

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K**

(Mark One)

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

OR

\_\_\_\_ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: 1-9044 (Duke Realty Corporation) 0-20625 (Duke Realty Limited Partnership)



**DUKE REALTY CORPORATION  
DUKE REALTY LIMITED PARTNERSHIP**  
(Exact Name of Registrant as Specified in Its Charter)

**Indiana (Duke Realty Corporation)  
Indiana (Duke Realty Limited Partnership)**

(State or Other Jurisdiction of  
Incorporation or Organization)

**600 East 96th Street, Suite 100  
Indianapolis, Indiana**

(Address of Principal Executive Offices)

**35-1740409 (Duke Realty Corporation)  
35-1898425 (Duke Realty Limited Partnership)**

(I.R.S. Employer  
Identification Number)

**46240**

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(317) 808-6000**

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

	<u>Title of Each Class:</u>	<u>Name of Each Exchange on Which Registered:</u>
Duke Realty Corporation	Common Stock (\$0.01 par value)	New York Stock Exchange
Duke Realty Limited Partnership	None	None

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

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

<b>Duke Realty Corporation</b>	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	<b>Duke Realty Limited Partnership</b>	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

<b>Duke Realty Corporation</b>	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	<b>Duke Realty Limited Partnership</b>	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or 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.

<b>Duke Realty Corporation</b>	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	<b>Duke Realty Limited Partnership</b>	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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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).

<b>Duke Realty Corporation</b>	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	<b>Duke Realty Limited Partnership</b>	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

**Duke Realty Corporation:**

Large accelerated filer ☒      Accelerated filer ☐      Non-accelerated filer ☐      Smaller reporting company ☐      Emerging growth company ☐

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. ☐

**Duke Realty Limited Partnership:**

Large accelerated filer ☐      Accelerated filer ☐      Non-accelerated filer ☒      Smaller reporting company ☐      Emerging growth company ☐

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).

**Duke Realty Corporation**Yes ☐No ☒**Duke Realty Limited Partnership**Yes ☐No ☒

The aggregate market value of the voting shares of Duke Realty Corporation's outstanding common shares held by non-affiliates of Duke Realty Corporation is \$9.8 billion based on the last reported sale price on June 30, 2018.

The number of common shares of Duke Realty Corporation, \$0.01 par value outstanding as of February 20, 2019 was 359,243,594.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain portions of Duke Realty Corporation's Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders (the "2019 Proxy Statement") to be filed pursuant to Rule 14a-6 of the Securities Exchange Act of 1934, as amended, are incorporated by reference into this Form 10-K. Other than those portions of the 2019 Proxy Statement specifically incorporated by reference pursuant to Items 10 through 14 of Part III hereof, no other portions of the 2019 Proxy Statement shall be deemed so incorporated.

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## **EXPLANATORY NOTE**

This report (the "Report") combines the annual reports on Form 10-K for the year ended December 31, 2018 of both Duke Realty Corporation and Duke Realty Limited Partnership. Unless stated otherwise or the context otherwise requires, references to "Duke Realty Corporation" or the "General Partner" mean Duke Realty Corporation and its consolidated subsidiaries; and references to the "Partnership" mean Duke Realty Limited Partnership and its consolidated subsidiaries. The terms the "Company," "we," "us" and "our" refer to the General Partner and the Partnership, collectively, and those entities owned or controlled by the General Partner and/or the Partnership.

Duke Realty Corporation is a self-administered and self-managed real estate investment trust ("REIT") and is the sole general partner of the Partnership, owning 99.2% of the common partnership interests of the Partnership ("General Partner Units") as of December 31, 2018. The remaining 0.8% of the common partnership interests ("Limited Partner Units" and, together with the General Partner Units, the "Common Units") are owned by limited partners. As the sole general partner of the Partnership, the General Partner has full, exclusive and complete responsibility and discretion in the day-to-day management and control of the Partnership.

The General Partner and the Partnership are operated as one enterprise. The management of the General Partner consists of the same members as the management of the Partnership. As the sole general partner with control of the Partnership, the General Partner consolidates the Partnership for financial reporting purposes, and the General Partner does not have any significant assets other than its investment in the Partnership. Therefore, the assets and liabilities of the General Partner and the Partnership are substantially the same.

We believe combining the annual reports on Form 10-K of the General Partner and the Partnership into this single report results in the following benefits:

- enhances investors' understanding of the General Partner and the Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation of information since a substantial portion of the Company's disclosure applies to both the General Partner and the Partnership; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

We believe it is important to understand the few differences between the General Partner and the Partnership in the context of how we operate as an interrelated consolidated company. The General Partner's only material asset is its ownership of partnership interests in the Partnership. As a result, the General Partner does not conduct business itself, other than acting as the sole general partner of the Partnership and issuing public equity from time to time. The General Partner does not issue any indebtedness, but does guarantee some of the unsecured debt of the Partnership. The Partnership holds substantially all the assets of the business, directly or indirectly, and holds the ownership interests related to certain of the Company's investments. The Partnership conducts the operations of the business and has no publicly traded equity. Except for net proceeds from equity issuances by the General Partner, which are contributed to the Partnership in exchange for General Partner Units or Preferred Units, the Partnership generates the capital required by the business through its operations, its incurrence of indebtedness and the issuance of Limited Partner Units to third parties.

Noncontrolling interests, shareholders' equity and partners' capital are the main areas of difference between the consolidated financial statements of the General Partner and those of the Partnership. The noncontrolling interests in the Partnership's financial statements include the interests in consolidated investees not wholly owned by the Partnership. The noncontrolling interests in the General Partner's financial statements include the same noncontrolling interests at the Partnership level, as well as the common limited partnership interests in the Partnership, which are accounted for as partners' capital by the Partnership.

In order to highlight the differences between the General Partner and the Partnership, there are separate sections in this report, as applicable, that separately discuss the General Partner and the Partnership, including separate financial statements and separate Exhibit 31 and 32 certifications. In the sections that combine disclosure of the General Partner and the Partnership, this report refers to actions or holdings as being actions or holdings of the collective Company.

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## IMPORTANT INFORMATION ABOUT THIS REPORT

### **Cautionary Notice Regarding Forward-Looking Statements**

Certain statements contained in or incorporated by reference into this Report on Form 10-K for the General Partner and the Partnership, including, without limitation, those related to our future operations, constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "believe," "estimate," "expect," "anticipate," "intend," "strategy," "continue," "plan," "seek," "could," "may" and similar expressions or statements regarding future periods are intended to identify forward-looking statements, although not all forward-looking statements may contain such words.

These forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any predictions of future results, performance or achievements that we express or imply in this Report or in the information incorporated by reference into this Report. Some of the risks, uncertainties and other important factors that may affect future results include, among others:

- Changes in general economic and business conditions, including the financial condition of our tenants and the value of our real estate assets;
- The General Partner's continued qualification as a REIT for U.S. federal income tax purposes;
- Heightened competition for tenants and potential decreases in property occupancy;
- Potential changes in the financial markets and interest rates;
- Volatility in the General Partner's stock price and trading volume;
- Our continuing ability to raise funds on favorable terms, or at all;
- Our ability to successfully identify, acquire, develop and/or manage properties on terms that are favorable to us;
- Potential increases in real estate construction costs;
- Our ability to successfully dispose of properties on terms that are favorable to us, including, without limitation, through one or more transactions that are consistent with our previously disclosed strategic plans;
- Our ability to successfully integrate our acquired properties;
- Our ability to retain our current credit ratings;
- Inherent risks related to disruption of information technology networks and related systems, cyber security attacks and new system implementation;
- Inherent risks in the real estate business, including, but not limited to, tenant defaults, potential liability relating to environmental matters and liquidity of real estate investments; and
- Other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in our other reports and other public filings with the Securities and Exchange Commission ("SEC").

Although we presently believe that the plans, expectations and anticipated results expressed in or suggested by the forward-looking statements contained in or incorporated by reference into this Report are reasonable, all forward-looking statements are inherently subjective, uncertain and subject to change, as they involve substantial risks and uncertainties, including those beyond our control. New factors emerge from time to time, and it is not possible for us to predict the nature, or assess the potential impact, of each new factor on our business. Given these uncertainties, we caution you not to place undue reliance on these forward-looking statements. We undertake no obligation to update or revise any of our forward-looking statements for events or circumstances that arise after the statement is made, except as otherwise may be required by law.

The above list of risks and uncertainties is only a summary of some of the most important factors and is not intended to be exhaustive. Additional information regarding risk factors that may affect us is included under the caption "Risk Factors" in this Report, and is updated by us from time to time in Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings that we make with the SEC.

## **PART I**

### **Item 1. Business**

#### **Background**

The General Partner and Partnership collectively specialize in the ownership, management and development of bulk distribution ("industrial") real estate.

The General Partner is a self-administered and self-managed REIT, which began operations upon completion of an initial public offering in February 1986.

The Partnership was formed in October 1993, when the General Partner contributed all of its properties and related assets and liabilities, together with the net proceeds from an offering of additional shares of its common stock, to the Partnership. Simultaneously, the Partnership completed the acquisition of Duke Associates, a full-service commercial real estate firm operating in the Midwest whose operations began in 1972. The General Partner is the sole general partner of the Partnership, owning 99.2% of the Common Units at December 31, 2018. The remaining 0.8% of the Common Units are owned by limited partners. Limited partners have the right to redeem their Limited Partner Units, subject to certain restrictions. Pursuant to the Fifth Amended and Restated Agreement of Limited Partnership, as amended (the "Partnership Agreement"), the General Partner is obligated to redeem the Limited Partner Units in shares of its common stock, unless it determines in its reasonable discretion that the issuance of shares of its common stock could cause it to fail to qualify as a REIT. Each Limited Partner Unit shall be redeemed for one share of the General Partner's common stock, or, in the event that the issuance of shares could cause the General Partner to fail to qualify as a REIT, cash equal to the fair market value of one share of the General Partner's common stock at the time of redemption, in each case, subject to certain adjustments described in the Partnership Agreement. The Limited Partner Units are not required, per the terms of the Partnership Agreement, to be redeemed in registered shares of the General Partner.

At December 31, 2018, our diversified portfolio of 523 rental properties encompassed 153.7 million rentable square feet (including 39 unconsolidated joint venture in-service properties with 11.1 million square feet, 17 consolidated properties under development with 7.6 million square feet and five unconsolidated joint venture properties under development with 1.9 million square feet). Our properties are leased by a diverse base of more than 1,000 tenants whose businesses include e-commerce, government services, manufacturing, retailing, wholesale trade, and distribution. We also owned, including through ownership interests in unconsolidated joint ventures (with acreage not adjusted for our percentage ownership interest), 1,650 acres of land and controlled an additional 1,000 acres through purchase options.

Our headquarters and executive offices are located in Indianapolis, Indiana. We additionally have regional offices or significant operations in 19 other geographic or metropolitan areas including Atlanta, Georgia; Chicago, Illinois; Cincinnati, Ohio; Columbus, Ohio; Dallas, Texas; Houston, Texas; Minneapolis, Minnesota; Nashville, Tennessee; Raleigh, North Carolina; Savannah, Georgia; Seattle, Washington; St. Louis, Missouri; Washington D.C./Baltimore, Maryland; Central Florida; New Jersey; Northern and Southern California; Pennsylvania and South Florida. We had approximately 400 employees at December 31, 2018.

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" for information related to our operational, asset and capital strategies.

#### **Competitive Conditions**

As a fully integrated commercial real estate firm, we provide in-house leasing, management, development and construction services which we believe, coupled with our significant base of commercially zoned and unencumbered land in existing business parks, should give us a competitive advantage as a real estate operator and in future development activities.

We believe that the management of real estate opportunities and risks can be done most effectively at regional or on local levels. As a result, we intend to continue our emphasis on increasing our market share, to the extent it is in markets or product types that align with our asset strategy (see Item 7), and effective rents in the primary markets where we own properties. We believe that this regional focus will allow us to assess market supply and demand for real estate more effectively as well as to capitalize on the strong relationships with our tenant base. In addition, we seek to further capitalize on our many strong relationships with customers that operate on a national level. As a fully integrated real estate company, we are able to arrange for or provide to our tenants not only well located and well maintained facilities, but also additional services such as build-to-suit construction, tenant finish construction, and expansion flexibility.

All of our properties are located in areas that include competitive properties. Institutional investors, other REITs or local real estate operators generally own such properties; however, no single competitor or small group of competitors is dominant in our current markets. The supply of and demand for similar available rental properties may affect the rental rates we will receive on our properties. Other competitive factors include the attractiveness of the property location, the quality of the property and tenant services provided, and the reputation of the owner and operator.

### **Corporate Governance**

Since our inception, we not only have strived to be a top-performer operationally, but also to lead in issues important to investors such as disclosure and corporate governance. The General Partner's system of governance reinforces this commitment and, as a limited partnership that has one general partner owning over 90% of the Partnership's common interest, the governance of the Partnership is necessarily linked to the corporate governance of the General Partner. Summarized below are the highlights of the General Partner's Corporate Governance initiatives.



<b>Board Composition</b>	<ul style="list-style-type: none"> <li>• The General Partner's Board is controlled by a supermajority (92.9%) of "Independent Directors," as such term is defined under the rules of the New York Stock Exchange (the "NYSE")</li> </ul>
<b>Board Committees</b>	<ul style="list-style-type: none"> <li>• The General Partner's Board Committee members are all Independent Directors</li> </ul>
<b>Lead Director</b>	<ul style="list-style-type: none"> <li>• The Lead Director serves as the Chairman of the General Partner's Corporate Governance Committee</li> </ul>
<b>Board Policies</b>	<ul style="list-style-type: none"> <li>- Proactively amended and restated the General Partner's Bylaws to implement proxy access</li> <li>- Adopted a Board Diversity Policy</li> <li>- No Shareholder Rights Plan (Poison Pill)</li> <li>- Code of Conduct applies to all Directors and employees of the General Partner, including the Chief Executive Officer and senior financial officers; waivers applied to executive officers require the vote of a majority of (i) the General Partner's Board of Directors or (ii) the General Partner's Corporate Governance Committee</li> <li>- Orientation program for new Directors of the General Partner</li> <li>- Independence of Directors of the General Partner is reviewed annually</li> <li>- Independent Directors of the General Partner meet at least quarterly in executive sessions</li> <li>- Independent Directors of the General Partner receive no compensation from the General Partner other than as Directors</li> <li>- Equity-based compensation plans require the approval of the General Partner's shareholders</li> <li>- Board effectiveness and performance is reviewed annually by the General Partner's Corporate Governance Committee</li> <li>- The General Partner's Corporate Governance Committee conducts an annual review of the Chief Executive Officer succession plan</li> <li>- Independent Directors and all Board Committees of the General Partner may retain outside advisors, as they deem appropriate</li> <li>- Prohibition on repricing of outstanding stock options of the General Partner</li> <li>- Directors of the General Partner required to offer resignation upon job change</li> <li>- Majority voting for election of Directors of the General Partner</li> <li>- Human Rights Policy</li> <li>- Shareholder Communications Policy</li> </ul>
<b>Ownership</b>	Minimum Stock Ownership Guidelines apply to all Directors and Executive Officers of the General Partner

The General Partner's Code of Conduct (which applies to all Directors and employees of the General Partner, including the Chief Executive Officer and senior financial officers) and the Corporate Governance Guidelines are available in the Investor Relations/Corporate Governance section of the General Partner's website at [www.dukerealty.com](http://www.dukerealty.com). A copy of these documents may also be obtained without charge by writing to Duke Realty Corporation, 600 East 96th Street, Suite 100, Indianapolis, Indiana 46240, Attention: Investor Relations. If we amend our Code of Conduct as it applies to the Directors and all Executive Officers of the General Partner or grant a waiver from any provision of the Code of Conduct to any such person, we may, rather than filing a current report on Form 8-K, disclose such amendment or waiver in the Investor Relations/Corporate Governance section of the General Partner's website at [www.dukerealty.com](http://www.dukerealty.com).

#### **Additional Information**

For additional information regarding our investments and operations, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8, "Financial Statements and Supplementary Data." For additional information about our business segments, see Item 8, "Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements - (8) Segment Reporting."

## **Available Information**

In addition to this Report, we file quarterly and current reports, proxy statements and other information with the SEC. All documents that are filed with the SEC are available free of charge on the General Partner's corporate website, which is [www.dukerealty.com](http://www.dukerealty.com). We are not incorporating the information on the General Partner's website into this Report, and the General Partner's website and the information appearing on the General Partner's website is not included in, and is not part of, this Report. You may also access any document filed through the SEC's home page on the Internet (<http://www.sec.gov>). In addition, since the General Partner's common stock is listed on the NYSE, you may read the General Partner's SEC filings at the offices of the NYSE, 11 Wall Street, New York, New York 10005.

## **Item 1A. Risk Factors**

In addition to the other information contained in this Report, you should carefully consider, in consultation with your legal, financial and other professional advisors, the risks described below, as well as the risk factors and uncertainties discussed in our other public filings with the SEC under the caption "Risk Factors" in evaluating us and our business before making a decision regarding an investment in the General Partner's securities.

The risks contained in this Report are not the only risks that we face. Additional risks that are not presently known, or that we presently deem to be immaterial, also could have a material adverse effect on our financial condition, results of operations, business and prospects. The trading price of the General Partner's securities could decline due to the materialization of any of these risks, and its shareholders and/or the Partnership's unitholders may lose all or part of their investment.

This Report also contains forward-looking statements that may not be realized as a result of certain factors, including, but not limited to, the risks described herein and in our other public filings with the SEC. Please refer to the section in this Report entitled "Cautionary Notice Regarding Forward-Looking Statements" for additional information regarding forward-looking statements.

### ***Risks Related to Our Business***

#### **Our use of debt financing could have a material adverse effect on our financial condition.**

We are subject to the risks normally associated with debt financing, including the risk that our cash flow will be insufficient to meet required principal and interest payments and the long-term risk that we will be unable to refinance our existing indebtedness, or that the terms of such refinancing will not be as favorable as the terms of existing indebtedness. Additionally, we may not be able to refinance borrowings by our unconsolidated subsidiaries on favorable terms or at all. If our debt cannot be paid, refinanced or extended, we may not be able to make distributions to shareholders and unitholders at expected levels. Further, if prevailing interest rates or other factors at the time of a refinancing result in higher interest rates or other restrictive financial covenants upon the refinancing, then such refinancing would adversely affect our cash flow and funds available for operation, development and distribution.

We also have incurred, and may incur in the future, indebtedness that bears interest at variable rates. Thus, if market interest rates increase, so will our interest expense, which could reduce our cash flow and our ability to make distributions to shareholders and unitholders at expected levels.

#### **Debt financing may not be available and equity issuances could be dilutive to our shareholders and unitholders.**

Our ability to execute our business strategy depends on our access to an appropriate blend of debt financing, including unsecured lines of credit and other forms of secured and unsecured debt, and equity financing, including common equity and, at times, preferred equity issued by the General Partner. Debt financing may not be available over a longer period of time in sufficient amounts, on favorable terms or at all. If the General Partner issues additional equity securities, instead of debt, to manage capital needs, the interests of our existing shareholders and unitholders could be diluted.

**Financial and other covenants under existing credit agreements could limit our flexibility and adversely affect our financial condition.**

The terms of our various credit agreements and other indebtedness require that we comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios and maintaining insurance coverage. These covenants may limit our flexibility in our operations, and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness even if we have satisfied our payment obligations. As a result, we would also likely be unable to borrow any further amounts under our other debt instruments and other debt obligations may be accelerated, which could adversely affect our ability to fund operations.

**Downgrades in our credit ratings could increase our borrowing costs or reduce our access to funding sources in the credit and capital markets.**

We have a significant amount of debt outstanding, consisting mostly of unsecured debt. We are currently assigned corporate credit ratings from Moody's Investors Service, Inc. and Standard and Poor's Ratings Group based on their evaluation of our creditworthiness. All of our debt ratings remain investment grade, but there can be no assurance that we will not be downgraded or that any of our ratings will remain investment grade. If our credit ratings are downgraded or other negative action is taken, we could be required, among other things, to pay additional interest and fees on outstanding borrowings under our revolving credit agreement.

Credit rating reductions by one or more rating agencies could also adversely affect our access to funding sources, the cost and other terms of obtaining funding as well as our overall financial condition, operating results and cash flow.

**If we are unable to generate sufficient capital and liquidity, then we may be unable to pursue future development projects and other strategic initiatives.**

To complete our ongoing and planned development projects, and to pursue our other strategic initiatives, we must continue to generate sufficient capital and liquidity to fund those activities. To generate that capital and liquidity, we rely upon funds from our existing operations, as well as funds that we raise through our capital raising activities. In the event that we are unable to generate sufficient capital and liquidity to meet our long-term needs, or if we are unable to generate capital and liquidity on terms that are favorable to us, then we may not be able to pursue development projects, acquisitions, or our other long-term strategic initiatives.

**The General Partner's stock price and trading volume may be volatile, which could result in substantial losses to its shareholders and to the Partnership's unitholders, if and when they convert their Limited Partner Units to shares of the General Partner's common stock.**

The market price of the General Partner's common stock could change in ways that may or may not be related to our business, our industry or our operating performance and financial condition. In addition, the trading volume in the General Partner's common stock may fluctuate and cause significant price variations to occur. Some of the factors that could negatively affect the General Partner's share price, or result in fluctuations in the price or trading volume of the General Partner's common stock, include uncertainty in the markets, general market and economic conditions, as well as those factors described in these "Risk Factors" and in other reports that we file with the SEC.

Many of these factors are beyond our control, and we cannot predict their potential effects on the price of the General Partner's common stock. If the market price of the General Partner's common stock declines, then its shareholders and the Partnership's unitholders, respectively, may be unable to resell their shares and units upon terms that are attractive to them. We cannot assure that the market price of the General Partner's common stock will not fluctuate or decline significantly in the future. In addition, the securities markets in general may experience considerable unexpected price and volume fluctuations.

**Our use of joint ventures may negatively impact our jointly-owned investments.**

We have, and may continue to develop and acquire properties in joint ventures with other persons or entities when circumstances warrant the use of these structures. Our participation in joint ventures is subject to the risks that:

- We could become engaged in a dispute with any of our joint venture partners that might affect our ability to develop or operate a property;
- Our joint venture partners may have different objectives than we have regarding the appropriate timing and terms of any sale or refinancing of properties;
- Our joint venture partners may have competing interests in our markets that could create conflict of interest issues; and
- Maturities of debt encumbering our jointly owned investments may not be able to be refinanced at all or on terms that are as favorable as the current terms.

**Our business and operations could suffer in the event of system failures or cyber security attacks.**

Our systems are vulnerable to damages from any number of sources, including energy blackouts, natural disasters, terrorism, war, telecommunication failures and cyber security attacks, such as computer viruses, computer hacking, acts of vandalism or theft, malware or other malicious codes, phishing, employee error or malfeasance, or other unauthorized access. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions. Any future significant compromise or breach of our data security, whether external or internal, or misuse of customer, associate, supplier or company data, could result in significant costs, lost sales, fines, lawsuits, and damage to our reputation. Any compromise of our security could also result in a violation of applicable privacy and other laws, unauthorized access to information of ours and others, significant legal and financial exposure, damage to our reputation, loss or misuse of the information and a loss of confidence in our security measures, which could harm our business.

We have programs in place to detect, contain and respond to data security incidents. However, the ever-evolving threats mean we and our third-party service providers and vendors must continually evaluate and adapt our respective systems and processes and overall security environment. Even the most well protected information, networks, systems and facilities remain potentially vulnerable when considering the rapid pace of change in this area. There can be no assurance that our efforts to maintain the security and integrity of our systems will be effective, or that we will be able to maintain our systems free from security breaches, system compromises, misuses of data, or other operational interruptions. Accordingly, we may be unable to prevent major security breaches or entirely mitigate the risk of other system interruptions or failures.

We could also be negatively impacted by similar disruptions to the operations of our vendors or outsourced service providers.

**Our ability to report timely and accurate information could be negatively impacted by our plan to implement a new accounting and enterprise resource planning system.**

We are in the process of implementing a new accounting and enterprise resource planning system. A system implementation of this magnitude entails a significant degree of inherent risk. The key elements of this implementation include the conversion of data from our existing system to the new system and the design of the new system to process and report financial and other transactions in an accurate and complete manner. If these, or other aspects of the implementation are not executed successfully, then our ability to report timely and accurate information could be negatively impacted. Failure to report required information in a timely or accurate fashion could result in financial penalties, fines and the loss of our well-known-seasoned issuer status with the SEC and our ability to utilize the abbreviated registration statement on Form S-3. Such events could have a significant adverse effect on the value of the General Partner's securities and our ability to raise capital through equity offerings.

Additionally, the process of implementing a new system includes the inherent risk of incurring significant additional costs should the time and resource requirements of the implementation be greater than what we currently anticipate.

### ***Risks Related to the Real Estate Industry***

**Our net earnings available for investment or distribution to shareholders and unitholders could decrease as a result of factors related to the ownership and operation of commercial real estate, many of which are outside of our control.**

Our business is subject to the risks incident to the ownership and operation of commercial real estate, many of which involve circumstances not within our control. Such risks include the following:

- Changes in the general economic climate;
- The availability of capital on favorable terms, or at all;
- Increases in interest rates;
- Local conditions such as oversupply of property or a reduction in demand;
- Competition for tenants;
- Changes in market rental rates;
- Delay or inability to collect rent from tenants who are bankrupt, insolvent or otherwise unwilling or unable to pay;
- Difficulty in leasing or re-leasing space quickly or on favorable terms;
- Costs associated with periodically renovating, repairing and reletting rental space;
- Our ability to provide adequate maintenance and insurance on our properties;
- Our ability to control variable operating costs;
- Changes in government regulations; and
- Potential liability under, and changes in, environmental, zoning, tax and other laws.

Any one or more of these factors could result in a reduction in our net earnings available for investment or distribution to shareholders and unitholders.

**Many real estate costs are fixed, even if income from properties decreases.**

Our financial results depend on leasing space in our real estate to tenants on terms favorable to us. Our income and funds available for distribution to our shareholders and unitholders will decrease if a significant number of our tenants cannot meet their lease obligations to us or we are unable to lease properties on favorable terms. In addition, if a tenant does not pay its rent, we may not be able to enforce our rights as landlord without delays and we may incur substantial legal costs. Costs associated with real estate investment, such as real estate taxes, insurance, maintenance costs and our debt service payments, generally are not reduced when circumstances cause a reduction in income from the investment. As a result, we may have a reduction in our net earnings available for investment or distribution to our shareholders and unitholders.

**Our real estate development activities are subject to risks particular to development.**

We continue to selectively develop new properties for rental operations in our existing markets when accretive returns are present. These development activities generally require various government and other approvals, which we may not receive. In addition, we also are subject to the following risks associated with development activities:

- Unsuccessful development opportunities could result in direct expenses to us;

- Construction costs of a project may exceed original estimates, possibly making the project less profitable than originally estimated, or possibly unprofitable;
- Time required to complete the construction of a project or to lease up the completed project may be greater than originally anticipated, thereby adversely affecting our cash flow and liquidity;
- Occupancy rates and rents of a completed project may not be sufficient to make the project profitable; and
- Favorable sources to fund our development activities may not be available.

**We may be unsuccessful in operating completed real estate projects.**

We face the risk that the real estate projects we develop or acquire will not perform in accordance with our expectations. This risk exists because of factors such as the following:

- Prices paid for acquired facilities are based upon a series of market judgments; and
- Costs of any improvements required to bring an acquired facility up to standards to establish the market position intended for that facility might exceed budgeted costs.

As a result, we may develop or acquire projects that are not profitable.

**We are exposed to the risks of defaults by tenants.**

Any of our tenants may experience a downturn in their businesses that may weaken their financial condition. In the event of default or the insolvency of a significant number of our tenants, we may experience a substantial loss of rental revenue and/or delays in collecting rent and incur substantial costs in enforcing our rights as landlord. If a tenant files for bankruptcy protection, a court could allow the tenant to reject and terminate its lease with us. Our income and distributable cash flow would be adversely affected if a significant number of our tenants became unable to meet their obligations to us, became insolvent or declared bankruptcy.

**We may be unable to renew leases or relet space.**

When our tenants decide not to renew their leases upon their expiration, we may not be able to relet the space. Even if our tenants do renew or we are able to relet the space, the terms of renewal or reletting (including the cost of renovations, if necessary) may be less favorable than current lease terms. If we are unable to promptly renew the leases or relet the space, or if the rental rates upon such renewal or reletting are significantly lower than current rates, then our income and distributable cash flow would be adversely affected, especially if we were unable to lease a significant amount of the space vacated by tenants in our properties.

**Our insurance coverage on our properties may be inadequate.**

We maintain comprehensive insurance on each of our facilities, including property, liability and environmental coverage. We believe this coverage is of the type and amount customarily obtained for real property. However, there are certain types of losses, generally of a catastrophic nature, such as hurricanes, earthquakes and floods or acts of war or terrorism that may be uninsurable or not economically insurable. We use our discretion when determining amounts, coverage limits and deductibles for insurance. These terms are determined based on retaining an acceptable level of risk at a reasonable cost. This may result in insurance coverage that in the event of a substantial loss would not be sufficient to pay the full current replacement cost of the damaged assets. Inflation, changes in building codes and ordinances, environmental considerations, acts of a governmental authority and other factors also may make it unfeasible to collect insurance proceeds to replace a facility after it has been damaged or destroyed. If an uninsured or underinsured loss occurred, we could lose both our investment in and anticipated profits and cash flow from a property, and we would continue to be obligated on any mortgage indebtedness or other obligations related to the property. We are also subject to the risk that our insurance providers may be unwilling or unable to pay our claims when made.

**Our acquisition and disposition activity may lead to long-term dilution.**

Our asset strategy is to increase our investment concentration in the industrial real estate product type and further diversify our geographic presence. There can be no assurance that we will be able to execute our strategy or that our execution of such strategy will lead to improved results.

**Acquired properties may expose us to unknown liability.**

From time to time, we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities. As a result, if a liability were asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle or contest it, which could adversely affect our results of operations and cash flow. Unknown liabilities with respect to acquired properties might include:

- liabilities for clean-up of undisclosed environmental contamination;
- claims by tenants, vendors or other persons against the former owners of the properties;
- liabilities incurred in the ordinary course of business; and
- claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

**We could be exposed to significant environmental liabilities as a result of conditions of which we currently are not aware.**

As an owner and operator of real property, we may be liable under various federal, state and local laws for the costs of removal or remediation of certain hazardous substances released on or in our property. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of the hazardous substances. In addition, we could have greater difficulty in selling real estate on which hazardous substances were present or in obtaining borrowings using such real estate as collateral. It is our general policy to have Phase I environmental audits performed for all of our properties and land by qualified environmental consultants at the time of purchase. These Phase I environmental audits have not revealed any environmental liability that would have a material adverse effect on our business. However, a Phase I environmental audit does not involve invasive procedures such as soil sampling or ground water analysis, and we cannot be sure that the Phase I environmental audits did not fail to reveal a significant environmental liability or that a prior owner did not create a material environmental condition on our properties or land which has not yet been discovered. We could also incur environmental liability as a result of future uses or conditions of such real estate or changes in applicable environmental laws.

**We are exposed to the potential impacts of future climate change and climate-change related risks.**

We are exposed to potential physical risks from possible future changes in climate. Our properties may be exposed to rare catastrophic weather events, such as severe storms and/or floods. If the frequency of extreme weather events increases due to climate change, our exposure to these events could increase. We may be adversely impacted as a real estate developer in the future by stricter energy efficiency standards for buildings.

***Risks Related to Our Organization and Structure*****If the General Partner were to cease to qualify as a REIT, it would lose significant tax benefits.**

The General Partner intends to continue to operate so as to qualify as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"). Qualification as a REIT provides significant tax advantages to the General Partner. However, in order for the General Partner to continue to qualify as a REIT, it must satisfy numerous requirements established under highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations. Satisfaction of these requirements also depends on various factual circumstances not entirely within our control. The fact that the General Partner holds its assets through the Partnership further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize the



General Partner's REIT status. Although we believe that the General Partner can continue to operate so as to qualify as a REIT, we cannot offer any assurance that it will continue to do so or that legislation, new regulations, administrative interpretations or court decisions will not significantly change the qualification requirements or the federal income tax consequences of qualification. If the General Partner were to fail to qualify as a REIT in any taxable year, it would have the following effects:

- The General Partner would not be allowed a deduction for dividends distributed to shareholders and would be subject to federal corporate income tax (and any applicable state and local income taxes) on its taxable income at regular corporate income tax rates;
- Unless the General Partner was entitled to relief under certain statutory provisions, it would be disqualified from treatment as a REIT for the four taxable years following the year during which it ceased to qualify as a REIT;
- The General Partner's net earnings available for investment or distribution to its shareholders would decrease due to the additional tax liability for the year or years involved; and
- The General Partner would no longer be required to make any distributions to shareholders in order to qualify as a REIT.

As such, the General Partner's failure to qualify as a REIT would likely have a significant adverse effect on the value of the General Partner's securities and, consequently, the Partnership's Units.

**REIT distribution requirements limit the amount of cash we have available for other business purposes, including amounts that we need to fund our future capital needs.**

To maintain its qualification as a REIT under the Code, the General Partner must annually distribute to its shareholders at least 90% of its REIT taxable income, determined without regard to the dividends-paid deduction and excluding net capital gains. The General Partner intends to continue to make distributions to its shareholders to comply with the 90% distribution requirement. However, this requirement limits our ability to accumulate capital for use for other business purposes. If we do not have sufficient cash or other liquid assets to meet the distribution requirements of the General Partner, we may have to borrow funds or sell properties on adverse terms in order to meet the distribution requirements. If the General Partner fails to satisfy the distribution requirement, it would cease to qualify as a REIT.

**U.S. federal income tax treatment of REITs and investments in REITs may change in a manner that could adversely affect us or shareholders.**

Legislative, regulatory or administrative changes could be enacted or promulgated at any time, either prospectively or with retroactive effect, and may adversely affect us and/or shareholders.

**We are subject to certain provisions that could discourage change-of-control transactions, which may reduce the likelihood of the General Partner's shareholders receiving a control premium for their shares.**

Indiana anti-takeover legislation and certain provisions in our governing documents, as we discuss below, may discourage potential acquirers from pursuing a change-of-control transaction with us. As a result, the General Partner's shareholders may be less likely to receive a control premium for their shares.

*Ownership Restriction.* Subject to certain exceptions, the General Partner's charter provides that no person or entity may beneficially own, or be deemed to own by virtue of the applicable constructive ownership provisions of the Code, more than 9.8% (in value or by number of shares, whichever is more restrictive) of the General Partner's outstanding common stock or 9.8% in value of its outstanding stock.

*Unissued Preferred Stock.* The General Partner's charter permits its board of directors to classify unissued preferred stock by setting the rights and preferences of the shares at the time of issuance. This power enables the General Partner's board to adopt a shareholder rights plan, also known as a poison pill. Although the General Partner has repealed its previously existing poison pill and its current board of directors has adopted a policy not to adopt a

shareholder rights plan without shareholder approval, the General Partner's board can change this policy at any time. The adoption of a poison pill would discourage a potential bidder from acquiring a significant position in the General Partner without the approval of its board.

*Business-Combination Provisions of Indiana Law.* The General Partner has not opted out of the business-combination provisions of the Indiana Business Corporation Law. As a result, potential bidders may have to negotiate with the General Partner's board of directors before acquiring 10% of its stock. Without securing board approval of the proposed business combination before crossing the 10% ownership threshold, a bidder would not be permitted to complete a business combination for five years after becoming a 10% shareholder. Even after the five-year period, a business combination with the significant shareholder would either be required to meet certain per share price minimums as set forth in the Indiana Business Corporation Law or to receive the approval of a majority of the disinterested shareholders.

*Control-Share-Acquisition Provisions of Indiana Law.* The General Partner has not opted out of the provisions of the Indiana Business Corporation Law regarding acquisitions of control shares. Therefore, those who acquire a significant block (at least 20%) of the General Partner's shares may only vote a portion of their shares unless its other shareholders vote to accord full voting rights to the acquiring person. Moreover, if the other shareholders vote to give full voting rights with respect to the control shares and the acquiring person has acquired a majority of the General Partner's outstanding shares, the other shareholders would be entitled to special dissenters' rights.

*Supermajority Voting Provisions.* The General Partner's charter prohibits business combinations or significant disposition transactions with a holder of 10% of its shares unless:

- The holders of 80% of the General Partner's outstanding shares of capital stock approve the transaction;
- The transaction has been approved by three-fourths of those directors who served on the General Partner's board before the shareholder became a 10% owner; or
- The significant shareholder complies with the "fair price" provisions of the General Partner's charter.

Among the transactions with large shareholders requiring the supermajority shareholder approval are dispositions of assets with a value greater than or equal to \$1,000,000 and business combinations.

*Operating Partnership Provisions.* The limited partnership agreement of the Partnership contains provisions that could discourage change-of-control transactions, including a requirement that holders of at least 90% of the outstanding Common Units approve:

- Any voluntary sale, exchange, merger, consolidation or other disposition of all or substantially all of the assets of the Partnership in one or more transactions other than a disposition occurring upon a financing or refinancing of the Partnership;
- The General Partner's merger, consolidation or other business combination with another entity unless after the transaction substantially all of the assets of the surviving entity are contributed to the Partnership in exchange for Common Units;
- The General Partner's assignment of its interests in the Partnership other than to one of its wholly owned subsidiaries; and
- Any reclassification or recapitalization or change of outstanding shares of the General Partner's common stock other than certain changes in par value, stock splits, stock dividends or combinations.

#### **We are dependent on key personnel.**

The General Partner's executive officers and other senior officers have a significant role in the success of our Company. Our ability to retain our management group or to attract suitable replacements should any members of the management group leave our Company is dependent on the competitive nature of the employment market. The loss of services from key members of the management group or a limitation in their availability could adversely impact our financial condition and cash flow. Further, such a loss could be negatively perceived in the capital markets.

**Item 1B. Unresolved Staff Comments**

We have no unresolved comments with the SEC staff regarding our periodic or current reports under the Exchange Act.

## **Item 2. Properties**

### **Product Review**

As of December 31, 2018, we own interests in a diversified portfolio of 523 commercial properties encompassing 153.7 million net rentable square feet (including 39 unconsolidated joint venture in-service properties with 11.1 million square feet, 17 consolidated properties under development with 7.6 million square feet and five unconsolidated joint venture properties under development with 1.9 million square feet).

**Industrial Properties:** We own interests in 518 bulk distribution industrial properties encompassing 153.3 million square feet (99.7% of our total square feet). These properties are primarily logistics facilities with clear ceiling heights of 28 feet or more.

**Non-reportable:** We own interests in five Non-Reportable buildings totaling 422,000 square feet (0.3% of our total square feet).

See Consolidated Financial Statement Schedule III - Real Estate Properties and Accumulated Depreciation for a detailed listing of the Company's properties and related encumbrances.

**Land:** We own, including through ownership interests in unconsolidated joint ventures (with acreage not adjusted for our percentage ownership interest), 1,650 acres of land and control an additional 1,000 acres through purchase options. Approximately 850 acres of the 1,120 acres of land that we directly own, are intended to be used for the development of industrial properties and can support approximately 15.2 million square feet of industrial developments. All of our approximately 530 acres of land held by unconsolidated joint ventures, are also intended to be used for the development of industrial properties. We directly own approximately 270 acres of land that we do not consider strategic and that will be sold to the extent that market conditions permit us to achieve what we believe to be acceptable sale prices.

### **Property Descriptions**

The following tables represent the geographic highlights of consolidated and unconsolidated joint venture in-service properties in our primary markets.

*Consolidated Properties*

	Square Feet				Annual Net Effective Rent (1)	Annual Net Effective Rent per Square Foot (2)	Percent of Annual Net Effective Rent
	Industrial	Non-Reportable	Overall	Percent of Overall			
<u>Primary Market</u>							
Chicago	14,367,680	—	14,367,680	10.8%	\$ 59,016,429	\$ 4.23	9.7%
South Florida	7,673,758	—	7,673,758	5.8%	57,051,501	7.51	9.4%
Southern California	9,208,616	—	9,208,616	6.9%	53,841,995	6.11	8.9%
Atlanta	11,776,169	—	11,776,169	8.9%	44,719,773	4.15	7.4%
Indianapolis	13,538,423	—	13,538,423	10.2%	44,345,128	3.28	7.3%
New Jersey	4,878,186	—	4,878,186	3.7%	36,670,410	7.52	6.0%
Dallas	9,822,828	—	9,822,828	7.4%	35,068,362	3.64	5.8%
Cincinnati	9,982,148	91,843	10,073,991	7.6%	34,816,090	3.64	5.7%
Houston	6,241,410	—	6,241,410	4.7%	31,224,720	5.03	5.1%
Savannah	7,056,496	—	7,056,496	5.3%	27,001,011	3.97	4.4%
Pennsylvania	5,137,812	—	5,137,812	3.9%	23,385,861	5.43	3.9%
Minneapolis-St. Paul	4,952,901	—	4,952,901	3.7%	22,994,497	4.93	3.8%
Columbus	6,242,525	—	6,242,525	4.7%	21,459,052	3.44	3.5%
Central Florida	4,224,815	—	4,224,815	3.2%	20,426,008	5.27	3.4%
DC-Baltimore	3,100,696	—	3,100,696	2.3%	20,265,558	6.73	3.3%
Nashville	3,645,368	—	3,645,368	2.7%	17,971,164	5.23	3.0%
Raleigh	2,910,246	—	2,910,246	2.2%	17,006,386	6.03	2.8%
St. Louis	4,491,745	—	4,491,745	3.4%	15,569,224	3.55	2.6%
Seattle	1,648,104	—	1,648,104	1.2%	12,131,535	7.36	2.0%
Northern California	1,936,349	—	1,936,349	1.5%	9,434,591	4.87	1.6%
Other (3)	—	119,030	119,030	0.1%	3,487,188	29.30	0.6%
Total	132,836,275	210,873	133,047,148	100.0%	\$ 607,886,483	\$ 4.74	100.0%
Percent of Overall	99.8%	0.2%	100.0%				
Annual Net Effective Rent per Square Foot (2)	\$ 4.72	\$ 24.20	\$ 4.74				

## Unconsolidated Joint Venture Properties

	Square Feet				Annual Net Effective Rent (1)	Annual Net Effective Rent per Square Foot (2)	Percent of Annual Net Effective Rent
	Industrial	Non-Reportable	Overall	Percent of Overall			
Primary Market							
Dallas	6,047,818	—	6,047,818	54.5%	\$ 24,246,506	\$ 4.12	56.5%
Indianapolis	4,631,322	—	4,631,322	41.7%	15,522,937	3.62	36.2%
DC-Baltimore	—	211,025	211,025	1.9%	2,253,595	19.72	5.2%
Cincinnati	57,886	—	57,886	0.5%	398,667	6.89	0.9%
Other (3)	152,944	—	152,944	1.4%	512,362	3.35	1.2%
Total	10,889,970	211,025	11,100,995	100.0%	\$ 42,934,067	\$ 4.09	100.0%
Percent of Overall	98.1%	1.9%	100.0%				
Annual Net Effective Rent per Square Foot (2)	\$ 3.91	\$ 19.72	\$ 4.09				

	Occupancy %					
	Consolidated Properties			Unconsolidated Properties		
	Industrial	Non-Reportable	Overall	Industrial	Non-Reportable	Overall
<b>Primary Market</b>						
Indianapolis	100.0%	—	100.0%	92.7%	—	92.7%
Columbus	100.0%	—	100.0%	—	—	—
New Jersey	100.0%	—	100.0%	—	—	—
Northern California	100.0%	—	100.0%	—	—	—
Seattle	100.0%	—	100.0%	—	—	—
Houston	99.4%	—	99.4%	—	—	—
South Florida	99.1%	—	99.1%	—	—	—
Dallas	98.1%	—	98.1%	97.4%	—	97.4%
St. Louis	97.7%	—	97.7%	—	—	—
DC-Baltimore	97.1%	—	97.1%	—	54.2%	54.2%
Chicago	97.1%	—	97.1%	—	—	—
Raleigh	96.9%	—	96.9%	—	—	—
Savannah	96.3%	—	96.3%	—	—	—
Southern California	95.7%	—	95.7%	—	—	—
Cincinnati	95.4%	55.9%	95.0%	100.0%	—	100.0%
Nashville	94.3%	—	94.3%	—	—	—
Minneapolis-St. Paul	94.1%	—	94.1%	—	—	—
Central Florida	91.8%	—	91.8%	—	—	—
Atlanta	91.5%	—	91.5%	—	—	—
Pennsylvania	83.8%	—	83.8%	—	—	—
Other (3)	—	100.0%	100.0%	100.0%	—	100.0%
<b>Total</b>	<b>96.4%</b>	<b>80.8%</b>	<b>96.4%</b>	<b>95.5%</b>	<b>54.2%</b>	<b>94.7%</b>

- (1) Represents the average annual base rental payments, on a straight-line basis for the term of each lease, from space leased to tenants as of December 31, 2018, excluding amounts paid by tenants as reimbursement for operating expenses. Unconsolidated joint venture properties are shown at 100% of square feet and net effective rents, without regard to our ownership percentage.
- (2) Annual net effective rent per leased square foot.
- (3) Represents properties not located in our primary markets.

### Item 3. Legal Proceedings

We are not subject to any pending legal proceedings, other than routine litigation arising in the ordinary course of business. We do not expect these legal proceedings to have a material adverse effect on our financial condition, results of operations, or liquidity.

### Item 4. Mine Safety Disclosures

Not applicable.

## PART II

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

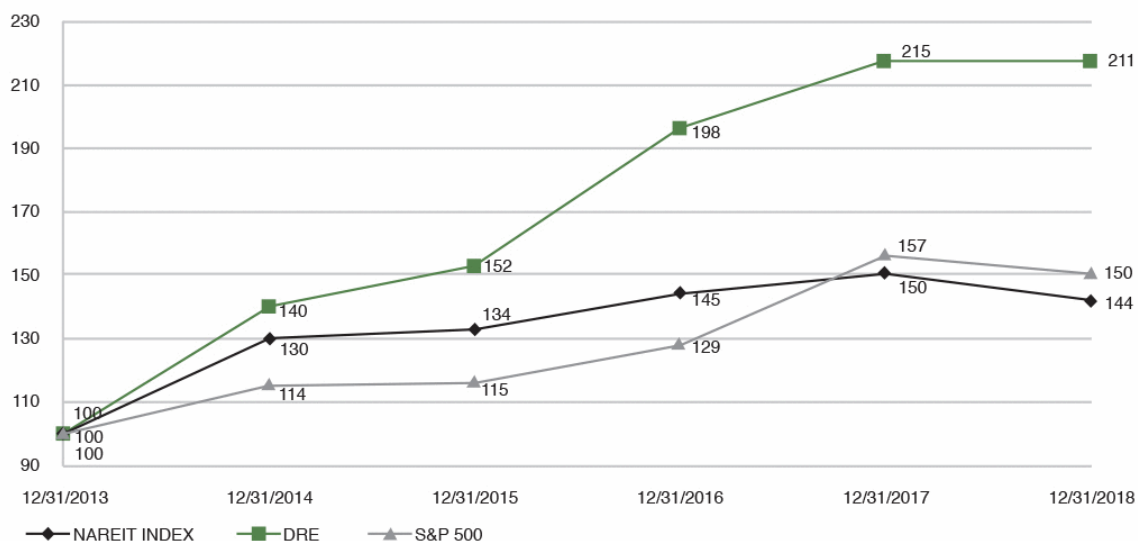
#### Market Information and Holders

The General Partner's common stock is listed for trading on the NYSE under the symbol "DRE." There is no established trading market for the Partnership's Common Units. As of February 20, 2019, there were 5,120 record holders of the General Partner's common stock and 89 record holders of the Partnership's Common Units.

#### Stock Performance Graph

The following line graph compares the change in the General Partner's cumulative total shareholders' return on shares of its common stock to the cumulative total return of the Standard and Poor's 500 Stock Index ("S&P 500") and the FTSE NAREIT Equity REITs Index ("NAREIT Index") from December 31, 2013 to December 31, 2018. The graph assumes an initial investment of \$100 in the common stock of the General Partner and each of the indices on December 31, 2013, and the reinvestment of all dividends. The performance graph is not necessarily indicative of future performance.

Indexed to 100



This graph and the accompanying text are not "soliciting material," are not deemed filed with the SEC and are not to be incorporated by reference in any filing by the company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

### Tax Characterization of Dividends

A summary of the tax characterization of the dividends paid per common share of the General Partner for the years ended December 31, 2018, 2017 and 2016 follows:

	2018	2017	2016
Dividends paid per share	\$ 0.815	\$ 0.77	\$ 0.73
Dividends paid per share - special	—	0.85	—
Total Dividends paid per share	\$ 0.815	\$ 1.62	\$ 0.73
Ordinary income	78.4%	23.7%	72.6%
Return of capital	—	—	2.6%
Capital gains	21.6%	76.3%	24.8%
	100.0%	100.0%	100.0%

### Sales of Unregistered Securities

The General Partner did not sell any of its securities during the year ended December 31, 2018 that were not registered under the Securities Act.

### Issuer Purchases of Equity Securities

From time to time, we may repurchase our securities under a repurchase program that initially was approved by the General Partner's board of directors and publicly announced in October 2001 (the "Repurchase Program").

During 2018 we did not repurchase any equity securities under the Repurchase Program.

On January 30, 2019 the General Partner's board of directors adopted a resolution that amended and restated the Repurchase Program and delegated authority to management to repurchase a maximum of \$300.0 million of the General Partner's common shares, \$500.0 million of the Partnership's debt securities and \$500.0 million of the General Partner's preferred shares, subject to the prior notification of the Chairperson of the Finance Committee of the board of directors of planned repurchases within these limits.



**Item 6. Selected Financial Data**

The following table sets forth selected financial and operating information on a historical basis for each of the years in the five-year period ended December 31, 2018. The following information should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8, "Financial Statements and Supplementary Data" included in this Form 10-K (in thousands, except per share or per Common Unit data):

	2018	2017	2016	2015	2014
<b>Results of Operations:</b>					
<b><u>General Partner and Partnership</u></b>					
Revenues:					
Rental and related revenue from continuing operations	\$ 785,319	\$ 686,514	\$ 641,701	\$ 658,809	\$ 682,653
General contractor and service fee revenue	162,551	94,420	88,810	133,367	224,500
<b>Total revenues from continuing operations</b>	<b>\$ 947,870</b>	<b>\$ 780,934</b>	<b>\$ 730,511</b>	<b>\$ 792,176</b>	<b>\$ 907,153</b>
<b>Income from continuing operations</b>	<b>\$ 383,368</b>	<b>\$ 290,592</b>	<b>\$ 298,421</b>	<b>\$ 188,248</b>	<b>\$ 221,162</b>
<b><u>General Partner</u></b>					
<b>Net income attributable to common shareholders</b>	<b>\$ 383,729</b>	<b>\$ 1,634,431</b>	<b>\$ 312,143</b>	<b>\$ 615,310</b>	<b>\$ 204,893</b>
<b><u>Partnership</u></b>					
<b>Net income attributable to common unitholders</b>	<b>\$ 387,257</b>	<b>\$ 1,649,607</b>	<b>\$ 315,232</b>	<b>\$ 621,714</b>	<b>\$ 207,520</b>
<b><u>General Partner</u></b>					
<b>Per Share Data:</b>					
Basic income per common share:					
Continuing operations	\$ 1.06	\$ 0.80	\$ 0.84	\$ 0.53	\$ 0.53
Discontinued operations	0.01	3.78	0.05	1.24	0.07
Diluted income per common share:					
Continuing operations	1.06	0.80	0.84	0.53	0.53
Discontinued operations	0.01	3.76	0.04	1.24	0.07
Distributions paid per common share	\$ 0.815	\$ 0.77	\$ 0.73	\$ 0.69	\$ 0.68
Distributions paid per common share - special	\$ —	\$ 0.85	\$ —	\$ 0.20	\$ —
Weighted average common shares outstanding	357,569	355,762	349,942	345,057	335,777
Weighted average common shares and potential dilutive securities	363,297	362,011	357,076	352,197	340,446
<b>Balance Sheet Data (at December 31):</b>					
Total Assets	\$ 7,804,024	\$ 7,388,196	\$ 6,772,002	\$ 6,895,515	\$ 7,725,001
Total Debt	2,658,501	2,422,891	2,908,477	3,320,141	4,382,801
Total Shareholders' Equity	4,658,201	4,532,844	3,465,818	3,181,932	2,860,325
Total Common Shares Outstanding	358,851	356,361	354,756	345,285	344,112
<b>Other Data:</b>					
Funds from Operations attributable to common shareholders (1)	\$ 484,003	\$ 447,001	\$ 416,370	\$ 307,331	\$ 386,076
<b><u>Partnership</u></b>					
<b>Per Unit Data:</b>					
Basic income per Common Unit:					
Continuing operations	\$ 1.06	\$ 0.80	\$ 0.84	\$ 0.53	\$ 0.53
Discontinued operations	0.01	3.78	0.05	1.24	0.07
Diluted income per Common Unit:					
Continuing operations	1.06	0.80	0.84	0.53	0.53
Discontinued operations	0.01	3.76	0.04	1.24	0.07
Distributions paid per Common Unit	\$ 0.815	\$ 0.77	\$ 0.73	\$ 0.69	\$ 0.68
Distributions paid per Common Unit - special	\$ —	\$ 0.85	\$ —	\$ 0.20	\$ —
Weighted average Common Units outstanding	360,859	359,065	353,423	348,639	340,085
Weighted average Common Units and potential dilutive securities	363,297	362,011	357,076	352,197	340,446
<b>Balance Sheet Data (at December 31):</b>					
Total Assets	\$ 7,804,024	\$ 7,388,196	\$ 6,772,002	\$ 6,895,515	\$ 7,725,001
Total Debt	2,658,501	2,422,891	2,908,477	3,320,141	4,382,801
Total Partners' Equity	4,708,786	4,573,407	3,490,509	3,201,964	2,877,434
Total Common Units Outstanding	361,771	359,644	358,164	348,772	347,828
<b>Other Data:</b>					
Funds from Operations attributable to common unitholders (1)	\$ 488,454	\$ 451,154	\$ 420,496	\$ 310,538	\$ 391,027

(1) Funds from operations ("FFO") is a non-GAAP measure used in the real estate industry and is calculated in accordance with standards established by the National Association of Real Estate Investment Trusts ("NAREIT"). In addition to net income (loss) computed in accordance with GAAP, we assess and measure the overall operating results of the General Partner and the Partnership based upon NAREIT FFO, which is a non-GAAP industry performance measure that management believes is a useful indicator of consolidated operating performance. NAREIT FFO is used by industry analysts and investors as a supplemental operating performance measure of a REIT.

The most comparable GAAP measure is net income (loss) attributable to common shareholders or common unitholders. NAREIT FFO attributable to common shareholders or common unitholders should not be considered as a substitute for net income (loss) attributable to common shareholders or common unitholders or any other measures derived in accordance with GAAP and may not be comparable to other similarly titled measures of other companies. 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 that use historical cost accounting to be insufficient by themselves. Management believes that the use of NAREIT FFO attributable to common shareholders or common unitholders, combined with net income (which remains the primary measure of performance), improves the understanding of operating results of REITs among the investing public and makes comparisons of REIT operating results more meaningful. Management believes that the use of NAREIT FFO as a performance measure enables investors and analysts to readily identify the operating results of the long-term assets that form the core of a REIT's activity and assist them in comparing these operating results between periods or between different companies.

In December 2018, NAREIT issued the "NAREIT Funds from Operations White Paper - 2018 Restatement" (the "2018 White Paper"), which reaffirmed, and in some cases refined, NAREIT's prior determinations concerning FFO. The guidance in the 2018 White Paper allows preparers an option as it pertains to whether gains or losses on sale, or impairment charges, on real estate assets incidental to a REIT's business are excluded from the calculation of FFO. We have made the election to exclude activity related to such real estate assets that are incidental to our business. Under the guidance in the 2018 White Paper, NAREIT FFO is calculated as net income (loss) in accordance with GAAP excluding depreciation and amortization related to real estate, gains and losses on sales of real estate assets (including real estate assets incidental to our business) and related taxes, gains and losses from change in control, impairment charges related to real estate assets (including real estate assets incidental to our business) and similar adjustments for unconsolidated partnerships and joint ventures. The guidance in the 2018 White Paper is effective for annual periods beginning after December 15, 2018, with early adoption permitted. We early-adopted the guidance in the 2018 White Paper effective December 31, 2018 and have, accordingly, revised prior periods to reflect that guidance.

NAREIT FFO for 2017, as previously reported, was revised pursuant to the 2018 White Paper, which resulted in a decrease of \$8.7 million and \$8.8 million for the General Partner and the Partnership, respectively, due to excluding gains on land sales and land impairment charges. NAREIT FFO for 2016, as previously reported, was also revised, which resulted in a decrease of \$12.1 million and \$12.2 million for the General Partner and the Partnership, respectively, due to excluding gains on land sales, gains on incidental property sales, land impairment charges and a gain on change in control. The revision to NAREIT FFO for 2015 resulted in an increase of \$6.5 million and \$6.6 million to the amounts previously reported for the General Partner and the Partnership, respectively, due to excluding land impairment charges and gains on land sales. The revision to NAREIT FFO for 2014 resulted in an increase of \$23.0 million and \$23.3 million to the amounts previously reported for the General Partner and the Partnership, respectively, due to excluding land impairment charges and gains on land sales. NAREIT-defined reconciling items between net income and NAREIT FFO totaled \$(307,979) and \$181,183 for the General Partner, and \$(311,176) and \$183,507 for the Partnership, in 2015 and 2014, respectively. See a reconciliation of NAREIT FFO to net income attributable to common shareholders under "Year in Review" under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

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

### **Business Overview**

The General Partner and Partnership collectively specialize in the ownership, management and development of industrial real estate.

The General Partner is a self-administered and self-managed REIT that began operations in 1986 and is the sole general partner of the Partnership. The Partnership is a limited partnership formed in 1993, at which time all of the properties and related assets and liabilities of the General Partner, as well as proceeds from a secondary offering of the General Partner's common shares, were contributed to the Partnership. Simultaneously, the Partnership completed the acquisition of Duke Associates, a full-service commercial real estate firm operating in the Midwest whose operations began in 1972. We operate the General Partner and the Partnership as one enterprise, and therefore, our discussion and analysis refers to the General Partner and its consolidated subsidiaries, including the Partnership, collectively.

At December 31, 2018, we:

- Owned or jointly controlled 523 primarily industrial properties, of which 501 properties with 144.1 million square feet were in service and 22 properties with 9.5 million square feet were under development. The 501 in-service properties were comprised of 462 consolidated properties with 133.0 million square feet and 39 unconsolidated joint venture properties with 11.1 million square feet. The 22 properties under development consisted of 17 consolidated properties with 7.6 million square feet and five unconsolidated joint venture properties with 1.9 million square feet.
- Owned directly, or through ownership interests in unconsolidated joint ventures (with acreage not adjusted for our percentage ownership interest), approximately 1,650 acres of land and controlled approximately 1,000 acres through purchase options.

Our overall strategy is to continue to increase our investment in quality industrial properties primarily through development, on both a speculative and build-to-suit basis, supplemented with acquisitions in higher barrier markets with the highest growth potential.

### ***Operational Strategy***

Our operational focus is to drive profitability by maximizing cash from operations as well as NAREIT FFO through (i) maintaining property occupancy and increasing rental rates, while also keeping lease-related capital costs contained, by effectively managing our portfolio of existing properties; (ii) selectively developing new build-to-suit, substantially pre-leased and, in select markets, speculative development projects; and (iii) providing a full line of real estate services to our tenants and to third parties.

### ***Asset Strategy***

Our strategic objectives include (i) increasing our investment in quality industrial properties through development; (ii) acquiring properties in markets we believe provide the best potential for future rental growth; and (iii) maintaining an optimal land inventory through selected strategic land acquisitions, new development activity and sales of surplus land. We are continuing to execute our asset strategy through a disciplined approach by identifying development opportunities, identifying select acquisition targets where the asset quality and pricing meet our objectives and continually evaluating our portfolio for disposition by regularly identifying assets that no longer meet our long-term objectives.

### ***Capital Strategy***

Our capital strategy is to maintain a strong balance sheet by actively managing the components of our capital structure in coordination with the execution of our overall operational and asset strategies. We are focused on maintaining our current investment grade ratings from our credit rating agencies. As of December 31, 2018, our senior unsecured notes have been assigned a rating of Baa1 by Moody's Investors Services and BBB+ by Standard & Poor's Ratings Group, and we are focused on maintaining such ratings in order to maintain access to liquidity.

In support of our capital strategy, we employ an asset disposition program to sell non-strategic real estate assets, which generate proceeds that can be recycled into new property investments that better fit our growth objectives or otherwise manage our capital structure.

We continue to focus on maintaining a balanced and flexible capital structure which includes: (i) extending and sequencing the maturity dates of our outstanding debt obligations; (ii) borrowing primarily at fixed rates by targeting a variable rate component of total debt less than 20%; and (iii) issuing common equity as needed to maintain appropriate leverage parameters or support significant strategic developments or acquisitions. With our successes to date and continued focus on maintaining a strong balance sheet, we expect to be in a very strong position to be opportunistic in our investment opportunities.

### ***Environmental, Social and Governance Strategy***

We are focused on promoting our growth in a sustainable way, one that succeeds by delivering long-term value for our stakeholders. As part of our vision to continually set the standard for maximizing stakeholder value, we have a long standing commitment to sustainable practices in environmental, social and corporate governance initiatives. Our environmental initiatives have included research, development and deployment of sustainable building strategies and technologies, staff education and LEED accreditation to construct high-performing sustainable buildings and to operate an energy-efficient portfolio. While we do not control most of the utility usage at our properties, we partnered with Goby, Inc. starting in 2018 in order to help monitor and manage the utility usage that we do control. In 2018, we also became a member of Global Real Estate Sustainability Benchmark, a leading provider of real estate sustainability performance assessments.

We are committed to fair compensation, fostering a dynamic and balanced work environment and providing employees with developmental opportunities to perform well and derive satisfaction from their work. We also focus on charitable giving and volunteering, with a dollars for doers program (matching dollars for volunteer hours spent) and our matching gifts program (matching dollars for employee donation) as well as paid community service

days for all employees. We maintain a formal and structured diversity and inclusion program and have increased diversity within our board of directors with a Board that is now 21% female. Through all of these initiatives, we endeavor to make a positive impact on the communities in which we conduct business.

We strive to maintain an effective corporate governance structure and comply with applicable laws, rules, regulations and policies. Please see “Item 1-Corporate Governance” for more information regarding our governance initiatives.

Through all of our environmental, social and governance efforts, we demonstrate that operating and developing commercial real estate can be conducted with a conscious regard for the environment and community, while also benefiting ours investors, employees, tenants and the communities in which we operate.

## **Results of Operations**

A summary of our operating results and property statistics for each of the years in the three-year period ended December 31, 2018, is as follows (in thousands, except number of properties and per share or per Common Unit data):

	2018	2017	2016
Rental and related revenue from continuing operations	\$ 785,319	\$ 686,514	\$ 641,701
General contractor and service fee revenue	162,551	94,420	88,810
Operating income	460,356	388,621	433,312
<b><u>General Partner</u></b>			
Net income attributable to common shareholders	\$ 383,729	\$ 1,634,431	\$ 312,143
Weighted average common shares outstanding	357,569	355,762	349,942
Weighted average common shares and potential dilutive securities	363,297	362,011	357,076
<b><u>Partnership</u></b>			
Net income attributable to common unitholders	\$ 387,257	\$ 1,649,607	\$ 315,232
Weighted average Common Units outstanding	360,859	359,065	353,423
Weighted average Common Units and potential dilutive securities	363,297	362,011	357,076
<b><u>General Partner and Partnership</u></b>			
Basic income per common share or Common Unit:			
Continuing operations	\$ 1.06	\$ 0.80	\$ 0.84
Discontinued operations	\$ 0.01	\$ 3.78	\$ 0.05
Diluted income per common share or Common Unit:			
Continuing operations	\$ 1.06	\$ 0.80	\$ 0.84
Discontinued operations	\$ 0.01	\$ 3.76	\$ 0.04
Number of in-service consolidated properties at end of year	462	451	492
In-service consolidated square footage at end of year	133,047	128,396	119,493
Number of in-service unconsolidated joint venture properties at end of year	39	42	42
In-service unconsolidated joint venture square footage at end of year	11,101	11,183	10,736

## Year in Review

Overall, the economy has performed consistently with economic forecasts, with estimated growth in the United States gross domestic product of 2.9% for 2018. The 10-year Treasury rate generally fluctuated between 2.7% and 3.0% for most of 2018 and ended the year at 2.7%. The continued growth of e-commerce and supply chain modernization has been a significant positive factor for the industrial real estate sector, while the issues facing some traditional retail operators have not significantly impacted our business. Under these conditions we were able to execute our asset and capital strategies for the year and had a successful 2018.

Net income attributable to the common shareholders of the General Partner for the year ended December 31, 2018, was \$383.7 million, compared to net income of \$1.63 billion for the year ended December 31, 2017. Net income attributable to the common unitholders of the Partnership for the year ended December 31, 2018, was \$387.3 million, compared to net income of \$1.65 billion for the year ended December 31, 2017. The decrease in net income in 2018 for the General Partner and the Partnership, when compared to 2017, was primarily the result of significant gains on property sales recognized during 2017.

NAREIT FFO attributable to common shareholders of the General Partner totaled \$484.0 million for the year ended December 31, 2018, compared to \$447.0 million for 2017. NAREIT FFO attributable to common unitholders of the Partnership totaled \$488.5 million for the year ended December 31, 2018, compared to \$451.2 million for 2017. The increase to NAREIT FFO from 2017 for the General Partner and the Partnership was the result of lower interest expense, as the result of significant debt repayments in 2017, as well as new industrial properties being placed in service and improved operational performance in our existing industrial portfolio.

The following table shows a reconciliation of net income attributable to common shareholders or common unitholders to the calculation of NAREIT FFO attributable to common shareholders or common unitholders for the years ended December 31, 2018, 2017 and 2016, respectively (in thousands):

	2018	2017	2016
Net income attributable to common shareholders of the General Partner	\$ 383,729	\$ 1,634,431	\$ 312,143
Add back: Net income attributable to noncontrolling interests - common limited partnership interests in the Partnership	3,528	15,176	3,089
Net income attributable to common unitholders of the Partnership	387,257	1,649,607	315,232
Adjustments:			
Depreciation and amortization	312,217	299,472	317,818
Company share of unconsolidated joint venture depreciation and amortization	9,146	9,674	14,188
Partnership share of gains on property sales	(208,780)	(1,466,599)	(163,109)
Gains on land sales	(10,334)	(9,244)	(9,865)
Income tax expense (benefit) triggered by sales of real estate assets	8,828	17,660	(589)
Gain on change in control	—	—	(7,272)
Impairment charges	—	4,481	18,018
Gain on dissolution of unconsolidated joint venture	—	—	(30,697)
Gains on sales of real estate assets—share of unconsolidated joint ventures	(12,094)	(53,897)	(33,228)
Impairment charges - unconsolidated joint venture	2,214	—	—
NAREIT FFO attributable to common unitholders of the Partnership	\$ 488,454	\$ 451,154	\$ 420,496
Additional General Partner Adjustments:			
Net income attributable to noncontrolling interests - common limited partnership interests in the Partnership	(3,528)	(15,176)	(3,089)
Noncontrolling interest share of adjustments	(923)	11,023	(1,037)
NAREIT FFO attributable to common shareholders of the General Partner	\$ 484,003	\$ 447,001	\$ 416,370

In December 2018, we adopted the 2018 White Paper issued by NAREIT and have revised prior periods to reflect the changes. See Item 6. "Selected Financial Data" for additional information regarding the NAREIT FFO definition and revision.

In accordance with our strategic plan, we continue to increase our investment in high-quality industrial properties. Additionally, we continued to experience improved operational metrics during 2018, and believe that the fundamental drivers of industrial real estate performance remain strong. Highlights of our 2018 strategic and operational activities are as follows:

- We generated \$511.4 million of total net cash proceeds from the disposition of 15 consolidated buildings and 187 acres of wholly owned undeveloped land.
- We started new development projects with expected total costs of \$862.1 million, which included \$104.4 million of expected total costs for five development projects started within unconsolidated joint ventures. The development projects started in 2018 were, in aggregate, 57.5% pre-leased.
- We placed 18 newly completed wholly owned development projects in service, which totaled 9.5 million square feet with total costs of \$640.4 million. These properties were 73.9% leased at December 31, 2018.
- The total estimated cost of our consolidated properties under construction at December 31, 2018 totaled \$709.7 million, with \$445.8 million of such costs already incurred. The total estimated cost for unconsolidated joint venture properties under construction was \$104.4 million at December 31, 2018, with \$43.9 million of costs already incurred. The consolidated properties under construction are 53% pre-leased, while the unconsolidated joint venture properties under construction are 66% pre-leased.
- Same property net operating income, on a cash basis, as defined hereafter under "Supplemental Performance Measures", increased by 4.3% for the twelve months ended December 31, 2018, as compared to the same period in 2017.
- As the result of leasing up space in speculative developments in service at the end of 2017, the percentage of total square feet leased for our in-service portfolio of consolidated properties increased from 96.1% at December 31, 2017 to 96.4% at December 31, 2018.
- Total leasing activity for our consolidated properties totaled 24.1 million square feet in 2018 compared to 21.4 million square feet in 2017. The increase in total leasing activity in 2018 was largely the result of leasing new development projects as well as a higher volume of lease renewals.
- Total leasing activity for our consolidated properties in 2018 included 11.3 million square feet of lease renewals, which represented an 81.7% retention rate on a square foot basis. New second generation and renewal leases, on a combined basis, executed for consolidated properties during the year resulted in a 24.2% increase to net effective rents ("net effective rents" is defined hereafter in the "Key Performance Indicators" section) when compared to the previous leases of the same space.

We utilized the capital generated from dispositions during the year to reduce debt and to fund our development activities. Highlights of our key financing activities are as follows:

- In September 2018, we issued \$450.0 million of senior unsecured notes that bear interest at a stated interest rate of 4.00%, have an effective interest of 4.13%, and mature on September 15, 2028.
- During 2018, we repaid three fixed rate secured loans, totaling \$227.1 million, which had a weighted average stated interest rate of 7.62%.
- During 2018, we issued 990,400 shares of common stock pursuant to our at the market ("ATM") equity program at an average price of \$29.24 per share, generating gross proceeds of \$29.0 million and, after deducting commissions and other costs, net proceeds of \$28.4 million.

#### **Supplemental Performance Measures**

In addition to NAREIT FFO we use (i) Property Level Net Operating Income - Cash Basis ("PNOI") and (ii) Same Property Net Operating Income - Cash Basis ("SPNOI") as supplemental non-GAAP performance measures. Management believes that the use of PNOI and SPNOI combined with net income (which remains the primary

measure of performance), improves the understanding of operating results of REITs among the investing public and makes comparisons of REIT operating results more meaningful. The most comparable GAAP measure to PNOI and SPNOI is income from continuing operations before income taxes.

PNOI and SPNOI each exclude expenses that materially impact our overall results of operations and, therefore, should not be considered as a substitute for income from continuing operations before income taxes, or any other measures derived in accordance with GAAP. Furthermore, these metrics may not be comparable to other similarly titled measures of other companies.

#### ***Property Level Net Operating Income - Cash Basis***

PNOI is comprised of rental revenues from continuing operations less rental expenses and real estate taxes from continuing operations, along with certain other adjusting items. As a performance metric that consists of only the cash-based revenues and expenses directly related to ongoing real estate rental operations, PNOI is narrower in scope than NAREIT FFO.

PNOI, as we calculate it, may not be directly comparable to similarly titled, but differently calculated, measures for other REITs. We believe that PNOI 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 within our Rental Operations segments. The operations of our industrial properties, as well as our non-reportable Rental Operations (our residual non-industrial properties that have not yet been sold, referred to throughout as "Non-Reportable"), are collectively referred to as "Rental Operations."

The major factors influencing PNOI are occupancy levels, acquisitions and sales, development properties that achieve stabilized operations, rental rate increases or decreases, and the recoverability of operating expenses.

Note 8 to the consolidated financial statements included in Part IV, Item 15 of this Report shows a calculation of our PNOI for the years ended December 31, 2018, 2017 and 2016 and provides a reconciliation of PNOI for our Rental Operations segments to income from continuing operations before income taxes.

#### ***Same Property Net Operating Income - Cash Basis***

We also evaluate the performance of our properties, including our share of properties we jointly control, on a "same property" basis, using a metric referred to as SPNOI. We view SPNOI as a useful supplemental performance measure because it improves comparability between periods by eliminating the effects of changes in the composition of our portfolio.

On an individual property basis, SPNOI is computed in a consistent manner as PNOI.

Effective January 1, 2018, we define our "same property" population once a year at the beginning of the current calendar year and include buildings that were stabilized (the term "stabilized" means properties that have reached 90% leased or that have been in-service for at least one year since development completion or acquisition) as of January 1 of the prior calendar year. The "same property" pool is also adjusted to remove properties that were sold subsequent to the beginning of the current calendar year. As such, the "same property" population for the period ended December 31, 2018 includes all properties that we owned or jointly controlled at January 1, 2018, which had both been owned or jointly controlled and had reached stabilization by January 1, 2017, and have not been sold.

A reconciliation of income from continuing operations before income taxes to SPNOI is presented as follows (in thousands, except percentages):



	Three Months Ended December 31,		Percent	Twelve Months Ended December 31,		Percent
	2018	2017	Change	2018	2017	Change
Income from continuing operations before income taxes	\$ 63,124	\$ 54,422		\$ 392,196	\$ 290,235	
Share of SPNOI from unconsolidated joint ventures	4,169	3,997		16,189	15,989	
PNOI excluded from the "same property" population	(32,454)	(13,422)		(109,261)	(40,864)	
Earnings from Service Operations	(3,482)	(847)		(8,642)	(4,963)	
Rental Operations revenues and expenses excluded from PNOI	(8,929)	(12,558)		(38,203)	(50,409)	
Non-Segment Items	93,683	80,622		207,393	230,686	
SPNOI	\$ 116,111	\$ 112,214	3.5%	\$ 459,672	\$ 440,674	4.3%

The composition of the line items titled "Rental Operations revenues and expenses excluded from PNOI" and "Non-Segment Items" from the table above are shown in greater detail in Note 8 to the consolidated financial statements included in Part IV, Item 15 of this Report.

We believe the factors that impact SPNOI are generally the same as those that impact PNOI. The following table details the number of properties, square feet, average occupancy and cash rental rates for the properties included in SPNOI for the respective periods:

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2018	2017	2018	2017
Number of properties	417	417	417	417
Square feet (in thousands) (1)	107,225	107,225	107,225	107,225
Average commencement occupancy percentage (2)	98.5%	97.9%	98.3%	97.7%
Average rental rate - cash basis (3)	\$4.38	\$4.25	\$4.32	\$4.21

(1) Includes the total square feet of the consolidated properties that are in the "same property" population as well as 4.5 million square feet of space for unconsolidated joint ventures, which represents our ratable share of the 9.1 million total square feet of space for buildings owned by unconsolidated joint ventures that are in the "same property" population.

(2) Commencement occupancy represents the percentage of total square feet where the leases have commenced.

(3) Represents the average annualized contractual rent per square foot for the three and twelve months ended December 31, 2018 and 2017 for tenants in occupancy in properties in the "same property" population. Cash rent does not include the tenant's obligation to pay property operating expenses and real estate taxes. If a tenant was within a free rent period, its rent would equal zero for purposes of this metric.

### **Key Performance Indicators**

Our operating results depend primarily upon rental income from our Rental Operations. The following discussion highlights the areas of Rental Operations that we consider critical drivers of future revenues.

#### ***Occupancy Analysis***

Our ability to maintain high occupancy rates is a principal driver of maintaining and increasing rental revenue. The following table sets forth percent leased and average net effective rent information regarding our in-service portfolio of consolidated rental properties, including properties classified within both continuing and discontinued operations, at December 31, 2018 and 2017, respectively:

Type	Total Square Feet (in thousands)		Percent of Total Square Feet		Percent Leased*		Average Annual Net Effective Rent**	
	2018	2017	2018	2017	2018	2017	2018	2017
Industrial	132,836	127,507	99.8%	99.3%	96.4%	96.2%	\$4.72	\$4.42
Non-Reportable Rental Operations	211	889	0.2%	0.7%	80.8%	80.9%	\$24.20	\$15.78
Total Consolidated	133,047	128,396	100.0%	100.0%	96.4%	96.1%	\$4.74	\$4.49
Unconsolidated Joint Ventures	11,101	11,183			94.7%	89.1%	\$4.09	\$4.18
Total Including Unconsolidated Joint Ventures	144,148	139,579			96.2%	95.6%		

\* Represents the percentage of total square feet leased based on executed leases and without regard to whether the leases have commenced.

\*\* Average annual net effective rent represents average annual base rental payments per leased square foot, on a straight-line basis for the term of each lease, from space leased to tenants at the end of the most recent reporting period. This amount excludes additional amounts paid by tenants as reimbursement for operating expenses.

The increase in occupancy at December 31, 2018 within our industrial portfolio, when compared to December 31, 2017, primarily resulted from the lease up of speculative developments that were placed in service, or acquired from third parties, during 2018.

### ***Vacancy Activity***

The following table sets forth vacancy activity, shown in square feet, from our in-service consolidated rental properties included within both continuing and discontinued operations, for the year ended December 31, 2018 (in thousands):

	Consolidated Properties	Unconsolidated Joint Venture Properties	Total Including Unconsolidated Joint Venture Properties
Vacant square feet at December 31, 2017	4,992	1,219	6,211
Vacant space in completed developments	2,487	—	2,487
Dispositions	(388)	—	(388)
Expirations	4,058	263	4,321
Early lease terminations	420	24	444
Property structural changes/other	(26)	—	(26)
Leasing of previously vacant space	(6,696)	(915)	(7,611)
Vacant square feet at December 31, 2018	4,847	591	5,438

### ***Total Leasing Activity***

The initial leasing of development projects or vacant space in acquired properties is referred to as first generation lease activity. Our ability to maintain and improve occupancy rates and net effective rents primarily depends upon our continuing ability to re-lease expiring space. The leasing of such space that we have previously held under lease to a tenant is referred to as second generation lease activity. Second generation lease activity may be in the form of renewals of existing leases or new second generation leases of previously leased space. The total leasing activity for our consolidated and unconsolidated rental properties included within both continuing and discontinued operations, expressed in square feet of leases signed, is as follows for the years ended December 31, 2018 and 2017 (in thousands):

	2018	2017
New Leasing Activity - First Generation Industrial	7,902	6,633
New Leasing Activity - Second Generation Industrial	4,925	4,909
Renewal Leasing Activity - Industrial	11,267	9,535
Non-reportable Rental Operations Leasing Activity	5	277
Total Consolidated Leasing Activity	24,099	21,354
Unconsolidated Joint Venture Leasing Activity	3,949	2,607
Total Including Unconsolidated Joint Venture Leasing Activity	28,048	23,961

### ***Second Generation Leases***

The following table sets forth the estimated costs of tenant improvements and leasing commissions, on a per square foot basis, that we are obligated to fulfill under the second generation industrial leases signed for our rental properties included within both continuing and discontinued operations, during the years ended December 31, 2018 and 2017:

	Square Feet of Leases (in thousands)		Percent of Expiring Leases Renewed		Average Term in Years		Estimated Tenant Improvement Cost per Square Foot		Leasing Commissions per Square Foot	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Consolidated - New Second Generation	4,925	4,909			6.6	5.7	\$ 1.91	\$ 1.99	\$ 1.97	\$ 1.81
Unconsolidated Joint Ventures - New Second Generation	329	380			7.3	8.2	\$ 1.94	\$ 1.59	\$ 2.41	\$ 2.16
Total - New Second Generation	5,254	5,289			6.6	5.9	\$ 1.91	\$ 1.96	\$ 2.00	\$ 1.83
Consolidated - Renewal	11,267	9,535	81.7%	82.8%	5.4	5.7	\$ 0.62	\$ 0.63	\$ 1.27	\$ 1.25
Unconsolidated Joint Ventures - Renewal	660	444	71.5%	49.7%	5.2	4.0	\$ 0.39	\$ 0.31	\$ 1.57	\$ 1.33
Total - Renewal	11,927	9,979	81.1%	80.4%	5.3	5.6	\$ 0.61	\$ 0.61	\$ 1.29	\$ 1.25

Growth in average annual net effective rents for new second generation and renewal leases, on a combined basis, for our consolidated and unconsolidated rental properties, is as follows for the years ended December 31, 2018 and 2017:

Ownership Type	2018	2017
Consolidated properties	24.2%	19.8%
Unconsolidated joint venture properties	33.4%	18.3%

### ***Lease Expirations***

The table below reflects our consolidated in-service portfolio lease expiration schedule, at December 31, 2018 (in thousands, except percentage data and number of leases):

Year of Expiration	Total Consolidated Portfolio			Industrial		Non-reportable	
	Square Feet	Annual Rental Revenue*	Number of Leases	Square Feet	Annual Rental Revenue*	Square Feet	Annual Rental Revenue*
2019	7,388	\$ 33,019	109	7,374	\$ 32,851	14	\$ 168
2020	13,310	61,414	152	13,304	61,340	6	74
2021	13,880	62,601	151	13,880	62,601	—	—
2022	17,614	73,093	131	17,602	72,965	12	128
2023	12,895	63,079	137	12,880	62,877	15	202
2024	13,450	62,922	93	13,445	62,860	5	62
2025	10,073	46,368	60	10,073	46,368	—	—
2026	9,368	42,739	43	9,368	42,739	—	—
2027	6,331	27,770	19	6,331	27,770	—	—
2028	8,019	52,344	29	7,900	48,857	119	3,487
2029 and Thereafter	15,874	82,535	41	15,874	82,535	—	—
Total Leased	128,202	\$ 607,884	965	128,031	\$ 603,763	171	\$ 4,121
Total Portfolio Square Feet	133,047			132,836		211	
Percent Leased	96.4%			96.4%		80.8%	

\* Annualized rental revenue represents average annual base rental payments, on a straight-line basis for the term of each lease, from space leased to tenants at the end of the most recent reporting period. Annualized rental revenue excludes amounts paid by tenants as reimbursement for operating expenses.

### Building Acquisitions

Our decision process in determining whether or not to acquire a property or portfolio of properties involves several factors, including expected rent growth, multiple yield metrics, property locations and expected demographic growth in each location, current occupancy of the properties, tenant profile and remaining terms of the in-place leases in the properties. We pursue both brokered and non-brokered acquisitions, and it is difficult to predict which markets may present acquisition opportunities that align with our strategy. Because of the numerous factors considered in our acquisition decisions, we do not establish specific target yields for future acquisitions.

We acquired nine buildings during the year ended December 31, 2018 and 28 buildings during the year ended December 31, 2017, one of which was sold as part of the disposition of nearly all of our medical office properties (the "Medical Office Portfolio Disposition"). The following table summarizes the acquisition price, percent leased at time of acquisition and in-place yields, by product type, for these acquisitions (in thousands, except percentage data):

Type	2018 Acquisitions			2017 Acquisitions		
	Acquisition Price*	In-Place Yield**	Percent Leased at Acquisition Date***	Acquisition Price*	In-Place Yield**	Percent Leased at Acquisition Date***
Industrial	\$ 352,617	4.2%	100.0%	\$ 980,339	2.5%	68.5%
Non-Reportable Rental Operations	—	—	—	10,829	6.1%	100.0%
Total	\$ 352,617	4.2%	100.0%	\$ 991,168	2.5%	68.8%

\* Includes fair value of real estate assets and net acquired lease-related intangible assets, including above or below market leases, but excludes other acquired working capital assets and liabilities.

\*\* In-place yields of completed acquisitions are calculated as the current annualized net rental payments from space leased to tenants at the date of acquisition, divided by the acquisition price of the acquired real estate. Annualized net rental payments are comprised of base rental payments, excluding additional amounts payable by tenants as reimbursement for operating expenses, less current annualized operating expenses not recovered through tenant reimbursements.

\*\*\* Represents percentage of total square feet leased based on executed leases and without regard to whether the leases have commenced, at the date of acquisition.

## Building Dispositions

We regularly work to identify, consider and pursue opportunities to dispose of properties on an opportunistic basis and on a basis that is generally consistent with our strategic plans. We sold 15 consolidated buildings during the year ended December 31, 2018 and 98 consolidated buildings, including 85 properties sold as part of the Medical Office Portfolio Disposition, during the year ended December 31, 2017. The following table summarizes the sales prices, in-place yields and percent leased, by product type, of these buildings (in thousands, except percentage data):

Type	2018 Dispositions			2017 Dispositions		
	Sales Price	In-Place Yield*	Percent Occupied**	Sales Price	In-Place Yield*	Percent Occupied**
Industrial	\$ 384,137	5.8%	97.3%	\$ 45,192	7.0%	92.6%
Non-Reportable Rental Operations	121,077	4.2%	80.1%	2,938,572	4.8%	93.9%
Total	<u>\$ 505,214</u>	<u>5.4%</u>	<u>95.8%</u>	<u>\$ 2,983,764</u>	<u>4.8%</u>	<u>93.5%</u>

\* In-place yields of completed dispositions are calculated as annualized net operating income from space leased to tenants at the date of sale on a lease-up basis, including full rent from all executed leases, even if currently in a free rent period, divided by the sales price. Annualized net operating income is comprised of base rental payments, excluding reimbursement of operating expenses, less current annualized operating expenses not recovered through tenant reimbursements.

\*\* Represents percentage of total square feet leased based on executed leases and without regard to whether the leases have commenced, at the date of sale.

## Development

Another source of our earnings growth is our consolidated and unconsolidated joint venture development activities. We expect to generate future earnings from Rental Operations as the development properties are placed in service and leased.

We had 9.5 million square feet of property under development with total estimated costs upon completion of \$814.1 million at December 31, 2018 compared to 9.2 million square feet of properties under development with total estimated costs upon completion of \$741.7 million at December 31, 2017. The square footage and estimated costs include both consolidated properties and unconsolidated joint venture development activity at 100%. The following table summarizes our properties under development at December 31, 2018 (in thousands, except percentage data):

Ownership Type	Square Feet	Percent Leased	Total Estimated Project Costs	Total Incurred to Date	Amount Remaining to be Spent
Consolidated properties	7,647	53%	\$ 709,667	\$ 445,799	\$ 263,868
Unconsolidated joint venture properties	1,901	66%	104,445	43,887	60,558
Total	<u>9,548</u>	<u>55%</u>	<u>\$ 814,112</u>	<u>\$ 489,686</u>	<u>\$ 324,426</u>

## Comparison of Year Ended December 31, 2018 to Year Ended December 31, 2017

### Rental and Related Revenue

The following table sets forth rental and related revenue from continuing and discontinued operations (in thousands):

	2018	2017
Rental and related revenue:		
Industrial	\$ 775,713	\$ 661,226
Non-Reportable Rental Operations and non-segment revenues	9,606	25,288
Total rental and related revenue from continuing operations	\$ 785,319	\$ 686,514
Rental and related revenue from discontinued operations	117	87,185
Total rental and related revenue from continuing and discontinued operations	\$ 785,436	\$ 773,699

The primary reasons for the increase in rental and related revenue from continuing operations were:

- The acquisition of 36 properties and placing of 41 developments in service from January 1, 2017 to December 31, 2018 provided combined incremental revenues of \$106.4 million in the year ended December 31, 2018 when compared to 2017.
- Increased occupancy and rental rates within our "same property" portfolio also contributed to the increase to rental and related revenue from continuing operations. Average commencement occupancy and rental rates in our "same property" portfolio both increased, as compared to 2017.
- Expense reimbursements increased primarily due to increased real estate taxes in our existing properties, as compared to 2017.
- The above items contributing to the increase to rental and related revenue from continuing operations were partially offset by the sale of 28 in-service properties since January 1, 2017, which did not meet the criteria to be classified within discontinued operations, and resulted in a \$35.7 million decrease in rental and related revenue from continuing operations in the year ended December 31, 2018 when compared to 2017.

Rental and related revenue from discontinued operations for the year ended December 31, 2018 decreased compared to 2017 as the result of the properties classified within discontinued operations being sold throughout 2017.

#### Rental Expenses and Real Estate Taxes

The following table sets forth rental expenses and real estate taxes from continuing and discontinued operations (in thousands):

	2018	2017
Rental expenses:		
Industrial	\$ 67,259	\$ 58,186
Non-Reportable Rental Operations and non-segment expenses	5,816	6,396
Total rental expenses from continuing operations	\$ 73,075	\$ 64,582
Rental expenses from discontinued operations	(8)	18,233
Total rental expenses from continuing and discontinued operations	\$ 73,067	\$ 82,815
Real estate taxes:		
Industrial	\$ 122,788	\$ 105,068
Non-Reportable Rental Operations and non-segment expenses	2,481	3,896
Total real estate tax expense from continuing operations	\$ 125,269	\$ 108,964
Real estate tax expense from discontinued operations	17	9,869
Total real estate tax expense from continuing and discontinued operations	\$ 125,286	\$ 118,833

Overall, rental expenses from continuing operations increased by \$8.5 million in 2018 compared to 2017. The increase to rental expenses was primarily the result of acquisitions and developments placed in service from January 1, 2017 to December 31, 2018, partially offset by the impact of property sales that did not meet the criteria to be classified within discontinued operations.

Real estate tax expense from continuing operations increased by \$16.3 million in 2018 compared to 2017. The increase to real estate taxes was mainly the result of acquisitions and developments placed in services from January 1, 2017 to December 31, 2018 and an increase in real estate taxes on our existing base of properties. These increases to real estate tax expense were partially offset by the impact of property sales that did not meet the criteria to be classified within discontinued operations.

The decreases in both rental expenses and real estate tax expense from discontinued operations were a result of the properties classified within discontinued operations being sold throughout 2017.

#### Service Operations

The following table sets forth the components of net earnings from the Service Operations reportable segment for the years ended December 31, 2018 and 2017, respectively (in thousands):

	2018	2017
Service Operations:		
General contractor and service fee revenue	\$ 162,551	\$ 94,420
General contractor and other services expenses	(153,909)	(89,457)
Net earnings from Service Operations	\$ 8,642	\$ 4,963

Service Operations primarily consist of the leasing, property management, asset management, development, construction management and general contractor services for unconsolidated joint venture properties and properties owned by third parties. Service Operations are heavily influenced by the current state of the economy, as leasing and property management fees are dependent upon occupancy, while construction and development services rely on the expansion of business operations of third-party property owners and joint venture partners.

Net earnings from service operations increased as the result of a higher volume of third party construction projects during 2018.

#### Depreciation and Amortization

Depreciation and amortization expense from continuing operations increased from \$273.6 million in 2017 to \$312.2 million in 2018, primarily as the result of properties acquired and the developments placed in service from January 1, 2017 to December 31, 2018. The impact of acquired properties and developments placed in service was partially offset by property dispositions that did not meet the criteria to be classified within discontinued operations.

#### Equity in Earnings of Unconsolidated Joint Ventures

Equity in earnings of unconsolidated joint ventures represents our ownership share of net income from investments in unconsolidated joint ventures that generally own and operate rental properties. Equity in earnings of unconsolidated joint ventures decreased from \$63.3 million in 2017 to \$21.4 million in 2018.

In 2018, we recorded equity in earnings of \$12.1 million related to our share of the gain on sale of six unconsolidated joint venture buildings, as well as the gain on sale of our ownership interest in one unconsolidated joint venture and equity in earnings of \$3.9 million representing our share of gains on involuntary conversion from insurance recoveries related to storm damage in one unconsolidated joint venture, partially offset by a \$2.2 million impairment charge for one unconsolidated joint venture.

In 2017, we recorded \$53.9 million to equity in earnings of unconsolidated joint ventures as the result of the gains on sale of our ownership interests in four unconsolidated joint ventures, as well as our share of the gain on the sale of one property from an unconsolidated joint venture. These transactions included \$47.5 million in gains from the sale of our ownership interests in two joint ventures in connection with the Medical Office Portfolio Disposition.

### Promote Income

We recognized \$20.0 million of promote income from the sale of our interest in one of our unconsolidated joint ventures, as part of the Medical Office Portfolio Disposition, during the year ended December 31, 2017. We did not recognize any promote income during the year ended December 31, 2018.

### Gain on Sale of Properties - Continuing Operations

We sold 15 properties during 2018 that were classified in continuing operations, recognizing total gains on sale of \$205.0 million. These properties did not meet the criteria to be classified within discontinued operations.

We sold 17 properties during 2017 that were classified in continuing operations, recognizing total gains on sale of \$113.7 million. These properties did not meet the criteria to be classified within discontinued operations.

### Gain on Sale of Land

Gain on sale of land increased from \$9.2 million in 2017 to \$10.3 million in 2018. We sold 187 acres of undeveloped land in 2018 compared to 166 acres of undeveloped land in 2017.

### General and Administrative Expenses

General and administrative expenses consist of two components. The first component includes general corporate expenses, and the second component represents the indirect operating costs not allocated to, or absorbed by, either the development, leasing and operation of our wholly owned properties or our Service Operations. Such indirect operating costs are primarily comprised of employee compensation, including related costs such as benefits and wage-related taxes, but also include other ancillary costs such as travel and information technology support. Total indirect operating costs, prior to any allocation or absorption, and general corporate expenses are collectively referred to as our overall pool of overhead costs.

Those indirect costs not allocated to or absorbed by these operations are charged to general and administrative expenses. We regularly review our total overhead cost structure relative to our leasing, development and construction volume and adjust the level of total overhead, generally through changes in our level of staffing in various functional departments, as necessary, in order to control overall general and administrative expense.

General and administrative expenses increased from \$54.9 million in 2017 to \$56.2 million in 2018. The following table sets forth the factors that led to the increase in general and administrative expenses from 2017 to 2018 (in millions):

General and administrative expenses - 2017	\$	54.9
Decrease to overall pool of overhead costs		(0.8)
Decreased absorption of costs by wholly owned leasing and development activities (1)		1.8
Decreased allocation of costs to Rental Operations and Service Operations		0.3
General and administrative expenses - 2018	\$	56.2

(1) We capitalized \$19.0 million and \$29.8 million of our total overhead costs to leasing and development, respectively, for consolidated properties during 2018, compared to capitalizing \$19.1 million and \$31.5 million of such costs, respectively, for 2017. Combined overhead costs capitalized to leasing and development totaled 35.1% and 36.2% of our overall pool of overhead costs for 2018 and 2017, respectively.

### Interest Expense

Interest expense allocable to continuing operations decreased from \$87.0 million in 2017 to \$85.0 million in 2018, largely as the result of higher capitalization of interest due to an overall increase in development activities. We capitalized \$27.2 million of interest costs during 2018 compared to \$18.9 million during 2017. No interest expense was classified within discontinued operations in 2018.

During 2017, \$14.7 million of interest expense was classified within discontinued operations.



## Debt Extinguishment

During 2018, we repaid three secured loans, totaling \$227.1 million, which had a weighted average stated interest rate of 7.62%. We also repaid \$7.0 million of unsecured debt, which had a stated interest rate of 6.26%. We recognized a total loss on debt extinguishment of \$388,000 from these transactions including a prepayment premium and the write-off of unamortized deferred financing costs.

During 2017, we repaid our \$250.0 million variable rate term loan, which had a scheduled maturity date of January 2019 and bore interest at LIBOR plus 1.00%. We also repaid \$285.6 million of senior unsecured notes with a scheduled maturity date of January 2018 and \$128.7 million of senior unsecured notes with a scheduled maturity date of March 2020. We recognized a total loss on debt extinguishment of \$26.1 million from these transactions during the year ended 2017, which included prepayment premiums and the write-off of unamortized deferred financing costs.

## Discontinued Operations

The property-specific components of earnings that are classified as discontinued operations include rental revenues, rental expenses, real estate taxes, allocated interest expense and depreciation expense, as well as the gain or loss on the disposition of the properties and related income tax expense.

The operations of 81 buildings are currently classified as discontinued operations for the periods presented in the Consolidated Statements of Operations and Comprehensive Income. These 81 buildings were all medical office properties. As a result, we classified operating income before gain on sales and income taxes of \$108,000, \$18.4 million and \$15.8 million in discontinued operations for the years ended December 31, 2018, 2017 and 2016, respectively.

Of these properties, 81 properties were sold at various points during 2017 as part of the Medical Office Portfolio Disposition and no properties were sold during 2018 and 2016. The gains on disposal of properties classified in discontinued operations totaled \$3.8 million, \$1.36 billion and \$1.0 million for the years ended December 31, 2018, 2017 and 2016, respectively, and are reported in discontinued operations. The related income tax impact, totaling \$12.5 million for the year ended December 31, 2017, is also reported in discontinued operations, which is further discussed in Note 6 to the consolidated financial statements included in Part IV, Item 15 of this Report. There were no properties classified as held-for-sale and included in discontinued operations at December 31, 2018.

## Comparison of Year Ended December 31, 2017 to Year Ended December 31, 2016

### Rental and Related Revenue

The following table sets forth rental and related revenue from continuing and discontinued operations (in thousands):

	2017	2016
Rental and related revenue:		
Industrial	\$ 661,226	\$ 583,019
Non-Reportable Rental Operations and non-segment revenues	25,288	58,682
Total rental and related revenue from continuing operations	\$ 686,514	\$ 641,701
Rental and related revenue from discontinued operations	87,185	172,716
Total rental and related revenue from continuing and discontinued operations	\$ 773,699	\$ 814,417

The primary reasons for the increase in rental and related revenue from continuing operations were:

- The acquisition of 43 properties and placing of 38 developments in service from January 1, 2016 to December 31, 2017 provided combined incremental revenues of \$66.0 million in the year ended December 31, 2017 when compared to 2016.

- Rental and related revenue from continuing operations includes lease termination fees, which relate to specific tenants who pay a fee to terminate their lease obligation before the end of the contractual lease term. The overall increase in rental and related revenue from continuing operations included an increase of \$9.3 million in termination fees during the year ended December 31, 2017 when compared to 2016.
- Increases to average commencement occupancy and rental rates in our same-property portfolio.
- The above items contributing to the increase to rental and related revenue from continuing operations were partially offset by the sale of 45 in-service properties since January 1, 2016, which did not meet the criteria for inclusion within discontinued operations, and resulted in a \$36.0 million decrease in rental and related revenue from continuing operations in the year ended December 31, 2017 when compared to 2016.

Rental and related revenue from discontinued operations for the year ended December 31, 2017 decreased compared to the same period in 2016 as the properties sold and classified within discontinued operations were not held for the entire year ended December 31, 2017, with a majority of the properties being sold in the first six months of 2017.

#### Rental Expenses and Real Estate Taxes

The following table sets forth rental expenses and real estate taxes from continuing and discontinued operations (in thousands):

	2017	2016
<b>Rental expenses:</b>		
Industrial	\$ 58,186	\$ 49,502
Non-Reportable Rental Operations and non-segment expenses	6,396	24,821
Total rental expenses from continuing operations	\$ 64,582	\$ 74,323
Rental expenses from discontinued operations	18,233	33,079
Total rental expenses from continuing and discontinued operations	<u>\$ 82,815</u>	<u>\$ 107,402</u>
<b>Real estate taxes:</b>		
Industrial	\$ 105,068	\$ 90,789
Non-Reportable Rental Operations and non-segment expenses	3,896	8,149
Total real estate tax expense from continuing operations	\$ 108,964	\$ 98,938
Real estate tax expense from discontinued operations	9,869	19,716
Total real estate tax expense from continuing and discontinued operations	<u>\$ 118,833</u>	<u>\$ 118,654</u>

Overall, rental expenses from continuing operations decreased by \$9.7 million in 2017 compared to 2016. The decrease to rental expenses was primarily the result of sales of office properties, which generally have higher operating expenses than do industrial properties, and which did not meet the criteria to be classified within discontinued operations. The impact of these sales was partially offset by incremental expenses related to developments placed in service and acquisitions.

Real estate taxes from continuing operations increased by \$10.0 million in 2017 compared to 2016. The increase to real estate taxes was primarily the result of increased real estate taxes for our existing base of properties, due to rate increases or re-assessments, as well as the impact of the properties acquired and developments placed in service from January 1, 2016 to December 31, 2017, many of which are in jurisdictions with higher real estate taxes. These increases were partially offset by the impact of property sales that did not meet the criteria to be classified within discontinued operations.

The decreases in both rental expenses and real estate tax expense from discontinued operations are a result of the timing of the sales of properties classified within discontinued operations, with a majority of these properties being sold in the first six months of 2017.

### Service Operations

The following table sets forth the components of net earnings from the Service Operations reportable segment for the years ended December 31, 2017 and 2016, respectively (in thousands):

	2017	2016
Service Operations:		
General contractor and service fee revenue	\$ 94,420	\$ 88,810
General contractor and other services expenses	(89,457)	(80,467)
Net earnings from Service Operations	<u>\$ 4,963</u>	<u>\$ 8,343</u>

Net earnings from service operations decreased as the result of the completion of higher margin projects that were underway during 2016.

### Depreciation and Amortization

Depreciation and amortization expense increased from \$242.6 million in 2016 to \$273.6 million in 2017, as the result of the impact of properties acquired and developments placed in service from January 1, 2016 to December 31, 2017. The impact of acquired properties and developments placed in service was partially offset by property dispositions between January 1, 2016 and December 31, 2017 that did not meet the criteria to be classified within discontinued operations.

### Equity in Earnings of Unconsolidated Joint Ventures

Equity in earnings of unconsolidated joint ventures increased from \$47.4 million in 2016 to \$63.3 million in 2017.

In 2017, we recorded \$53.9 million to equity in earnings of unconsolidated joint ventures as the result of the gains on sale of our ownership interests in four unconsolidated joint ventures, as well as our share of the gain on the sale of one property from an unconsolidated joint venture. These transactions included \$47.5 million in gains from the sale of our ownership interests in two joint ventures in connection with the Medical Office Portfolio Disposition.

In 2016, we recorded \$31.6 million to equity in earnings related to our share of the gains on sale of unconsolidated joint venture buildings and undeveloped land.

### Gain on Dissolution of Unconsolidated Joint Venture

We recognized a \$30.7 million gain related to the dissolution of an unconsolidated joint venture during the year ended December 31, 2016. We did not experience any similar dissolutions during the year ended December 31, 2017.

### Promote Income

We recognized \$20.0 million of promote income from the sale of our interest in one of our unconsolidated joint ventures, as part of the Medical Office Portfolio Disposition, during the year ended December 31, 2017 compared to \$26.3 million of promote income related to the dissolution of an unconsolidated joint venture during the year ended December 31, 2016.

### Gain on Sale of Properties - Continuing Operations

We sold 17 properties during 2017 that were classified in continuing operations, recognizing total gains on sale of \$113.7 million. These properties did not meet the criteria for inclusion in discontinued operations.

We sold 32 properties during 2016 that were classified in continuing operations, recognizing total gains on sale of \$162.1 million. These properties did not meet the criteria for inclusion in discontinued operations.

### Gain on Sale of Land

Gain on sale of land decreased from \$9.9 million in 2016 to \$9.2 million in 2017. We sold 166 acres of undeveloped land in 2017 compared to 448 acres of undeveloped land in 2016.

### Impairment Charges

Impairment charges classified in continuing operations include the impairment of undeveloped land and buildings. In 2017, we recognized impairment charges of \$4.5 million compared to \$18.0 million in 2016.

We recognized impairment charges of \$3.6 million related to 12 acres of land during 2017, and impairment charges of \$14.3 million related to 244 acres of land during 2016.

We also recognized impairment charges of \$859,000 related to one building in 2017, and \$3.7 million related to one building in 2016.

### General and Administrative Expenses

General and administrative expenses decreased from \$55.4 million in 2016 to \$54.9 million in 2017. The following table sets forth the factors that led to the decrease in general and administrative expenses from 2016 to 2017 (in millions):

General and administrative expenses - 2016	\$	55.4
Decrease to overall pool of overhead costs (1)		(9.1)
Increased absorption of costs by wholly owned development and leasing activities (2)		(0.7)
Decreased allocation of costs to Service Operations and Rental Operations (3)		9.3
General and administrative expenses - 2017	\$	54.9

(1) Our total pool of overhead costs decreased between periods, largely due to lower salary and related costs, as the result of workforce reductions executed primarily in connection with the Medical Office Portfolio Disposition during 2017.

(2) We capitalized \$19.1 million and \$31.5 million of our total overhead costs to leasing and development, respectively, for consolidated properties during 2017, compared to capitalizing \$24.0 million and \$25.9 million of such costs, respectively, for 2016. Combined overhead costs capitalized to leasing and development totaled 36.2% and 33.5% of our overall pool of overhead costs for 2017 and 2016, respectively.

(3) The decrease in allocation of costs to Rental Operations and Service Operations resulted primarily from a lower allocation of overhead costs to property management and maintenance expenses that resulted from the Medical Office Portfolio Disposition during 2017 and further shifting our focus to industrial properties, which are less management intensive.

### Interest Expense

Interest expense allocable to continuing operations decreased from \$112.8 million in 2016 to \$87.0 million in 2017. The decrease to interest expense from continuing operations was primarily due to interest savings from repaying outstanding debt with the proceeds from the Medical Office Portfolio Disposition, and refinancing higher rate senior unsecured notes, since December 31, 2016.

We capitalized \$18.9 million of interest costs during 2017 compared to \$16.1 million during 2016.

### Debt Extinguishment

During 2017, we repaid our \$250.0 million variable rate term loan, which had a scheduled maturity date of January 2019 and bore interest at LIBOR plus 1.00%. We also repaid \$285.6 million of senior unsecured notes with a scheduled maturity date of January 2018 and \$128.7 million of senior unsecured notes with a scheduled maturity date of March 2020. We recognized a total loss on debt extinguishment of \$26.1 million from these transactions during the year ended 2017, which included repayment premiums and the write-off of unamortized deferred financing costs.

In June and July 2016, we repaid \$275.0 million of 5.95% senior unsecured notes, with a scheduled maturity in February 2017. In October 2016, we also redeemed \$129.5 million in unsecured notes, which had a scheduled

maturity in August of 2019. These transactions resulted in losses on debt extinguishment totaling \$33.9 million during 2016, which included repayment premiums and the write-off of unamortized deferred financing costs.

#### Acquisition-Related Activity

The acquisition-related activity in our consolidated Statements of Operations and Comprehensive Income during 2016 consisted of gains related to acquisitions of businesses where we had a pre-existing non-controlling ownership interest ("step acquisitions") as well as transaction costs for completed acquisitions, to the extent that the acquired properties met the definition of a business.

Effective January 1, 2017, we early adopted Accounting Standards Update ("ASU") No. 2017-01 ("ASU 2017-01"), which revised the definition of a business and resulted in fewer property acquisitions being accounted for as business combinations. No acquired properties have met the definition of a business since the adoption of ASU 2017-01 and, accordingly, we recognized no expense for transaction costs in acquisition-related activities for the year ended December 31, 2017.

Pursuant to the criteria applicable prior to the adoption of ASU 2017-01 on January 1, 2017, properties that were acquired generally met the definition of a business. During the year ended December 31, 2016, the Acquisition-Related Activity line of the Consolidated Statements of Operations and Comprehensive Income included \$7.3 million in gains on step acquisitions (see Note 3 to the consolidated financial statements included in Part IV, Item 15 of this Report), which were comprised of a gain of \$6.0 million on the acquisition of 14 properties in the Washington D.C. area from an unconsolidated joint venture (the "Quantico Joint Venture"), as well as a gain of \$1.7 million on the acquisition of a property from another unconsolidated joint venture.

#### Critical Accounting Policies

The preparation of our consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Our estimates, judgments and assumptions are inherently subjective and based on the existing business and market conditions, and are therefore continually evaluated based upon available information and experience. Note 2 to the Consolidated Financial Statements includes further discussion of our significant accounting policies. Our management has assessed the accounting policies used in the preparation of our financial statements and discussed them with our Audit Committee and independent auditors. The following accounting policies are considered critical based upon materiality to the financial statements, degree of judgment involved in estimating reported amounts and sensitivity to changes in industry and economic conditions:

*Cost Capitalization:* Direct and certain indirect costs, including interest, clearly associated with the development, construction, leasing or expansion of real estate investments are capitalized as a cost of the property.

We capitalize interest and direct and indirect project costs associated with the initial construction of a property up to the time the property is substantially complete and ready for its intended use. We capitalize all such costs through the completion of the building shell. The interest rate used to capitalize interest is based upon our average borrowing rate on existing debt.

We also capitalize direct and indirect costs, including interest costs, on vacant space during extended lease-up periods, after construction of the building shell has been completed, if costs are being incurred to ready the vacant space for its intended use. If costs and activities incurred to ready the vacant space cease, then cost capitalization is also discontinued until such activities are resumed. Once necessary work has been completed on a vacant space, project costs are no longer capitalized. We cease capitalization of all project costs on extended lease-up periods after the shorter of a one-year period after the completion of the building shell or when the property attains 90% occupancy.

In assessing the amount of indirect costs to be capitalized, we first allocate payroll costs, on a department-by-department basis, among activities for which capitalization is warranted (i.e., construction, development and

leasing) and those for which capitalization is not warranted (i.e., property management, maintenance, acquisitions and dispositions and general corporate functions). To the extent the employees of a department split their time between capitalizable and non-capitalizable activities, the allocations are made based on estimates of the actual amount of time spent in each activity. Once the payroll costs are allocated, the non-payroll costs of each department are allocated among the capitalizable and non-capitalizable activities in the same proportion as payroll costs.

To ensure that an appropriate amount of costs are capitalized, the amount of capitalized costs that are allocated to a specific project are limited to amounts using standards we developed. These standards consist of a percentage of the total development costs of a project and a percentage of the total gross lease amount payable under a specific lease. These standards are derived after considering the amounts that would be allocated if the personnel in the departments were working at full capacity. The use of these standards ensures that overhead costs attributable to downtime or to unsuccessful projects or leasing activities are not capitalized.

*Impairment of Real Estate Assets:* We evaluate our real estate assets, with the exception of those that are classified as held-for-sale, for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If such an evaluation is considered necessary, we compare the carrying amount of that real estate asset, or asset group, with the expected undiscounted cash flows that are directly associated with, and that are expected to arise as a direct result of, the use and eventual disposition of that asset, or asset group. Our estimate of the expected future cash flows used in testing for impairment is based on, among other things, our estimates regarding future market conditions, rental rates, occupancy levels, costs of tenant improvements, leasing commissions and other tenant concessions, assumptions regarding the residual value of our properties at the end of our anticipated holding period and the length of our anticipated holding period and is, therefore, subjective by nature. These assumptions could differ materially from actual results. If our strategy changes or if market conditions otherwise dictate a reduction in the holding period and an earlier sale date, an impairment loss could be recognized and such loss could be material. To the extent the carrying amount of a real estate asset, or asset group, exceeds the associated estimate of undiscounted cash flows, an impairment loss is recorded to reduce the carrying value of the asset to its fair value.

The determination of the fair value of real estate assets is also highly subjective, especially in markets where there is a lack of recent comparable transactions. We primarily utilize the income approach to estimate the fair value of our income producing real estate assets. To the extent that the assumptions used in testing long-lived assets for impairment differ from those of a marketplace participant, the assumptions are modified in order to estimate the fair value of a real estate asset when an impairment charge is measured. In addition to determining future cash flows, which make the estimation of a real estate asset's undiscounted cash flows highly subjective, the selection of the discount rate and exit capitalization rate used in applying the income approach is also highly subjective.

To the extent applicable marketplace data is available, we generally use the market approach in estimating the fair value of undeveloped land that is determined to be impaired.

Real estate assets that are classified as held-for-sale are reported at the lower of their carrying value or their fair value, less estimated costs to sell.

*Acquisition of Real Estate Property and Related Assets:* We allocate the purchase price of acquired properties to tangible and identified intangible assets based on their respective fair values, using all pertinent information available at the date of acquisition. The allocation to tangible assets (buildings, tenant improvements and land) is based upon management's determination of the value of the property as if it were vacant. This "as-if vacant" value is estimated using an income, or discounted cash flow, approach that relies upon internally determined assumptions that we believe are consistent with current market conditions for similar properties. The most important assumptions in determining the allocation of the purchase price to tangible assets are the exit capitalization rate, estimated market rents and the fair value of the underlying land.

The purchase price of real estate assets is also allocated to intangible assets consisting of the above or below market component of in-place leases and the value of in-place leases.

- The value allocable to the above or below market component of an acquired in-place lease is determined based upon the present value (using a discount rate which reflects the risks associated with the acquired

leases) of the difference between (i) the contractual amounts to be received pursuant to the lease over its remaining term and (ii) management's estimate of the amounts that would be received using fair market rates over the remaining term of the lease. The amounts allocated to above market leases are included in deferred leasing and other costs in the balance sheet and below market leases are included in other liabilities in the balance sheet; both are amortized to rental income over the remaining terms of the respective leases.

- Factors considered in determining the value allocable to in-place leases include estimates, during hypothetical lease up periods, related to space that is actually leased at the time of acquisition. These estimates include (i) lost rent at market rates, (ii) fixed operating costs that will be recovered from tenants and (iii) theoretical leasing commissions required to execute similar leases. These intangible assets are included in deferred leasing and other costs in the balance sheet and are amortized over the remaining term of the existing lease.

To the extent that we gain control of real estate properties that are accounted for as asset acquisitions, as opposed to business combinations, we accumulate the costs of pre-existing equity interest and the consideration paid for additional interest acquired and do not remeasure our pre-existing equity interest. Generally contingencies arising from an asset acquisition are only recognized when the contingency is paid or becomes payable.

To the extent that we gain control of a property acquired that meets the definition of a business, we account for the acquisition in accordance with the guidance for step acquisitions at their full fair value and record a gain or loss for the difference between the fair value and the carrying value of our existing equity interest. Additionally, contingencies arising from a business combination are recorded at fair value if the acquisition date fair value can be determined during the measurement period.

The Audit Committee has reviewed the critical accounting policies identified by management.

## **Liquidity and Capital Resources**

### **Sources of Liquidity**

We expect to meet our short-term liquidity requirements over the next 12 months, including payments of dividends and distributions and the capital expenditures needed to maintain our current real estate assets, primarily through working capital, net cash provided by operating activities and proceeds received from real estate dispositions. We had \$30.0 million of outstanding borrowings on the Partnership's \$1.20 billion unsecured line of credit at December 31, 2018.

In addition to our existing sources of liquidity, we expect to meet long-term liquidity requirements, such as scheduled mortgage and unsecured debt maturities, property acquisitions, financing of development activities and other capital improvements, through multiple sources of capital including operating cash flow, proceeds from property dispositions and accessing the public debt and equity markets. At December 31, 2018, we also held \$255.0 million of notes receivable from the various entities that purchased our medical office properties in 2017, as part of the Medical Office Portfolio Disposition, which are scheduled to mature at various points through January 2020.

### **Rental Operations**

Cash flows from Rental Operations is our primary source of liquidity and provides a stable source of cash flow to fund operational expenses. We believe that this cash-based revenue stream is substantially aligned with revenue recognition (except for items such as periodic straight-line rental income accruals and amortization of above or below market rents) as cash receipts from the leasing of rental properties are generally received in advance of, or a short time following, the actual revenue recognition.

We are subject to a number of risks related to general economic conditions, including reduced occupancy, tenant defaults and bankruptcies and potential reduction in rental rates upon renewal or re-letting of properties, any of which would result in reduced cash flow from operations.

### Unsecured Debt and Equity Securities

Our unsecured line of credit at December 31, 2018 is described as follows (in thousands):

Description	Borrowing Capacity	Maturity Date	Outstanding Balance at December 31, 2018
Unsecured Line of Credit – Partnership	\$ 1,200,000	January 2022	\$ 30,000

The Partnership's unsecured line of credit has a borrowing capacity of \$1.20 billion, with an interest rate on borrowings of LIBOR plus 0.875% (equal to 3.39% for outstanding borrowings at December 31, 2018), and a maturity date of January 2022, with options to extend until January 30, 2023. Subject to certain conditions, the terms also include an option to increase the facility by up to an additional \$800.0 million, for a total of up to \$2.00 billion. This line of credit provides us with an option to obtain borrowings from financial institutions that participate in the line at rates that may be lower than the stated interest rate, subject to certain restrictions.

This line of credit contains financial covenants that require us to meet certain financial ratios and defined levels of performance, including those related to fixed charge coverage, unsecured interest expense coverage and debt-to-asset value (with asset value being defined in the Partnership's unsecured line of credit agreement). At December 31, 2018, we were in compliance with all covenants under this line of credit.

In 2017, the Alternative Reference Rates Committee ("ARRC") proposed that the Secured Overnight Funding Rate ("SOFR") replace LIBOR. Also ARRC proposed that the transition to SOFR from LIBOR take place by the end of 2021. As the Partnership's unsecured line of credit agreement has provisions that allow for automatic transition to a new rate and the Partnership has no other material debt arrangements that are indexed to LIBOR, we believe that the transition will not have a material impact on our consolidated financial statements.

At December 31, 2018, we had on file with the SEC an automatic shelf registration statement on Form S-3 relating to the offer and sale, from time to time, of an indeterminate amount of debt and equity securities (including guarantees of the Partnership's debt securities by the General Partner). Equity securities are offered and sold by the General Partner, and the net proceeds of such offerings are contributed to the Partnership in exchange for additional General Partner Units or Preferred Units. From time to time, we expect to issue additional securities under this automatic shelf registration statement to fund the repayment of long-term debt upon maturity and for other general corporate purposes.

The General Partner has an ATM equity program that allows it to issue new common shares from time to time, with an aggregate offering price of up to \$200.0 million. During 2018, the General Partner issued 990,400 common shares pursuant to its ATM equity program, generating gross proceeds of approximately \$29.0 million, and, after deducting commissions and other costs, net proceeds of \$28.4 million. As of December 31, 2018, the ATM equity program still had \$79.1 million worth of new common shares available to issue.

In September 2018, we issued \$450.0 million of senior unsecured notes that bear interest at a stated interest rate of 4.00%, have an effective interest of 4.13%, and mature on September 15, 2028.

The Partnership has issued debt securities pursuant to certain indentures and related supplemental indentures, which also require us to comply with financial ratios and other covenants regarding our operations. We were in compliance with all such covenants, as well as applicable covenants under our unsecured line of credit, at December 31, 2018.

### Sale of Real Estate Assets

We regularly work to identify, consider and pursue opportunities to dispose of non-strategic properties on an opportunistic basis and on a basis that is generally consistent with our strategic plans. Our ability to dispose of such properties on favorable terms, or at all, is dependent upon a number of factors including the availability of credit to potential buyers to purchase properties at prices that we consider acceptable. Although we believe that we have demonstrated our ability to generate significant liquidity through the disposition of non-strategic properties, potential future adverse changes to general market and economic conditions could negatively impact our further ability to dispose of such properties.



Sales of land and depreciable properties provided \$511.4 million in net proceeds in 2018, compared to \$2.52 billion in 2017 and \$538.9 million in 2016. We also held \$255.0 million of notes receivable from certain of the buyers involved in the Medical Office Portfolio Disposition, which were comprised of \$35.0 million of notes guaranteed by a buyer with an A+ rated health system and \$220.0 million of first mortgages, which are scheduled to mature in various tranches with the last maturity date in January 2020.

#### Transactions with Unconsolidated Joint Ventures

Transactions with unconsolidated joint ventures also provide a source of liquidity. From time to time we will sell properties to unconsolidated joint ventures, while retaining a continuing interest in that entity, and receive proceeds commensurate to those interests that we do not own. Additionally, unconsolidated joint ventures will from time to time obtain debt financing or sell properties and will then distribute to us, and our joint venture partners, all or a portion of the proceeds from such transactions. During 2018, our share of sale and capital distributions from unconsolidated joint ventures totaled \$23.1 million.

#### **Uses of Liquidity**

Our principal uses of liquidity include the following:

- property investment;
- leasing/capital costs;
- dividends and distributions to shareholders and unitholders;
- long-term debt maturities;
- opportunistic repurchases of outstanding debt; and
- other contractual obligations.

#### Property Investment

Our overall strategy is to continue to increase our investment in quality industrial properties, primarily through development, on both a speculative and build-to-suit basis, supplemented with acquisitions in higher barrier markets with the highest growth potential. Pursuant to this strategy, we evaluate development and acquisition opportunities based upon our market outlook, including general economic conditions, supply and long-term growth potential. Our ability to make future property investments is dependent upon identifying suitable acquisition and development opportunities, and our continued access to our longer-term sources of liquidity, including issuances of debt or equity securities as well as generating cash flow by disposing of selected properties.

#### Leasing/Capital Costs

Tenant improvements and lease-related costs pertaining to our initial leasing of newly completed space, or vacant space in acquired properties, are referred to as first generation expenditures. Such first generation expenditures for tenant improvements are included within "development of real estate investments" in our Consolidated Statements of Cash Flows, while such expenditures for lease-related costs are included within "other deferred leasing costs."

Cash expenditures related to the construction of a building's shell, as well as the associated site improvements, are also included within "development of real estate investments" in our Consolidated Statements of Cash Flows.

Tenant improvements and leasing costs to renew or re-let rental space that we previously leased to tenants are referred to as second generation expenditures. Building improvements that are not specific to any tenant, but serve to improve integral components of our real estate properties, are also second generation expenditures. One of the principal uses of our liquidity is to fund the second generation leasing/capital expenditures of our real estate investments.

The following table summarizes our second generation capital expenditures by type of expenditure, as well as capital expenditures for the development of real estate investments and for other deferred leasing costs (in thousands):

	2018	2017	2016
Second generation tenant improvements	\$ 18,797	\$ 15,239	\$ 24,622
Second generation leasing costs	24,899	22,712	27,029
Building improvements	9,778	14,603	7,698
Total second generation capital expenditures	\$ 53,474	\$ 52,554	\$ 59,349
Development of real estate investments	\$ 577,383	\$ 549,563	\$ 401,942
Other deferred leasing costs	\$ 39,380	\$ 30,208	\$ 38,410

We had consolidated properties under development with an expected cost of \$709.7 million at December 31, 2018, compared to projects with an expected cost of \$642.1 million and \$713.1 million at December 31, 2017 and 2016, respectively.

The capital expenditures in the table above include the capitalization of internal overhead costs. We capitalized \$19.0 million, \$19.1 million and \$24.0 million of overhead costs related to leasing activities, including both first and second generation leases, during the years ended December 31, 2018, 2017 and 2016, respectively. We capitalized \$29.8 million, \$31.5 million and \$25.9 million of overhead costs related to development activities, including both development and tenant improvement projects on first and second generation space, during the years ended December 31, 2018, 2017 and 2016, respectively. Combined overhead costs capitalized to leasing and development totaled 35.1%, 36.2% and 33.5% of our overall pool of overhead costs at December 31, 2018, 2017 and 2016, respectively. Further discussion of the capitalization of overhead costs can be found in the year-to-year comparisons of general and administrative expenses and Critical Accounting Policies sections of this Item 7.

In addition to the capitalization of overhead costs, the totals for development of real estate assets in the table above include the capitalization of \$27.2 million, \$18.9 million and \$16.1 million of interest costs in the years ended December 31, 2018, 2017 and 2016, respectively.

#### Dividend and Distribution Requirements

The General Partner is required to meet the distribution requirements of the Code in order to maintain its REIT status. We paid regular dividends or distributions of \$0.815, \$0.77 and \$0.73 per common share or Common Unit for the years ended December 31, 2018, 2017 and 2016, respectively. We also paid a special dividend of \$0.85 per common share or Common Unit during the fourth quarter of 2017 as a result of the significant taxable gains on asset sales completed in that year.

We expect to continue to distribute at least an amount equal to our taxable earnings, to meet the requirements to maintain the General Partner's REIT status, and additional amounts as determined by the General Partner's board of directors. Distributions are declared at the discretion of the General Partner's board of directors and are subject to actual cash available for distribution, our financial condition, capital requirements and such other factors as the General Partner's board of directors deems relevant.

#### Debt Maturities

Debt outstanding at December 31, 2018 had a face value totaling \$2.68 billion with a weighted average interest rate of 4.00% and maturities at various dates through 2028. Of this total amount, we had \$2.58 billion of unsecured debt, \$79.7 million of secured debt and \$30.0 million outstanding borrowings on our unsecured line of credit at December 31, 2018. Scheduled principal amortization, maturities and early repayments of such debt totaled \$239.1 million for the year ended December 31, 2018.

The following table is a summary of the scheduled future amortization and maturities of our indebtedness at December 31, 2018 (in thousands, except percentage data):

Year	Future Repayments			Weighted Average Interest Rate of Future Repayments
	Scheduled Amortization	Maturities	Total	
2019	\$ 4,077	\$ 41,438	\$ 45,515	7.59%
2020	3,883	—	3,883	5.65%
2021	3,416	259,047	262,463	3.99%
2022	3,611	600,000	603,611	4.20%
2023	3,817	280,000	283,817	3.71%
2024	4,036	300,000	304,036	3.92%
2025	3,938	—	3,938	5.60%
2026	2,029	375,000	377,029	3.37%
2027	358	300,000	300,358	3.40%
2028	—	500,000	500,000	4.45%
Thereafter	—	—	—	N/A
	<u>\$ 29,165</u>	<u>\$ 2,655,485</u>	<u>\$ 2,684,650</u>	4.00%

The Partnership's unsecured line of credit is reflected in the table above as maturing in January 2023, based on the ability to exercise the two six-month extension options from its stated maturity date of January 2022. We anticipate generating capital to fund our debt maturities by using undistributed cash generated from our Rental Operations and property dispositions and by raising additional capital from future debt or equity transactions.

#### Repayments of Outstanding Debt

To the extent that it supports our overall capital strategy, we may purchase or redeem some of our outstanding unsecured notes prior to their stated maturities.

In September 2018, using a portion of the proceeds from the issuance of \$450.0 million of senior unsecured notes, we repaid two secured loans, totaling \$223.9 million, which had a weighted average stated interest rate of 7.63%.

#### Guarantee Obligations

We are subject to various guarantee obligations in the normal course of business and, in most cases, do not anticipate these obligations to result in significant cash payments.

#### **Historical Cash Flows**

Cash, cash equivalents and restricted cash were \$25.5 million, \$193.6 million and \$57.0 million at December 31, 2018, 2017, and 2016, respectively. The following table highlights significant changes in net cash associated with our operating, investing and financing activities (in thousands):

	Years Ended December 31,		
	2018	2017	2016
<b><u>General Partner</u></b>			
Net cash provided by operating activities	\$ 484,407	\$ 450,204	\$ 457,017
Net cash (used for) provided by investing activities	(594,430)	775,912	30,099
Net cash used for financing activities	(58,087)	(1,089,526)	(492,036)
<b><u>Partnership</u></b>			
Net cash provided by operating activities	\$ 484,407	\$ 450,204	\$ 457,017
Net cash (used for) provided by investing activities	(594,430)	775,912	30,099
Net cash used for financing activities	(58,087)	(1,089,526)	(492,036)

#### Operating Activities

Cash flows from operating activities provide the cash necessary to meet normal operational requirements of our Rental Operations and Service Operations activities. The receipt of rental income from Rental Operations continues to be our primary source of operating cash flows. Cash flow provided by operating activities increased from 2017,

as the result of higher cash flows from rental operations and lower cash paid for interest, partially offset by a \$20.0 million promote payment received in connection with the Medical Office Portfolio Disposition during 2017.

The decrease to cash flow provided by operating activities between 2016 and 2017 was due to lower cash flows from our Rental Operations as the result of owning fewer properties due to the Medical Office Portfolio Disposition. This reduction to operating cash flows from Rental Operations was partially offset by lower cash paid for interest, as the result of significant debt repayments or refinancing that took place throughout 2016 and 2017.

#### Investing Activities

Highlights of significant cash sources and uses are as follows:

- Real estate development costs were \$577.4 million, \$549.6 million, and \$401.9 million during 2018, 2017, and 2016, respectively.
- We paid cash of \$592.4 million, \$1.23 billion and \$269.8 million, for real estate and undeveloped land acquisitions during 2018, 2017 and 2016, respectively.
- Sales of land and property generated net proceeds of \$511.4 million, \$2.52 billion and \$538.9 million during 2018, 2017 and 2016, respectively.
- During 2018, we received repayments of \$154.1 million on notes receivable from property sales, compared to \$3.7 million and \$204.4 million in 2017 and 2016, respectively.
- Second generation tenant improvements, leasing costs and building improvements totaled \$53.5 million, \$52.6 million and \$59.3 million during 2018, 2017 and 2016, respectively.
- We receive capital distributions from unconsolidated joint ventures, either as the result of selling our ownership interests in certain unconsolidated joint ventures or from our share of the proceeds from property sales from unconsolidated joint ventures. In 2018, we received \$23.1 million in capital distributions from unconsolidated joint ventures, primarily related to sale of six properties within three of our unconsolidated joint ventures. We received \$125.0 million in capital distributions from unconsolidated joint ventures during 2017, primarily related to selling our interests in two unconsolidated joint ventures in connection with the Medical Office Portfolio Disposition, compared to \$126.1 million during 2016.
- We made capital contributions and advances to unconsolidated joint ventures in the amounts of \$5.9 million, \$10.3 million and \$57.9 million during 2018, 2017 and 2016, respectively.

#### Financing Activities

The following items highlight significant capital transactions:

- During 2018, the General Partner issued 990,400 common shares pursuant to its ATM equity program for net proceeds of \$28.4 million. During 2017, the General Partner did not issue any shares of common stock pursuant to its ATM equity program, compared to 8.4 million shares of common stock for net proceeds of \$215.6 million in 2016.
- We issued \$450.0 million, \$300.0 million and \$375.0 million of senior unsecured notes during 2018, 2017 and 2016, respectively.
- During 2018, the Partnership repaid \$7.0 million of unsecured debt. In 2017, the Partnership paid cash of \$689.6 million to execute the repayment of a \$250.0 million variable rate term loan, which was prepayable without penalty, and the early redemption of \$414.3 million of senior unsecured notes. During 2016, the Partnership repurchased or redeemed \$404.5 million of unsecured notes, for cash payments totaling \$437.6 million.
- During 2018, the Partnership repaid three secured loans for \$227.1 million compared to repayments of eight secured loans for \$66.5 million in 2017 and seven secured loans for \$346.7 million in 2016.
- We increased net borrowings on the Partnership's unsecured line of credit by \$30.0 million in 2018, decreased net borrowings by \$48.0 million in 2017 and decreased net borrowings by \$23.0 million in 2016.
- We paid regular cash dividends or distributions of \$0.815, \$0.77 and \$0.73 per common share or per Common Unit during the years ended December 31, 2018, 2017 and 2016, respectively.
- We paid a special dividend of \$0.85 per common share or Common Unit during the fourth quarter of 2017 in order to maintain our compliance with the requirements for maintaining the General Partner's status as a

REIT. This special dividend was triggered by significant taxable gains on asset sales completed in 2017. We did not pay special dividends in 2018 or 2016.

- Changes in book cash overdrafts are classified as financing activities within our consolidated Statements of Cash Flows. Book cash overdrafts were \$14.3 million, \$36.3 million and \$13.4 million at December 31, 2018, 2017 and 2016, respectively.

### **Impact of Changes in Credit Ratings on Our Liquidity**

We are currently assigned investment grade corporate credit ratings on our senior unsecured notes from Moody's Investors Service and Standard & Poor's Ratings Group. Our senior unsecured notes have been assigned a rating of Baa1 by Moody's Investors Service, upgraded in 2016 from Baa2. In addition, our senior unsecured notes have been assigned a rating of BBB+ by Standard & Poor's Ratings Group, upgraded in 2016 from BBB.

The ratings of our senior unsecured notes could change based upon, among other things, the impact that prevailing economic conditions may have on our results of operations and financial condition. If our credit ratings are downgraded or other negative action is taken, we could be required, among other things, to pay additional interest and fees on outstanding borrowings under our revolving credit agreement. Credit rating reductions by one or more rating agencies could also adversely affect our access to funding sources, the cost and other terms of obtaining funding, as well as our overall financial condition, operating results and cash flow.

### **Financial Instruments**

We are exposed to capital market risk, such as changes in interest rates. In order to reduce the volatility relating to interest rate risk, we may enter into interest rate hedging arrangements from time to time. We do not utilize derivative financial instruments for trading or speculative purposes.

### **Off-Balance Sheet Arrangements**

#### *Investments in Unconsolidated Joint Ventures*

We have equity interests in unconsolidated partnerships and limited liability companies that primarily own and operate rental properties and hold land for development. These unconsolidated joint ventures are primarily engaged in the operation and development of industrial real estate properties. These investments provide us with increased market share and tenant and property diversification. The equity method of accounting is used for these investments in which we have the ability to exercise significant influence, but not control, over operating and financial policies. As a result, the assets and liabilities of these entities are not included on our balance sheet.

Our investments in and advances to unconsolidated joint ventures represented approximately 1% and 2% of our total assets at December 31, 2018 and December 31, 2017, respectively. We believe that these investments provide several benefits to us, including increased market share, tenant and property diversification and an additional source of capital to fund real estate projects.

The following table presents summarized financial information for unconsolidated joint ventures for the years ended December 31, 2018 and 2017, respectively (in thousands, except percentage data):

	2018	2017
Land, buildings and tenant improvements, net	\$ 328,959	\$ 383,581
Construction in progress	43,892	65,715
Undeveloped land	28,247	30,170
Other assets	88,448	76,695
	<u>\$ 489,546</u>	<u>\$ 556,161</u>
Indebtedness	\$ 209,584	\$ 235,497
Other liabilities	38,172	39,497
	<u>247,756</u>	<u>274,994</u>
Owners' equity	<u>241,790</u>	<u>281,167</u>
	<u>\$ 489,546</u>	<u>\$ 556,161</u>
Rental revenue	\$ 60,446	\$ 71,424
Gain on sale of properties	\$ 25,879	\$ 4,986
Net income	<u>\$ 44,372</u>	<u>\$ 20,673</u>
Total square feet	13,002	13,216
Percent leased*	90.49%	85.67%

\*Represents the percentage of total square feet leased based on executed leases and without regard to whether the leases have commenced.

We do not have any relationships with unconsolidated joint ventures or financial partnerships that have been established solely for the purpose of facilitating off-balance sheet arrangements.

### **Contractual Obligations**

At December 31, 2018, we were subject to certain contractual payment obligations as described in the following table:

Contractual Obligations	Payments due by Period (in thousands)						
	Total	2019	2020	2021	2022	2023	Thereafter
Long-term debt (1)	\$ 3,285,473	\$ 147,611	\$ 104,417	\$ 357,480	\$ 686,979	\$ 314,255	\$ 1,674,731
Unsecured line of credit (2)	41,652	2,855	2,855	2,855	2,855	30,082	150
Share of unconsolidated joint ventures' debt (3)	116,896	7,499	3,327	64,316	1,345	1,345	39,064
Ground leases	92,012	1,328	1,440	1,453	1,146	1,159	85,486
Development and construction backlog costs (4)	229,124	229,124	—	—	—	—	—
Other	32,016	6,138	7,792	3,011	2,122	1,868	11,085
<b>Total Contractual Obligations</b>	<b>\$ 3,797,173</b>	<b>\$ 394,555</b>	<b>\$ 119,831</b>	<b>\$ 429,115</b>	<b>\$ 694,447</b>	<b>\$ 348,709</b>	<b>\$ 1,810,516</b>

- (1) Our long-term debt consists of both secured and unsecured debt and includes both principal and interest. Interest expense for variable rate debt was calculated using the interest rate at December 31, 2018.
- (2) Our unsecured line of credit has a contractual maturity date in January 2022, but is reflected as a 2023 obligation based on the ability to exercise the two six-month extension options, which we may exercise at our discretion. Interest payments for our unsecured line of credit were calculated using the most recent stated interest rate that was in effect.
- (3) Our share of unconsolidated joint venture debt includes both principal and interest. Interest expense for variable rate debt was calculated using the interest rate at December 31, 2018.
- (4) Represents estimated remaining costs on the completion of owned development projects and third-party construction projects.

### **Item 7A. Quantitative and Qualitative Disclosure About Market Risks**

We are exposed to interest rate changes primarily as a result of our line of credit and long-term borrowings. Our interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve our objectives, we borrow primarily at fixed rates and may enter into derivative financial instruments such as interest rate swaps in order to mitigate our interest rate risk on a related financial instrument. We do not enter into derivative or interest rate transactions for speculative purposes.

Our interest rate risk is monitored using a variety of techniques. The table below provides information about our financial instruments that are sensitive to changes in interest rates, including long-term debt and interest rate swaps. For long-term debt, the table presents the principal amounts (in thousands) of the expected annual maturities, weighted average interest rates for the average debt outstanding in the specified period and fair values (in thousands). For interest rate swaps, the table presents notional amount (in thousands), weighted average interest rates by expected

maturity date and fair value (in thousands).

	2019	2020	2021	2022	2023	Thereafter	Total	Fair Value
<b>Long-Term Debt:</b>								
Fixed rate secured debt	\$ 45,215	\$ 3,583	\$ 12,163	\$ 3,311	\$ 3,517	\$ 9,661	\$ 77,450	\$ 80,238
Weighted average interest rate	7.63%	5.98%	5.73%	6.06%	6.06%	6.07%	6.92%	
Variable rate secured debt	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 700	\$ 2,200	\$ 2,200
Weighted average interest rate	1.72%	1.72%	1.72%	1.72%	1.72%	1.72%	1.72%	
Fixed rate unsecured debt	\$ —	\$ —	\$ 250,000	\$ 600,000	\$ 250,000	\$ 1,475,000	\$ 2,575,000	\$ 2,549,963
Weighted average interest rate	N/A	N/A	3.91%	4.20%	3.72%	3.84%	3.92%	
Unsecured line of credit	\$ —	\$ —	\$ —	\$ —	\$ 30,000	\$ —	\$ 30,000	\$ 30,000
Rate at December 31, 2018	N/A	N/A	N/A	N/A	3.39%	N/A	3.39%	
<b>Interest Rate Swaps:</b>								
Fixed to Variable	\$ 200,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 200,000	\$ (4,676)
Average pay rate	3.00%	N/A	N/A	N/A	N/A	N/A	N/A	
Average receive rate	2.80%	N/A	N/A	N/A	N/A	N/A	N/A	

The Partnership's unsecured line of credit is reflected in the table above as maturing in January 2023, based on the ability to exercise the two six-month extension options from its stated maturity date of January 2022 (see Note 7 to the consolidated financial statements included in Part IV, Item 15 of this Report).

As the above table incorporates only those exposures that existed at December 31, 2018, it does not consider those exposures or positions that could arise after that date. As a result, the ultimate impact of interest rate fluctuations will depend on future exposures that arise, our hedging strategies at that time, to the extent we are party to interest rate derivatives, and interest rates. Interest expense on our unsecured line of credit, to the extent we have outstanding borrowings, will be affected by fluctuations in the LIBOR indices or applicable replacement rates as well as changes in our credit rating. The interest rate at such point in the future as we may renew, extend or replace our unsecured line of credit will be heavily dependent upon the state of the credit environment.

At December 31, 2018, the face value of our unsecured debt was \$2.58 billion and we estimated the fair value of that unsecured debt to be \$2.55 billion. At December 31, 2017, the face value of our unsecured debt was \$2.13 billion and our estimate of the fair value of that debt was \$2.19 billion.

During 2018, we entered into two forward-starting interest rate swaps to hedge interest rates on \$200.0 million of anticipated debt offering in 2019, and the fair value of these swaps was \$4.7 million in a liability position at December 31, 2018.

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

The financial statements and supplementary data are included under Item 15 of this Report.

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

There was no change or disagreement with our accountants related to our accounting and financial disclosures.

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

#### **Controls and Procedures (General Partner)**

We conducted an evaluation of the effectiveness of the design and operation of our "disclosure controls and procedures" as of the end of the period covered by this Report. The controls evaluation was done under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer.

Attached as exhibits to this Report are certifications of our Chief Executive Officer and Chief Financial Officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

Disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this Report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Based on the disclosure controls and procedures evaluation referenced above, our Chief Executive Officer and Chief Financial Officer have concluded that as of the end of the period covered by this Report, our disclosure controls and procedures were effective.

Management's annual report on internal control over financial reporting and the audit report of our independent registered public accounting firm are included in Item 15 of Part IV under the headings "Management's Report on Internal Control" and "Report of Independent Registered Public Accounting Firm," respectively, and are incorporated herein by reference.

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

#### **Controls and Procedures (Partnership)**

We conducted an evaluation of the effectiveness of the design and operation of our "disclosure controls and procedures" as of the end of the period covered by this Report. The controls evaluation was done under the supervision and with the participation of management, including the General Partner's Chief Executive Officer and Chief Financial Officer.

Attached as exhibits to this Report are certifications of the General Partner's Chief Executive Officer and Chief Financial Officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

Disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) are controls and other procedures that are designed to ensure that information required to be disclosed in our reports



filed under the Exchange Act, such as this Report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management, including the General Partner's principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Based on the disclosure controls and procedures evaluation referenced above, the General Partner's Chief Executive Officer and Chief Financial Officer have concluded that as of the end of the period covered by this Report, our disclosure controls and procedures were effective.

Management's annual report on internal control over financial reporting and the audit report of our independent registered public accounting firm are included in Item 15 of Part IV under the headings "Management's Report on Internal Control" and "Report of Independent Registered Public Accounting Firm," respectively, and are incorporated herein by reference.

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

#### **Item 9B. Other Information**

There was no information required to be disclosed in a report on Form 8-K during the fourth quarter of 2018 for which no Form 8-K was filed.

Our discussion of federal income tax considerations in Exhibit 99.1 attached hereto, which is incorporated herein by reference, supersedes and replaces, in its entirety, (i) the disclosure under the heading "Federal Income Tax Considerations" in the prospectus dated July 28, 2016, which is a part of our Registration Statement on Form S-3 (File No. 333-212715), as amended or supplemented, (ii) the disclosure under the heading "Federal Income Tax Considerations" in the prospectus dated April 30, 2018, which is a part of our Registration Statement on Form S-3 (File No. 333-224538), as amended or supplemented, and (iii) similarly titled sections in the prospectuses contained in our other Registration Statements on Form S-3 (File Nos. 333-85009, 333-59138, 333-50081, 333-39498, 333-35008, 333-24289, 333-26833, 333-64659, 333-128132, 333-66919, 333-82063, 333-51344, 333-108556 and 333-70678), as amended or supplemented. Our updated discussion addresses recent tax law changes.

### **PART III**

#### **Item 10. Directors and Executive Officers of the Registrant**

The following is a summary of the executive officers of the General Partner:

**James B. Connor, age 60.** Mr. Connor was named the General Partner's Chairman and Chief Executive Officer, commencing April 26, 2017, and joined the General Partner's Board of Directors in 2015. Prior to being named Chairman and Chief Executive Officer, Mr. Connor held various senior management positions with the General Partner, including President and Chief Executive Office from January 1, 2016 through April 25, 2017, Senior Executive Vice President and Chief Operating Officer of the General Partner from 2013 to 2015, Senior Regional Executive Vice President of the General Partner from 2011 to 2013, Executive Vice President of the General Partner Midwest region from 2003 to 2011, and Senior Vice President between 1998 and 2003. Prior to joining the General Partner in 1998, Mr. Connor held numerous executive and brokerage positions with Cushman & Wakefield, most recently serving as Senior Managing Director for the Midwest area. Mr. Connor serves on the Board of Directors of EPR Properties, a publicly traded real estate investment trust (REIT). Mr. Connor also serves on the Advisory Board of the Marshall Bennett Institute of Real Estate at Roosevelt University in Chicago. In addition, Mr. Connor is a member of the Board of Governors of the National Association of Real Estate Investment Trusts and the Real Estate Round Table and serves as a director of the Central Indiana Corporate Partnership.

**Mark A. Denien, age 51.** Mr. Denien was appointed Executive Vice President and Chief Financial Officer of the General Partner on May 17, 2013. Prior to being named Executive Vice President and Chief Financial Officer, Mr. Denien was Senior Vice President and Chief Accounting Officer of the General Partner from 2009 to 2013, and prior to that, served as Senior Vice President, Corporate Controller with the General Partner. Prior to joining the

General Partner in 2005, Mr. Denien spent 16 years with KPMG LLP. Mr. Denien serves as a director of Goodwill Industries of Central Indiana, Inc.

**Nicholas C. Anthony, age 53.** Mr. Anthony was appointed Executive Vice President and Chief Investment Officer on June 17, 2013. His responsibilities include overseeing the General Partner's acquisition and disposition activity, as well as the overall management of its joint venture business. Prior to being named Executive Vice President and Chief Investment Officer, Mr. Anthony held various senior management positions with the General Partner including Senior Vice President, Capital Transactions and Joint Ventures from 2010 until 2013. Mr. Anthony began his career with the General Partner in 1989 as a staff accountant.

**Ann C. Dee, age 59.** Ms. Dee was appointed Executive Vice President, General Counsel and Corporate Secretary on June 17, 2013. Prior to being named Executive Vice President, General Counsel and Corporate Secretary, Ms. Dee held the position of Senior Vice President, General Counsel and Corporate Secretary from January 1, 2013 until June 17, 2013 and the position of Deputy General Counsel and Senior Vice President from June 23, 2008 until January 1, 2013. Ms. Dee joined the General Partner in 1996 as a Corporate Attorney. Prior to joining the General Partner, Ms. Dee practiced law with law firms in Indianapolis, Indiana and Columbus, Ohio. Ms. Dee serves as a member of the Board of the Indiana Repertory Theatre and the Indianapolis Chamber Orchestra.

**Steven W. Schnur, age 45.** Mr. Steven W. Schnur was appointed Senior Regional Executive Vice President on May 29, 2017. Mr. Schnur has oversight responsibilities for all three of the General Partner's regions - Central, East, and West, as well as leading and managing all development, leasing, asset management, and real estate operations in the Central Region. Prior to being named Senior Regional Executive Vice President, Mr. Schnur held various senior management positions with the General Partner, including Executive Vice President, Regional from 2015 until 2017; Senior Regional Senior Vice President from 2014 until 2015; Senior Vice President, Regional from 2013 until 2014; and Senior Vice President from 2004 until 2013. Mr. Schnur began his career with the General Partner as a Vice President, Leasing in 2003. Prior to that, Mr. Schnur was Director of Real Estate for Opus North Corporation.

**Peter D. Harrington, age 55.** Mr. Harrington was named the General Partner's Executive Vice President, Construction on July 1, 2016. Prior to being named Executive Vice President, Construction, Mr. Harrington held various senior management positions with the General Partner including Senior Vice President, Construction from 2003 to June 30, 2016; Vice President of Construction from 1998 until 2003; and Manager of Preconstruction Services from 1993 to 1998. Prior to joining the General Partner in 1993, Mr. Harrington was employed with Miller-Valentine Group in Dayton, Ohio from 1987 through 1993 as a Project Coordinator and Project Manager. Mr. Harrington serves as a board member for the Indiana council for Economics Education, an academic outreach center within the Department of Agricultural Economics at Purdue University.

All other information required by this item will be included in the General Partner's 2019 proxy statement (the "2019 Proxy Statement") for the General Partner's Annual Meeting of Shareholders to be held on April 24, 2019, and is incorporated herein by reference. In addition, the General Partner's Code of Conduct (which applies to each of our associates, officers and directors) and the General Partner's Corporate Governance Guidelines are available in the investor information/corporate governance section of our website at [www.dukerealty.com](http://www.dukerealty.com). A copy of these documents may also be obtained without charge by writing to Duke Realty Corporation, 600 East 96<sup>th</sup> Street, Suite 100, Indianapolis, Indiana 46240, Attention: Investor Relations.

#### **Item 11. Executive Compensation**

The information required by Item 11 of this Report will be included in our 2019 Proxy Statement, which information is incorporated herein by this reference.

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

The information required by Item 12 of this Report will be included in our 2019 Proxy Statement, which information is incorporated herein by this reference.

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

The information required to be furnished pursuant to Item 13 of this Report will be included in our 2019 Proxy Statement, which information is incorporated herein by this reference.

**Item 14. Principal Accountant Fees and Services**

The information required to be furnished pursuant to Item 14 of this Report will be included in our 2019 Proxy Statement, which information is incorporated herein by this reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report:

#### 1. Consolidated Financial Statements

The following Consolidated Financial Statements, together with the Management's Report on Internal Control and the Report of Independent Registered Public Accounting Firm are listed below:

**Duke Realty Corporation:**

[Management's Report on Internal Control](#)

[Report of Independent Registered Public Accounting Firm](#)

**Duke Realty Limited Partnership:**

[Management's Report on Internal Control](#)

[Report of Independent Registered Public Accounting Firm](#)

**Duke Realty Corporation:**

[Consolidated Balance Sheets, December 31, 2018 and 2017](#)

[Consolidated Statements of Operations and Comprehensive Income, Years Ended December 31, 2018, 2017 and 2016](#)

[Consolidated Statements of Cash Flows, Years Ended December 31, 2018, 2017 and 2016](#)

[Consolidated Statements of Changes in Equity, Years Ended December 31, 2018, 2017 and 2016](#)

**Duke Realty Limited Partnership:**

[Consolidated Balance Sheets, December 31, 2018 and 2017](#)

[Consolidated Statements of Operations and Comprehensive Income, Years Ended December 31, 2018, 2017 and 2016](#)

[Consolidated Statements of Cash Flows, Years Ended December 31, 2018, 2017 and 2016](#)

[Consolidated Statements of Changes in Equity, Years Ended December 31, 2018, 2017 and 2016](#)

**Duke Realty Corporation and Duke Realty Limited Partnership:**

[Notes to Consolidated Financial Statements](#)

#### 2. Consolidated Financial Statement Schedules

**Duke Realty Corporation and Duke Realty Limited Partnership:**

[Schedule III – Real Estate and Accumulated Depreciation](#)

#### 3. Exhibits

The following exhibits are filed with this Form 10-K or incorporated herein by reference to the listed document previously filed with the SEC. Previously unfiled documents are noted with an asterisk (\*).

Number	Description
3.1	<a href="#"><u>Sixth Amended and Restated Articles of Incorporation of the General Partner (filed as Exhibit 3.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on January 5, 2015, and incorporated herein by this reference).</u></a>
3.2	<a href="#"><u>Fifth Amended and Restated Bylaws of the General Partner (filed as Exhibit 3.1 to the General Partner's Current Report on Form 8-K as filed with the SEC on October 26, 2017, and incorporated herein by this reference).</u></a>
3.3	<a href="#"><u>Certificate of Limited Partnership of the Partnership, dated September 17, 1993 (filed as Exhibit 3.1(i) to the Partnership's Annual Report on Form 10-K for the year ended December 31, 2006 as filed with the SEC on March 13, 2007, and incorporated herein by this reference) (File No. 000-20625).</u></a>
3.4(i)	<a href="#"><u>Fifth Amended and Restated Agreement of Limited Partnership of the Partnership (filed as Exhibit 3.2 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on May 5, 2014, and incorporated herein by this reference).</u></a>
3.4(ii)	<a href="#"><u>First Amendment to Fifth Amended and Restated Agreement of Limited Partnership of the Partnership (filed as Exhibit 3.2 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on August 6, 2014, and incorporated herein by this reference).</u></a>
3.4(iii)	<a href="#"><u>Second Amendment to Fifth Amended and Restated Agreement of Limited Partnership of the Partnership (filed as Exhibit 3.2 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on December 16, 2014, and incorporated herein by this reference).</u></a>
3.4(iv)	<a href="#"><u>Third Amendment to Fifth Amended and Restated Agreement of Limited Partnership of the Partnership (filed as Exhibit 3.2 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on January 5, 2015, and incorporated herein by this reference).</u></a>
3.4(v)	<a href="#"><u>Fourth Amendment to Fifth Amended and Restated Agreement of Limited Partnership of the Partnership (filed as Exhibit 3.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on January 29, 2015, and incorporated herein by this reference).</u></a>
3.4(vi)	<a href="#"><u>Fifth Amendment to Fifth Amended and Restated Agreement of Limited Partnership of Duke Realty Limited Partnership, dated October 24, 2018 (filed as Exhibit 3.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on October 25, 2018, and incorporated herein by this reference).</u></a>
4.1	<a href="#"><u>Specimen certificate for shares of common stock, \$.01 par value (filed as Exhibit 4.1 to the combined Annual Report on Form 10-K of the General Partner and Partnership as filed with the SEC on February 16, 2018, and incorporated herein by this reference).</u></a>
4.2(i)	<a href="#"><u>Indenture, dated September 19, 1995, between the Partnership and The First National Bank of Chicago, Trustee (filed as Exhibit 4.1 to the General Partner's Current Report on Form 8-K as filed with the SEC on September 22, 1995, and incorporated herein by this reference) (File No. 001-09044).</u></a>
4.2(ii)	<a href="#"><u>Twentieth Supplemental Indenture, dated as of July 24, 2006, by and between the Partnership and J.P. Morgan Trust Company, National Association (successor in interest to The First National Bank of Chicago), modifying certain financial covenants contained in Sections 1004 and 1005 of the Indenture, dated September 19, 1995, between the Partnership and The First National Bank of Chicago, Trustee (filed as Exhibit 4.1 to the Partnership's Current Report on Form 8-K as filed with the SEC on July 28, 2006, and incorporated herein by this reference) (File No. 000-20625).</u></a>
4.3(i)	<a href="#"><u>Indenture, dated as of July 28, 2006, by and between the Partnership and J.P. Morgan Trust Company, National Association (filed as Exhibit 4.1 to the General Partner's automatic shelf registration statement on Form S-3 as filed with the SEC on July 31, 2006, and incorporated herein by this reference) (File No. 333-136173).</u></a>
4.3(ii)	<a href="#"><u>Eighth Supplemental Indenture, dated June 11, 2012, by and between the Partnership and The Bank of New York Mellon Trust Company, N.A. (as successor to J.P. Morgan Trust Company, National Association), including the form of global note evidencing the 4.375% Senior Notes Due 2022 (filed as Exhibit 4.1 to the General Partner's Current Report on Form 8-K as filed with the SEC on June 11, 2012, and incorporated herein by this reference).</u></a>

- 4.3(iii) [Ninth Supplemental Indenture, dated September 19, 2012, by and between the Partnership and The Bank of New York Mellon Trust Company, N.A. \(as successor to J.P. Morgan Trust Company, National Association\), including the form of global note evidencing the 3.875% Senior Notes Due 2022 \(filed as Exhibit 4.1 to the General Partner's Current Report on Form 8-K as filed with the SEC on September 19, 2012, and incorporated herein by this reference\).](#)
- 4.3(iv) [Tenth Supplemental Indenture, dated March 15, 2013, by and between the Partnership and The Bank of New York Mellon Trust Company, N.A. \(as successor to J.P. Morgan Trust Company, National Association\), including the form of global note evidencing the 3.625% Senior Notes Due 2023 \(filed as Exhibit 4.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on March 15, 2013, and incorporated herein by this reference\).](#)
- 4.3(v) [Eleventh Supplemental Indenture, dated December 3, 2013, by and between the Partnership and The Bank of New York Mellon Trust Company, N.A. \(as successor to J.P. Morgan Trust Company, National Association\), including the form of global note evidencing the 3.875% Senior Notes Due 2021 \(filed as Exhibit 4.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on December 3, 2013, and incorporated herein by this reference\).](#)
- 4.3(vi) [Twelfth Supplemental Indenture, dated as of November 17, 2014, by and between the Partnership and The Bank of New York Mellon Trust Company, N.A. \(as successor to J.P. Morgan Trust Company, National Association\), including the form of global note evidencing the 3.75% Senior Notes Due 2024 \(filed as Exhibit 4.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on November 17, 2014, and incorporated herein by this reference\).](#)
- 4.3(vii) [Thirteenth Supplemental Indenture, dated as of June 23, 2016, by and between the Partnership and the Bank of New York Mellon Trust Company, N.A. \(as successor to J.P. Morgan Trust Company, National Association\), as trustee, including the form of global note evidencing the 3.250% Senior Notes Due 2026 \(filed as Exhibit 4.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on June 23, 2016, and incorporated herein by this reference\).](#)
- 4.3(viii) [Fourteenth Supplemental Indenture, dated as of December 12, 2017, by and between the Partnership and the Bank of New York Mellon Trust Company, N.A. \(as successor to J.P. Morgan Trust Company, National Association\), including the form of global note evidencing the 3.75% Senior Notes Due 2027 \(filed as Exhibit 4.1 to the combined current report on Form 8-K of the General Partner and the Partnership as filed with the SEC on December 12, 2017, and incorporated herein by this reference\).](#)
- 4.3(ix) [Fifteenth Supplemental Indenture, dated as of September 11, 2018, by and between the Partnership and the Bank of New York Mellon Trust Company, N.A. \(as successor to J.P. Morgan Trust Company, National Association\), including the form of global note evidencing the 4.000% Senior Notes Due 2028 \(filed as Exhibit 4.1 to the Combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on September 11, 2018, and incorporated herein by this reference\).](#)
- 10.1(i) [The General Partner's 2015 Long-Term Incentive Plan \(filed as Exhibit 10.1 to the General Partner's Current Report on Form 8-K as filed with the SEC on May 4, 2015, and incorporated herein by this reference\).#](#)
- 10.1(ii) [Form of Restricted Stock Unit Award Certificate under the General Partner's 2015 Long-Term Incentive Plan \(filed as Exhibit 10.1 to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 19, 2016 and incorporated herein by this reference\). #](#)
- 10.1(iii) [Form of LTIP Unit Award Agreement \(filed as Exhibit 10.2 to the General Partner's Current Report on Form 8-K as filed with the SEC on January 29, 2015, and incorporated herein by this reference\).#](#)
- 10.2(i) [The General Partner's 2000 Performance Share Plan, Amended and Restated as of January 30, 2008, a sub-plan of the 2015 Long-Term Incentive Plan \(filed as Exhibit 10.4\(i\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.2(ii) [Amendment to the 2004 Award Agreement under the General Partner's 2000 Performance Share Plan \(filed as Exhibit 10.4\(ii\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.3(i) [The General Partner's 2010 Performance Share Plan, a sub-plan of the 2015 Long-Term Incentive Plan \(filed as Exhibit 10.5\(i\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)

- 10.3(ii) [First Amendment to the General Partner's 2010 Performance Share Plan, a sub-plan of the 2015 Long-Term Incentive Plan \(filed as Exhibit 10.1 to the General Partner's Current Report on Form 8-K as filed with the SEC on January 29, 2015, and incorporated herein by this reference\).#](#)
- 10.3(iii) [Form of Award Certificate under the General Partner's 2010 Performance Share Plan, a sub-plan of the 2015 Long-Term Incentive Plan \(filed as Exhibit 10.1 to the combined Quarterly Report on 10-Q of the General Partner and the Partnership as filed with the SEC on April 28, 2017, and incorporated herein by this reference\).#](#)
- 10.3(iv) [Form of 2010 Performance Share Plan LTIP Unit Award Agreement \(filed as Exhibit 10.2 to the combined Quarterly Report on 10-Q of the General Partner and the Partnership as filed with the SEC on April 28, 2017, and incorporated herein by this reference\).#](#)
- 10.4 [Form of Forfeiture Agreement/Performance Unit Award Certificate \(filed as Exhibit 99.2 to the General Partner's Current Report on Form 8-K as filed with the SEC on December 9, 2005, and incorporated herein by this reference\) \(File No. 001-09044\).#](#)
- 10.5(i) [Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership, Amended and Restated as of December 5, 2007 \(filed as Exhibit 10.13\(i\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.5(ii) [Amendment Number One to the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership, Amended and Restated as of December 5, 2007 \(filed as Exhibit 10.13\(ii\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.6 [The General Partner's Directors' Deferred Compensation Plan, Amended and Restated as of January 30, 2008 \(filed as Exhibit 10.14 to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.7 [The General Partner's 2015 Non-Employee Directors Compensation Plan, a sub-plan of the 2015 Long-Term Incentive Plan \(filed as Exhibit 10.4 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on May 1, 2015, and incorporated herein by this reference\).#](#)
- 10.8(i) [Letter Agreement Regarding Executive Severance, dated December 13, 2007, between the General Partner and James B. Connor \(filed as Exhibit 10.23 to the General Partner's Annual Report on Form 10-K for the year ended December 31, 2007, filed with the SEC on February 29, 2008, and incorporated herein by this reference\) \(File No. 001-09044\).#](#)
- 10.8(ii) [First Amendment to Executive Severance Agreement, dated February 24, 2009, between the General Partner and James B. Connor \(filed as Exhibit 10.15\(ii\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.8(iii) [Second Amendment to Executive Severance Agreement, dated December 21, 2011, between the General Partner and James B. Connor \(filed as Exhibit 10.15\(iii\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.8(iv) [Third Amendment to Executive Severance Agreement, dated December 19, 2012, between the General Partner and James B. Connor \(filed as Exhibit 10.15\(iv\) to the combined Annual Report on Form 10-K of the General Partner and the Partnership as filed with the SEC on February 22, 2013, and incorporated herein by this reference\).#](#)
- 10.9 [Form of Letter Agreement Regarding Executive Severance between the General Partner and the following executive officers: Mark A. Denien, Ann C. Dee, Nicholas C. Anthony, Peter D. Harrington and Steven W. Schnur \(filed as Exhibit 10.13 to the combined Annual Report on Form 10-K of the General Partner and the Partnership, as filed with the SEC on February 19, 2016, and incorporated herein by this reference\).#](#)
- 10.10 [Amended and Restated Revolving Credit Agreement, dated October 11, 2017, by and among the Partnership, the General Partner, J.P. Morgan Chase Bank, N.A., Wells Fargo Securities, LLC, the Bank of Nova Scotia, Regions Capital Markets, Division of Regions bank and the several banks, financial institutions and other entities from time to time parties thereto as lenders \(filed as Exhibit 10.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on October 12, 2017, and incorporated herein by this reference\).](#)

- 10.11 [Amended and Restated Guaranty, dated October 11, 2017 by the General Partner \(filed as Exhibit 10.2 to the Combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on October 12, 2017, and incorporated herein by this reference\).](#)
- 10.12 [Equity Distribution Agreement, dated August 9, 2016, by and among the General Partner, the Partnership, Barclays Capital Inc., BB&T Capital Markets, a division of BB&T Securities, LLC, Citigroup Global Markets Inc., J P Morgan Securities LLC, RBC Capital Markets, LLC, Scotia Capital \(USA\) Inc., and Wells Fargo Securities, LLC. \(filed as Exhibit 1.1 to the Combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on August 9, 2016, and incorporated herein by this reference\).](#)
- 10.13 [Agreement of Purchase and Sale \(Pool I\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.1 to the combined Current Report on Form 8-K of the General Partner and the Partnership as filed with the SEC on May 1, 2017, and incorporated herein by this reference\).](#)
- 10.13 (i) [First Amendment to Agreement of Purchase and Sale \(Pool I\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.1\(i\) to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.13 (ii) [Second Amendment to Agreement of Purchase and Sale \(Pool I\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.1\(ii\) to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.14 [Agreement of Purchase and Sale \(Pool II\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.2 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.15 [Agreement of Purchase and Sale \(Pool III\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.3 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.16 [Agreement of Purchase and Sale \(Pool IV\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.4 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.17 [Agreement of Purchase and Sale \(Pool V\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.5 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.18 [Agreement of Purchase and Sale \(Pool VI\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.6 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.19 [Agreement of Purchase and Sale \(Pool VII\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.7 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.20 [Agreement of Purchase and Sale \(Pool VIII\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.8 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.21 [Agreement of Purchase and Sale \(Pool IX\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.9 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)
- 10.22 [Agreement of Purchase and Sale \(Pool X\) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 \(filed as Exhibit 10.10 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference\).](#)



10.23	<a href="#"><u>Agreement of Purchase and Sale (Pool XI) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 (filed as Exhibit 10.11 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference).</u></a>
10.24	<a href="#"><u>Agreement of Purchase and Sale (Pool XII) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 (filed as Exhibit 10.12 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference).</u></a>
10.25	<a href="#"><u>Agreement of Purchase and Sale (Pool XIII) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 (filed as Exhibit 10.13 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference).</u></a>
10.25 (i)	<a href="#"><u>First Amendment to Agreement of Purchase and Sale (Pool XIII) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 (filed as Exhibit 10.13(i) to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference).</u></a>
10.26	<a href="#"><u>Agreement of Purchase and Sale (Pool XIV) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 (filed as Exhibit 10.14 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference).</u></a>
10.27	<a href="#"><u>Agreement of Purchase and Sale (Pool XV) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 (filed as Exhibit 10.15 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference).</u></a>
10.28	<a href="#"><u>Agreement of Purchase and Sale (Pool XVI) among the Partnership, the other entities affiliated or controlled by the Partnership and HTA Acquisition Sub, LLC dated April 29, 2017 (filed as Exhibit 10.16 to the combined Quarterly Report on Form 10-Q of the General Partner and the Partnership, as filed with the SEC on August 2, 2017, and incorporated herein by this reference).</u></a>
21.1	<a href="#"><u>List of the Company's Subsidiaries.*</u></a>
23.1	<a href="#"><u>Consent of KPMG LLP relating to the General Partner.*</u></a>
23.2	<a href="#"><u>Consent of KPMG LLP relating to the Partnership.*</u></a>
24.1	<a href="#"><u>Executed Powers of Attorney of certain directors.*</u></a>
31.1	<a href="#"><u>Rule 13a-14(a) Certification of the Chief Executive Officer of the General Partner.*</u></a>
31.2	<a href="#"><u>Rule 13a-14(a) Certification of the Chief Financial Officer of the General Partner.*</u></a>
31.3	<a href="#"><u>Rule 13a-14(a) Certification of the Chief Executive Officer for the Partnership.*</u></a>
31.4	<a href="#"><u>Rule 13a-14(a) Certification of the Chief Financial Officer for the Partnership.*</u></a>
32.1	<a href="#"><u>Section 1350 Certification of the Chief Executive Officer of the General Partner. * **</u></a>
32.2	<a href="#"><u>Section 1350 Certification of the Chief Financial Officer of the General Partner. * **</u></a>
32.3	<a href="#"><u>Section 1350 Certification of the Chief Executive Officer for the Partnership. * **</u></a>
32.4	<a href="#"><u>Section 1350 Certification of the Chief Financial Officer for the Partnership. * **</u></a>
99.1	<a href="#"><u>Federal Income Tax Considerations. *</u></a>
101	The following materials from the General Partner's and the Partnership's Annual Report on Form 10-K for the year ended December 31, 2018 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations and Comprehensive Income, (iii) the Consolidated Statements of Cash Flows, (iv) the Consolidated Statements of Changes in Equity, and (v) the Notes to Consolidated Financial Statements.

# Represents management contract or compensatory plan or arrangement.

\* Filed herewith.

\*\* The certifications attached as Exhibits 32.1, 32.2, 32.3 and 32.4 accompany this Report and are "furnished" to the Securities and Exchange Commission pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed "filed" by the General Partner or the Partnership, respectively, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

\*\*\* Data required by Financial Accounting Standards Board Auditing Standards Codification No. 260 is provided in Note 2 to the Consolidated Financial Statements included in this report.

We will furnish to any security holder, upon written request, copies of any exhibit incorporated by reference, for a fee of 15 cents per page, to cover the costs of furnishing the exhibits. Written requests should include a representation that the person making the request was the beneficial owner of securities entitled to vote at the Annual Meeting of Shareholders.

**(b) Exhibits**

The exhibits required to be filed with this Report pursuant to Item 601 of Regulation S-K are listed under "Exhibits" in Part IV, Item 15(a)(3) of this Report and are incorporated herein by reference.

**(c) Financial Statement Schedule**

The Financial Statement Schedule required to be filed with this Report is listed under "Consolidated Financial Statement Schedules" in Part IV, Item 15(a)(2) of this Report, and is incorporated herein by reference.

### **Management's Report on Internal Control**

We, as management of Duke Realty Corporation and its subsidiaries (the "General Partner"), are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Pursuant to the rules and regulations of the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Management has evaluated the effectiveness of its internal control over financial reporting as of December 31, 2018 based on the control criteria established in a report entitled Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, we have concluded that, as of December 31, 2018, our internal control over financial reporting is effective based on these criteria.

The independent registered public accounting firm of KPMG LLP, as auditors of the General Partner's consolidated financial statements, has also issued an audit report on the General Partner's internal control over financial reporting.

/s/ James B. Connor

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James B. Connor

Chairman and Chief Executive Officer

/s/ Mark A. Denien

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Mark A. Denien

Executive Vice President and Chief Financial Officer

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of  
Duke Realty Corporation:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Duke Realty Corporation and subsidiaries (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income, cash flows, and changes in equity for each of the years in the three-year period ended December 31, 2018, and the related notes and financial statement schedule III - Real Estate and Accumulated Depreciation (collectively, the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

### *Basis for Opinion*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

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

/s/ KPMG LLP

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

Indianapolis, Indiana  
February 22, 2019

### **Management's Report on Internal Control**

We, as management of Duke Realty Limited Partnership and its subsidiaries (the "Partnership"), are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Pursuant to the rules and regulations of the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of the principal executive and principal financial officers, or persons performing similar functions, of Duke Realty Corporation (the "General Partner"), and effected by the General Partner's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of assets of the Partnership;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the General Partner; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Partnership's assets that could have a material effect on the financial statements.

Management has evaluated the effectiveness of its internal control over financial reporting as of December 31, 2018 based on the control criteria established in a report entitled Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, we have concluded that, as of December 31, 2018, our internal control over financial reporting is effective based on these criteria.

The independent registered public accounting firm of KPMG LLP, as auditors of the Partnership's consolidated financial statements, has also issued an audit report on the Partnership's internal control over financial reporting.

/s/ James B. Connor

James B. Connor

Chairman and Chief Executive Officer  
of the General Partner

/s/ Mark A. Denien

Mark A. Denien

Executive Vice President and Chief Financial Officer  
of the General Partner

## Report of Independent Registered Public Accounting Firm

To the Partners of  
Duke Realty Limited Partnership:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Duke Realty Limited Partnership and subsidiaries (the "Partnership") as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income, cash flows, and changes in equity for each of the years in the three-year period ended December 31, 2018, and the related notes and financial statement schedule III - Real Estate and Accumulated Depreciation (collectively, the "consolidated financial statements"). We also have audited the Partnership's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Partnership as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

### *Basis for Opinion*

The Partnership's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control. Our responsibility is to express an opinion on the Partnership's consolidated financial statements and an opinion on the Partnership's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

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

/s/ KPMG LLP

We have served as the Partnership's auditor since 1994.

Indianapolis, Indiana  
February 22, 2019

**DUKE REALTY CORPORATION AND SUBSIDIARIES**  
**Consolidated Balance Sheets**  
**As of December 31,**  
**(in thousands, except per share amounts)**

	2018	2017
<b><u>ASSETS</u></b>		
Real estate investments:		
Real estate assets	\$ 7,248,346	\$ 6,593,567
Construction in progress	477,162	401,407
Investments in and advances to unconsolidated joint ventures	110,795	126,487
Undeveloped land	360,816	226,987
	<u>8,197,119</u>	<u>7,348,448</u>
Accumulated depreciation	(1,344,176)	(1,193,905)
Net real estate investments	<u>6,852,943</u>	<u>6,154,543</u>
Real estate investments and other assets held-for-sale	1,082	17,550
Cash and cash equivalents	17,901	67,562
Accounts receivable, net of allowance of \$868 and \$1,709	14,254	19,427
Straight-line rent receivable, net of allowance of \$4,953 and \$5,254	109,334	93,005
Receivables on construction contracts, including retentions	41,215	13,480
Deferred leasing and other costs, net of accumulated amortization of \$200,744 and \$209,451	313,799	292,682
Restricted cash held in escrow for like-kind exchange	—	116,405
Notes receivable from property sales	272,550	426,657
Other escrow deposits and other assets	180,946	186,885
	<u>\$ 7,804,024</u>	<u>\$ 7,388,196</u>
<b><u>LIABILITIES AND EQUITY</u></b>		
Indebtedness:		
Secured debt, net of deferred financing costs of \$238 and \$614	\$ 79,563	\$ 311,349
Unsecured debt, net of deferred financing costs of \$26,062 and \$20,500	2,548,938	2,111,542
Unsecured line of credit	30,000	—
	<u>2,658,501</u>	<u>2,422,891</u>
Liabilities related to real estate investments held-for-sale	—	1,163
Construction payables and amounts due subcontractors, including retentions	92,288	54,545
Accrued real estate taxes	73,358	67,374
Accrued interest	16,153	17,911
Other liabilities	205,433	210,825
Tenant security deposits and prepaid rents	45,048	39,109
Total liabilities	<u>3,090,781</u>	<u>2,813,818</u>
Shareholders' equity:		
Common shares (\$0.01 par value); 600,000 shares authorized; 358,851 and 356,361 shares issued and outstanding, respectively	3,589	3,564
Additional paid-in capital	5,244,375	5,205,316
Accumulated other comprehensive loss	(4,676)	—
Distributions in excess of net income	(585,087)	(676,036)
Total shareholders' equity	<u>4,658,201</u>	<u>4,532,844</u>
Noncontrolling interests	55,042	41,534
Total equity	<u>4,713,243</u>	<u>4,574,378</u>
	<u>\$ 7,804,024</u>	<u>\$ 7,388,196</u>

See accompanying Notes to Consolidated Financial Statements.

**DUKE REALTY CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Operations and Comprehensive Income**  
**For the Years Ended December 31,**  
**(in thousands, except per share amounts)**

	2018	2017	2016
Revenues:			
Rental and related revenue	\$ 785,319	\$ 686,514	\$ 641,701
General contractor and service fee revenue	162,551	94,420	88,810
	947,870	780,934	730,511
Expenses:			
Rental expenses	73,075	64,582	74,323
Real estate taxes	125,269	108,964	98,938
General contractor and other services expenses	153,909	89,457	80,467
Depreciation and amortization	312,217	273,561	242,557
	664,470	536,564	496,285
Other operating activities:			
Equity in earnings of unconsolidated joint ventures	21,444	63,310	47,403
Gain on dissolution of unconsolidated joint venture	—	—	30,697
Promote income	—	20,007	26,299
Gain on sale of properties	204,988	113,669	162,093
Gain on land sales	10,334	9,244	9,865
Other operating expenses	(3,592)	(2,554)	(3,864)
Impairment charges	—	(4,481)	(18,018)
General and administrative expenses	(56,218)	(54,944)	(55,389)
	176,956	144,251	199,086
Operating income	460,356	388,621	433,312
Other income (expenses):			
Interest and other income, net	17,234	14,721	4,035
Interest expense	(85,006)	(87,003)	(112,757)
Loss on debt extinguishment	(388)	(26,104)	(33,934)
Acquisition-related activity	—	—	7,176
Income from continuing operations before income taxes	392,196	290,235	297,832
Income tax (expense) benefit	(8,828)	357	589
Income from continuing operations	383,368	290,592	298,421
Discontinued operations:			
Income before gain on sales and income taxes	108	18,436	15,841
Gain on sale of depreciable properties	3,792	1,357,778	1,016
Income tax expense	—	(12,465)	—
Income from discontinued operations	3,900	1,363,749	16,857
Net income	387,268	1,654,341	315,278
Net income attributable to noncontrolling interests	(3,539)	(19,910)	(3,135)
Net income attributable to common shareholders	\$ 383,729	\$ 1,634,431	\$ 312,143
Basic net income per common share:			
Continuing operations attributable to common shareholders	\$ 1.06	\$ 0.80	\$ 0.84
Discontinued operations attributable to common shareholders	0.01	3.78	0.05
Total	\$ 1.07	\$ 4.58	\$ 0.89
Diluted net income per common share:			
Continuing operations attributable to common shareholders	\$ 1.06	\$ 0.80	\$ 0.84
Discontinued operations attributable to common shareholders	0.01	3.76	0.04
Total	\$ 1.07	\$ 4.56	\$ 0.88
Weighted average number of common shares outstanding	357,569	355,762	349,942
Weighted average number of common shares and potential dilutive securities	363,297	362,011	357,076
Comprehensive income:			
Net income	\$ 387,268	\$ 1,654,341	\$ 315,278
Other comprehensive loss:			
Unrealized losses on interest rate swap contracts	(4,676)	—	—
Amortization of interest rate swap contracts	—	(682)	(1,101)
Other	—	—	(23)



Total other comprehensive loss	<u>(4,676)</u>	<u>(682)</u>	<u>(1,124)</u>
Comprehensive income	<u><u>\$ 382,592</u></u>	<u><u>\$ 1,653,659</u></u>	<u><u>\$ 314,154</u></u>

See accompanying Notes to Consolidated Financial Statements.

**DUKE REALTY CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**For the Years Ended December 31,**  
**(in thousands)**

	2018	2017	2016
Cash flows from operating activities:			
Net income	\$ 387,268	\$ 1,654,341	\$ 315,278
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of buildings and tenant improvements	256,250	242,606	255,419
Amortization of deferred leasing and other costs	55,967	56,866	62,399
Amortization of deferred financing costs	5,867	5,402	5,327
Straight-line rental income and expense, net	(24,605)	(16,051)	(13,743)
Impairment charges	—	4,481	18,018
Loss on debt extinguishment	388	26,104	33,934
Gain on dissolution of unconsolidated joint venture	—	—	(30,697)
Gain on acquisitions	—	—	(7,272)
Gains on land and property sales	(219,114)	(1,480,691)	(172,974)
Third-party construction contracts, net	(15,400)	1,000	5,273
Other accrued revenues and expenses, net	47,711	3,104	16,682
Equity in earnings in excess of operating distributions received from unconsolidated joint ventures	(9,925)	(46,958)	(30,627)
<b>Net cash provided by operating activities</b>	<b>484,407</b>	<b>450,204</b>	<b>457,017</b>
Cash flows from investing activities:			
Development of real estate investments	(577,383)	(549,563)	(401,942)
Acquisition of real estate investments and related intangible assets	(348,107)	(982,598)	(170,635)
Acquisition of undeveloped land	(244,262)	(243,846)	(99,168)
Second generation tenant improvements, leasing costs and building improvements	(53,474)	(52,554)	(59,349)
Other deferred leasing costs	(39,380)	(30,208)	(38,410)
Other assets	(14,535)	(6,960)	(11,854)
Proceeds from the repayments of notes receivable from property sales	154,107	3,650	204,428
Proceeds from land and property sales, net	511,391	2,523,358	538,892
Capital distributions from unconsolidated joint ventures	23,133	124,956	126,051
Capital contributions and advances to unconsolidated joint ventures	(5,920)	(10,323)	(57,914)
<b>Net cash (used for) provided by investing activities</b>	<b>(594,430)</b>	<b>775,912</b>	<b>30,099</b>
Cash flows from financing activities:			
Proceeds from issuance of common shares, net	34,913	13,383	220,258
Proceeds from unsecured debt	450,000	300,000	375,000
Payments on unsecured debt	(7,190)	(692,137)	(440,040)
Payments on secured indebtedness including principal amortization	(232,234)	(72,648)	(354,832)
Borrowing (repayments) on line of credit, net	30,000	(48,000)	(23,000)
Distributions to common shareholders - regular	(291,502)	(273,999)	(255,279)
Distributions to common shareholders - special	—	(302,833)	—
Distributions to noncontrolling interests, net	(2,456)	(11,882)	(2,640)
Tax payments on stock-based compensation awards	(8,459)	(14,946)	(7,103)
Change in book cash overdrafts	(22,088)	22,924	2,324
Deferred financing costs	(9,071)	(8,931)	(6,724)
Redemption of Limited Partner Units	—	(457)	—
<b>Net cash used for financing activities</b>	<b>(58,087)</b>	<b>(1,089,526)</b>	<b>(492,036)</b>
<b>Net (decrease) increase in cash, cash equivalents and restricted cash</b>	<b>(168,110)</b>	<b>136,590</b>	<b>(4,920)</b>
Cash, cash equivalents and restricted cash at beginning of year	193,627	57,037	61,957
Cash, cash equivalents and restricted cash at end of year	\$ 25,517	\$ 193,627	\$ 57,037
Non-cash investing and financing activities:			
Carrying amount of pre-existing ownership interest in acquired property	\$ 5,034	\$ —	\$ —
Non-cash property contribution from noncontrolling interests	\$ 3,200	\$ —	\$ —
Notes receivable from buyers in property sales	\$ —	\$ 404,846	\$ 23,360
Conversion of Limited Partner Units to common shares	\$ (269)	\$ 1,847	\$ 967

See accompanying Notes to Consolidated Financial Statements.



**DUKE REALTY CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Equity**  
(in thousands, except per share data)

	Common Shareholders					Total
	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Distributions in Excess of Net Income	Non-Controlling Interests	
<b>Balance at December 31, 2015</b>	<b>\$ 3,453</b>	<b>\$ 4,961,923</b>	<b>\$ 1,806</b>	<b>\$ (1,785,250)</b>	<b>\$ 22,869</b>	<b>\$ 3,204,801</b>
Net income	—	—	—	312,143	3,135	315,278
Other comprehensive loss	—	—	(1,124)	—	—	(1,124)
Issuance of common shares	86	220,172	—	—	—	220,258
Stock-based compensation plan activity	8	8,950	—	(2,037)	5,078	11,999
Conversion of Limited Partner Units	1	966	—	—	(967)	—
Distributions to common shareholders - regular (\$0.73 per share)	—	—	—	(255,279)	—	(255,279)
Distributions to noncontrolling interests, net	—	—	—	—	(2,640)	(2,640)
<b>Balance at December 31, 2016</b>	<b>\$ 3,548</b>	<b>\$ 5,192,011</b>	<b>\$ 682</b>	<b>\$ (1,730,423)</b>	<b>\$ 27,475</b>	<b>\$ 3,493,293</b>
Net income	—	—	—	1,634,431	19,910	1,654,341
Other comprehensive loss	—	—	(682)	—	—	(682)
Issuance of common shares	5	13,378	—	—	—	13,383
Stock-based compensation plan activity	10	(1,555)	—	(3,212)	7,971	3,214
Conversion of Limited Partner Units	1	1,846	—	—	(1,847)	—
Redemption of Limited Partner Units	—	(364)	—	—	(93)	(457)
Distributions to common shareholders - regular (\$0.77 per share)	—	—	—	(273,999)	—	(273,999)
Distributions to common shareholders - special (\$0.85 per share)	—	—	—	(302,833)	—	(302,833)
Distributions to noncontrolling interests, net	—	—	—	—	(11,882)	(11,882)
<b>Balance at December 31, 2017</b>	<b>\$ 3,564</b>	<b>\$ 5,205,316</b>	<b>\$ —</b>	<b>\$ (676,036)</b>	<b>\$ 41,534</b>	<b>\$ 4,574,378</b>
Net income	—	—	—	383,729	3,539	387,268
Other comprehensive loss	—	—	(4,676)	—	—	(4,676)
Issuance of common shares	12	34,901	—	—	—	34,913
Contributions from noncontrolling interests	—	—	—	—	3,475	3,475
Stock-based compensation plan activity	8	4,432	—	(1,278)	8,956	12,118
Conversion of Limited Partner Units	5	(274)	—	—	269	—
Distributions to common shareholders - regular (\$0.815 per share)	—	—	—	(291,502)	—	(291,502)
Distributions to noncontrolling interests, net	—	—	—	—	(2,731)	(2,731)
<b>Balance at December 31, 2018</b>	<b>\$ 3,589</b>	<b>\$ 5,244,375</b>	<b>\$ (4,676)</b>	<b>\$ (585,087)</b>	<b>\$ 55,042</b>	<b>\$ 4,713,243</b>

See accompanying Notes to Consolidated Financial Statements.

**DUKE REALTY LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**Consolidated Balance Sheets**  
**As of December 31,**  
**(in thousands)**

	2018	2017
<b><u>ASSETS</u></b>		
Real estate investments:		
Real estate assets	\$ 7,248,346	\$ 6,593,567
Construction in progress	477,162	401,407
Investments in and advances to unconsolidated joint ventures	110,795	126,487
Undeveloped land	360,816	226,987
	8,197,119	7,348,448
Accumulated depreciation	(1,344,176)	(1,193,905)
Net real estate investments	6,852,943	6,154,543
Real estate investments and other assets held-for-sale	1,082	17,550
Cash and cash equivalents	17,901	67,562
Accounts receivable, net of allowance of \$868 and \$1,709	14,254	19,427
Straight-line rent receivable, net of allowance of \$4,953 and \$5,254	109,334	93,005
Receivables on construction contracts, including retentions	41,215	13,480
Deferred leasing and other costs, net of accumulated amortization of \$200,744 and \$209,451	313,799	292,682
Restricted cash held in escrow for like-kind exchange	—	116,405
Notes receivable from property sales	272,550	426,657
Other escrow deposits and other assets	180,946	186,885
	<u>\$ 7,804,024</u>	<u>\$ 7,388,196</u>
<b><u>LIABILITIES AND EQUITY</u></b>		
Indebtedness:		
Secured debt, net of deferred financing costs of \$238 and \$614	\$ 79,563	\$ 311,349
Unsecured debt, net of deferred financing costs of \$26,062 and \$20,500	2,548,938	2,111,542
Unsecured line of credit	30,000	—
	2,658,501	2,422,891
Liabilities related to real estate investments held-for-sale	—	1,163
Construction payables and amounts due subcontractors, including retentions	92,288	54,545
Accrued real estate taxes	73,358	67,374
Accrued interest	16,153	17,911
Other liabilities	205,433	210,825
Tenant security deposits and prepaid rents	45,048	39,109
Total liabilities	3,090,781	2,813,818
Partners' equity:		
Common equity (358,851 and 356,361 General Partner Units issued and outstanding, respectively)	4,662,877	4,532,844
Limited Partners' common equity (2,920 and 3,283 Limited Partner Units issued and outstanding, respectively)	50,585	40,563
Accumulated other comprehensive loss	(4,676)	—
Total partners' equity	4,708,786	4,573,407
Noncontrolling interests	4,457	971
Total equity	4,713,243	4,574,378
	<u>\$ 7,804,024</u>	<u>\$ 7,388,196</u>

See accompanying Notes to Consolidated Financial Statements.

**DUKE REALTY LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**Consolidated Statements of Operations and Comprehensive Income**  
**For the Years Ended December 31,**  
**(in thousands, except per unit amounts)**

	2018	2017	2016
Revenues:			
Rental and related revenue	\$ 785,319	\$ 686,514	\$ 641,701
General contractor and service fee revenue	162,551	94,420	88,810
	947,870	780,934	730,511
Expenses:			
Rental expenses	73,075	64,582	74,323
Real estate taxes	125,269	108,964	98,938
General contractor and other services expenses	153,909	89,457	80,467
Depreciation and amortization	312,217	273,561	242,557
	664,470	536,564	496,285
Other operating activities:			
Equity in earnings of unconsolidated joint ventures	21,444	63,310	47,403
Gain on dissolution of unconsolidated joint venture	—	—	30,697
Promote income	—	20,007	26,299
Gain on sale of properties	204,988	113,669	162,093
Gain on land sales	10,334	9,244	9,865
Other operating expenses	(3,592)	(2,554)	(3,864)
Impairment charges	—	(4,481)	(18,018)
General and administrative expenses	(56,218)	(54,944)	(55,389)
	176,956	144,251	199,086
Operating income	460,356	388,621	433,312
Other income (expenses):			
Interest and other income, net	17,234	14,721	4,035
Interest expense	(85,006)	(87,003)	(112,757)
Loss on debt extinguishment	(388)	(26,104)	(33,934)
Acquisition-related activity	—	—	7,176
Income from continuing operations before income taxes	392,196	290,235	297,832
Income tax (expense) benefit	(8,828)	357	589
Income from continuing operations	383,368	290,592	298,421
Discontinued operations:			
Income before gain on sales and income taxes	108	18,436	15,841
Gain on sale of properties	3,792	1,357,778	1,016
Income tax expense	—	(12,465)	—
Income from discontinued operations	3,900	1,363,749	16,857
Net income	387,268	1,654,341	315,278
Net income attributable to noncontrolling interests	(11)	(4,734)	(46)
Net income attributable to common unitholders	\$ 387,257	\$ 1,649,607	\$ 315,232
Basic net income per Common Unit:			
Continuing operations attributable to common unitholders	\$ 1.06	\$ 0.80	\$ 0.84
Discontinued operations attributable to common unitholders	0.01	3.78	0.05
Total	\$ 1.07	\$ 4.58	\$ 0.89
Diluted net income per Common Unit:			
Continuing operations attributable to common unitholders	\$ 1.06	\$ 0.80	\$ 0.84
Discontinued operations attributable to common unitholders	0.01	3.76	0.04
Total	\$ 1.07	\$ 4.56	\$ 0.88
Weighted average number of Common Units outstanding	360,859	359,065	353,423
Weighted average number of Common Units and potential dilutive securities	363,297	362,011	357,076
Comprehensive income:			
Net income	\$ 387,268	\$ 1,654,341	\$ 315,278
Other comprehensive loss:			
Unrealized losses on interest rate swap contracts	(4,676)	—	—
Amortization of interest rate swap contracts	—	(682)	(1,101)
Other	—	—	(23)

Total other comprehensive loss	<u>(4,676)</u>	<u>(682)</u>	<u>(1,124)</u>
Comprehensive income	<u><u>\$ 382,592</u></u>	<u><u>\$ 1,653,659</u></u>	<u><u>\$ 314,154</u></u>

See accompanying Notes to Consolidated Financial Statements.

**DUKE REALTY LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**For the Years Ended December 31,**  
**(in thousands)**

	2018	2017	2016
Cash flows from operating activities:			
Net income	\$ 387,268	\$ 1,654,341	\$ 315,278
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of buildings and tenant improvements	256,250	242,606	255,419
Amortization of deferred leasing and other costs	55,967	56,866	62,399
Amortization of deferred financing costs	5,867	5,402	5,327
Straight-line rental income and expense, net	(24,605)	(16,051)	(13,743)
Impairment charges	—	4,481	18,018
Loss on debt extinguishment	388	26,104	33,934
Gain on dissolution of unconsolidated joint venture	—	—	(30,697)
Gain on acquisitions	—	—	(7,272)
Gains on land and property sales	(219,114)	(1,480,691)	(172,974)
Third-party construction contracts, net	(15,400)	1,000	5,273
Other accrued revenues and expenses, net	47,711	3,104	16,682
Equity in earnings in excess of operating distributions received from unconsolidated joint ventures	(9,925)	(46,958)	(30,627)
<b>Net cash provided by operating activities</b>	<b>484,407</b>	<b>450,204</b>	<b>457,017</b>
Cash flows from investing activities:			
Development of real estate investments	(577,383)	(549,563)	(401,942)
Acquisition of real estate investments and related intangible assets	(348,107)	(982,598)	(170,635)
Acquisition of undeveloped land	(244,262)	(243,846)	(99,168)
Second generation tenant improvements, leasing costs and building improvements	(53,474)	(52,554)	(59,349)
Other deferred leasing costs	(39,380)	(30,208)	(38,410)
Other assets	(14,535)	(6,960)	(11,854)
Proceeds from the repayments of notes receivable from property sales	154,107	3,650	204,428
Proceeds from land and property sales, net	511,391	2,523,358	538,892
Capital distributions from unconsolidated joint ventures	23,133	124,956	126,051
Capital contributions and advances to unconsolidated joint ventures	(5,920)	(10,323)	(57,914)
<b>Net cash (used for) provided by investing activities</b>	<b>(594,430)</b>	<b>775,912</b>	<b>30,099</b>
Cash flows from financing activities:			
Contributions from the General Partner	34,913	13,383	220,258
Proceeds from unsecured debt	450,000	300,000	375,000
Payments on unsecured debt	(7,190)	(692,137)	(440,040)
Payments on secured indebtedness including principal amortization	(232,234)	(72,648)	(354,832)
Borrowing (repayments) on line of credit, net	30,000	(48,000)	(23,000)
Distributions to common unitholders - regular	(294,233)	(276,539)	(257,820)
Distributions to common unitholders - special	—	(305,628)	—
Contributions from (distributions to) noncontrolling interests, net	275	(6,547)	(99)
Tax payments on stock-based compensation awards	(8,459)	(14,946)	(7,103)
Change in book cash overdrafts	(22,088)	22,924	2,324
Deferred financing costs	(9,071)	(8,931)	(6,724)
Redemption of Limited Partner Units	—	(457)	—
<b>Net cash used for financing activities</b>	<b>(58,087)</b>	<b>(1,089,526)</b>	<b>(492,036)</b>
<b>Net (decrease) increase in cash, cash equivalents and restricted cash</b>	<b>(168,110)</b>	<b>136,590</b>	<b>(4,920)</b>
Cash, cash equivalents and restricted cash at beginning of year	193,627	57,037	61,957
Cash, cash equivalents and restricted cash at end of year	<u>\$ 25,517</u>	<u>\$ 193,627</u>	<u>\$ 57,037</u>
Non-cash investing and financing activities:			
Carrying amount of pre-existing ownership interest in acquired property	\$ 5,034	\$ —	\$ —
Non-cash property contribution from noncontrolling interests	\$ 3,200	\$ —	\$ —
Notes receivable from buyers in property sales	\$ —	\$ 404,846	\$ 23,360
Conversion of Limited Partner Units to common shares of the General Partner	\$ (269)	\$ 1,847	\$ 967

See accompanying Notes to Consolidated Financial Statements.





**DUKE REALTY LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Equity**  
(in thousands, except per unit data)

	Common Unitholders			Total Partners' Equity	Noncontrolling Interests	Total Equity
	General Partner Common Equity	Limited Partners' Common Equity	Accumulated Other Comprehensive Income (Loss)			
<b>Balance at December 31, 2015</b>	<b>\$ 3,180,126</b>	<b>\$ 20,032</b>	<b>\$ 1,806</b>	<b>\$ 3,201,964</b>	<b>\$ 2,837</b>	<b>\$ 3,204,801</b>
Net income	312,143	3,089	—	315,232	46	315,278
Other comprehensive loss	—	—	(1,124)	(1,124)	—	(1,124)
Capital contribution from the General Partner	220,258	—	—	220,258	—	220,258
Stock-based compensation plan activity	6,921	5,078	—	11,999	—	11,999
Conversion of Limited Partner Units	967	(967)	—	—	—	—
Distributions to Partners - regular (\$0.73 per Common Unit)	(255,279)	(2,541)	—	(257,820)	—	(257,820)
Contributions from noncontrolling interests, net	—	—	—	—	(99)	(99)
<b>Balance at December 31, 2016</b>	<b>\$ 3,465,136</b>	<b>\$ 24,691</b>	<b>\$ 682</b>	<b>\$ 3,490,509</b>	<b>\$ 2,784</b>	<b>\$ 3,493,293</b>
Net income	1,634,431	15,176	—	1,649,607	4,734	1,654,341
Other comprehensive loss	—	—	(682)	(682)	—	(682)
Capital contribution from the General Partner	13,383	—	—	13,383	—	13,383
Stock-based compensation plan activity	(4,757)	7,971	—	3,214	—	3,214
Conversion of Limited Partner Units	1,847	(1,847)	—	—	—	—
Redemption of Limited Partner Units	(364)	(93)	—	(457)	—	(457)
Distributions to Partners - regular (\$0.77 per Common Unit)	(273,999)	(2,540)	—	(276,539)	—	(276,539)
Distributions to Partners - special (\$0.85 per Common Unit)	(302,833)	(2,795)	—	(305,628)	—	(305,628)
Distributions to noncontrolling interests, net	—	—	—	—	(6,547)	(6,547)
<b>Balance at December 31, 2017</b>	<b>\$ 4,532,844</b>	<b>\$ 40,563</b>	<b>\$ —</b>	<b>\$ 4,573,407</b>	<b>\$ 971</b>	<b>\$ 4,574,378</b>
Net income	383,729	3,528	—	387,257	11	387,268
Other comprehensive loss	—	—	(4,676)	(4,676)	—	(4,676)
Capital contribution from the General Partner	34,913	—	—	34,913	—	34,913
Stock-based compensation plan activity	3,162	8,956	—	12,118	—	12,118
Contributions from noncontrolling interests	—	—	—	—	3,475	3,475
Conversion of Limited Partner Units	(269)	269	—	—	—	—
Distributions to Partners - regular (\$0.815 per Common Unit)	(291,502)	(2,731)	—	(294,233)	—	(294,233)
<b>Balance at December 31, 2018</b>	<b>\$ 4,662,877</b>	<b>\$ 50,585</b>	<b>\$ (4,676)</b>	<b>\$ 4,708,786</b>	<b>\$ 4,457</b>	<b>\$ 4,713,243</b>

See accompanying Notes to Consolidated Financial Statements.

**DUKE REALTY CORPORATION AND DUKE REALTY LIMITED PARTNERSHIP**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) The Company**

The General Partner was formed in 1985, and we believe that it qualifies as a REIT under the provisions of the Code. The Partnership was formed on October 4, 1993, when the General Partner contributed all of its properties and related assets and liabilities, together with the net proceeds from an offering of additional shares of its common stock, to the Partnership. Simultaneously, the Partnership completed the acquisition of Duke Associates, a full-service commercial real estate firm operating in the Midwest whose operations began in 1972.

The General Partner is the sole general partner of the Partnership, owning approximately 99.2% of the Common Units at December 31, 2018. The remaining 0.8% of the Common Units are owned by limited partners. As the sole general partner of the Partnership, the General Partner has full, exclusive and complete responsibility and discretion in the day-to-day management and control of the Partnership. The General Partner and the Partnership are operated as one enterprise. The management of the General Partner consists of the same members as the management of the Partnership. As the sole general partner with control of the Partnership, the General Partner consolidates the Partnership for financial reporting purposes, and the General Partner does not have any significant assets other than its investment in the Partnership. Therefore, the assets and liabilities of the General Partner and the Partnership are substantially the same.

Limited partners have the right to redeem their Limited Partner Units, subject to certain restrictions. Pursuant to the Partnership Agreement, the General Partner is obligated to redeem the Limited Partner Units in shares of its common stock, unless it determines in its reasonable discretion that the issuance of shares of its common stock could cause it to fail to qualify as a REIT. Each Limited Partner Unit shall be redeemed for one share of the General Partner's common stock, or, in the event that the issuance of shares could cause the General Partner to fail to qualify as a REIT, cash equal to the fair market value of one share of the General Partner's common stock at the time of redemption, in each case, subject to certain adjustments described in the Partnership Agreement. The Limited Partner Units are not required, per the terms of the Partnership Agreement, to be redeemed in registered shares of the General Partner.

During 2017, we substantially completed the Medical Office Portfolio Disposition, (see Note 3) and exited from the medical office product segment. As of December 31, 2018, we owned and operated a portfolio primarily consisting of industrial properties and provided real estate services to third-party owners.

Substantially all of our Rental Operations (see Note 8) are conducted through the Partnership. We conduct our Service Operations (see Note 8) through Duke Realty Services, LLC, Duke Realty Services Limited Partnership and Duke Construction Limited Partnership ("DCLP"), which are consolidated entities that are 100% owned by a combination of the General Partner and the Partnership. DCLP is owned through a taxable REIT subsidiary.

**(2) Summary of Significant Accounting Policies**

**Principles of Consolidation**

The consolidated financial statements include our accounts and the accounts of our majority-owned or controlled subsidiaries. The equity interests in these controlled subsidiaries not owned by us are reflected as noncontrolling interests in the consolidated financial statements. All significant intercompany balances and transactions have been eliminated in the consolidated financial statements. Investments in entities that we do not control, and variable interest entities ("VIEs") in which we are not the primary beneficiary (to the extent applicable), are not consolidated and are reflected as investments in unconsolidated joint ventures under the equity method of reporting.

In February 2015, the Financial Accounting Standards Board ("FASB") issued ASU 2015-02, *Amendments to the Consolidation Analysis* ("ASU 2015-02"). ASU 2015-02 makes targeted amendments to the current consolidation guidance and ends the deferral granted to investment companies from applying the existing variable interest entity guidance. We have adopted ASU 2015-02 as of January 1, 2016, which has not had a significant impact on our consolidated financial statements.

**DUKE REALTY CORPORATION AND DUKE REALTY LIMITED PARTNERSHIP**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

As the result of the adoption of ASU 2015-02, which stipulates that limited partnerships (and similar entities) where the limited partners do not have substantive participating or kick-out rights are VIEs, we determined that the Partnership is a VIE. Prior to the adoption of ASU 2015-02, the General Partner consolidated the Partnership pursuant to the voting interest model. We concluded that, because it holds majority ownership and exercises control over every aspect of the Partnership's operations, the General Partner is the primary beneficiary of the Partnership and, as such, will continue to consolidate the Partnership.

The assets and liabilities of the General Partner and the Partnership are substantially the same, as the General Partner does not have any significant assets other than its investment in the Partnership.

**Reclassifications**

Certain amounts in the accompanying consolidated financial statements have been reclassified to conform to the 2018 consolidated financial statement presentation.

**Real Estate Investments**

Rental real property, including land, land improvements, buildings and tenant improvements, are included in real estate investments and are generally stated at cost. Construction in process and undeveloped land are included in real estate investments and are stated at cost. Real estate investments also include our equity interests in unconsolidated joint ventures that own and operate rental properties and hold land for development.

**Depreciation**

Buildings and land improvements are depreciated on the straight-line method over their estimated lives not to exceed 40 and 15 years, respectively, for properties that we develop, and not to exceed 30 and 10 years, respectively, for acquired properties. Tenant improvement costs are depreciated using the straight-line method over the shorter of the useful life of the asset or term of the related lease.

**Cost Capitalization**

Direct and certain indirect costs, including interest, clearly associated with the development, construction, leasing or expansion of real estate investments are capitalized as a cost of the property. Direct costs include all leasing commissions paid to third parties for new leases or lease renewals. We capitalize a portion of our indirect costs associated with our construction, development and leasing efforts. In assessing the amount of direct and indirect costs to be capitalized, allocations are made based on estimates of the actual amount of time spent in each activity. We do not capitalize any costs attributable to downtime or to unsuccessful projects.

We capitalize interest and direct and indirect project costs associated with the initial construction of a property up to the time the property is substantially complete and ready for its intended use. In addition, we capitalize costs, including real estate taxes, insurance and utilities, that have been allocated to vacant space based on the square footage of the portion of the building not held available for immediate occupancy during the extended lease-up periods after construction of the building shell has been completed if costs are being incurred to ready the vacant space for its intended use. If costs and activities incurred to ready the vacant space cease, then cost capitalization is also discontinued until such activities are resumed. Once necessary work has been completed on a vacant space, project costs are no longer capitalized.

We cease capitalization of all project costs on extended lease-up periods when significant activities have ceased, which does not exceed the shorter of a one-year period after the completion of the building shell or when the property attains 90% occupancy.

**Impairment**

We evaluate our real estate assets, with the exception of those that are classified as held-for-sale, for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If such an evaluation is considered necessary, we compare the carrying amount of that real estate asset, or asset group, with the expected undiscounted cash flows that are directly associated with, and that are expected to arise as a direct

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result of, the use and eventual disposition of that asset, or asset group. Our estimate of the expected future cash flows used in testing for impairment is based on, among other things, our estimates regarding future market conditions, rental rates, occupancy levels, costs of tenant improvements, leasing commissions and other tenant concessions, assumptions regarding the residual value of our properties at the end of our anticipated holding period and the length of our anticipated holding period and is, therefore, subjective by nature. These assumptions could differ materially from actual results. If our strategy changes or if market conditions otherwise dictate a reduction in the holding period and an earlier sale date, an impairment loss could be recognized and such loss could be material. To the extent the carrying amount of a real estate asset, or asset group, exceeds the associated estimate of undiscounted cash flows, an impairment loss is recorded to reduce the carrying value of the asset to its fair value.

The determination of the fair value of real estate assets is also highly subjective, especially in markets where there is a lack of recent comparable transactions. We primarily utilize the income approach to estimate the fair value of our income producing real estate assets. We utilize marketplace participant assumptions to estimate the fair value of a real estate asset when an impairment charge is required to be measured. The estimation of future cash flows, as well as the selection of the discount rate and exit capitalization rate used in applying the income approach, are highly subjective measures in estimating fair value.

Real estate assets classified as held-for-sale are reported at the lower of their carrying value or their fair value, less estimated costs to sell. Once a property is designated as held-for-sale, no further depreciation expense is recorded.

Purchase Accounting

In January 2017, the FASB issued ASU 2017-01, *Business Combinations: Clarifying the Definition of a Business*. ASU 2017-01 provides revised guidance to determine when an acquisition meets the definition of a business or should be accounted for as an asset acquisition, likely resulting in more acquisitions being accounted for as asset acquisitions as opposed to business combinations. Transaction costs are capitalized for asset acquisitions while they are expensed as incurred for business combinations. ASU 2017-01 requires that when substantially all of the fair value of an acquisition is concentrated in a single identifiable asset or a group of similar identifiable assets it does not meet the definition of a business. ASU 2017-01 also revises the definition of a business to include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create an output. ASU 2017-01 will be effective, on a prospective basis, for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted.

We early adopted ASU 2017-01 prospectively as of January 1, 2017 as permitted under the standard, which has not had a material impact to the consolidated financial statements.

As a result of adoption of ASU 2017-01, our acquisitions of properties are generally asset acquisitions as they no longer meet the definition of a business. Transaction costs related to asset acquisitions are capitalized. To the extent that an acquired property meets the definition of a business, we expense acquisition related costs immediately as period costs.

To the extent that we gain control of real estate properties that are accounted for as asset acquisitions, as opposed to business combinations, we accumulate the costs of pre-existing equity interest and consideration paid for additional interest acquired and we do not remeasure our pre-existing equity interest. Generally contingencies arising from an asset acquisition are only recognized when the contingency is paid or becomes payable.

To the extent that we gain control of a property acquired that meets the definition of a business, we account for the acquisition in accordance with the guidance for step acquisitions at its full fair value and record a gain or loss, within acquisition-related activity in our Consolidated Statements of Operations, for the difference between the fair value and the carrying value of our pre-existing equity interest. Contingencies arising from a business combination are recorded at fair value if the acquisition date fair value can be determined during the measurement period.

We allocate the purchase price of asset acquisitions and acquired properties that meet the definition of a business to tangible and identified intangible assets based on their respective fair values, using all pertinent information available at the date of acquisition. Capitalized acquisition costs are also included in the total cost basis of acquired properties that are asset acquisitions. The allocation to tangible assets (buildings, tenant improvements and land) is

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based upon management's determination of the value of the property as if it were vacant. This "as-if vacant" value is estimated using an income, or discounted cash flow, approach that relies upon internally determined assumptions that we believe are consistent with current market conditions for similar properties. The most important assumptions in determining the allocation of the purchase price to tangible assets are the exit capitalization rate, estimated market rents and the fair value of the underlying land. The purchase price of real estate assets is also allocated to intangible assets consisting of the above or below market component of in-place leases, the value of in-place leases as well as, to the extent applicable, acquired in-place leases that may have a customer relationship intangible value. There have been no customer relationship intangible assets related to any of our acquisitions to date.

The value allocable to the above or below market component of an acquired in-place lease is determined based upon the present value (using a discount rate which reflects the risks associated with the acquired leases) of the difference between (i) the contractual amounts to be received pursuant to the lease over its remaining term and (ii) management's estimate of the amounts that would be received using fair market rates over the remaining term of the lease. The amounts allocated to above market leases are included in deferred leasing and other costs in the balance sheet and below market leases are included in other liabilities in the balance sheet; both are amortized to rental income over the remaining terms of the respective leases.

Factors considered in determining the value allocable to in-place leases include estimates, during hypothetical expected lease-up periods, of space that is actually leased at the time of acquisition, of lost rent at market rates, fixed operating costs that will be recovered from tenants and theoretical leasing commissions required to execute similar leases. These intangible assets are included in deferred leasing and other costs in the balance sheet and are amortized over the remaining term of the existing lease.

Adjustments made to provisional amounts recognized in a business combination, if any, should be recorded in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, calculated as if the accounting had been completed at the acquisition date.

#### **Joint Ventures**

We have equity interests in unconsolidated joint ventures that primarily own and operate rental properties or hold land for development. We consolidate those joint ventures that are considered to be VIEs where we are the primary beneficiary. We analyze our investments in joint ventures to determine if the joint venture is considered a VIE and would require consolidation. We (i) evaluate the sufficiency of the total equity investment at risk, (ii) review the voting rights and decision-making authority of the equity investment holders as a group and whether there are limited partners (or similar owning entities) that lack substantive participating or kick out rights, guaranteed returns, protection against losses, or capping of residual returns within the group and (iii) establish whether activities within the venture are on behalf of an investor with disproportionately few voting rights in making this VIE determination.

To the extent that we own interests in a VIE and we (i) have the power to direct the activities that most significantly impact the economic performance of the VIE and (ii) have the obligation or rights to absorb losses or receive benefits that could potentially be significant to the VIE, then we would be determined to be the primary beneficiary and would consolidate the VIE. To the extent that we own interests in a VIE, then at each reporting period, we re-assess our conclusions as to which, if any, party within the VIE is considered the primary beneficiary. Consolidated joint ventures that are VIEs are not significant in any period presented in these consolidated financial statements.

To the extent that our joint ventures do not qualify as VIEs, they are consolidated if we control them through majority ownership interests or if we are the managing entity (general partner or managing member) and our partner does not have substantive participating rights. Control is further demonstrated by our ability to unilaterally make significant operating decisions, refinance debt and sell the assets of the joint venture without the consent of the non-managing entity and the inability of the non-managing entity to remove us from our role as the managing entity. Consolidated joint ventures that are not VIEs are not significant in any period presented in these consolidated financial statements.

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We use the equity method of accounting for those joint ventures where we exercise significant influence but do not have control. Under the equity method of accounting, our investment in each joint venture is included on our balance sheet; however, the assets and liabilities of the joint ventures for which we use the equity method are not included on our balance sheet.

To the extent that we contribute assets to a joint venture, our investment in the joint venture is recorded at our cost basis in the assets that were contributed to the joint venture. To the extent that our cost basis is different than the basis reflected at the joint venture level, the basis difference is amortized over the life of the related asset and included in our share of equity in net income of the joint venture. We recognize gains on the contribution or sale of real estate to joint ventures, relating solely to the outside partner's interest, to the extent the economic substance of the transaction is a sale.

When circumstances indicate there may have been a reduction in the value of an equity investment, we evaluate whether the loss in value is other than temporary. If we conclude it is other than temporary, we recognize an impairment charge to reflect the equity investment at fair value.

There were no unconsolidated joint ventures, in which we have any recognized assets or liabilities or have retained any economic exposure to loss at December 31, 2018 that met the criteria to be considered VIEs.

**Cash Equivalents**

Investments with an original maturity of three months or less are classified as cash equivalents.

**Valuation of Receivables**

We reserve the entire receivable balance, including straight-line rent, of any tenant with an amount outstanding over 90 days. Additional reserves are recorded for more current amounts, as applicable, where we have determined collectability to be doubtful. Straight-line rent receivables for any tenant with long-term risk, regardless of the status of current rent receivables, are reviewed and reserved as necessary.

**Deferred Costs**

**Deferred Financing Costs**

Costs incurred in connection with obtaining financing are deferred and are amortized to interest expense over the term of the related loan. The costs for issuing debt, other than lines of credit, are presented on a balance sheet as a direct deduction from the debt's carrying value, while debt issuance costs related to the Partnership's unsecured line of credit are presented as assets in the consolidated balance sheets, as part of other escrow deposits and other assets.

**Lease Related Costs and Acquired Lease-Related Intangible Assets**

All direct and indirect costs, including estimated internal costs, associated with the leasing of real estate investments owned by us are capitalized and amortized over the term of the related lease. We include lease incentive costs, which are payments made on behalf of a tenant to sign a lease, in deferred leasing costs and amortize them on a straight-line basis over the respective lease terms as a reduction of rental revenues. We include as lease incentives amounts funded to construct tenant improvements owned by the tenant. Unamortized costs are charged to expense upon the early termination of the lease or upon early payment of the financing.

Acquired lease-related intangible assets consist of above market lease assets and the value allocable to in-place leases. Above market lease assets are amortized as a reduction to rental income over the remaining terms of the respective leases. In-place lease intangible assets are amortized on a straight-line basis and included within depreciation and amortization in the consolidated statements of operations and comprehensive income.

Deferred leasing costs and acquired lease-related intangible assets at December 31, 2018 and 2017, excluding amounts classified as held-for-sale, were as follows (in thousands):

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	2018	2017
Deferred leasing costs	\$ 307,486	\$ 312,206
Acquired lease-related intangible assets	207,057	189,927
	\$ 514,543	\$ 502,133
Accumulated amortization - deferred leasing costs	\$ (101,403)	\$ (108,177)
Accumulated amortization - acquired lease-related intangible assets	(99,341)	(101,274)
Total	\$ 313,799	\$ 292,682

Amounts recorded related to amortization expense for in-place leases for the years ended December 31, 2018, 2017 and 2016 totaled \$25.0 million, \$27.2 million and \$33.7 million, respectively. Charges to rental income related to the amortization of above market lease assets for the years ended December 31, 2018, 2017 and 2016 totaled \$777,000, \$913,000 and \$1.0 million, respectively.

The expected future amortization, or charge to rental income, of acquired lease-related intangible assets is summarized in the table below (in thousands):

Year	Amortization Expense	Charge to Rental Income
2019	\$ 20,918	\$ 703
2020	17,195	639
2021	14,142	367
2022	11,272	353
2023	9,581	353
Thereafter	32,134	59
	\$ 105,242	\$ 2,474

### **Noncontrolling Interests**

Noncontrolling interests relate to the minority ownership interests in the Partnership and interests in consolidated property partnerships that are not wholly owned by the General Partner or the Partnership. Noncontrolling interests are subsequently adjusted for additional contributions, distributions to noncontrolling holders and the noncontrolling holders' proportionate share of the net earnings or losses of each respective entity. We report noncontrolling interests as a component of total equity.

When a Common Unit of the Partnership is redeemed (Note 1), the change in ownership is treated as an equity transaction by the General Partner and there is no effect on its earnings or net assets.

### **Revenue Recognition**

On January 1, 2018, we concurrently adopted Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* ("ASC 606") and ASC 610-20, *Other Income: Gains and Losses from the De-recognition of Non-financial Assets* ("ASC 610-20") using a modified retrospective ("cumulative effect") method of adoption. ASC 606 has superseded nearly all existing GAAP revenue recognition guidance, although its scope excludes lease contracts, which represent our primary source of revenue. The standard's core principle is that a company will recognize revenue when it satisfies performance obligations, by transferring promised goods or services to customers, in an amount that reflects the consideration to which the company expects to be entitled in exchange for fulfilling those performance obligations.

There was no cumulative adjustment recognized to beginning retained earnings as of January 1, 2018 as the result of adopting ASC 606 and ASC 610-20.



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Rental and Related Revenue

The timing of revenue recognition under an operating lease is determined based upon ownership of the tenant improvements. If we are the owner of the tenant improvements, revenue recognition commences after the improvements are completed and the tenant takes possession or control of the space. If we determine that the tenant allowances or improvements we are funding are lease incentives, then we commence revenue recognition when possession or control of the space is turned over to the tenant. Rental income from leases is recognized on a straight-line basis.

We record lease termination fees when a tenant has executed a definitive termination agreement with us and the payment of the termination fee is not subject to any material conditions that must be met or waived before the fee is due to us.

General Contractor and Service Fee Revenue

Beginning with the January 1, 2018 adoption date, general contractor and service fee revenues, as presented on the Consolidated Statements of Operations, are accounted for within the scope of ASC 606. General contractor and service fee revenues are comprised primarily of construction and development related revenues earned from third parties while acting in capacity of a developer, as a general contractor or a construction manager. There are other ancillary streams of revenue included in general contractor and service fee revenues (see Note 8), such as management fees earned from unconsolidated joint ventures, which are not significant.

Our construction arrangements are typically structured with only one performance obligation, which generally represents an obligation either to construct a new building or to construct fixtures in an existing building, and these single performance obligations are satisfied over time as construction progresses. We recognize revenue as we satisfy such performance obligations using the percentage of completion method, which is an input method allowed under ASC 606. Using this method, profits are recorded based on our estimates of the percentage of completion of individual contracts, commencing when the work performed under the contracts reaches a point where the final costs can be estimated with reasonable accuracy. The percentage of completion estimates are based on a comparison of the contract expenditures incurred to the estimated final costs. We believe the percentage of completion method is a faithful depiction of the transfer of goods and services as changes in job performance and estimated profitability, which result in revisions to costs and income and are recognized in the period in which the revisions are determined, have not historically been significant. We typically receive regular progress payments on the majority of our construction arrangements and such arrangements generally have an original duration of less than one year. As the result of the relatively short duration of our construction arrangements, we have elected to apply the optional disclosure exemptions, included in ASC 606, related to our remaining performance obligations for our in-process construction projects, for which any future variable consideration is not material. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined. To the extent that a fixed-price contract is estimated to result in a loss, the loss is recorded immediately.

Opening and closing balances of construction receivables are presented separately on the Consolidated Balance Sheets. Under billed and over billed receivables on construction contracts totaled \$29.1 million and \$161,000, respectively, at December 31, 2018 and \$8.3 million and \$276,000, respectively, at December 31, 2017. Over billed receivables are included in other liabilities in the Consolidated Balance Sheets. We generally do not have any contract assets associated with our construction arrangements.

Management fees are based on a percentage of rental receipts of properties managed and are recognized as the rental receipts are collected. Maintenance fees are based upon established hourly rates and are recognized as the services are performed.

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Property Sales

Only disposals representing a strategic shift in operations (for example, a disposal of a major geographic area or a major line of business) should be presented as discontinued operations in accordance with ASC 205-20, without consideration of significant continuing involvement. The Medical Office Portfolio Disposition during 2017 has met the criteria under ASC 205-20 for all of the consolidated in-service properties within the portfolio to be classified within discontinued operations (see Note 6).

Beginning January 1, 2018, gains on sales of properties, including partial sales, of non-financial assets (and in-substance non-financial assets) to non-customer are recognized in accordance with ASC 610-20, while the sale of non-financial assets with customers are governed by ASC 606. The only difference in the treatment of sales to customers and non-customers is the presentation in the Consolidated Statements of Operations (revenue and expense is reported when the sale is to a customer and net gain or loss is reported when the sale is to a non-customer). Based on the nature of our business, our property sales generally represent transactions with non-customers. In the typical course of our business, sales of non-financial assets represent only one performance obligation and are recognized when an enforceable contract is in place, collectability is ensured and control is transferred to the buyer.

Under ASC 610-20 we are required to recognize a full gain or loss in a partial sale of non-financial assets, to the extent control is not retained. Any noncontrolling interest retained by the seller would, accordingly, be measured at fair value. We have primarily disposed of property and land in all cash transactions with no contingencies and no future involvement in the operations, and therefore, the adoption of ASC 610-20 has not significantly impacted the recognition of property and land sales.

**Net Income Per Common Share or Common Unit**

Basic net income per common share or Common Unit is computed by dividing net income attributable to common shareholders or common unitholders, less dividends or distributions on share-based awards expected to vest (referred to as "participating securities" and primarily composed of unvested restricted stock units), by the weighted average number of common shares or Common Units outstanding for the period.

Diluted net income per common share is computed by dividing the sum of net income attributable to common shareholders and the noncontrolling interest in earnings allocable to Limited Partner Units (to the extent the Limited Partner Units are dilutive), less dividends or distributions on participating securities that are anti-dilutive, by the sum of the weighted average number of common shares outstanding and, to the extent they are dilutive, weighted average number of Limited Partner Units outstanding and any potential dilutive securities for the period. Diluted net income per Common Unit is computed by dividing the net income attributable to common unitholders, less dividends or distributions on participating securities that are anti-dilutive, by the sum of the weighted average number of Common Units outstanding and any potential dilutive securities for the period.

The following table reconciles the components of basic and diluted net income per common share or Common Unit (in thousands):

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	2018	2017	2016
<b>General Partner</b>			
Net income attributable to common shareholders	\$ 383,729	\$ 1,634,431	\$ 312,143
Less: Dividends on participating securities	(1,675)	(3,981)	(2,356)
Basic net income attributable to common shareholders	382,054	1,630,450	309,787
Add back dividends on dilutive participating securities	1,675	3,981	2,356
Noncontrolling interest in earnings of common unitholders	3,528	15,176	3,089
Diluted net income attributable to common shareholders	\$ 387,257	\$ 1,649,607	\$ 315,232
Weighted average number of common shares outstanding	357,569	355,762	349,942
Weighted average Limited Partner Units outstanding	3,290	3,303	3,481
Other potential dilutive shares	2,438	2,946	3,653
Weighted average number of common shares and potential dilutive securities	363,297	362,011	357,076
<b>Partnership</b>			
Net income attributable to common unitholders	\$ 387,257	\$ 1,649,607	\$ 315,232
Less: Distributions on participating securities	(1,675)	(3,981)	(2,356)
Basic net income attributable to common unitholders	\$ 385,582	\$ 1,645,626	\$ 312,876
Add back distributions on dilutive participating securities	1,675	3,981	2,356
Diluted net income attributable to common unitholders	\$ 387,257	\$ 1,649,607	\$ 315,232
Weighted average number of Common Units outstanding	360,859	359,065	353,423
Other potential dilutive units	2,438	2,946	3,653
Weighted average number of Common Units and potential dilutive securities	363,297	362,011	357,076

The following table summarizes the data that is excluded from the computation of net income per common share or Common Unit as a result of being anti-dilutive (in thousands):

	2018	2017	2016
<b>General Partner and Partnership</b>			
Other potential dilutive shares or units:			
Anti-dilutive outstanding potential shares or units under fixed stock option and other stock-based compensation plans	—	—	175
Anti-dilutive outstanding participating securities	—	—	—

**Federal Income Taxes**

*General Partner*

The General Partner has elected to be taxed as a REIT under the Code, as amended. To qualify as a REIT, the General Partner must meet a number of organizational and operational requirements, including a requirement to distribute at least 90% of its REIT taxable income to its shareholders. Management intends to continue to adhere to these requirements and to maintain the General Partner's REIT status. As a REIT, the General Partner is entitled to a tax deduction for the dividends it pays to shareholders. Accordingly, the General Partner generally will not be subject to federal income taxes as long as it currently distributes to shareholders an amount equal to or in excess of its taxable income. The General Partner is, however, generally subject to federal income taxes on any taxable income that is not currently distributed to its shareholders. If the General Partner fails to qualify as a REIT in any taxable year, it will be subject to federal income taxes and may not be able to qualify as a REIT for four subsequent taxable years.

REIT qualification reduces, but does not eliminate, the amount of state and local taxes we pay. In addition, our financial statements include the operations of taxable corporate subsidiaries that are not entitled to a dividends paid deduction and are subject to federal, state and local income taxes. As a REIT, the General Partner may also be subject to certain federal excise taxes if it engages in certain types of transactions.

The following table reconciles the General Partner's net income to taxable income before the dividends paid deduction, and subject to the 90% distribution requirement, for the years ended December 31, 2018, 2017 and 2016 (in thousands):

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	2018	2017	2016
Net income	\$ 387,268	\$ 1,654,341	\$ 315,278
Book/tax differences	(97,218)	(1,073,552)	(61,133)
Taxable income before the dividends paid deduction	290,050	580,789	254,145
Less: capital gains	(62,858)	(441,577)	(63,550)
Adjusted taxable income subject to the 90% distribution requirement	\$ 227,192	\$ 139,212	\$ 190,595

The General Partner's dividends paid deduction is summarized below (in thousands):

	2018	2017	2016
Cash dividends paid	\$ 291,502	\$ 576,832	\$ 255,279
Cash dividends declared and paid in subsequent year that apply to current year	6,500	7,901	—
Cash dividends declared and paid in current year that apply to previous year	(7,901)	—	—
Less: Return of capital	—	—	(6,717)
Plus: Deemed REIT distribution	—	—	6,717
Dividends paid deduction	290,101	584,733	255,279
Less: Capital gain distributions	(62,858)	(441,577)	(63,550)
Dividends paid deduction attributable to adjusted taxable income subject to the 90% distribution requirement	\$ 227,243	\$ 143,156	\$ 191,729

Our tax return for the year ended December 31, 2018 has not been filed. The taxability information presented for our dividends paid in 2018 is based upon management's estimate. Consequently, the taxability of dividends is subject to change. A summary of the tax characterization of the dividends paid by the General Partner for the years ended December 31, 2018, 2017 and 2016 is as follows:

	2018	2017	2016
<u>Common Shares</u>			
Ordinary income	78.4%	23.7%	72.6%
Return of capital	—	—	2.6%
Capital gains	21.6%	76.3%	24.8%
	100.0%	100.0%	100.0%

#### *Partnership*

For the Partnership, the allocated share of income and loss other than the operations of its taxable REIT subsidiary is included in the income tax returns of its partners; accordingly the only federal income taxes included in the accompanying consolidated financial statements of the Partnership are in connection with its taxable REIT subsidiary.

#### *Deferred Tax Assets*

A valuation allowance is in place for substantially all of the deferred tax assets of the taxable REIT subsidiary for all periods presented. Based primarily on the projections of taxable income pursuant to our current operating strategy, management believes that it is more likely than not that the taxable REIT subsidiary will not generate sufficient taxable income to realize these deferred tax assets. Income taxes are not material to our operating results or financial position. Our taxable REIT subsidiary has no significant net deferred income tax positions or unrecognized tax benefit items.

#### *Cash Paid for Income Taxes*

We paid federal, state and local income taxes, net of income tax refunds, of \$3.7 million, \$21.0 million and \$600,000 in 2018, 2017 and 2016, respectively.

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**Fair Value Measurements**

We estimate fair value using available market information and valuation methodologies. Assets and liabilities recorded at fair value on the consolidated balance sheets are categorized based on the inputs to the valuation techniques as follows:

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities to which we have access.

Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Assets or liabilities measured at fair value on a recurring basis primarily consist of derivative financial instruments (see Note 13). We determine the fair value of derivative instruments using standard market conventions and techniques such as discounted cash flow analysis, option pricing models and termination cost at each balance sheet date. We recognize all derivatives at fair value within the line items Other Assets or Other Liabilities on our Consolidated Balance Sheet. We incorporate credit valuation adjustments to appropriately reflect nonperformance risk for us and the respective counter-party in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we consider the impact of netting and any applicable credit enhancements, such as mutual puts.

We have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy. Although the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, we assess the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives.

In addition to the acquired properties discussed in Note 3, assets measured at fair value on a non-recurring basis in the Consolidated Financial Statements consisted of real estate assets, both buildings and undeveloped land, which were determined to be impaired and recorded at fair value as discussed in Note 6. The table below aggregates the total fair value of these impaired assets as determined during the years ended December 31, 2018, 2017 and 2016, respectively, by the levels in the fair value hierarchy (in thousands):

	2018			2017			2016		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Real estate assets	—	—	\$ —	—	—	\$ 14,299	—	—	\$ 34,744

**Derivative Financial Instruments**

We periodically enter into certain interest rate protection agreements to effectively convert or cap floating rate debt to a fixed rate, and to hedge anticipated future financing transactions, both of which qualify for cash flow hedge accounting treatment. We do not utilize derivative financial instruments for trading or speculative purposes.

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In August 2017, the FASB issued ASU 2017-12, *Targeted improvements to accounting for hedging activities* ("ASU 2017-12"). ASU 2017-12 eliminates the current requirement to separately recognize periodic hedge ineffectiveness and requires the entire effect of the hedging instrument and hedged item to be presented in the same income statement line item. ASU 2017-12 will be effective for public entities on January 1, 2019 on a modified retrospective approach with early adoption permitted after the issuance. We have early adopted ASU 2017-12 effective October 1, 2018 and such adoption did not have a material impact on the consolidated financial statements.

If a derivative qualifies as a cash flow hedge, the gain or loss on the derivative is recorded in accumulated other comprehensive income or loss and subsequently reclassified into interest expense in the same period during which the hedged forecasted transaction affects earnings. For all hedging relationships, we formally document the hedging relationship and its risk-management objective and strategy for undertaking the hedge, the hedging instrument, the hedged item, the nature of the risk being hedged and how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively.

### **Use of Estimates**

The preparation of the financial statements requires management to make a number of estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

### **New Accounting Pronouncements**

#### **Recently Adopted Accounting Pronouncements**

##### *Restricted Cash*

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows: Restricted Cash* ("ASU 2016-18"). ASU 2016-18 requires entities to show the changes in the total of cash, cash equivalents and restricted cash in the statement of cash flows. As a result, entities will no longer present transfers between cash, cash equivalents and restricted cash in the statement of cash flows. We adopted this standard on January 1, 2018, on a retrospective basis, and the adoption did not have a material impact on our consolidated financial statements.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the Consolidated Balance Sheets that sum to the total of the same such amounts shown in the Consolidated Statements of Cash Flows (in thousands):

	December 31, 2018	December 31, 2017
Cash and cash equivalents	\$ 17,901	\$ 67,562
Restricted cash held in escrow for like-kind exchange	—	116,405
Restricted cash included in other escrow deposits and other assets	7,616	9,660
Total cash, cash equivalents, and restricted cash shown in the Consolidated Statements of Cash Flows	<u>\$ 25,517</u>	<u>\$ 193,627</u>

Restricted cash held in escrow for like-kind exchange on the Consolidated Balance Sheets includes cash received from property dispositions but restricted only for qualifying like-kind exchange transactions.

##### *Statement of Cash Flows*

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows* ("ASU 2016-15"). ASU 2016-15 clarifies how entities should classify certain cash receipts and cash payments on the statement of cash flows and how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one

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class of cash flows. We adopted this standard on January 1, 2018, on a retrospective basis, and the adoption did not have a material impact on our consolidated financial statements.

*Cloud Computing Arrangements*

In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement ("CCA") That is a Service Contract ("ASU 2018-15")*. ASU 2018-15 requires entities that enter into hosted CCA service arrangements to apply the existing internal-use software guidance to determine which implementation costs to capitalize as an asset related to the service contract and which costs to expense. Under that model, both internal and external costs incurred in developing, coding and testing the new system are capitalizable, while the costs incurred in training and certain data conversion are expensed. ASU 2018-15 will be effective for fiscal years beginning on or after December 15, 2019 prospectively to eligible costs after the date the guidance is first applied or retrospectively, with early adoption permitted. We adopted ASU 2018-15 early and have applied it since January 1, 2018. The adoption did not have a material impact on our consolidated financial statements.

New Accounting Pronouncement Not Yet Adopted

*Leases*

In February 2016, the FASB issued ASU 2016-02, *Leases* ("ASU 2016-02"), which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). ASU 2016-02 supersedes existing leasing standards.

For lessors, the accounting under ASU 2016-02 will remain largely unchanged from current GAAP; however ASU 2016-02 requires that lessors expense certain initial direct costs, which are capitalizable under existing leasing standards, as incurred. Under the new standard, only the incremental costs of signing a lease will be capitalizable. If the new standard had been in effect, internal lease related costs totaling \$12.3 million and \$13.9 million, which are currently capitalizable, would have been expensed for the years ended December 31, 2018 and 2017, respectively.

ASU 2016-02 also specifies that payments for certain lease-related services, which are often included in lease agreements, represent "non-lease" components that will become subject to the guidance in ASC 606, when ASU 2016-02 becomes effective. However, on July 30, 2018 the FASB issued targeted amendments via ASU 2018-11, one of which provides lessors an optional election to not separate "non-lease" components from the related lease components when certain criteria are met and instead account for those components as a single component. We have concluded that we met the criteria to account for lease and non-lease components as a single lease component.

ASU 2016-02 requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use ("ROU") asset and a lease liability for all leases with an initial term of greater than 12 months regardless of classification. ASU 2016-02 will impact the accounting and disclosure requirements for ground leases, and other operating leases, where we are the lessee. At December 31, 2018, we had approximately 20 office and ground leases that will require us to measure and record a ROU asset and lease liability of approximately \$40.0 million on January 1, 2019. We are finalizing our discount rate analysis which is a key driver in the measurement of the ROU asset and lease liability. The ROU assets and lease liabilities are provisional and are still being evaluated by management. Such amounts are subject to change and will be finalized on our consolidated financial statements for the three months ended March 31, 2019.

A set of practical expedients for implementation, which must be elected as a package and for all leases, may also be elected. These practical expedients include (i) relief from re-assessing whether an expired or existing contract meets the definition of a lease, (ii) relief from re-assessing the classification of expired or existing leases at the adoption date and (iii) allowing previously capitalized initial direct leasing costs to continue to be amortized.

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ASU 2016-02 and any subsequent amendments will be effective for us on January 1, 2019. The targeted amendments issued on July 30, 2018, also provide a transitional option that will permit lessors to use the effective date of ASU 2016-02 as the date of initial application, without restating comparative periods, and to recognize a cumulative effect adjustment as of the effective date. We will apply the practical expedients as well as the optional relief provided by the targeted amendments.

**(3) Acquisitions and Dispositions**

Acquisitions and dispositions for the periods presented were completed in accordance with our strategy to reposition our investment concentration among the markets in which we operate and to increase our overall investments in quality industrial projects. With the exception of certain properties that have subsequently been sold or classified as held-for-sale, the results of operations for all acquired properties have been included in continuing operations within our consolidated financial statements since their respective dates of acquisition. Transaction costs related to asset acquisitions are capitalized and transaction costs related to business combinations and dispositions are expensed.

**2018 Acquisitions**

We paid cash of \$348.1 million for asset acquisitions during the year ended December 31, 2018.

We acquired nine properties during the year ended December 31, 2018. We determined that these nine properties did not meet the definition of a business and, accordingly, we accounted for them as asset acquisitions as opposed to business combinations.

The following table summarizes amounts recognized for each major class of assets and liability (in thousands) for these acquisitions during the year ended December 31, 2018:

Real estate assets	\$	328,126
Lease related intangible assets		24,996
<b>Total acquired assets</b>		<b>353,122</b>
Below market lease liability		505
<b>Fair value of acquired net assets</b>	<b>\$</b>	<b>352,617</b>

The leases in the acquired properties had a weighted average remaining life at acquisition of approximately 11.3 years.

**2017 Acquisitions**

We paid cash of \$982.6 million for acquisitions of 28 properties during the year ended December 31, 2017. We determined that these 28 properties did not meet the revised definition of a business as the result of adopting ASU 2017-01 and, accordingly, they were treated as asset acquisitions as opposed to business combinations.

The following table summarizes amounts recognized for each major class of asset and liability (in thousands) for these acquisitions during the year ended December 31, 2017:

Real estate assets	\$	945,844
Lease related intangible assets		46,807
<b>Total acquired assets</b>		<b>992,651</b>
Below market lease liability		1,483
<b>Fair value of acquired net assets</b>	<b>\$</b>	<b>991,168</b>

During 2017 we acquired a portfolio of real estate assets from Bridge Development Partners LLC (the "Bridge Portfolio") located in Northern New Jersey, Southern California and South Florida, for a total purchase price of



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\$578.4 million. The Bridge Portfolio includes ten industrial buildings (included in the table above) totaling 3.4 million square feet, which were 68.9% leased at the time of acquisition, as well as 43 acres of undeveloped land.

The leases in the acquired properties had a weighted average remaining life at acquisition of approximately 8.7 years.

**2016 Acquisitions**

We paid cash of \$170.6 million for acquisitions of 18 properties during the year ended December 31, 2016.

*Quantico Joint Venture Properties*

In the fourth quarter of 2016, pursuant to a pre-existing purchase option, we acquired 14 properties in the Washington D.C. area from the Quantico Joint Venture in which we had a pre-existing equity ownership interest. These 14 properties were comprised of 11 industrial properties and three office properties. These 14 properties were previously encumbered by a \$131.3 million CMBS loan and, pursuant to the terms of the purchase option, we repaid the loan as consideration for the acquisition of the underlying properties.

We recognized a gain on this step-acquisition equal to the excess of the fair value of our pre-existing equity ownership interest in the acquired assets over the carrying value of our investment in those assets pursuant to the criteria that were applicable prior to our adoption of ASU 2017-01 as of January 1, 2017. The carrying value of our investment was zero as the result of accumulated operating losses at the joint venture level.

The fair value of the 14 properties acquired was internally determined, primarily using an income approach, and based upon Level 3 inputs, as previously defined. The inputs used in determining the fair value of the acquired properties, as well as allocating that fair value to the individual components of the real estate assets acquired, are disclosed hereafter in the Fair Value Measurements section of this note. The following table summarizes the fair value of the amounts recognized for each major class of assets for this acquisition as well as the computation of the gain on acquisition (in thousands):

Real estate assets	\$	120,608
Lease-related intangible assets		16,724
Net working capital liabilities		(126)
Fair value of acquired net assets	\$	137,206
Less consideration transferred (CMBS loan payoff)		(131,250)
Fair value of pre-existing equity interest	\$	5,956
Less carrying value of investment in acquired properties		—
<b>Gain on step acquisition</b>	<b>\$</b>	<b>5,956</b>

We had previously accounted for our interest in these 14 properties using the equity method. No goodwill or gain on bargain purchase was recognized in connection with this transaction. We sold one of the acquired properties, a 241,000 square foot office property, immediately following the acquisition for net proceeds of \$53.4 million, which we also used as the determination of that property's fair value.

During 2017, we sold our remaining interest in the Quantico Joint Venture.

*Distribution of Joint Venture Properties*

Included in our property acquisitions for the year ended December 31, 2016 was an industrial property that we received as part of a non-cash distribution of properties from Duke/Hulfish LLC ("Duke/Hulfish"), a former 20% owned unconsolidated joint venture. On June 30, 2016, as part of a plan of dissolution, Duke/Hulfish distributed its ownership in seven properties to our partner in the joint venture while distributing its ownership interest in one property to us. We also received \$2.8 million in cash from the joint venture in order to balance the value of the distributions received in accordance with the applicable ownership percentages. As the result of this dissolution

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transaction, we recognized a gain equal to the excess of the fair value of the one property distributed to us, plus the cash that we received, over the carrying value of our 20% investment in the eight properties that were distributed from Duke/Hulfish (both to us and our partner). The computation of this gain is shown as follows (in thousands):

Fair value of one property received in non-cash distribution	\$	63,000
Cash received at dissolution		2,760
Carrying value of investment in properties distributed to partners		(35,063)
<b>Gain on dissolution of unconsolidated joint venture</b>	<b>\$</b>	<b>30,697</b>

In connection with the dissolution of Duke/Hulfish, and the sale of its final property to a third party in July 2016, we recognized promote income (additional incentive-based cash distributions from the joint venture, in excess of our 20% ownership interest), totaling \$26.3 million, during the year ended December 31, 2016.

*Other 2016 Acquisitions*

In addition to the properties acquired from the Quantico Joint Venture, we acquired three properties during the year ended December 31, 2016, which included the industrial property received as part of a non-cash distribution in connection with the dissolution of Duke/Hulfish. The following table summarizes the fair value of amounts recognized for each major class of asset (in thousands) for these acquisitions during 2016:

Real estate assets	\$	94,783
Lease-related intangible assets		8,068
<b>Fair value of acquired net assets</b>	<b>\$</b>	<b>102,851</b>

The leases in the acquired properties, including the Quantico Joint Venture properties, had a weighted average remaining life at acquisition of approximately 7.1 years.

We included \$5.1 million in rental revenues and \$1.1 million in earnings from continuing operations during 2016 for properties acquired during 2016, including the Quantico Joint Venture properties, since their respective dates of acquisition.

**Fair Value Measurements**

We determine the fair value of the individual components of real estate asset acquisitions primarily through calculating the "as-if vacant" value of a building, using an income approach, which relies significantly upon internally determined assumptions. We have determined that these estimates primarily rely on Level 3 inputs, which are unobservable inputs based on our own assumptions. The most significant assumptions used in calculating the "as-if vacant" value for acquisition activities during 2018 and 2017, respectively, are as follows:

	2018		2017	
	Low	High	Low	High
Exit capitalization rate	3.80%	4.91%	4.03%	5.65%
Net rental rate per square foot	\$6.50	\$10.20	\$3.50	\$10.00

Capitalized acquisition costs were insignificant and the fair value of the nine properties acquired during the year ended December 31, 2018 was substantially the same as the cost of acquisition.

**Acquisition-Related Activity**

The acquisition-related activity in our consolidated Statements of Operations and Comprehensive Income consisted of the following, for the years ended December 31, 2018, 2017 and 2016, respectively (in thousands):

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	2018	2017	2016
Acquisition costs	\$ —	\$ —	\$ (96)
Gains on step acquisitions	—	—	7,272
Contingent consideration	—	—	—
<b>Acquisition-related activity</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 7,176</b>

Acquisition-related activity during 2016 was primarily driven by the gain on the step acquisition of the 14 Quantico Joint Venture properties mentioned above, as well as the gain on the step acquisition of an additional property from another unconsolidated joint venture.

Effective January 1, 2017, we early adopted ASU 2017-01, which revised the definition of a business and resulted in fewer property acquisitions being accounted for as business combinations. We recognized no income or expense from acquisition-related activities for the years ended December 31, 2018 and 2017.

Prior to the adoption of ASU 2017-01, most properties that were acquired met the definition of a business and transaction costs were expensed as incurred. Gains or losses were recognized from step acquisitions.

**Dispositions**

Dispositions of buildings (see Note 6 for the number of buildings sold in each year, as well as for their classification between continuing and discontinued operations) and undeveloped land generated net cash proceeds of \$511.4 million, \$2.52 billion and \$538.9 million in 2018, 2017 and 2016, respectively.

*Significant 2017 Dispositions*

Dispositions during the year ended December 31, 2017 included 85 consolidated properties sold as part of the Medical Office Portfolio Disposition to a subsidiary of Healthcare Trust of America, Inc. ("HTA"), as well as certain other buyers, for a total sales price of \$2.78 billion and a gain on sale of \$1.39 billion. The Medical Office Portfolio Disposition was executed in connection with our strategy to focus solely on the industrial real estate product type.

A portion of the sale price for the Medical Office Portfolio Disposition was financed through either unsecured notes, or first mortgage interests in a portion of the sold properties, that we provided to HTA and other buyers, totaling \$400.0 million, which was reflected within notes receivable from property sales in the Consolidated Balance Sheets. These instruments mature at various points through January 2020 and all bear interest at 4.0%. During the year ended December 31, 2018, we collected \$145.0 million of principal on notes receivable from the Medical Office Portfolio Disposition. We concluded that the value, and the rate of interest, for these financial instruments would approximate fair value as computed using an income approach and that this determination of fair value was primarily based upon Level 3 inputs. We have reviewed the creditworthiness of the borrowers and have concluded it is probable that we will collect all amounts due according to their contractual terms.

In connection with the Medical Office Portfolio Disposition, during the year ended December 31, 2017 we received \$105.3 million for the sale of our interest in two unconsolidated joint ventures whose underlying assets were comprised of medical office properties, which was reflected within Capital Distributions from Unconsolidated Joint Ventures within the Consolidated Statements of Cash Flows. We recorded \$47.5 million of income related to the sale of our interests in these unconsolidated joint ventures within equity in earnings of unconsolidated joint ventures in the Consolidated Statements of Operations and Comprehensive Income. In connection with the sale of our interest in one of these unconsolidated joint ventures, we also recorded promote income (additional incentive-based cash distributions from the joint venture, in excess of our ownership interest) of \$20.0 million from the sale of our interest, which was reflected as a separate line item in the Consolidated Statements of Operations and Comprehensive Income and reflected within net cash provided by operating activities within the Consolidated Statements of Cash Flows. In connection with the sale, we recorded income tax expense totaling \$17.7 million including \$12.5 million classified within discontinued operations and \$5.2 million classified within continuing operations in the Consolidated Statements of Operations and Comprehensive Income.

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All other dispositions were not individually material.

**(4) Related Party Transactions**

We provide property management, asset management, leasing, construction and other tenant-related services to unconsolidated joint ventures in which we have equity interests. We recorded the corresponding fees based on contractual terms that approximate market rates for these types of services and have eliminated our ownership percentage of these fees in the consolidated financial statements. The following table summarizes the fees earned from these joint ventures, prior to elimination, for the years ended December 31, 2018, 2017 and 2016, respectively (in thousands):

	2018	2017	2016
Management fees	\$ 1,813	\$ 2,422	\$ 4,467
Leasing fees	2,113	1,158	2,438
Construction and development fees	5,248	6,940	7,993

**(5) Investments in Unconsolidated Joint Ventures**

*Summarized Financial Information*

As of December 31, 2018, we had equity interests in eight unconsolidated joint ventures that primarily own and operate rental properties and hold land for development.

Combined summarized financial information for the unconsolidated joint ventures at December 31, 2018 and 2017, and for the years ended December 31, 2018, 2017 and 2016, are as follows (in thousands):

	2018	2017	2016
Rental revenue	\$ 60,446	\$ 71,424	\$ 122,019
Gain on sale of properties	\$ 25,879	\$ 4,986	\$ 100,806
Net income	\$ 44,372	\$ 20,673	\$ 122,727
Equity in earnings of unconsolidated joint ventures (1)	\$ 21,444	\$ 63,310	\$ 47,403
Land, buildings and tenant improvements, net	\$ 328,959	\$ 383,581	
Construction in progress	43,892	65,715	
Undeveloped land	28,247	30,170	
Other assets	88,448	76,695	
	\$ 489,546	\$ 556,161	
Indebtedness	\$ 209,584	\$ 235,497	
Other liabilities	38,172	39,497	
	247,756	274,994	
Owners' equity	241,790	281,167	
	\$ 489,546	\$ 556,161	
Investments in and advances to unconsolidated joint ventures (2)	\$ 110,795	\$ 126,487	

(1) During 2017, we sold our interests in certain joint ventures, including the interests in the joint ventures sold in connection with the Medical Office Portfolio Disposition (see Note 3) for which we recognized a gain of \$47.5 million. The gains recognized in connection with our sales of these ownership interests, which are classified within equity in earnings of unconsolidated joint ventures on the Consolidated Statements of Operations and Comprehensive Income, are not reflected in the summarized financial information for the underlying unconsolidated joint ventures.

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(2) Differences between the net investment in our unconsolidated joint ventures and our underlying equity in the net assets of the ventures are primarily a result of previous impairments related to our investment in the unconsolidated joint ventures, basis differences associated with the sales of properties to joint ventures in which we retained an ownership interest and loans we have made to the joint ventures. These adjustments have resulted in an aggregate difference reducing our investments in unconsolidated joint ventures by \$11.4 million and \$6.4 million as of December 31, 2018 and 2017, respectively. Differences between historical cost basis and the basis reflected at the joint venture level (other than loans and impairments) are typically depreciated over the life of the related asset.

The scheduled principal payments of long term debt for the unconsolidated joint ventures, at our ratable ownership percentage, for each of the next five years and thereafter as of December 31, 2018 are as follows (in thousands):

Year	Future Repayments
2019	\$ 3,955
2020	—
2021	61,094
2022	122
2023	126
Thereafter	36,867
	<u>\$ 102,164</u>

**(6) Real Estate Assets, Discontinued Operations, Assets Held-for-Sale and Impairments**

*Real Estate Assets*

Real estate assets, excluding assets held-for-sale, consisted of the following (in thousands):

	December 31, 2018	December 31, 2017
Buildings and tenant improvements	\$ 4,980,003	\$ 4,642,832
Land and improvements	2,268,343	1,950,735
Real estate assets	<u>\$ 7,248,346</u>	<u>\$ 6,593,567</u>

*Discontinued Operations*

All of the properties sold during the year ended December 31, 2017 and included in discontinued operations are medical office properties. Because of the size of the Medical Office Portfolio Disposition, and the fact that it represented our exit from the medical office product type, we determined that the disposition represented a strategic shift that would have a major effect on our operations and financial results. As such, the consolidated in-service properties in this portfolio met the criteria to be classified within discontinued operations. As the result of its classification within discontinued operations, operating results pertaining to the properties classified within discontinued operations were reclassified to discontinued operations for all periods presented in our Consolidated Statements of Operations and Comprehensive Income.

The following table illustrates the number of sold or held-for-sale properties included in, or excluded from, discontinued operations:

	Held-for-Sale at December 31, 2018	Sold in 2018	Sold in 2017	Sold in 2016	Total
Industrial	—	—	—	—	—
Non-Reportable Rental Operations	—	—	81	—	81
Total properties included in discontinued operations	—	—	81	—	81
Properties excluded from discontinued operations	—	15	17	32	64
Total properties sold or classified as held-for-sale	—	15	98	32	145

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Properties sold in 2017 but excluded from discontinued operations included four properties under development, which were disposed as part of the Medical Office Portfolio Disposition, as these properties did not meet the criteria to be included in discontinued operations.

For the properties that were classified in discontinued operations, we allocated interest expense to discontinued operations and have included such interest expense in computing income from discontinued operations. Interest expense allocable to discontinued operations includes interest on any secured debt for properties included in discontinued operations and an allocable share of our consolidated unsecured interest expense for unencumbered properties. The allocation of unsecured interest expense to discontinued operations was based upon the gross book value of the unencumbered real estate assets included in discontinued operations as it related to the total gross book value of our unencumbered real estate assets. There were no additional properties classified as discontinued operations during the year ended December 31, 2018 and, as such, no interest expense was allocated to discontinued operations during 2018.

The following table illustrates the operational results of the buildings reflected in discontinued operations for the years ended December 31, 2018, 2017 and 2016, respectively (in thousands):

	2018	2017	2016
Revenues	\$ 117	\$ 87,185	\$ 172,716
Operating expenses	(9)	(28,102)	(52,795)
Depreciation and amortization	—	(25,911)	(75,261)
Operating income	108	33,172	44,660
Interest expense	—	(14,736)	(28,819)
Income before gain on sales and income taxes	108	18,436	15,841
Gain on sale of depreciable properties	3,792	1,357,778	1,016
Income from discontinued operations before income taxes	3,900	1,376,214	16,857
Income tax expense	—	(12,465)	—
Income from discontinued operations	<u>\$ 3,900</u>	<u>\$ 1,363,749</u>	<u>\$ 16,857</u>

Income tax expense included in discontinued operations relates to the sale of certain properties owned by our taxable REIT subsidiary. The amounts classified in discontinued operations for the year ended December 31, 2018 were comprised of true-up activity related to 2017 property sales that were classified as discontinued operations.

There were no capital expenditures for properties classified within discontinued operations for the year ended December 31, 2018. Capital expenditures on a cash basis for the years ended December 31, 2017 and 2016 were \$20.9 million and \$33.7 million, respectively, for properties classified within discontinued operations.

*Allocation of Noncontrolling Interests - General Partner*

The following table illustrates the General Partner's share of the income attributable to common shareholders from continuing operations and discontinued operations, reduced by the allocation of income between continuing and discontinued operations to noncontrolling interests, for the years ended December 31, 2018, 2017 and 2016, respectively (in thousands):

	2018	2017	2016
Income from continuing operations attributable to common shareholders	\$ 379,865	\$ 288,075	\$ 295,452
Income from discontinued operations attributable to common shareholders	3,864	1,346,356	16,691
Net income attributable to common shareholders	<u>\$ 383,729</u>	<u>\$ 1,634,431</u>	<u>\$ 312,143</u>

*Allocation of Noncontrolling Interests - Partnership*

Substantially all of the income from discontinued operations for all periods presented in the Partnership's Consolidated Statements of Operations and Comprehensive Income is attributable to the common unitholders.

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*Assets Held-for-Sale*

At December 31, 2018, no in-service properties were classified as held-for-sale and seven acres of undeveloped land was classified as held-for-sale, but did not meet the criteria to be classified within discontinued operations. The following table illustrates aggregate balance sheet information for all properties and land held-for-sale (in thousands):

	<b>Held-for-Sale Properties Included in Continuing Operations</b>	
	<b>December 31, 2018</b>	<b>December 31, 2017</b>
Land and improvements	\$ —	\$ 8,157
Buildings and tenant improvements	—	10,505
Undeveloped land	1,966	—
Accumulated depreciation	(884)	(2,553)
Deferred leasing and other costs, net	—	862
Other assets	—	579
Total assets held-for-sale	<u>\$ 1,082</u>	<u>\$ 17,550</u>
Total liabilities held-for-sale	<u>\$ —</u>	<u>\$ 1,163</u>

*Impairment Charges*

The following table illustrates impairment charges recognized during the years ended December 31, 2018, 2017 and 2016, respectively (in thousands):

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Impairment charges - land	\$ —	\$ 3,622	\$ 14,299
Impairment charges - building	—	859	3,719
Impairment charges	<u>\$ —</u>	<u>\$ 4,481</u>	<u>\$ 18,018</u>

Primarily as the result of changes in our intended use for certain of our undeveloped land holdings, we recognized impairment charges of \$3.6 million and \$14.3 million for the years ended December 31, 2017 and 2016, respectively. The various land holdings written down to fair value totaled 12 and 244 acres for the years ended December 31, 2017 and 2016, respectively. The fair value of the land upon which we recognized impairment charges was estimated based on asset-specific offers to purchase, comparable transactions and, in certain cases, estimates made by national and local independent real estate brokers who were familiar with the land parcels subject to evaluation as well as with conditions in the specific markets where the various land parcels are located. In all cases when estimates from brokers were utilized, members of our senior management who were responsible for the individual markets where the land parcels are located, and members of the Company's accounting and financial management team, reviewed the broker's estimates for factual accuracy and reasonableness. In all cases, we were ultimately responsible for all valuation estimates made in determining the extent of the impairment. Our valuation estimates primarily relied upon Level 3 inputs.

**(7) Indebtedness**

All debt is issued directly or indirectly by the Partnership. The General Partner does not have any indebtedness, but does guarantee some of the unsecured debt of the Partnership.

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Indebtedness at December 31, 2018 and 2017 consists of the following (in thousands):

	Maturity Date	Weighted Average Interest Rate 2018	Weighted Average Interest Rate 2017	2018	2017
Fixed rate secured debt	2019 to 2027	6.91%	7.43%	\$ 77,601	\$ 309,463
Variable rate secured debt	2025	1.72%	1.85%	2,200	2,500
Unsecured debt	2021 to 2028	3.92%	3.89%	2,575,000	2,132,042
Unsecured line of credit	2022	3.39%	N/A	30,000	—
				<b>\$ 2,684,801</b>	<b>\$ 2,444,005</b>
Less: Deferred financing costs				26,300	21,114
Total indebtedness as reported on consolidated balance sheets				<b>\$ 2,658,501</b>	<b>\$ 2,422,891</b>

*Secured Debt*

At December 31, 2018, our secured debt was collateralized by rental properties with a carrying value of \$220.1 million and by a letter of credit in the amount of \$2.2 million.

The fair value of our fixed rate secured debt at December 31, 2018 was \$80.2 million. Because our fixed rate secured debt is not actively traded in any marketplace, we utilized a discounted cash flow methodology to determine its fair value. Accordingly, we calculated fair value by applying an estimate of the current market rate to discount the debt's remaining contractual cash flows. Our estimate of a current market rate, which is the most significant input in the discounted cash flow calculation, is intended to replicate debt of similar maturity and loan-to-value relationship. The estimated market rates for all of our current fixed rate secured debt is 4.00%, based on the attributes of the specific loans. The current market rates we utilized were internally estimated; therefore, we have concluded that our determination of fair value for our fixed rate secured debt was primarily based upon Level 3 inputs.

During 2018, we repaid three fixed rate secured loans, totaling \$227.1 million, which had a weighted average stated interest rate of 7.62%.

During 2017, we repaid eight loans, totaling \$66.5 million, which had a weighted average stated rate of 5.85%.

*Unsecured Debt*

At December 31, 2018, all of our unsecured debt bore interest at fixed rates and primarily consisted of unsecured notes that are publicly traded. We utilized broker estimates in estimating the fair value of our fixed rate unsecured debt. Our unsecured notes are thinly traded and, in certain cases, the broker estimates were not based upon comparable transactions. The broker estimates took into account any recent trades within the same series of our fixed rate unsecured debt, comparisons to recent trades of other series of our fixed rate unsecured debt, trades of fixed rate unsecured debt from companies with profiles similar to ours, as well as overall economic conditions. We reviewed these broker estimates for reasonableness and accuracy, considering whether the estimates were based upon market participant assumptions within the principal and most advantageous market and whether any other observable inputs would be more accurate indicators of fair value than the broker estimates. We concluded that the broker estimates were representative of fair value. We have determined that our estimation of the fair value of our fixed rate unsecured debt was primarily based upon Level 3 inputs. The estimated trading values of our fixed rate unsecured debt, depending on the maturity and coupon rates, ranged from 95.00% to 118.00% of face value.

The indentures (and related supplemental indentures) governing our outstanding series of notes also require us to comply with financial ratios and other covenants regarding our operations. We were in compliance with all such financial covenants at December 31, 2018.



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We took the following actions during 2018 and 2017 as it pertains to our unsecured indebtedness:

- In September 2018, we issued \$450.0 million of senior unsecured notes that bear interest at a stated interest rate of 4.00%, have an effective interest of 4.13%, and mature on September 15, 2028. A portion of these proceeds were used to repay two of the secured loans noted above, totaling \$223.9 million with a weighted average stated interest rate of 7.63% and a maturity date of March 10, 2019.
- In June 2017, we repaid our \$250.0 million variable rate term loan, which had a scheduled maturity date of January 2019 and bore interest at LIBOR plus 1.00%, and recognized a loss of \$523,000 from the write-off of unamortized deferred financing costs.
- In June 2017, we also repaid \$285.6 million of senior unsecured notes that had a stated interest rate of 6.50% and an effective interest rate of 6.08%, with a scheduled maturity date of January 2018. We recognized a loss of \$9.0 million including a repayment premium and the write-off of unamortized deferred financing costs.
- In July 2017, we repaid \$128.7 million of senior unsecured notes that had both a stated and an effective interest rate of 6.75% with a scheduled maturity date of March 2020. We recognized a loss of \$16.6 million including a repayment premium and the write-off of unamortized deferred financing costs.
- In December 2017, we issued \$300.0 million senior unsecured notes that bear interest at a stated interest rate of 3.38%, have an effective interest rate of 3.39% and mature on December 15, 2027.

*Unsecured Line of Credit*

Our unsecured line of credit at December 31, 2018 is described as follows (in thousands):

Description	Borrowing Capacity	Maturity Date	Outstanding Balance at December 31, 2018
Unsecured Line of Credit – Partnership	\$ 1,200,000	January 30, 2022	\$ 30,000

The Partnership's unsecured line of credit has an interest rate on borrowings of LIBOR plus 0.875% (equal to 3.39% for outstanding borrowings at December 31, 2018) and a maturity date of January 30, 2022, with options to extend until January 30, 2023. Subject to certain conditions, the terms also include an option to increase the facility by up to an additional \$800.0 million, for a total of up to \$2.00 billion. This line of credit provides us with an option to obtain borrowings from financial institutions that participate in the line at rates that may be lower than the stated interest rate, subject to certain restrictions.

This line of credit contains financial covenants that require us to meet certain financial ratios and defined levels of performance, including those related to fixed charge coverage, unsecured interest expense coverage and debt-to-asset value (with asset value being defined in the Partnership's unsecured line of credit agreement). At December 31, 2018, we were in compliance with all financial covenants under this line of credit.

To the extent there are outstanding borrowings, we utilize a discounted cash flow methodology in order to estimate the fair value of outstanding borrowings on our unsecured line of credit. To the extent that credit spreads have changed since the origination of the line of credit, the net present value of the difference between future contractual interest payments and future interest payments based on our estimate of a current market rate would represent the difference between the book value and the fair value. Our estimate of a current market rate is based upon the rate, considering current market conditions and our specific credit profile, at which we estimate we could obtain similar borrowings. As our credit spreads have not changed appreciably, we believe that the contractual interest rate and the current market rate on the line of credit are the same. The current market rate is internally estimated and therefore is primarily based upon a Level 3 input.

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*Changes in Fair Value*

As all of our fair value debt disclosures relied primarily on Level 3 inputs, the following table summarizes the book value and changes in the fair value of our debt for the year ended December 31, 2018 (in thousands):

	Book Value at 12/31/2017	Book Value at 12/31/2018	Fair Value at 12/31/2017	Issuances and Assumptions	Payments/Payoffs	Adjustments to Fair Value	Fair Value at 12/31/2018
Fixed rate secured debt	\$ 309,463	\$ 77,601	\$ 325,753	\$ —	\$ (231,783)	\$ (13,732)	\$ 80,238
Variable rate secured debt	2,500	2,200	2,500	—	(300)	—	2,200
Unsecured debt	2,132,042	2,575,000	2,190,548	450,000	(7,042)	(83,543)	2,549,963
Unsecured line of credit	—	30,000	—	30,000	—	—	30,000
Total	\$ 2,444,005	\$ 2,684,801	\$ 2,518,801	\$ 480,000	\$ (239,125)	\$ (97,275)	\$ 2,662,401
Less: Deferred financing costs	21,114	26,300					
Total indebtedness as reported on the consolidated balance sheets	\$ 2,422,891	\$ 2,658,501					

*Scheduled Maturities and Interest Paid*

At December 31, 2018, the scheduled amortization and maturities of all indebtedness, excluding fair value adjustment, for the next five years and thereafter were as follows (in thousands):

Year	Amount
2019	\$ 45,515
2020	3,883
2021	262,463
2022	603,611
2023	283,817
Thereafter	1,485,361
	<u>\$ 2,684,650</u>

The Partnership's unsecured line of credit is reflected in the table above as maturing in January 2023, based on the ability to exercise the two six-month extension options from its stated maturity date of January 2022. The amount of interest paid in 2018, 2017 and 2016 was \$108.2 million, \$121.0 million and \$163.4 million, respectively. The amount of interest capitalized in 2018, 2017 and 2016 was \$27.2 million, \$18.9 million and \$16.1 million, respectively.

**(8) Segment Reporting**

*Reportable Segments*

During the year ended December 31, 2017, we completed the Medical Office Portfolio Disposition, which resulted in all of our in-service medical office properties being classified within discontinued operations, with the exception of a property that did not meet the criteria for classification as held-for-sale at December 31, 2018. As a result of this transaction, beginning the second quarter of 2017, our medical office properties were no longer presented as a separate reportable segment, with substantially all such operating results being classified within discontinued operations. The remaining medical office property included in continuing operations no longer meets the quantitative thresholds for separate presentation, and is classified as part of our Non-Reportable Rental Operations. Properties that are not included in our reportable segments, because they do not by themselves meet the quantitative thresholds for separate presentation as a reportable segment, are generally referred to as Non-Reportable Rental Operations. Our Non-Reportable Rental Operations primarily include our remaining office properties and medical office property at December 31, 2018.

As of December 31, 2018, we had two reportable operating segments, the first consisting of the ownership and rental of industrial real estate investments. Our ongoing investments in new real estate investments are determined

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largely upon anticipated geographic trends in supply and demand for industrial buildings, as well as the real estate needs of our major tenants that operate on a national level. Our strategic initiatives and our allocation of resources have been historically based upon allocation among product types, which was consistent with our designation of reportable segments, and after having sold nearly all of our office and medical office properties we intend to increase our investment in industrial properties and treat them as a single operating and reportable segment. The operations of our industrial properties, as well as our Non-Reportable Rental Operations, are collectively referred to as "Rental Operations."

Our second reportable segment consists of various real estate services such as property management, asset management, maintenance, leasing, development, general contracting and construction management to third-party property owners and joint ventures, and is collectively referred to as "Service Operations." The Service Operations segment is identified as one single operating segment because the lowest level of financial results reviewed by our chief operating decision maker are the results for the Service Operations segment in total. Further, our reportable segments are managed separately because each segment requires different operating strategies and management expertise. Our Service Operations segment also includes our taxable REIT subsidiary, a legal entity through which certain of the segment's aforementioned operations are conducted.

*Revenues by Reportable Segment*

The following table shows the revenues for each of the reportable segments, as well as a reconciliation to consolidated revenues, for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	2018	2017	2016
<u>Revenues</u>			
Rental Operations:			
Industrial	\$ 775,713	\$ 661,226	\$ 583,019
Non-Reportable Rental Operations	7,862	24,101	50,684
Service Operations	162,551	94,420	88,810
Total segment revenues	946,126	779,747	722,513
Other revenue	1,744	1,187	7,998
Consolidated revenue from continuing operations	947,870	780,934	730,511
Discontinued operations	117	87,185	172,716
Consolidated revenue	\$ 947,987	\$ 868,119	\$ 903,227

*Supplemental Performance Measure*

PNOI is the non-GAAP supplemental performance measure that we use to evaluate the performance of, and to allocate resources among, the real estate investments in the reportable and operating segments that comprise our Rental Operations. PNOI for our Rental Operations segments is comprised of rental revenues from continuing operations less rental expenses and real estate taxes from continuing operations, along with certain other adjusting items (collectively referred to as "Rental Operations revenues and expenses excluded from PNOI," as shown in the following table). Additionally, we do not allocate interest expense, depreciation expense and certain other non-property specific revenues and expenses (collectively referred to as "Non-Segment Items," as shown in the following table) to our individual operating segments.

We evaluate the performance of our Service Operations reportable segment using net income or loss, as allocated to that segment ("Earnings from Service Operations").

The following table shows a reconciliation of our segment-level measures of profitability to consolidated income from continuing operations before income taxes, for the years ended December 31, 2018, 2017 and 2016 (in thousands and excluding discontinued operations):

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	2018	2017	2016
PNOI			
Industrial	\$ 549,107	\$ 461,816	\$ 403,314
Non-Reportable Rental Operations	3,637	3,733	6,357
PNOI, excluding all sold/held for sale properties	552,744	465,549	409,671
PNOI from sold/held-for-sale properties included in continuing operations	10,954	28,044	57,866
PNOI, continuing operations	563,698	493,593	467,537
Earnings from Service Operations	8,642	4,963	8,343
Rental Operations revenues and expenses excluded from PNOI:			
Straight-line rental income and expense, net	24,604	13,585	7,897
Revenues related to lease buyouts	23	10,816	1,725
Amortization of lease concessions and above and below market rents	2,332	(1,732)	(2,126)
Intercompany rents and other adjusting items	290	(304)	(2,640)
Non-Segment Items:			
Equity in earnings of unconsolidated joint ventures	21,444	63,310	47,403
Gain on dissolution of unconsolidated joint venture	—	—	30,697
Promote income	—	20,007	26,299
Interest expense	(85,006)	(87,003)	(112,757)
Depreciation and amortization expense	(312,217)	(273,561)	(242,557)
Gain on sale of properties	204,988	113,669	162,093
Impairment charges	—	(4,481)	(18,018)
Interest and other income, net	17,234	14,721	4,035
General and administrative expenses	(56,218)	(54,944)	(55,389)
Gain on land sales	10,334	9,244	9,865
Other operating expenses	(3,592)	(2,554)	(3,864)
Loss on extinguishment of debt	(388)	(26,104)	(33,934)
Acquisition-related activity	—	—	7,176
Other non-segment revenues and expenses, net	(3,972)	(2,990)	(3,953)
Income from continuing operations before income taxes	\$ 392,196	\$ 290,235	\$ 297,832

The most comparable GAAP measure to PNOI is income from continuing operations before income taxes. PNOI excludes expenses that materially impact our overall results of operations and, therefore, should not be considered as a substitute for income from continuing operations before income taxes or any other measures derived in accordance with GAAP. Furthermore, PNOI may not be comparable to other similarly titled measures of other companies.

*Assets by Reportable Segment*

The assets for each of the reportable segments at December 31, 2018 and 2017 were as follows (in thousands):

	December 31, 2018	December 31, 2017
<u>Assets</u>		
Rental Operations:		
Industrial	\$ 7,155,505	\$ 6,312,777
Non-Reportable Rental Operations	43,496	136,927
Service Operations	132,483	142,603
Total segment assets	7,331,484	6,592,307
Non-segment assets	472,540	795,889
Consolidated assets	\$ 7,804,024	\$ 7,388,196

Tenant improvements and leasing costs to re-let rental space that we previously leased to tenants are referred to as second generation expenditures. Building improvements that are not specific to any tenant but serve to improve integral components of our real estate properties are also second generation expenditures. In addition to revenues and PNOI, we also review our second generation capital expenditures in measuring the performance of our individual Rental Operations segments. We review these expenditures to determine the costs associated with re-leasing vacant space and maintaining the condition of our properties. Our second generation capital

expenditures by segment are summarized as follows for the years ended December 31, 2018, 2017 and 2016 (in thousands):

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	2018	2017	2016
<u>Second Generation Capital Expenditures</u>			
Industrial	\$ 53,356	\$ 50,721	\$ 51,785
Non-Reportable Rental Operations	118	1,833	7,564
Total	<u>\$ 53,474</u>	<u>\$ 52,554</u>	<u>\$ 59,349</u>

Both our first and second generation expenditures vary significantly between leases on a per square foot basis, dependent upon several factors including the product type, the nature of a tenant's operations, the specific physical characteristics of each individual property and the market in which the property is located.

**(9) Leasing Activity**

Future minimum rents due to us under non-cancelable operating leases at December 31, 2018 are as follows (in thousands):

Year	Amount
2019	\$ 600,385
2020	586,609
2021	529,961
2022	463,462
2023	397,150
Thereafter	1,582,598
	<u>\$ 4,160,165</u>

In addition to minimum rents, certain leases require reimbursements of specified operating expenses that amounted to \$198.2 million, \$188.6 million and \$193.7 million for the years ended December 31, 2018, 2017 and 2016, respectively.

**(10) Employee Benefit Plans**

We maintain a 401(k) plan for our eligible employees. We make matching contributions of 50% of the employee salary deferral contributions up to 6% of eligible compensation and may also make annual discretionary contributions. A discretionary contribution was declared at the end of 2018, 2017 and 2016. The total expense recognized for this plan was \$1.8 million, \$2.0 million and \$2.2 million for the years ended December 31, 2018, 2017 and 2016, respectively.

We make contributions to a contributory health and welfare plan as necessary to fund claims not covered by employee contributions. The total expense we recognized related to this plan was \$3.2 million, \$3.4 million and \$4.7 million for 2018, 2017 and 2016, respectively. These expense amounts include estimates based upon the historical experience of claims incurred but not reported as of year-end.

**(11) Shareholders' Equity of the General Partner and Partners' Capital of the Partnership**

*General Partner*

The General Partner periodically uses the public equity markets to fund the development and acquisition of additional rental properties or to pay down debt. The proceeds of these offerings are contributed to the Partnership in exchange for an additional interest in the Partnership.

During 2018, the General Partner issued 990,400 common shares pursuant to its ATM equity program, generating gross proceeds of approximately \$29.0 million and, after deducting commissions and other costs, net proceeds of approximately \$28.4 million. The proceeds from these offerings were contributed to the Partnership and used to fund development activities and loan repayments.

During 2017, the General Partner did not issue any common shares pursuant to its ATM equity programs.

During 2016, the General Partner issued 8.4 million common shares pursuant to its ATM equity program, generating gross proceeds of approximately \$218.2 million and, after deducting commissions and other costs, net

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proceeds of approximately \$215.6 million. The proceeds from these offerings were contributed to the Partnership and used to fund development activities and loan repayments.

*Partnership*

For each common share or preferred share that the General Partner issues, the Partnership issues a corresponding Common Unit or Preferred Unit, as applicable, to the General Partner in exchange for the contribution of the proceeds from the stock issuance. Similarly, when the General Partner redeems or repurchases common shares or preferred shares, the Partnership redeems the corresponding Common Units or Preferred Units held by the General Partner at the same price.

**(12) Stock Based Compensation**

We are authorized to issue up to 11.2 million shares of the General Partner's common stock under our stock-based employee and non-employee compensation plans.

Restricted Stock Units ("RSUs")

Under our 2015 Long-Term Incentive Plan, which was approved by the General Partner's shareholders in April 2015, and our 2015 Non-Employee Directors Compensation Plan (collectively, the "Compensation Plans"), RSUs may be granted to non-employee directors, executive officers and selected employees. A RSU is economically equivalent to a share of the General Partner's common stock and RSUs are valued based on the market price of the General Partner's common stock on the date of the award.

RSUs granted to employees from 2015 to 2018 vest ratably in most cases over a three-year period, and are payable in shares of our common stock with a new share of such common stock issued upon each RSU's vesting. RSUs granted to employees prior to 2015 vest ratably over a five-year period and are payable in the same manner. RSUs granted to existing non-employee directors vest 100% over one year and have contractual lives of one year.

To the extent that a recipient of a RSU grant is not determined to be retirement eligible, as defined by the Compensation Plans, we recognize expense on a straight-line basis over the vesting period. Expense is recognized immediately at the date of grant to the extent a recipient is retirement eligible and expense is accelerated to the extent that a participant will become retirement eligible prior to the end of the contractual life of granted RSUs.

The following table summarizes transactions for our RSUs, excluding dividend equivalents, for 2018:

<b>Restricted Stock Units</b>	<b>Number of RSUs</b>	<b>Weighted Average Grant-Date Fair Value</b>
RSUs at December 31, 2017	1,229,665	\$20.79
Granted	460,100	\$25.38
Vested	(716,939)	\$20.24
Forfeited	(16,423)	\$23.42
RSUs at December 31, 2018	956,403	\$23.36

Compensation cost recognized for RSUs totaled \$11.9 million, \$11.2 million and \$11.8 million for the years ended December 31, 2018, 2017 and 2016, respectively.

As of December 31, 2018, there was \$5.5 million of total unrecognized compensation expense related to nonvested RSUs granted under the Plan, which is expected to be recognized over a weighted average period of 1.7 years.

The total intrinsic value (which is equal to the value of a share of the General Partner's common stock on the date of vesting) of RSUs vested during the years ended December 31, 2018, 2017 and 2016 was \$18.3 million, \$19.3 million and \$13.9 million, respectively.

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The weighted average grant-date fair value of RSUs granted during 2017 and 2016 was \$25.42 and \$19.31, respectively.

The weighted average grant-date fair value of nonvested RSUs as of December 31, 2016 was \$18.16.

**(13) Financial Instruments**

We are exposed to capital market risk, such as changes in interest rates. In an effort to manage interest rate risk, we may enter into interest rate hedging arrangements from time to time. We do not utilize derivative financial instruments for trading or speculative purposes.

As of December 31, 2018, the following forward-starting interest rate swaps designated as cash flow hedges (in thousands, except number of instruments) were outstanding:

<b>Interest Rate Derivatives</b>	<b>Number of Instruments</b>	<b>Notional Amount</b>	<b>Asset (Liability) Fair Value</b>
Interest Rate Swaps	2	\$ 200,000	\$ (4,676)

The fair value of our interest rate swap contracts was in a liability position as of December 31, 2018 and included in other liabilities on our Consolidated Balance Sheets.

**(14) Commitments and Contingencies**

The Partnership has guaranteed the repayment of \$23.7 million of economic development bonds issued by various municipalities in connection with certain commercial developments. We may be required to make payments under our guarantees to the extent that incremental taxes from specified developments are not sufficient to pay the bond debt service. Management does not believe that it is probable that we will be required to make any significant payments in satisfaction of these guarantees.

The Partnership also has guaranteed the repayment of loans associated with one of our unconsolidated joint ventures. At December 31, 2018, the maximum guarantee exposure for these loans was approximately \$122.2 million.

We lease certain land positions with terms extending to December 31, 2065, with a total future payment obligation of \$92.0 million at December 31, 2018. No payments on these ground leases, which are classified as operating leases, are material in any individual year.

In addition to ground leases, we are party to other operating leases as part of conducting our business, including leases of office space from third parties, with a total future payment obligation of \$32.0 million at December 31, 2018. No future payments on these leases are material in any individual year.

We are subject to various legal proceedings and claims that arise in the ordinary course of business. In the opinion of management, the amount of any ultimate liability with respect to these actions is not expected to materially affect our consolidated financial statements or results of operations.

We own certain parcels of land that are subject to special property tax assessments levied by quasi municipal entities. To the extent that such special assessments are fixed and determinable, the discounted value of the full assessment is recorded as a liability. We have \$10.9 million of such special assessment liabilities, which are included within other liabilities on our Consolidated Balance Sheets as of December 31, 2018.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(15) Selected Interim Financial Information (unaudited)**

The tables below are the Company's selected quarterly information for the years ended December 31, 2018 and 2017 (in thousands, except number of properties and per common share or per Common Unit data):

2018	Quarter Ended			
	December 31	September 30	June 30	March 31
Rental and related revenue	\$202,858	\$196,912	\$192,093	\$193,456
General contractor and service fee revenue	\$67,999	\$34,986	\$18,465	\$41,101
<b>General Partner</b>				
Net income attributable to common shareholders	\$63,896	\$53,025	\$193,845	\$72,963
Basic income per common share	\$0.18	\$0.15	\$0.54	\$0.20
Diluted income per common share	\$0.18	\$0.15	\$0.54	\$0.20
Weighted average common shares	358,561	357,898	357,054	356,740
Weighted average common shares and potential dilutive securities	362,536	361,410	362,741	360,400
<b>Partnership</b>				
Net income attributable to common unitholders	\$64,422	\$53,520	\$195,669	\$73,646
Basic income per Common Unit	\$0.18	\$0.15	\$0.54	\$0.20
Diluted income per Common Unit	\$0.18	\$0.15	\$0.54	\$0.20
Weighted average Common Units	361,672	361,200	360,447	360,095
Weighted average Common Units and potential dilutive securities	362,536	361,410	362,741	360,400
2017	Quarter Ended			
	December 31	September 30	June 30	March 31
Rental and related revenue	\$179,391	\$169,611	\$165,836	\$171,676
General contractor and service fee revenue	\$36,228	\$25,217	\$23,576	\$9,399
<b>General Partner</b>				
Net income attributable to common shareholders	\$188,419	\$165,269	\$1,210,543	\$70,200
Basic income per common share	\$0.52	\$0.46	\$3.40	\$0.20
Diluted income per common share	\$0.52	\$0.46	\$3.38	\$0.20
Weighted average common shares	356,204	355,905	355,647	355,282
Weighted average common shares and potential dilutive securities	360,244	362,102	361,981	360,700
<b>Partnership</b>				
Net income attributable to common unitholders	\$190,168	\$166,804	\$1,221,783	\$70,852
Basic income per Common Unit	\$0.52	\$0.46	\$3.40	\$0.20
Diluted income per Common Unit	\$0.52	\$0.46	\$3.38	\$0.20
Weighted average Common Units	359,491	359,206	358,952	358,598
Weighted average Common Units and potential dilutive securities	360,244	362,102	361,981	360,700

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**(16) Subsequent Events**

*Declaration of Dividends/Distributions*

The General Partner's board of directors declared the following dividends/distributions at its regularly scheduled board meeting held on January 30, 2019:

<b>Class of stock/units</b>	<b>Quarterly Amount per Share or Unit</b>	<b>Record Date</b>	<b>Payment Date</b>
Common	\$ 0.215	February 14, 2019	February 28, 2019

**Duke Realty Corporation and Duke Realty Limited Partnership**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2018**  
(in thousands)

**Schedule III**

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Atlanta, Georgia											
Airport Distribution 3781	Industrial	—	4,064	11,464	331	4,064	11,795	15,859	2,353	2002	2014
Aurora, Illinois											
Meridian Business 880	Industrial	—	963	4,625	1,424	963	6,049	7,012	2,763	2000	2000
4220 Meridian Parkway	Industrial	—	1,957	3,512	26	1,957	3,538	5,495	2,198	2004	2004
Butterfield 2805	Industrial	—	9,185	10,795	6,121	9,272	16,829	26,101	9,021	2008	2008
Meridian Business 940	Industrial	—	2,674	6,923	2,098	2,674	9,021	11,695	2,186	1998	2012
Butterfield 4000	Industrial	—	3,132	12,639	70	3,132	12,709	15,841	1,818	2016	2016
Butterfield 2850	Industrial	—	11,317	18,305	130	11,317	18,435	29,752	3,084	2016	2016
Butterfield 4200	Industrial	—	5,777	13,108	2,763	5,967	15,681	21,648	2,477	2016	2016
Butterfield 2865	Industrial	—	28,151	41,112	—	28,151	41,112	69,263	4,307	2017	2017
Austell, Georgia											
Hartman Business 7545	Industrial	—	2,640	21,471	29	2,640	21,500	24,140	6,003	2008	2012
240 The Bluffs	Industrial	—	6,138	15,447	—	6,138	15,447	21,585	—	2018	2018
Baltimore, Maryland											
Chesapeake Commerce 5901	Industrial	—	3,345	1,385	3,875	3,365	5,240	8,605	2,978	2008	2008
Chesapeake Commerce 5003	Industrial	—	6,488	7,241	2,350	6,546	9,533	16,079	4,985	2008	2008
Chesapeake Commerce 2010	Industrial	—	37,557	38,011	36	37,727	37,877	75,604	13,782	2014	2014
Chesapeake Commerce 5501	Industrial	—	13,724	8,245	58	13,782	8,245	22,027	4,101	2014	2014
Chesapeake Commerce 1500	Industrial	—	8,289	10,268	94	8,333	10,318	18,651	2,088	2016	2016
Chesapeake Commerce 5900	Industrial	—	5,567	6,100	396	5,567	6,496	12,063	745	2017	2017
Baytown, Texas											
4570 E. Greenwood	Industrial	—	9,323	5,934	—	9,323	5,934	15,257	4,525	2005	2007
Bloomington, Georgia											
Morgan Business Center 400	Industrial	—	18,385	44,455	524	18,385	44,979	63,364	2,385	2017	2017
Bolingbrook, Illinois											
250 East Old Chicago Road	Industrial	—	3,050	4,038	142	3,050	4,180	7,230	3,055	2005	2005
Crossroads 2	Industrial	4,203	1,418	5,499	915	1,418	6,414	7,832	2,305	1998	2010
Crossroads 375	Industrial	4,374	1,330	4,389	522	1,330	4,911	6,241	1,727	2000	2010

Crossroads Parkway 370	Industrial	—	2,409	4,236	881	2,409	5,117	7,526	1,620	1989	2011
Crossroads Parkway 605	Industrial	—	3,656	7,587	1,039	3,656	8,626	12,282	2,334	1998	2011
Crossroads Parkway 335	Industrial	—	2,574	8,244	548	2,574	8,792	11,366	2,185	1997	2012
<b>Boynton Beach, Florida</b>											
Gateway Center 1103	Industrial	—	4,271	5,313	1,571	4,271	6,884	11,155	2,584	2002	2010

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Gateway Center 3602	Industrial	—	2,006	4,672	159	2,006	4,831	6,837	1,567	2002	2010
Gateway Center 3402	Industrial	—	2,381	3,218	751	2,381	3,969	6,350	1,205	2002	2010
Gateway Center 2055	Industrial	—	1,800	2,583	169	1,800	2,752	4,552	933	2000	2010
Gateway Center 2045	Industrial	—	1,238	1,541	1,028	1,238	2,569	3,807	1,112	2000	2010
Gateway Center 2035	Industrial	—	1,238	1,787	688	1,238	2,475	3,713	1,137	2000	2010
Gateway Center 2025	Industrial	—	1,800	2,693	205	1,800	2,898	4,698	990	2000	2010
Gateway Center 1926	Industrial	—	4,781	9,900	2,042	4,781	11,942	16,723	4,183	2004	2010
<b>Braselton, Georgia</b>											
Braselton Business 920	Industrial	—	1,365	7,713	5,003	1,529	12,552	14,081	5,383	2001	2001
625 Braselton Pkwy	Industrial	—	9,855	21,042	5,875	11,062	25,710	36,772	13,859	2006	2005
1350 Braselton Parkway	Industrial	—	8,227	8,856	5,329	8,227	14,185	22,412	9,471	2008	2008
<b>Brentwood, Tennessee</b>											
Brentwood South Business 7104	Industrial	—	1,065	4,531	1,786	1,065	6,317	7,382	3,167	1987	1999
Brentwood South Business 7106	Industrial	—	1,065	2,028	1,950	1,065	3,978	5,043	2,032	1987	1999
Brentwood South Business 7108	Industrial	—	848	3,299	1,460	848	4,759	5,607	2,409	1989	1999
<b>Bridgeton, Missouri</b>											
DukePort 13870	Industrial	—	2,124	5,316	484	2,124	5,800	7,924	2,428	1996	2010
DukePort 13890	Industrial	—	1,470	2,701	183	1,470	2,884	4,354	1,215	1997	2010
DukePort 4730	Industrial	—	600	2,761	432	600	3,193	3,793	1,010	1998	2010
DukePort 13269	Industrial	—	1,664	5,792	360	1,664	6,152	7,816	2,447	1999	2010
DukePort 4745	Industrial	—	834	3,751	370	834	4,121	4,955	1,301	1999	2010
DukePort 13201	Industrial	—	2,475	5,459	2,062	2,475	7,521	9,996	2,690	2001	2010
<b>Brooklyn Park, Minnesota</b>											
7300 Northland Drive	Industrial	—	700	5,289	685	703	5,971	6,674	2,913	1999	1998
Crosstown North 9201	Industrial	—	835	4,479	1,540	1,121	5,733	6,854	2,840	1998	1999
Crosstown North 8400	Industrial	—	2,079	5,011	2,147	2,233	7,004	9,237	3,316	1999	1999
Crosstown North 9100	Industrial	—	1,079	3,754	1,008	1,166	4,675	5,841	2,137	2000	2000
Crosstown North 9200	Industrial	—	2,723	2,798	2,664	2,723	5,462	8,185	3,011	2005	2005
Crosstown North 7601	Industrial	—	4,564	7,472	1,228	4,564	8,700	13,264	4,471	2005	2005

<b>Brookshire, Texas</b>											
Katy 90	Industrial	—	23,245	50,678	—	23,245	50,678	73,923	2,048	2018	2018
<b>Buena Park, California</b>											
6280 Artesia Boulevard	Industrial	—	28,582	5,010	467	28,582	5,477	34,059	368	2005	2017
<b>Carol Stream, Illinois</b>											
Carol Stream 815	Industrial	—	3,037	11,338	2,029	3,037	13,367	16,404	5,190	2004	2003

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Carol Stream 640	Industrial	—	1,095	3,200	454	1,095	3,654	4,749	1,249	1998	2010
Carol Stream 370	Industrial	—	1,556	6,193	689	1,569	6,869	8,438	2,320	2002	2010
250 Kehoe Boulevard	Industrial	—	1,715	7,552	250	1,715	7,802	9,517	2,141	2008	2011
Carol Stream 720	Industrial	—	4,031	17,759	1,019	4,751	18,058	22,809	5,065	1999	2011
<b>Carteret, New Jersey</b>											
900 Federal Blvd.	Industrial	—	2,088	24,712	7	2,088	24,719	26,807	1,324	2017	2017
<b>Chino, California</b>											
13799 Monte Vista	Industrial	—	14,046	8,236	2,230	14,046	10,466	24,512	4,533	2013	2013
<b>Cincinnati, Ohio</b>											
311 Elm Street - Leasehold Improvements	Office	—	—	4,774	1,995	—	6,769	6,769	6,267	1986	1993
Kenwood Commons 8230	Office	790	638	42	1,549	638	1,591	2,229	811	1986	1993
Kenwood Commons 8280	Office	1,410	638	462	1,579	638	2,041	2,679	865	1986	1993
World Park 5389	Industrial	—	1,133	5,550	1,055	1,133	6,605	7,738	1,859	1994	2010
World Park 5232	Industrial	—	1,268	5,104	120	1,268	5,224	6,492	1,662	1997	2010
World Park 5399	Industrial	—	870	5,251	787	870	6,038	6,908	1,949	1998	2010
World Park 9655	Industrial	—	1,605	10,213	185	1,605	10,398	12,003	3,253	1998	2010
World Park 5265	Industrial	—	2,492	11,905	4,632	2,492	16,537	19,029	5,021	1999	2010
World Park 9955	Industrial	—	533	2,531	354	533	2,885	3,418	1,043	1998	2010
<b>City of Industry, California</b>											
825 Ajax Ave	Industrial	—	38,930	27,627	8,065	38,930	35,692	74,622	1,614	2017	2017
<b>College Station, Texas</b>											
Baylor College Station MOB	Medical Office	—	5,551	33,770	4,146	5,551	37,916	43,467	11,243	2013	2013
<b>Columbus, Ohio</b>											
RGLP Intermodal North 9224	Industrial	—	1,550	19,873	535	1,550	20,408	21,958	1,626	2016	2016
RGLP Intermodal S 9799	Industrial	—	13,065	46,850	—	13,065	46,850	59,915	355	2018	2018

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Coppell, Texas											
Freeport X	Industrial	—	8,198	13,184	3,597	8,198	16,781	24,979	12,424	2004	2004
Point West 400	Industrial	—	10,181	14,455	8,974	10,475	23,135	33,610	12,109	2008	2008
Point West 240	Industrial	—	6,785	11,746	7,990	7,402	19,119	26,521	11,170	2008	2008
Samsung Pkg Lot-PWT7	Grounds	—	117	—	—	117	—	117	—	n/a	2009
Point West 120	Industrial	—	3,267	8,695	1,019	3,267	9,714	12,981	2,669	2015	2015
Corona, California											
1283 Sherborn Street	Industrial	—	8,677	16,753	57	8,677	16,810	25,487	6,910	2005	2011
Cranbury, New Jersey											
311 Half Acre Road	Industrial	—	6,600	14,636	—	6,600	14,636	21,236	3,613	2004	2013
315 Half Acre Road	Industrial	—	14,100	30,084	—	14,100	30,084	44,184	7,329	2004	2013
Davenport, Florida											
Park 27 Distribution 210	Industrial	—	1,143	5,052	489	1,198	5,486	6,684	2,151	2003	2003
Park 27 Distribution 220	Industrial	—	4,374	5,066	5,850	4,502	10,788	15,290	4,978	2007	2007
Davie, Florida											
Westport Business Park 2555	Industrial	—	1,200	1,276	81	1,200	1,357	2,557	655	1991	2011
Westport Business Park 2501	Industrial	—	1,088	779	245	1,088	1,024	2,112	517	1991	2011
Westport Business Park 2525	Industrial	—	2,363	5,796	1,063	2,363	6,859	9,222	2,080	1991	2011
Deer Park, Texas											
801 Seaco Court	Industrial	—	2,331	4,673	632	2,331	5,305	7,636	1,441	2006	2012
Des Moines, Washington											
21202 24th Ave South	Industrial	—	18,720	36,496	—	18,720	36,496	55,216	129	2018	2018
21402 24th Ave South	Industrial	—	18,970	31,048	—	18,970	31,048	50,018	117	2018	2018
Duluth, Georgia											
Sugarloaf 2775	Industrial	—	560	4,340	882	560	5,222	5,782	2,524	1997	1999
Sugarloaf 3079	Industrial	—	776	4,536	3,214	776	7,750	8,526	3,682	1998	1999
Sugarloaf 2855	Industrial	—	765	2,618	1,831	765	4,449	5,214	2,011	1999	1999
Sugarloaf 6655	Industrial	—	1,651	6,811	1,079	1,651	7,890	9,541	3,769	1998	2001
2625 Pinemeadow Court	Industrial	—	861	3,122	248	861	3,370	4,231	1,094	1994	2010
2660 Pinemeadow Court	Industrial	—	540	2,234	302	540	2,536	3,076	1,156	1996	2010
2450 Satellite Boulevard	Industrial	—	556	1,897	442	556	2,339	2,895	835	1994	2010



**DuPont,  
Washington**

2700 Center Drive	Industrial	—	34,413	37,943	520	34,582	38,294	72,876	11,354	2013	2013
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**Durham, North  
Carolina**

Centerpoint Raleigh 1805	Industrial	—	4,110	10,343	5,060	4,110	15,403	19,513	4,265	2000	2011
Centerpoint Raleigh 1757	Industrial	—	2,998	8,722	—	2,998	8,722	11,720	2,399	2007	2011

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Eagan, Minnesota											
Apollo 920	Industrial	—	866	3,234	2,094	895	5,299	6,194	2,765	1997	1997
Apollo 940	Industrial	—	474	2,114	783	474	2,897	3,371	1,296	2000	2000
Apollo 950	Industrial	—	1,432	5,988	131	1,432	6,119	7,551	2,849	2000	2000
2015 Silver Bell Road	Industrial	—	1,740	4,457	2,857	1,740	7,314	9,054	3,762	1999	1999
Trapp 1279	Industrial	2,287	671	3,441	932	691	4,353	5,044	2,067	1996	1998
Trapp 1245	Industrial	4,084	1,250	5,431	1,606	1,250	7,037	8,287	3,553	1998	1998
Earth City, Missouri											
Corporate Trail 3655	Industrial	—	2,850	4,597	2,526	2,875	7,098	9,973	3,948	2006	2006
East Point, Georgia											
Camp Creek 1400	Industrial	—	561	1,833	2,238	565	4,067	4,632	2,023	1988	2001
Camp Creek 1800	Industrial	—	462	1,939	1,374	465	3,310	3,775	1,431	1989	2001
Camp Creek 2000	Industrial	—	395	2,147	1,142	398	3,286	3,684	1,915	1989	2001
Camp Creek 2400	Industrial	—	296	1,007	2,279	300	3,282	3,582	1,534	1988	2001
Camp Creek 2600	Industrial	—	364	853	1,664	368	2,513	2,881	1,191	1990	2001
Camp Creek 3201	Industrial	—	4,406	7,468	5,915	6,119	11,670	17,789	8,444	2004	2004
Camp Creek 1200	Industrial	—	1,334	588	1,376	1,404	1,894	3,298	1,512	2005	2005
Camp Creek 3900	Industrial	—	1,059	2,941	2,363	1,220	5,143	6,363	2,558	2005	2005
Camp Creek 3909	Industrial	—	5,687	10,165	26,522	15,168	27,206	42,374	22,363	2014	2006
Camp Creek 4200	Industrial	—	2,065	7,044	3,647	2,438	10,318	12,756	5,466	2006	2006
Camp Creek 1000	Industrial	—	1,537	424	1,308	1,610	1,659	3,269	1,430	2006	2006
Camp Creek 3000	Industrial	—	1,163	1,020	1,479	1,258	2,404	3,662	1,472	2007	2007
Camp Creek 1100	Industrial	—	1,309	4,881	548	1,386	5,352	6,738	2,394	2008	2008
Camp Creek 4800	Industrial	—	2,476	3,906	2,242	2,740	5,884	8,624	3,018	2008	2008
Camp Creek 4100	Industrial	—	3,130	9,115	542	3,327	9,460	12,787	2,782	2013	2013
Camp Creek 3700	Industrial	—	1,878	3,842	100	1,883	3,937	5,820	1,389	2014	2014
Camp Creek 4909	Industrial	—	7,807	14,321	3,753	7,851	18,030	25,881	2,922	2016	2016
Camp Creek 3707	Industrial	—	7,282	20,538	3	7,282	20,541	27,823	2,325	2017	2017
Camp Creek 4505	Industrial	—	4,505	9,697	846	4,505	10,543	15,048	608	2017	2017
Site S Parking Lot	Grounds	—	4,469	—	—	4,469	—	4,469	—	2018	2018
Easton, Pennsylvania											
33 Logistics Park 1610	Industrial	—	24,752	55,500	1,789	24,762	57,279	82,041	10,094	2016	2016
33 Logistics Park 1611	Industrial	—	17,979	20,882	1,840	17,979	22,722	40,701	2,170	2017	2017

33 Logistics Park 1620	Industrial	—	29,786	33,023	—	29,786	33,023	62,809	1,102	2018	2018
<b>Edwardsville, Illinois</b>											
Lakeview Commerce 3965	Industrial	—	4,561	18,604	42	4,561	18,646	23,207	6,052	2006	2013

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Elk Grove Village, Illinois											
1717 Busse Road	Industrial	10,528	3,602	19,016	38	3,602	19,054	22,656	5,426	2004	2011
Ellenwood, Georgia											
2529 Old Anvil Block	Industrial	—	4,664	9,265	391	4,664	9,656	14,320	2,307	2014	2014
Fairfield, Ohio											
Union Centre Industrial 6019	Industrial	—	5,635	6,576	2,591	5,635	9,167	14,802	4,716	2008	2008
Union Centre Industrial 5855	Industrial	—	3,009	15,387	2,063	3,009	17,450	20,459	1,707	2016	2016
Fairfield Logistics Ctr 7940	Industrial	—	4,679	8,237	—	4,679	8,237	12,916	—	2018	2018
Fishers, Indiana											
Exit 5 9998	Industrial	—	581	2,561	1,034	581	3,595	4,176	1,783	1999	1999
Exit 5 9888	Industrial	—	555	2,498	1,574	555	4,072	4,627	2,010	2000	2000
Flower Mound, Texas											
Lakeside Ranch 550	Industrial	—	9,861	19,307	514	9,861	19,821	29,682	8,408	2007	2011
Fontana, California											
14970 Jurupa Ave	Grounds	—	17,306	—	—	17,306	—	17,306	571	n/a	2016
7953 Cherry Ave	Industrial	—	6,704	12,521	824	6,704	13,345	20,049	1,164	2017	2017
9988 Redwood Ave	Industrial	—	7,755	16,326	695	7,755	17,021	24,776	1,741	2016	2017
11250 Poplar Ave	Industrial	—	18,138	33,586	—	18,138	33,586	51,724	2,525	2016	2017
16171 Santa Ana Ave	Industrial	—	13,681	13,511	—	13,681	13,511	27,192	184	2018	2018
Fort Lauderdale, Florida											
Interstate 95 2200	Industrial	—	9,332	13,401	2,122	9,332	15,523	24,855	897	2017	2017
Interstate 95 2100	Industrial	—	10,948	18,681	—	10,948	18,681	29,629	1,081	2017	2017
Fort Worth, Texas											
Riverpark 3300	Industrial	—	3,975	10,748	467	3,975	11,215	15,190	5,258	2007	2011
Franklin, Tennessee											
Aspen Grove Business 277	Industrial	—	936	3,009	4,090	936	7,099	8,035	3,509	1996	1999
Aspen Grove Business 320	Industrial	—	1,151	5,860	1,630	1,151	7,490	8,641	3,633	1996	1999
Aspen Grove Business 305	Industrial	—	970	4,763	1,048	970	5,811	6,781	2,845	1998	1999
Aspen Grove Business 400	Industrial	—	492	1,677	895	492	2,572	3,064	948	2002	2002

Brentwood South Business 119	Industrial	—	569	1,120	1,481	569	2,601	3,170	1,267	1990	1999
Brentwood South Business 121	Industrial	—	445	1,581	430	445	2,011	2,456	975	1990	1999
Brentwood South Business 123	Industrial	1,389	489	962	1,312	489	2,274	2,763	1,071	1990	1999
<b>Franklin Park, Illinois</b>											
11501 West Irving Park Road	Industrial	—	3,900	2,702	1,563	3,900	4,265	8,165	1,745	2007	2007

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Fullerton, California											
500 Burning Tree Rd	Industrial	—	7,336	4,435	—	7,336	4,435	11,771	275	1991	2018
700 Burning Tree Rd	Industrial	—	5,001	4,915	—	5,001	4,915	9,916	188	1991	2018
Garden City, Georgia											
Aviation Court Land	Grounds	—	1,509	—	—	1,509	—	1,509	245	n/a	2006
Garner, North Carolina											
Greenfield North 600	Industrial	—	597	2,456	536	598	2,991	3,589	874	2006	2011

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Name	Building Type	Encumbrances	Initial Cost		Cost Capitalized Subsequent to Development or Acquisition	Gross Book Value 12/31/2018			Accum. Depr. (2)	Year Constructed/Renovated	Year Acquired
			Land	Buildings		Land/Land Imp	Bldgs/TI	Total (1)			
Greenfield North 700	Industrial	—	468	2,054	268	469	2,321	2,790	655	2007	2011
Greenfield North 800	Industrial	—	438	5,772	223	440	5,993	6,433	1,564	2004	2011
Greenfield North 900	Industrial	—	422	6,249	1,054	425	7,300	7,725	2,179	2007	2011
Greenfield North 1000	Industrial	—	1,897	6,026	14	1,897	6,040	7,937	1,137	2016	2016
Greenfield North 1001	Industrial	—	2,517	5,494	795	2,517	6,289	8,806	539	2017	2017
N. Greenfield Pkwy Ground DCLP	Grounds	—	189	222	10	189	232	421	140	n/a	2015
<b>Geneva, Illinois</b>											
1800 Averill Road	Industrial	—	3,189	11,582	7,640	4,778	17,633	22,411	4,368	2013	2011
<b>Gibson, Florida</b>											
Tampa Regional Ind Park 13111	Industrial	—	10,547	8,662	1,950	10,547	10,612	21,159	1,065	2017	2017
Tampa Regional Ind Park 13040	Industrial	—	13,184	13,477	—	13,184	13,477	26,661	276	2018	2018
<b>Glendale Heights, Illinois</b>											
990 North Avenue	Industrial	—	12,144	5,933	—	12,144	5,933	18,077	67	2018	2018
<b>Grand Prairie, Texas</b>											
Grand Lakes 4003	Industrial	—	8,106	9,969	15,231	9,595	23,711	33,306	9,708	2006	2006
Grand Lakes 3953	Industrial	—	11,853	11,864	13,364	11,853	25,228	37,081	12,139	2008	2008
1803 W. Pioneer Parkway	Industrial	—	7,381	17,615	45	7,381	17,660	25,041	8,694	2008	2011
Grand Lakes 4053	Industrial	—	2,468	6,599	—	2,468	6,599	9,067	264	2018	2018
<b>Grove City, Ohio</b>											
SouthPointe 4001	Industrial	—	844	5,171	490	844	5,661	6,505	1,833	1995	2010
SouthPointe 3901	Industrial	—	790	4,880	60	790	4,940	5,730	1,527	1996	2010
SouthPointe 3801	Industrial	—	754	6,325	282	754	6,607	7,361	2,074	1996	2010
<b>Groveport, Ohio</b>											
Groveport Commerce Center 6200	Industrial	—	1,049	6,406	2,803	1,049	9,209	10,258	5,223	1999	1999
Groveport Commerce Center 6300	Industrial	—	510	2,395	2,311	510	4,706	5,216	2,022	2000	2000
Groveport Commerce Center 6295	Industrial	—	435	5,494	2,237	435	7,731	8,166	3,522	2000	2000

Groveport Commerce Center 6405	Industrial	—	4,420	10,322	992	4,420	11,314	15,734	6,908	2005	2005
RGLP North 2842	Industrial	—	5,680	23,853	6	5,680	23,859	29,539	6,322	2008	2010
<b>Hazelwood, Missouri</b>											
Lindbergh Distribution 5801	Industrial	—	8,200	9,311	3,692	8,491	12,712	21,203	6,078	2007	2007
<b>Hebron, Kentucky</b>											
Southpark 1901	Industrial	—	779	2,859	5,402	779	8,261	9,040	3,362	1994	1994



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Southpark 2030	Industrial	—	1,085	3,853	2,422	1,085	6,275	7,360	3,555	1994	1994
Hebron 2305	Industrial	—	8,855	10,797	19,376	9,511	29,517	39,028	13,485	2006	2006
Hebron 2285	Industrial	—	6,790	6,803	4,992	6,813	11,772	18,585	6,137	2007	2007
Skyport 2350	Industrial	—	1,057	5,876	92	1,057	5,968	7,025	1,855	1997	2010
Skyport 2250	Industrial	—	1,400	8,771	399	1,400	9,170	10,570	2,854	1998	2010
Skyport 2245	Industrial	—	2,016	8,512	619	2,016	9,131	11,147	2,970	2000	2010
Skyport 2265	Industrial	—	2,878	6,038	838	2,878	6,876	9,754	3,483	2006	2010
Southpark 1961	Industrial	—	553	1,534	495	553	2,029	2,582	785	1990	2010
Southpark 2053	Industrial	—	755	3,904	112	755	4,016	4,771	1,437	1991	2010
Southpark 1990	Industrial	—	366	8,344	—	366	8,344	8,710	872	2016	2016
<b>Hialeah, Florida</b>											
Countyline Corporate Park 3740	Industrial	—	18,934	11,612	—	18,934	11,612	30,546	541	2018	2018
Countyline Corporate Park 3780	Industrial	—	21,445	22,144	—	21,445	22,144	43,589	709	2018	2018
Countyline Corporate Park 3760	Industrial	—	32,802	52,633	—	32,802	52,633	85,435	1,454	2018	2018
Countyline Corporate Park 3840	Industrial	—	15,906	15,453	—	15,906	15,453	31,359	—	2018	2018
<b>Hialeah Gardens, Florida</b>											
Miami Ind Logistics Ctr 15002	Industrial	—	10,671	14,071	1,349	10,671	15,420	26,091	1,260	2017	2017
Miami Ind Logistics Ctr 14802	Industrial	—	10,800	14,236	284	10,800	14,520	25,320	1,190	2017	2017
Miami Ind Logistics Ctr 10701	Industrial	—	13,048	17,204	2,608	13,048	19,812	32,860	1,686	2017	2017
<b>Hopkins, Minnesota</b>											
Cornerstone 401	Industrial	—	1,454	7,623	2,637	1,454	10,260	11,714	5,051	1996	1997
<b>Houston, Texas</b>											
Point North 8210	Industrial	—	3,125	2,178	2,675	3,125	4,853	7,978	2,811	2008	2008
Point North 8120	Industrial	—	4,210	5,651	4,321	4,581	9,601	14,182	5,303	2013	2013
Point North 8111	Industrial	—	3,957	15,093	640	3,957	15,733	19,690	3,141	2014	2014
Point North 8411	Industrial	—	5,333	6,946	1,971	5,333	8,917	14,250	2,040	2015	2015
Westland 8323	Industrial	—	4,183	3,074	3,397	4,233	6,421	10,654	3,929	2008	2008
Westland 13788	Industrial	—	3,246	8,338	857	3,246	9,195	12,441	3,672	2011	2011
Gateway Northwest 20710	Industrial	—	7,204	8,028	4,167	7,204	12,195	19,399	2,911	2014	2014

Gateway Northwest 20702	Industrial	—	2,981	3,122	1,426	2,981	4,548	7,529	1,281	2014	2014
Gateway Northwest 20502	Industrial	—	2,987	5,342	21	2,987	5,363	8,350	1,021	2016	2016
22008 N Berwick Drive	Industrial	—	2,981	4,949	—	2,981	4,949	7,930	749	2002	2015
Gateway Northwest 20510	Industrial	—	6,787	11,501	—	6,787	11,501	18,288	338	2018	2018
<b>Huntley, Illinois</b>											
14100 Weber Drive	Industrial	—	7,539	34,069	58	7,539	34,127	41,666	4,415	2015	2015

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Hutchins, Texas											
801 Wintergreen Road	Industrial	6,044	5,290	9,184	2,683	5,290	11,867	17,157	6,820	2006	2006
Prime Pointe 1005	Industrial	—	5,865	19,420	59	5,865	19,479	25,344	2,552	2016	2016
Prime Pointe 1015	Industrial	—	8,356	16,319	—	8,356	16,319	24,675	647	2018	2018
Indianapolis, Indiana											
Park 100 5550	Industrial	—	1,171	12,641	821	1,424	13,209	14,633	7,587	1997	1995
Park 100 8250	Industrial	—	273	4,399	4,788	273	9,187	9,460	5,378	1995	1994
Park 100 8260	Industrial	—	103	1,488	945	103	2,433	2,536	1,477	1995	1995
Park 100 8236	Industrial	—	96	1,280	722	96	2,002	2,098	1,223	1995	1995
Park 100 5425	Industrial	—	1,120	2,419	540	1,120	2,959	4,079	1,708	2005	2005
Hewlett-Packard Land Lease	Grounds	—	146	—	—	146	—	146	—	n/a	2003
Park 100 Bldg 121 Land Lease	Grounds	—	3	—	—	3	—	3	—	n/a	2003
West 79th St. Parking Lot LL	Grounds	—	350	—	699	1,049	—	1,049	720	n/a	2006
PWW Granite City Lease	Grounds	—	1,846	856	143	1,989	856	2,845	999	2008	2009
North Airport Park 7750	Industrial	—	1,800	4,343	743	1,800	5,086	6,886	1,637	1997	2010
Park 100 5010	Industrial	—	690	1,687	674	690	2,361	3,051	918	1984	2010
Park 100 5134	Industrial	—	642	2,057	198	642	2,255	2,897	798	1984	2010
Park 100 5012	Industrial	—	616	279	547	642	800	1,442	288	1986	2010

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Park 100 5302	Industrial	—	427	1,257	451	427	1,708	2,135	718	1989	2010
Park 100 5303	Industrial	—	427	1,805	372	427	2,177	2,604	800	1989	2010
Park 100 5355	Industrial	—	1,136	6,492	1,912	1,136	8,404	9,540	3,258	1989	2010
Park 100 5110	Industrial	—	1,070	4,904	556	1,070	5,460	6,530	1,732	1994	2010
Park 100 7225	Industrial	—	1,152	13,458	824	1,152	14,282	15,434	4,219	1996	2010
Park 100 4925	Industrial	—	1,280	8,588	2,410	1,280	10,998	12,278	3,292	2000	2010
Park 100 7520	Industrial	—	1,680	10,703	546	1,680	11,249	12,929	3,400	1997	2010
Kutztown, Pennsylvania											
West Hills 9645	Industrial	—	15,340	47,981	574	15,340	48,555	63,895	9,782	2014	2014
West Hills 9677	Industrial	—	5,218	13,029	68	5,218	13,097	18,315	2,428	2015	2015
La Miranda, California											
16501 Trojan Way	Industrial	—	23,503	33,342	125	23,503	33,467	56,970	10,303	2002	2012
16301 Trojan Way	Industrial	—	39,645	22,172	—	39,645	22,172	61,817	717	2018	2018
Lancaster, Texas											
Lancaster 2820	Industrial	—	9,786	22,425	—	9,786	22,425	32,211	502	2018	2018
LaPorte, Texas											
Bayport Container Lot	Grounds	—	3,334	—	1,041	4,375	—	4,375	—	n/a	2010
Lawrenceville, Georgia											
175 Alcovy Industrial Road	Industrial	—	3,974	2,935	84	3,982	3,011	6,993	3,389	2004	2004
Lebanon, Indiana											
Lebanon Park 185	Industrial	—	177	8,664	1,562	177	10,226	10,403	5,044	2000	1997
Lebanon Park 322	Industrial	—	340	6,499	1,381	340	7,880	8,220	3,910	1999	1999
Lebanon Park 400	Industrial	—	1,517	11,174	944	1,517	12,118	13,635	4,780	2003	2003
Lebanon Park 420	Industrial	—	561	3,816	684	561	4,500	5,061	1,866	2003	2003
Lebanon Park 500	Industrial	—	2,813	10,741	2,759	2,813	13,500	16,313	6,529	2005	2005
Lebanon Park 210	Industrial	—	312	3,568	211	312	3,779	4,091	1,304	1996	2010
Lebanon Park 121	Industrial	—	948	19,008	7,831	1,268	26,519	27,787	7,169	2014	2010
Lebanon Park 311	Industrial	—	699	7,847	634	699	8,481	9,180	2,845	1998	2010
Lebanon, Tennessee											
Park 840 West 14840	Industrial	—	6,776	8,460	6,000	6,776	14,460	21,236	8,576	2006	2006
Park 840 East 1009	Industrial	—	7,731	14,854	990	7,852	15,723	23,575	6,296	2013	2013
Linden, New Jersey											
Legacy Commerce Center 801	Industrial	—	22,134	23,645	3,852	22,134	27,497	49,631	5,166	2014	2014

Legacy Commerce Center 301	Industrial	—	6,933	8,575	168	6,933	8,743	15,676	1,547	2015	2015
Legacy Commerce Center 901	Industrial	—	25,935	19,806	2,295	25,937	22,099	48,036	3,020	2016	2016

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1600 North 25th Avenue	Industrial	—	5,907	17,516	198	5,907	17,714	23,621	5,628	2000	2010
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Miami, Florida											
9601 NW 112 Avenue	Industrial	—	11,626	14,651	8	11,626	14,659	26,285	3,545	2003	2013
Minooka, Illinois											
Midpoint Distribution 801	Industrial	—	6,282	33,196	386	6,282	33,582	39,864	7,704	2008	2013
Modesto, California											
1000 Oates Court	Industrial	—	10,115	16,944	152	10,115	17,096	27,211	5,497	2002	2012
Moreno Valley, California											
17791 Perris Boulevard	Industrial	—	67,806	74,531	—	67,806	74,531	142,337	3,510	2014	2017
15810 Heacock Street	Industrial	—	9,727	18,882	178	9,727	19,060	28,787	940	2017	2017
Morgans Point, Texas											
Barbours Cut 1200	Industrial	—	1,482	8,209	44	1,482	8,253	9,735	3,221	2004	2010
Barbours Cut 1000	Industrial	—	1,447	8,471	123	1,447	8,594	10,041	3,336	2005	2010
Morrisville, North Carolina											
Perimeter Park 3000	Industrial	—	482	2,053	1,471	491	3,515	4,006	1,749	1989	1999
Perimeter Park 2900	Industrial	—	235	1,314	1,584	241	2,892	3,133	1,379	1990	1999
Perimeter Park 2800	Industrial	—	777	4,171	1,392	791	5,549	6,340	2,746	1992	1999
Perimeter Park 2700	Industrial	—	662	1,081	2,229	662	3,310	3,972	1,369	2001	2001
Woodlake 100	Industrial	—	633	3,200	2,076	1,132	4,777	5,909	2,088	1994	1999
Woodlake 101	Industrial	—	615	3,916	502	615	4,418	5,033	2,094	1997	1999
Woodlake 200	Industrial	—	357	3,835	883	357	4,718	5,075	2,262	1999	1999
Woodlake 501	Industrial	—	640	5,477	427	640	5,904	6,544	2,836	1999	1999
Woodlake 1000	Industrial	—	514	2,782	545	514	3,327	3,841	1,312	1996	2002
Woodlake 1200	Industrial	—	740	4,174	624	740	4,798	5,538	1,954	1996	2002
Woodlake 400	Industrial	—	908	1,055	454	908	1,509	2,417	1,081	2004	2004
Myerstown, Pennsylvania											
Central Logistics Park 53	Industrial	—	24,251	24,366	—	24,251	24,366	48,617	808	2018	2018
Naperville, Illinois											
1835 Jefferson	Industrial	—	2,209	7,921	348	2,213	8,265	10,478	2,989	2005	2003
175 Ambassador Drive	Industrial	—	4,778	11,252	11	4,778	11,263	16,041	4,083	2006	2010
1860 West Jefferson	Industrial	10,537	7,016	35,581	88	7,016	35,669	42,685	11,243	2000	2012



Nashville, Tennessee											
Airpark East 800	Industrial	2,205	1,564	2,194	1,593	1,564	3,787	5,351	1,611	2002	2002
Nashville Business 3300	Industrial	—	936	4,794	1,586	936	6,380	7,316	3,097	1997	1999
Nashville Business 3438	Industrial	—	5,659	8,165	2,101	5,659	10,266	15,925	5,790	2005	2005
Four-Forty Business 700	Industrial	—	938	6,354	647	938	7,001	7,939	3,339	1997	1999

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Four-Forty Business 684	Industrial	—	1,812	6,686	2,150	1,812	8,836	10,648	4,287	1998	1999
Four-Forty Business 782	Industrial	—	1,522	4,824	1,653	1,522	6,477	7,999	3,110	1997	1999
Four-Forty Business 784	Industrial	—	471	2,153	1,749	471	3,902	4,373	1,899	1999	1999
Four-Forty Business 701	Industrial	—	1,108	4,826	80	1,108	4,906	6,014	1,453	1996	2010
<b>Northlake, Illinois</b>											
Northlake Distribution 635	Industrial	—	5,721	9,020	1,011	5,721	10,031	15,752	4,004	2002	2002
Northlake Distribution 599	Industrial	—	5,382	5,685	3,568	5,382	9,253	14,635	4,441	2006	2006
200 Champion Way	Industrial	—	3,554	11,528	760	3,554	12,288	15,842	3,118	1997	2011
<b>Orange, California</b>											
210 W Baywood Ave	Industrial	—	5,066	4,515	—	5,066	4,515	9,581	107	1989	2018
<b>Orlando, Florida</b>											
2502 Lake Orange	Industrial	—	2,331	3,327	155	2,331	3,482	5,813	1,446	2003	2003

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Parksouth Distribution 2500	Industrial	—	565	4,360	2,057	570	6,412	6,982	2,833	1996	1999
Parksouth Distribution 2490	Industrial	—	493	4,170	992	498	5,157	5,655	2,602	1997	1999
Parksouth Distribution 2491	Industrial	—	593	3,151	1,349	597	4,496	5,093	2,030	1998	1999
Parksouth Distribution 9600	Industrial	—	649	4,260	1,223	653	5,479	6,132	2,780	1997	1999
Parksouth Distribution 9550	Industrial	—	1,030	4,350	2,896	1,035	7,241	8,276	3,136	1999	1999
Parksouth Distribution 2481	Industrial	—	725	2,539	1,461	730	3,995	4,725	1,948	2000	2000
Parksouth Distribution 9592	Industrial	—	623	1,646	155	623	1,801	2,424	717	2003	2003
Crossroads Business Park 301	Industrial	—	2,803	2,804	4,149	2,803	6,953	9,756	3,199	2006	2006
Crossroads Business Park 601	Industrial	—	2,701	3,980	2,073	2,701	6,053	8,754	2,920	2007	2007
7133 Municipal Drive	Industrial	—	5,817	6,833	—	5,817	6,833	12,650	258	2018	2018
Otsego, Minnesota											
Gateway North 6035	Industrial	—	2,243	3,950	1,262	2,287	5,168	7,455	3,009	2007	2007
Gateway North 6301	Industrial	—	1,543	6,515	6,009	2,783	11,284	14,067	1,388	2015	2015
Gateway North 6651	Industrial	—	3,667	16,249	129	3,748	16,297	20,045	2,575	2015	2015
Gateway North 6701	Industrial	—	3,266	11,653	186	3,374	11,731	15,105	2,260	2014	2014
Gateway North 6651 Exp Land	Grounds	—	1,521	—	—	1,521	—	1,521	244	n/a	2016
Pasadena, Texas											
Interport 13001	Industrial	—	5,715	30,961	673	5,715	31,634	37,349	6,700	2007	2013
Bayport 4035	Industrial	—	3,772	10,255	63	3,772	10,318	14,090	584	2008	2017
Bayport 4331	Industrial	—	7,638	30,213	46	7,638	30,259	37,897	1,840	2008	2017
Perris, California											
3500 Indian Avenue	Industrial	—	16,210	27,759	8,999	18,752	34,216	52,968	6,165	2015	2015
3300 Indian Avenue	Industrial	—	39,012	43,280	1,942	39,063	45,171	84,234	5,850	2017	2017
Plymouth, Minnesota											
Waterford Innovation Center	Industrial	—	2,689	9,897	26	2,689	9,923	12,612	863	2017	2017
Pomona, California											

1589 E 9th St.	Industrial	—	7,386	15,515	359	7,386	15,874	23,260	1,850	2016	2017
<b>Perth Amboy, New Jersey</b>											
ePort 960	Industrial	—	14,425	23,463	1,486	14,425	24,949	39,374	1,278	2017	2017
ePort 980	Industrial	—	43,778	87,019	31	43,778	87,050	130,828	4,617	2017	2017
ePort 1000	Industrial	—	19,726	41,229	972	19,726	42,201	61,927	2,074	2017	2017

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Plainfield, Indiana											
Plainfield 1551	Industrial	—	1,097	7,772	10,768	1,097	18,540	19,637	6,212	2000	2000
Plainfield 1581	Industrial	—	1,094	7,279	2,231	1,094	9,510	10,604	4,335	2000	2000
Plainfield 2209	Industrial	—	2,016	8,717	2,740	2,016	11,457	13,473	4,503	2002	2002
Plainfield 1390	Industrial	—	2,726	5,932	1,279	2,726	7,211	9,937	4,329	2004	2004
Plainfield 2425	Industrial	—	4,527	10,924	1,711	4,527	12,635	17,162	6,034	2006	2006
Home Depot trailer parking lot	Grounds	—	311	—	—	311	—	311	—	2018	2018
AllPoints Midwest Bldg. 1	Industrial	—	6,692	52,271	1,428	6,692	53,699	60,391	6,296	2008	2016
AllPoints Midwest Bldg. 4	Industrial	—	4,111	9,943	—	4,111	9,943	14,054	4,151	2012	2013
Pompano Beach, Florida											
Atlantic Business 1700	Industrial	—	3,165	8,821	1,877	3,165	10,698	13,863	3,386	2000	2010
Atlantic Business 1800	Industrial	—	2,663	8,581	1,175	2,663	9,756	12,419	3,409	2001	2010
Atlantic Business 1855	Industrial	—	2,764	8,162	204	2,764	8,366	11,130	2,531	2001	2010
Atlantic Business 2022	Industrial	—	1,804	5,885	41	1,804	5,926	7,730	1,783	2002	2010
Atlantic Business 1914	Industrial	—	1,834	5,339	31	1,834	5,370	7,204	1,641	2002	2010
Atlantic Business 2003	Industrial	—	1,980	5,918	1,233	1,980	7,151	9,131	2,584	2002	2010
Atlantic Business 1901	Industrial	—	1,995	6,257	540	1,995	6,797	8,792	2,301	2004	2010
Atlantic Business 2200	Industrial	—	1,999	6,034	851	1,999	6,885	8,884	2,180	2004	2010
Atlantic Business 2100	Industrial	—	1,988	6,130	36	1,988	6,166	8,154	1,860	2002	2010
Atlantic Business 2201	Industrial	—	2,194	4,171	205	2,194	4,376	6,570	1,466	2005	2010
Atlantic Business 2101	Industrial	—	2,066	6,682	85	2,066	6,767	8,833	2,041	2004	2010
Atlantic Business 2103	Industrial	—	1,616	3,634	162	1,616	3,796	5,412	1,235	2005	2010
Copans Business Park 1571	Industrial	—	1,710	3,653	259	1,710	3,912	5,622	1,259	1989	2010
Copans Business Park 1521	Industrial	—	1,781	3,263	404	1,781	3,667	5,448	1,286	1989	2010
Park Central 3250	Industrial	—	1,688	1,997	116	1,688	2,113	3,801	811	1999	2010
Park Central 3760	Industrial	—	3,098	2,567	1,641	3,098	4,208	7,306	1,467	1995	2010
Pompano Commerce Center 2901	Industrial	—	3,250	5,206	886	3,250	6,092	9,342	3,400	2010	2010
Pompano Commerce Center 3101	Industrial	—	2,905	4,670	486	2,916	5,145	8,061	1,252	2015	2015
Pompano Commerce Center 2951	Industrial	—	3,250	5,704	47	3,250	5,751	9,001	3,196	2010	2010

Pompano Commerce Center 3151	Industrial	—	2,897	3,939	1,249	2,908	5,177	8,085	969	2015	2015
Sample 95 Business Park 3101	Industrial	—	3,300	6,355	371	3,300	6,726	10,026	2,271	1999	2010
Sample 95 Business Park 3001	Industrial	—	2,963	6,135	198	2,963	6,333	9,296	1,967	1999	2011
Sample 95 Business Park 3035	Industrial	—	3,713	4,288	362	3,713	4,650	8,363	1,701	1999	2011

**Duke Realty Corporation and Duke Realty Limited Partnership**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2018**  
(in thousands)

**Schedule III**

Name	Building Type	Encumbrances	Initial Cost		Cost Capitalized Subsequent to Development or Acquisition	Gross Book Value 12/31/2018			Accum. Depr. (2)	Year Constructed/Renovated	Year Acquired
			Land	Buildings		Land/Land Imp	Bldgs/TI	Total (1)			
Sample 95 Business Park 3135	Industrial	—	1,688	5,035	837	1,688	5,872	7,560	1,875	1999	2010
Copans Business Park 1551	Industrial	—	1,856	3,151	1,303	1,856	4,454	6,310	1,710	1989	2011
Copans Business Park 1501	Industrial	—	1,988	3,367	234	1,988	3,601	5,589	1,163	1989	2011
Park Central 1700	Industrial	—	4,136	6,407	814	4,136	7,221	11,357	2,470	1998	2011
Park Central 2101	Industrial	—	2,696	6,170	832	2,696	7,002	9,698	2,484	1998	2011
Park Central 3300	Industrial	—	1,635	2,855	379	1,635	3,234	4,869	1,092	1996	2011
Park Central 100	Industrial	—	1,500	2,129	863	1,500	2,992	4,492	1,214	1998	2011
Park Central 1300	Industrial	—	2,438	3,021	2,299	2,438	5,320	7,758	1,874	1997	2011
<b>Port Wentworth, Georgia</b>											
318 Grange Road	Industrial	—	880	4,131	916	880	5,047	5,927	1,581	2001	2006
246 Grange Road	Industrial	3,270	1,124	7,486	53	1,124	7,539	8,663	2,568	2006	2006
100 Logistics Way	Industrial	6,047	2,306	11,085	2,279	2,336	13,334	15,670	4,523	2006	2006
500 Expansion Boulevard	Industrial	2,720	649	5,842	216	649	6,058	6,707	1,759	2006	2008
400 Expansion Boulevard	Industrial	—	1,636	13,194	665	1,636	13,859	15,495	3,763	2007	2008
605 Expansion Boulevard	Industrial	—	1,615	6,893	67	1,615	6,960	8,575	1,991	2007	2008
405 Expansion Boulevard	Industrial	1,739	535	3,192	111	535	3,303	3,838	819	2008	2009
600 Expansion Boulevard	Industrial	4,978	1,248	9,392	33	1,248	9,425	10,673	2,392	2008	2009
602 Expansion Boulevard	Industrial	—	1,840	10,981	78	1,859	11,040	12,899	2,713	2009	2009
<b>Raleigh, North Carolina</b>											
Walnut Creek 540	Industrial	—	419	1,651	826	419	2,477	2,896	1,022	2001	2001
Walnut Creek 4000	Industrial	—	456	2,078	451	456	2,529	2,985	1,098	2001	2001
Walnut Creek 3080	Industrial	—	679	2,766	1,495	679	4,261	4,940	1,684	2001	2001
Walnut Creek 3070	Industrial	—	2,038	1,460	1,514	2,083	2,929	5,012	2,347	2004	2004
Walnut Creek 3071	Industrial	—	1,718	2,746	657	1,718	3,403	5,121	1,824	2008	2008
<b>Rancho Cucamonga, California</b>											
9189 Utica Ave	Industrial	—	5,794	12,646	265	5,794	12,911	18,705	1,243	2016	2017

Rancho Dominguez, California											
18700 Laurel Park Rd	Industrial	—	8,080	2,987	230	8,212	3,085	11,297	242	1971	2017
Redlands, California											
2300 W. San Bernadino Ave	Industrial	—	20,031	18,835	1,308	20,031	20,143	40,174	6,184	2001	2013



Duke Realty Corporation and Duke Realty Limited Partnership  
Real Estate and Accumulated Depreciation  
December 31, 2018  
(in thousands)

Schedule III

Name	Building Type	Encumbrances	Initial Cost		Cost Capitalized Subsequent to Development or Acquisition	Gross Book Value 12/31/2018			Accum. Depr. (2)	Year Constructed/Renovated	Year Acquired
			Land	Buildings		Land/Land Imp	Bldgs/TI	Total (1)			
Romeoville, Illinois											
875 W. Crossroads Parkway	Industrial	—	6,433	7,400	1,876	6,433	9,276	15,709	5,517	2005	2005
Crossroads 1255	Industrial	—	2,938	9,320	2,667	2,938	11,987	14,925	4,025	1999	2010
Crossroads 801	Industrial	—	5,296	6,133	306	5,296	6,439	11,735	5,548	2009	2010
1341-1343 Enterprise Drive	Industrial	—	3,076	12,660	462	3,076	13,122	16,198	2,089	2015	2015
50-56 N. Paragon	Industrial	—	3,985	5,433	1,202	3,985	6,635	10,620	604	2017	2017
Roseville, Minnesota											
2215 Highway 36 West	Industrial	—	1,655	5,944	1,071	1,655	7,015	8,670	2,407	1998	2011
2420 Long Lake Road	Industrial	—	1,373	4,135	1,043	1,373	5,178	6,551	1,568	2000	2011
Savannah, Georgia											
198 Gulfstream	Industrial	—	549	3,661	310	549	3,971	4,520	1,359	1997	2006
194 Gulfstream	Industrial	—	412	2,372	190	412	2,562	2,974	874	1998	2006
190 Gulfstream	Industrial	—	689	4,142	361	689	4,503	5,192	1,541	1999	2006
250 Grange Road	Industrial	—	884	7,776	27	884	7,803	8,687	2,645	2002	2006
248 Grange Road	Industrial	—	613	3,180	8	613	3,188	3,801	1,113	2002	2006
163 Portside Court	Industrial	—	8,433	7,746	48	8,433	7,794	16,227	5,295	2004	2006
151 Portside Court	Industrial	—	966	7,117	750	966	7,867	8,833	2,687	2003	2006
175 Portside Court	Industrial	7,017	4,300	13,344	2,439	5,782	14,301	20,083	5,675	2005	2006

**Duke Realty Corporation and Duke Realty Limited Partnership**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2018**  
(in thousands)

**Schedule III**

Name	Building Type	Encumbrances	Initial Cost		Cost Capitalized Subsequent to Development or Acquisition	Gross Book Value 12/31/2018			Accum. Depr. (2)	Year Constructed/Renovated	Year Acquired
			Land	Buildings		Land/Land Imp	Bldgs/TI	Total (1)			
235 Jimmy Deloach Parkway	Industrial	—	1,074	7,201	1,307	1,187	8,395	9,582	2,906	2001	2006
239 Jimmy Deloach Parkway	Industrial	—	1,074	6,435	675	1,074	7,110	8,184	2,409	2001	2006
246 Jimmy Deloach Parkway	Industrial	1,987	992	4,878	141	992	5,019	6,011	1,758	2006	2006
200 Logistics Way	Industrial	4,192	878	9,274	322	883	9,591	10,474	2,717	2006	2008
2509 Dean Forest Road	Industrial	—	2,392	7,572	2,432	2,960	9,436	12,396	3,920	2008	2011
<b>Sea Brook, Texas</b>											
Bayport Logistics 5300	Industrial	—	2,629	13,284	152	2,629	13,436	16,065	5,455	2009	2010
Bayport Logistics 5801	Industrial	—	5,116	7,663	121	5,116	7,784	12,900	1,654	2015	2015
<b>Shakopee, Minnesota</b>											
3880 4th Avenue East	Industrial	—	1,496	6,102	67	1,522	6,143	7,665	1,822	2000	2011
Gateway South 2301	Industrial	—	2,648	11,898	1	2,648	11,899	14,547	1,282	2016	2016
Gateway South 2101	Industrial	—	4,273	16,717	—	4,273	16,717	20,990	1,162	2017	2017
<b>Sharonville, Ohio</b>											
Mosteller 11400	Industrial	—	408	2,705	3,602	408	6,307	6,715	2,627	1997	1997
<b>South Brunswick, New Jersey</b>											
10 Broadway Road	Industrial	—	15,168	13,916	1,226	15,168	15,142	30,310	1,240	2017	2017
377-387 Davidsons Mill Road	Industrial	—	3,001	36,527	93	3,001	36,620	39,621	2,335	2016	2017
<b>St. Peters, Missouri</b>											
Premier 370 Bus Park 2001	Industrial	—	8,709	25,696	—	8,709	25,696	34,405	2,678	2017	2017
Premier 370 Bus Park 2000	Industrial	—	4,361	11,998	—	4,361	11,998	16,359	954	2017	2017
Premier 370 Bus Park 1000	Industrial	—	4,563	9,805	718	4,563	10,523	15,086	792	2017	2017
<b>Stafford, Texas</b>											
10225 Mula Road	Industrial	—	3,502	3,546	3,390	3,502	6,936	10,438	3,926	2008	2008
<b>Sterling, Virginia</b>											
TransDulles Centre 22601	Industrial	—	1,700	5,001	602	1,700	5,603	7,303	1,195	2004	2016
TransDulles Centre 22620	Industrial	—	773	1,957	6	773	1,963	2,736	433	1999	2016
TransDulles Centre 22626	Industrial	—	1,544	4,055	144	1,544	4,199	5,743	1,006	1999	2016
TransDulles Centre 22633	Industrial	—	702	1,657	47	702	1,704	2,406	398	2004	2016

TransDulles Centre 22635	Industrial	—	1,753	4,336	6	1,753	4,342	6,095	1,044	1999	2016
TransDulles Centre 22645	Industrial	—	1,228	3,411	38	1,228	3,449	4,677	761	2005	2016
TransDulles Centre 22714	Industrial	—	3,973	3,535	1,185	3,973	4,720	8,693	2,361	2007	2007
TransDulles Centre 22750	Industrial	—	2,068	5,334	298	2,068	5,632	7,700	5,049	2003	2016
TransDulles Centre 22815	Industrial	—	7,685	5,713	233	7,685	5,946	13,631	1,460	2000	2016
TransDulles Centre 22825	Industrial	—	1,758	4,951	131	1,758	5,082	6,840	2,315	1997	2016
TransDulles Centre 22879	Industrial	—	2,828	8,425	170	2,828	8,595	11,423	1,871	1989	2016
TransDulles Centre 22880	Industrial	—	2,311	4,922	—	2,311	4,922	7,233	1,140	1998	2016
TransDulles Centre 46213	Industrial	—	5,912	3,965	720	5,912	4,685	10,597	1,188	2015	2015

### Schedule III

			Initial Cost		Cost Capitalized Subsequent to Development or Acquisition	Gross Book Value 12/31/2018			Accum. Depr. (2)	Year Constructed/Renovated	Year Acquired	
Name	Building Type	Encumbrances	Land	Buildings		Land/Land Imp	Bldgs/TI	Total (1)				
Sumner, Washington												
13501 38th Street East	Industrial	—	16,032	5,935	502	16,032	6,437	22,469	5,069	2005	2007	
Suwanee, Georgia												
Horizon Business 90	Industrial	—	180	1,169	182	180	1,351	1,531	428	2001	2010	
Horizon Business 225	Industrial	—	457	2,056	696	457	2,752	3,209	804	1990	2010	
Horizon Business 250	Industrial	—	1,625	6,354	1,165	1,625	7,519	9,144	2,706	1997	2010	
Horizon Business 70	Industrial	—	956	3,441	897	956	4,338	5,294	1,359	1998	2010	
Horizon Business 2780	Industrial	—	1,143	5,724	1,506	1,143	7,230	8,373	1,986	1997	2010	
Horizon Business 25	Industrial	—	723	2,551	1,870	723	4,421	5,144	1,510	1999	2010	
Horizon Business 2790	Industrial	—	1,505	4,958	—	1,505	4,958	6,463	2,024	2006	2010	
1000 Northbrook Parkway	Industrial	—	756	3,818	621	756	4,439	5,195	1,885	1986	2010	
Tampa, Florida												
Fairfield Distribution 8640	Industrial	—	483	2,473	388	487	2,857	3,344	1,433	1998	1999	
Fairfield Distribution 4720	Industrial	—	530	4,639	778	534	5,413	5,947	2,594	1998	1999	
Fairfield Distribution 4758	Industrial	—	334	2,658	769	338	3,423	3,761	1,386	1999	1999	
Fairfield Distribution 8600	Industrial	—	600	1,254	2,191	604	3,441	4,045	1,524	1999	1999	
Fairfield Distribution 4901	Industrial	—	488	2,425	891	488	3,316	3,804	1,307	2000	2000	
Fairfield Distribution 4727	Industrial	—	555	3,409	1,210	555	4,619	5,174	2,041	2001	2001	
Fairfield Distribution 4701	Industrial	—	394	1,704	1,354	394	3,058	3,452	1,459	2001	2001	
Fairfield Distribution 4661	Industrial	—	1,082	1,640	879	1,082	2,519	3,601	1,511	2004	2004	
Eagle Creek Business 8701	Industrial	—	3,705	2,331	2,650	3,705	4,981	8,686	3,509	2006	2006	
Eagle Creek Business 8651	Industrial	—	2,354	1,661	1,896	2,354	3,557	5,911	2,146	2007	2007	
Eagle Creek Business 8601	Industrial	—	2,332	2,229	1,771	2,332	4,000	6,332	2,980	2007	2007	
Teterboro, New Jersey												
1 Catherine Street	Industrial	—	14,376	18,788	—	14,376	18,788	33,164	1,550	2016	2017	
Tracy, California												

1400 Pescadero Avenue	Industrial	—	9,633	39,644	—	9,633	39,644	49,277	9,849	2008	2013
<b>West Chester, Ohio</b>											
World Park Union Centre 9287	Industrial	—	2,150	827	7,934	2,151	8,760	10,911	4,295	2006	2006
World Park Union Centre 9271	Industrial	—	2,592	6,065	298	2,592	6,363	8,955	4,290	2004	2004
World Park Union Centre 9422	Industrial	—	287	2,232	340	287	2,572	2,859	810	1999	2010
World Park Union Centre 9266	Industrial	—	1,125	6,042	337	1,125	6,379	7,504	2,041	1998	2010
World Park Union Centre 9407	Industrial	—	482	2,344	722	482	3,066	3,548	918	1999	2010
World Park Union Centre 9451	Industrial	—	1,219	6,201	379	1,219	6,580	7,799	2,060	1999	2010
World Park Union Centre 5443	Industrial	—	1,918	4,760	642	1,918	5,402	7,320	2,418	2005	2010

**Duke Realty Corporation and Duke Realty Limited Partnership**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2018**  
(in thousands)

**Schedule III**

Name	Building Type	Encumbrances	Initial Cost		Cost Capitalized Subsequent to Development or Acquisition	Gross Book Value 12/31/2018			Accum. Depr. (2)	Year Constructed/Renovated	Year Acquired
			Land	Buildings		Land/Land Imp	Bldgs/TI	Total (1)			
World Park Union Centre 9107	Industrial	—	1,160	5,985	1,291	1,160	7,276	8,436	2,300	1999	2010
World Park Union Centre 9245	Industrial	—	1,189	5,914	802	1,189	6,716	7,905	2,287	2001	2010
<b>West Palm Beach, Florida</b>											
Park of Commerce 5655	Industrial	—	1,635	1,728	217	1,635	1,945	3,580	694	2010	2010
Park of Commerce 5720	Industrial	—	2,160	3,633	607	2,320	4,080	6,400	1,326	2010	2010
Airport Center 1701	Industrial	—	2,437	5,851	642	2,437	6,493	8,930	2,035	2002	2010
Airport Center 1805	Industrial	—	1,706	4,453	358	1,706	4,811	6,517	1,589	2002	2010
Airport Center 1865	Industrial	—	1,500	4,383	774	1,500	5,157	6,657	1,613	2002	2010
Park of Commerce #4	Grounds	—	5,934	—	—	5,934	—	5,934	40	n/a	2011
Park of Commerce #5	Grounds	—	6,308	—	—	6,308	—	6,308	39	n/a	2011
Turnpike Crossing 1315	Industrial	—	7,390	5,762	352	7,390	6,114	13,504	1,287	2016	2016
Turnpike Crossing 1333	Industrial	—	6,255	4,560	975	6,255	5,535	11,790	1,071	2016	2016
Turnpike Crossing 6747	Industrial	—	10,607	7,112	2,765	10,607	9,877	20,484	708	2017	2017
Turnpike Crossing 6729	Industrial	—	8,576	7,506	—	8,576	7,506	16,082	135	2018	2018
<b>Whitestown, Indiana</b>											
AllPoints Anson Building 14	Industrial	—	2,127	7,528	943	2,127	8,471	10,598	3,232	2007	2011
Accum. Depr. on Improvements of Undeveloped Land									8,068		
Eliminations					(16)	(17)	1	(16)	(136)		
Properties held-for-sale									(884)		
			<u>79,801</u>	<u>2,235,439</u>	<u>4,392,155</u>	<u>620,752</u>	<u>2,268,343</u>	<u>4,980,003</u>	<u>7,248,346</u>	<u>1,344,176</u>	

- (1) The tax basis (in thousands) of our real estate assets at December 31, 2018 was approximately \$6,647,582 (unaudited) for federal income tax purposes.
- (2) Depreciation of real estate is computed using the straight-line method over 40 years for buildings and 15 years for land improvements for properties that we develop, 30 years for buildings and 10 years for land improvements for properties that we acquire, and shorter periods based on lease terms (generally 3 to 10 years) for tenant improvements.

	Real Estate Assets			Accumulated Depreciation		
	2018	2017	2016	2018	2017	2016
Balance at beginning of year	\$ 6,612,229	\$ 6,523,281	\$ 6,181,877	\$ 1,196,458	\$ 1,302,210	\$ 1,199,608
Acquisitions	327,318	945,912	232,698			
Construction costs and tenant improvements	683,284	716,627	549,506			
Depreciation expense				256,250	242,606	255,419
Cost of real estate sold or contributed	(336,327)	(1,538,680)	(387,017)	(69,490)	(314,306)	(102,753)
Impairment allowance	—	(859)	(3,719)			
Write-off of fully depreciated assets	(38,158)	(34,052)	(50,064)	(38,158)	(34,052)	(50,064)
Balance at end of year including held-for-sale	\$ 7,248,346	\$ 6,612,229	\$ 6,523,281	\$ 1,345,060	\$ 1,196,458	\$ 1,302,210
Properties held-for-sale	—	(18,662)	(1,378,476)	(884)	(2,553)	(259,266)
Balance at end of year excluding held-for-sale	<u>\$ 7,248,346</u>	<u>\$ 6,593,567</u>	<u>\$ 5,144,805</u>	<u>\$ 1,344,176</u>	<u>\$ 1,193,905</u>	<u>\$ 1,042,944</u>

See Accompanying Notes to Independent Auditors' Report

**Item 16. Form of 10-K Summary**

Not applicable.



## SIGNATURES

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

DUKE REALTY CORPORATION

/s/ James B. Connor

James B. Connor  
Chairman & Chief Executive Officer  
(Principal Executive Officer)

/s/ Mark A. Denien

Mark A. Denien  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

DUKE REALTY LIMITED PARTNERSHIP

By: DUKE REALTY CORPORATION, its general partner

/s/ James B. Connor

James B. Connor  
Chairman & Chief Executive Officer of the General Partner  
(Principal Executive Officer)

/s/ Mark A. Denien

Mark A. Denien  
Executive Vice President and Chief Financial Officer of the General Partner  
(Principal Financial and Accounting Officer)

Date: February 22, 2019

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

<u>Signature</u>	<u>Date</u>	<u>Title</u>
<u>/s/ James B. Connor</u> James B. Connor	<u>2/22/2019</u>	Chairman & Chief Executive Officer (Principal Executive Officer)
<u>/s/ Mark A. Denien</u> Mark A. Denien	<u>2/22/2019</u>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ John P. Case*</u> John P. Case	<u>2/22/2019</u>	Director
<u>/s/ William Cavanaugh III*</u> William Cavanaugh III	<u>2/22/2019</u>	Director
<u>/s/ Alan H. Cohen*</u> Alan H. Cohen	<u>2/22/2019</u>	Director
<u>/s/ Ngaire E. Cuneo*</u> Ngaire E. Cuneo	<u>2/22/2019</u>	Director
<u>/s/ Charles R. Eitel*</u> Charles R. Eitel	<u>2/22/2019</u>	Director
<u>/s/ Norman K. Jenkins*</u> Norman K. Jenkins	<u>2/22/2019</u>	Director
<u>/s/ Melanie R. Sabelhaus*</u> Melanie R. Sabelhaus	<u>2/22/2019</u>	Director
<u>/s/ Peter M. Scott III*</u> Peter M. Scott III	<u>2/22/2019</u>	Director
<u>/s/ David P. Stockert*</u> David P. Stockert	<u>2/22/2019</u>	Director
<u>/s/ Chris Sultemeier*</u> Chris Sultemeier	<u>2/22/2019</u>	Director
<u>/s/ Michael E. Szymanczyk*</u> Michael E. Szymanczyk	<u>2/22/2019</u>	Director



<u>/s/ Warren Thompson*</u>	<u>2/22/2019</u>	Director
Warren Thompson		

<u>/s/ Lynn C. Thurber*</u>	<u>2/22/2019</u>	Director
Lynn C. Thurber		

\* By James B. Connor, Attorney-in-Fact

/s/ James B. Connor

<u>Subsidiary (1)</u>	<u>State of Incorporation</u>	
	<u>or Organization</u>	<u>Name(s) under which Subsidiary Conducts Business</u>

The financial statements of the following entities were consolidated into the financial statements of the Registrant at December 31, 2018

**Duke Realty Corporation (2):**

Duke Realty Limited Partnership	Indiana	Duke Realty Limited Partnership; Duke Realty of Indiana Limited Partnership (AZ, KY, MO, NC); Duke Indiana Realty Limited Partnership (TX)
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**Duke Realty Corporation and Duke Realty Limited Partnership:**

Duke Acquisition, Inc.	Georgia	Duke Acquisition, Inc.
Duke Realty Ohio	Indiana	Duke Realty Ohio
Duke Construction Limited Partnership	Indiana	Duke Construction Limited Partnership; Duke Indiana Construction Limited Partnership (FL, NJ); Duke Construction Limited Partnership of Michigan (MI); Duke Indiana Construction (NY); Duke Construction, an Indiana limited partnership (WI); Indiana Construction (AZ)
Duke Realty Construction, Inc.	Indiana	Duke Realty Construction, Inc.
Duke Realty Services, LLC	Indiana	Duke Realty Services, LLC (PA, WA); Duke Realty Services of Indiana, LLC (KY, MO, WI); Duke Realty Services of VA, LLC (VA); Duke Texas Realty Services, LLC (TX)
Duke Realty Services Limited Partnership	Indiana	Duke Realty Services Limited Partnership; Duke Realty Services of Indiana Limited Partnership (AZ, WA)
Duke Business Centers Corporation	Indiana	Duke Business Centers Corporation
Kenwood Office Associates	Ohio	Kenwood Office Associates
Mark Center TMP, LLC	Delaware	Mark Center TMP, LLC
Duke Realty Land, LLC	Indiana	Duke Realty Land, LLC
PK-Duke Development, LLC	Indiana	PK-Duke Development, LLC

**Duke Realty Corporation and Duke Realty Limited Partnership accounted for the following entities on the equity method at December 31, 2018**

B/D Limited Partnership	Indiana	B/D Limited Partnership
Cincinnati Development Group, Limited Liability Company	Ohio	Cincinnati Development Group, Limited Liability Company
Dugan Texas LLC	Delaware	Dugan Texas LLC
Lamida Group, L.L.C.	Indiana	Lamida Group, L.L.C.
Cincinnati Development Group/Other Ventures LLC	Ohio	Cincinnati Development Group/Other Ventures LLC
AD West End, LLC	Indiana	AD West End, LLC
Browning/Duke, LLC	Delaware	Browning/Duke, LLC
Browning/Duke II, LLC	Delaware	Browning/Duke II, LLC
DRCS, LLC	Delaware	DRCS, LLC
Lafayette Real Estate LLC	Delaware	Lafayette Real Estate LLC
Hangar, LLC	Indiana	Hangar, LLC
Duke/Allpoints Indy, LLC	Delaware	Duke/Allpoints Indy, LLC

(1) The names of certain subsidiaries which, if considered in the aggregate as a single subsidiary, would not constitute a “significant subsidiary”, have been omitted pursuant to Item 601(b)(21)(ii) of Regulation S-K.

(2) Duke Realty Corporation is the parent of 156 wholly owned subsidiaries that are organized and operated in the United States, and are in the real estate ownership, operating, and development business.

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors

Duke Realty Corporation:

We consent to the incorporation by reference in the registration statements on Form S-3 (No. 333-224538, No. 333-212715, No. 333-85009, No. 333-59138, No. 333-50081, No. 333-39498, No. 333-35008, No. 333-24289, No. 333-26833, No. 033-64659, No. 333-128132, No. 333-66919, No. 333-82063, No. 333-51344, No. 333-108556, and No. 333-70678), Form S-4 (No. 333-77645), and Form S-8 (No. 333-39965, No. 033-55727, No. 333-124364, No. 333-35162, No. 333-59508, No. 333-113907, No. 333-128133, No. 333-160960, No. 333-185583 and No. 333-205981) of Duke Realty Corporation of our report dated February 22, 2019, with respect to the consolidated balance sheets of Duke Realty Corporation and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of operations and comprehensive income, cash flows, and changes in equity for each of the years in the three-year period ended December 31, 2018, the related notes and financial statement schedule III, and the effectiveness of internal control over financial reporting as of December 31, 2018, which report appears in the December 31, 2018 combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership.

/s/ KPMG LLP

Indianapolis, Indiana

February 22, 2019

**Consent of Independent Registered Public Accounting Firm**

The Partners  
Duke Realty Limited Partnership:

We consent to the incorporation by reference in the registration statement on Form S-3 No. 333-224538-01 of Duke Realty Limited Partnership of our report dated February 22, 2019, with respect to the consolidated balance sheets of Duke Realty Limited Partnership and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of operations and comprehensive income, cash flows, and changes in equity for each of the years in the three-year period ended December 31, 2018, the related notes and financial statement schedule III, and the effectiveness of internal control over financial reporting as of December 31, 2018, which report appears in the December 31, 2018 combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership.

/s/ KPMG LLP

Indianapolis, Indiana  
February 22, 2019

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ John P. Case

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John P. Case

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ William Cavanaugh III

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William Cavanaugh III

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Alan H. Cohen

\_\_\_\_\_  
Alan H. Cohen

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, her attorneys-in-fact and agents, with full power of substitution and resubstitution for her in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Ngaire E. Cuneo

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Ngaire E. Cuneo

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Charles R. Eitel

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Charles R. Eitel

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s / Norman K. Jenkins

\_\_\_\_\_  
Norman K. Jenkins

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, her attorneys-in-fact and agents, with full power of substitution and resubstitution for her in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Melanie R. Sabelhaus

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Melanie R. Sabelhaus

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Peter M. Scott III

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Peter M. Scott III

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ David P. Stockert

\_\_\_\_\_  
David P. Stockert



**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Chris Sultemeier

\_\_\_\_\_  
Chris Sultemeier

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Michael E. Szymanczyk

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Michael E. Szymanczyk

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Warren M. Thompson

\_\_\_\_\_  
Warren M. Thompson

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints James B. Connor, Mark A. Denien, and Ann C. Dee, and each of them, her attorneys-in-fact and agents, with full power of substitution and resubstitution for her in any and all capacities, to sign the combined annual report on Form 10-K of Duke Realty Corporation and Duke Realty Limited Partnership for the year ended December 31, 2018, and any amendment thereof, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitute or substitutes may do or cause to be done by virtue hereof.

Dated: January 30, 2019

/s/ Lynn C. Thurber

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Lynn C. Thurber

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, James B. Connor, certify that:

1. I have reviewed this Annual Report on Form 10-K of Duke Realty Corporation;
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.

Date: February 22, 2019

/s/ James B. Connor

James B. Connor

Chairman and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Mark A. Denien, certify that:

1. I have reviewed this Annual Report on Form 10-K of Duke Realty Corporation;
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.

Date: February 22, 2019

/s/ Mark A. Denien

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Mark A. Denien

Executive Vice President and Chief Financial Officer

**DUKE REALTY LIMITED PARTNERSHIP**  
**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER**

I, James B. Connor, certify that:

- 1 I have reviewed this Annual Report on Form 10-K of Duke Realty Limited Partnership;
- 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.

Date: February 22, 2019

/s/ James B. Connor

James B. Connor

Chairman and Chief Executive Officer of the General Partner

**DUKE REALTY LIMITED PARTNERSHIP**  
**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER**

I, Mark A. Denien, certify that:

- 1 I have reviewed this Annual Report on Form 10-K of Duke Realty Limited Partnership;
- 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.

Date: February 22, 2019

/s/ Mark A. Denien

Mark A. Denien

Executive Vice President and Chief Financial Officer of the General Partner



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Duke Realty Corporation (the “General Partner”) on Form 10-K for the year ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, James B. Connor, Chairman and Chief Executive Officer of the General Partner, certify, pursuant to 18 U.S.C. § Section 1350, as adopted pursuant to § Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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 General Partner.

/s/ James B. Connor

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James B. Connor

Chairman and Chief Executive Officer

Date: February 22, 2019

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Duke Realty Corporation, and will be retained by Duke Realty Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Duke Realty Corporation (the “General Partner”) on Form 10-K for the year ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark A. Denien, Executive Vice President and Chief Financial Officer of the General Partner, certify, pursuant to 18 U.S.C. § Section 1350, as adopted pursuant to § Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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 General Partner.

/s/ Mark A. Denien

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Mark A. Denien

Executive Vice President and Chief Financial Officer

Date: February 22, 2019

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Duke Realty Corporation, and will be retained by Duke Realty Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Duke Realty Limited Partnership (the "Partnership") on Form 10-K for the year ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James B. Connor, Chairman and Chief Executive Officer of Duke Realty Corporation, the general partner of the Partnership (the "General Partner"), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 Partnership.

/s/ James B. Connor

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James B. Connor

Chairman and Chief Executive Officer of the General Partner

Date: February 22, 2019

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Duke Realty Limited Partnership, and will be retained by Duke Realty Limited Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Duke Realty Limited Partnership (the “Partnership”) on Form 10-K for the year ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark A. Denien, Executive Vice President and Chief Financial Officer of Duke Realty Corporation, the general partner of the Partnership (the “General Partner”), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 Partnership.

/s/ Mark A. Denien

Mark A. Denien

Executive Vice President and Chief Financial Officer of the General Partner

Date: February 22, 2019

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Duke Realty Limited Partnership, and will be retained by Duke Realty Limited Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

THE FOLLOWING SUMMARY UPDATES AND SUPERCEDES THE DISCUSSION CONTAINED UNDER THE CAPTION “FEDERAL INCOME TAX CONSIDERATIONS” IN THE PROSPECTUS WITHIN OUR REGISTRATION STATEMENT ON FORM S-3 FILED WITH THE SEC ON APRIL 30, 2018 (THE “PROSPECTUS”).

## MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following discussion summarizes certain material federal income tax consequences relating to the taxation of us as a REIT and to the purchase, ownership and disposition of our common stock.

If we offer one or more series of preferred stock or the Operating Partnership offers one or more additional series of debt securities, a prospectus supplement with respect to such offerings will include information about additional material federal income tax consequences to holders of those shares of preferred stock or debt securities.

Because this summary is intended only to address certain material federal income tax consequences relating to the ownership and disposition of our common stock, it may not contain all the information that may be important to you. As you review this discussion, you should keep in mind that:

- the tax consequences to you may vary depending upon your particular tax situation;
- special rules that we do not discuss below may apply if, for example, you are a tax-exempt organization (except to the extent discussed under “Treatment of Tax Exempt Shareholders”), a broker-dealer, a non-U.S. person (except to the extent discussed under “Special Tax Considerations for Non-U.S. Shareholders”), a trust, an estate, a regulated investment company, a financial institution, an insurance company or otherwise subject to special tax treatment under the Internal Revenue Code of 1986, as amended (the “Code”);
- this summary generally does not address state, local or non-U.S. tax considerations;
- this summary deals only with shareholders that hold our stock as “capital assets” within the meaning of Section 1221 of the Code; and
- we do not intend this discussion to be, and you should not construe it as, tax advice.

You should review the following discussion and consult with your own tax advisor to determine the effect of ownership and disposition of our stock on your individual tax situation, including any state, local or non-U.S. tax consequences.

We base the information in this section on the Code, final, temporary and proposed Treasury Regulations, the legislative history of the Code, current administrative interpretations and practices of the Internal Revenue Service (the “IRS”), including its practices and policies as endorsed in private letter rulings, which are not binding on the IRS, and court decisions, in each case as of the date hereof. Future legislation, regulations, administrative interpretations and court decisions could change current law or adversely affect existing interpretations of current law. Any change could apply retroactively. It is possible that the IRS could challenge the statements in this discussion, which do not bind the IRS or the courts, and that a court could agree with the IRS.

Tax legislation commonly referred to as the Tax Cuts and Jobs Act was signed into law on December 22, 2017. The Tax Cuts and Jobs Act makes significant changes to the U.S. federal income tax rules for taxation of individuals and corporations, generally effective for taxable years beginning after December 31, 2017. Most of the changes applicable to individuals are temporary and apply only to taxable years beginning after December 31, 2017 and before January 1, 2026. While the Treasury Department and the IRS have issued extensive guidance on various aspects of the Tax Cuts and Jobs Act, much of the guidance is only in the form of proposed Treasury Regulations, which may change, there is still no guidance on other issues, and Congress has not enacted technical corrections legislation to address drafting errors that are not capable of being addressed in Treasury Regulations or other administrative guidance. Prospective shareholders are urged to consult with their tax advisors with respect to the effects of the Tax Cuts and Jobs Act and any other regulatory or administrative developments and proposals and their potential effect on investment in our common stock.

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**We urge you, as a prospective shareholder, to consult your tax advisor regarding the specific tax consequences to you of a purchase of shares of common stock, ownership and sale of shares of common stock and of our election to be taxed as a REIT, including the federal, state, local, non-U.S. and other tax consequences of such purchase, ownership, sale and election, the changes made in the Tax Cuts and Jobs Act and potential changes in applicable tax laws.**

### **Taxation of Our Company as a REIT**

We believe that, commencing with our taxable year ended December 31, 1986, we have been organized and have operated in such a manner as to qualify for taxation as a REIT under the Code, and we intend to continue to be organized and to operate in such a manner. However, we cannot assure you that we have operated or will operate in a manner so as to qualify or remain qualified as a REIT. This section discusses the laws governing the federal income tax treatment of a REIT and the holders of its common stock. These laws are highly technical and complex.

Alston & Bird LLP has acted as our tax counsel in connection with the filing of the Prospectus. Alston & Bird LLP has rendered an opinion to us, as of February 22, 2019, to the effect that, commencing with our taxable year ended December 31, 1999, we have been organized and have operated in conformity with the requirements for qualification and taxation as a REIT under the Code, and our proposed method of operation will enable us to continue to meet the requirements for qualification and taxation as a REIT under the Code. It must be emphasized that this opinion was based on various assumptions and representations as to factual matters, including representations made by us in a factual certificate provided by one of our officers. In addition, this opinion was based upon our factual representations set forth herein and in the Prospectus and does not foreclose the possibility that we may have to pay a deficiency dividend, or an excise or penalty tax, which could be significant in amount, in order to maintain our REIT qualification. Moreover, our qualification and taxation as a REIT depend upon our ability to meet the various qualification tests imposed under the Code, which are discussed below, including through actual operating results, asset composition, distribution levels and diversity of stock ownership, the results of which have not been and will not be reviewed by Alston & Bird LLP. Accordingly, no assurance can be given that our actual results of operation for any particular taxable year have satisfied or will satisfy those requirements. Further, the anticipated U.S. federal income tax treatment described herein may be changed, perhaps retroactively, by legislative, administrative or judicial action at any time. Alston & Bird LLP has no obligation to update its opinion subsequent to the date of such opinion.

### **Federal Income Taxation of Our Company**

If we have qualified and continue to qualify for taxation as a REIT, we generally will not be subject to federal corporate income tax on that portion of our ordinary income or capital gain that is timely distributed to shareholders. The REIT provisions of the Internal Revenue Code generally allow a REIT to deduct dividends paid to its shareholders, substantially eliminating the federal “double taxation” on earnings (once at the corporate level when earned and once again at the shareholder level when distributed) that usually results from investment in a corporation. Nevertheless, we will be subject to federal income tax as follows:

- We will be taxed at regular corporate rates on our undistributed “REIT taxable income,” including undistributed net capital gains.
  - If we have net income from the sale or other disposition of “foreclosure property” that we hold primarily for sale to customers in the ordinary course of business or other non-qualifying income from foreclosure property, we will be subject to tax at the highest corporate income tax rate on such income.
  - If we have net income from “prohibited transactions” (which are, in general, certain sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business), such income will be subject to a 100% tax.
  - If we should fail to satisfy either the 75% gross income test or the 95% gross income test (discussed below) but have nonetheless maintained our qualification as a REIT because we have met other requirements, we will be subject to a 100% tax on the greater of the amount by which the 75% gross
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income test was not satisfied or the amount by which the 95% gross income test was not satisfied, in each case, multiplied by a fraction intended to reflect our profitability.

- If (i) we fail to satisfy the asset tests (other than a de minimis failure of the 5% asset test or the 10% vote or value test, as described below under “-Asset Tests”) due to reasonable cause and not to willful neglect, (ii) we dispose of the assets or otherwise comply with such asset tests within six months after the last day of the quarter in which we identify such failure and (iii) we file a schedule with the IRS describing the assets that caused such failure, we will pay a tax equal to the greater of \$50,000 or the net income from the nonqualifying assets during the period in which we failed to satisfy such asset tests multiplied by the highest corporate income tax rate.
- If we fail to satisfy any of the REIT qualification requirements other than the gross income and asset tests and such failure is due to reasonable cause, we may avoid disqualification as a REIT by, among other things, paying a penalty of \$50,000.
- If we fail to distribute during each year at least the sum of (i) 85% of our ordinary income for such year, (ii) 95% of our capital gain net income for such year, and (iii) any undistributed taxable income from prior periods, we will be subject to a 4% excise tax on the excess of this required distribution amount over the amounts actually distributed.
- If we should acquire any asset from a “C” corporation (i.e., a corporation generally subject to full corporate-level tax) in a carryover-basis transaction, no election is made for the transaction to be currently taxable, and we subsequently recognize gain on the disposition of such asset during the five-year period beginning on the date on which we acquired the asset, we generally will be subject to tax at the highest regular corporate income tax rate on the lesser of the amount of gain that we recognize at the time of the disposition and the amount of gain that we would have recognized if we had sold the asset at the time we acquired the asset, the “Built-in Gains Tax.”
- We may be required to pay monetary penalties to the IRS in certain circumstances, including if we fail to meet recordkeeping requirements intended to monitor our compliance with rules relating to the composition of a REIT’s stockholders.
- If we elect to retain and pay income tax on our net long-term capital gain, a U.S. holder would include its proportionate share of our undistributed long-term capital gain (to the extent we make a timely designation of such gain to the stockholder) in its income and would receive a credit or a refund for its proportionate share of the tax we paid.
- We will be subject to a 100% excise tax on amounts received by us from a taxable REIT subsidiary (or on certain expenses deducted by a taxable REIT subsidiary) if certain arrangements between us and a taxable REIT subsidiary of ours, as further described below, are not comparable to similar arrangements among unrelated parties.

In addition, notwithstanding our status as a REIT, we may also have to pay certain state and local income taxes, because not all states and localities treat REITs in the same manner that they are treated for U.S. federal income tax purposes. Moreover, as further described below, any domestic taxable REIT subsidiary in which we own an interest will be subject to U.S. federal corporate income tax on its net income.

### **Requirements For Qualification**

To qualify as a REIT, we must elect to be treated as a REIT and must meet the requirements, discussed below, relating to our organization, sources of income, nature of assets and distributions.

The Code defines a REIT as a corporation, trust or association:

- that is managed by one or more trustees or directors;
  - the beneficial ownership of which is evidenced by transferable shares or by transferable certificates of beneficial interest;
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- that would be taxable as a domestic corporation but for application of the REIT rules;
- that is neither a financial institution nor an insurance company subject to certain provisions of the Code;
- that has at least 100 persons as beneficial owners;
- during the last half of each taxable year, not more than 50% in value of the outstanding stock of which is owned, directly or indirectly, through the application of certain attribution rules, by five or fewer individuals (as defined in the Code to include certain entities);
- that files an election or continues such election to be taxed as a REIT on its return for each taxable year;
- that uses the calendar year as its taxable year; and
- that satisfies the gross income tests, the asset tests, and the distribution tests, described below.

The Code provides that REITs must satisfy all of the first four preceding requirements during the entire taxable year. REITs must satisfy the fifth requirement during at least 335 days of a taxable year of 12 months or during a proportionate part of a taxable year of less than 12 months. For purposes of the sixth requirement, the beneficiaries of a pension or profit-sharing trust described in Section 401(a) of the Code, and not the pension or profit-sharing trust itself, are treated as REIT shareholders. We will be treated as having met the sixth requirement if we comply with certain Treasury Regulations for ascertaining the ownership of our stock for such year and if we did not know (or after the exercise of reasonable diligence would not have known) that the sixth condition was not satisfied for such year. Our articles of incorporation currently include restrictions regarding transfer of our stock that assist us in continuing to satisfy the fifth and sixth of these requirements.

If a REIT owns a corporate subsidiary that is a “qualified REIT subsidiary,” the separate existence of that subsidiary will be disregarded for federal income tax purposes. Generally, a qualified REIT subsidiary is a corporation, other than a taxable REIT subsidiary, all of the capital stock of which is owned by the REIT. Other wholly owned entities, including single member limited liability companies that have not elected to be taxed as corporations for U.S. federal income tax purposes, are also generally disregarded as separate entities for U.S. federal income tax purposes, including for purposes of the REIT gross income and asset tests. All assets, liabilities and items of income, deduction and credit of the qualified REIT subsidiary will be treated as assets, liabilities and items of income, deduction and credit of the REIT itself. Our qualified REIT subsidiaries will not be subject to federal corporate income taxation, although they may be subject to state and local taxation in some states. All assets, liabilities and items of income, deduction and credit of other disregarded subsidiaries will be treated as assets, liabilities and items of income, deduction and credit of their sole member and may be reattributed if that sole member is a partnership or another disregarded entity.

A REIT that is a partner in a partnership is deemed to own its proportionate share of the assets of the partnership and to earn its proportionate share of the partnership’s income, in both cases being based on its relative capital interest in the partnership. (For purposes of this discussion, references to a “partnership” include a limited liability company or other entity treated as a partnership for U.S. federal income tax purposes, and references to a “Partner” include a member of such a limited liability company or other such entity.) However, solely for purposes of the 10% value test described below (see “-Asset Tests”), the determination of a REIT’s interest in a partnership’s assets will be based on the REIT’s proportionate interest in any securities issued by the partnership, excluding for these purposes, certain excluded securities as described in the Code. The character of the assets and gross income of the partnership retain the same character in the hands of the REIT for purposes of the gross income and asset tests. Thus, our proportionate share of the assets, liabilities and items of income of the Operating Partnership (including the Operating Partnership’s share of the assets, liabilities and items of income with respect to any partnership in which it holds an interest) is treated as our assets, liabilities and items of income for purposes of applying the requirements described herein.

We have control of the Operating Partnership and intend to operate it in a manner consistent with the requirements for our qualification as a REIT. If we become a limited partner in any partnership and such partnership takes or expects to take actions that could jeopardize our status as a REIT or require us to pay tax, we may be forced to dispose of our interest in such partnership. In addition, it is possible that a partnership could take an action which could cause us to fail a gross income or asset test, and that we would not become aware of such action in time to dispose of our interest in the partnership or take other corrective action on a timely basis. In such a case, we could fail to qualify as a REIT unless we were entitled to relief, as described below.

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A REIT is not treated as holding the assets of a taxable REIT subsidiary or other taxable subsidiary corporation or as receiving any income that the subsidiary earns. Rather, the stock issued by the subsidiary is an asset in the hands of the REIT for purposes of the REIT asset tests, and the REIT recognizes as income the dividends, if any, that it receives from the subsidiary for purposes of the REIT gross income tests. Because we would not include the assets and income of a taxable REIT subsidiary in determining our compliance with the REIT gross income and asset tests, we may use taxable REIT subsidiaries to undertake indirectly activities that the REIT rules might otherwise preclude us from engaging in directly or through pass-through subsidiaries (e.g. activities that give rise to certain categories of income such as management fees).

We own direct or indirect interests in a number of taxable REIT subsidiaries, such as Duke Realty Construction, Inc. Our taxable REIT subsidiaries are entities that are classified as corporations for U.S. federal income tax purposes in which Duke Realty directly or indirectly owns stock and that elect, together with us, to be treated as our taxable REIT subsidiaries. In addition, if one of our taxable REIT subsidiaries owns, directly or indirectly, securities representing 35% or more of the vote or value of a subsidiary corporation, that subsidiary will also be treated as our taxable REIT subsidiary. A taxable REIT subsidiary is subject to federal income tax, and state and local income tax where applicable, as a regular “C” corporation.

Generally, a taxable REIT subsidiary may perform certain tenant services without causing us to receive impermissible tenant services income under the REIT gross income tests. However, several provisions regarding the arrangements between a REIT and its taxable REIT subsidiaries are intended to ensure that a taxable REIT subsidiary will be subject to an appropriate level of federal income taxation. For example, if amounts are paid to a REIT or deducted by a taxable REIT subsidiary due to transactions between a REIT, its lessees or a taxable REIT subsidiary, that exceed the amount that would be paid to or deducted by a party in an arm’s-length transaction, the REIT generally will be subject to a tax equal to 100% of such excess. The 100% tax also applies to redetermined services income, which is non-arm’s-length income of a REIT’s taxable REIT subsidiary attributable to services provided to, or on behalf of, the REIT (other than services provided to REIT tenants, which are potentially taxed as redetermined rents).

**Gross Income Tests.** In order to maintain qualification as a REIT, we must satisfy two gross income requirements. First, we must derive, directly or indirectly, at least 75% of our gross income for each taxable year from investments relating to real property or mortgages on real property, including “rents from real property,” gains on disposition of real estate, dividends paid by another REIT and interest on obligations secured by real property or on interests in real property, or from certain types of temporary investments. Second, we must derive at least 95% of our gross income for each taxable year from any combination of income qualifying under the 75% test and dividends, interest and gain from the sale or disposition of stock or securities. Gross income from prohibited transactions, income with respect to certain hedging transactions, and certain foreign currency gains are disregarded in applying the gross income tests.

As noted above, we are subject to a 100% penalty tax on income from prohibited transactions (generally, income derived from the sale of property primarily held for sale to customers in the ordinary course of business). The Code provides a safe harbor that, if met, allows us to avoid being treated as engaged in a prohibited transaction. In order to meet the safe harbor, among other things, (i) we must have held the property for at least 2 years (and, in the case of property which consists of land or improvements not acquired through foreclosure, we must have held the property for 2 years for the production of rental income) and (ii) during the taxable year the property is disposed of, we must not have made more than 7 property sales or, alternatively, the aggregate adjusted basis or fair market value of all of the properties sold by us during the taxable year must not exceed 10% of the aggregate adjusted basis or 10% of the fair market value, respectively, of all of our assets as of the beginning of the taxable year. However, if the 10% standard is satisfied on average over the three-year period comprised of the taxable year at issue and the two immediately preceding taxable years, the aggregate adjusted basis or fair market value of all of the properties sold by us during the taxable year may be up to 20% of the aggregate adjusted basis or 20% of the fair market value. In certain years, we have made sales that did not qualify for the safe harbor but that we believe were not sales of property held for sale in the ordinary course of business and were not prohibited transactions, and we may make sales in the future that not satisfy the safe harbors. The IRS could challenge our analysis of the facts and circumstances and treatment of such sales.

Any income from (i) a hedging transaction that is clearly and timely identified and that hedges indebtedness incurred or to be incurred to acquire or carry real estate assets, (ii) a clearly and timely identified transaction entered

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into primarily to manage the risk of currency fluctuations with respect to any item of income that would qualify under a 75% or the 95% gross income tests, or (iii) a transaction that hedges existing hedging positions after a portion of the hedged indebtedness or property is disposed of will be disregarded (rather than being treated either as qualifying income or non-qualifying income) for purposes of the 75% and the 95% gross income tests. Hedging income that does not meet these requirements will be treated as non-qualifying income for purposes of the 75% and 95% gross income tests.

Any income from foreign currency gain that is “real estate foreign exchange gain” as defined in the Code will be disregarded for purposes of the 75% gross income tests. “Real estate foreign exchange gain” includes foreign currency gains attributable to (i) any item of income or gain that would qualify under the 75% gross income test, (ii) the acquisition or ownership of obligations secured by mortgages on real property or interests in real property, (iii) becoming or being the obligor under obligations secured by mortgages on real property or on interests in real property, (iv) remittances from qualified business units that meet the 75% gross income test for the taxable year and the 75% asset test at the close of each quarter, and (v) any other foreign currency gain as determined by the IRS. Other foreign currency gain, if such currency gain is “passive foreign exchange gain” as defined in the Code, will be disregarded for purposes of the 95% gross income test (but will be treated as non-qualifying income for purposes of the 75% gross income test). “Passive foreign exchange gain” includes foreign currency gains attributable to (i) real estate foreign exchange gain, (ii) any item of income or gain that would qualify under the 95% gross income test, (iii) the acquisition or ownership of obligations, (iv) becoming or being the obligor under the obligations, and (v) any other foreign currency gain as determined by the IRS.

Rents that we receive will qualify as “rents from real property” in satisfying the gross income requirements for a REIT described above only if several conditions are met. First, the amount of rent must not be based in whole or in part on the income or profits of any person but can be based on a fixed percentage of gross receipts or gross sales. Second, “rents from real property” generally excludes any amount received directly or indirectly from any tenant if we, or an owner of 10% or more of our outstanding stock, directly or constructively, own 10% or more of such tenant taking into consideration the applicable attribution rules, which we refer to as a “related party tenant.” Third, if rent is partly attributable to personal property leased in connection with a lease of real property, the portion of the total rent that is attributable to the personal property will not qualify as rents from real property if it exceeds 15% of the total rent received under the lease. Finally, amounts that are attributable to services furnished or rendered in connection with the rental of real property, whether or not separately stated, will not constitute “rents from real property” unless such services are customarily provided in the geographic area. Customary services that are not considered to be provided to a particular tenant (e.g., furnishing heat and light, the cleaning of public entrances, and the collection of trash) can be provided directly by us. Where, on the other hand, such services are provided primarily for the convenience of the tenants or are provided to such tenants, such services must be provided by an independent contractor from whom we do not receive any income or a taxable REIT subsidiary. Non-customary services that are not performed by an independent contractor or taxable REIT subsidiary in accordance with the applicable requirements will result in impermissible tenant service income to us to the extent of the income earned (or deemed earned) with respect to such services. If the impermissible tenant service income exceeds 1% of our total income from a property, all of the income from that property will fail to qualify as rents from real property. If the total amount of impermissible tenant services does not exceed 1% of our total income from the property, the services will not cause the rent paid by tenants of the property to fail to qualify as rents from real property, but the impermissible tenant services income will not qualify as “rents from real property.”

We do not currently charge and do not anticipate charging rent that is based in whole or in part on the income or profits of any person. We also do not anticipate either deriving rent attributable to personal property leased in connection with real property that exceeds 15% of the total rents or receiving rent from related party tenants.

The Operating Partnership does provide some services with respect to the properties. We believe that the services with respect to the properties that are and will be provided directly are usually or customarily rendered in connection with the rental of space for occupancy only and are not otherwise considered rendered to particular tenants and, therefore, that the provision of such services will not cause rents received with respect to the properties to fail to qualify as rents from real property. Services with respect to the properties that we believe may not be provided by us or the Operating Partnership directly without jeopardizing the qualification of rent as “rents from real property” are and will be performed by independent contractors or taxable REIT subsidiaries.

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We, including the Operating Partnership, receive fees for property management and brokerage and leasing services provided with respect to some properties not owned entirely by the Operating Partnership. These fees, to the extent paid with respect to the portion of these properties not owned, directly or indirectly, by us, will not qualify under the 75% gross income test or the 95% gross income test. The Operating Partnership also may receive other types of income with respect to the properties it owns that will not qualify for either of these tests. We believe, however, that the aggregate amount of these fees and other non-qualifying income in any taxable year will not cause us to exceed the limits on non-qualifying income under either the 75% gross income test or the 95% gross income test.

If we fail to satisfy the 75% gross income test or the 95% gross income test for any taxable year, we may nevertheless qualify as a REIT for that year if we are eligible for relief under the Code. This relief provision generally will be available if (i) our failure to meet these tests was due to reasonable cause and not due to willful neglect, and (ii) we file a disclosure schedule with the IRS after we determine that we have not satisfied one of the gross income tests. We cannot state whether in all circumstances we would be entitled to the benefit of this relief provision. For example, if we fail to satisfy the gross income tests because non-qualifying income that we intentionally incur exceeds the limits on such income, the IRS could conclude that our failure to satisfy the tests was not due to reasonable cause. Even if this relief provision applies, the Code imposes a 100% tax with respect to a portion of the non-qualifying income, as described above.

**Asset Tests.** At the close of each quarter of our taxable year, we also must satisfy several tests relating to the nature and diversification of our assets:

- At least 75% of the value of our total assets must be represented by real estate assets, cash and cash items (including receivables) and government securities. The term “real estate assets” includes real property, personal property that generates rents from real property, certain kinds of mortgage-backed securities and mortgage loans, stock of other REITs, and debt instruments issued by publicly offered REITs.
- No more than 25% of the value of our total assets may be represented by securities other than those in the 75% asset class.

Except for equity investments in REITs or taxable REIT subsidiaries or other securities that qualify as “real estate assets” for purposes of the 75% asset test:

- the value of any one issuer’s securities that we own may not exceed 5% of the value of our total assets;
- we may not own more than 10% of any one issuer’s outstanding voting securities; and
- we may not own more than 10% of the value of the outstanding securities of any one issuer.
- No more than 20% (for any taxable year beginning after December 31, 2017) of our total assets may be represented by securities of one or more taxable REIT subsidiaries.
- Not more than 25% of the value of our assets may consist of nonqualified publicly offered REIT debt instruments.

Certain types of securities are disregarded as securities for purposes of the 10% value limitation discussed above including, (i) straight debt securities (including straight debt that provides for certain contingent payments); (ii) any loan to an individual or an estate; (iii) any rental agreement described in Section 467 of the Code, other than with a “related person”; (iv) any obligation to pay rents from real property; (v) certain securities issued by a State or any political subdivision thereof, the District of Columbia, a foreign government, or any political subdivision thereof, or the Commonwealth of Puerto Rico; (vi) any security issued by a REIT; and (vii) any other arrangement that, as determined by the Secretary of the Treasury, is excepted from the definition of a security. In addition, (a) a REIT’s interest as a partner in a partnership is not considered a “security” for purposes of applying the 10% value test to securities issued by the partnership; (b) any debt instrument issued by a partnership (other than straight debt or other excluded security) will not be considered a security issued by the partnership if at least 75% of the partnership’s gross income is derived from sources that would qualify for the 75% gross income test, and (c) any debt instrument issued by a partnership

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(other than straight debt or other excluded security) will not be considered a security issued by the partnership to the extent of the REIT's interest as a partner in the partnership. Special look-through rules for determining a REIT's share of securities held by a partnership in which the REIT holds an interest.

We believe that the aggregate value of our securities issued by our taxable REIT subsidiaries does not exceed 20% of the aggregate value of our gross assets. With respect to each issuer in which we currently own an interest that does not qualify as a REIT or a taxable REIT subsidiary, we believe that the value of the securities, including debt, of any such issuer owned (or treated as owned) by us does not exceed 5% of the total value of our assets and that we comply with the 10% voting securities limitation and 10% value limitation with respect to each such issuer. We do not appraise the securities we hold, and the IRS could disagree with our determinations.

After initially meeting the asset tests at the close of any quarter, we will not lose our qualification as a REIT for failure to satisfy the asset tests at the end of a later quarter solely by reason of changes in asset values. If the failure to satisfy the asset tests results from an acquisition of securities or other property during a quarter, we can cure the failure by disposing of a sufficient amount of non-qualifying assets within 30 days after the close of that quarter. We intend to maintain adequate records of the value of our assets to ensure compliance with the asset tests and to take such other actions within 30 days after the close of any quarter as necessary to cure any noncompliance.

After the 30-day cure period, a REIT may avoid disqualification as a REIT by disposing of sufficient assets to cure such a violation that does not exceed the lesser of 1% of the REIT's assets at the end of the relevant quarter or \$10,000,000, provided that the disposition occurs within six months following the last day of the quarter in which the REIT first identified the assets. For violations of any of the REIT asset tests due to reasonable cause that are larger than this amount, a REIT may avoid disqualification as a REIT after the 30-day cure period, if such failure was due to reasonable cause and not due to willful neglect, by taking certain steps, including the disposition of sufficient assets within the six-month period described above to meet the applicable asset test, paying a tax equal to the greater of \$50,000 or the highest corporate income tax rate multiplied by the net income generated by the non-qualifying assets during the period of time that the assets were held as non-qualifying assets, and filing a schedule with the IRS that describes the non-qualifying assets.

### **Annual Distribution Requirements**

To qualify for taxation as a REIT, the Code requires that we make distributions (other than capital gain distributions) to our shareholders in an amount at least equal to (a) the sum of: (1) 90% of our "REIT taxable income" (computed without regard to the dividends paid deduction and our net capital gain), and (2) 90% of our net income, if any, from foreclosure property in excess of the special tax on income from foreclosure property, minus (b) the sum of certain items of non-cash income.

We generally must pay distributions in the taxable year to which they relate. Dividends paid in the subsequent year, however, will be treated as if paid in the prior year for purposes of the prior year's distribution requirement if the dividends satisfy one of the following two sets of criteria. First, if we declare a dividend in October, November or December of any year with a record date in one of these months and pay the dividend on or before January 31 of the following year, we will be treated as having paid, and our stockholders will be treated as having received, the dividend on December 31 of the year in which the dividend was declared. Second, distributions may be made in the following year if the dividends are declared before we timely file our tax return for the year and if made before the first regular dividend payment made after such declaration. These distributions are taxable to our stockholders in the year in which paid, even though the distributions relate to our prior taxable year for purposes of the 90% distribution requirement.

To the extent that in the future we may have available net operating losses carried forward from prior tax years, such losses, subject to applicable limitations, may reduce the amount of distributions that we must make in order to comply with the REIT distribution requirements. Such losses, however, will generally not affect the tax treatment to our stockholders of any distributions that are actually made.

Even if we satisfy the foregoing distribution requirements, we will be subject to regular corporate income tax thereon to the extent that we do not distribute all of our net capital gain or "REIT taxable income" as adjusted. Furthermore, if we fail to distribute at least the sum of 85% of our ordinary income for that year, 95% of our capital

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gain net income for that year; and any undistributed taxable income from prior periods, we would be subject to a 4% excise tax on the excess of the required distribution over the amounts actually distributed.

In addition, if during the five-year recognition period, we dispose of any asset subject to the Built-in Gains Tax Rules described above, we must, pursuant to guidance issued by the IRS, distribute at least 90% of the built-in gain (after tax), if any, recognized on the disposition of the asset.

We may elect to retain rather than distribute all or a portion of our net capital gains and pay the tax on the gains. In that case, we may elect to have our shareholders include their proportionate share of the undistributed net capital gains in income as long-term capital gains and receive a credit for their share of the tax we paid. For purposes of the 4% excise tax described, any such retained amounts would be treated as having been distributed.

We intend to make timely distributions sufficient to satisfy the annual distribution requirements and, generally, avoid income and excise taxes. In this regard, the partnership agreement of the Operating Partnership authorizes us, as general partner, to take such steps as may be necessary to cause the Operating Partnership to distribute to its partners an amount sufficient to permit us to meet these distribution requirements.

We expect that our REIT taxable income will be less than our cash flow due to the allowance of depreciation and other non-cash charges in computing REIT taxable income. Accordingly, we anticipate that we generally will have sufficient cash or liquid assets to enable us to satisfy the 90% distribution requirement. It is possible, however, that we, from time to time, may not have sufficient cash or other liquid assets to satisfy the 90% distribution requirement or to distribute such greater amount as may be necessary to avoid income and excise taxation. In this event, we may find it necessary to arrange for borrowings or, if possible, pay taxable stock dividends in order to satisfy the distribution requirement or avoid such income or excise taxation.

The Tax Cuts and Jobs Act contains provisions that may change the way that we calculate our REIT taxable income and that our subsidiaries calculate their taxable income in taxable years beginning after December 31, 2017. Under the Tax Cuts and Jobs Act, we will have to accrue certain items of income before they would otherwise be taken into income under the Code if they are taken into account in our applicable financial statements. We have not yet identified any material import of this provision. Additionally, for taxable years beginning after December 31, 2017, the Tax Cuts and Jobs Act limits interest deductions for businesses, whether in corporate or pass-through form, to the sum of the taxpayer's business interest income for the tax year and 30% of the taxpayer's adjusted taxable income for the tax year. This limitation could apply to our operating partnership, underlying partnerships and our taxable REIT subsidiaries. This limitation does not apply to an "electing real property trade or business." We have not yet determined whether we or any of our subsidiaries will elect out of the new interest expense limitation or whether each of our subsidiaries is eligible to elect out. One consequence of electing to be an "electing real property trade or business" is that the new expensing rules will not apply to certain property used in an electing real property trade or business. In addition, in the case of an electing real property trade or business, real property and "qualified improvement property" are depreciated under the alternative depreciation system over longer useful lives. Finally, there are new limitations on use of net operating losses arising in taxable years beginning after December 31, 2017.

In the event that we are subject to an adjustment to our REIT taxable income resulting from an adverse determination by either a final court decision, a closing agreement between us and the IRS under Section 7121 of the Code, or an agreement as to tax liability between us and an IRS district director, or, an amendment or supplement to our federal income tax return for the applicable tax year, we may be able to rectify any resulting failure to satisfy the 90% annual distribution requirement by paying "deficiency dividends" to shareholders that relate to the adjusted year but that are paid in a subsequent year. To qualify as a deficiency dividend, we must make the distribution within 90 days of the adverse determination and we also must satisfy other procedural requirements. If we satisfy the statutory requirements of Section 860 of the Code, a deduction is allowed for any deficiency dividend we subsequently paid to offset an increase in our REIT taxable income resulting from the adverse determination. We, however, must pay statutory interest on the amount of any deduction taken for deficiency dividends to compensate for the deferral of the tax liability.

#### **Failure To Qualify**

A violation of a REIT requirement other than the gross income tests or the asset tests will not cause us to lose our qualification as a REIT if the violation is due to reasonable cause and not due to willful neglect and we pay a penalty

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of \$50,000 for each failure to satisfy the provision. If we fail to qualify for taxation as a REIT in any taxable year and the relief provisions do not apply, we will be subject to tax on our taxable income at regular corporate income tax rates. Distributions to shareholders in any year in which we fail to qualify as a REIT will not be deductible by us nor will they be required to be made. In that event, to the extent of our positive current and accumulated earnings and profits, distributions to shareholders will be dividends, generally taxable at long-term capital gains tax rates (as described below), subject to certain limitations of the Code, and corporate shareholders may be eligible for the dividends-received deduction. Unless we are entitled to relief under specific statutory provisions, we also will be disqualified from taxation as a REIT for the four taxable years following the year during which we lost our REIT qualification. We cannot state whether in all circumstances we would be entitled to such statutory relief. For example, if we fail to satisfy the gross income tests because non-qualifying income that we intentionally incur exceeds the limit on such income, the IRS could conclude that our failure to satisfy the tests was not due to reasonable cause.

## **Taxation of U.S. Shareholders**

As used in this prospectus, the term “U.S. Shareholder” means a holder of our stock that, for federal income tax purposes:

- is a citizen or resident of the United States;
- is a corporation (including an entity treated as a corporation for federal income tax purposes) created or organized in or under the laws of the United States or of any political subdivision thereof;
- is an estate, the income of which is subject to federal income taxation regardless of its source;
- is any trust if a court within the United States is able to exercise primary supervision over the administration of the trust, and one or more United States persons have the authority to control all substantial decisions of the trust; or
- is an eligible trust that elects to be taxed as a U.S. person under applicable Treasury Regulations.

For U.S. federal income tax purposes, income earned through an entity that is classified as a partnership for U.S. federal income tax purposes, regardless of where it was organized, is generally attributed to its partners. Accordingly, the U.S. federal income tax treatment of a partner in a partnership that holds our stock will generally depend on the status of the partner and the activities of the partnership. Prospective shareholders that are partnerships should consult their tax advisers concerning the U.S. federal income tax consequences to their partners of the acquisition, ownership and disposition of our stock.

For any taxable year for which we qualify for taxation as a REIT, taxable U.S. Shareholders will be taxed as discussed below.

**Distributions Generally.** The federal income tax treatment of distributions that you receive depends upon (i) the extent to which they are paid from our current or accumulated earnings and profits and, accordingly, treated as dividends and (ii) whether any portion of such distributions are designated as qualified dividend incomes or capital gain dividends, both of which are taxable at capital gains rates that do not exceed 20% for non-corporate U.S. Shareholders. Distributions from REITs that are treated as dividends but are not designated as qualified dividend income or capital gain dividends (“qualified REIT dividends”) are treated as ordinary income. Under the Tax Cuts and Jobs Act, non-corporate taxpayers are entitled to a deduction of up to 20% of their qualified REIT dividends. The amount of the deduction may be up to 20% of the amount of the non-corporate U.S. Shareholder’s aggregate qualified dividend income, but may be less than 20% of the amount of qualified REIT dividends if the U.S. shareholder has losses from publicly traded partnerships or the U.S. Shareholder’s taxable income, not taking into account net capital gain, is less than the amount of the U.S. Shareholder’s qualified REIT dividends. In addition, Treasury Regulations under section 199A of the Internal Revenue Code of 1986, as amended (the “Code”), impose a minimum holding period for the 20% deduction that was not set forth in the Code. Under the Treasury Regulations, in order for a REIT dividend with respect to a share of REIT stock to be treated as a qualified REIT dividend, the U.S. Shareholder (i) must have held the share for more than 45 days during the 91-day period beginning on the date which is 45 days before the date on which such

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share becomes ex-dividend with respect to such dividend and (ii) cannot have been under an obligation to make related payments with respect to positions in substantially similar or related property, e.g., pursuant to a short sale.

Dividends received from REITs are generally not eligible to be taxed at the lower capital gain rates applicable to individuals for “qualified dividends” from C corporations (i.e., corporations generally subject to U.S. federal corporate income tax). In certain circumstances, we may designate a portion of our distributions as qualified dividend income. Under the first exception, dividends received from a REIT may be treated as “qualified dividend income” eligible for the reduced tax rates to the extent that the REIT itself has received qualified dividend income from other corporations (such as taxable REIT subsidiaries). Under the second exception, dividends received from a REIT in a taxable year may be treated as qualified dividend income in an amount equal to the sum of (i) the excess of the REIT’s “REIT taxable income” for the preceding taxable year over the corporate-level federal income tax payable by the REIT for such preceding taxable year and (ii) the excess of the REIT’s income that was subject to the Built-in Gains Tax in the preceding taxable year over the tax payable by the REIT on such income for such preceding taxable year.

Dividends we pay are not eligible for the dividends-received deduction for corporations. To the extent that we make a distribution in excess of our positive current and accumulated earnings and profits, the distribution will be treated first as a tax-free return of capital, reducing the tax basis in the U.S. Shareholder’s stock, and then any distribution in excess of such basis will be taxable to the U.S. Shareholder as gain realized from the sale of its stock.

Dividends we declare in October, November or December of any year payable to a U.S. Shareholder of record on a specified date in any such month will be treated as both paid by us and received by the shareholders on December 31 of that year, provided that we actually pay the dividends during January of the following calendar year.

We will be treated as having sufficient earnings and profits to treat as a dividend any distribution by us up to the amount required to be distributed to avoid imposition of the 4% excise tax discussed above. Moreover, any “deficiency dividend” will be treated as an ordinary or capital gain distribution, as the case may be, regardless of our earnings and profits. As a result, shareholders may be required to treat as taxable some distributions that would otherwise result in a tax-free return of capital.

**Capital Gain Dividends.** Distributions to U.S. Shareholders that we properly designate as capital gain dividends will be treated as long-term capital gains (to the extent they do not exceed our actual net capital gain) for the taxable year without regard to the period for which the U.S. Shareholder has held his or her stock. However, corporate shareholders may be required to treat up to 20% of certain capital gain dividends as ordinary income. Capital gain dividends are not eligible for the dividends-received deduction for corporations.

We may elect to retain and pay income tax on net long-term capital gain that we received during the tax year. In this instance, U.S. Shareholders will include in their income their proportionate share of the undistributed long-term capital gains as we designated. The U.S. Shareholders will also be deemed to have paid their proportionate share of the tax, which would be credited against such shareholders’ U.S. income tax liability (and refunded to the extent it exceeds such liability). In addition, the basis of the U.S. Shareholders’ shares will be increased by the excess of the amount of capital gain included in its income over the amount of tax it is deemed to have paid.

Any long-term capital gain generally will be taxed to a non-corporate taxpayer at a maximum rate of 20%. In the case of capital gain attributable to the sale of real property held for more than one year, such gain will be taxed at a maximum rate of 25% to the extent of the amount of depreciation deductions previously claimed with respect to such property. With respect to distributions we designate as capital gain dividends (including any deemed distributions of retained capital gains), subject to certain limits, we may designate, and will notify our shareholders, whether the dividend is taxable to non-corporate shareholders at regular long-term capital gains rates (currently at a maximum rate of 20%) or at the 25% rate applicable to unrecaptured depreciation.

**Passive Activity Losses, Excess Business Losses and Investment Interest Limitations.** Dividends we distribute and gain from the disposition of our stock will not be treated as passive activity income, and, therefore, U.S. Shareholders will not be able to apply any “passive losses” against such income. Similarly, for taxable years beginning after December 31, 2017, non-corporate U.S. shareholders cannot apply “excess business losses” against dividends that we distribute and gains arising from the disposition of our common stock. Dividends generally will be treated as investment income for purposes of the investment interest limitation. Net capital gain from the disposition of our stock

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or capital gain dividends generally will be excluded from investment income unless the U.S. Shareholder elects to have the gain taxed at ordinary income rates. Shareholders are not allowed to include on their own federal income tax returns any tax losses that we incur.

**Dispositions of Shares.** In general, U.S. Shareholders will realize capital gain or loss on the disposition of our stock equal to the difference between the amount of cash and the fair market value of any property received on the disposition and that shareholder's adjusted basis in the stock. This gain or loss will be a capital gain or loss if the U.S. Shareholder has held the shares as a capital asset. The applicable tax rate will depend on the shareholder's holding period in the asset (generally, if the shareholder has held the asset for more than one year, it will produce long-term capital gain) and the shareholder's tax bracket (the maximum rate for non-corporate taxpayers currently being 20%). The IRS has the authority to prescribe, but has not yet prescribed, regulations that would apply a capital gain tax rate of 25% (which is generally higher than the long-term capital gain tax rates for non-corporate shareholders) to a portion of capital gain realized by a non-corporate shareholder on the sale of our stock that would correspond to our "unrecaptured Section 1250 gain." Shareholders should consult with their own tax advisors with respect to their capital gain tax liability. In general, any loss recognized by a U.S. Shareholder upon the sale or other disposition of stock that the shareholder has held for six months or less, after applying the holding period rules, will be treated as a long-term capital loss, to the extent of distributions received by the U.S. Shareholder from us that were required to be treated as long-term capital gains.

**Unearned Income Medicare Tax.** High-income U.S. individuals, estates, and trusts are subject to an additional 3.8% tax on net investment income. For these purposes, net investment income includes dividends and gains from sales of stock. In the case of an individual, the tax will be 3.8% of the lesser of the individuals' net investment income or the excess of the individuals' modified adjusted gross income over \$250,000 in the case of a married individual filing a joint return or a surviving spouse, \$125,000 in the case of a married individual filing a separate return, or \$200,000 in the case of a single individual. It is not taken into account in computing net investment income. The 20% deduction for "qualified REIT dividends" described above U.S. Shareholders that are individuals, estates or trusts should consult their tax advisors regarding the effect, if any, of this legislation on their ownership and disposition of our common stock.

**Treatment of Tax-Exempt Shareholders.** Distributions from us to a tax-exempt employee pension trust or other domestic tax-exempt shareholder generally will not constitute "unrelated business taxable income," which we refer to as "UBTI," unless the shareholder has borrowed to acquire or carry its stock or has used the shares in a trade or business.

However, for tax-exempt shareholders that are social clubs, voluntary employee benefit associations, supplemental unemployment benefit trusts and qualified group legal services plans exempt from federal income taxation under Sections 501(c)(7), (c)(9), (c)(17) and (c)(20) of the Code, respectively, income from an investment in us will constitute UBTI unless the organization properly sets aside or reserves such amounts for purposes specified in the Code. These tax-exempt shareholders should consult their own tax advisors concerning these "set aside" and reserve requirements.

Qualified trusts that hold more than 10% (by value) of the shares of a "pension-held REIT" may be required to treat a certain percentage of such a REIT's distributions as UBTI. A REIT is a "pension-held REIT" only if the REIT would not qualify as such for federal income tax purposes but for the application of a "look-through" exception to the five or fewer requirement applicable to shares held by qualified trusts and the REIT is "predominantly held" by qualified trusts. A REIT is predominantly held if either at least one qualified trust holds more than 25% by value of the REIT interests or qualified trusts, each owning more than 10% by value of the REIT interests, holds in the aggregate more than 50% of the REIT interests. The percentage of any REIT dividend treated as UBTI is equal to the ratio of (a) the UBTI earned by the REIT (treating the REIT as if it were a qualified trust and therefore subject to tax on UBTI) to (b) the total gross income (less certain associated expenses) of the REIT. In the event that this ratio is less than 5% for any year, then the qualified trust will not be treated as having received UBTI as a result of the REIT dividend. For these purposes, a qualified trust is any trust described in Section 401(a) of the Code and exempt from tax under Section 501(a) of the Code.

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## **Special Tax Considerations For Non-U.S. Shareholders**

In general, non-U.S. Shareholders will be subject to regular federal income tax with respect to their investment in us if the income from the investment is “effectively connected” with the non-U.S. Shareholder’s conduct of a trade or business in the United States. A corporate non-U.S. Shareholder that receives income that is (or is treated as) effectively connected with a U.S. trade or business also may be subject to the branch profits tax under Section 884 of the Code, which is imposed in addition to regular federal income tax at the rate of 30%, subject to reduction under a tax treaty, if applicable. Effectively connected income that meets various certification requirements will generally be exempt from withholding. The following discussion will apply to non-U.S. Shareholders whose income from their investments in us is not so effectively connected (except to the extent that the FIRPTA rules discussed below treat such income as effectively connected income).

### ***Distributions***

Distributions by us that are not attributable to gain from the sale or exchange by us of a “United States real property interest” and that we do not designate as a capital gain distribution will be treated as an ordinary income dividend to the extent that we pay the distribution out of our current or accumulated earnings and profits. Generally, any ordinary income dividend will be subject to a federal income tax, required to be withheld by us, equal to 30% of the gross amount of the dividend, unless an applicable tax treaty reduces this tax. Such a distribution in excess of our earnings and profits will be treated first as a return of capital that will reduce a non-U.S. Shareholder’s basis in its stock (but not below zero) and then as gain from the disposition of such stock, the tax treatment of which is described under the rules discussed below with respect to dispositions of stock.

Distributions by us with respect to our common stock that are attributable to gain from the sale or exchange of a United States real property interest will be treated as ordinary dividends (taxed as described above) to a non-U.S. Shareholder as long as our common stock is “regularly traded” on an established securities market if the non-U.S. Shareholder did not own more than 10% of such class of stock at any time during the one-year period preceding the distribution. Capital gain dividends distributed to a non-U.S. Shareholder that held more than 10% of our common stock in the year preceding the distribution will be taxed under the Foreign Investment in Real Property Tax Act of 1980, or “FIRPTA.” Such distributions are taxed to a non-U.S. Shareholder as if the distributions were gains “effectively connected” with a U.S. trade or business. Accordingly, a non-U.S. Shareholder will be required to report such gains on U.S. federal income tax returns and will be taxed at the normal capital gain rates applicable to a U.S. Shareholder (subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals). Such distributions also may be subject to a 30% branch profits tax when made to a foreign corporation that is not entitled to an exemption or reduced branch profits tax rate under a tax treaty.

Although the law is not clear on this matter, it appears that amounts designated by us as undistributed capital gains in respect of our stock generally should be treated with respect to non-U.S. Shareholders in the same manner as actual distributions by us of capital gain dividends.

Although tax treaties may reduce our withholding obligations, we generally will be required to withhold from distributions to non-U.S. Shareholders, and remit to the IRS, 30% of ordinary dividends paid out of earnings and profits. Special withholding rules apply to capital gain dividends that are not recharacterized as ordinary dividends. In addition, we may be required to withhold 15% of distributions in excess of our current and accumulated earnings and profits. If the amount of tax withheld by us with respect to a distribution to a non-U.S. Shareholder exceeds the shareholder’s U.S. federal income tax liability, the non-U.S. Shareholder may file for a refund of such excess from the IRS.

We expect to withhold federal income tax at the rate of 30% on all distributions (including distributions that later may be determined to have been in excess of current and accumulated earnings and profits) made to a non-U.S. Shareholder unless:

- a lower treaty rate applies and the non-U.S. Shareholder files with us an IRS Form W-8BEN, W-8BEN-E or other applicable form evidencing eligibility for that reduced treaty rate;
  - the non-U.S. Shareholder files with us an IRS Form W-8ECI claiming that the distribution is income effectively connected with the non-U.S. Shareholder’s trade or business so that no withholding tax is required; or
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- the distributions are treated for FIRPTA withholding tax purposes as attributable to a sale of a U.S. real property interest, in which case tax will be withheld at the maximum corporate income tax rate.

### ***Dispositions of Our Common Stock***

Unless our stock constitutes a “United States real property interest” within the meaning of FIRPTA, a sale of our stock by a non-U.S. Shareholder generally will not be subject to federal income taxation. Our stock will not constitute a United States real property interest if we are a domestically controlled qualified investment entity.” A REIT is a domestically controlled qualified investment entity if at all times during a specified testing period less than 50% in value of its shares is held directly or indirectly by non-U.S. Shareholders. We currently anticipate that we will be a domestically controlled qualified investment entity and, therefore, that the sale of our stock will not be subject to taxation under FIRPTA. However, because our stock will be publicly traded, we cannot assure you that we will be a domestically controlled qualified investment entity. If we were not a domestically controlled qualified investment entity, a non-U.S. Shareholder’s sale of our stock would be subject to tax under FIRPTA as a sale of a United States real property interest unless the stock were “regularly traded” on an established securities market (such as the New York Stock Exchange) on which the stock will be listed and the selling shareholder owned no more than 10% of the common stock throughout the applicable testing period. If the gain on the sale of stock were subject to taxation under FIRPTA, the non-U.S. Shareholder would be subject to the same treatment as a U.S. Shareholder with respect to the gain (subject to applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals). However, even if our stock is not a United States real property interest, a nonresident alien individual’s gains from the sale of stock will be taxable if the nonresident alien individual is present in the United States for 183 days or more during the taxable year and certain other conditions apply, in which case the nonresident alien individual will be subject to a 30% tax on his or her U.S.-source capital gains.

A purchaser of our stock from a non-U.S. Shareholder will not be required to withhold under FIRPTA on the purchase price if the purchased stock is “regularly traded” on an established securities market. Otherwise, the purchaser of our stock from a non-U.S. Shareholder may be required to withhold 15% of the purchase price and remit this amount to the IRS. Our common stock currently is traded on the New York Stock Exchange. We believe that we qualify under the regularly traded exception to withholding, but we cannot provide any assurance to that effect.

### ***Qualified Shareholders***

Generally, a “qualified shareholder” (as defined in the Code) who holds our common stock directly or indirectly (through one or more partnerships) will not be subject to FIRPTA on distributions by us or dispositions of our common stock. While a qualified shareholder will not be subject to FIRPTA on distributions by us or dispositions of our common stock, a distribution to a qualified shareholder that otherwise would have been taxable under FIRPTA will be treated as an ordinary dividend, and certain investors of a qualified shareholder (i.e., non-U.S. persons who hold interests in the qualified shareholder (other than interests solely as a creditor), and hold more than 10% of our common stock (whether or not by reason of the investor’s ownership in the qualified shareholder)) may be subject to FIRPTA and FIRPTA withholding.

### ***Qualified Foreign Pension Funds***

A qualified foreign pension fund (as defined in the Code) (or an entity all of the interests of which are held by a qualified foreign pension fund) that holds our common stock directly or indirectly (through one or more partnerships) will not be subject to FIRPTA on distributions by us or dispositions of our common stock.

### ***FATCA Withholding***

Withholding at a rate of 30% is required on dividends paid in respect of shares of our common stock to certain foreign financial institutions (including investment funds), unless such institution enters into an agreement with the Secretary of the Treasury (unless alternative procedures apply pursuant to an applicable intergovernmental agreement between the United States and the relevant foreign government) to report, on an annual basis, information with respect to shares in, and accounts maintained by, the institution to the extent such shares or accounts are held by certain U.S. persons or by certain non-U.S. entities that are wholly or partially owned by U.S. persons. Accordingly, the entity through which our shares are held may affect the determination of whether such withholding is required. Similarly,

dividends paid in respect of our shares to an investor that is a passive non-financial non-U.S. entity will be subject to withholding at a rate of 30%, unless such entity either (i) certifies to us that such entity does not have any “substantial U.S. owners” or (ii) provides certain information regarding the entity’s “substantial U.S. owners,” which we will in turn provide to the Secretary of the Treasury. While withholding under FATCA would also have applied to payments of gross proceeds from the disposition of stock after December 31, 2018, recently proposed Treasury Regulations eliminate FATCA withholding on gross proceeds payments. Taxpayers generally may rely on these proposed Treasury Regulations until final Treasury Regulations are issued. Non-U.S. shareholders are encouraged to consult with their tax advisers regarding the possible implications of these rules on their investment in our common stock.

### ***Estate Tax***

If our shares are owned or treated as owned by an individual who is not a U.S. citizen or resident (as specifically defined for federal estate tax purposes) at the time of the individual’s death, the shares will be includible in the individual’s gross estate for federal estate tax purposes and may be subject to federal estate tax, unless an applicable estate tax treaty provides otherwise.

### **Information Reporting Requirements and Backup Withholding Tax**

***U.S. Shareholders.*** In general, information reporting requirements will apply to payments of distributions on our stock and payments of the proceeds of the sale of our stock, unless an exception applies. Further, the payer will be required to withhold backup withholding tax if:

- the payee fails to furnish a taxpayer identification number to the payer or to establish an exemption from backup withholding;
- the IRS notifies the payer that the taxpayer identification number furnished by the payee is incorrect;
- a notified payee has been under-reporting with respect to interest, dividends or original issue discount described in Section 3406(c) of the Code; or
- the payee has failed to certify under the penalty of perjury that the payee is not subject to backup withholding under the Code.

Some shareholders, including corporations, will be exempt from backup withholding. Any amounts withheld under the backup withholding rules from a payment to a shareholder will be allowed as a credit against the shareholder’s federal income tax and may entitle the shareholder to a refund, provided that the shareholder furnishes the required information to the IRS.

***Non-U.S. Shareholders.*** Generally, information reporting will apply to payments of distributions on our stock, and backup withholding may apply, unless the payee certifies that it is not a U.S. person or otherwise establishes an exemption.

The payment of the proceeds from the disposition of our stock to or through the U.S. office of a U.S. or foreign broker will be subject to information reporting and, possibly, backup withholding unless the non-U.S. Shareholder certifies as to its non-U.S. status or otherwise establishes an exemption, provided that the broker does not have actual knowledge that the shareholder is a U.S. person or that the conditions of any other exemption are not, in fact, satisfied. The proceeds of the disposition by a non-U.S. Shareholder of our stock to or through a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, if the broker is a U.S. person, a controlled foreign corporation for U.S. tax purposes or a foreign person 50% or more whose gross income from all sources for specified periods is from activities that are effectively connected with a U.S. trade or business, information reporting generally will apply unless the broker has documentary evidence as to the non-U.S. Shareholder’s foreign status and has no actual knowledge to the contrary.

***Tax Basis and Other Information Reporting.*** Brokers are subject to information reporting requirements relating to certain transactions involving shares of our capital stock acquired on or after January 1, 2011 by a shareholder other than an exempt recipient (“covered stock”). Specifically, upon the transfer or redemption of shares of covered stock, the broker must report certain information to the shareholder and the IRS, including the adjusted tax basis of the

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shares and whether any gain or loss recognized on the transfer or redemption is long-term or short-term. Shares of covered stock will be transferred or redeemed on a “first in/first out” basis unless the shareholder identifies specific lots to be transferred or redeemed in a timely manner.

If we take an organizational action such as a stock split, merger, or acquisition that affects the tax basis of shares of covered stock or even make distributions that exceed our current or accumulated earnings and profits, we will report to each shareholder and the IRS (or post on our primary public Web site) a description of the action and the quantitative effect of that action on the tax basis of the applicable shares. Although corporations generally qualify as exempt recipients, an S corporation will not qualify as an exempt recipient with respect to shares of our common stock that the S corporation acquires on or after January 1, 2012. Thus, the transfer or redemption of shares of our capital stock acquired by an S corporation on or after January 1, 2012 will be subject to the reporting requirements discussed above.

Brokers may be subject to transfer statement reporting on certain transactions not otherwise subject to the reporting requirements discussed above (excluding transactions involving shares acquired before January 1, 2011). Transfer statements, however, are issued only between “brokers” and are not issued to shareholders or the IRS.

Shareholders are encouraged to consult their tax advisors regarding the application of the information reporting rules discussed above to their investment in our common stock.

### **Tax Aspects of the Operating Partnership**

**General.** The Operating Partnership holds substantially all of our investments. In general, partnerships are “pass-through” entities that are not subject to federal income tax. Rather, partners are allocated their proportionate shares of the items of income, gain, loss, deduction and credit of a partnership, and are potentially subject to tax thereon, without regard to whether the partners receive a distribution from the partnership. We include in our income our proportionate share of these Operating Partnership items for purposes of the various REIT income tests and in the computation of our REIT taxable income. Moreover, for purposes of the REIT asset tests, we include our proportionate share of assets held by the Operating Partnership.

**Tax Allocations with Respect to the Properties.** Pursuant to Section 704(c) of the Code, income, gain, loss and deduction attributable to appreciated or depreciated property that is contributed to a partnership in exchange for an interest in the partnership, must be allocated in a manner such that the contributing partner is charged with the unrealized gain, or benefits from the unrealized loss, associated with the property at the time of the contribution. The amount of the unrealized gain or unrealized loss is generally equal to the difference between the fair market value of contributed property at the time of contribution and the adjusted tax basis of the property at the time of contribution, which we refer to as a “book-tax difference.” These allocations are solely for federal income tax purposes and do not affect the book capital accounts or other economic or legal arrangements among the partners. The Operating Partnership was formed by way of contributions of appreciated property. Consequently, the partnership agreement of the Operating Partnership requires allocations to be made in a manner consistent with Section 704(c) of the Code.

In general, the partners who have contributed interests in appreciated properties to the Operating Partnership will be allocated lower amounts of depreciation deductions for tax purposes than such deductions would be if determined on a pro rata basis. In addition, in the event of the disposition of any of the contributed assets that have a book-tax difference, all taxable income attributable to the book-tax difference generally will be allocated to the contributing partners, and we generally will be allocated only our share of capital gains attributable to appreciation, if any, occurring after the closing of the acquisition of the properties. This will tend to eliminate the book-tax difference over the life of the Operating Partnership. However, the special allocation rules of Section 704(c) of the Code do not always entirely eliminate the book-tax difference on an annual basis or with respect to a specific taxable transaction such as a sale. Thus, the carryover basis of the contributed assets in the hands of the Operating Partnership will cause us to be allocated lower depreciation and other deductions and possibly amounts of taxable income in the event of a sale of the contributed assets in excess of the economic or book income allocated to it as a result of the sale. This may cause us to recognize taxable income in excess of cash proceeds, which might adversely affect our ability to comply with the REIT distribution requirements.

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Treasury Regulations under Section 704(c) of the Code provide partnerships with a choice of several methods of accounting for book-tax differences, including the “traditional method” that may leave some of the book-tax differences unaccounted for, or the election of certain methods which would permit any distortions caused by a book-tax difference to be entirely rectified on an annual basis or with respect to a specific taxable transaction such as a sale. For most property contributions, we, along with the Operating Partnership, have determined to use the “traditional method” for accounting for book-tax differences with respect to the properties contributed to the Operating Partnership. As a result of this determination, distributions to shareholders will be comprised of a greater portion of taxable income and less return of capital than if another method for accounting for book-tax differences had been selected. We, along with the Operating Partnership, have not determined which of the alternative methods of accounting for book-tax differences will be elected with respect to properties contributed to the Operating Partnership in the future.

With respect to any property purchased by the Operating Partnership, this property initially will have a tax basis equal to its fair market value and Section 704(c) of the Code will not apply.

***Basis in Operating Partnership Interest.*** Our adjusted tax basis in our interest in the Operating Partnership generally:

- will equal the amount of cash and the basis of any other property that we contributed to the Operating Partnership;
- will increase by our allocable share of the Operating Partnership’s income and our allocable share of debt of the Operating Partnership; and
- will decrease, but not below zero, by our allocable share of losses suffered by the Operating Partnership, the amount of cash distributed to us, and constructive distributions resulting from a reduction in our share of debt of the Operating Partnership.

If the allocation of our distributive share of the Operating Partnership’s loss exceeds the adjusted tax basis of our partnership interest in the Operating Partnership, the recognition of the excess loss will be deferred until such time and to the extent that we have an adjusted tax basis in our interest in the Operating Partnership. To the extent that the Operating Partnership’s distributions, or any decrease in our share of the debt of the Operating Partnership (such decreases being considered a cash distribution to the partners) exceed our adjusted tax basis, the excess distributions (including such constructive distributions) constitute taxable income to us. This taxable income normally will be characterized as long-term capital gain if we have held our interest in the Operating Partnership for longer than one year, subject to reduced tax rates described above for non-corporate U.S. Shareholders, to the extent designated by us as a capital gain dividend. Under current law, capital gains and ordinary income of corporations generally are taxed at the same marginal rates.

***Sale of the Properties.*** Our share of gain realized by the Operating Partnership on the sale of any property held by the Operating Partnership as inventory or other property held primarily for sale to customers in the ordinary course of the Operating Partnership’s trade or business will be treated as income from a prohibited transaction that is subject to a 100% penalty tax unless a safe harbor exception applies. Prohibited transaction income also may have an adverse effect upon our ability to satisfy the income tests for qualification as a REIT. Under existing law, whether the Operating Partnership holds its property as inventory or primarily for sale to customers in the ordinary course of its trade or business is a question of fact that depends on all the facts and circumstances with respect to the particular transaction. The Operating Partnership intends to hold the properties for investment with a view to long-term appreciation, to engage in the business of acquiring, developing, owning and operating the properties and to make such occasional sales of the properties, including peripheral land, as are consistent with the Operating Partnership’s investment objectives.

***Partnership Audits.*** For partnership tax returns for taxable years beginning after December 31, 2017, new rules apply for U.S. federal income tax audits of partnerships. Such audits will continue to be conducted at the entity level, but unless such entity qualifies for and affirmatively elects an alternative procedure, any adjustments to the amount of tax due (including interest and penalties) will be payable by the entity itself. Under the alternative procedure, if elected, a partnership would issue information returns to persons who were partners in the audited year, who would then be required to take the adjustments into account in calculating their own tax liability, and the partnership would

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not be liable for the adjustments. If any of our Operating Partnership or any of its subsidiary partnerships are able to and in fact elects the alternative procedure for a given adjustment, the amount of taxes for which such persons will be liable will be increased by any applicable penalties and a special interest charge. There can be no assurance that any such entities will be eligible to make such an election or that it will, in fact, make such an election for any given adjustment.

**State and Local Tax**

We and our shareholders may be subject to state and local tax in various states and localities, including those in which we or they transact business, own property or reside. The tax treatment of us and the shareholders in such jurisdictions may differ from the federal income tax treatment described above. Consequently, prospective shareholders should consult their own tax advisors regarding the effect of state and local tax laws on an investment in our stock.