

COLUMBIA PROPERTY TRUST, INC.

Form 10-Q

August 06, 2013

Table of Contents

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

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2013

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 000-51262

COLUMBIA PROPERTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation or organization)

20-0068852

(I.R.S. Employer Identification Number)

One Glenlake Parkway, Suite 1200  
Atlanta, GA 30328  
(Address of principal executive offices)  
(Zip Code)

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

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

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

Yes  No

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

Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

Yes  No

Number of shares outstanding of the registrant's  
only class of common stock, as of July 31, 2013: 537,048,293 shares

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Table of Contents

FORM 10-Q  
COLUMBIA PROPERTY TRUST, INC.  
TABLE OF CONTENTS

<u>PART I. FINANCIAL INFORMATION</u>		Page No.
Item 1.	<u>Condensed Consolidated Financial Statements</u>	<u>Page 4</u>
	<u>Consolidated Balance Sheets as of June 30, 2013 (unaudited) and December 31, 2012</u>	<u>Page 5</u>
	<u>Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2013 (unaudited) and 2012 (unaudited)</u>	<u>Page 6</u>
	<u>Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2013 (unaudited) and 2012 (unaudited)</u>	<u>Page 7</u>
	<u>Consolidated Statements of Equity for the Three and Six Months Ended June 30, 2013 (unaudited) and 2012 (unaudited)</u>	<u>Page 8</u>
	<u>Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2013 (unaudited) and 2012 (unaudited)</u>	<u>Page 10</u>
	<u>Condensed Notes to Consolidated Financial Statements (unaudited)</u>	<u>Page 11</u>
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>Page 32</u>
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>Page 42</u>
Item 4.	<u>Controls and Procedures</u>	<u>Page 42</u>
<u>PART II. OTHER INFORMATION</u>		
Item 1.	<u>Legal Proceedings</u>	<u>Page 43</u>
Item 1A.	<u>Risk Factors</u>	<u>Page 43</u>
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>Page 43</u>
Item 3.	<u>Defaults Upon Senior Securities</u>	<u>Page 43</u>
Item 4.	<u>Mine Safety Disclosures</u>	<u>Page 43</u>
Item 5.	<u>Other Information</u>	<u>Page 44</u>
Item 6.	<u>Exhibits</u>	<u>Page 44</u>



Table of Contents

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Form 10-Q of Columbia Property Trust, Inc. ("Columbia Property Trust," "we," "our" or "us") other than historical facts may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We intend for all such forward-looking statements to be covered by the applicable safe harbor provisions for forward-looking statements contained in those acts. Such statements include, in particular, statements about our plans, strategies, and prospects and are subject to certain risks and uncertainties, including known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of our performance in future periods. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as "may," "will," "expect," "intend," "anticipate," "estimate," "believe," "continue," or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this report is filed with the U.S. Securities and Exchange Commission ("SEC"). We make no representations or warranties (express or implied) about the accuracy of any such forward-looking statements contained in this Form 10-Q, and we do not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Any such forward-looking statements are subject to risks, uncertainties, and other factors and are based on a number of assumptions involving judgments with respect to, among other things, future economic, competitive, and market conditions, all of which are difficult or impossible to predict accurately. To the extent that our assumptions differ from actual conditions, our ability to accurately anticipate results expressed in such forward-looking statements, including our ability to generate positive cash flow from operations, make distributions to stockholders, and maintain the value of our real estate properties, may be significantly hindered. See Item 1A in Columbia Property Trust's Annual Report on Form 10-K for the year ended December 31, 2012 for a discussion of some of the risks and uncertainties that could cause actual results to differ materially from those presented in our forward-looking statements. The risk factors described in our Annual Report are not the only ones we face, but do represent those risks and uncertainties that we believe are material to us. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also harm our business.

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The information furnished in the accompanying consolidated balance sheets, and related consolidated statements of operations, comprehensive income, equity and cash flows, reflects all normal and recurring adjustments that are, in management's opinion, necessary for a fair and consistent presentation of the aforementioned financial statements.

The accompanying consolidated financial statements should be read in conjunction with the condensed notes to Columbia Property Trust's financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this quarterly report on Form 10-Q, and with Columbia Property Trust's Annual Report on Form 10-K filed for the year ended December 31, 2012. Columbia Property Trust's results of operations for the three and six months ended June 30, 2013 are not necessarily indicative of the operating results expected for the full year.

Table of ContentsCOLUMBIA PROPERTY TRUST, INC.  
CONSOLIDATED BALANCE SHEETS

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

	(Unaudited) June 30, 2013	December 31, 2012
Assets:		
Real estate assets, at cost:		
Land	\$786,336	\$789,237
Buildings and improvements, less accumulated depreciation of \$635,280 and \$580,334, as of June 30, 2013 and December 31, 2012, respectively	3,370,152	3,468,218
Intangible lease assets, less accumulated amortization of \$332,936 and \$315,840, as of June 30, 2013 and December 31, 2012, respectively	317,232	341,460
Construction in progress	6,781	12,680
Total real estate assets	4,480,501	4,611,595
Cash and cash equivalents	61,667	53,657
Tenant receivables, net of allowance for doubtful accounts of \$892 and \$117, as of June 30, 2013 and December 31, 2012, respectively	139,473	134,099
Prepaid expenses and other assets	33,208	29,373
Deferred financing costs, less accumulated amortization of \$10,081 and \$8,527, as of June 30, 2013 and December 31, 2012, respectively	8,952	10,490
Intangible lease origination costs, less accumulated amortization of \$247,781 and \$230,930, as of June 30, 2013 and December 31, 2012, respectively	186,986	206,927
Deferred lease costs, less accumulated amortization of \$29,119 and \$24,222, as of June 30, 2013 and December 31, 2012, respectively	106,652	98,808
Investment in development authority bonds	586,000	586,000
Total assets	\$5,603,439	\$5,730,949
Liabilities:		
Line of credit and notes payable	\$1,409,245	\$1,401,618
Bonds payable, net of discount of \$1,196 and \$1,322, as of June 30, 2013 and December 31, 2012, respectively	248,804	248,678
Accounts payable, accrued expenses, and accrued capital expenditures	97,929	102,858
Due to affiliates	18,006	1,920
Deferred income	22,243	28,071
Intangible lease liabilities, less accumulated amortization of \$89,592 and \$84,326, as of June 30, 2013 and December 31, 2012, respectively	90,867	98,298
Obligations under capital leases	586,000	586,000
Total liabilities	2,473,094	2,467,443
Commitments and Contingencies (Note 6)	—	—
Redeemable Common Stock	121,752	99,526
Equity:		
Common stock, \$0.01 par value, 900,000,000 shares authorized, 542,288,114 and 547,603,642 shares issued and outstanding as of June 30, 2013 and December 31, 2012, respectively	5,423	5,476

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Additional paid-in capital	4,867,077	4,897,782
Cumulative distributions in excess of earnings	(1,739,568)	(1,634,531)
Redeemable common stock	(121,752)	(99,526)
Other comprehensive loss	(2,587)	(5,221)
Total equity	3,008,593	3,163,980
Total liabilities, redeemable common stock, and equity	\$5,603,439	\$5,730,949
See accompanying notes.		

Page 5

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Table of Contents

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

	(Unaudited) Three months ended June 30,		(Unaudited) Six months ended June 30,	
	2013	2012	2013	2012
<b>Revenues:</b>				
Rental income	\$ 116,949	\$ 109,857	\$ 232,070	\$ 220,043
Tenant reimbursements	24,451	24,193	49,883	49,273
Hotel income	6,562	6,463	11,516	10,838
Other property income	1,258	458	1,546	2,157
	149,220	140,971	295,015	282,311
<b>Expenses:</b>				
Property operating costs	43,130	40,023	86,842	81,261
Hotel operating costs	4,820	4,996	9,081	9,093
Asset and property management fees:				
Related-party	—	8,671	5,541	17,493
Other	680	651	1,380	1,350
Depreciation	30,608	27,982	60,860	55,867
Amortization	22,327	26,751	44,237	52,470
Impairment loss on real estate assets	—	—	16,867	—
General and administrative	9,113	6,614	46,020	11,484
	110,678	115,688	270,828	229,018
Real estate operating income	38,542	25,283	24,187	53,293
<b>Other income (expense):</b>				
Interest expense	(27,175	) (26,526	) (54,435	) (52,807
Interest and other income	9,274	10,012	18,385	20,028
Gain (loss) on interest rate swaps	164	(13	) 221	(89
	(17,737	) (16,527	) (35,829	) (32,868
Income (loss) before income tax expense	20,805	8,756	(11,642	) 20,425
Income tax expense	(325	) (398	) (228	) (301
Income (loss) from continuing operations	20,480	8,358	(11,870	) 20,124
<b>Discontinued operations:</b>				
Operating income (loss) from discontinued operations	121	2,494	(151	) 4,978
Gains on disposition of discontinued operations	—	62	10,014	16,947
Income from discontinued operations	121	2,556	9,863	21,925
Net income (loss)	20,601	10,914	(2,007	) 42,049
Less: net income attributable to nonredeemable noncontrolling interests	—	—	—	(4
Net income (loss) attributable to the common stockholders of Columbia Property Trust, Inc.	\$ 20,601	\$ 10,914	\$ (2,007	) \$ 42,045
<b>Per-share information – basic and diluted:</b>				
Income (loss) from continuing operations	\$ 0.04	\$ 0.02	\$ (0.02	) \$ 0.04
Income from discontinued operations	\$ 0.00	\$ 0.00	\$ 0.02	\$ 0.04
Net income (loss) attributable to the common stockholders of Columbia Property Trust, Inc.	\$ 0.04	\$ 0.02	\$ 0.00	\$ 0.08

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Weighted-average common shares outstanding – basic and diluted	543,262	546,134	544,664	545,867
Distributions per share	\$0.095	\$0.125	\$0.190	\$0.250
See accompanying notes.				

Page 6

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Table of Contents

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

	(Unaudited) Three months ended June 30,		(Unaudited) Six months ended June 30,		
	2013	2012	2013	2012	
Net income (loss) attributable to the common stockholders of Columbia Property Trust, Inc.	\$20,601	\$10,914	\$(2,007	) \$42,045	
Foreign currency translation adjustment realized in discontinued operations	—	—	(83	) —	
Market value adjustment to interest rate swap	2,168	(4,016	) 2,717	(3,408	)
Comprehensive income attributable to the common stockholders of Columbia Property Trust, Inc.	22,769	6,898	627	38,637	
Comprehensive income attributable to noncontrolling interests	—	—	—	4	
Comprehensive income	\$22,769	\$6,898	\$627	\$38,641	

See accompanying notes.

Table of Contents

COLUMBIA PROPERTY TRUST, INC.  
CONSOLIDATED STATEMENTS OF EQUITY  
FOR THE SIX MONTHS ENDED JUNE 30, 2013 (UNAUDITED)  
(in thousands, except per-share amounts)

	Stockholders' Equity Common Stock		Additional Paid-In Capital	Cumulative Distributions in Excess of Earnings	Redeemable Common Stock	Other Comprehensive Income (Loss)	Total Equity
	Shares	Amount					
Balance, December 31, 2012	547,604	\$5,476	\$4,897,782	\$(1,634,531)	\$(99,526)	\$(5,221)	\$3,163,980
Issuance of common stock	6,629	66	46,336	—	—	—	46,402
Redemptions of common stock	(11,945)	(119)	(76,914)	—	—	—	(77,033)
Increase in redeemable common stock	—	—	—	—	(22,226)	—	(22,226)
Distributions to common stockholders (\$0.190 per share)	—	—	—	(103,030)	—	—	(103,030)
Offering costs	—	—	(127)	—	—	—	(127)
Net loss attributable to the common stockholders of Columbia Property Trust, Inc.	—	—	—	(2,007)	—	—	(2,007)
Foreign currency translation adjustment	—	—	—	—	—	(83)	(83)
Market value adjustment to interest rate swap	—	—	—	—	—	2,717	2,717
Balance, June 30, 2013	542,288	\$5,423	\$4,867,077	\$(1,739,568)	\$(121,752)	\$(2,587)	\$3,008,593

Table of Contents

COLUMBIA PROPERTY TRUST, INC.  
CONSOLIDATED STATEMENTS OF EQUITY  
FOR THE SIX MONTHS ENDED JUNE 30, 2012 (UNAUDITED)  
(in thousands, except per-share amounts)

	Stockholders' Equity			Cumulative Distributions in Excess of Earnings	Redeemable Common Stock	Other Comprehensive Income	Total Columbia Property Trust, Inc. Stockholders' Equity	Nonredeemable Noncontrolling Interests	Total Equity
	Common Stock	Additional Paid-In Capital							
	Shares	Amount							
Balance, December 31, 2011	546,198	\$5,462	\$4,880,806	\$(1,426,550)	\$(113,147)	\$84	\$3,346,655	\$317	\$3,346,972
Issuance of common stock	8,796	88	62,634	—	—	—	62,722	—	62,722
Redemptions of common stock	(7,735 )	(77 )	(50,755 )	—	—	—	(50,832 )	—	(50,832 )
Increase in redeemable common stock	—	—	—	—	(38,308 )	—	(38,308 )	—	(38,308 )
Distributions to common stockholders (\$0.250 per share)	—	—	—	(135,984 )	—	—	(135,984 )	—	(135,984 )
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(15 )	(15 )
Acquisition of noncontrolling interest in consolidated joint ventures	—	—	5	—	—	—	5	(306 )	(301 )
Net income attributable to common stockholders of Columbia Property Trust, Inc.	—	—	—	42,045	—	—	42,045	—	42,045
Net income attributable to noncontrolling interests	—	—	—	—	—	—	—	4	4
	—	—	—	—	—	(3,408 )	(3,408 )	—	(3,408 )

Market value  
adjustment to  
interest rate  
swap

Balance, June 30, 2012	547,259	\$5,473	\$4,892,690	\$(1,520,489)	\$(151,455)	\$(3,324)	\$3,222,895	\$—	\$3,222,895
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See accompanying notes.

Table of Contents

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

	(Unaudited)	
	Six months ended	
	June 30,	2012
	2013	2012
Cash Flows from Operating Activities:		
Net income (loss)	\$(2,007	) \$42,049
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Straight-line rental income	(13,121	) (845
Depreciation	61,235	60,357
Amortization	43,100	53,330
Impairment losses on real estate assets	16,867	—
Noncash interest expense	1,720	1,897
Gain on interest rate swaps	(3,461	) (527
Gain on sale of discontinued operations	(10,014	) (16,947
Changes in assets and liabilities, net of acquisitions:		
Decrease in tenant receivables, net	5,872	2,164
Decrease (increase) in prepaid expenses and other assets	(3,989	) 2,257
Decrease in accounts payable and accrued expenses	(4,422	) (3,000
Increase (decrease) in due to affiliates	16,205	(1,744
Decrease in deferred income	(5,664	) (5,343
Net cash provided by operating activities	102,321	133,648
Cash Flows from Investing Activities:		
Net proceeds from the sale of real estate	65,928	57,747
Investment in real estate	(22,495	) (14,439
Deferred lease costs paid	(9,816	) (15,839
Net cash provided by investing activities	33,617	27,469
Cash Flows from Financing Activities:		
Financing costs paid	(240	) (3,112
Proceeds from lines of credit and notes payable	120,000	479,000
Repayments of lines of credit and notes payable	(112,227	) (490,998
Issuance of common stock	46,402	62,722
Redemptions of common stock	(78,609	) (51,256
Distributions paid to stockholders	(56,628	) (73,262
Distributions paid to stockholders and reinvested in shares of our common stock	(46,402	) (62,722
Offering costs paid	(121	) —
Redemption of noncontrolling interest	—	(301
Distributions paid to nonredeemable noncontrolling interests	—	(15
Net cash used in financing activities	(127,825	) (139,944
Net increase in cash and cash equivalents	8,113	21,173
Effect of foreign exchange rate on cash and cash equivalents	(103	) (23
Cash and cash equivalents, beginning of period	53,657	39,468
Cash and cash equivalents, end of period	\$61,667	\$60,618
See accompanying notes.		





Table of Contents

COLUMBIA PROPERTY TRUST, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(unaudited)

1. Organization

Columbia Property Trust, Inc. ("Columbia Property Trust") is a Maryland corporation that operates in a manner as to qualify as a real estate investment trust ("REIT") for federal income tax purposes and engages in the acquisition and ownership of commercial real estate properties, including properties that have operating histories, are newly constructed, or are under construction. Columbia Property Trust was incorporated in 2003, commenced operations in 2004, and conducts business primarily through Columbia Property Trust Operating Partnership, L.P. ("Columbia Property Trust OP"), a Delaware limited partnership. Columbia Property Trust is the general partner and sole owner of Columbia Property Trust OP and possesses full legal control and authority over its operations. Columbia Property Trust OP acquires, develops, owns, leases, and operates real properties directly, through wholly owned subsidiaries, or through joint ventures. References to Columbia Property Trust, "we," "us," or "our" herein shall include Columbia Property Trust and all subsidiaries of Columbia Property Trust, direct and indirect, and consolidated joint ventures. Columbia Property Trust typically invests in high-quality, income-generating office properties leased to creditworthy companies and governmental entities. As of June 30, 2013, Columbia Property Trust owned controlling interests in 60 office properties and one hotel, which includes 82 operational buildings. These properties are comprised of approximately 20.8 million square feet of commercial space and are located in 19 states and the District of Columbia. As of June 30, 2013, 59 of the office properties were wholly owned and the remaining property was owned through a consolidated subsidiary; the office properties were approximately 93.0% leased.

From inception through February 27, 2013, Columbia Property Trust operated as an externally advised REIT pursuant to an advisory agreement under which a subsidiary of Wells Real Estate Funds ("WREF"), Columbia Property Trust Advisory Services, LLC ("Columbia Property Trust Advisory Services"), performed certain key functions on behalf of Columbia Property Trust, including, among others, managing the day-to-day operations, investing capital proceeds, and arranging financings. Also during this period of time, a subsidiary of WREF, Columbia Property Trust Services, LLC ("Columbia Property Trust Services"), provided the personnel necessary to carry out property management services on behalf of Wells Management Company, Inc. ("Wells Management") and its affiliates pursuant to a property management agreement. The advisory agreement and property management agreement are described in Note 8, Related-Party Transactions and Agreements.

On February 28, 2013, Columbia Property Trust became a self-managed company by terminating the above-mentioned advisory agreement and property management agreement, and acquiring Columbia Property Trust Advisory Services and Columbia Property Trust Services. As a result, the contractual services described above are now performed by employees of Columbia Property Trust (except for certain investor services). Contemporaneous with this transaction, Columbia Property Trust entered into a consulting agreement and an investor services agreement with WREF for the remainder of 2013. While no fees were paid to execute these acquisitions, Columbia Property Trust will pay fees to WREF for consulting and investor services for the remainder of 2013. For additional details about this transaction and the related agreements, please refer to Note 8, Related-Party Transactions and Agreements. At present, Columbia Property Trust is preparing for a stockholder liquidity event and believes that listing on a national exchange will provide the most flexible means by which to maximize its long-term value. Thus, Columbia Property Trust is taking steps to position the company to be able to list its shares later this year, should market conditions support that strategy. In the event that Columbia Property Trust's stock is not listed on a national securities exchange by October 2015, Columbia Property Trust must either seek stockholder approval to extend or amend this listing deadline or seek stockholder approval to begin liquidating investments and distributing the resulting proceeds to the stockholders. If Columbia Property Trust seeks stockholder approval to extend or amend this listing date and does not obtain it, Columbia Property Trust would then be required to seek stockholder approval to liquidate. In this circumstance, if Columbia Property Trust seeks and does not obtain approval to liquidate, Columbia Property Trust would not be required to list or liquidate and could continue to operate indefinitely as an unlisted company.

From December 2003 through June 2010, Columbia Property Trust raised proceeds through three uninterrupted public offerings of shares of its common stock. Through July 7, 2013, Columbia Property Trust offered shares of its common stock to its current investors through its distribution reinvestment plan ("DRP") pursuant to a registration statement on Form S-3. As of June 30, 2013, Columbia Property Trust had raised gross offering proceeds from the sale of common stock under its public offerings of approximately \$6.2 billion. After deductions from such gross offering proceeds for selling commissions and dealer-manager fees of approximately \$509.5 million, acquisition fees of approximately \$116.8 million, other organization and offering expenses of approximately \$76.1 million, and common stock redemptions pursuant to its share redemption program (the "SRP") of

Table of Contents

approximately \$774.3 million, Columbia Property Trust had received aggregate net offering proceeds of approximately \$4.7 billion. Substantially all of Columbia Property Trust's net offering proceeds have been invested in real estate. In preparation for listing, Columbia Property Trust terminated the SRP effective July 31, 2013.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The consolidated financial statements of Columbia Property Trust have been prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"), including the instructions to Form 10-Q and Article 10 of Regulation S-X, and do not include all of the information and footnotes required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements. In the opinion of management, the statements for these unaudited interim periods presented include all adjustments, which are of a normal and recurring nature, necessary for a fair and consistent presentation of the results for such periods. Results for these interim periods are not necessarily indicative of a full year's results. Columbia Property Trust's consolidated financial statements include the accounts of Columbia Property Trust, Columbia Property Trust OP, and any variable interest entity in which Columbia Property Trust or Columbia Property Trust OP was deemed the primary beneficiary. With respect to entities that are not variable interest entities, Columbia Property Trust's consolidated financial statements also include the accounts of any entity in which Columbia Property Trust, Columbia Property Trust OP, or their subsidiaries own a controlling financial interest and any limited partnership in which Columbia Property Trust, Columbia Property Trust OP, or its subsidiaries own a controlling general partnership interest. All intercompany balances and transactions have been eliminated in consolidation. For further information, refer to the financial statements and footnotes included in Columbia Property Trust's Annual Report on Form 10-K for the year ended December 31, 2012.

### Fair Value Measurements

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

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

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

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

### Real Estate Assets

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

Buildings	40 years
Building improvements	5-25 years
Site improvements	15 years
Tenant improvements	Shorter of economic life or lease term
Intangible lease assets	Lease term

### Evaluating the Recoverability of Real Estate Assets

Columbia Property Trust continually monitors events and changes in circumstances that could indicate that the carrying amounts of its real estate and related intangible assets, of both operating properties and properties under construction, in which Columbia Property Trust has an ownership interest, either directly or through investments in joint ventures, may not be recoverable. When indicators of potential impairment are present that suggest that the

carrying amounts of real estate assets and related intangible assets (liabilities) may not be recoverable, Columbia Property Trust assesses the recoverability of these assets by determining

Table of Contents

whether the respective carrying values will be recovered through the estimated undiscounted future operating cash flows expected from the use of the assets and their eventual disposition. In the event that such expected undiscounted future cash flows do not exceed the carrying values, Columbia Property Trust adjusts the carrying value of the real estate assets and related intangible assets to the estimated fair values, pursuant to the property, plant, and equipment accounting standard for the impairment or disposal of long-lived assets, and recognizes an impairment loss. Estimated fair values are calculated based on the following information, in order of preference, depending upon availability: (i) recently quoted market prices, (ii) market prices for comparable properties, or (iii) the present value of future cash flows, including estimated salvage value. Certain of our assets may be carried at more than an amount that could be realized in a current disposition transaction.

Projections of expected future operating cash flows require that Columbia Property Trust estimates future market rental income amounts subsequent to the expiration of current lease agreements, property operating expenses, the number of months it takes to re-lease the property, and the number of years the property is held for investment, among other factors. The subjectivity of assumptions used in the future cash flow analysis, including discount rates, could result in an incorrect assessment of the property's fair value and could result in the misstatement of the carrying value of our real estate assets and related intangible assets and net income (loss).

In connection with furthering its portfolio repositioning efforts, in the first quarter of 2013, Columbia Property Trust initiated a process to market for sale a group of 18 properties. Pursuant to the accounting policy outlined above, Columbia Property Trust evaluated the recoverability of the carrying values of each of the properties in this group and determined that the 120 Eagle Rock property in East Hanover, New Jersey and the 333 & 777 Republic Drive property in Allen Park, Michigan are no longer recoverable due to shortening the respective expected property holding periods in connection with these repositioning efforts. As a result, Columbia Property Trust reduced the carrying value of the 120 Eagle Rock property and the 333 & 777 Republic Drive property to reflect their respective fair values estimated based on projected discounted future cash flows and recorded corresponding property impairment losses of \$11.7 million and \$5.2 million, respectively, in the first quarter of 2013.

The fair value measurements used in this evaluation of nonfinancial assets are considered to be Level 3 valuations within the fair value hierarchy outlined above, as there are significant unobservable inputs. Examples of inputs that were utilized in the fair value calculations include estimated holding periods, discount rates, market capitalization rates, expected lease rental rates, and potential sales prices. The table below represents the detail of the adjustments recognized for the six months ended June 30, 2013 (in thousands) using Level 3 inputs. There were no adjustments recognized during the six months ended June 30, 2012.

Property	Net Book Value	Impairment Loss Recognized	Fair Value
120 Eagle Rock	\$23,808	\$(11,708)	) \$12,100
333 & 777 Republic Drive	\$13,359	\$(5,159)	) \$8,200
Assets Held for Sale			

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

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

At such time that a property is determined to be held for sale, its carrying amount is reduced to the lower of its depreciated book value or its estimated fair value, less costs to sell, and depreciation is no longer recognized. As of June 30, 2013, none of Columbia Property Trust's properties met the criteria to be classified as held for sale in the accompanying balance sheet.

Table of Contents**Intangible Assets and Liabilities Arising from In-Place Leases where Columbia Property Trust is the Lessor**

Upon the acquisition of real properties, Columbia Property Trust allocates the purchase price of properties to tangible assets, consisting of land, building, site improvements, and identified intangible assets and liabilities, including the value of in-place leases, based in each case on Columbia Property Trust's estimate of their fair values in accordance with ASC 820 (see Fair Value Measurements section above for additional detail). As of June 30, 2013 and December 31, 2012, Columbia Property Trust had the following gross intangible in-place lease assets and liabilities (in thousands):

		Intangible Lease Assets		Intangible	Intangible
		Above-Market	Absorption	Lease	Below-Market
		In-Place	Period	Origination	In-Place
		Lease Assets	Costs	Costs	Lease
					Liabilities
June 30, 2013	Gross	\$85,204	\$454,291	\$434,767	\$180,459
	Accumulated Amortization	(57,905)	(263,015)	(247,781)	(89,592)
	Net	\$27,299	\$191,276	\$186,986	\$90,867
December 31, 2012	Gross	\$86,696	\$459,931	\$437,857	\$182,624
	Accumulated Amortization	(56,259)	(248,600)	(230,930)	(84,326)
	Net	\$30,437	\$211,331	\$206,927	\$98,298

Columbia Property Trust recognized the following amortization of intangible lease assets and liabilities (in thousands):

	Intangible Lease Assets		Intangible	Intangible
	Above-Market	Absorption	Lease	Below-Market
	In-Place	Period	Origination	In-Place
	Lease Assets	Costs	Costs	Lease
				Liabilities
For the three months ended June 30, 2013	\$1,453	\$9,919	\$10,017	\$3,705
For the three months ended June 30, 2012	\$2,254	\$12,608	\$10,498	\$4,174
For the six months ended June 30, 2013	\$3,138	\$20,054	\$19,941	\$7,431
For the six months ended June 30, 2012	\$4,688	\$25,980	\$21,145	\$8,415

The remaining net intangible assets and liabilities as of June 30, 2013 will be amortized as follows (in thousands):

	Intangible Lease Assets		Intangible	Intangible
	Above-Market	Absorption	Lease	Below-Market
	In-Place	Period	Origination	In-Place
	Lease Assets	Costs	Costs	Lease
				Liabilities
For the six months ending December 31, 2013	\$2,954	\$19,442	\$19,767	\$7,363
For the years ending December 31:				
2014	5,581	35,447	36,815	14,362
2015	4,580	31,399	32,938	12,828
2016	3,848	24,761	25,907	10,398
2017	1,979	18,366	19,297	8,306
2018	1,168	13,457	13,760	7,557
Thereafter	7,189	48,404	38,502	30,053
	\$27,299	\$191,276	\$186,986	\$90,867

**Intangible Assets and Liabilities Arising from In-Place Leases where Columbia Property Trust is the Lessee**

In-place ground leases where Columbia Property Trust is the lessee may have value associated with effective contractual rental rates that are above or below market rates at the time of execution or assumption. Such values are calculated based on the present value (using a discount rate that reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place lease and (ii) management's estimate of fair market lease rates for the corresponding in-place lease at the time of execution or assumption, measured over a period equal to the remaining terms of the leases. The capitalized above-market and below-market

in-place lease values are recorded as intangible lease liabilities and assets, respectively,



Table of Contents

and are amortized as an adjustment to property operating cost over the remaining term of the respective leases. Columbia Property Trust had gross below-market lease assets of approximately \$110.7 million as of June 30, 2013 and December 31, 2012, and recognized amortization of these assets of approximately \$0.5 million for the three months ended June 30, 2013 and 2012 and \$1.0 million for the six months ended June 30, 2013 and 2012.

As of June 30, 2013, the remaining net below-market lease asset will be amortized as follows (in thousands):

For the six months ending December 31, 2013	\$1,034
For the years ending December 31:	
2014	2,069
2015	2,069
2016	2,069
2017	2,069
2018	2,069
Thereafter	87,794
	\$99,173

**Prepaid Expenses and Other Assets**

Prepaid expenses and other assets primarily are comprised of escrow accounts held by lenders to pay future real estate taxes, insurance and tenant improvements, notes receivable, nontenant receivables, prepaid taxes, insurance and operating costs, certain corporate assets, hotel inventory, and deferred tax assets. Prepaid expenses and other assets will be expensed as incurred or reclassified to other asset accounts upon being put into service in future periods.

**Interest Rate Swap Agreements**

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

The following tables provide additional information related to Columbia Property Trust's interest rate swaps (in thousands):

Instrument Type	Balance Sheet Classification	Estimated Fair Value as of	
		June 30, 2013	December 31, 2012
Derivatives designated as hedging instruments:			
Interest rate contracts	Accounts payable	\$(2,587)	\$(5,305)
Derivatives not designated as hedging instruments:			
Interest rate contracts	Accounts payable	\$(9,648)	\$(13,109)

Columbia Property Trust applied the provisions of ASC 820 in recording its interest rate swaps at fair value. The fair values of the interest rate swaps, classified under Level 2, were determined using a third-party proprietary model that is based on prevailing market data for contracts with matching durations, current and anticipated London Interbank Offered Rate ("LIBOR") information, and reasonable estimates about relevant future market conditions. Columbia Property Trust has determined that the fair value, as determined by the third party, is reasonable. The fair value of Columbia Property Trust's interest rate swaps were \$(12.2) million and \$(18.4) million at June 30, 2013 and December 31, 2012, respectively.



Table of Contents

	Six months ended June 30,	
	2013	2012
Market value adjustment to interest rate swaps designated as hedging instruments and included in	\$2,717	\$(3,408 )
other comprehensive income		
Gain (loss) on interest rate swap recognized through earnings	\$221	\$(89 )

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

**Income Taxes**

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

Columbia Property Trust TRS, LLC ("Columbia Property Trust TRS"), formerly Wells TRS II, LLC; Columbia KCP TRS, LLC ("Columbia KCP TRS"), formerly Wells KCP TRS, LLC; and Wells Energy TRS, LLC ("Wells Energy TRS") (collectively, the "TRS Entities") are wholly owned subsidiaries of Columbia Property Trust, are organized as Delaware limited liability companies, and operate, among other things, a full-service hotel. Columbia Property Trust has elected to treat the TRS Entities as taxable REIT subsidiaries. Columbia Property Trust may perform certain additional, noncustomary services for tenants of its buildings through the TRS Entities; however, any earnings related to such services are subject to federal and state income taxes. In addition, for Columbia Property Trust to continue to qualify as a REIT, Columbia Property Trust must limit its investments in taxable REIT subsidiaries to 25% of the value of the total assets. The TRS Entities' deferred tax assets and liabilities represent temporary differences between the financial reporting basis and the tax basis of assets and liabilities based on the enacted rates expected to be in effect when the temporary differences reverse. If applicable, Columbia Property Trust records interest and penalties related to uncertain tax positions as general and administrative expense in the accompanying consolidated statements of operations.

**3. Real Estate and Other Transactions****Acquisitions**

Columbia Property Trust did not acquire any real properties during the six months ended June 30, 2013.

As described in Note 1, Organization, Columbia Property Trust acquired Columbia Property Trust Advisory Services and Columbia Property Trust Services on February 28, 2013. The following unaudited pro forma statements of operations presented for the six months ended June 30, 2013 and the three and six months ended June 30, 2012 have been prepared for Columbia Property Trust to give effect to the acquisitions of Columbia Property Trust Advisory Services and Columbia Property Trust Services as if the acquisitions occurred on January 1, 2012. The following unaudited pro forma financial results for Columbia Property Trust have been prepared for informational purposes only and are not necessarily indicative of future results or of actual results that would have been achieved had the acquisitions of Columbia Property Trust Advisory Services and Columbia Property Trust Services been consummated as of January 1, 2012 (in thousands).

Three months ended June 30,	Six months ended June 30,	
2012	2013	2012

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Revenues	\$142,775	\$296,244	\$286,076
Net income attributable to common stockholders	\$18,919	\$31,770	\$23,719

Page 16

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Table of Contents

## Dispositions

On March 21, 2013, Columbia Property Trust closed on the sale of the Dvintsev Business Center - Tower B building in Moscow, Russia and its holding entity, Landlink Ltd., which was 100% owned by Columbia Property Trust, for \$67.5 million, exclusive of transaction costs, resulting in a gain on disposition of discontinued operations in the accompanying consolidated statement of operations of \$10.0 million.

## 4. Line of Credit and Notes Payable

As of June 30, 2013 and December 31, 2012, Columbia Property Trust had the following line of credit and notes payable indebtedness outstanding (excluding bonds payable; see Note 5, Bonds Payable) in thousands:

Facility	June 30, 2013	December 31, 2012
\$450 Million Term Loan	\$450,000	\$450,000
Market Square Buildings mortgage note	325,000	325,000
333 Market Street Building mortgage note	207,936	208,308
100 East Pratt Street Building mortgage note	105,000	105,000
Wildwood Buildings mortgage note	90,000	90,000
JPMorgan Chase Credit Facility	51,000	42,000
263 Shuman Boulevard Building mortgage note	49,000	49,000
SanTan Corporate Center mortgage notes	39,000	39,000
One Glenlake Building mortgage note	35,977	37,204
Three Glenlake Building mortgage note	26,423	26,264
215 Diehl Road Building mortgage note	21,000	21,000
544 Lakeview Building mortgage note	8,909	8,842
Total indebtedness	\$1,409,245	\$1,401,618

The estimated fair value of Columbia Property Trust's line of credit and notes payable as of June 30, 2013 and December 31, 2012 was approximately \$1,420.5 million and \$1,433.1 million, respectively. Columbia Property Trust estimated the fair value of its line of credit by obtaining estimates for similar facilities from multiple market participants as of the respective reporting dates. Therefore, the fair values determined are considered to be based on observable market data for similar instruments (Level 2). The fair values of all other debt instruments were estimated based on discounted cash flow analyses using the current incremental borrowing rates for similar types of borrowing arrangements as of the respective reporting dates. The discounted cash flow method of assessing fair value results in a general approximation of value, and such value may never actually be realized. During the six months ended June 30, 2013 and 2012, Columbia Property Trust made interest payments of approximately \$30.4 million and \$24.5 million, respectively. There was no interest capitalized in either period. As of June 30, 2013, Columbia Property Trust believes it was in compliance with the restrictive covenants on its term loan, outstanding line of credit, and notes payable obligations.

## 5. Bonds Payable

In 2011, Columbia Property Trust issued \$250.0 million of seven-year, unsecured 5.875% senior notes at 99.295% of their face value (the "2018 Bonds Payable"). Columbia Property Trust received proceeds from the 2018 Bonds Payable, net of fees, of \$246.7 million. The 2018 Bonds Payable require semi-annual interest payments in April and October based on a contractual annual interest rate of 5.875%, which is subject to adjustment in certain circumstances. In the accompanying consolidated balance sheets, the 2018 Bonds Payable are shown net of the initial issuance discount of approximately \$1.8 million, which is amortized to interest expense over the term of the 2018 Bonds Payable using the effective interest method. The principal amount of the 2018 Bonds Payable is due and payable on the maturity date, April 1, 2018. Interest payments of \$7.3 million were made on the 2018 Bonds Payable during the six months ended June 30, 2013. As of June 30, 2013, Columbia Property Trust believes it was in compliance with the restrictive covenants on the 2018 Bonds Payable.

The estimated fair value of the 2018 Bonds Payable as of June 30, 2013 and December 31, 2012 was approximately \$251.0 million and \$250.9 million, respectively. The fair value of the 2018 Bonds Payable was estimated based on

discounted cash flow analyses using the current incremental borrowing rates for similar types of borrowing as the 2018 Bonds Payable arrangements as of the respective reporting dates (Level 2). The discounted cash flow method of assessing fair value results in a general approximation of value, and such value may never actually be realized.

Table of Contents

## 6. Commitments and Contingencies

## Commitments Under Existing Lease Agreements

Certain lease agreements include provisions that, at the option of the tenant, may obligate Columbia Property Trust to expend capital to expand an existing property or provide other expenditures for the benefit of the tenant. As of June 30, 2013, no such options have been exercised that had not been materially satisfied.

## Litigation

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

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

Outlined below are significant noncash investing and financing activities for the six months ended June 30, 2013 and 2012 (in thousands):

	Six months ended	
	June 30,	
	2013	2012
Other assets assumed at acquisition	\$741	\$—
Other liabilities assumed at acquisition	\$741	\$—
Other liabilities settled at disposition	\$872	\$—
Interest accruing to notes payable	\$159	\$152
Amortization of discounts (premiums) on debt	\$(304)	) \$193
Market value adjustment to interest rate swaps that qualify for hedge accounting treatment	\$2,717	\$(3,408)
Accrued capital expenditures and deferred lease costs	\$13,408	\$5,432
Accrued deferred financing costs	\$—	\$10
Accrued offering costs	\$6	\$—
Accrued redemptions of common stock	\$2,079	\$1,216
Increase in redeemable common stock	\$22,226	\$38,308

## 8. Related-Party Transactions and Agreements

## Advisory Agreement

From December 2003 through February 28, 2013, Columbia Property Trust was party to uninterrupted advisory agreements with affiliates of WREF (the "Advisor"), pursuant to which the Advisor acted as Columbia Property Trust's external advisor and performed certain key functions on behalf of Columbia Property Trust, including, among others, the investment of capital proceeds and management of day-to-day operations (the "Advisory Agreement"). As

discussed in detail below, in connection with Columbia Property Trust's transition to a self-managed structure, the most recent advisory agreement was terminated effective February 28, 2013.



Table of Contents

Under the terms of the Advisory Agreement most recently in place, Columbia Property Trust incurred fees and reimbursements payable to the Advisor for services as described below:

Asset management fees were incurred monthly at one-twelfth of 0.625% of the lesser of (i) gross cost, as defined, of all properties of Columbia Property Trust (other than those that failed to meet specified occupancy thresholds) and investments in joint ventures, or (ii) the aggregate value of Columbia Property Trust's interest in the properties and joint ventures as established with the most recent asset-based valuation, until the monthly payment equals \$2.5 million (or \$30.5 million annualized), as of the last day of each preceding month. Columbia Property Trust paid fees at the cap in January and February 2013. With respect to (ii) above, Columbia Property Trust's published net asset-based valuations did not impact asset management fees incurred due to continued applicability of the cap described above. Reimbursement for all costs and expenses the Advisor incurred in fulfilling its duties as the asset portfolio manager, generally included (i) wages and salaries and other employee-related expenses of the Advisor's employees, who performed a full range of real estate services for Columbia Property Trust, including management, administration, operations, and marketing, and are billed to Columbia Property Trust based on the amount of time spent on Columbia Property Trust by such personnel, provided that such expenses are not reimbursed if incurred in connection with services for which the Advisor received a disposition fee (described below) or an acquisition fee; and (ii) amounts paid for an individual retirement account, or "IRA," custodial service costs allocated to Columbia Property Trust accounts. The Advisory Agreement limited the amount of reimbursements to the Advisor of "portfolio general and administrative expenses" and "personnel expenses," as defined, to the extent they would exceed \$18.2 million and \$10.0 million, respectively, during 2013.

Acquisition fees were incurred at 1.0% of property purchase price (excluding acquisition expenses); however, in no event could total acquisition fees for the calendar year exceed 2.0% of total gross offering proceeds. Columbia Property Trust also reimbursed the Advisor for expenses it paid to third parties in connection with acquisitions or potential acquisitions. Per the Transition Services Agreement discussed below, acquisition fees payable to the Advisor for 2012 and 2013 had an aggregate cap of \$1.5 million. Columbia Property Trust paid acquisition fees of \$1.5 million related to the acquisition on the 333 Market Street Building in San Francisco, California, in December 2012. As a result, no acquisition fees will be paid to the Advisor during 2013.

The disposition fee payable for the sale of any property for which the Advisor provided substantial services was the lesser of (i) 0.3% or (ii) the broker fee paid to a third-party broker in connection with the sale.

Reimbursement of organization and offering costs paid by the Advisor on behalf of Columbia Property Trust, not to exceed 2.0% of gross offering proceeds.

For January and February 2013 Columbia Property Trust paid occupancy costs of \$42,000 to the Advisor's for use of dedicated office space.

**Transition Services Agreement**

For the period from July 1, 2012 through December 31, 2013, Columbia Property Trust, Columbia Property Trust Advisory Services, and WREF are parties to an agreement under which WREF provides services to support the transition of Columbia Property Trust from an externally advised management platform to a self-managed structure (the "Transition Services Agreement"). Pursuant to the Transition Services Agreement, (i) WREF was required to transfer the assets and employees necessary to provide the services under the Advisory Agreement (other than investor services and property management) to Columbia Property Trust Advisory Services by January 1, 2013; provided that if WREF was not able to transfer certain assets by then, WREF was required to use its commercially reasonable best efforts to transfer such delayed assets as promptly as possible, but no later than June 30, 2013; and (ii) Columbia Property Trust had the option to acquire Columbia Property Trust Advisory Services from WREF at any time during 2013 (the "Columbia Property Trust Advisory Services Assignment Option"). The Columbia Property Trust Advisory Services Assignment Option closed as of February 28, 2013, and all assets were transferred by June 30, 2013. No payment was associated with the assignment; however, Columbia Property Trust is required to pay WREF for the work required to transfer sufficient employees, proprietary systems and processes, and assets to Columbia Property Trust Advisory Services to prepare for a successful transition to a self-managed structure a total of \$6.0 million payable in 12 monthly installments of \$0.5 million commencing on July 31, 2012. In addition, Columbia Property

Trust and WREF will each pay half of any out-of-pocket and third-party costs and expenses incurred in connection with providing these services, provided that Columbia Property Trust's obligation to reimburse WREF for such expenses is limited to approximately \$250,000 in the aggregate. Pursuant to the Transition Services Agreement at the close of the Columbia Property Trust Advisory Services Assignment Option, Columbia Property Trust entered into a consulting services agreement with WREF as described below.

On December 28, 2012, the Transition Services Agreement was amended and Wells Management and Columbia Property Trust Services were made parties to the agreement. Pursuant to the amendment, Columbia Property Trust could acquire Columbia

Table of Contents

Property Trust Services, the entity that provided personnel to carry out property management services on behalf of Wells Management and its affiliates, in connection with exercising the Columbia Property Trust Advisory Services Assignment Option. Columbia Property Trust exercised this option on February 28, 2013. No payment was associated with this assignment; however, Columbia Property Trust is obligated to pay a fee to WREF of approximately \$2.8 million in monthly installments from July 2013 through December 2013. The fees paid under the Transition Services Agreement are included in general and administrative expense in the accompanying consolidated statement of operations. The Transition Services Agreement is terminable if there is a material breach by WREF that is not cured, or if WREF is in an insolvency proceeding. Otherwise, if Columbia Property Trust elects to terminate the agreement early, all remaining payments due under the agreement will be accelerated.

Investor Services Agreement

Columbia Property Trust and WREF entered into an investor services agreement, effective January 1, 2013 through February 28, 2013, that required WREF to provide certain investor and transfer agent support services to Columbia Property Trust, which were previously provided under the advisory agreement dated March 30, 2011 (the "Investor Services Agreement"). As the sole consideration for these services, Columbia Property Trust reimbursed WREF for expenses incurred in connection with carrying out such services, subject to the cap on "portfolio general and administrative expenses" and "personnel expenses" included in the Advisory Agreement and, thus, did not incur a separate fee.

2013 Investor Services Agreement

Effective February 28, 2013, upon the effective date of the Columbia Property Trust Advisory Services Assignment Option, Columbia Property Trust entered into an agreement with WREF, which requires WREF to provide the investor and transfer agent support services to Columbia Property Trust that were previously provided for under the Investor Services Agreement (the "2013 Investor Services Agreement"). The 2013 Investor Services Agreement requires Columbia Property Trust to compensate WREF for these services by reimbursing the related expenses and payroll costs, plus a premium.

Consulting Services Agreement

On February 28, 2013, the Columbia Property Trust Advisory Services Assignment Option and Columbia Property Trust Services Assignment Option closed, and in connection therewith, the Advisory Agreement and Investor Services Agreement terminated and Columbia Property Trust entered into a consulting services agreement with WREF (the "Consulting Services Agreement"). Under the Consulting Services Agreement, WREF will provide consulting services with respect to the same matters that the Advisor provided services under the most recently effective advisory agreement. Payments under the Consulting Services Agreement are monthly fees in the same amount as the asset management fee that would have been paid under the most recently effective advisory agreement, if the most recently effective advisory agreement was not terminated. No acquisition or disposition fees are payable under the Consulting Services Agreement. The Consulting Services Agreement will terminate on December 31, 2013. If Columbia Property Trust elects to terminate the Consulting Services Agreement early for cause, Columbia Property Trust would not be required to make further payments under the agreement other than fees earned by WREF and unpaid at the time of termination. If Columbia Property Trust terminates the Consulting Services Agreement other than for cause, Columbia Property Trust would be required to make a fee acceleration payment, which is calculated as the fees incurred in the last month prior to termination, adjusted for partial months, multiplied by the number of months remaining between the time of termination and December 31, 2013. The fees incurred under the Consulting Services Agreement are included in general and administrative expense in the accompanying consolidated statement of operations.

Property Management Agreement

Columbia Property Trust was party to master property management, leasing, and construction agreements (the "Property Management Agreement") with affiliates of WREF (the "Property Manager") until February 28, 2013, on which date Columbia Property Trust terminated the Property Management Agreement contemporaneous with acquiring Columbia Property Trust Services. As a result, property management services are now performed by employees of Columbia Property Trust. While no fee was paid to execute this acquisition, Columbia Property Trust is obligated to pay a fee to WREF totaling \$2.8 million from July through December 2013 for the transition of property

management services to Columbia Property Trust Services.

During January and February 2013, the Property Manager received the following fees and reimbursements in consideration for supervising the management, leasing, and construction of certain Columbia Property Trust properties:

- Property management fees in an amount equal to a percentage negotiated for each property managed by the Property Manager of the gross monthly income collected for that property for the preceding month;

- Leasing commissions for new, renewal, or expansion leases entered into with respect to any property for which the Property Manager serves as leasing agent equal to a percentage as negotiated for that property of the total base rental and

Table of Contents

operating expenses to be paid to Columbia Property Trust during the applicable term of the lease, provided, however, that no commission shall be payable as to any portion of such term beyond ten years;

• Initial lease-up fees for newly constructed properties under the agreement, generally equal to one month's rent;

• Fees equal to a specified percentage of up to 5.0% of all construction build-out funded by Columbia Property Trust, given as a leasing concession, and overseen by the Property Manager; and

• Other fees as negotiated with the addition of each specific property covered under the agreement.

**Related-Party Costs**

Pursuant to the terms of the agreements described above, Columbia Property Trust incurred the following related-party costs for the three and six months ended June 30, 2013 and 2012, respectively (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Investor services	\$278	\$—	\$369	\$—
Administrative reimbursements, net <sup>(1)</sup>	70	2,839	1,891	5,591
Other	20	—	69	—
Consulting fees <sup>(2)</sup>	—	—	25,417	—
Transition services <sup>(3)</sup>	—	—	5,750	—
Asset management fees	—	8,125	5,083	16,250
Property management fees	—	1,053	523	2,279
Construction fees <sup>(4)</sup>	—	20	139	61
Total	\$368	\$12,037	\$39,241	\$24,181

Administrative reimbursements are presented net of reimbursements from tenants of approximately \$1.1 million for (1) the three months ended June 30, 2012 and approximately \$0.7 million and \$2.2 million for the six months ended June 30, 2013 and 2012, respectively.

(2) \$10.2 million of the \$25.4 million of consulting fees incurred were paid during the six months ended June 30, 2013. The remaining \$15.2 million will be paid ratably over the remainder of 2013.

\$3.0 million of the \$5.8 million of transition services fees incurred were paid during the six months ended June 30,

(3) 2013; \$1.5 million will be paid in the third quarter of 2013; and the remaining \$1.3 million will be paid in the fourth quarter of 2013.

(4) Construction fees are capitalized to real estate assets as incurred.

Columbia Property Trust incurred no related-party commissions, dealer-manager fees, offering costs, incentive fees, listing fees, acquisition fees, disposition fees, or leasing commissions during the three and six months ended June 30, 2013 or the three and six months ended June 30, 2012.

**Due to Affiliates**

The detail of amounts due to WREF and its affiliates as of June 30, 2013 and December 31, 2012 (in thousands) are provided below:

	June 30, 2013	December 31, 2012
Consulting fees	\$15,250	\$—
Transition services	2,750	—
Administrative reimbursements	6	1,360
Asset and property management fees	—	560
Total	\$18,006	\$1,920

Table of Contents

## 9. Discontinued Operations

The historical operating results and gains from the disposition of certain assets, including assets "held for sale" and operating properties sold, are required to be reflected in a separate section ("discontinued operations") in the consolidated statements of operations for all periods presented. As a result, the revenues and expenses of Dvintsev Business Center - Tower B (see Note 3, Real Estate and Other Transactions); the properties included in the portfolio disposition that closed in December 2012 (the "Nine Property Sale"), consisting of the One West Fourth Street, 180 E 100 South, Baldwin Point, Tampa Commons, Lakepointe 5, Lakepointe 3, 11950 Corporate Boulevard, Edgewater Corporate Center, and 2000 Park Lane properties, which closed for \$260.5 million, resulting in a net gain of \$3.2 million; and 5995 Opus Parkway and Emerald Point, which closed in January 2012 for \$60.1 million, resulting in total gains of \$16.9 million, are included in income from discontinued operations in the accompanying consolidated statements of operations for all periods presented.

The following table shows the revenues and expenses of the above-described discontinued operations (in thousands):

	Three months ended		Six months ended	
	June 30,		June 30,	
	2013	2012	2013	2012
<b>Revenues:</b>				
Rental income	\$2	\$8,983	\$1,309	\$19,372
Tenant reimbursements	7	505	184	1,419
	9	9,488	1,493	20,791
<b>Expenses:</b>				
Property operating costs	7	3,131	184	6,613
Asset and property management fees	—	674	223	1,373
Depreciation	—	2,250	375	4,490
Amortization	—	1,208	37	2,545
General and administrative	(119	) (837	) 828	(351
Total expenses	(112	) 6,426	1,647	14,670
Real estate operating income (loss)	121	3,062	(154	) 6,121
<b>Other income (expense):</b>				
Interest expense	—	(568	) —	(1,143
Interest and other income	—	—	3	—
Operating income (loss) from discontinued operations	121	2,494	(151	) 4,978
Gain on disposition of discontinued operations	—	62	10,014	16,947
Income from discontinued operations	\$121	\$2,556	\$9,863	\$21,925

## 10. Financial Information for Parent Guarantor, Other Guarantor Subsidiaries and Non-Guarantor Subsidiaries

The 2018 Bonds Payable (see Note 5, Bonds Payable) are guaranteed by Columbia Property Trust and certain direct and indirect subsidiaries of each of Columbia Property Trust and Columbia Property Trust OP. Columbia Property Trust Advisory Services and Columbia Property Trust Services, were added to the non-guarantor grouping upon acquisition in February 2013. In March 2013, as a result of closing of the Nine Property Sale, Columbia Property Trust added four subsidiaries as guarantors to the \$450.0 Million Term Loan, the JPMorgan Chase Credit Facility, and the 2018 Bonds Payable, which resulted in the reclassification of prior-period amounts between the guarantor and non-guarantor groupings within the condensed consolidating financial statements to conform with the current period presentation. In accordance with SEC Rule 3-10(d), Columbia Property Trust includes herein condensed consolidating financial information in lieu of separate financial statements of the subsidiary issuer (Columbia Property Trust OP) and Subsidiary Guarantors, as defined in the bond indenture, because all of the following criteria are met:

- (1) The subsidiary issuer (Columbia Property Trust OP) and all Subsidiary Guarantors are 100% owned by the parent company guarantor (Columbia Property Trust);
- (2) The guarantees are full and unconditional; and
- (3) The guarantees are joint and several.

Columbia Property Trust uses the equity method with respect to its investment in subsidiaries included in its condensed consolidating financial statements. Set forth below are Columbia Property Trust's condensed consolidating balance sheets as of June 30, 2013

Page 22

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Table of Contents

and December 31, 2012 (in thousands), as well as its condensed consolidating statements of operations and its condensed consolidating statements of comprehensive income for the three and six months ended June 30, 2013 and 2012 (in thousands); and its condensed consolidating statements of cash flows for the six months ended June 30, 2013 and 2012 (in thousands).

## Condensed Consolidating Balance Sheets (in thousands)

	As of June 30, 2013					
	Columbia Property Trust (Parent)	Columbia Property Trust OP (the Issuer)	Guarantors	Non- Guarantors	Consolidating adjustments	Columbia Property Trust (Consolidated)
<b>Assets:</b>						
Real estate assets, at cost:						
Land	\$—	\$6,241	\$270,261	\$509,834	\$—	\$786,336
Buildings and improvements, net	—	23,275	1,782,978	1,563,899	—	3,370,152
Intangible lease assets, net	—	—	134,093	183,139	—	317,232
Construction in progress	—	713	3,725	2,343	—	6,781
Total real estate assets	—	30,229	2,191,057	2,259,215	—	4,480,501
Cash and cash equivalents	21,945	3,486	20,295	15,941	—	61,667
Investment in subsidiaries	2,931,767	2,638,923	—	—	(5,570,690 )	—
Tenant receivables, net of allowance	—	28	80,511	63,213	(4,279 )	139,473
Prepaid expenses and other assets	178,711	151,742	2,406	25,011	(324,662 )	33,208
Deferred financing costs, net	—	7,145	—	1,807	—	8,952
Intangible lease origination costs, net	—	—	117,184	69,802	—	186,986
Deferred lease costs, net	—	55	63,159	43,438	—	106,652
Investment in development authority bonds	—	—	466,000	120,000	—	586,000
Total assets	\$3,132,423	\$2,831,608	\$2,940,612	\$2,598,427	\$(5,899,631 )	\$5,603,439
<b>Liabilities:</b>						
Line of credit and notes payable	\$—	\$501,000	\$145,045	\$1,086,145	\$(322,945 )	\$1,409,245
Bonds payable, net	—	248,804	—	—	—	248,804
Accounts payable, accrued expenses, and accrued capital expenditures	2,078	9,691	39,915	50,524	(4,279 )	97,929