 | 18,481 |
| Intangible lease liabilities, less accumulated amortization of \$20,753 and \$19,660, as of September 30, 2018 and December 31, 2017, respectively | 21,841 | 27,218 |
| Obligations under capital lease | 120,000 | 120,000 |
| Total liabilities | 1,462,535 | 1,979,603 |
| Commitments and Contingencies (Note 7) | — | — |
| Equity: | | |
| Common stock, \$0.01 par value, 225,000,000 shares authorized, 117,984,195 and 119,789,106 shares issued and outstanding, as of September 30, 2018 and December 31, 2017, respectively | 1,180 | 1,198 |
| Additional paid-in capital | 4,448,688 | 4,487,071 |
| Cumulative distributions in excess of earnings | (1,665,745) | (1,957,236) |
| Cumulative other comprehensive income | 5,077 | 903 |
| Total equity | 2,789,200 | 2,531,936 |
| Total liabilities and equity | \$ 4,251,735 | \$ 4,511,539 |

See accompanying notes.

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

| | (Unaudited) Three Months Ended September 30, | | (Unaudited) Nine Months Ended September 30, | |
|---|--|-------------------|---|-------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Revenues: | | | | |
| Rental income | \$ 64,476 | \$ 55,015 | \$ 195,556 | \$ 193,309 |
| Tenant reimbursements | 5,261 | 3,053 | 15,950 | 18,609 |
| Hotel income | — | — | — | 1,339 |
| Asset and property management fee income | 1,825 | 1,154 | 5,402 | 2,126 |
| Other property income | 1,778 | 1,140 | 5,512 | 1,992 |
| | <u>73,340</u> | <u>60,362</u> | <u>222,420</u> | <u>217,375</u> |
| Expenses: | | | | |
| Property operating costs | 21,000 | 18,567 | 66,512 | 64,503 |
| Hotel operating costs | — | — | — | 2,085 |
| Asset and property management fee expenses | 206 | 188 | 619 | 717 |
| Depreciation | 19,878 | 18,501 | 61,394 | 60,529 |
| Amortization | 7,920 | 6,870 | 24,559 | 24,518 |
| Impairment loss on real estate assets | — | — | 30,812 | — |
| General and administrative – corporate | 8,303 | 7,034 | 24,379 | 25,003 |
| General and administrative – unconsolidated joint ventures | 746 | 713 | 2,213 | 713 |
| | <u>58,053</u> | <u>51,873</u> | <u>210,488</u> | <u>178,068</u> |
| | <u>15,287</u> | <u>8,489</u> | <u>11,932</u> | <u>39,307</u> |
| Other Income (Expense): | | | | |
| Interest expense | (13,051) | (14,731) | (43,260) | (44,308) |
| Gain (loss) on extinguishment of debt | — | (280) | 23,713 | (325) |
| Interest and other income | 1,803 | 2,841 | 5,420 | 7,668 |
| Gain on sale of unconsolidated joint venture interests | — | — | 762 | — |
| | <u>(11,248)</u> | <u>(12,170)</u> | <u>(13,365)</u> | <u>(36,965)</u> |
| Income (loss) before income taxes, unconsolidated joint ventures, and sales of real estate | | | | |
| | <u>4,039</u> | <u>(3,681)</u> | <u>(1,433)</u> | <u>2,342</u> |
| Income tax benefit (expense) | (3) | (3) | (16) | 378 |
| Income (loss) from unconsolidated joint ventures | 2,393 | 2,853 | 5,937 | (849) |
| Income (loss) before sales of real estate | <u>6,429</u> | <u>(831)</u> | <u>4,488</u> | <u>1,871</u> |
| Gain on sales of real estate assets | — | 102,365 | — | 175,518 |
| Net income | <u>\$ 6,429</u> | <u>\$ 101,534</u> | <u>\$ 4,488</u> | <u>\$ 177,389</u> |
| Per-Share Information – Basic: | | | | |
| Net income | \$ 0.05 | \$ 0.84 | \$ 0.04 | \$ 1.46 |
| Weighted-average common shares outstanding – basic | <u>117,609</u> | <u>120,293</u> | <u>118,237</u> | <u>121,270</u> |
| Per-Share Information – Diluted: | | | | |
| Net income | \$ 0.05 | \$ 0.84 | \$ 0.04 | \$ 1.46 |
| Weighted-average common shares outstanding – diluted | <u>118,207</u> | <u>120,529</u> | <u>118,749</u> | <u>121,458</u> |
| Dividends per share | <u>\$ 0.20</u> | <u>\$ 0.20</u> | <u>\$ 0.60</u> | <u>\$ 0.60</u> |

See accompanying notes.

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

| | (Unaudited) | | (Unaudited) | |
|--|--------------------|-------------------|-------------------|-------------------|
| | Three Months Ended | | Nine Months Ended | |
| | September 30, | | September 30, | |
| | 2018 | 2017 | 2018 | 2017 |
| Net income | \$ 6,429 | \$ 101,534 | \$ 4,488 | \$ 177,389 |
| Market value adjustments to interest rate swap | 722 | 148 | 4,174 | 146 |
| Comprehensive income | <u>\$ 7,151</u> | <u>\$ 101,682</u> | <u>\$ 8,662</u> | <u>\$ 177,535</u> |

See accompanying notes.

COLUMBIA PROPERTY TRUST, INC.
CONSOLIDATED STATEMENTS OF EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 (UNAUDITED)
(in thousands, except per-share amounts)

| | Common Stock | | Additional Paid-In Capital | Cumulative Distributions in Excess of Earnings | Cumulative Other Comprehensive Income | Total Equity |
|--|----------------|-----------------|----------------------------------|---|--|---------------------|
| | Shares | Amount | | | | |
| Balance, December 31, 2017 | 119,789 | \$ 1,198 | \$ 4,487,071 | \$ (1,957,236) | \$ 903 | \$ 2,531,936 |
| Cumulative-effect adjustment for the adoption of ASU 2017-05 | — | — | — | 357,755 | — | 357,755 |
| Cumulative-effect adjustment for the adoption of ASU 2014-09 | — | — | — | 343 | — | 343 |
| Repurchases of common stock | (1,954) | (19) | (41,770) | — | — | (41,789) |
| Common stock issued to employees and directors, and amortized (net of income tax withholdings) | 149 | 1 | 3,387 | — | — | 3,388 |
| Distributions to common stockholders (\$0.60 per share) | — | — | — | (71,095) | — | (71,095) |
| Net income | — | — | — | 4,488 | — | 4,488 |
| Market value adjustment to interest rate swap | — | — | — | — | 4,174 | 4,174 |
| Balance, September 30, 2018 | 117,984 | \$ 1,180 | \$ 4,448,688 | \$ (1,665,745) | \$ 5,077 | \$ 2,789,200 |

| | Common Stock | | Additional Paid-In Capital | Cumulative Distributions in Excess of Earnings | Cumulative Other Comprehensive Income (Loss) | Total Equity |
|--|----------------|-----------------|----------------------------------|---|---|---------------------|
| | Shares | Amount | | | | |
| Balance, December 31, 2016 | 122,184 | \$ 1,221 | \$ 4,538,912 | \$ (2,036,482) | \$ (883) | \$ 2,502,768 |
| Repurchases of common stock | (2,682) | (26) | (57,602) | — | — | (57,628) |
| Common stock issued to employees and directors, and amortized (net of income tax withholdings) | 302 | 3 | 4,058 | — | — | 4,061 |
| Distributions to common stockholders (\$0.60 per share) | — | — | — | (72,834) | — | (72,834) |
| Net income | — | — | — | 177,389 | — | 177,389 |
| Market value adjustment to interest rate swap | — | — | — | — | 146 | 146 |
| Balance, September 30, 2017 | 119,804 | \$ 1,198 | \$ 4,485,368 | \$ (1,931,927) | \$ (737) | \$ 2,553,902 |

See accompanying notes.

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

| | (Unaudited) | |
|--|-------------------|-------------------|
| | Nine Months Ended | |
| | September 30, | |
| | 2018 | 2017 |
| Cash Flows From Operating Activities: | | |
| Net income | \$ 4,488 | \$ 177,389 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | |
| Straight-line rental income | (22,262) | (20,964) |
| Depreciation | 61,394 | 60,529 |
| Amortization | 22,340 | 24,115 |
| Impairment loss on real estate assets | 30,812 | — |
| Noncash interest expense | 2,427 | 2,239 |
| (Gain) loss on extinguishment of debt | (23,713) | 325 |
| (Income) loss from unconsolidated joint ventures | (5,937) | 849 |
| Distributions of earnings from unconsolidated joint ventures | 21,464 | — |
| Gain on sale of unconsolidated joint venture interests | (762) | — |
| Gain on sales of real estate assets | — | (175,518) |
| Stock-based compensation expense | 5,352 | 5,509 |
| Changes in assets and liabilities, net of acquisitions and dispositions: | | |
| Decrease (increase) in tenant receivables, net | (2,061) | 3,957 |
| Decrease in prepaid expenses and other assets | 6,533 | 1,340 |
| Decrease in accounts payable and accrued expenses | (36,281) | (25,488) |
| Decrease in deferred income | (2,757) | (7,167) |
| Net cash provided by operating activities | <u>61,037</u> | <u>47,115</u> |
| Cash Flows From Investing Activities: | | |
| Net proceeds from the sales of real estate | 284,608 | 737,631 |
| Net proceeds from sale of investments in unconsolidated joint ventures | 235,083 | — |
| Prepaid earnest money and transaction costs | (7,300) | (52,000) |
| Capital improvement and development costs | (56,379) | (59,022) |
| Deferred lease costs paid | (12,687) | (14,437) |
| Investments in unconsolidated joint ventures | (4,432) | (123,149) |
| Distributions from unconsolidated joint ventures | 10,549 | 1,411 |
| Net cash provided by investing activities | <u>449,442</u> | <u>490,434</u> |
| Cash Flows From Financing Activities: | | |
| Financing costs paid | (154) | (628) |
| Proceeds from lines of credit and notes payable | 186,000 | — |
| Repayments of lines of credit and notes payable | (551,476) | (201,625) |
| Distributions paid to stockholders | (95,056) | (109,561) |
| Redemptions of common stock | (43,764) | (59,090) |
| Net cash used in financing activities | <u>(504,450)</u> | <u>(370,904)</u> |
| Net increase in cash and cash equivalents | 6,029 | 166,645 |
| Cash and cash equivalents, beginning of period | 9,567 | 216,085 |
| Cash and cash equivalents, end of period | \$ 15,596 | \$ 382,730 |

See accompanying notes.

COLUMBIA PROPERTY TRUST, INC.
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(unaudited)

1. Organization

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

Columbia Property Trust typically invests in high-quality, income-generating office properties. As of September 30, 2018, Columbia Property Trust owned 18 operating properties and one property under redevelopment, of which 14 were wholly owned and five were owned through unconsolidated joint ventures. The operating properties are located primarily in New York, San Francisco, Washington, D.C., and Atlanta, contain a total of 8.8 million rentable square feet, and were approximately 97.3% leased as of September 30, 2018. On October 3, 2018, Columbia Property Trust acquired a 49.7% interest in a newly formed joint venture that will develop a 12-story, 182,000-square-foot office building at 799 Broadway in New York.

2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements of Columbia Property Trust have been prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"), including the instructions to Form 10-Q and Article 10 of Regulation S-X, and do not include all of the information and footnotes required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements. In the opinion of management, the statements for the unaudited interim periods presented include all adjustments, which are of a normal and recurring nature, necessary for a fair and consistent presentation of the results for such periods. Results for these interim periods are not necessarily indicative of a full year's results. For additional information on Columbia Property Trust's unconsolidated joint ventures, which are accounted for using the equity method of accounting, see Note 4, *Unconsolidated Joint Ventures*. Columbia Property Trust's consolidated financial statements include the accounts of Columbia Property Trust, Columbia Property Trust OP, and any variable-interest entity in which Columbia Property Trust or Columbia Property Trust OP was deemed the primary beneficiary. With respect to entities that are not variable interest entities, Columbia Property Trust's consolidated financial statements also include the accounts of any entity in which Columbia Property Trust, Columbia Property Trust OP, or their subsidiaries own a controlling financial interest and any limited partnership in which Columbia Property Trust, Columbia Property Trust OP, or their subsidiaries own a controlling general partnership interest. All intercompany balances and transactions have been eliminated in consolidation. For further information, refer to the financial statements and footnotes included in Columbia Property Trust's Annual Report on Form 10-K for the year ended December 31, 2017 (the "2017 Form 10-K").

Fair Value Measurements

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

- Level 1 – Assets or liabilities for which the identical term is traded on an active exchange, such as publicly traded instruments or futures contracts.
- Level 2 – Assets or liabilities valued based on observable market data for similar instruments.
- Level 3 – Assets or liabilities for which significant valuation assumptions are not readily observable in the market. Such assets or liabilities are valued based on the best available data, some of which may be internally developed. Significant assumptions may include risk premiums that a market participant would consider.

Real Estate Assets

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

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

Assets Held for Sale

Columbia Property Trust classifies properties as held for sale according to Accounting Standard Codification 360, *Accounting for the Impairment or Disposal of Long-Lived Assets* ("ASC 360"). According to ASC 360, properties having separately identifiable operations and cash flows are considered held for sale when all of the following criteria are met:

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

As of September 30, 2018 and December 31, 2017, none of Columbia Property Trust's properties met the criteria to be classified as held for sale in the accompanying balance sheet.

Evaluating the Recoverability of Real Estate Assets

Columbia Property Trust continually monitors events and changes in circumstances that could indicate that the net carrying amounts of its real estate and related intangible assets and liabilities, of both operating properties and properties under redevelopment, may not be recoverable. When indicators of potential impairment are present that suggest that the net carrying amounts of real estate assets and related intangible assets and liabilities may not be recoverable, Columbia Property Trust assesses the recoverability of these net assets by determining whether the respective carrying values will be recovered through the estimated undiscounted future cash flows expected from the use of the net assets and their eventual disposition. In the event that such expected undiscounted future cash flows do not exceed the carrying values, Columbia Property Trust adjusts the carrying values of the real estate assets and related intangible assets and liabilities to the estimated fair values, pursuant to the property, plant, and equipment accounting standard for the impairment or disposal of long-lived assets, and recognizes an impairment loss. At such time that a property is required to be classified as held for sale, its net carrying amount is adjusted to the lower of its depreciated book value or its estimated fair value, less costs to sell, and depreciation is no longer recognized.

Estimated fair values are calculated based on the following hierarchy of information: (i) recently quoted market prices, (ii) market prices for comparable properties, or (iii) the present value of future cash flows, including estimated residual value. Projections of expected future operating cash flows require that Columbia Property Trust estimate future market rental income amounts subsequent to the expiration of current lease agreements, property operating expenses, the number of months it takes to re-lease the property, and the number of years the property is held for investment, among other factors. Due to the inherent subjectivity of the assumptions used to project future cash flows, estimated fair values may differ from the values that would be realized in market transactions. Certain of Columbia Property Trust's assets may be carried at an amount that exceeds that which could be realized in a current disposition transaction.

In the second quarter of 2018, Columbia Property Trust recognized an impairment loss of \$30.8 million in connection with changing the holding period expectations for 222 East 41st Street in New York. Columbia Property Trust widely marketed this property for sale during the second quarter and, as a result, entered into an agreement to sell this property on May 25, 2018 and closed on the sale on May 29, 2018. Upon entering into the sale agreement, Columbia Property Trust reduced 222 East 41st Street's carrying

value to reflect its fair value, estimated based on the net contract price of \$284.6 million (Level 1), by recording an impairment loss of \$30.8 million in the second quarter of 2018.

Intangible Assets and Liabilities Arising From In-Place Leases Where Columbia Property Trust Is the Lessor

Upon the acquisition of real properties, Columbia Property Trust allocates the purchase price of the properties to tangible assets, consisting of land, building, site improvements, and identified intangible assets and liabilities, including the value of in-place leases, based in each case on Columbia Property Trust's estimate of their fair values in accordance with ASC 820 (see "Fair Value Measurements" section above for additional detail). As of September 30, 2018 and December 31, 2017, Columbia Property Trust had the following intangible assets and liabilities, arising from in-place leases, excluding amounts held for sale, if applicable (in thousands):

| | | Intangible Lease Assets | | Intangible Lease Origination Costs | Intangible Below-Market In-Place Lease Liabilities |
|---------------------------|---------------------------------|------------------------------------|-------------------------|------------------------------------|--|
| | | Above-Market In-Place Lease Assets | Absorption Period Costs | | |
| September 30, 2018 | Gross | \$ 2,481 | \$ 147,371 | \$ 99,579 | \$ 42,594 |
| | Accumulated Amortization | (985) | (80,876) | (63,953) | (20,753) |
| | Net | \$ 1,496 | \$ 66,495 | \$ 35,626 | \$ 21,841 |
| December 31, 2017 | Gross | \$ 2,481 | \$ 149,927 | \$ 100,424 | \$ 46,878 |
| | Accumulated Amortization | (833) | (70,465) | (57,465) | (19,660) |
| | Net | \$ 1,648 | \$ 79,462 | \$ 42,959 | \$ 27,218 |

For the three and nine months ended September 30, 2018 and 2017, Columbia Property Trust recognized the following amortization of intangible lease assets and liabilities (in thousands):

| | | Intangible Lease Assets | | Intangible Lease Origination Costs | Intangible Below-Market In-Place Lease Liabilities |
|--|--|------------------------------------|-------------------------|------------------------------------|--|
| | | Above-Market In-Place Lease Assets | Absorption Period Costs | | |
| For the Three Months Ended September 30, 2018 | | \$ 51 | \$ 4,193 | \$ 2,376 | \$ 1,473 |
| For the Three Months Ended September 30, 2017 | | \$ 22 | \$ 3,268 | \$ 1,957 | \$ 1,006 |
| For the Nine Months Ended September 30, 2018 | | \$ 153 | \$ 12,968 | \$ 7,333 | \$ 5,377 |
| For the Nine Months Ended September 30, 2017 | | \$ 471 | \$ 12,525 | \$ 7,786 | \$ 5,322 |

The net intangible assets and liabilities remaining as of September 30, 2018 will be amortized as follows (in thousands):

| | | Intangible Lease Assets | | Intangible Lease Origination Costs | Intangible Below-Market In-Place Lease Liabilities |
|-----------------------------------|--|------------------------------------|-------------------------|------------------------------------|--|
| | | Above-Market In-Place Lease Assets | Absorption Period Costs | | |
| For the remainder of 2018 | | \$ 51 | \$ 4,165 | \$ 2,360 | \$ 1,445 |
| For the years ending December 31: | | | | | |
| 2019 | | 203 | 14,586 | 8,575 | 5,507 |
| 2020 | | 203 | 12,732 | 7,743 | 4,499 |
| 2021 | | 203 | 8,079 | 3,713 | 1,591 |
| 2022 | | 203 | 6,585 | 2,708 | 1,287 |
| 2023 | | 203 | 5,944 | 2,480 | 1,264 |
| Thereafter | | 430 | 14,404 | 8,047 | 6,248 |
| | | \$ 1,496 | \$ 66,495 | \$ 35,626 | \$ 21,841 |

Intangible Assets and Liabilities Arising From In-Place Leases Where Columbia Property Trust Is the Lessee

Columbia Property Trust is the lessee on certain in-place ground leases. Intangible above-market and below-market in-place lease values are recorded as intangible lease liabilities and assets, respectively, and are amortized as an adjustment to property operating cost over the remaining term of the respective leases. Columbia Property Trust had gross below-market lease assets of approximately \$31.7 million and \$140.9 million as of September 30, 2018 and December 31, 2017, respectively, and recognized amortization of these assets of approximately \$0.1 million and \$0.6 million for the three months ended September 30, 2018 and 2017, respectively, and approximately \$1.2 million and \$1.9 million for the nine months ended September 30, 2018 and 2017, respectively.

As of September 30, 2018, the remaining net below-market intangible lease assets will be amortized as follows (in thousands):

| | |
|--|------------------|
| For the remainder of 2018 | \$ 137 |
| For the Years Ending December 31: | |
| 2019 | 545 |
| 2020 | 545 |
| 2021 | 545 |
| 2022 | 545 |
| 2023 | 545 |
| Thereafter | 26,346 |
| | <u>\$ 29,208</u> |

Interest Rate Swap Agreements

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

| Instrument Type | Balance Sheet Classification | Estimated Fair Value as of | |
|--|-----------------------------------|----------------------------|-------------------|
| | | September 30, 2018 | December 31, 2017 |
| Derivatives designated as hedging instruments: | | | |
| Interest rate contracts | Prepaid expenses and other assets | <u>\$ 5,077</u> | <u>\$ 903</u> |

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

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|---------------|------------------------------------|---------------|
| | 2018 | 2017 | 2018 | 2017 |
| Market value adjustment to interest rate swaps designated as hedging instruments and included in other comprehensive income | <u>\$ 722</u> | <u>\$ 148</u> | <u>\$ 4,174</u> | <u>\$ 146</u> |

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

Income Taxes

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

Columbia Property Trust TRS, LLC, Columbia KCP TRS, LLC, and Columbia Energy TRS, LLC (collectively, the "TRS Entities") are wholly owned subsidiaries of Columbia Property Trust and are organized as Delaware limited liability companies. The TRS Entities, among other things, provide tenant services that Columbia Property Trust, as a REIT, cannot otherwise provide. Columbia Property Trust has elected to treat the TRS Entities as taxable REIT subsidiaries. Columbia Property Trust may perform certain additional, noncustomary services for tenants of its buildings through the TRS Entities; however, any earnings related to such services are subject to federal and state income taxes. In addition, for Columbia Property Trust to continue to qualify as a REIT, Columbia Property Trust must limit its investments in taxable REIT subsidiaries to 20% of the value of the total assets. The TRS Entities' deferred tax assets and liabilities represent temporary differences between the financial reporting basis and the tax basis of assets and liabilities based on the enacted rates expected to be in effect when the temporary differences reverse. If applicable, Columbia Property Trust records interest and penalties related to uncertain tax positions as general and administrative expense in the accompanying consolidated statements of operations.

Recent Accounting Pronouncements

In February 2017, the FASB issued Accounting Standard Update 2017-05, *Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Non-Financial Assets* ("ASU 2017-05"), which applies to the partial sale of non-financial assets, including real estate assets, to unconsolidated joint ventures. ASU 2017-05 requires Columbia Property Trust to measure its residual joint venture interest in properties transferred to unconsolidated joint ventures at fair value as of the transaction date by recognizing a gain or loss on 100% of the asset transferred (i.e., to fully step-up the basis of the residual investment in the joint venture). Columbia Property Trust adopted the new rule effective January 1, 2018 on a modified retrospective basis by recording a cumulative-effect adjustment to equity equal to the total gain on residual joint venture interests as of the transaction dates for the partial sales of Market Square, 333 Market Street, and University Circle, adjusted to reflect the impact of depreciating the additional step-ups through January 1, 2018. The adoption of this standard resulted in an increase to investments in unconsolidated joint ventures and equity of \$357.8 million.

In February 2016, the FASB issued Accounting Standards Update 2016-02, *Leases* ("ASU 2016-02"), which amends the existing standards for lease accounting by requiring lessees to recognize most leases on their balance sheets and by making targeted changes to lessor accounting and reporting. Columbia Property Trust expects to adopt ASU 2016-02 effective January 1, 2019, and is in the process of evaluating the financial impact of the following key lessee and lessor accounting changes:

- The new standard requires lessees to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months, and classify such leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee, or not. This classification will determine whether the lease expense is recognized based on an effective interest method (finance leases) or on a straight-line basis over the term of the lease (operating leases). Leases with a term of 12 months or less will be accounted for using an approach that is similar to existing guidance for operating leases today. Columbia Property Trust anticipates recognizing a right of use asset and lease liability for its ground leases, corporate office lease, and various equipment leases.
- The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance as applies to sales-type leases, direct-financing leases, and operating leases; however, under ASU 2016-02, lessors are only permitted to capitalize and amortize initial direct costs associated with obtaining a lease.

In July 2018, the FASB issued ASU 2018-11 *Targeted Improvements Leasing*, ("ASU 2018-11"), which provides "practical expedient" options (a) to implement ASU 2016-02 prospectively by only applying the new rules to leases that are in place as of the effective date on a go-forward basis, and (b) for lessors to combine revenues from lease and non-lease components. Columbia Property Trust anticipates using both of the practical expedients.

In May 2014, the FASB issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which establishes a comprehensive model to account for revenues arising from contracts with customers. ASU 2014-09 applies to all contracts with customers, except those that are within the scope of other topics in the FASB's Accounting Standards Codification, such as real estate leases. ASU 2014-09 requires companies to perform a five-step analysis of transactions to determine when and how revenue is recognized. For Columbia Property Trust, the new standard applies primarily to fees earned from managing properties owned by its unconsolidated joint ventures and parking agreements with tenants. Given the structure of these agreements, the adoption of ASU 2014-09 has not materially impacted the timing or amount of Columbia Property Trust's revenues; however, Columbia Property Trust has included more extensive disclosures about its revenue streams and contracts with customers, which are presented in Note 11, *Revenues*. ASU 2014-09 was effective for Columbia Property Trust on January 1, 2018. Columbia Property Trust has applied the modified retrospective approach of adoption, which resulted in the recognition of a cumulative effect adjustment to equity of \$0.3 million, with no retrospective adjustments to prior periods.

3. Real Estate Transactions

Acquisitions

During 2018 and 2017, Columbia Property Trust acquired the following properties and partial interests in properties:

| Property | Location | Date | Percent Acquired | Purchase Price ⁽¹⁾ (in thousands) |
|--|------------------|-------------------|------------------|---|
| 2018 | | | | |
| 799 Broadway | New York, NY | October 3, 2018 | 49.7% | \$ 30,200 ⁽²⁾ |
| Lindbergh Center – Retail | Atlanta, GA | October 24, 2018 | 100.0% | \$ 23,000 |
| 2017 | | | | |
| 149 Madison Avenue | New York, NY | November 28, 2017 | 100.0% | \$ 87,700 |
| 1800 M Street | Washington, D.C. | October 11, 2017 | 55.0% | \$ 231,550 ⁽²⁾ |
| 249 West 17th Street & 218 West 18th Street | New York, NY | October 11, 2017 | 100.0% | \$ 514,100 |
| 114 Fifth Avenue | New York, NY | July 6, 2017 | 49.5% | \$ 108,900 ⁽²⁾ |

⁽¹⁾ Exclusive of transaction costs and price adjustments. See purchase price allocation table below for a breakout of the net purchase price for wholly owned properties.

⁽²⁾ Purchase price is for Columbia Property Trust's partial interests in the properties, which are owned through unconsolidated joint ventures.

799 Broadway Joint Venture

On October 3, 2018, Columbia Property Trust formed a joint venture with Normandy Real Estate Partners ("Normandy") for the purpose of developing a 12-story, 182,000-square-foot office building at 799 Broadway in New York (the "799 Broadway Joint Venture"). Columbia Property Trust made an initial equity contribution of \$30.2 million in the 799 Broadway Joint Venture for a 49.7% interest therein. At inception, the 799 Broadway Joint Venture acquired the property located at 799 Broadway for \$145.5 million, exclusive of transaction costs and development costs, and borrowed \$97.0 million under a construction loan with total capacity of \$187.0 million. Pursuant to a joint and several guaranty agreement with the construction loan lender, Columbia Property Trust and Normandy are required to make aggregate additional equity contributions to the joint venture based on the initial expected project costs, less the amount of equity contributions made to date. As of October 3, 2018, Columbia Property Trust and Normandy are required to make aggregate additional equity contributions of \$57.6 million, of which \$28.6 million reflects Columbia Property Trust's allocated share.

Lindbergh Center – Retail

On October 24, 2018, Columbia Property Trust acquired the 147,000 square feet of ancillary retail and office space surrounding its existing property, Lindbergh Center, for a gross purchase price of \$23.0 million.

149 Madison Avenue

149 Madison Avenue is a 12-story, 127,000-square-foot office building, which was vacant at the time of acquisition. Columbia Property Trust acquired 149 Madison Avenue subject to a ground lease, which expired in January 2018. Columbia Property Trust is redeveloping this property.

1800 M Street Joint Venture

Columbia Property Trust acquired a 55% equity interest in 1800 M Street through a newly created joint venture partnership with Allianz Real Estate of America ("Allianz"). 1800 M Street is a 10-story, 581,000-square-foot office building in Washington, D.C., which was 94% leased at acquisition (the "1800 M Street Joint Venture"). The total gross purchase price for 1800 M Street was \$421.0 million.

249 West 17th Street & 218 West 18th Street

249 West 17th Street is made up of two interconnected 12- and six-story towers, totaling 281,000 square feet of office and retail space and 218 West 18th Street is a 12-story, 166,000-square-foot office building. As of the acquisition date, 249 West 17th Street was 100% leased to four tenants, including Twitter, Inc. (76%) and Room & Board, Inc. (21%); and 218 West 18th Street was 100% leased to seven tenants, including Red Bull North America, Inc. (25%), Company 3 (18%), SY Partners (16%), and SAE (16%).

114 Fifth Avenue Joint Venture

Columbia Property Trust acquired a 49.5% equity interest in a joint venture that owns the 114 Fifth Avenue property from Allianz (the "114 Fifth Avenue Joint Venture"). 114 Fifth Avenue is a 19-story, 352,000-square-foot building located in Manhattan's Flatiron District that was 100% leased at acquisition. The 114 Fifth Avenue Joint Venture is owned by Columbia Property Trust (49.5%), Allianz (49.5%), and L&L Holding Company (1.0%). L&L Holding Company is the general partner and performs asset and property management services for the property.

Purchase Price Allocations for Consolidated Property Acquisitions

| | <u>149 Madison Avenue</u> | <u>249 West 17th Street</u> | <u>218 West 18th Street</u> |
|---|---------------------------|-----------------------------|-----------------------------|
| Location | New York, NY | New York, NY | New York, NY |
| Date Acquired | November 28, 2017 | October 11, 2017 | October 11, 2017 |
| Purchase Price (in thousands): | | | |
| Land | \$ 59,112 | \$ 113,149 | \$ 43,836 |
| Building and improvements | 28,989 | 194,109 | 126,957 |
| Intangible lease assets | — | 27,408 | 12,120 |
| Intangible lease origination costs | — | 13,062 | 4,168 |
| Intangible below market lease liability | — | (7,131) | (11,757) |
| Total purchase price | <u>\$ 88,101</u> | <u>\$ 340,597</u> | <u>\$ 175,324</u> |

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

Pro Forma Financial Information

The following unaudited pro forma statements of operations for the three and nine months ended September 30, 2017, have been prepared for Columbia Property Trust to give effect to the acquisitions of 249 West 17th Street, 218 West 18th Street, and 149 Madison Avenue as if the acquisitions had occurred on January 1, 2016. Columbia Property Trust owned 249 West 17th Street, 218 West 18th Street, and 149 Madison Avenue for the entirety of the nine months ended September 30, 2018. The following unaudited pro forma financial results for Columbia Property Trust have been prepared for informational purposes only and are not necessarily indicative of future results or of actual results that would have been achieved had these acquisitions been consummated as of January 1, 2016 (in thousands, except per-share amounts):

| | Three Months Ended September 30, 2017 | Nine Months Ended September 30, 2017 |
|--------------------------------|--|---|
| Revenues | \$ 69,990 | \$ 246,260 |
| Net income | \$ 103,861 | \$ 184,369 |
| Net income per share – basic | \$ 0.86 | \$ 1.52 |
| Net income per share – diluted | \$ 0.86 | \$ 1.52 |

Dispositions

During 2017 and the first nine months of 2018, Columbia Property Trust disposed of the following properties or partial interests in properties of unconsolidated joint ventures:

| Property | Location | Date | % Sold | Sales Price ⁽¹⁾ (in thousands) | Gain on Sale (in thousands) |
|---|-------------------|------------------|----------------------|--|--------------------------------|
| 2018 | | | | | |
| 222 East 41st Street ⁽²⁾ | New York, NY | May 29, 2018 | 100.0% | \$ 332,500 | \$ — |
| 263 Shuman Boulevard ⁽³⁾ | Chicago, IL | April 13, 2018 | 100.0% | \$ 49,000 ⁽³⁾ | \$ 24,000 ⁽³⁾ |
| University Circle & 333 Market Street Joint Ventures ⁽⁴⁾ | San Francisco, CA | February 1, 2018 | 22.5% ⁽⁴⁾ | \$ 235,300 ⁽⁴⁾ | \$ 762 ⁽⁴⁾ |
| 2017 | | | | | |
| University Circle & 333 Market Street ⁽⁵⁾ | San Francisco, CA | July 6, 2017 | 22.5% ⁽⁵⁾ | \$ 234,000 ⁽⁵⁾ | \$ 102,400 ⁽⁵⁾ |
| Key Center Tower & Marriott ⁽⁶⁾ | Cleveland, OH | January 31, 2017 | 100.0% | \$ 267,500 | \$ 9,500 |
| Houston Properties ⁽⁷⁾ | Houston, TX | January 6, 2017 | 100.0% | \$ 272,000 | \$ 63,700 |

⁽¹⁾ Exclusive of transaction costs and price adjustments.

⁽²⁾ On May 29, 2018, Columbia Property Trust closed on the sale of 222 East 41st Street in New York, for \$332.5 million, exclusive of transaction costs. Columbia Property Trust recognized an impairment loss of \$30.8 million related to this property in the second quarter of 2018, as further described in Note 2, *Summary of Significant Accounting Policies*.

The proceeds from this transaction were used to fully repay the \$180 million remaining balance on the \$300 Million Bridge Loan, as described in Note 5, *Line of Credit and Notes Payable*.

⁽³⁾ On April 13, 2018, Columbia Property Trust transferred 263 Shuman Boulevard to the lender in extinguishment of the loan principal of \$49.0 million, accrued interest expense, and accrued property operating costs, which resulted in a gain on extinguishment of debt of \$24.0 million in the second quarter of 2018.

⁽⁴⁾ Sales price is for the partial interests in the unconsolidated joint ventures that were sold. As previously agreed, Columbia Property Trust sold an additional 22.5% interest in University Circle and 333 Market Street to its joint venture partner, Allianz, for \$235.3 million, which resulted in a \$0.8 million gain on sale of unconsolidated joint venture interests (the "February 2018 Allianz Transaction"). The gain on sale is calculated as the net sales price over the adjusted carrying value of the joint venture interest sold. In connection with implementing ASU 2017-05, effective January 1, 2018, the joint venture carrying value was increased to its estimated fair value as of the joint venture formation date, July 6, 2017, less depreciation through January 1, 2018.

The proceeds from this transaction were used to reduce the balance on the \$300 Million Bridge Loan and the Revolving Credit Facility, as described in Note 5, *Line of Credit and Notes Payable*.

⁽⁵⁾ Sales price is for the partial interests in the properties that were sold. Columbia Property Trust contributed University Circle and 333 Market Street to unconsolidated joint ventures, and simultaneously sold a 22.5% interest in those joint ventures to Allianz, an unrelated third party, for \$234.0 million, which resulted in a \$102.4 million gain on sale of real estate assets (collectively, the "San Francisco Joint Ventures"). The gain on sale is calculated as the net sales price over the depreciated net book value of the assets sold.

⁽⁶⁾ Key Center Tower & Marriott were sold in one transaction for \$254.5 million of gross proceeds and a \$13.0 million, 10-year accruing note receivable from the principal of the buyer. As a result, Columbia Property Trust has applied the installment method to account for this transaction, and deferred \$13.0 million of the total \$22.5 million gain on sale. The Key Center Tower and Key Center Marriott generated a net loss of \$1.9 million for the first 31 days of 2017, excluding the gain on sale.

⁽⁷⁾ 5 Houston Center, Energy Center I, and 515 Post Oak were sold in one transaction. These properties generated a net loss of \$14,900 for the first six days of 2017, excluding the gain on sale.

4. Unconsolidated Joint Ventures

As of September 30, 2018 and December 31, 2017, Columbia Property Trust owned interests in the following properties through joint ventures, which are accounted for using the equity method of accounting:

| Joint Venture | Property Name | Geographic Market | Ownership Interest | Carrying Value of Investment ⁽¹⁾ | |
|---------------------------------|-------------------|-------------------|----------------------|---|-------------------|
| | | | | September 30, 2018 | December 31, 2017 |
| Market Square Joint Venture | Market Square | Washington, D.C. | 51.0% | \$ 134,975 | \$ 128,411 |
| University Circle Joint Venture | University Circle | San Francisco | 55.0% ⁽²⁾ | 295,368 | 173,798 |
| 333 Market Street Joint Venture | 333 Market Street | San Francisco | 55.0% ⁽²⁾ | 274,791 | 288,236 |
| 114 Fifth Avenue Joint Venture | 114 Fifth Avenue | New York | 49.5% | 101,648 | 110,311 |
| 1800 M Street Joint Venture | 1800 M Street | Washington, D.C. | 55.0% | 238,262 | 242,486 |
| | | | | <u>\$ 1,045,044</u> | <u>\$ 943,242</u> |

⁽¹⁾ Includes basis differences. Columbia Property Trust adopted ASU 2017-05 effective January 1, 2018, which requires Columbia Property Trust to measure its residual joint venture interest in the properties transferred to unconsolidated joint ventures at fair value as of the transaction date (i.e., to fully step-up the basis of the residual investment in the joint venture). The new rule was adopted on a modified retrospective basis by recording a cumulative-effect adjustment to equity equal to the original gain or loss as of the respective transaction dates, adjusted to reflect the impact of amortizing the additional step-ups through January 1, 2018. The adoption of this standard resulted in an increase to investments in unconsolidated joint ventures and equity by \$357.8 million on January 1, 2018, for the previous partial sales of interest in the Market Square, 333 Market Street, and University Circle properties.

⁽²⁾ On February 1, 2018, Allianz acquired from Columbia Property Trust an additional 22.5% interest in each of the University Circle Joint Venture and the 333 Market Street Joint Venture, thereby reducing Columbia Property Trust's equity interest in each joint venture to 55.0%. See the "Dispositions" section of Note 3, *Real Estate Transactions*, for more information.

Columbia Property Trust has determined that none of the joint ventures qualify as variable interest entities. However, Columbia Property Trust and its partners have substantive participation rights in the joint ventures, including management selection and termination, and the approval of operating and capital decisions. As such, Columbia Property Trust uses the equity method of accounting to record its investment in these joint ventures. Under the equity method, the investment in the joint venture is recorded at cost and adjusted for cash contributions and distributions, and allocations of income or loss.

Columbia Property Trust evaluates the recoverability of its investments in unconsolidated joint ventures in accordance with accounting standards for equity investments by first reviewing the investment for any indicators of impairment. If indicators are present, Columbia Property Trust estimates the fair value of the investment. If the carrying value of the investment is greater than the estimated fair value, management makes an assessment of whether the impairment is "temporary" or "other-than-temporary." In making this assessment, management considers the following: (1) the length of time and the extent to which fair value has been less than cost and (2) Columbia Property Trust's intent and ability to retain its interest long enough for a recovery in market value. Based on the assessment as described above, Columbia Property Trust has determined that none of its investments in joint ventures are other than temporarily impaired as of September 30, 2018.

Mortgage Debt and Related Guaranty

The Market Square joint venture has a mortgage note on the property. As of September 30, 2018 and December 31, 2017, the outstanding balance on the interest-only Market Square mortgage note is \$325.0 million, bearing interest at 5.07%. The Market Square mortgage note matures on July 1, 2023. Columbia Property Trust guarantees a portion of the Market Square mortgage note, the amount of which has been reduced to \$5.8 million as of September 30, 2018 from \$11.2 million as of December 31, 2017, as a result of leasing at Market Square. The amount of the guaranty will continue to be reduced as space is leased.

Condensed Combined Financial Information

Summarized balance sheet information for each of the unconsolidated joint ventures is as follows (in thousands):

| | Total Assets | | Total Debt | | Total Equity ⁽¹⁾ | |
|---------------------------------|---------------------|---------------------|--------------------|-------------------|-----------------------------|---------------------|
| | September 30, 2018 | December 31, 2017 | September 30, 2018 | December 31, 2017 | September 30, 2018 | December 31, 2017 |
| Market Square Joint Venture | \$ 583,858 | \$ 590,115 | \$ 324,748 | \$ 324,708 | \$ 243,833 | \$ 244,506 |
| University Circle Joint Venture | 227,321 | 227,368 | — | — | 221,264 | 221,154 |
| 333 Market Street Joint Venture | 377,968 | 385,297 | — | — | 363,011 | 368,994 |
| 114 Fifth Avenue Joint Venture | 378,658 | 392,486 | — | — | 154,234 | 170,525 |
| 1800 M Street Joint Venture | 447,469 | 458,964 | — | — | 430,682 | 438,227 |
| | <u>\$ 2,015,274</u> | <u>\$ 2,054,230</u> | <u>\$ 324,748</u> | <u>\$ 324,708</u> | <u>\$ 1,413,024</u> | <u>\$ 1,443,406</u> |

⁽¹⁾ Excludes basis differences. There is an aggregate net difference of \$282.4 million and \$32.0 million as of September 30, 2018 and December 31, 2017, respectively, between the historical costs recorded at the joint venture level, and Columbia Property Trust's investments in unconsolidated joint ventures. Such basis differences result from the basis adjustments recorded pursuant to ASU 2017-05, as described in Note 2, *Summary of Significant Accounting Policies*; differences in the timing of each partner's joint venture interest acquisition; and formation costs incurred by Columbia Property Trust. Basis differences are amortized to income (loss) from unconsolidated joint ventures over the lives of the underlying assets or liabilities.

Summarized income statement information for the unconsolidated joint ventures for the three months ended September 30, 2018 and 2017 is as follows (in thousands):

| | Total Revenues | | Net Income (Loss) | | Columbia Property Trust's Share of Net Income (Loss) ⁽¹⁾ | |
|---------------------------------|------------------|------------------|-------------------|-----------------|---|-----------------|
| | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| Market Square Joint Venture | \$ 10,996 | \$ 10,474 | \$ (3,120) | \$ (4,089) | \$ (1,592) | \$ (2,086) |
| University Circle Joint Venture | 11,577 | 9,448 | 6,601 | 4,810 | 3,630 | 3,701 |
| 333 Market Street Joint Venture | 6,677 | 6,306 | 3,602 | 3,381 | 1,981 | 2,593 |
| 114 Fifth Avenue Joint Venture | 10,210 | 9,832 | (2,740) | (2,332) | (1,357) | (1,355) |
| 1800 M Street Joint Venture | 9,482 | — | 1,422 | — | 782 | — |
| | <u>\$ 48,942</u> | <u>\$ 36,060</u> | <u>\$ 5,765</u> | <u>\$ 1,770</u> | <u>\$ 3,444</u> | <u>\$ 2,853</u> |

⁽¹⁾ Excludes the amortization of basis differences described above.

Summarized income statement information for the unconsolidated joint ventures for the nine months ended September 30, 2018 and 2017 is as follows (in thousands):

| | Total Revenues | | Net Income (Loss) | | Columbia Property Trust's Share of Net Income (Loss) ⁽¹⁾ | |
|---------------------------------|-------------------|------------------|-------------------|-------------------|---|-----------------|
| | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| Market Square Joint Venture | \$ 33,260 | \$ 31,036 | \$ (9,127) | \$ (11,348) | \$ (4,655) | \$ (5,788) |
| University Circle Joint Venture | 31,921 | 9,448 | 17,349 | 4,810 | 9,944 | 3,701 |
| 333 Market Street Joint Venture | 20,020 | 6,306 | 10,717 | 3,381 | 6,165 | 2,593 |
| 114 Fifth Avenue Joint Venture | 30,999 | 9,832 | (7,433) | (2,332) | (3,680) | (1,355) |
| 1800 M Street Joint Venture | 27,949 | — | 3,101 | — | 1,705 | — |
| | <u>\$ 144,149</u> | <u>\$ 56,622</u> | <u>\$ 14,607</u> | <u>\$ (5,489)</u> | <u>\$ 9,479</u> | <u>\$ (849)</u> |

⁽¹⁾ Excludes the amortization of basis differences described above.

Property and Asset Management Fees

Columbia Property Trust provides property and asset management services to the Market Square Joint Venture, the University Circle Joint Venture, the 333 Market Street Joint Venture, and the 1800 M Street Joint Venture. Under these agreements, Columbia Property Trust oversees the day-to-day operations of these joint ventures and their properties, including property management, property accounting, and other administrative services. During the three and nine months ended September 30, 2018 and 2017, Columbia Property Trust earned the following fees from these unconsolidated joint ventures (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------|-------------------------------------|-----------------|------------------------------------|-----------------|
| | 2018 | 2017 | 2018 | 2017 |
| Market Square Joint Venture | \$ 521 | \$ 496 | \$ 1,596 | \$ 1,468 |
| University Circle Joint Venture | 565 | 480 | 1,657 | 480 |
| 333 Market Street Joint Venture | 193 | 178 | 586 | 178 |
| 1800 M Street Joint Venture | 546 | — | 1,563 | — |
| | <u>\$ 1,825</u> | <u>\$ 1,154</u> | <u>\$ 5,402</u> | <u>\$ 2,126</u> |

Columbia Property Trust also received reimbursements of property operating costs of \$1.1 million and \$0.9 million for the three months ended September 30, 2018 and 2017, respectively, and \$3.2 million and \$1.2 million for the nine months ended September 30, 2018 and 2017, respectively. These reimbursements are included in other property income revenues in the accompanying consolidated statements of operations. Property and asset management fees of \$0.5 million and \$0.4 million were due to Columbia Property Trust from the joint ventures and are included in prepaid expenses and other assets on the accompanying consolidated balance sheets as of September 30, 2018 and December 31, 2017, respectively.

5. Line of Credit and Notes Payable

As of September 30, 2018 and December 31, 2017, Columbia Property Trust had the following line of credit and notes payable indebtedness (excluding bonds payable; see Note 6, *Bonds Payable*) (in thousands):

| Facility | September 30, 2018 | December 31, 2017 |
|---|-----------------------|----------------------|
| \$300 Million Term Loan | \$ 300,000 | \$ 300,000 |
| \$150 Million Term Loan | 150,000 | 150,000 |
| Revolving Credit Facility ⁽¹⁾ | 89,000 | 152,000 |
| One Glenlake mortgage note | 20,700 | 23,176 |
| \$300 Million Bridge Loan | — | 300,000 |
| 263 Shuman Boulevard mortgage note | — | 49,000 |
| Less: Deferred financing costs related to term loans and notes payable, net of accumulated amortization | (1,800) | (2,991) |
| | <u>\$ 557,900</u> | <u>\$ 971,185</u> |

⁽¹⁾ The Revolving Credit Facility matures on July 31, 2019, and provides two, six-month extension options to Columbia Property Trust as the borrower. Columbia Property Trust intends to extend this facility, and is in the process of negotiating the terms of an amended credit facility.

Fair Value of Debt

The estimated fair value of Columbia Property Trust's line of credit and notes payable as of September 30, 2018 and December 31, 2017, was approximately \$560.1 million and \$975.3 million, respectively. The related carrying value of the line of credit and notes payable as of September 30, 2018 and December 31, 2017, was \$559.7 million and \$974.2 million, respectively. Columbia Property Trust estimated the fair value of the \$300 Million Term Loan (the "\$300 Million Term Loan"), the \$300 Million Bridge Loan (the "\$300 Million Bridge Loan"), and the Revolving Credit Facility (the "Revolving Credit Facility") by obtaining estimates for similar facilities from multiple market participants as of the respective reporting dates. Therefore, the fair values determined are considered to be based on observable market data for similar instruments (Level 2). The fair values of all other debt instruments were estimated based on discounted cash flow analyses using the current incremental borrowing rates for similar types of borrowing arrangements as of the respective reporting dates. The discounted cash flow method of assessing fair value results in a general approximation of value, and such value may never actually be realized.

Interest Paid and Capitalized and Debt Covenants

During the nine months ended September 30, 2018 and 2017, Columbia Property Trust made interest payments totaling approximately \$16.7 million and \$15.6 million, respectively, of which approximately \$2.9 million and \$0.4 million, respectively, were capitalized. Columbia Property Trust capitalizes interest on development and improvement projects owned directly and through unconsolidated joint ventures, using the weighted-average interest rate of its consolidated borrowings for the period. For the nine months ended September 30, 2018, the weighted average interest rate on Columbia Property Trust's outstanding borrowings was 3.57%.

Debt Covenants

As of September 30, 2018, Columbia Property Trust was in compliance with all of its debt covenants on its term loans, the Revolving Credit Facility, and notes payable obligations.

Debt Repayments and Extinguishment

During 2018, Columbia Property Trust has made the following repayments:

- On October 10, 2018, Columbia Property Trust repaid the \$20.7 million outstanding balance on the One Glenlake mortgage note two months prior to its original maturity date.
- On April 13, 2018, Columbia Property Trust transferred 263 Shuman Boulevard to the lender in extinguishment of the \$49.0 million loan principal, accrued interest expense, and accrued property operating expenses, which resulted in a gain on extinguishment of debt of \$24.0 million in the second quarter of 2018.
- On February 2, 2018, Columbia Property Trust repaid \$120.0 million of the outstanding balance on the \$300 Million Bridge Loan, using a portion of the proceeds from the February 2018 Allianz Transaction, as described in Note 3, *Real Estate Transactions*. On May 30, 2018, Columbia Property Trust repaid the remaining \$180.0 million outstanding balance on the \$300 Million Bridge Loan, using a portion of the proceeds from the sale of 222 East 41st Street, as described in Note 3, *Real Estate Transactions*. As a result, Columbia Property Trust has recognized a loss on extinguishment of debt of \$0.3 million related to unamortized deferred financing costs.

6. Bonds Payable

Columbia Property Trust has two series of bonds outstanding as of September 30, 2018 and December 31, 2017: \$350.0 million of 10-year, unsecured 3.650% senior notes issued at 99.626% of their face value (the "2026 Bonds Payable"); and \$350.0 million of 10-year, unsecured 4.150% senior notes issued at 99.859% of their face value (the "2025 Bonds Payable"). Both series of bonds require semi-annual interest payments. The principal amount of the 2026 Bonds Payable is due and payable on August 15, 2026, and the principal amount of the 2025 Bonds Payable is due and payable on April 1, 2025.

Interest payments of \$20.0 million and \$20.1 million were made on the bonds payable during the nine months ended September 30, 2018 and 2017, respectively. Columbia Property Trust is subject to substantially similar covenants under the 2026 Bonds Payable and the 2025 Bonds Payable. As of September 30, 2018, Columbia Property Trust believes it was in compliance with the restrictive financial covenants on the 2026 Bonds Payable and the 2025 Bonds Payable.

As of September 30, 2018 and December 31, 2017, the estimated fair value of the bonds payable was approximately \$678.0 million and \$702.8 million, respectively. The related carrying value of the bonds payable, net of discounts, as of September 30, 2018 and December 31, 2017 was \$698.7 million and \$698.5 million, respectively. The fair value of the bonds payable was estimated based on discounted cash flow analyses using the current incremental borrowing rates for similar types of borrowings as the bonds, as of the respective reporting dates (Level 2). The discounted cash flow method of assessing fair value results in a general approximation of value, which may differ from the price that could be achieved in a market transaction.

7. Commitments and Contingencies

Commitments Under Existing Lease Agreements

Certain lease agreements include provisions that, at the option of the tenant, may obligate Columbia Property Trust to expend capital to expand an existing property or provide other expenditures for the benefit of the tenant. As of September 30, 2018, no tenants have exercised such options that have not been materially satisfied or recorded as a liability on the accompanying consolidated balance sheet.

Guaranties of Debt of Unconsolidated Joint Ventures

Columbia Property Trust guarantees portions of the debt at two of its unconsolidated joint ventures.

- As of September 30, 2018, Columbia Property Trust guaranteed \$5.8 million of the \$325.0 million Market Square mortgage loan. This guarantee will continue to be reduced as additional leases are executed at the Market Square property. Columbia Property Trust believes that the likelihood of making a payment under this guaranty is remote; therefore, no liability has been recorded related to this guaranty as of September 30, 2018.
- On October 3, 2018, Columbia Property Trust formed the 799 Broadway Joint Venture, in which it owns a 49.7% interest, for the purpose of developing a 12-story, 182,000-square-foot office building. At inception, the joint venture borrowed \$97.0 million under a construction loan with total capacity of \$187.0 million. Pursuant to a joint and several guaranty agreement with the construction loan lender, Columbia Property Trust and Normandy are required to make aggregate additional equity contributions to the joint venture based on the initial expected project costs, less the amount of equity contributions made to date. As of October 3, 2018, Columbia Property Trust and Normandy are required to make aggregate additional equity contributions of \$57.6 million, of which \$28.6 million reflects Columbia Property Trust's allocated share.

Litigation

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

8. Stockholders' Equity

Common Stock Repurchase Program

Columbia Property Trust's board of directors authorized a stock repurchase program to purchase up to an aggregate of \$200.0 million of its common stock, par value \$0.01 per share, from September 4, 2017 through September 4, 2019 (the "2017 Stock Repurchase Program"). During the nine months ended September 30, 2018, Columbia Property Trust repurchased 2.0 million shares at an average price of \$21.35 per share, for aggregate purchases of \$41.8 million. As of September 30, 2018, \$153.0 million remains available for repurchases under the 2017 Stock Repurchase Program. Common stock repurchases are charged against equity as incurred, and the repurchased shares are retired. Columbia Property Trust will continue to evaluate the purchase of shares, primarily through open market transactions, which are subject to market conditions and other factors.

Long-Term Incentive Compensation

Columbia Property Trust maintains a shareholder-approved, long-term incentive plan (the "LTI Plan") that provides for grants of up to 4.8 million shares of stock to be made to certain employees and independent directors of Columbia Property Trust.

Employee Awards

Under the LTI Plan, Columbia Property Trust grants time-based stock awards and performance-based restricted stock unit awards to its employees.

On January 1, 2018, Columbia Property Trust granted 128,486 shares of time-based stock awards to employees, which will vest ratably on each anniversary of the grant over the next four years. On January 1, 2018, Columbia Property Trust granted 176,702 performance-based restricted stock unit awards, of which 75% will vest at the conclusion of a three-year performance period, and the remaining 25% will vest one year later (the "Performance-Based RSUs"). Consistent with the 2017 plan, the payout of the 2018 Performance-Based RSUs will be determined based on Columbia Property Trust's total shareholder return relative to the FTSE NAREIT Equity Office Index. Upon reaching a predefined performance threshold, the payout of Performance-Based RSUs will range from 50% to 150%. A rollforward of unvested employee stock awards and Performance-Based RSUs granted under the LTI Plan for the nine months ended September 30, 2018 follows:

| | For the Nine Months Ended September 30, 2018 | |
|--|---|---|
| | Shares (in thousands) | Weighted-Average Grant-Date Fair Value⁽¹⁾ |
| Unvested awards – beginning of period | 718 | \$ 20.45 |
| Granted | 397 | \$ 17.81 |
| Vested | (275) | \$ 16.00 |
| Forfeited | (11) | \$ 18.60 |
| Unvested awards – end of period⁽²⁾ | 829 | \$ 20.69 |

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

⁽²⁾ As of September 30, 2018, Columbia Property Trust expects approximately 795,000 of the 829,000 unvested awards to ultimately vest, assuming a weighted average forfeiture rate of 4.1%, which was determined based on historical forfeiture rates.

Director Awards

Columbia Property Trust grants equity retainers to its directors under the LTI Plan. Such grants vest immediately. Beginning in May 2017, these grants are made annually. Prior to this time, the independent directors' equity retainers were paid quarterly. During the nine months ended September 30, 2018 and 2017, Columbia Property Trust paid the following equity retainers:

| Date of Grant | Shares | Grant-Date Fair Value |
|----------------------|---------------|------------------------------|
| 2018 | | |
| May 14, 2018 | 31,743 | \$ 22.20 |
| 2017 | | |
| January 3, 2017 | 8,279 | \$ 21.58 |
| May 2, 2017 | 33,581 | \$ 22.57 |

Stock-Based Compensation Expense

For the three and nine months ended September 30, 2018 and 2017, Columbia Property Trust incurred the stock-based compensation expense related to the following events (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|----------|------------------------------------|----------|
| | 2018 | 2017 | 2018 | 2017 |
| Amortization of awards granted under the LTI Plan | \$ 948 | \$ 917 | \$ 2,857 | \$ 2,721 |
| Amortization of future awards under the LTI Plan ⁽¹⁾ | 682 | 639 | 1,790 | 1,851 |
| Issuance of shares to independent directors | — | — | 705 | 937 |
| Total stock-based compensation expense | \$ 1,630 | \$ 1,556 | \$ 5,352 | \$ 5,509 |

⁽¹⁾ Reflects amortization of awards made under the LTI Plan for service during the current period, for which shares will be issued in future periods.

These expenses are included in general and administrative expenses – corporate in the accompanying consolidated statements of operations. As of September 30, 2018 and December 31, 2017, there were \$10.0 million and \$8.1 million, respectively, of unrecognized compensation costs related to unvested awards under the LTI Plan, which will be amortized over the respective vesting period, ranging from one to four years at the time of grant. In 2017, Columbia Property Trust changed from a one-year performance period to a three-year performance period and granted additional shares to bridge the vesting gap created as a result.

9. Supplemental Disclosures of Noncash Investing and Financing Activities

Outlined below are significant noncash investing and financing activities for the nine months ended September 30, 2018 and 2017 (in thousands):

| | Nine Months Ended September 30, | |
|--|------------------------------------|------------|
| | 2018 | 2017 |
| Investments in real estate funded with other assets | \$ 617 | \$ 311 |
| Real estate assets transferred to unconsolidated joint ventures | \$ — | \$ 558,122 |
| Other assets transferred to unconsolidated joint ventures | \$ — | \$ 43,670 |
| Other liabilities transferred to unconsolidated joint ventures | \$ — | \$ 21,347 |
| Deposits applied to sales of real estate | \$ — | \$ 10,000 |
| Extinguishment of 263 Shuman Boulevard mortgage note by transferring property to lender | \$ 49,000 | \$ — |
| Amortization of net discounts on debt | \$ 135 | \$ 135 |
| Accrued capital expenditures and deferred lease costs | \$ 14,299 | \$ 25,866 |
| Market value adjustments to interest rate swaps that qualify for hedge accounting treatment | \$ — | \$ 146 |
| Cumulative-effect adjustment to equity for the adoption of ASU 2017-05 and ASU 2014-09 | \$ 358,098 | \$ — |
| Common stock issued to employees and directors, and amortized (net of income tax withholdings) | \$ 3,388 | \$ 4,061 |

10. Earnings Per Share

For the three and nine months ended September 30, 2018 and 2017, in computing the basic and diluted earnings per share, net income has been reduced for the dividends paid on unvested shares granted under the LTI Plan. The following table reconciles the numerator for the basic and diluted earnings-per-share computations shown on the consolidated statements of operations for the three and nine months ended September 30, 2018 and 2017 (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-------------------|------------------------------------|-------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Net income | \$ 6,429 | \$ 101,534 | \$ 4,488 | \$ 177,389 |
| Distributions paid on unvested shares | (75) | (84) | (221) | (253) |
| Net income used to calculate basic and diluted earnings per share | \$ 6,354 | \$ 101,450 | \$ 4,267 | \$ 177,136 |

The following table reconciles the denominator for the basic and diluted earnings-per-share computations shown on the consolidated statements of operations for the three and nine months ended September 30, 2018 and 2017, respectively (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|---------|------------------------------------|---------|
| | 2018 | 2017 | 2018 | 2017 |
| Weighted-average common shares – basic | 117,609 | 120,293 | 118,237 | 121,270 |
| Plus incremental weighted-average shares from time-vested conversions, less assumed stock repurchases: | | | | |
| Previously granted awards, unvested | 126 | 116 | 88 | 89 |
| Future period LTI Plan awards | 472 | 120 | 424 | 99 |
| Weighted-average common shares – diluted | 118,207 | 120,529 | 118,749 | 121,458 |

11. Revenues

Columbia Property Trust derives most of its revenues, rental income, and tenant reimbursements from leases. All leases on real estate assets held by Columbia Property Trust are classified as operating leases, and the related base rental income is generally recognized on a straight-line basis over the terms of the respective leases. Tenant reimbursements are recognized as revenue in the period that the related operating costs are incurred and are billed to tenants pursuant to the terms of the underlying leases. Rental income and tenant reimbursements collected in advance are recorded as deferred income in the accompanying consolidated balance sheets. Lease termination fees are recorded as other income and recognized on a straight-line basis from when Columbia Property Trust receives notification of termination through the date the tenant loses the right to lease the space and Columbia Property Trust has satisfied all obligations under the related lease or lease termination agreement. For the three months ended September 30, 2018, Columbia Property Trust earned lease termination revenues of \$0.5 million; and for the nine months ended September 30, 2018 and 2017, Columbia Property Trust earned lease termination revenues of \$1.7 million and \$0.3 million, respectively.

On January 1, 2018, Columbia Property Trust adopted ASU 2014-09 using the modified retrospective approach. ASU 2014-09 applies to all open contracts with customers, except those that are within the scope of other topics in the FASB's Accounting Standards Codification, such as real estate leases. ASU 2014-09 requires companies to perform a five-step analysis of transactions to determine when and how revenue is recognized. For Columbia Property Trust, the new standard applies primarily to the following revenues:

Asset and Property Management Fee Income

Under asset and property management agreements in place with certain of its unconsolidated joint ventures, Columbia Property Trust earns revenue for performing asset and property management functions for properties owned through its joint ventures, as further described in Note 4, *Unconsolidated Joint Ventures*. For the three months ended September 30, 2018 and 2017, Columbia Property Trust earned revenues of \$1.8 million and \$1.2 million, respectively, under these agreements; and for the nine months ended September 30, 2018 and 2017, Columbia Property Trust earned revenues of \$5.4 million and \$2.1 million, respectively, under these agreements. Asset and property management services are ongoing and routine, and are provided on a recurring basis. Therefore, under ASU 2014-09, such fees are recognized ratably over the service period, usually a period of three months, which

is consistent with the accounting method used prior to January 1, 2018. Columbia Property Trust receives payments quarterly for asset management fees and monthly for property management fees.

Leasing Override Fees

Under the asset management agreements for certain properties owned through unconsolidated joint ventures, Columbia Property Trust is eligible to earn leasing override fees equal to a percentage of the total rental payments to be made by the tenant over the term of the lease. ASU 2014-09 requires such fees to be recognized when Columbia Property Trust's obligation to perform is complete, typically upon execution of the lease. Prior to January 1, 2018, such fees were not recognized until billable to the applicable joint venture, typically upon commencement of the lease. Upon implementing ASU 2014-09, effective January 1, 2018, Columbia Property Trust accelerated the recognition of lease override fees related to a lease that had been executed but not yet commenced, by recording \$0.3 million of lease override fees receivable as prepaid expenses and other assets and a cumulative-effect adjustment to increase equity by the same amount. For the three and nine months ended September 30, 2018, Columbia Property Trust earned leasing override fees of \$24,000 and \$62,000, respectively, which are included in asset and property management fee income on the accompanying consolidated statements of operations. For the three and nine months ended September 30, 2017, Columbia Property Trust did not earn any leasing override fees.

Salary and Other Reimbursement Revenue

Under the property management agreements for certain properties owned through unconsolidated joint ventures, Columbia Property Trust receives reimbursements for salaries and property operating costs for ongoing and routine services that are provided by Columbia Property Trust employees on a recurring basis. Under ASU 2014-09, such revenues are recognized ratably over the service period, usually a period of one month, three months, or one year, which is consistent with the accounting method used prior to January 1, 2018. For the three months ended September 30, 2018 and 2017, Columbia Property Trust earned salary and other reimbursement revenue of \$1.1 million and \$0.9 million, respectively; and for the nine months ended September 30, 2018 and 2017, Columbia Property Trust earned salary and other reimbursement revenue of \$3.2 million and \$1.2 million, respectively. These amounts are included in other property income on the accompanying consolidated statements of income.

Miscellaneous Revenue

Columbia Property Trust also receives revenues for services provided to its tenants through the TRS Entities, including fitness centers, shuttles, and cafeterias, which are included in other property income on the accompanying consolidated statements of income. Such services are ongoing and routine, and are provided on a recurring basis. Under ASU 2014-09, these revenues are recognized ratably over the service period, usually a period of one month or one quarter, which is consistent with the accounting method used prior to January 1, 2018.

12. Segment Information

Columbia Property Trust establishes operating segments at the property level and aggregates individual properties into reportable segments for high-barrier-to-entry markets and for geographic locations in which Columbia Property Trust has significant investments. Columbia Property Trust considers geographic location when evaluating its portfolio composition and in assessing the ongoing operations and performance of its properties. As of September 30, 2018, Columbia Property Trust had the following reportable segments: New York, San Francisco, Atlanta, Washington, D.C., Boston, Los Angeles, and all other office markets. The all other office markets reportable segment consists of properties in similar low-barrier-to-entry geographic locations in which Columbia Property Trust does not have a substantial presence and does not plan to make further investments. During the periods presented, there have been no material intersegment transactions.

Net operating income ("NOI") is a non-GAAP financial measure. NOI is the primary performance measure reviewed by management to assess operating performance of properties and is calculated by deducting operating expenses from operating revenues. Operating revenues include rental income, tenant reimbursements, hotel income, and other property income; and operating expenses include property operating costs. The NOI performance metric consists only of revenues and expenses directly related to real estate rental operations. NOI reflects property acquisitions and dispositions, occupancy levels, rental rate increases or decreases, and the recoverability of operating expenses. NOI, as Columbia Property Trust calculates it, may not be directly comparable to similarly titled, but differently calculated, measures for other REITs.

Asset information and capital expenditures by segment are not reported because Columbia Property Trust does not use these measures to assess performance. Depreciation and amortization expense, along with other expense and income items, are not allocated among segments.

The following table presents operating revenues included in NOI by geographic reportable segment for Columbia Property Trust's respective ownership interests (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------|----------------------------------|-----------|---------------------------------|------------|
| | 2018 | 2017 | 2018 | 2017 |
| New York ⁽¹⁾ | \$ 37,990 | \$ 30,488 | \$ 119,248 | \$ 83,598 |
| San Francisco ⁽²⁾ | 26,548 | 25,337 | 76,156 | 80,112 |
| Atlanta | 10,485 | 9,401 | 30,626 | 28,239 |
| Washington, D.C. ⁽³⁾ | 14,347 | 8,494 | 42,730 | 23,622 |
| Boston | 3,457 | 2,734 | 9,985 | 8,358 |
| Los Angeles | 1,962 | 1,899 | 5,792 | 5,534 |
| All other office markets | 3,941 | 2,772 | 11,782 | 17,219 |
| Total office segments | 98,730 | 81,125 | 296,319 | 246,682 |
| Hotel | — | (24) | — | 1,199 |
| Corporate | 780 | 526 | 2,355 | 273 |
| Total operating revenues | \$ 99,510 | \$ 81,627 | \$ 298,674 | \$ 248,154 |

⁽¹⁾ Includes operating revenues for one unconsolidated property, 114 Fifth Avenue, based on Columbia Property Trust's ownership interest: 49.5% from July 6, 2017 through September 30, 2018. 114 Fifth Avenue was acquired on July 6, 2017.

⁽²⁾ Includes operating revenues for two unconsolidated properties, 333 Market Street and University Circle, based on Columbia Property Trust's ownership interests: 100.0% from January 1, 2017 through July 5, 2017; 77.5% from July 6, 2017 through January 31, 2018; and 55.0% from February 1, 2018 through September 30, 2018.

⁽³⁾ Includes operating revenues for two unconsolidated properties, Market Square and 1800 M Street, based on Columbia Property Trust's ownership interests: 51.0% for the Market Square for all periods presented; 55.0% for 1800 M Street from January 1, 2018 through September 30, 2018. 1800 M Street was acquired on October 11, 2017.

A reconciliation of GAAP revenues to operating revenues is presented below (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|----------------------------------|-----------|---------------------------------|------------|
| | 2018 | 2017 | 2018 | 2017 |
| Total revenues | \$ 73,340 | \$ 60,362 | \$ 222,420 | \$ 217,375 |
| Operating revenues included in income (loss) from unconsolidated joint ventures ⁽¹⁾ | 27,995 | 22,419 | 81,656 | 32,905 |
| Less: asset and property management fee income ⁽²⁾ | (1,825) | (1,154) | (5,402) | (2,126) |
| Total operating revenues | \$ 99,510 | \$ 81,627 | \$ 298,674 | \$ 248,154 |

⁽¹⁾ Columbia Property Trust records its interest in properties held through unconsolidated joint ventures using the equity method of accounting, and reflects its interest in the operating revenues of these properties in income (loss) from unconsolidated joint ventures in the accompanying consolidated statements of operations.

⁽²⁾ See Note 11, *Revenues*, of the accompanying consolidated financial statements.

The following table presents NOI by geographic reportable segment (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------|----------------------------------|-----------|---------------------------------|------------|
| | 2018 | 2017 | 2018 | 2017 |
| New York ⁽¹⁾ | \$ 23,145 | \$ 16,536 | \$ 71,693 | \$ 50,411 |
| San Francisco ⁽²⁾ | 19,925 | 18,166 | 58,875 | 57,733 |
| Atlanta | 9,245 | 8,500 | 27,083 | 25,078 |
| Washington, D.C. ⁽³⁾ | 8,844 | 4,209 | 25,976 | 11,052 |
| Boston | 1,890 | 1,196 | 5,203 | 3,797 |
| Los Angeles | 1,119 | 1,155 | 3,481 | 3,439 |
| All other office markets | 3,989 | 4,071 | 11,149 | 15,598 |
| Total office segments | 68,157 | 53,833 | 203,460 | 167,108 |
| Hotel | — | (24) | — | (914) |
| Corporate | (204) | (364) | (599) | (489) |
| Total NOI | \$ 67,953 | \$ 53,445 | \$ 202,861 | \$ 165,705 |

⁽¹⁾ Includes operating revenues for one unconsolidated property, 114 Fifth Avenue, based on Columbia Property Trust's ownership interest: 49.5% from July 6, 2017 through September 30, 2018. 114 Fifth Avenue was acquired on July 6, 2017.

⁽²⁾ Includes operating revenues for two unconsolidated properties, 333 Market Street and University Circle, based on Columbia Property Trust's ownership interests: 100.0% from January 1, 2017 through July 5, 2017; 77.5% from July 6, 2017 through January 31, 2018; and 55.0% from February 1, 2018 through September 30, 2018.

⁽³⁾ Includes NOI for two unconsolidated properties, Market Square and 1800 M Street, based on Columbia Property Trust's ownership interests: 51.0% for the Market Square for all periods presented; 55.0% for 1800 M Street from January 1, 2018 through September 30, 2018. 1800 M Street was acquired on October 11, 2017.

A reconciliation of GAAP net income to NOI is presented below (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|----------------------------------|------------|---------------------------------|------------|
| | 2018 | 2017 | 2018 | 2017 |
| Net income | \$ 6,429 | \$ 101,534 | \$ 4,488 | \$ 177,389 |
| Depreciation | 19,878 | 18,501 | 61,394 | 60,529 |
| Amortization | 7,920 | 6,870 | 24,559 | 24,518 |
| General and administrative – corporate | 8,303 | 7,034 | 24,379 | 25,003 |
| General and administrative – unconsolidated joint ventures | 746 | 713 | 2,213 | 713 |
| Net interest expense | 13,049 | 13,690 | 43,241 | 42,040 |
| Interest income from development authority bonds | (1,800) | (1,800) | (5,400) | (5,400) |
| Gain on sale of unconsolidated joint venture interests | — | — | (762) | — |
| Loss (gain) on extinguishment of debt | — | 280 | (23,713) | 325 |
| Income tax expense (benefit) | 3 | 3 | 16 | (378) |
| Asset and property management fee income | (1,825) | (1,154) | (5,402) | (2,126) |
| Adjustments included in income (loss) from unconsolidated joint ventures | 15,250 | 10,139 | 47,036 | 18,610 |
| Gain on sales of real estate assets | — | (102,365) | — | (175,518) |
| Impairment loss | — | — | 30,812 | — |
| NOI | \$ 67,953 | \$ 53,445 | \$ 202,861 | \$ 165,705 |

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

The 2026 Bonds Payable and the 2025 Bonds Payable (see Note 6, *Bonds Payable*) were issued by Columbia Property Trust OP, and are guaranteed by Columbia Property Trust. In accordance with SEC Rule 3-10(c), Columbia Property Trust includes herein condensed consolidating financial information in lieu of separate financial statements of the subsidiary issuer (Columbia Property Trust OP), as defined in the bond indentures, because all of the following criteria are met:

- (1) The subsidiary issuer (Columbia Property Trust OP) is 100% owned by the parent company guarantor (Columbia Property Trust);
- (2) The guarantee is full and unconditional; and
- (3) No other subsidiary of the parent company guarantor (Columbia Property Trust) guarantees the 2026 Bonds Payable or the 2025 Bonds Payable.

Columbia Property Trust uses the equity method with respect to its investment in subsidiaries included in its condensed consolidating financial statements. Set forth below are Columbia Property Trust's condensed consolidating balance sheets as of September 30, 2018 and December 31, 2017, as well as its condensed consolidating statements of operations and its condensed consolidating statements of comprehensive income for the three and nine months ended September 30, 2018 and 2017; and its condensed consolidating statements of cash flows for the nine months ended September 30, 2018 and 2017.

Condensed Consolidating Balance Sheets (in thousands):

| | As of September 30, 2018 | | | | |
|--|---|--|---------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Assets: | | | | | |
| Real estate assets, at cost: | | | | | |
| Land | \$ — | \$ — | \$ 817,975 | \$ — | \$ 817,975 |
| Buildings and improvements, net | — | 1,846 | 1,895,438 | — | 1,897,284 |
| Intangible lease assets, net | — | — | 97,199 | — | 97,199 |
| Construction in progress | — | — | 39,599 | — | 39,599 |
| Total real estate assets | — | 1,846 | 2,850,211 | — | 2,852,057 |
| Investments in unconsolidated joint ventures | — | 1,045,044 | — | — | 1,045,044 |
| Cash and cash equivalents | 301 | 10,098 | 5,197 | — | 15,596 |
| Investment in subsidiaries | 2,641,605 | 1,189,765 | — | (3,831,370) | — |
| Tenant receivables, net of allowance | — | 13 | 2,802 | — | 2,815 |
| Straight-line rent receivable | — | — | 83,023 | — | 83,023 |
| Prepaid expenses and other assets | 147,996 | 339,000 | 13,349 | (469,029) | 31,316 |
| Intangible lease origination costs, net | — | — | 35,626 | — | 35,626 |
| Deferred lease costs, net | — | — | 66,258 | — | 66,258 |
| Investment in development authority bonds | — | — | 120,000 | — | 120,000 |
| Total assets | \$ 2,789,902 | \$ 2,585,766 | \$ 3,176,466 | \$ (4,300,399) | \$ 4,251,735 |
| Liabilities: | | | | | |
| Line of credit and notes payable, net | \$ — | \$ 537,240 | \$ 488,004 | \$ (467,344) | \$ 557,900 |
| Bonds payable, net | — | 694,345 | — | — | 694,345 |
| Accounts payable, accrued expenses, and accrued capital expenditures | 702 | 10,118 | 41,910 | (5) | 52,725 |
| Due to affiliates | — | — | 1,680 | (1,680) | — |
| Deferred income | — | 65 | 15,659 | — | 15,724 |
| Intangible lease liabilities, net | — | — | 21,841 | — | 21,841 |
| Obligations under capital lease | — | — | 120,000 | — | 120,000 |
| Total liabilities | 702 | 1,241,768 | 689,094 | (469,029) | 1,462,535 |
| Equity: | | | | | |
| Total equity | 2,789,200 | 1,343,998 | 2,487,372 | (3,831,370) | 2,789,200 |
| Total liabilities and equity | \$ 2,789,902 | \$ 2,585,766 | \$ 3,176,466 | \$ (4,300,399) | \$ 4,251,735 |

Condensed Consolidating Balance Sheets (in thousands):

As of December 31, 2017

| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
|--|---|--|---------------------|------------------------------|--|
| Assets: | | | | | |
| Real estate assets, at cost: | | | | | |
| Land | \$ — | \$ — | \$ 825,208 | \$ — | \$ 825,208 |
| Building and improvements, net | — | 2,110 | 2,061,309 | — | 2,063,419 |
| Intangible lease assets, net | — | — | 199,260 | — | 199,260 |
| Construction in progress | — | — | 44,742 | — | 44,742 |
| Total real estate assets | — | 2,110 | 3,130,519 | — | 3,132,629 |
| Investments in unconsolidated joint ventures | — | 943,241 | 1 | — | 943,242 |
| Cash and cash equivalents | 692 | 5,079 | 3,796 | — | 9,567 |
| Investment in subsidiaries | 2,238,577 | 1,186,594 | — | (3,425,171) | — |
| Tenant receivables, net of allowance | — | 30 | 2,098 | — | 2,128 |
| Straight-line rent receivable | — | — | 92,235 | — | 92,235 |
| Prepaid expenses and other assets | 317,364 | 336,598 | 19,375 | (645,654) | 27,683 |
| Intangible lease origination costs, net | — | — | 42,959 | — | 42,959 |
| Deferred lease costs, net | — | — | 141,096 | — | 141,096 |
| Investment in development authority bonds | — | — | 120,000 | — | 120,000 |
| Total assets | <u>\$ 2,556,633</u> | <u>\$ 2,473,652</u> | <u>\$ 3,552,079</u> | <u>\$ (4,070,825)</u> | <u>\$ 4,511,539</u> |
| Liabilities: | | | | | |
| Lines of credit and notes payable, net | \$ — | \$ 899,168 | \$ 715,327 | \$ (643,310) | \$ 971,185 |
| Bonds payable, net | — | 693,756 | — | — | 693,756 |
| Accounts payable, accrued expenses, and accrued capital expenditures | 732 | 10,325 | 113,949 | (4) | 125,002 |
| Dividends payable | 23,961 | — | — | — | 23,961 |
| Due to affiliates | — | — | 2,340 | (2,340) | — |
| Deferred income | 4 | 81 | 18,396 | — | 18,481 |
| Intangible lease liabilities, net | — | — | 27,218 | — | 27,218 |
| Obligations under capital leases | — | — | 120,000 | — | 120,000 |
| Total liabilities | <u>24,697</u> | <u>1,603,330</u> | <u>997,230</u> | <u>(645,654)</u> | <u>1,979,603</u> |
| Equity: | | | | | |
| Total equity | 2,531,936 | 870,322 | 2,554,849 | (3,425,171) | 2,531,936 |
| Total liabilities and equity | <u>\$ 2,556,633</u> | <u>\$ 2,473,652</u> | <u>\$ 3,552,079</u> | <u>\$ (4,070,825)</u> | <u>\$ 4,511,539</u> |

Consolidating Statements of Operations (in thousands):

| | For the Three Months Ended September 30, 2018 | | | | |
|--|---|--|--------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Revenues: | | | | | |
| Rental income | \$ — | \$ — | \$ 64,476 | \$ — | \$ 64,476 |
| Tenant reimbursements | — | 2 | 5,259 | — | 5,261 |
| Asset and property management fee income | 915 | — | 910 | — | 1,825 |
| Other property income | — | — | 1,778 | — | 1,778 |
| | <u>915</u> | <u>2</u> | <u>72,423</u> | <u>—</u> | <u>73,340</u> |
| Expenses: | | | | | |
| Property operating costs | — | — | 21,000 | — | 21,000 |
| Asset and property management fees | — | — | 206 | — | 206 |
| Depreciation | — | 168 | 19,710 | — | 19,878 |
| Amortization | — | — | 7,920 | — | 7,920 |
| General and administrative – corporate | 192 | 2,594 | 5,517 | — | 8,303 |
| General and administrative – unconsolidated joint ventures | — | — | 746 | — | 746 |
| | <u>192</u> | <u>2,762</u> | <u>55,099</u> | <u>—</u> | <u>58,053</u> |
| Real estate operating income (loss) | <u>723</u> | <u>(2,760)</u> | <u>17,324</u> | <u>—</u> | <u>15,287</u> |
| Other income (expense): | | | | | |
| Interest expense | — | (10,905) | (7,199) | 5,053 | (13,051) |
| Interest and other income | 1,575 | 3,478 | 1,803 | (5,053) | 1,803 |
| | <u>1,575</u> | <u>(7,427)</u> | <u>(5,396)</u> | <u>—</u> | <u>(11,248)</u> |
| Income (loss) before income taxes and unconsolidated entities: | <u>2,298</u> | <u>(10,187)</u> | <u>11,928</u> | <u>—</u> | <u>4,039</u> |
| Income tax expense | — | — | (3) | — | (3) |
| Income (loss) from unconsolidated entities | <u>4,131</u> | <u>15,858</u> | <u>(3)</u> | <u>(17,593)</u> | <u>2,393</u> |
| Net income | <u>\$ 6,429</u> | <u>\$ 5,671</u> | <u>\$ 11,922</u> | <u>\$ (17,593)</u> | <u>\$ 6,429</u> |

Consolidating Statements of Operations (in thousands):

| | For the Three Months Ended September 30, 2017 | | | | |
|---|---|--|----------------------------|--------------------------------------|---|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Revenues: | | | | | |
| Rental income | \$ — | \$ — | \$ 55,113 | \$ (98) | \$ 55,015 |
| Tenant reimbursements | — | 7 | 3,046 | — | 3,053 |
| Asset and property management fee income | 569 | — | 585 | — | 1,154 |
| Other property income | — | — | 1,140 | — | 1,140 |
| | <u>569</u> | <u>7</u> | <u>59,884</u> | <u>(98)</u> | <u>60,362</u> |
| Expenses: | | | | | |
| Property operating costs | — | 113 | 18,552 | (98) | 18,567 |
| Asset and property management fees | — | — | 188 | — | 188 |
| Depreciation | — | 310 | 18,191 | — | 18,501 |
| Amortization | — | — | 6,870 | — | 6,870 |
| General and administrative – corporate | 39 | 1,758 | 5,237 | — | 7,034 |
| General and administrative – unconsolidated joint ventures | — | — | 713 | — | 713 |
| | <u>39</u> | <u>2,181</u> | <u>49,751</u> | <u>(98)</u> | <u>51,873</u> |
| Real estate operating income (loss) | 530 | (2,174) | 10,133 | — | 8,489 |
| Other income (expense): | | | | | |
| Interest expense | — | (10,702) | (8,803) | 4,774 | (14,731) |
| Loss on early extinguishment of debt | — | — | (280) | — | (280) |
| Interest and other income | 4,593 | 1,220 | 1,802 | (4,774) | 2,841 |
| | <u>4,593</u> | <u>(9,482)</u> | <u>(7,281)</u> | <u>—</u> | <u>(12,170)</u> |
| Income (loss) before income taxes and unconsolidated entities: | 5,123 | (11,656) | 2,852 | — | (3,681) |
| Income tax expense | — | (1) | (2) | — | (3) |
| Income (loss) from unconsolidated entities | 96,411 | 109,630 | (1) | (203,187) | 2,853 |
| Income before sale of real estate assets: | 101,534 | 97,973 | 2,849 | (203,187) | (831) |
| Gain on sale of real estate assets | — | — | 102,365 | — | 102,365 |
| Net income | \$ 101,534 | \$ 97,973 | \$ 105,214 | \$ (203,187) | \$ 101,534 |

Consolidating Statements of Operations (in thousands):

| | For the Nine Months Ended September 30, 2018 | | | | |
|--|---|--|--------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Revenues: | | | | | |
| Rental income | \$ — | \$ — | \$ 195,556 | \$ — | \$ 195,556 |
| Tenant reimbursements | — | 2 | 15,948 | — | 15,950 |
| Asset and property management fee income | 2,749 | — | 2,653 | — | 5,402 |
| Other property income | — | — | 5,512 | — | 5,512 |
| | <u>2,749</u> | <u>2</u> | <u>219,669</u> | <u>—</u> | <u>222,420</u> |
| Expenses: | | | | | |
| Property operating costs | — | — | 66,512 | — | 66,512 |
| Asset and property management fees | — | — | 619 | — | 619 |
| Depreciation | — | 500 | 60,894 | — | 61,394 |
| Amortization | — | — | 24,559 | — | 24,559 |
| Impairment loss on real estate assets | — | — | 30,812 | — | 30,812 |
| General and administrative – corporate | 582 | 7,412 | 16,385 | — | 24,379 |
| General and administrative – unconsolidated joint ventures | — | — | 2,213 | — | 2,213 |
| | <u>582</u> | <u>7,912</u> | <u>201,994</u> | <u>—</u> | <u>210,488</u> |
| Real estate operating income (loss) | 2,167 | (7,910) | 17,675 | — | 11,932 |
| Other income (expense): | | | | | |
| Interest expense | — | (35,322) | (26,344) | 18,406 | (43,260) |
| Gain (loss) on extinguishment of debt | — | (326) | 24,039 | — | 23,713 |
| Interest and other income | 7,972 | 10,434 | 5,420 | (18,406) | 5,420 |
| Gain on sale of unconsolidated joint venture interests | — | 762 | — | — | 762 |
| | <u>7,972</u> | <u>(24,452)</u> | <u>3,115</u> | <u>—</u> | <u>(13,365)</u> |
| Income (loss) before income taxes and unconsolidated entities: | 10,139 | (32,362) | 20,790 | — | (1,433) |
| Income tax expense | — | — | (16) | — | (16) |
| Income (loss) from unconsolidated entities | (5,651) | 26,521 | — | (14,933) | 5,937 |
| Net income (loss) | <u>\$ 4,488</u> | <u>\$ (5,841)</u> | <u>\$ 20,774</u> | <u>\$ (14,933)</u> | <u>\$ 4,488</u> |

Consolidating Statements of Operations (in thousands):

| | For the Nine Months Ended September 30, 2017 | | | | |
|--|---|--|----------------------------|--------------------------------------|---|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Revenues: | | | | | |
| Rental income | \$ — | \$ 51 | \$ 193,551 | \$ (293) | \$ 193,309 |
| Tenant reimbursements | — | (59) | 18,668 | — | 18,609 |
| Hotel income | — | — | 1,339 | — | 1,339 |
| Asset and property management fee income | 1,059 | — | 1,067 | — | 2,126 |
| Other property income | — | — | 2,010 | (18) | 1,992 |
| | <u>1,059</u> | <u>(8)</u> | <u>216,635</u> | <u>(311)</u> | <u>217,375</u> |
| Expenses: | | | | | |
| Property operating costs | — | 241 | 64,555 | (293) | 64,503 |
| Hotel operating costs | — | — | 2,085 | — | 2,085 |
| Asset and property management fee expenses: | | | | | |
| Related-party | — | 3 | — | (3) | — |
| Other | — | — | 717 | — | 717 |
| Depreciation | — | 544 | 59,985 | — | 60,529 |
| Amortization | — | 5 | 24,513 | — | 24,518 |
| General and administrative – corporate | 135 | 7,013 | 17,870 | (15) | 25,003 |
| General and administrative – unconsolidated joint ventures | — | — | 713 | — | 713 |
| | <u>135</u> | <u>7,806</u> | <u>170,438</u> | <u>(311)</u> | <u>178,068</u> |
| Real estate operating income (loss) | 924 | (7,814) | 46,197 | — | 39,307 |
| Other income (expense): | | | | | |
| Interest expense | — | (31,554) | (27,935) | 15,181 | (44,308) |
| Loss on extinguishment of debt | — | — | (325) | — | (325) |
| Interest and other income | 12,923 | 4,517 | 5,409 | (15,181) | 7,668 |
| | <u>12,923</u> | <u>(27,037)</u> | <u>(22,851)</u> | <u>—</u> | <u>(36,965)</u> |
| Income (loss) before income taxes and unconsolidated entities and sales of real estate: | | | | | |
| | 13,847 | (34,851) | 23,346 | — | 2,342 |
| Income tax benefit (expense) | — | (1) | 379 | — | 378 |
| Income (loss) from unconsolidated entities | 163,542 | 188,832 | — | (353,223) | (849) |
| Income before sale of real estate assets: | 177,389 | 153,980 | 23,725 | (353,223) | 1,871 |
| Gain on sale of real estate assets | — | 11,050 | 164,468 | — | 175,518 |
| Net income | \$ 177,389 | \$ 165,030 | \$ 188,193 | \$ (353,223) | \$ 177,389 |

Consolidating Statements of Comprehensive Income (in thousands):

| | For the Three Months Ended September 30, 2018 | | | | |
|---|---|--|--------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Net income | \$ 6,429 | \$ 5,671 | \$ 11,922 | \$ (17,593) | \$ 6,429 |
| Market value adjustments to interest rate swaps | 722 | 722 | — | (722) | 722 |
| Comprehensive income | \$ 7,151 | \$ 6,393 | \$ 11,922 | \$ (18,315) | \$ 7,151 |

| | For the Three Months Ended September 30, 2017 | | | | |
|---|---|--|--------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Net income | \$ 101,534 | \$ 97,973 | \$ 105,214 | \$ (203,187) | \$ 101,534 |
| Market value adjustments to interest rate swaps | 148 | 148 | — | (148) | 148 |
| Comprehensive income | \$ 101,682 | \$ 98,121 | \$ 105,214 | \$ (203,335) | \$ 101,682 |

| | For the Nine Months Ended September 30, 2018 | | | | |
|---|---|--|--------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Net income (loss) | \$ 4,488 | \$ (5,841) | \$ 20,774 | \$ (14,933) | \$ 4,488 |
| Market value adjustments to interest rate swaps | 4,174 | 4,174 | — | (4,174) | 4,174 |
| Comprehensive income (loss) | \$ 8,662 | \$ (1,667) | \$ 20,774 | \$ (19,107) | \$ 8,662 |

| | For the Nine Months Ended September 30, 2017 | | | | |
|---|---|--|--------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Net income | \$ 177,389 | \$ 165,030 | \$ 188,193 | \$ (353,223) | \$ 177,389 |
| Market value adjustments to interest rate swaps | 146 | 146 | — | (146) | 146 |
| Comprehensive income | \$ 177,535 | \$ 165,176 | \$ 188,193 | \$ (353,369) | \$ 177,535 |

Consolidating Statements of Cash Flows (in thousands):

| | For the Nine Months Ended September 30, 2018 | | | | |
|--|---|---|--------------------|------------------------------|--|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Cash flows from operating activities | \$ 2,167 | \$ 2,522 | \$ 77,122 | \$ (20,774) | \$ 61,037 |
| Cash flows from investing activities: | | | | | |
| Net proceeds from the sales of real estate assets | — | — | 284,608 | — | 284,608 |
| Net proceeds from sale of investments in unconsolidated joint ventures | — | 235,083 | — | — | 235,083 |
| Investment in real estate and related assets | (7,300) | (51) | (69,015) | — | (76,366) |
| Investments in unconsolidated joint ventures | — | (4,432) | — | — | (4,432) |
| Distributions from unconsolidated joint ventures | — | 10,549 | — | — | 10,549 |
| Distributions from subsidiaries | 143,562 | 266,276 | — | (409,838) | — |
| Net cash provided by investing activities | 136,262 | 507,425 | 215,593 | (409,838) | 449,442 |
| Cash flows from financing activities: | | | | | |
| Borrowings, net of fees | — | 185,846 | — | — | 185,846 |
| Repayments | — | (549,000) | (2,476) | — | (551,476) |
| Distributions | (95,056) | (141,774) | (288,838) | 430,612 | (95,056) |
| Repurchases of common stock | (43,764) | — | — | — | (43,764) |
| Net cash used in financing activities | (138,820) | (504,928) | (291,314) | 430,612 | (504,450) |
| Net increase (decrease) in cash and cash equivalents | (391) | 5,019 | 1,401 | — | 6,029 |
| Cash and cash equivalents, beginning of period | 692 | 5,079 | 3,796 | — | 9,567 |
| Cash and cash equivalents, end of period | \$ 301 | \$ 10,098 | \$ 5,197 | \$ — | \$ 15,596 |

Consolidating Statements of Cash Flows (in thousands):

| | For the Nine Months Ended September 30, 2017 | | | | |
|---|---|--|----------------------------|--------------------------------------|---|
| | Columbia Property Trust (Parent) (Guarantor) | Columbia Property Trust OP (the Issuer) | Non- Guarantors | Consolidating Adjustments | Columbia Property Trust (Consolidated) |
| Cash flows from operating activities | \$ 168,209 | \$ 151,932 | \$ 80,195 | \$ (353,221) | \$ 47,115 |
| Cash flows from investing activities: | | | | | |
| Net proceeds from sales of real estate assets | — | 49,531 | 688,100 | — | 737,631 |
| Investment in real estate and related assets | (52,000) | (630) | (72,829) | — | (125,459) |
| Investments in unconsolidated joint ventures | — | (123,149) | — | — | (123,149) |
| Distributions from unconsolidated joint ventures | — | 1,411 | — | — | 1,411 |
| Distributions from subsidiaries | 237,835 | 330,939 | — | (568,774) | — |
| Net cash provided by investing activities | 185,835 | 258,102 | 615,271 | (568,774) | 490,434 |
| Cash flows from financing activities: | | | | | |
| Borrowings, net of fees | — | (628) | — | — | (628) |
| Repayments | — | — | (201,625) | — | (201,625) |
| Distributions | (109,561) | (409,115) | (512,880) | 921,995 | (109,561) |
| Repurchases of common stock | (59,090) | — | — | — | (59,090) |
| Net cash used in financing activities | (168,651) | (409,743) | (714,505) | 921,995 | (370,904) |
| Net increase (decrease) in cash and cash equivalents | 185,393 | 291 | (19,039) | — | 166,645 |
| Cash and cash equivalents, beginning of period | 174,420 | 16,509 | 25,156 | — | 216,085 |
| Cash and cash equivalents, end of period | \$ 359,813 | \$ 16,800 | \$ 6,117 | \$ — | \$ 382,730 |

14. Subsequent Events

Columbia Property Trust has evaluated subsequent events in connection with the preparation of the consolidated financial statements and notes thereto included in this report on Form 10-Q and noted the following in addition to those disclosed elsewhere in this report:

- Acquisition of an interest in the 799 Broadway Joint Venture, as described in Note 3, *Real Estate Transactions*;
- Repayment of the One Glenlake mortgage note, as described in Note 5, *Line of Credit and Notes Payable*; and
- Acquisition of the ancillary retail and office space at Lindbergh Center, as described in Note 3, *Real Estate Transactions*.

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

The following discussion and analysis should be read in conjunction with our accompanying consolidated financial statements (and notes thereto) and the "Cautionary Note Regarding Forward-Looking Statements" preceding Part I of this report, as well as our consolidated financial statements (and the notes thereto) and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2017 Form 10-K.

Executive Summary

Our primary strategic objective is to generate long-term stockholder returns from a combination of growing cash flows and appreciation in the values of our properties, by owning and operating high-quality office properties located in certain high-barrier-to-entry markets. Our approach is to own office buildings that are competitive within the top tier of their markets or that will be repositioned as such through value-add initiatives. In addition, our investment objectives include optimizing our portfolio allocation between stabilized investments and more growth-oriented, value-add investments, with an emphasis on central business districts and multi-tenant buildings.

Over the past several years, we have undertaken a capital recycling program that involved selling more than 50 properties in geographically dispersed markets for aggregate proceeds of \$3.6 billion, and reinvesting this capital in New York, San Francisco, Washington, D.C., and Boston. In May 2018, we sold 222 East 41st Street in New York after releasing the property to a single tenant for 30 years. In October 2018, we acquired a 49.7% interest in a joint venture that will develop a 12-story, 182,000-square-foot office building at 799 Broadway in New York. We are continuing to pursue other strategic investment opportunities in our target markets, as well as selective property dispositions in non-target markets.

Leasing continues to be a key area of focus for both vacant space and upcoming expirations. During 2018, we have leased 855,000 square feet of space, including:

- a 115,000-square-foot lease with WeWork in October for the entire office portion of 149 Madison in New York;
- lease expansions totaling 199,000 square feet with Arby's Restaurant Group, a subsidiary of Inspire Brands, at One & Three Glenlake Parkway in Atlanta, resulting in a full-building lease of Three Glenlake Parkway, as well as extending the total 359,000-square-foot lease through March 2033;
- a 17,000-square-foot lease expansion with Fullscreen at 315 Park Avenue South, along with an extension to 2026 for their new total 34,000 square feet of space; and
- a 27,000-square-foot new lease with Ernst & Young at 218 West 18th Street.

We continue to maintain a strong and flexible balance sheet with a weighted-average cost of borrowing of 3.75%⁽¹⁾ per annum as of September 30, 2018. Our debt capital allocation favors unsecured borrowings with 92%⁽¹⁾ of our portfolio unencumbered by mortgages. Our borrowings mature over the next eight years; \$539.0 million of our line of credit and notes payable borrowings outstanding at period-end may be repaid prior to maturity, in part or in full, without penalty. Our stock repurchase program allows us to take advantage of market opportunities from time to time when we believe our stock is undervalued. During the nine months ended September 30, 2018, we repurchased \$41.8 million of our common stock (2.0 million shares at an average price of \$21.35 per share).

⁽¹⁾ Statistics include our ownership interest in the gross real estate assets and debt at properties held through unconsolidated joint ventures as described in Note 4, *Unconsolidated Joint Ventures*, of the accompanying financial statements.

Key Performance Indicators

Our operating results depend primarily upon the level of income generated by the leases at our properties. Occupancy and rental rates are key drivers of our lease income. Over the last year, our quarter-end average portfolio percentage leased ranged from 95.1% at September 30, 2017 to 97.3% at September 30, 2018. The following table sets forth details related to recent leasing activities, which drive changes in our rental revenues:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|----------------------------------|----------|---------------------------------|----------|
| | 2018 | 2017 | 2018 | 2017 |
| Total number of leases | 17 | 11 | 44 | 46 |
| Square feet of leasing – renewal ⁽¹⁾ | 230,045 | 109,979 | 270,821 | 314,915 |
| Square feet of leasing – new ⁽¹⁾ | 174,981 | 41,236 | 386,693 | 430,565 |
| Total square feet of leasing | 405,026 | 151,215 | 657,514 | 745,480 |
| Lease term (months) | 119 | 74 | 111 | 98 |
| Tenant improvements, per square foot – renewal | \$ 14.25 | \$ 32.31 | \$ 14.05 | \$ 40.58 |
| Tenant improvements, per square foot – new | \$ 76.20 | \$ 73.62 | \$ 69.08 | \$ 82.62 |
| Tenant improvements, per square foot – all leases | \$ 65.95 | \$ 43.84 | \$ 63.48 | \$ 68.73 |
| Leasing commissions, per square foot – renewal | \$ 11.48 | \$ 12.49 | \$ 10.50 | \$ 13.81 |
| Leasing commissions, per square foot – new | \$ 22.84 | \$ 31.77 | \$ 26.10 | \$ 21.80 |
| Leasing commissions, per square foot – all leases | \$ 20.96 | \$ 17.87 | \$ 24.51 | \$ 19.16 |
| Rent leasing spread – renewal⁽²⁾ | 5.2% | 117.3% | 5.8% | 85.1% |
| Rent leasing spread – new⁽³⁾ | 21.8% | 79.3% | 29.8% | 121.9% |
| Rent leasing spread – all leases⁽²⁾⁽³⁾ | 19.0% | 106.9% | 26.8% | 103.5% |

⁽¹⁾ Includes our proportionate share of renewal and new leasing at properties owned through unconsolidated joint ventures.

⁽²⁾ Rent leasing spreads for renewal leases are calculated based on the change in base rental income measured on a straight-line basis.

⁽³⁾ Rent leasing spreads for new leases are calculated only for space that has been vacant less than one year, and are measured on a straight-line basis.

In 2018, rent leasing spreads were positive (19.0% and 26.8% for the three and nine months ended September 30, 2018, respectively) primarily due to lease expansions of 59,000 square feet and 140,000 square feet with Arby's Restaurant Group, a subsidiary of Inspire Brands, at One & Three Glenlake Parkway in Atlanta. In 2017, rent leasing spreads were significantly positive (106.9% and 103.5% for the three and nine months ended September 30, 2017, respectively) due to extending the 119,000-square-foot lease with DLA Piper at University Circle in San Francisco and leasing 205,000 square feet at 650 California Street in San Francisco to several tenants. The 2017 leasing at 650 California Street required significant tenant improvements; however, the net economic impact of leasing at 650 California Street is favorable. Over the next 12 months, approximately 184,000 square feet of leases at our operating properties (approximately 3.5% of our portfolio based on revenues) are scheduled to expire.

Liquidity and Capital Resources

Overview

Cash flows generated from the operation of our properties are primarily used to fund recurring expenditures and stockholder dividends. The amount of distributions to common stockholders is determined by our board of directors and is dependent upon a number of factors, including funds deemed available for distribution based principally on our current and future projected operating cash flows, reduced by capital requirements necessary to maintain our existing portfolio. In determining the amount of distributions to common stockholders, we also consider our future capital needs and future sources of liquidity, as well as the annual distribution requirements necessary to maintain our status as a REIT under the Code. Our board of directors elected to maintain a \$0.20 dividend rate for third quarter of 2018.

Investments in new property acquisitions and first-generation capital improvements are generally funded with capital proceeds from property sales, debt, or cash on hand.

Short-Term Liquidity and Capital Resources

During the nine months ended September 30, 2018, we generated net cash flows from operating activities of \$61.0 million, which consisted primarily of receipts from tenants for rent and reimbursements, receipts from unconsolidated joint ventures for services

provided, and distributions from unconsolidated joint ventures, reduced by payments for operating costs, tenant inducements, administrative expenses, and interest expense. During the same period, we paid total distributions to stockholders of \$95.1 million, which included dividend payments of \$23.9 million for the fourth quarter of 2017 and an aggregate of \$71.2 million for the first three quarters of 2018. Distributions to stockholders exceeded net cash flow from operating activities for the first nine months of 2018, due to timing differences related to paying prior-period lease incentives and prior-period dividends in the current period.

During the nine months ended September 30, 2018, we sold 222 East 41st Street and an additional 22.5% interest in the 333 Market Street and University Circle joint ventures for net proceeds of \$519.7 million. We used these proceeds to repay the \$300 Million Bridge Loan, to pay down \$63.0 million on our Revolving Credit Facility (as described below), to fund leasing and capital projects of \$73.5 million, and to fund stock repurchases of \$41.8 million.

Over the short term, we expect our primary sources of capital and liquidity to be operating cash flows, select property dispositions, and debt. We expect that our principal demands for funds will be property acquisitions, capital improvements to our existing portfolio, stockholder distributions, stock repurchases, operating expenses, and interest and principal payments on current and maturing debt. As of October 23, 2018, we have access to \$351.0 million under our Revolving Credit Facility. We believe that we will have adequate liquidity and capital resources to meet our current obligations as they come due.

Long-Term Liquidity and Capital Resources

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

Consistent with our financing strategy and objectives, we have generally maintained debt levels less than 40% of the undepreciated cost of our assets over the long term. As of September 30, 2018, our net-debt-to-real-estate-asset ratio was approximately 30%. Our net-debt-to-real-estate-asset ratio is calculated based on outstanding debt, less consolidated cash balances, and includes our share of joint venture real estate assets and debt, as well as basis adjustments, related to joint venture real estate assets.

Revolving Credit Facility

The Revolving Credit Facility has a capacity of \$500.0 million and matures in July 2019, with two six-month extension options (the "Revolving Credit Facility"). As of September 30, 2018, we have \$89.0 million in outstanding borrowings on the Revolving Credit Facility. Amounts outstanding under the Revolving Credit Facility bear interest at LIBOR, plus an applicable margin ranging from 0.875% to 1.55% for LIBOR borrowings, or an alternate base rate, plus an applicable margin ranging from 0.00% to 0.55% for base-rate borrowings, based on our applicable credit rating. The per-annum facility fee on the aggregate revolving commitment (used or unused) ranges from 0.125% to 0.30%, also based on our applicable credit rating. Additionally, together, the Revolving Credit Facility and the \$300 Million Term Loan provide for aggregate additional borrowings of up to \$400 million under four accordion options, subject to certain limitations.

Term Loans

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

The unsecured \$150 million term loan matures in July 2022 (the "\$150 Million Term Loan"). The \$150 Million Term Loan incurred interest, at our option, at either (i) LIBOR, plus an applicable margin ranging from 0.90% to 1.75% for LIBOR loans, or (ii) an alternate base rate, plus an applicable margin ranging from 0.00% to 0.75% for base-rate loans. The interest rate on the \$150 Million Term Loan is effectively fixed at 3.07% with an interest rate swap agreement on the LIBOR component of the rate, which is designated as a cash flow hedge.

Bonds Payable

In August 2016, we issued \$350.0 million of 10-year unsecured 3.650% senior notes at 99.626% of their face value (the "2026 Bonds Payable"). We received proceeds from the 2026 Bonds Payable, net of fees, of \$346.4 million. The 2026 Bonds Payable require semi-annual interest payments in February and August, based on a contractual annual interest rate of 3.650%. The principal amount of the 2026 Bonds Payable is due and payable on the maturity date, August 15, 2026.

In March 2015, we issued \$350.0 million of 10-year unsecured 4.150% senior notes at 99.859% of their face value (the "2025 Bonds Payable"). We received proceeds from the 2025 Bonds Payable, net of fees, of \$347.2 million. The 2025 Bonds Payable require semi-annual interest payments in April and October, based on a contractual annual interest rate of 4.150%. The principal amount of the 2025 Bonds Payable is due and payable on the maturity date, April 1, 2025.

Debt Covenants

Our mortgage debt, the \$300 Million Term Loan, the \$150 Million Term Loan, the Revolving Credit Facility, the 2026 Bonds Payable, and the 2025 Bonds Payable contain certain covenants and restrictions that require us to meet certain financial ratios. We were in compliance with all of our debt covenants as of September 30, 2018. We expect to continue to be able to meet the requirements of our debt covenants over the next 12 months.

Contractual Commitments and Contingencies

As of September 30, 2018, our contractual obligations will become payable in the following periods (in thousands):

| Contractual Obligations | Total | 2018 | 2019-2020 | 2021-2022 | Thereafter |
|--|---------------------|------------------|-------------------|-------------------|---------------------|
| Debt obligations ⁽¹⁾ | \$ 1,425,450 | \$ 20,700 | \$ 389,000 | \$ 150,000 | \$ 865,750 |
| Interest obligations on debt ⁽¹⁾⁽²⁾ | 274,305 | 13,197 | 97,621 | 78,698 | 84,789 |
| Capital lease obligations ⁽³⁾ | 120,000 | — | — | 120,000 | — |
| Operating lease obligations ⁽⁴⁾ | 1,279,761 | 1,950 | 15,774 | 15,867 | 1,246,170 |
| Total | \$ 3,099,516 | \$ 35,847 | \$ 502,395 | \$ 364,565 | \$ 2,196,709 |

⁽¹⁾ Includes 51% of the debt and interest obligations for the Market Square Joint Venture, which we own through an unconsolidated joint venture. The Market Square Joint Venture has a \$325 million mortgage note on the property, which bears interest at 5.07% and matures on July 1, 2023. We guarantee \$5.8 million of the mortgage note (see Note 7, *Commitments and Contingencies*, of the accompanying financial statements).

⁽²⁾ Interest obligations on variable-rate debt are measured at the rate at which they are effectively fixed with interest rate swap agreements (where applicable) or the rate in effect as of September 30, 2018. Interest obligations on all other debt instruments are measured at the contractual rate. See Item 7A, *Quantitative and Qualitative Disclosure About Market Risk*, for more information regarding our interest rate swaps.

⁽³⁾ Amounts include principal obligations only. We made interest payments on these obligations of \$5.4 million during the first nine months of 2018, all of which was funded with interest income earned on the corresponding investments in development authority bonds.

⁽⁴⁾ These obligations are related to ground leases at certain properties, including 49.5% of the ground lease obligation at 114 Fifth Avenue, based on our ownership interest in the unconsolidated joint venture that owns that property, as well as our corporate office lease. In addition to the amounts shown, certain lease agreements include provisions that, at the option of the tenant, may obligate us to expend capital to expand an existing property or provide other expenditures for the benefit of the tenant.

Results of Operations

Overview

As of September 30, 2018, our portfolio of 18 operating properties was approximately 97.3% leased. For the periods presented, our operating results are impacted by investing activity as set forth below. In the near term, we expect real estate operating income to vary, primarily based on investing and leasing activities.

Acquisitions

| Property | Location | % Acquired | Rentable Square Feet | Transaction Date | Purchase Price ⁽¹⁾ (in thousands) |
|---|------------------|------------|----------------------|-------------------|--|
| 2017 | | | | | |
| 149 Madison Avenue | New York, NY | 100.0% | 127,000 | November 28, 2017 | \$ 87,700 |
| 249 West 17th Street & 218 West 18th Street | New York, NY | 100.0% | 447,000 | October 11, 2017 | \$ 514,100 |
| 1800 M Street ⁽²⁾ | Washington, D.C. | 55.0% | 581,000 | October 11, 2017 | \$ 231,550 |
| 114 Fifth Avenue ⁽³⁾ | New York, NY | 49.5% | 352,000 | July 6, 2017 | \$ 108,900 |

⁽¹⁾ Exclusive of transaction costs and purchase price adjustments.

⁽²⁾ We hold a 55.0% ownership interest in 1800 M Street through an unconsolidated joint venture.

⁽³⁾ We hold a 49.5% ownership interest in 114 Fifth Avenue through an unconsolidated joint venture.

Dispositions

| Property | Location | % Sold | Rentable Square Feet | Transaction Date | Sales Price ⁽¹⁾ (in thousands) |
|---|-------------------|--------|----------------------|------------------|---|
| 2018 | | | | | |
| 222 East 41st Street | New York, NY | 100.0% | 390,000 | May 29, 2018 | \$ 332,500 |
| 263 Shuman Boulevard | Chicago, IL | 100.0% | 354,000 | April 13, 2018 | \$ 49,000 ⁽²⁾ |
| University Circle and 333 Market Street Joint Ventures ⁽³⁾ | San Francisco, CA | 22.5% | 1,108,000 | February 1, 2018 | \$ 235,300 |
| 2017 | | | | | |
| University Circle & 333 Market Street | San Francisco, CA | 22.5% | 1,108,000 | July 6, 2017 | \$ 234,000 |
| Key Center Tower & Marriott | Cleveland, OH | 100.0% | 1,326,000 | January 31, 2017 | \$ 267,500 |
| Houston Properties Sale ⁽⁴⁾ | Houston, TX | 100.0% | 1,187,000 | January 6, 2017 | \$ 272,000 |

⁽¹⁾ Exclusive of transaction costs and price adjustments.

⁽²⁾ Reflects the principal balance of the 263 Shuman Boulevard mortgage note, which was extinguished by transferring the property to the lender in the second quarter of 2018.

⁽³⁾ After the February 1, 2018 transaction, we retain a 55.0% ownership interest in both University Circle and 333 Market Street through unconsolidated joint ventures.

⁽⁴⁾ The Houston Property Sale was made up of 5 Houston Center (581,000 square feet), Energy Center I (332,000 square feet), and 515 Post Oak (274,000 square feet).

Comparison of the Three Months Ended September 30, 2018 With the Three Months Ended September 30, 2017

Rental income was \$64.5 million for the three months ended September 30, 2018, which represents an increase as compared with \$55.0 million for the three months ended September 30, 2017. The impacts of acquisitions (\$9.6 million) and leasing (\$5.2 million) were partially offset by the current year sale of 222 East 41st Street (\$4.5 million) and transferring University Circle and 333 Market Street to unconsolidated joint ventures in the third quarter of 2017 (\$0.7 million). We expect future rental income to vary based on recent and future investing and leasing activities.

Tenant reimbursements were \$5.3 million for the three months ended September 30, 2018, which represents an increase as compared with \$3.1 million for the three months ended September 30, 2017, primarily due to property tax reimbursements for sold properties (\$1.4 million) and acquisitions (\$0.9 million). Property operating costs were \$21.0 million for the three months ended September 30, 2018, which represents an increase from \$18.6 million for the three months ended September 30, 2017, due to the impact of acquiring properties with gross leases (\$1.5 million), leases in initial year of occupancy (\$0.6 million), and expenses incurred

related to services provided to the joint venture properties, which are reimbursed through other property income (\$0.4 million). Tenant reimbursements and property operating costs are expected to vary with future leasing activity and changes in our portfolio.

Asset and property management fee income was \$1.8 million for the three months ended September 30, 2018, which represents an increase as compared with \$1.2 million for the three months ended September 30, 2017. In the current year period, we provided asset and property management services to the Market Square Joint Venture, the San Francisco Joint Ventures, and the 1800 M Street Joint Venture. In the prior year period, such services were provided only to the Market Square Joint Venture and the San Francisco Joint Ventures. We anticipate asset and property management fee income to remain at similar levels in the near term.

Other property income was \$1.8 million for the three months ended September 30, 2018, which represents an increase as compared with \$1.1 million for the three months ended September 30, 2017, primarily due to current period lease termination activity (\$0.5 million) and providing additional reimbursable services to our unconsolidated joint ventures (\$0.2 million). Other property operating income is expected to vary in the future, based on additional lease restructuring activities.

Asset and property management fee expenses were flat at \$0.2 million for both for the three months ended September 30, 2018 and September 30, 2017. Future asset and property management fee expenses are expected to remain stable in the near term, and may increase as a result of future investing activities.

Depreciation was \$19.9 million for the three months ended September 30, 2018, which represents a slight increase as compared with \$18.5 million for the three months ended September 30, 2017. Additional depreciation from acquisitions (\$2.6 million) was partially offset by the current year sale of 222 East 41st Street (\$1.1 million). Depreciation is expected to vary based on recent and future investing activities and capital projects.

Amortization was \$7.9 million for the three months ended September 30, 2018, which represents an increase as compared with \$6.9 million for the three months ended September 30, 2017. The increase is primarily due to acquisitions (\$1.8 million), partially offset by prior period lease expirations (\$0.5 million), transferring University Circle and 333 Market Street to unconsolidated joint ventures in the third quarter of 2017 (\$0.2 million), and the current year sale of 222 East 41st Street (\$0.1 million). We expect future amortization to vary in the near term, based on recent and future investing and leasing activities.

General and administrative – corporate expenses were \$8.3 million for the three months ended September 30, 2018, which represents an increase from \$7.0 million for the three months ended September 30, 2017, primarily due to non-recurring professional fees (\$0.6 million); compensation costs related to expanding our team (\$0.4 million); and the commencement of our corporate office lease in the fourth quarter of 2017 (\$0.2 million). General and administrative – corporate expenses are expected to remain at similar levels in the near-term.

General and administrative – unconsolidated joint ventures expenses were flat at \$0.7 million for both for the three months ended September 30, 2018 and September 30, 2017. Future general and administrative – unconsolidated joint ventures expenses are expected to vary as a result of future investing activities.

Interest expense was \$13.1 million for the three months ended September 30, 2018, which represents a decrease from \$14.7 million for the three months ended September 30, 2017, primarily due to debt settlements and repayments. We expect interest expense to vary in the near term based on future financing activities.

We recognized a loss on extinguishment of debt of \$0.3 million for the three months ended September 30, 2017. In 2017, we repaid a mortgage note early, resulting in the write-off of an aggregate of \$0.3 million related to deferred financing costs. We expect future gains or losses on extinguishments of debt to vary with financing activities.

Interest and other income was \$1.8 million for the three months ended September 30, 2018, which represents a decrease compared with \$2.8 million for the three months ended September 30, 2017. The decrease is due to interest income earned on additional cash deposits held in 2017 (\$1.0 million). The majority of this income is earned on investments in development authority bonds with a remaining term of approximately 3.3 years as of September 30, 2018 (\$1.8 million for both the three months ended September 30, 2018 and September 30, 2017). Interest income earned on development authority bonds is entirely offset by interest expense incurred on the corresponding capital leases. Interest income is expected to remain at similar levels in the near term.

Income from the unconsolidated joint ventures was \$2.4 million for the three months ended September 30, 2018, which represents a slight decrease as compared with \$2.9 million for the three months ended September 30, 2017. The impacts of the reduction of our ownership interest in University Circle and 333 Market Street from 77.5% in the prior-year period to 55.0% in the current-year period (\$1.8 million) and the basis difference amortization, as described in Note 4, *Unconsolidated Joint Ventures*, to the accompanying consolidated financial statements, (\$0.8 million) are partially offset by leasing and other operating activity at our ongoing joint venture investments (\$1.3 million) and the October 2017 acquisition of a 55.0% interest in 1800 M Street through

an unconsolidated joint venture (\$0.8 million). We expect income from the unconsolidated joint ventures to vary based on future joint venture investing activities and leasing activity at the properties owned through unconsolidated joint ventures.

We recognized a gain on sale of real estate assets of \$102.4 million for the three months ended September 30, 2017, as a result of selling a 22.5% interest in each of University Circle and 333 Market Street in July 2017. Future gains on sale of real estate assets will vary with future disposition activity.

Net income was \$6.4 million, or \$0.05 per basic and diluted share, for the three months ended September 30, 2018, which represents a decrease as compared with net income of \$101.5 million, or \$0.84 per basic and diluted share, for the three months ended September 30, 2017. The decrease is primarily due to the prior-period gain on sales of real estate assets related to the partial sale of 333 Market Street and University Circle in July 2017 (\$102.4 million), partially offset by operating income from acquired properties (\$4.4 million), and the net impact of recent leasing (\$3.6 million). See the "Supplemental Performance Measures" section below for our same-store results compared with the prior year. We expect future earnings to vary primarily as a result of leasing activity at our existing properties and future investing activity.

Comparison of the Nine Months Ended September 30, 2018 With the Nine Months Ended September 30, 2017

Rental income was \$195.6 million for the nine months ended September 30, 2018, which represents a slight increase as compared with \$193.3 million for the nine months ended September 30, 2017. The additional revenues from acquisitions (\$28.5 million) and leasing (\$12.6 million) are offset by the impacts of transferring University Circle and 333 Market Street to unconsolidated joint ventures in the third quarter of 2017 (\$27.5 million) and dispositions (\$11.3 million). We expect future rental income to vary based on recent and future investing and leasing activities.

Tenant reimbursements were \$16.0 million for the nine months ended September 30, 2018, which represents a decrease as compared with \$18.6 million for the nine months ended September 30, 2017. The impact of transferring University Circle and 333 Market Street to unconsolidated joint ventures in the third quarter of 2017 (\$5.6 million) is partially offset by additional reimbursements from acquisitions (\$2.5 million) and the net impact of recent leasing activity (\$0.4 million). Property operating costs were \$66.5 million for the nine months ended September 30, 2018, which represents an increase as compared with \$64.5 million for the nine months ended September 30, 2017. The impacts of acquired properties with primarily gross leases (\$6.4 million) and recent leasing of previously vacant space (\$1.0 million) are partially offset by transferring University Circle and 333 Market Street to unconsolidated joint ventures in the third quarter of 2017 (\$5.5 million). Tenant reimbursements and property operating costs are expected to vary with future leasing activity and changes in our portfolio.

Hotel income, net of hotel operating costs, was \$(0.7) million for the nine months ended September 30, 2017. The Key Center Marriott was sold on January 31, 2017.

Asset and property management fee income was \$5.4 million for the nine months ended September 30, 2018, which represents an increase as compared with \$2.1 million for the nine months ended September 30, 2017. In the current-year period, we provided asset and property management services to the Market Square Joint Venture, the San Francisco Joint Ventures, and the 1800 M Street Joint Venture. In the prior-year period, such services were provided only to the Market Square Joint Venture for the first nine months of the year and for the San Francisco Joint Ventures upon formation in July 2017. We anticipate asset and property management fee income to remain at similar levels in the near term.

Other property income was \$5.5 million for the nine months ended September 30, 2018, which represents an increase as compared with \$2.0 million for the nine months ended September 30, 2017, primarily due to providing additional reimbursable services to our unconsolidated joint ventures (\$2.0 million) and lease termination activity (\$1.4 million). Other property operating income is expected to vary in the future, based on additional lease restructuring activities.

Asset and property management fee expenses were \$0.6 million for the nine months ended September 30, 2018, which represents a slight decrease as compared with \$0.7 million for the nine months ended September 30, 2017, primarily due to expenses incurred for the Key Center Marriott which was sold in January 2017 (\$0.1 million). Future asset and property management fee expenses are expected to remain stable in the near term, and may increase as a result of future investing activities.

Depreciation was relatively flat at \$61.4 million for the nine months ended September 30, 2018 and \$60.5 million for the nine months ended September 30, 2017. The impacts of additional depreciation from acquisitions (\$7.8 million) and from the completion of capital and tenant improvement projects across the portfolio (\$3.7 million) are partially offset by the impacts of transferring University Circle and 333 Market Street to unconsolidated joint ventures in the third quarter of 2017 (\$8.4 million), dispositions (\$1.8 million), and prior-period lease expirations (\$0.5 million). Depreciation is expected to vary based on recent and future investing activities and capital projects.

Amortization was relatively stable at \$24.6 million and \$24.5 million for the nine months ended September 30, 2018 and 2017, respectively. The impact of acquisitions (\$5.5 million) is offset by transferring University Circle and 333 Market Street to unconsolidated joint ventures (\$2.7 million), prior-period lease expirations and terminations (\$2.0 million), and dispositions (\$0.8 million). We expect future amortization to vary, based on recent and future investing and leasing activities.

For the nine months ended September 30, 2018, we recognized an impairment loss of \$30.8 million in connection with changing our holding period expectations for 222 East 41st Street in the second quarter of 2018. Future impairment losses will depend primarily on our holding period intentions and any disposition strategies evaluated for our other properties.

Total general and administrative expenses were \$26.6 million for the nine months ended September 30, 2018, which represents an increase as compared with \$25.7 million for the nine months ended September 30, 2017. Effective July 1, 2017, we began to allocate certain general and administrative expenses to unconsolidated joint ventures based on the time incurred to manage assets owned by our unconsolidated joint ventures. The increase in total general and administrative expenses is primarily due the commencement of our corporate office lease in the fourth quarter of 2017 (\$0.6 million). We expect future general and administrative expenses to remain at similar levels in the near term.

Interest expense was relatively stable at \$43.3 million and \$44.3 million for the nine months ended September 30, 2018 and 2017, respectively. We expect interest expense to vary in the near term based on future financing activities.

We recognized a gain on extinguishment of debt of \$23.7 million for the nine months ended September 30, 2018, and a loss on extinguishment of debt of \$0.3 million for the nine months ended September 30, 2017. In April 2018, we transferred 263 Shuman Boulevard to the lender in extinguishment of the related mortgage note, resulting in a \$24.0 million gain on extinguishment of debt; and in May 2018, we repaid the remaining outstanding balance on our bridge loan approximately six months early, resulting in a \$0.3 million loss due to the write-off of related deferred financing costs. In 2017, we repaid two mortgage notes early, resulting the write-off of an aggregate of \$0.3 million related to deferred financing costs. We expect future gains or losses on extinguishments of debt to vary with financing activities.

Interest and other income was \$5.4 million for the nine months ended September 30, 2018, which represents a decrease compared with \$7.7 million for the nine months ended September 30, 2017. The decrease is due to interest income earned on additional cash deposits held in 2017 (\$2.3 million). The majority of this income is earned on investments in development authority bonds with a remaining term of approximately 3.3 years as of September 30, 2018 (\$5.4 million for both the nine months ended September 30, 2018 and September 30, 2017). Interest income earned on development authority bonds is entirely offset by interest expense incurred on the corresponding capital leases. Interest income is expected to remain at similar levels in the near term.

We recognized a gain on sale of unconsolidated joint venture interests of \$0.8 million for the nine months ended September 30, 2018 related to the sale of an additional 22.5% interest in University Circle and 333 Market Street joint ventures, as described in Note 3, *Real Estate Transactions*, to the accompanying consolidated financial statements. We expect future gains or losses on sales of unconsolidated joint venture interests to vary with future joint venture disposition activities.

Income from the unconsolidated joint ventures was \$5.9 million for the nine months ended September 30, 2018, which represents an increase as compared to a loss from unconsolidated joint ventures of \$0.8 million for the nine months ended September 30, 2017. The increase is due to our additional investments in unconsolidated joint ventures over the past year: the transfer of University Circle and 333 Market Street to unconsolidated joint ventures, in which we retain a 55.0% ownership interest, the acquisition of a 49.5% interest in 114 Fifth Avenue through an unconsolidated joint venture, and the acquisition of a 55.0% interest in 1800 M Street through an unconsolidated joint venture. We expect income from the unconsolidated joint ventures to vary based on future joint venture investing activities and leasing activity at the properties owned through unconsolidated joint ventures.

We recognized a gain on sale of real estate assets of \$175.5 million for the nine months ended September 30, 2017, as a result of selling three properties in Houston, Texas, and Key Center Tower and Marriott in Cleveland, Ohio, in January 2017; and selling a 22.5% interest in each of University Circle and 333 Market Street in July 2017. Future gains on sale of real estate assets will vary with future disposition activity.

Net income was \$4.5 million, or \$0.04 per basic and diluted share, for the nine months ended September 30, 2018, which represents a decrease as compared with net income of \$177.4 million, or \$1.46 per basic and diluted share, for the nine months ended September 30, 2017. The decrease is primarily due to prior-period gains on sales of real estate (\$175.5 million). See the "Supplemental Performance Measures" section below for our same-store results compared with the prior year. We expect future earnings to vary primarily as a result of leasing activity at our existing properties and future investing activity.

NOI by Geographic Segment

We consider geographic location when evaluating our portfolio composition, and in assessing the ongoing operations and performance of our properties. As of September 30, 2018, we aggregated our properties into the following geographic segments: New York, San Francisco, Atlanta, Washington, D.C., Boston, Los Angeles, and all other office markets. All other office markets consists of properties in low-barrier-to-entry geographic locations in which we do not have a substantial presence and do not plan to make further investments. NOI, as presented below, includes our share of properties owned through unconsolidated joint ventures. See Note 12, *Segment Information*, of the accompanying consolidated financial statements for additional information and a reconciliation from GAAP net income to NOI.

The following table presents NOI by geographic segment (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------|----------------------------------|-----------|---------------------------------|------------|
| | 2018 | 2017 | 2018 | 2017 |
| New York ⁽¹⁾ | \$ 23,145 | \$ 16,536 | \$ 71,693 | \$ 50,411 |
| San Francisco ⁽²⁾ | 19,925 | 18,166 | 58,875 | 57,733 |
| Atlanta | 9,245 | 8,500 | 27,083 | 25,078 |
| Washington, D.C. ⁽³⁾ | 8,844 | 4,209 | 25,976 | 11,052 |
| Boston | 1,890 | 1,196 | 5,203 | 3,797 |
| Los Angeles | 1,119 | 1,155 | 3,481 | 3,439 |
| All other office markets | 3,989 | 4,071 | 11,149 | 15,598 |
| Total office segments | 68,157 | 53,833 | 203,460 | 167,108 |
| Hotel | — | (24) | — | (914) |
| Corporate | (204) | (364) | (599) | (489) |
| Total NOI | \$ 67,953 | \$ 53,445 | \$ 202,861 | \$ 165,705 |

⁽¹⁾ Includes NOI for one unconsolidated property, 114 Fifth Avenue, based on our ownership interest: 49.5% from July 6, 2017 through September 30, 2018. 114 Fifth Avenue was acquired on July 6, 2017.

⁽²⁾ Includes NOI for two unconsolidated properties, 333 Market Street and University Circle, based on our ownership interests: 100.0% from January 1, 2017 through July 5, 2017; 77.5% from July 6, 2017 through January 31, 2018; and 55.0% from February 1, 2018 through September 30, 2018.

⁽³⁾ Includes NOI for two unconsolidated properties, Market Square and 1800 M Street, based on our ownership interests: 51.0% for the Market Square for all periods presented; 55.0% for 1800 M Street from January 1, 2018 through September 30, 2018. 1800 M Street was acquired on October 11, 2017.

New York

NOI has increased as a result of the July 2017 acquisition of a 49.5% interest in 114 Fifth Avenue and the October 2017 acquisition of 249 West 17th Street and 218 West 18th Street, which are partially offset by the sale of 222 East 41st Street in May 2018.

Atlanta

NOI has increased due to leases commencing at One & Three Glenlake Parkway. From September 30, 2017 to September 30, 2018, One & Three Glenlake Parkway's commenced occupancy increased from 89.6% to 98.5%, respectively.

Washington, D.C.

NOI has increased as a result of the October 2017 acquisition of a 55.0% interest in 1800 M Street and leasing at Market Square. From September 30, 2017 to September 30, 2018, Market Square's commenced occupancy increased from 77.4% to 81.8%, respectively.

Boston

NOI has increased as a result of leasing at 116 Huntington Avenue. From September 30, 2017 to September 30, 2018, 116 Huntington Avenue's commenced occupancy increased from 75.7% to 88.0%, respectively.

All Other Office Markets

NOI decreased as a result of asset sales in the first quarter of 2017 and the tenant at 263 Shuman Boulevard vacating the property in May 2017. 263 Shuman Boulevard was transferred to the lender in extinguishment of the related mortgage note on April 13, 2018.

Supplemental Performance Measures

In addition to net income, we measure the performance of the company using certain non-GAAP supplemental performance measures, including: (i) Funds From Operations ("FFO"), (ii) Net Operating Income ("NOI"), and (iii) Same Store Net Operating Income ("Same Store NOI"). These non-GAAP metrics are commonly used by industry analysts and investors as supplemental operation performance measures of REITs and are viewed by management to be useful indicators of operating performance. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, many industry analysts and investors have considered presentation of operating results for real estate companies using historical cost accounting alone to be insufficient. Management believes that the use of FFO, NOI, and Same Store NOI, combined with net income, improves the understanding of operating results of REITs among the investing public and makes comparisons of REIT operating results more meaningful.

Net income is the most comparable GAAP measure to FFO, NOI, and Same Store NOI. Each of these supplemental performance measures exclude expenses that materially impact our overall results of operations and, therefore, should not be considered as a substitute for net income, income before income taxes, or any other measures derived in accordance with GAAP. Furthermore, these metrics may not be comparable to other similarly titled measures used by other companies.

Funds From Operations

FFO is a non-GAAP measure used by many investors and analysts who follow the real estate industry to measure the performance of an equity REIT. We consider FFO a useful measure of our performance principally because it excludes the effects of GAAP depreciation and amortization of real estate assets, which reduce the carrying value of real estate assets systematically over time. Since real estate values have historically risen or fallen with market conditions, we believe that FFO provides a meaningful supplemental measure of our performance. We believe that the use of FFO, combined with the required GAAP presentations, is beneficial in improving our investors' understanding of our operating results and allowing for comparisons among other companies who define FFO as we do.

FFO, as defined by the National Association of Real Estate Investment Trusts ("NAREIT"), represents net income (computed in accordance with GAAP), excluding gains or losses on sales of real estate and impairments of real estate assets, plus real estate-related depreciation and amortization, after adjustments for unconsolidated partnerships and joint ventures, for both continuing and discontinued operations. We compute FFO in accordance with NAREIT's definition, which may differ from the methodology for calculating FFO, or similarly titled measures, used by other companies, and this may not be comparable to those presentations.

FFO is not reduced for the amounts needed to fund capital replacements or expansions, debt service obligations, or other commitments and uncertainties, nor is it indicative of funds available to fund our cash needs, including our ability to make distributions. Our presentation of FFO should not be considered as an alternative to net income (computed in accordance with GAAP) or as an indicator of financial performance.

GAAP net income reconciles to FFO as follows (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------------------|------------------------------------|------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Net income | \$ 6,429 | \$ 101,534 | \$ 4,488 | \$ 177,389 |
| Adjustments: | | | | |
| Depreciation of real estate assets | 19,878 | 18,501 | 61,394 | 60,529 |
| Amortization of lease-related costs | 7,920 | 6,870 | 24,559 | 24,518 |
| Impairment loss on real estate assets | — | — | 30,812 | — |
| Depreciation and amortization included in income (loss) from unconsolidated joint ventures ⁽¹⁾ | 12,519 | 7,180 | 38,709 | 11,401 |
| Gain on sale of unconsolidated joint venture interests | — | — | (762) | — |
| Gain on sales of real estate assets | — | (102,365) | — | (175,518) |
| Total funds from operations adjustments | 40,317 | (69,814) | 154,712 | (79,070) |
| NAREIT FFO available to common stockholders | \$ 46,746 | \$ 31,720 | \$ 159,200 | \$ 98,319 |

⁽¹⁾ Reflects our ownership interest in depreciation and amortization for investments in unconsolidated joint ventures.

Net Operating Income

As set forth below, NOI is calculated by deducting property operating costs from rental and other property revenues for continuing operations. As a performance metric consisting of only revenues and expenses directly related to ongoing real estate rental operations, which have been or will be settled in cash, NOI is narrower in scope than FFO.

NOI, as we calculate it, may not be directly comparable to similarly titled, but differently calculated, measures for other REITs. We believe that NOI is another useful supplemental performance measure, as it is an input in many REIT valuation models, and it provides a means by which to evaluate the performance of the properties.

The major factors influencing our NOI are property acquisitions and dispositions, occupancy levels, rental rate increases or decreases, and the recoverability of operating expenses.

Same Store Net Operating Income

We also evaluate the performance of our properties, on a "same-store" basis, using a metric referred to as Same Store NOI. We view Same Store NOI as a useful supplemental performance measure because it improves comparability between periods by eliminating the effects of changes in our operating portfolio. On an individual property basis, Same Store NOI is computed in the same manner as NOI (as described in the preceding section). For the periods presented, we have defined our same-store portfolio as those properties that have been continuously owned and operated since July 1, 2017 (the first day of the first period presented). NOI and Same Store NOI are calculated as follows for the three months ended September 30, 2018 and 2017 (in thousands):

| | Three Months Ended September 30, | |
|--|---|------------------|
| | 2018 | 2017 |
| Revenues: | | |
| Rental income | \$ 54,902 | \$ 49,808 |
| Tenant reimbursements | 4,373 | 4,275 |
| Other property income | 1,778 | 1,098 |
| Total revenues | 61,053 | 55,181 |
| Property operating expenses | (19,727) | (18,797) |
| Same Store NOI – wholly owned properties ⁽¹⁾ | 41,326 | 36,384 |
| Same Store NOI – joint venture-owned properties ⁽²⁾ | 13,502 | 9,963 |
| Same Store NOI | 54,828 | 46,347 |
| NOI from acquisitions ⁽³⁾ | 13,087 | 533 |
| NOI from dispositions ⁽⁴⁾ | 38 | 6,565 |
| NOI | \$ 67,953 | \$ 53,445 |

⁽¹⁾ Reflects NOI from properties that were wholly owned for the entirety of the periods presented.

⁽²⁾ Reflects NOI earned from properties owned through unconsolidated joint ventures based on our ownership interest as of September 30, 2018, for the entirety of the periods presented. The NOI for properties held through unconsolidated joint ventures is included in income (loss) from unconsolidated joint ventures in our accompanying consolidated statements of operations. See Note 4, *Unconsolidated Joint Ventures*, of the accompanying consolidated financial statements, for more information.

⁽³⁾ Reflects activity for the following properties acquired since July 1, 2017, for all periods presented: 55% of 1800 M Street acquired on October 11, 2017, 249 West 17th Street acquired on October 11, 2017, 218 West 18th Street acquired on October 11, 2017, and 49.5% of 114 Fifth Avenue acquired on July 6, 2017.

⁽⁴⁾ Reflects activity for the following properties sold since July 1, 2017, for all periods presented: 222 East 41st Street sold on May 29, 2018, 263 Shuman Boulevard returned to lender on April 13, 2018, 45% of both University Circle and 333 Market Street (22.5% was sold on July 6, 2017, and 22.5% was sold on February 1, 2018).

Same Store NOI increased from \$46.3 million for the three months ended September 30, 2017, to \$54.8 million for the three months ended September 30, 2018, primarily as a result of leasing in San Francisco, New York, and Washington, D.C.

A reconciliation of GAAP net income to NOI and Same Store NOI is presented below (in thousands):

| | Three Months Ended September 30, | |
|--|----------------------------------|------------------|
| | 2018 | 2017 |
| Net income | \$ 6,429 | \$ 101,534 |
| Depreciation | 19,878 | 18,501 |
| Amortization | 7,920 | 6,870 |
| General and administrative – corporate | 8,303 | 7,034 |
| General and administrative – unconsolidated joint ventures | 746 | 713 |
| Net interest expense | 13,049 | 13,690 |
| Interest income from development authority bonds | (1,800) | (1,800) |
| Loss on extinguishment of debt | — | 280 |
| Income tax expense | 3 | 3 |
| Asset and property management fee income | (1,825) | (1,154) |
| Adjustments included in income (loss) from unconsolidated joint ventures | 15,250 | 10,139 |
| Gain on sales of real estate assets | — | (102,365) |
| NOI: | \$ 67,953 | \$ 53,445 |
| Same Store NOI – joint venture owned properties ⁽¹⁾ | (13,502) | (9,963) |
| NOI from acquisitions ⁽²⁾ | (13,087) | (533) |
| NOI from dispositions ⁽³⁾ | (38) | (6,565) |
| Same Store NOI – wholly owned properties⁽⁴⁾ | \$ 41,326 | \$ 36,384 |

⁽¹⁾ Reflects NOI earned from properties owned through unconsolidated joint ventures based on our ownership interest as of September 30, 2018, for the entirety of the periods presented. The NOI for properties held through unconsolidated joint ventures is included in income (loss) from unconsolidated joint ventures in our accompanying consolidated statements of operations.

⁽²⁾ Reflects activity for the following properties acquired since July 1, 2017, for all periods presented: 55% of 1800 M Street acquired on October 11, 2017, 249 West 17th Street acquired on October 11, 2017, 218 West 18th Street acquired on October 11, 2017, and 49.5% of 114 Fifth Avenue acquired on July 6, 2017.

⁽³⁾ Reflects activity for the following properties sold since July 1, 2017, for all periods presented: 222 East 41st Street sold on May 29, 2018, 263 Shuman Boulevard returned to lender on April 13, 2018, 45% of both University Circle and 333 Market Street (22.5% was sold on July 6, 2017, and 22.5% was sold on February 1, 2018).

⁽⁴⁾ Reflects NOI from properties that were wholly owned for the entirety of the periods presented.

Election as a REIT

We have elected to be taxed as a REIT under the Code and have operated as such beginning with our taxable year ended December 31, 2003. To qualify as a REIT, we must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of our adjusted taxable income, as defined in the Code, to our stockholders, computed without regard to the dividends-paid deduction and by excluding our net capital gain. As a REIT, we generally will not be subject to federal income tax on income that we distribute to our stockholders. If we fail to qualify as a REIT in any taxable year, we will then be subject to federal income taxes on our taxable income for that year and for the four years following the year during which qualification is lost, unless the Internal Revenue Service grants us relief under certain statutory provisions. Such an event could materially affect our net income and net cash available for distribution to our stockholders. However, we believe that we are organized and operate in such a manner as to qualify for treatment as a REIT for federal income tax purposes.

The TRS Entities are wholly owned subsidiaries of Columbia Property Trust and are organized as Delaware limited liability companies. The TRS Entities, among other things, provide tenant services that Columbia Property Trust, as a REIT, cannot otherwise provide. We have elected to treat the TRS Entities as taxable REIT subsidiaries. We may perform certain additional, noncustomary services for tenants of our buildings through the TRS Entities; however, any earnings related to such services are subject to federal and state income taxes. In addition, for us to continue to qualify as a REIT, we must limit our investments in taxable REIT subsidiaries to 20% of the value of our total assets. Deferred tax assets and liabilities are established for temporary differences between the financial reporting basis and the tax basis of assets and liabilities at the enacted rates expected to be in effect when the temporary differences reverse.

No provisions for federal income taxes have been made in our accompanying consolidated financial statements, other than the provisions relating to the TRS Entities, as we made distributions in excess of taxable income for the periods presented. We are

subject to certain state and local taxes related to property operations in certain locations, which have been provided for in our accompanying consolidated financial statements.

Inflation

We are exposed to inflation risk, as income from long-term leases is the primary source of our cash flows from operations. There are provisions in the majority of our tenant leases that are intended to protect us from, and mitigate the risk of, the impact of inflation. These provisions include rent steps, reimbursement billings for operating expense pass-through charges, real estate tax and insurance reimbursements on a per-square-foot basis or, in some cases, annual reimbursement of operating expenses above a certain per-square-foot allowance. However, due to the long-term nature of the leases, the leases may not reset frequently enough to fully cover inflation.

Application of Critical Accounting Policies

There have been no material changes in our critical accounting policies from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

Related-Party Transactions

During the nine months ended September 30, 2018 and 2017, we did not have any related-party transactions, except as described in Note 4, *Unconsolidated Joint Ventures*, of the accompanying financial statements.

Commitments and Contingencies

We are subject to certain commitments and contingencies with regard to certain transactions. Refer to Note 7, *Commitments and Contingencies*, of our accompanying consolidated financial statements for further explanation. Examples of such commitments and contingencies include:

- guaranties related to the debt of unconsolidated joint ventures;
- obligations under operating leases;
- obligations under capital leases;
- commitments under existing lease agreements; and
- litigation.

Subsequent Events

We have evaluated subsequent events in connection with the preparation of the consolidated financial statements and notes thereto included in this report on Form 10-Q and noted the following in addition to those disclosed elsewhere in this report:

- Acquisition of an interest in the 799 Broadway Joint Venture, as described in Note 3, *Real Estate Transactions*, of the accompanying consolidated financial statements;
- Repayment of the One Glenlake mortgage note, as described in Note 5, *Line of Credit and Notes Payable*, of the accompanying consolidated financial statements; and
- Acquisition of the ancillary retail and office space at Lindbergh Center, as described in Note 3, *Real Estate Transactions*, of the accompanying consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a result of certain of our outstanding debt facilities, we are exposed to interest rate changes. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flow, primarily through a low to moderate level of overall borrowings. We manage our ratio of fixed- to floating-rate debt with the objective of achieving a mix that we believe is appropriate in light of anticipated changes. We closely monitor interest rates and will continue to consider the sources and terms of our borrowing facilities to determine whether we have appropriately guarded ourselves against the risk of increasing interest rates in future periods.

Additionally, we have entered into interest rate swaps and may enter into other interest rate swaps, caps, or other arrangements to mitigate our interest rate risk on a related financial instrument. We do not currently enter into derivative or interest rate transactions for speculative purposes; however, at times certain of our derivatives may not qualify for hedge accounting treatment. All of our debt was entered into for other-than-trading purposes.

Our financial instruments consist of both fixed-rate and variable-rate debt. Our variable-rate borrowings consist of the Revolving Credit Facility, the \$300 Million Term Loan, and the \$150 Million Term Loan. However, only the Revolving Credit Facility and the \$300 Million Term Loan bear interest at effectively variable rates, as the variable rate on the \$150 Million Term Loan has been effectively fixed through the interest rate swap agreement described in the "Liquidity and Capital Resources" section of Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

As of September 30, 2018, we had \$89.0 million in outstanding borrowings under the Revolving Credit Facility; \$150.0 million outstanding on the \$150 Million Term Loan; \$300.0 million outstanding on the \$300 Million Term Loan; \$349.7 million in 2025 Bonds Payable outstanding; \$349.0 million in 2026 Bonds Payable outstanding; and \$20.7 million outstanding on a fixed-rate, term mortgage loan. The amounts outstanding on our Revolving Credit Facility in the future will largely depend upon future acquisition and disposition activity. The weighted-average interest rate of all our consolidated debt instruments was 3.61% as of September 30, 2018.

Approximately \$869.4 million of our total debt outstanding as of September 30, 2018, is subject to fixed rates, either directly or when coupled with an interest rate swap agreement. As of September 30, 2018, these balances incurred interest expense at an average interest rate of 3.80% and have expirations ranging from 2018 through 2026. A change in the market interest rate impacts the net financial instrument position of our fixed-rate debt portfolio; however, it has no impact on interest incurred or cash flows.

Approximately \$389.0 million of our total debt is subject to variable rates. As of September 30, 2018, these balances incurred interest expense at an average interest rate of 3.17% and have expirations ranging from 2019 through 2020. An increase or decrease in interest rates of 100 basis points would have a \$3.9 million annual impact on our interest payments.

Our unconsolidated Market Square Joint Venture holds a \$325.0 million mortgage note, which bears interest at 5.07%. Adjusting for 51% of the debt at the Market Square Joint Venture, which we own through an unconsolidated joint venture, our weighted-average interest rate is 3.78%.

We do not believe there is any exposure to increases in interest rates related to the capital lease obligations of \$120.0 million at September 30, 2018, as the obligations are at fixed interest rates.

ITEM 4. CONTROLS AND PROCEDURES

Management's Conclusions Regarding the Effectiveness of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of management, including the Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report in providing a reasonable level of assurance that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods in SEC rules and forms, including providing a reasonable level of assurance that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Principal Executive Officer and our Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are party to legal proceedings, which arise in the ordinary course of our business. We are not currently involved in any legal proceedings of which the outcome is reasonably likely to have a material adverse effect on our results of operations, liquidity, or financial condition, nor are we aware of any such legal proceedings contemplated by governmental authorities.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2017.

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

- (a) During the quarter ended September 30, 2018, we did not sell any equity securities that were not registered under the Securities Act of 1933.
- (b) Not applicable.
- (c) On September 4, 2017, our board of directors approved the 2017 Stock Repurchase Program, which provides for Columbia Property Trust to buy up to \$200 million of our common stock over a two-year period, expiring on September 4, 2019.

During the quarter ended September 30, 2018, we did not repurchase any shares in accordance with the 2017 Stock Repurchase Program, as described in Note 8, *Stockholders' Equity*, of the accompanying consolidated financial statements.

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plan | Maximum Approximate Dollar Value Available for Future Purchase |
|----------------|--|------------------------------------|--|--|
| July 2018 | — | \$ — | — | \$ 153,078,651 |
| August 2018 | — | \$ — | — | \$ 153,078,651 |
| September 2018 | — | \$ — | — | \$ 153,078,651 |

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

- (a) There have been no defaults with respect to any of our indebtedness.
- (b) Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

- (a) During the third quarter of 2018, there was no information that was required to be disclosed in a report on Form 8-K that was not disclosed in a report on Form 8-K.
- (b) There are no material changes to the procedures by which stockholders may recommend nominees to our board of directors since the filing of our most recent Schedule 14A.

ITEM 6. EXHIBITS

(a) Exhibits

**EXHIBIT INDEX TO
THIRD QUARTER 2018 FORM 10-Q OF
COLUMBIA PROPERTY TRUST, INC.**

The following documents are filed as exhibits to this report. Exhibits that are not required for this report are omitted.

| <u>Ex.</u> | <u>Description</u> |
|------------|--|
| 3.1 | Second Amended and Restated Articles of Incorporation as Amended by the First, Second, and Third Articles of Amendment and the Articles Supplementary (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on November 5, 2013). |
| 3.2 | Fourth Articles of Amendment (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on July 1, 2014). |
| 3.3 | Fifth Articles of Amendment (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on May 3, 2017). |
| 3.4 | Third Amended and Restated Bylaws, as amended (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on February 13, 2017). |
| 4.1 | Statement regarding restrictions on transferability of shares of common stock (to appear on stock certificate or to be sent upon request and without charge to stockholders issued shares without certificates) (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed with the Commission on March 1, 2013). |
| 4.2 | Indenture, dated March 12, 2015 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on March 12, 2015). |
| 4.3 | Supplemental Indenture, dated March 12, 2015 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Commission on March 12, 2015). |
| 4.4 | Form of 4.150% Senior Notes due 2025 (included in Exhibit 4.3). |
| 4.5 | Supplemental Indenture, dated August 12, 2016 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on August 12, 2016). |
| 4.6 | Form of 3.650% Senior Notes due 2026 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Commission on August 12, 2016). |
| 31.1* | Certification of the Principal Executive Officer of the Company, pursuant to Securities Exchange Act Rules 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of the Principal Financial Officer of the Company, pursuant to Securities Exchange Act Rules 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification of the Principal Executive Officer and Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS* | XBRL Instance Document. |
| 101.SCH* | XBRL Taxonomy Extension Schema. |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase. |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase. |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase. |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase. |

* Filed herewith.

SIGNATURES

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

COLUMBIA PROPERTY TRUST, INC.
(Registrant)

Dated: October 25, 2018

By: /s/ JAMES A. FLEMING

James A. Fleming
Executive Vice President and Chief Financial Officer

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Section 2: EX-31.1 (CERTIFICATION)

EXHIBIT 31.1

**PRINCIPAL EXECUTIVE OFFICER
CERTIFICATION
PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. 1350)**

I, E. Nelson Mills, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Columbia Property Trust, Inc. for the quarter ended September 30, 2018;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting

which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 25, 2018

By: /s/ E. Nelson Mills
E. Nelson Mills
Principal Executive Officer

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Section 3: EX-31.2 (CERTIFICATION)

EXHIBIT 31.2

**PRINCIPAL FINANCIAL OFFICER
CERTIFICATION
PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. 1350)**

I, James A. Fleming, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Columbia Property Trust, Inc. for the quarter ended September 30, 2018;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 25, 2018

By: /s/ James A. Fleming

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Section 4: EX-32.1 (CERTIFICATION)

EXHIBIT 32.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. 1350)**

In connection with the Quarterly Report of Columbia Property Trust, Inc. (the "Registrant") on Form 10-Q for the quarter ended September 30, 2018, as filed with the Securities and Exchange Commission (the "Report"), the undersigned, E. Nelson Mills, Principal Executive Officer of the Registrant, and James A. Fleming, Principal Financial Officer of the Registrant, hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) that, to the best of our knowledge and belief:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ E. NELSON MILLS

E. Nelson Mills
Principal Executive Officer
October 25, 2018

/s/ JAMES A. FLEMING

James A. Fleming
Principal Financial Officer
October 25, 2018

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