

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2013**

or

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from to \_\_\_\_\_ to \_\_\_\_\_**

Commission file number 001-34626

**PIEDMONT OFFICE REALTY TRUST, INC.**

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

58-2328421

(I.R.S. Employer Identification Number)

11695 Johns Creek Parkway Ste. 350, Johns Creek, Georgia

(Address of principal executive offices)

30097

(Zip Code)

(770) 418-8800

Registrant's telephone number, including area code

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

Title of each class  
COMMON STOCK

Name of exchange on which registered  
NEW YORK STOCK EXCHANGE

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

None

(Title of Class)

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

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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, or a smaller reporting company (as defined in Rule 12b-2 of the Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer  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

As of June 28, 2013, the aggregate market value of the common stock of Piedmont Office Realty Trust, Inc., held by non-affiliates was \$2,965,463,289 based on the closing price as reported on the New York Stock Exchange. As of February 17, 2014, 154,288,003 shares of common stock were outstanding.

**Documents Incorporated by Reference:**

Registrant incorporates by reference portions of the Piedmont Office Realty Trust, Inc. Definitive Proxy Statement for the 2014 Annual Meeting of Stockholders (Items 10, 11, 12, 13, and 14 of Part III) to be filed no later than April 30, 2013.

**FORM 10-K**  
**PIEDMONT OFFICE REALTY TRUST, INC.**  
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Certain statements contained in this Form 10-K and other written or oral statements made by or on behalf of Piedmont Office Realty Trust, Inc. (“Piedmont”) may constitute forward-looking statements within the meaning of the federal securities laws. In addition, Piedmont, or its executive officers on Piedmont’s behalf, may from time to time make forward-looking statements in reports and other documents Piedmont files with the Securities and Exchange Commission or in connection with oral statements made to the press, potential investors, or others. Statements regarding future events and developments and Piedmont’s future performance, as well as management’s expectations, beliefs, plans, estimates, or projections relating to the future, are forward-looking statements within the meaning of these laws. Forward-looking statements include statements preceded by, followed by, or that include the words “may,” “will,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” “continue,” or other similar words. Examples of such statements in this report include descriptions of our real estate, financing, and operating objectives; discussions regarding future dividends; and discussions regarding the potential impact of economic conditions on our portfolio.

These statements are based on beliefs and assumptions of Piedmont’s management, which in turn are based on information available at the time the statements are made. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding the demand for office space in the sectors in which Piedmont operates, competitive conditions, and general economic conditions. These assumptions could prove inaccurate. The forward-looking statements also involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond Piedmont’s ability to control or predict. Such factors include, but are not limited to, the following:

- Market and economic conditions remain challenging in some markets we operate in and the demand for office space, rental rates and property values may continue to lag the general economic recovery causing our business, results of operations, cash flows, financial condition and access to capital to be adversely affected or otherwise impact performance, including the potential recognition of impairment charges;
- The success of our real estate strategies and investment objectives, including our ability to identify and consummate suitable acquisitions;
- Acquisitions of properties may have unknown risks and other liabilities at the time of acquisition;
- Lease terminations or lease defaults, particularly by one of our large lead tenants;
- The impact of competition on our efforts to renew existing leases or re-let space on terms similar to existing leases;
- Changes in the economies and other conditions of the office market in general and of the specific markets in which we operate;
- Economic and regulatory changes, including accounting standards, that impact the real estate market generally;
- Additional risks and costs associated with directly managing properties occupied by government tenants;
- Adverse market and economic conditions may continue to adversely affect us and could cause us to recognize impairment charges or otherwise impact our performance;
- Availability of financing and our lending banks’ ability to honor existing line of credit commitments;
- Costs of complying with governmental laws and regulations;
- Uncertainties associated with environmental and other regulatory matters;
- Potential changes in political environment and reduction in federal and/or state funding of our governmental tenants;
- We may be subject to litigation, which could have a material adverse effect on our financial condition;
- Changes in tax laws impacting REITs and real estate in general, as well as Piedmont’s ability to continue to qualify as a REIT under the Internal Revenue Code (the “Code”); and
- Other factors, including the risk factors discussed under Item 1A. of this Annual Report on Form 10-K.

Management believes these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and management undertakes no obligation to update publicly any of them in light of new information or future events.

## PART I

### ITEM 1. BUSINESS

#### General

Piedmont Office Realty Trust, Inc. ("Piedmont") (NYSE: PDM) is a Maryland corporation that operates in a manner so 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 throughout the United States, including properties that are under construction, are newly constructed, or have operating histories. Piedmont was incorporated in 1997, commenced operations in 1998, and listed its common stock on the New York Stock Exchange ("NYSE") in 2010. Piedmont conducts business primarily through Piedmont Operating Partnership, L.P. ("Piedmont OP"), a Delaware limited partnership, as well as performing the management of its buildings through two wholly-owned subsidiaries, Piedmont Government Services, LLC and Piedmont Office Management, LLC. Piedmont owns 99.9% of, and is the sole general partner of, Piedmont OP and as such, possesses full legal control and authority over the operations of Piedmont OP. The remaining 0.1% ownership interest of Piedmont OP is held indirectly by Piedmont through its wholly-owned subsidiary, Piedmont Office Holdings, Inc. ("POH"), the sole limited partner of Piedmont OP. Piedmont OP owns properties directly, through wholly-owned subsidiaries and through both consolidated and unconsolidated joint ventures. References to Piedmont herein shall include Piedmont and all of its subsidiaries, including Piedmont OP and its subsidiaries and joint ventures.

#### Operating Objectives and Strategy

Based on our December 31, 2013 equity market capitalization of \$2.6 billion, Piedmont is among the largest office REITs in the United States based on comparison to the constituents of the Bloomberg U.S. Office REIT Index.

Our portfolio of primarily Class A commercial office buildings was 87.2% and 87.5% leased as of December 31, 2013 and 2012, respectively. Our average lease size is approximately 30,000 square feet with our tenant base being comprised of primarily investment grade or nationally recognized corporations or governmental agencies. As of December 31, 2013, we owned and operated 78 office properties (excluding two buildings owned through an unconsolidated joint venture) and approximately 90% of our Annualized Lease Revenue (see "Information Regarding Disclosures Presented" below) is generated from our primary markets: Atlanta, Boston, Chicago, Los Angeles, Minneapolis, the New York Metropolitan Statistical Area ("MSA"), Texas (Dallas, Houston and Austin), and Washington, D.C.

Due to the fact that many of our properties were originally acquired in 2002 and 2003 with typically seven to ten years of lease term remaining at the time of acquisition, we experienced uncharacteristically high lease expirations during 2011, 2012, and to a lesser extent in 2013; therefore, during the three years ended December 31, 2013, we re-leased a significant portion of our portfolio and consequently, no more than 10% of our lease portfolio is scheduled to expire in any given year over the next five years. In addition, one of our operating objectives has been to sell non-strategic assets and recycle the proceeds into assets and markets which we believe have the greatest potential to contribute to enterprise value over time.

Headquartered in metropolitan Atlanta, Georgia, with local management offices in each of its major markets, Piedmont values operational excellence and ranks first among REITs based on the number of buildings owned and managed with Building Owners Management Association ("BOMA") 360 designations. BOMA 360 is a program that evaluates six major areas of building operations and management and benchmarks a building's performance against industry standards. The achievement of such a designation recognizes excellence in building operations and management. We also have focused on environmental sustainability initiatives at our properties, and approximately 56% of our office portfolio (based on Annualized Lease Revenue) maintains Energy Star labels (recognizing the top 25% of commercial buildings in energy consumption efficiency) as of December 31, 2013.

We foster long-term relationships with our high-credit quality, diverse tenant base as evidenced by our 75% tenant retention rate over the past eight years. No tenant other than the U.S. government accounts for more than 5% of our Annualized Lease Revenue, and 73% of our Annualized Lease Revenue is derived from investment grade or nationally recognized companies or government agencies.

#### Information Regarding Disclosures Presented

Annualized Lease Revenue ("ALR") is calculated by multiplying (i) rental payments (defined as base rent plus operating expense reimbursements, if payable by the tenant on a monthly basis under the terms of a lease that has been executed, but excluding a) rental abatements and b) rental payments related to executed but not commenced leases for space that was covered by an existing lease), by (ii) 12. In instances in which contractual rents or operating expense reimbursements are collected on an annual, semi-annual, or quarterly basis, such amounts are multiplied by a factor of 1, 2, or 4, respectively, to calculate the annualized figure. For leases that have been executed but not commenced relating to un-leased space, ALR is calculated by multiplying (i) the monthly

base rental payment (excluding abatements) plus any operating expense reimbursements for the initial month of the lease term, by (ii) 12. Unless stated otherwise, this measure excludes our two properties held in unconsolidated joint ventures.

### **Employees**

As of December 31, 2013, we had 121 full-time employees, with 52 of our employees working in our corporate office located in metropolitan Atlanta, Georgia. Our remaining employees work in regional management offices located in Atlanta, Georgia; Boston, Massachusetts; Minneapolis, Minnesota; Washington, D.C.; Tampa, Florida; Dallas, Texas; Houston, Texas; Chicago, Illinois; Detroit, Michigan; and the metropolitan areas surrounding New York, New York and Los Angeles, California. These employees are involved in acquiring, developing, performing asset and property management for our real estate and serving our tenants.

### **Competition**

We compete for tenants for our high-quality assets in major U.S. markets by fostering strong tenant relationships and by providing quality customer service including, asset management, property management, and construction management services. As the competition for high-credit-quality tenants is intense, we may be required to provide rent abatements, incur charges for tenant improvements and other concessions, or we may not be able to lease vacant space timely, all of which would adversely impact our results of operations. We compete with other buyers who are interested in properties we elect to acquire, which may result in an increase in the amount that we pay for such properties or may ultimately result in our inability to acquire such properties. We also compete with sellers of similar properties when we sell properties, which may result in our receiving lower proceeds from the disposal, or which may result in our inability to dispose of such properties due to the lack of an acceptable return.

### **Financial Information About Industry Segments**

Our current business consists primarily of owning, managing, operating, leasing, acquiring, developing, investing in, and disposing of office real estate assets. We internally evaluate all of our real estate assets as one operating segment, and, accordingly, we do not report segment information.

### **Concentration of Credit Risk**

We are dependent upon the ability of our current tenants to pay their contractual rent amounts as the rents become due. The inability of a tenant to pay future rental amounts would have a negative impact on our results of operations. As of December 31, 2013, no individual tenant represents 10% or more of our future revenues under non-cancelable leases. Additionally, no individual tenant (other than multiple leases which collectively represent various departments of the federal government) represented 10% or more of our revenues for the year ended December 31, 2013.

### **Other Matters**

Piedmont has contracts with various governmental agencies, exclusively in the form of operating leases in buildings we own. See Item 1A. "Risk Factors" for further discussion of the risks associated with these contracts.

Additionally, as the owner of real estate assets, we are subject to environmental risks. See Item 1A. "Risk Factors" for further discussion of the risks associated with environmental concerns.

### **Web Site Address**

Access to copies of each of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and other filings with the Securities and Exchange Commission (the "SEC"), including any amendments to such filings, may be obtained free of charge from the following Web site, <http://www.piedmontreit.com>, or directly from the SEC's Web site at <http://www.sec.gov>. These filings are available promptly after we file them with, or furnish them to, the SEC.

## ITEM 1A. RISK FACTORS

### Risks Related to Our Business and Operations

*Market and economic conditions remain challenging in certain markets and the demand for office space, rental rates and property values may continue to lag the general economic recovery causing our business, results of operations, cash flows, and financial condition to be adversely affected.*

Continuing concerns about the potential impact of new health care legislation, higher taxes, inflation, Congressional stalemates, and the potential for rising interest rates continue to temper widespread job growth in the United States. As the demand for office space is highly dependent on job growth, rental rates and property values may continue to lag the general economic recovery. If we are unable to attract new tenants, renew existing tenants, or experience terminations or defaults on in-place leases, then our cash flow, results of operations, financial condition, and the market price of our common stock may suffer. If we do not have sufficient cash flow from operations to continue operating our business and are unable to borrow additional funds or are unable to access our existing line of credit, we may need to find alternative ways to increase our liquidity. Such alternatives may include, without limitation, curtailing acquisitions and potential development activity, decreasing our distribution levels, disposing of one or more of our properties possibly on disadvantageous terms, or entering into or renewing leases on less favorable terms than we otherwise would.

*Our growth will partially depend upon future acquisitions of properties, and we may not be successful in identifying and consummating suitable acquisitions that meet our investment criteria, which may impede our growth and negatively affect our results of operations.*

Our business strategy involves the acquisition of primarily high-quality office properties in selected markets. These activities require us to identify suitable acquisition candidates or investment opportunities that meet our criteria and are compatible with our growth strategy. We may not be successful in identifying suitable properties or other assets that meet our acquisition criteria or in consummating acquisitions on satisfactory terms, if at all. Failure to identify or consummate acquisitions could slow our growth.

Further, we face significant competition for attractive investment opportunities from an indeterminate number of other real estate investors, including investors with significant capital resources such as domestic and foreign corporations and financial institutions, publicly traded and privately held REITs, private institutional investment funds, investment banking firms, life insurance companies and pension funds. As a result of competition, we may be unable to acquire additional properties as we desire, the purchase price may be significantly elevated, or we may have to accept lease-up risk for a property with lower occupancy which could adversely affect our financial condition, results of operations, cash flows and the ability to pay dividends on, and the market price of our common stock.

*We depend on tenants for our revenue, and accordingly, lease terminations and/or tenant defaults, particularly by one of our significant lead tenants, could adversely affect the income produced by our properties, which may harm our operating performance, thereby limiting our ability to make distributions to our stockholders.*

The success of our investments materially depends on the financial stability of our tenants, any of whom may experience a change in their business at any time. As a result, our tenants may delay lease commencements, decline to extend or renew their leases upon expiration, fail to make rental payments when due, or declare bankruptcy. Any of these actions could result in the termination of the tenants' leases, or expiration of existing leases without renewal, and the loss of rental income attributable to the terminated or expired leases. In the event of a tenant default or bankruptcy, we may experience delays in enforcing our rights as a landlord and may incur substantial costs in protecting our investment and re-letting our property. If significant leases are terminated or defaulted upon, we may be unable to lease the property for the rent previously received or sell the property without incurring a loss. In addition, significant expenditures, related to mortgage payments, real estate taxes, insurance, and maintenance costs, are generally fixed and do not decrease when revenues at the related property decrease.

The occurrence of any of the situations described above, particularly if it involves one of our significant lead tenants, could seriously harm our operating performance. As of December 31, 2013, our most substantial non-U.S. governmental lead tenants, based on ALR, were US Bancorp (approximately 5.0%), the State of New York (approximately 3.6%), and Independence Blue Cross (approximately 3.1%). As lead tenants, the revenues generated by the properties these tenants occupy are substantially dependent upon the financial condition of these tenants and, accordingly, any event of bankruptcy, insolvency, or a general downturn in the business of any of these tenants may result in the failure or delay of such tenant's rental payments, which may have a substantial adverse effect on our operating performance.

*We face considerable competition in the leasing market and may be unable to renew existing leases or re-let space on terms similar to the existing leases, or we may expend significant capital in our efforts to re-let space, which may adversely affect our operating results.*

Every year, we compete with a number of other developers, owners, and operators of office and office-oriented, mixed-use properties to renew leases with our existing tenants and to attract new tenants. To the extent that we are able to renew leases that are scheduled to expire in the short-term or re-let such space to new tenants, heightened competition resulting from adverse market conditions may require us to utilize rent concessions and tenant improvements to a greater extent than we historically have. In addition, competition for credit worthy tenants is intense and we may have difficulty competing with competitors who have purchased properties at discounted prices allowing them to offer space at reduced rental rates.

If our competitors offer office accommodations at rental rates below current market rates or below the rental rates we currently charge our tenants, we may lose potential tenants, and we may be pressured to reduce our rental rates below those we currently charge in order to retain tenants upon expiration of their existing leases. Even if our tenants renew their leases or we are able to re-let the space, the terms and other costs of renewal or re-letting, including the cost of required renovations, increased tenant improvement allowances, leasing commissions, declining rental rates, and other potential concessions, may be less favorable than the terms of our current leases and could require significant capital expenditures. If we are unable to renew leases or re-let space in a reasonable time, or if rental rates decline or tenant improvement, leasing commissions, or other costs increase, our financial condition, cash flows, cash available for distribution, value of our common stock, and ability to satisfy our debt service obligations could be adversely affected.

*Some of our leases provide tenants with the right to terminate their leases early, which could have an adverse effect on our cash flow and results of operations.*

Certain of our leases permit our tenants to terminate their leases of all or a portion of the leased premises prior to their stated lease expiration dates under certain circumstances, such as providing notice by a certain date and, in many cases, paying a termination fee. In certain cases, such early terminations can be effectuated by our tenants with little or no termination fee being paid to us. As of December 31, 2013, approximately 4.1% of our ALR was comprised of leases that provided tenants with early termination rights (including contractions and terminations of whole leases) that could be effected during the subsequent twelve month period. Leases comprising approximately 4.0% of such ALR would require the tenant to pay a termination fee, while 0.1% of such ALR would not require a termination fee upon execution. To the extent that our tenants exercise early termination rights, our cash flow and earnings will be adversely affected, and we can provide no assurances that we will be able to generate an equivalent amount of net rental income by leasing the vacated space to new third party tenants.

*Our rental revenues will be significantly influenced by the economies and other conditions of the office market in general and of the specific markets in which we operate, particularly in Chicago, Washington, D.C., and the New York metropolitan area, where we have high concentrations of office properties.*

Because our portfolio consists of office properties, we are subject to risks inherent in investments in a single property type. This concentration exposes us to the risk of economic downturns in the office sector to a greater extent than if our portfolio also included other sectors of the real estate industry. Our properties located in Chicago, Washington, D.C. and the New York metropolitan area account for approximately 21.2%, 20.2%, and 14.7%, respectively, of our ALR. In addition, we currently have four blocks of space 200,000 square feet or greater in Washington, D. C. and downtown Chicago that are vacant. As a result, we are particularly susceptible to adverse market conditions in these particular areas, including the reduction in demand for office properties, industry slowdowns, governmental cut backs, relocation of businesses and changing demographics. Adverse economic or real estate developments in the markets in which we have a concentration of properties, or in any of the other markets in which we operate, or any decrease in demand for office space resulting from the local or national government and business climates, could adversely affect our rental revenues and operating results.

*Economic, regulatory, and/or socio-economic changes that impact the real estate market generally, or that could affect patterns of use of commercial office space, may cause our operating results to suffer and decrease the value of our real estate properties.*

The investment returns available from equity investments in real estate depend on the amount of income earned and capital appreciation generated by the properties, as well as the expenses incurred in connection with the properties. If our properties do not generate income sufficient to meet operating expenses, including debt service and capital expenditures, then our ability to make distributions to our stockholders could be adversely affected. In addition, there are significant expenditures associated with an investment in real estate (such as mortgage payments, real estate taxes, and maintenance costs) that generally do not decline when circumstances reduce the income from the property. The following factors, among others, may adversely affect the operating performance and long- or short-term value of our properties:



- changes in the national, regional, and local economic climate, particularly in markets in which we have a concentration of properties;
- local office market conditions such as changes in the supply of, or demand for, space in properties similar to those that we own within a particular area;
- changes in the patterns of office use due to technological advances which may make telecommuting more prevalent;
- the attractiveness of our properties to potential tenants;
- changes in interest rates and availability of permanent mortgage funds that may render the sale of a property difficult or unattractive or otherwise reduce returns to stockholders;
- the financial stability of our tenants, including bankruptcies, financial difficulties, or lease defaults by our tenants;
- changes in operating costs and expenses, including costs for maintenance, insurance, and real estate taxes, and our ability to control rents in light of such changes;
- the need to periodically fund the costs to repair, renovate, and re-let space;
- earthquakes, tornadoes, hurricanes and other natural disasters, civil unrest, terrorist acts or acts of war, which may result in uninsured or under insured losses;
- changes in, or increased costs of compliance with, governmental regulations, including those governing usage, zoning, the environment, and taxes; and
- changes in accounting standards.

In addition, periods of economic slowdown or recession, rising interest rates, or declining demand for real estate could result in a general decrease in rents or an increased occurrence of defaults under existing leases, which would adversely affect our financial condition and results of operations. Any of the above factors may prevent us from generating sufficient cash flow or maintaining the value of our real estate properties.

*We may face additional risks and costs associated with directly managing properties occupied by government tenants.*

We currently own eight properties in which some or all of the tenants in each property are federal government agencies. Lease agreements with these federal government agencies contain certain provisions required by federal law, which require, among other things, that the contractor (which is the lessor or the owner of the property) agree to comply with certain rules and regulations, including but not limited to, rules and regulations related to anti-kickback procedures, examination of records, audits and records, equal opportunity provisions, prohibitions against segregated facilities, certain executive orders, subcontractor costs or pricing data, and certain provisions intending to assist small businesses. Through one of our wholly-owned subsidiaries, we directly manage properties with federal government agency tenants and, therefore, we are subject to additional risks associated with compliance with all such federal rules and regulations. There are certain additional requirements relating to the potential application of the Employment Standards Administration's Office of Federal Contract Compliance Programs and the related requirement to prepare written affirmative action plans applicable to government contractors and subcontractors. Some of the factors used to determine whether such requirements apply to a company that is affiliated with the actual government contractor (the legal entity that is the lessor under a lease with a federal government agency) include whether such company and the government contractor are under common ownership, have common management, and are under common control. One of our wholly-owned subsidiaries is considered a government contractor, increasing the risk that requirements of these equal opportunity provisions including the requirement to prepare affirmative action plans may be determined to be applicable to the entire operations of our company.

*Adverse market and economic conditions may adversely affect us and could cause us to recognize impairment charges on tangible real estate and related lease intangible assets or otherwise impact our performance.*

We continually monitor events and changes in circumstances that could indicate that the carrying value of the real estate and related lease intangible assets in which we have an ownership interest, either directly or through investments in joint ventures, may not be recoverable. When indicators of potential impairment are present which indicate that the carrying value of real estate and related lease intangible assets may not be recoverable, we assess the recoverability of these assets by determining whether the carrying value will be recovered through the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition. In the event that such expected undiscounted future cash flows do not exceed the carrying value, we adjust the real estate and related lease intangible assets to their fair value and recognize an impairment loss.

Projections of expected future cash flows require management to make assumptions to estimate future market rental income amounts subsequent to the expiration of current lease agreements, property operating expenses, the number of months it takes to re-lease the property, and the number of years the property is held for investment, among other factors. The current uncertainty in the U.S. economy increases the subjectivity involved in projecting future cash flows, discount and capitalization rates and other factors involved in these calculations. 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, therefore, could result in the misstatement of the carrying value of our real estate and related lease intangible assets and our net income. In addition, adverse economic conditions



could also cause us to recognize additional asset impairment charges in the future, which could materially and adversely affect our business, financial condition and results of operations.

*Adverse market and economic conditions could cause us to recognize impairment charges on our goodwill, or otherwise impact our performance.*

We review the value of our goodwill on an annual basis and when events or changes in circumstances indicate that the carrying value of goodwill may exceed the fair value of such assets. Such interim events could be adverse changes in legal matters or in the business climate, adverse action or assessment by a regulator, the loss of key personnel, or persistent declines in an entity's stock price below carrying value of the entity. Volatility in the overall market could cause the price of our common stock to fluctuate and cause the carrying value of our company to exceed the estimated fair value. If that occurs, our goodwill potentially could be impaired. Impairment charges recognized in order to reduce our goodwill could materially and adversely affect our financial condition and results of operations.

*We may invest in mezzanine debt, which is subject to increased risk of loss relative to senior mortgage loans.*

We may invest in mezzanine debt. These investments, which are subordinate to the mortgage loans secured by the real property underlying the loan, are generally secured by pledges of the equity interests of the entities owning the underlying real estate. As a result, these investments involve greater risk of loss than investments in senior mortgage loans that are secured by real property since they are subordinate to the mortgage loan secured by the building and may be subordinate to the interests of other mezzanine lenders. Therefore, if the property owner defaults on its debt service obligations payable to us or on debt senior to us, or declares bankruptcy, such mezzanine loans will be satisfied only after the senior debt and the other senior mezzanine loans are paid in full, resulting in the possibility that we may be unable to recover some or all of our investment. In addition, the value of the assets securing or supporting our mezzanine debt investments could deteriorate over time due to factors beyond our control, including acts or omissions by owners, changes in business, economic or market conditions, or foreclosure, any of which could result in the recognition of impairment losses. In addition, there may be significant delays and costs associated with the process of foreclosing on the collateral securing or supporting such investments.

*Future acquisitions of properties may not yield anticipated returns, may result in disruptions to our business, and may strain management resources.*

We intend to continue acquiring high-quality office properties, subject to the availability of attractive properties, to our ability to arrange financing, and to consummate acquisitions on satisfactory terms. In deciding whether to acquire a particular property, we make certain assumptions regarding the expected future performance of that property. However, newly acquired properties may fail to perform as expected. Costs necessary to bring acquired properties up to standards established for their intended market position may exceed our expectations, which may result in the properties' failure to achieve projected returns.

In particular, to the extent that we engage in acquisition activities, they will pose the following risks for our ongoing operations:

- we may acquire properties or other real estate-related investments that are not initially accretive to our results upon acquisition or accept lower cash flows in anticipation of longer term appreciation, and we may not successfully manage and lease those properties to meet our expectations;
- we may not achieve expected cost savings and operating efficiencies;
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations;
- management attention may be diverted to the integration of acquired properties, which in some cases may turn out to be less compatible with our operating strategy than originally anticipated;
- we may not be able to support the acquired property through one of our existing property management offices and may not successfully open new satellite offices to serve additional markets;
- the acquired properties may not perform as well as we anticipate due to various factors, including changes in macro-economic conditions and the demand for office space; and
- we may acquire properties without any recourse, or with only limited recourse, for liabilities, whether known or unknown, such as clean-up of environmental contamination, unknown/undisclosed latent structural issues or maintenance problems, claims by tenants, vendors or other persons against the former owners of the properties, and claims for indemnification by general partners, directors, officers, and others indemnified by the former owners of the properties.

*We depend on key personnel, each of whom would be difficult to replace.*

Our continued success depends to a significant degree upon the continued contributions of certain key personnel including, but not limited to, Donald A. Miller, CFA, Robert E. Bowers, Laura P. Moon, Raymond L. Owens, Carroll A. Reddic, and Robert K. Wiberg, each of whom would be difficult to replace. Our ability to retain our management team, or to attract suitable replacements should any member of the executive management team leave, is dependent on the competitive nature of the employment market. The loss of services of one or more of these key members of our management team could adversely affect our results of operations and slow our future growth. We have not obtained and do not expect to obtain “key person” life insurance on any of our key personnel.

*Acquired properties may be located in new markets, where we may face risks associated with investing in an unfamiliar market.*

We may acquire properties located in markets in which we do not have an established presence. We may face risks associated with a lack of market knowledge or understanding of the local economy, forging new business relationships in the area and unfamiliarity with local government and permitting procedures. As a result, the operating performance of properties acquired in new markets may be less than we anticipate, and we may have difficulty integrating such properties into our existing portfolio. In addition, the time and resources that may be required to obtain market knowledge and/or integrate such properties into our existing portfolio could divert our management’s attention from our existing business or other attractive opportunities in our concentration markets.

*The illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties.*

Because real estate investments are relatively illiquid and large-scale office properties such as many of those in our portfolio are particularly illiquid, our ability to sell promptly one or more properties in our portfolio in response to changing economic, financial, and investment conditions is limited. The real estate market is affected by many forces, such as general economic conditions, availability of financing, interest rates, and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any property for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property. We may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot provide any assurances that we will have funds available to correct such defects or to make such improvements. Our inability to dispose of assets at opportune times or on favorable terms could adversely affect our cash flows and results of operations, thereby limiting our ability to make distributions to stockholders.

*Future terrorist attacks in the major metropolitan areas in which we own properties could significantly impact the demand for, and value of, our properties.*

Our portfolio maintains significant holdings in markets such as Chicago, Washington, D.C., the New York metropolitan area, Boston, and greater Los Angeles, each of which has been, and continues to be, a high risk geographical area for terrorism and threats of terrorism. Future terrorist attacks and other acts of terrorism or war would severely impact the demand for, and value of, our properties. Terrorist attacks in and around any of the major metropolitan areas in which we own properties also could directly impact the value of our properties through damage, destruction, loss, or increased security costs, and could thereafter materially impact the availability or cost of insurance to protect against such acts. A decrease in demand could make it difficult to renew or re-lease our properties at lease rates equal to or above historical rates. To the extent that any future terrorist attacks otherwise disrupt our tenants’ businesses, it may impair our tenants’ ability to make timely payments under their existing leases with us, which would harm our operating results.

*Uninsured losses or losses in excess of our insurance coverage could adversely affect our financial condition and our cash flow, and there can be no assurance as to future costs and the scope of coverage that may be available under insurance policies.*

We carry comprehensive general liability, fire, extended coverage, business interruption rental loss coverage, environmental, and umbrella liability coverage on all of our properties and earthquake, wind, and flood coverage on properties in areas where such coverage is warranted. We believe the policy specifications and insured limits of these policies are adequate and appropriate given the relative risk of loss, the cost of the coverage, and industry practice. However, we may be subject to certain types of losses, those that are generally catastrophic in nature, such as losses due to wars, conventional terrorism, chemical, biological, nuclear and radiation (“CBNR”) acts of terrorism and, in some cases, earthquakes, hurricanes, and flooding, either because such coverage is not available or is not available at commercially reasonable rates. If we experience a loss that is uninsured or that exceeds policy limits, we could lose a significant portion of the capital we have invested in the damaged property, as well as the anticipated future revenue from the property. Inflation, changes in building codes and ordinances, environmental considerations, and other factors also might make it impractical or undesirable to use insurance proceeds to replace a property after it has been damaged or destroyed. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness,

even if these properties were irreparably damaged. Furthermore, we may not be able to obtain adequate insurance coverage at reasonable costs in the future, as the costs associated with property and casualty renewals may be higher than anticipated.

In addition, insurance risks associated with potential terrorism acts could sharply increase the premiums we pay for coverage against property and casualty claims. With the enactment of the Terrorism Risk Insurance Program Reauthorization Act of 2007 ("TRIA"), United States insurers cannot exclude conventional (non-CBNR) terrorism losses. These insurers must make terrorism insurance available under their property and casualty insurance policies; however, this legislation does not regulate the pricing of such insurance. TRIA is scheduled to expire at the end of 2014, although there are currently discussions regarding extending it. In some cases, mortgage lenders have begun to insist that commercial property owners purchase coverage against terrorism as a condition of providing mortgage loans. Such insurance policies may not be available at a reasonable cost, which could inhibit our ability to finance or refinance our properties. In such instances, we may be required to provide other financial support, either through financial assurances or self-insurance, to cover potential losses. We may not have adequate coverage for such losses.

We have properties located in Southern California, an area especially susceptible to earthquakes. Collectively, these properties represent approximately 5.1% of our ALR. Because these properties are located in close proximity to one another, an earthquake in the greater Los Angeles area could materially damage, destroy or impair the use by tenants of all of these properties. If any of our properties incurs a loss that is not fully insured, the value of that asset will be reduced by such uninsured loss. Also, to the extent we must pay unexpectedly large amounts for insurance, we could suffer reduced earnings that would result in lower distributions to our stockholders.

*Should one of our insurance carriers become insolvent, we would be adversely affected.*

We carry several different lines of insurance, placed with several large insurance carriers. If any one of these large insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier, and any outstanding claims would be at risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms. Replacing insurance coverage at unfavorable rates and the potential of uncollectible claims due to carrier insolvency could adversely impact our results of operations and cash flows.

*Our current and future joint venture investments could be adversely affected by a lack of sole decision-making authority and our reliance on joint venture partners' financial condition.*

As of December 31, 2013, we owned interests in two properties representing approximately 0.3 million rentable square feet through unconsolidated joint ventures. In the future we may enter into strategic joint ventures with institutional investors to acquire, develop, improve, or dispose of properties, thereby reducing the amount of capital required by us to make investments and diversifying our capital sources for growth. Such joint venture investments involve risks not otherwise present in a wholly-owned property, development, or redevelopment project, including the following:

- in these investments, we do not have exclusive control over the development, financing, leasing, management, and other aspects of the project, which may prevent us from taking actions that are opposed by our joint venture partners;
- joint venture agreements often restrict the transfer of a co-venturer's interest or may otherwise restrict our ability to sell the interest when we desire or on advantageous terms;
- we would not be in a position to exercise sole decision-making authority regarding the property or joint venture, which could create the potential risk of creating impasses on decisions, such as acquisitions or sales;
- such co-venturer may, at any time, have economic or business interests or goals that are, or that may become, inconsistent with our business interests or goals;
- such co-venturer may be in a position to take action contrary to our instructions, requests, policies or objectives, including our current policy with respect to maintaining our qualification as a REIT;
- the possibility that our co-venturer in an investment might become bankrupt, which would mean that we and any other remaining co-venturers would generally remain liable for the joint venture's liabilities;
- our relationships with our co-venturers are contractual in nature and may be terminated or dissolved under the terms of the applicable joint venture agreements and, in such event, we may not continue to own or operate the interests or assets underlying such relationship or may need to purchase such interests or assets at a premium to the market price to continue ownership;
- disputes between us and our co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and directors from focusing their time and efforts on our business and could result in subjecting the properties owned by the applicable joint venture to additional risk; or
- we may, in certain circumstances, be liable for the actions of our co-venturers, and the activities of a joint venture could adversely affect our ability to qualify as a REIT, even though we do not control the joint venture.

Any of the above might subject a property to liabilities in excess of those contemplated and thus reduce the returns to our investors.

*Costs of complying with governmental laws and regulations may reduce our net income and the cash available for distributions to our stockholders.*

All real property and the operations conducted on real property are subject to federal, state, and local laws and regulations relating to environmental protection and human health and safety. Tenants' ability to operate and to generate income to pay their lease obligations may be affected by permitting and compliance obligations arising under such laws and regulations. Some of these laws and regulations may impose joint and several liability on tenants, owners, or operators for the costs to investigate or remediate contaminated properties, regardless of fault or whether the acts causing the contamination were legal. In addition, the presence of hazardous substances, or the failure to properly remediate these substances, may hinder our ability to sell, rent, or pledge such property as collateral for future borrowings.

Compliance with new laws or regulations or stricter interpretation of existing laws by agencies or the courts may require us to incur material expenditures. Future laws, ordinances, or regulations may impose material environmental liability. Additionally, our tenants' operations, the existing condition of land when we buy it, operations in the vicinity of our properties such as the presence of underground storage tanks or activities of unrelated third parties may affect our properties. In addition, there are various local, state, and federal fire, health, life-safety, and similar regulations with which we may be required to comply, and which may subject us to liability in the form of fines or damages for noncompliance. Any material expenditures, fines, or damages we must pay will reduce our cash flows and ability to make distributions and may reduce the value of our stockholders' investment.

*As the present or former owner or operator of real property, we could become subject to liability for environmental contamination, regardless of whether we caused such contamination.*

Under various federal, state, and local environmental laws, ordinances, and regulations, a current or former owner or operator of real property may be liable for the cost to remove or remediate hazardous or toxic substances, wastes, or petroleum products on, under, from, or in such property. These costs could be substantial and liability under these laws may attach whether or not the owner or operator knew of, or was responsible for, the presence of such contamination. Even if more than one person may have been responsible for the contamination, each liable party may be held entirely responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a property for damages based on personal injury, natural resources, or property damage and/or for other costs, including investigation and clean-up costs, resulting from the environmental contamination. The presence of contamination on one of our properties, or the failure to properly remediate a contaminated property, could give rise to a lien in favor of the government for costs it may incur to address the contamination, or otherwise adversely affect our ability to sell or lease the property or borrow using the property as collateral. In addition, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require substantial expenditures or prevent us from entering into leases with prospective tenants.

Some of our properties are adjacent to or near other properties that have contained or currently contain underground storage tanks used to store petroleum products or other hazardous or toxic substances. In addition, certain of our properties are on, adjacent to, or near sites upon which others, including former owners or tenants of our properties, have engaged, or may in the future engage, in activities that have released or may have released petroleum products or other hazardous or toxic substances.

The cost of defending against claims of liability, of remediating any contaminated property, or of paying personal injury claims could reduce the amounts available for distribution to our stockholders.

*As the owner of real property, we could become subject to liability for adverse environmental conditions in the buildings on our property.*

Some of our properties contain asbestos-containing building materials. Environmental laws require that owners or operators of buildings containing asbestos properly manage and maintain the asbestos, adequately inform or train those who may come into contact with asbestos, and undertake special precautions, including removal or other abatement, in the event that asbestos is disturbed during building renovation or demolition. These laws may impose fines and penalties on building owners or operators who fail to comply with these requirements. In addition, environmental laws and the common law may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos.

The properties also may contain or develop harmful mold or suffer from other air quality issues. Any of these materials or conditions could result in liability for personal injury and costs of remediating adverse conditions, which could have an adverse effect on our cash flows and ability to make distributions to our stockholders.

*As the owner of real property, we could become subject to liability for a tenant's failure to comply with environmental requirements regarding the handling and disposal of regulated substances and wastes or for non-compliance with health and safety requirements, which requirements are subject to change.*

Some of our tenants may handle regulated substances and wastes as part of their operations at our properties. Environmental laws regulate the handling, use, and disposal of these materials and subject our tenants, and potentially us, to liability resulting from non-compliance with these requirements. The properties in our portfolio also are subject to various federal, state, and local health and safety requirements, such as state and local fire requirements. If we or our tenants fail to comply with these various requirements, we might incur governmental fines or private damage awards. Moreover, we do not know whether or the extent to which existing requirements or their enforcement will change or whether future requirements will require us to make significant unanticipated expenditures that will materially adversely impact our financial condition, results of operations, cash flows, cash available for distribution to stockholders, the market price of our common stock, and our ability to satisfy our debt service obligations. If our tenants become subject to liability for noncompliance, it could affect their ability to make rental payments to us.

*We may be subject to litigation, which could have a material adverse effect on our financial condition.*

From time to time, we may be subject to legal action arising in the ordinary course of our business or otherwise. Such action could result in additional expenses which, if uninsured, could adversely impact our earnings and cash flows, thereby impacting our ability to service debt and make quarterly distributions to our stockholders. There can be no assurance that our insurance policies will fully cover any payments or legal costs associated with any potential legal action. Further, the ultimate resolution of such action could impact the availability or cost of some of our insurance coverage, which could adversely impact our results of operations and cash flows, expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract officers and directors.

*If our disclosure controls or internal control over financial reporting is not effective, investors could lose confidence in our reported financial information, which could adversely affect the perception of our business and the trading price of our common stock.*

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements, or misrepresentations. Although management will continue to review the effectiveness of our disclosure controls and procedures and internal control over financial reporting, there can be no guarantee that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Deficiencies, including any material weakness, in our internal control over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in the trading price of our common stock, or otherwise materially adversely affect our business, reputation, results of operations, financial condition, or liquidity.

*Compliance or failure to comply with the Americans with Disabilities Act and other similar regulations could result in substantial costs.*

Under the Americans with Disabilities Act, places of public accommodation must meet certain federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. If we are required to make unanticipated expenditures to comply with the Americans with Disabilities Act, including removing access barriers, then our cash flows and the amounts available for distributions to our stockholders may be adversely affected. Although we believe that our properties are currently in material compliance with these regulatory requirements, we have not conducted an audit or investigation of all of our properties to determine our compliance, and we cannot predict the ultimate cost of compliance with the Americans with Disabilities Act or other legislation. If one or more of our properties is not in compliance with the Americans with Disabilities Act or other legislation, then we would be required to incur additional costs to achieve compliance. If we incur substantial costs to comply with the Americans with Disabilities Act or other legislation, our financial condition, results of operations, the market price of our common stock, cash flows, and our ability to satisfy our debt obligations and to make distributions to our stockholders could be adversely affected.

*Our operating results may suffer because of potential development and construction delays and resultant increased costs and risks.*

From time to time, we may acquire unimproved real properties for development purposes. In conjunction with these development projects, we may be subject to uncertainties associated with re-zoning, environmental concerns of governmental entities and/or community groups, and our builders' ability to build in conformity with plans, specifications, budgeted costs and timetables. A builder's performance may also be affected or delayed by conditions beyond the builder's control. Delays in completing construction could also give tenants the right to terminate preconstruction leases. We may incur additional risks when we make periodic progress payments or other advances to builders before they complete construction. These and other factors can result in increased costs of a project or loss of our investment. In addition, we will be subject to normal lease-up risks relating to newly constructed projects.

We also must rely on rental income and expense projections and estimates of the fair market value of property upon completion of construction when agreeing upon a purchase price at the time we acquire the property. If our projections are inaccurate, we may pay too much for a property, and our return on our investment could suffer.

*Our real estate development strategies may not be successful.*

From time to time we may engage in development or redevelopment activities to the extent attractive projects become available. If we engage in development activities, we will be subject to risks associated with those activities that could adversely affect our financial condition, results of operations, cash flows and ability to pay distributions on, and the market price of, our common stock, including, but not limited to:

- development projects in which we have invested may be abandoned and the related investment will be impaired;
- we may not be able to obtain, or may experience delays in obtaining, all necessary zoning, land-use, building, occupancy and other governmental permits and authorizations;
- we may not be able to obtain land on which to develop;
- we may not be able to obtain financing for development projects, or obtain financing on favorable terms;
- construction costs of a project may exceed the original estimates or construction may not be concluded on schedule, making the project less profitable than originally estimated or not profitable at all (including the possibility of contract default, the effects of local weather conditions, the possibility of local or national strikes and the possibility of shortages in materials, building supplies or energy and fuel for equipment);
- upon completion of construction, we may not be able to obtain, or obtain on advantageous terms, permanent financing for activities that we financed through construction loans; and
- we may not achieve sufficient occupancy levels and/or obtain sufficient rents to ensure the profitability of a completed project.

Moreover, substantial renovation and development activities, regardless of their ultimate success, typically require a significant amount of management's time and attention, diverting their attention from our other operations.

*We face risks related to the occurrence of cyber incidents, or a deficiency in our cybersecurity, which could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our financial results.*

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data, or steal confidential information. The risk of a security breach or disruption, particularly through cyber attacks or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. Risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our relationship with our tenants, potential errors from misstated financial reports, violations of loan covenants, missed reporting deadlines, and private data exposure, among others. Any or all of the preceding risks could have a material adverse effect on our results of operations, financial condition and cash flows. Although we make efforts to maintain the security and integrity of these types of information technology networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging.

#### **Risks Related to Our Organization and Structure**

*Our organizational documents contain provisions that may have an anti-takeover effect, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our common stock or otherwise benefit our stockholders.*

Our charter and bylaws contain provisions that may have the effect of delaying, deferring, or preventing a change in control of our company (including an extraordinary transaction such as a merger, tender offer, or sale of all or substantially all of our assets) that might provide a premium price for our common stock or otherwise be in the best interest of our stockholders. These provisions include, among other things, restrictions on the ownership and transfer of our stock, advance notice requirements for stockholder nominations for directors and other business proposals, and our board of directors' power to classify or reclassify unissued shares of common or preferred stock and issue additional shares of common or preferred stock.



*In order to preserve our REIT status, our charter limits the number of shares a person may own, which may discourage a takeover that could result in a premium price for our common stock or otherwise benefit our stockholders.*

Our charter, with certain exceptions, authorizes our directors to take such actions as are necessary and desirable to preserve our qualification as a REIT for federal income tax purposes. Unless exempted by our board of directors, no person may actually or constructively own more than 9.8% (by value or number of shares, whichever is more restrictive) of the outstanding shares of our common stock or the outstanding shares of any class or series of our preferred stock, which may inhibit large investors from desiring to purchase our stock. This restriction may have the effect of delaying, deferring, or preventing a change in control, including an extraordinary transaction (such as a merger, tender offer, or sale of all or substantially all of our assets) that might provide a premium price for our common stock or otherwise be in the best interest of our stockholders.

*Our board of directors can take many actions without stockholder approval.*

Our board of directors has overall authority to oversee our operations and determine our major corporate policies. This authority includes significant flexibility. For example, our board of directors can do the following:

- within the limits provided in our charter, prevent the ownership, transfer, and/or accumulation of stock in order to protect our status as a REIT or for any other reason deemed to be in our best interest and the interest of our stockholders;
- issue additional shares of stock without obtaining stockholder approval, which could dilute the ownership of our then-current stockholders;
- amend our charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we have authority to issue, without obtaining stockholder approval;
- classify or reclassify any unissued shares of our common or preferred stock and set the preferences, rights and other terms of such classified or reclassified shares, without obtaining stockholder approval;
- employ and compensate affiliates;
- direct our resources toward investments that do not ultimately appreciate over time;
- change creditworthiness standards with respect to our tenants;
- change our investment or borrowing policies;
- determine that it is no longer in our best interest to attempt to qualify, or to continue to qualify, as a REIT; and
- suspend, modify or terminate the dividend reinvestment plan.

Any of these actions could increase our operating expenses, impact our ability to make distributions, or reduce the value of our assets without giving our stockholders the right to vote.

*Our charter permits our board of directors to issue stock with terms that may subordinate the rights of our common stockholders, which may discourage a third party from acquiring us in a manner that could result in a premium price for our common stock or otherwise benefit our stockholders.*

Our board of directors may, without stockholder approval, issue authorized but unissued shares of our common or preferred stock and amend our charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we have authority to issue. In addition, our board of directors may, without stockholder approval, classify or reclassify any unissued shares of our common or preferred stock and set the preferences, rights and other terms of such classified or reclassified shares. Thus, our board of directors could authorize the issuance of preferred stock with terms and conditions that could have priority with respect to distributions and amounts payable upon liquidation over the rights of the holders of our common stock. Such preferred stock also could have the effect of delaying, deferring, or preventing a change in control, including an extraordinary transaction (such as a merger, tender offer, or sale of all or substantially all of our assets) that might provide a premium price for our common stock, or otherwise be in the best interest of our stockholders.

*Our board of directors could elect for us to be subject to certain Maryland law limitations on changes in control that could have the effect of preventing transactions in the best interest of our stockholders.*

Certain provisions of Maryland law may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under certain circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- “business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting stock or any affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then outstanding stock) or an



affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder and thereafter impose supermajority voting requirements on these combinations; and

- “control share” provisions that provide that “control shares” of our company (defined as shares which, when aggregated with other shares controlled by the stockholder, except solely by virtue of a revocable proxy, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of “control shares”) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

Our bylaws contain a provision exempting any acquisition by any person of shares of our stock from the control share acquisition statute, and our board of directors has adopted a resolution exempting any business combination with any person from the business combination statute. As a result, these provisions currently will not apply to a business combination or control share acquisition involving our company. However, our board of directors may opt into the business combination provisions and the control share provisions of Maryland law in the future.

Additionally, Maryland law permits our board of directors, without stockholder approval and regardless of what is currently provided in our charter or our bylaws, to implement takeover defenses, some of which (for example, a classified board) we do not currently employ. These provisions may have the effect of inhibiting a third party from making an acquisition proposal for our company or of delaying, deferring, or preventing a change in control of our company under circumstances that otherwise could provide the holders of our common stock with the opportunity to realize a premium over the then-current market price.

Our charter, our bylaws, the limited partnership agreement of our operating partnership, and Maryland law also contain other provisions that may delay, defer, or prevent a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders. In addition, the employment agreements with our named executive officers contain, and grants under our incentive plan also may contain, change-in-control provisions that might similarly have an anti-takeover effect, inhibit a change of our management, or inhibit in certain circumstances tender offers for our common stock or proxy contests to change our board.

*Our rights and the rights of our stockholders to recover claims against our directors and officers are limited, which could reduce our recovery and our stockholders' recovery against them if they negligently cause us to incur losses.*

Maryland law provides that a director or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interest and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Our charter eliminates our directors' and officers' liability to us and our stockholders for money damages except for liability resulting from actual receipt of an improper benefit or profit in money, property, or services or active and deliberate dishonesty established by a final judgment and which is material to the cause of action. Our charter and bylaws require us to indemnify our directors and officers to the maximum extent permitted by Maryland law for any claim or liability to which they may become subject or which they may incur by reason of their service as directors or officers, except to the extent that the act or omission of the director or officer was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty, the director or officer actually received an improper personal benefit in money, property, or services, or, in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist under common law, which could reduce our and our stockholders' recovery from these persons if they act in a negligent manner. In addition, we may be obligated to fund the defense costs incurred by our directors and officers (as well as by our employees and agents) in some cases.

## **Risks Related to Our Common Stock**

*Any change in our dividend policy could have a material adverse effect on the market price of our common stock.*

Distributions are authorized and determined by our board of directors in its sole discretion and depend upon a number of factors, including:

- cash available for distribution;
- our results of operations and anticipated future results of operations;
- our financial condition, especially in relation to our anticipated future capital needs of our properties;
- the level of reserves we establish for future capital expenditures;
- the distribution requirements for REITs under the Code;
- the level of distributions paid by comparable listed REITs;
- our operating expenses; and

- other factors our board of directors deems relevant.

We expect to continue to pay quarterly distributions to our stockholders; however, we bear all expenses incurred by our operations, and our funds generated by operations, after deducting these expenses, may not be sufficient to cover desired levels of distributions to our stockholders. Any change in our distribution policy could have a material adverse effect on the market price of our common stock.

*There are significant price and volume fluctuations in the public markets, including on the exchange which we listed our common stock.*

The U.S. stock markets, including the NYSE on which our common stock is listed, have historically experienced significant price and volume fluctuations. The market price of our common stock may be highly volatile and could be subject to wide fluctuations and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. If the market price of our common stock declines significantly, stockholders may be unable to resell their shares at or above their purchase price. We cannot assure stockholders that the market price of our common stock will not fluctuate or decline significantly in the future. Some of the factors that could negatively affect our stock price or result in fluctuations in the price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results;
- changes in our earnings estimates or publication of research reports about us or the real estate industry, although no assurance can be given that any research reports about us will be published or the accuracy of such reports;
- changes in our dividend policy;
- future sales of substantial amounts of our common stock by our existing or future stockholders;
- increases in market interest rates, which may lead purchasers of our stock to demand a higher yield;
- changes in market valuations of similar companies;
- adverse market reaction to any increased indebtedness we incur in the future;
- additions or departures of key personnel;
- actions by institutional stockholders;
- material, adverse litigation judgments;
- speculation in the press or investment community; and
- general market and economic conditions.

*Future offerings of debt securities, which would be senior to our common stock upon liquidation, or equity securities, which would dilute our existing stockholders and may be senior to our common stock for the purposes of distributions, may adversely affect the market price of our common stock.*

We may attempt to increase our capital resources by making additional offerings of debt or equity securities, including medium term notes, senior or subordinated notes and classes of preferred or common stock. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock or both. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future offerings reducing the market price of our common stock and diluting their proportionate ownership.

*Market interest rates may have an effect on the value of our common stock.*

One of the factors that investors may consider in deciding whether to buy or sell our common stock is our distribution rate as a percentage of our share price, relative to market interest rates. If market interest rates increase, prospective investors may desire a higher yield on our common stock or seek securities paying higher dividends or yields. It is likely that the public valuation of our common stock will be based primarily on our earnings and cash flows and not from the underlying appraised value of the properties themselves. As a result, interest rate fluctuations and capital market conditions can affect the market value of our common stock. For instance, if interest rates rise, it is possible that the market price of our common stock will decrease, because potential investors may require a higher dividend yield on our common stock as market rates on interest-bearing securities, such as bonds, rise.

*If securities analysts do not publish research or reports about our business or if they downgrade our common stock or our sector, the price of our common stock could decline.*

The trading market for our common stock relies in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Furthermore, if one or more of the analysts who do cover us downgrades our shares or our industry, or the stock of any of our competitors, the price of our shares could decline. If one or more of these analysts ceases coverage of our company, we could lose attention in the market, which in turn could cause the price of our common stock to decline.

### **Federal Income Tax Risks**

*Our failure to qualify as a REIT could adversely affect our operations and our ability to make distributions.*

We are owned and operated in a manner intended to qualify us as a REIT for U.S. federal income tax purposes; however, we do not have a ruling from the IRS as to our REIT status. In addition, we own all of the common stock of a subsidiary that has elected to be treated as a REIT, and if our subsidiary REIT were to fail to qualify as a REIT, it is possible that we also would fail to qualify as a REIT unless we (or the subsidiary REIT) could qualify for certain relief provisions. Our qualification and the qualification of our subsidiary REIT as a REIT will depend on satisfaction, on an annual or quarterly basis, of numerous requirements set forth in highly technical and complex provisions of the Code for which there are only limited judicial or administrative interpretations. A determination as to whether such requirements are satisfied involves various factual matters and circumstances not entirely within our control. The fact that we hold substantially all of our assets through our operating partnership and its subsidiaries further complicates the application of the REIT requirements for us. No assurance can be given that we, or our subsidiary REIT, will qualify as a REIT for any particular year.

If we, or our subsidiary REIT, were to fail to qualify as a REIT in any taxable year for which a REIT election has been made, the non-qualifying REIT would not be allowed a deduction for dividends paid to its stockholders in computing our taxable income and would be subject to U.S. federal income tax (including any applicable alternative minimum tax) on its taxable income at corporate rates. Moreover, unless the non-qualifying REIT were to obtain relief under certain statutory provisions, the non-qualifying REIT also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification is lost. This treatment would reduce our net earnings available for investment or distribution to our stockholders because of the additional tax liability to us for the years involved. As a result of such additional tax liability, we might need to borrow funds or liquidate certain investments on terms that may be disadvantageous to us in order to pay the applicable tax.

*Changes in tax laws may eliminate the benefits of REIT status or prevent us from maintaining our qualification as a REIT.*

New legislation, regulations, administrative interpretations or court decisions could change the tax laws or interpretations of the tax laws regarding qualification as a REIT, or the federal income tax consequences of that qualification, in a manner that is materially adverse to our stockholders. Accordingly, there is no assurance that we can continue to operate with the current benefits of our REIT status. If there is a change in the tax laws that prevents us from qualifying as a REIT, that eliminates REIT status generally, or that requires REITs generally to pay corporate level income taxes, our results of operations may be adversely affected and we may not be able to make the same level of distributions to our stockholders.

*Even if we qualify as a REIT, we may incur certain tax liabilities that would reduce our cash flow and impair our ability to make distributions.*

Even if we maintain our status as a REIT, we may be subject to U.S. federal income taxes or state taxes, which would reduce our cash available for distribution to our stockholders. For example, we will be subject to federal income tax on any undistributed taxable income. Further, if we fail to distribute during each calendar year at least the sum of (a) 85% of our ordinary income for such year, (b) 95% of our net capital gain income for such year, and (c) any undistributed taxable income from prior periods, we will be subject to a 4% excise tax on the excess of the required distribution over the sum of (i) the amounts actually distributed by us, plus (ii) retained amounts on which we pay income tax at the corporate level. If we realize net income from foreclosure properties that we hold primarily for sale to customers in the ordinary course of business, we must pay tax thereon at the highest corporate income tax rate, and if we sell a property, other than foreclosure property, that we are determined to have held for sale to customers in the ordinary course of business, any gain realized would be subject to a 100% "prohibited transaction" tax. The determination as to whether or not a particular sale is a prohibited transaction depends on the facts and circumstances related to that sale. We cannot guarantee that sales of our properties would not be prohibited transactions unless we comply with certain safe-harbor provisions. The need to avoid prohibited transactions could cause us to forego or defer sales of properties that might otherwise be in our best interest to sell. In addition, we own interests in certain taxable REIT subsidiaries that are subject to federal income taxation and we and our subsidiaries may be subject to state and local taxes on our income or property.

*Differences between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Code.*

We intend to make distributions to our stockholders to comply with the requirements of the Code for REITs and to minimize or eliminate our corporate tax obligations; however, differences between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Code. Certain types of assets generate substantial disparity between taxable income and available cash, such as real estate that has been financed through financing structures which require some or all of available cash flows to be used to service borrowings. As a result, the requirement to distribute a substantial portion of our taxable income could cause us to: (1) sell assets in adverse market conditions, (2) borrow on unfavorable terms, or (3) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures, or repayment of debt, in order to comply with REIT requirements. Any such actions could increase our costs and reduce the value of our common stock. Further, we may be required to make distributions to our stockholders when it would be more advantageous to reinvest cash in our business or when we do not have funds readily available for distribution. Compliance with REIT qualification requirements may, therefore, hinder our ability to operate solely on the basis of maximizing profits.

*We face possible adverse changes in tax laws including changes to state tax laws regarding the treatment of REITs and their stockholders, which may result in an increase in our tax liability.*

From time to time, changes in state and local tax laws or regulations are enacted, including changes to a state's treatment of REITs and their stockholders, which may result in an increase in our tax liability. The shortfall in tax revenues for states and municipalities in recent years may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for payment of dividends.

*Distributions made by REITs do not qualify for the reduced tax rates that apply to certain other corporate distributions.*

The maximum tax rate for distributions made by corporations to individuals, trusts and estates is generally 20%. Distributions made by REITs; however, generally are taxed at the normal rate applicable to the individual recipient rather than the 20% preferential rate. The more favorable rates applicable to regular corporate distributions could cause investors who are individuals to perceive investments in REITs to be relatively less attractive than investments in non-REIT corporations that make distributions.

*A recharacterization of transactions undertaken by our operating partnership may result in lost tax benefits or prohibited transactions, which would diminish cash distributions to our stockholders, or even cause us to lose REIT status.*

The IRS could recharacterize transactions consummated by our operating partnership, which could result in the income realized on certain transactions being treated as gain realized from the sale of property that is held as inventory or otherwise held primarily for the sale to customers in the ordinary course of business. In such event, the gain would constitute income from a prohibited transaction and would be subject to a 100% tax. If this were to occur, our ability to make cash distributions to our stockholders would be adversely affected. Moreover, our operating partnership may purchase properties and lease them back to the sellers of such properties. While we will use our best efforts to structure any such sale-leaseback transaction such that the lease will be characterized as a "true lease," thereby allowing us to be treated as the owner of the property for federal income tax purposes, we can give stockholders no assurance that the IRS will not attempt to challenge such characterization. In the event that any such sale-leaseback transaction is challenged and recharacterized as a financing transaction or loan for U.S. federal income tax purposes, deductions for depreciation and cost recovery relating to such property would be disallowed. If a sale-leaseback transaction were so recharacterized, the amount of our adjusted REIT taxable income could be recalculated, which might cause us to fail to meet the distribution requirement for a taxable year. We also might fail to satisfy the REIT qualification asset tests or income tests and, consequently, lose our REIT status. Even if we maintain our status as a REIT, an increase in our adjusted REIT taxable income could cause us to be subject to additional federal and state income and excise taxes. Any federal or state taxes we pay will reduce our cash available for distribution to our stockholders.

*Legislative or regulatory action could adversely affect our stockholders.*

In recent years, numerous legislative, judicial and administrative changes have been made to the federal income tax laws applicable to investments in REITs and similar entities. Additional changes to tax laws are likely to continue to occur in the future, and we cannot assure stockholders that any such changes will not adversely affect the taxation of a stockholder. Any such changes could have an adverse effect on an investment in our common stock. Stockholders are urged to consult with their tax advisor with respect to the status of legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in common stock.

## **Risks Associated with Debt Financing**

*We have incurred and are likely to continue to incur mortgage and other indebtedness, which may increase our business risks.*

As of December 31, 2013, we had total outstanding indebtedness of approximately \$2.0 billion and a total debt to gross assets ratio of 35.0%. Although the instruments governing our unsecured and secured indebtedness limit our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. We may incur additional indebtedness to acquire properties or other real estate-related investments, to fund property improvements, and other capital expenditures or for other corporate purposes, such as to repurchase shares of our common stock through repurchase programs that our board of directors has authorized or to fund future distributions to our stockholders.

Significant borrowings by us increase the risks of an investment in us. Our ability to make payments on and to refinance our indebtedness and to fund our operations, working capital and capital expenditures, depends on our ability to generate cash in the future. Our cash flow is subject to general economic, industry, financial, competitive, operating, legislative, regulatory and other factors, many of which are beyond our control. If there is a shortfall between the cash flow from properties and the cash flow needed to service our indebtedness, then the amount available for distributions to stockholders may be reduced.

Our failure to pay amounts due in respect of any of our indebtedness when due may constitute an event of default under the instrument governing that indebtedness, which could permit the holders of that indebtedness to require the immediate repayment of that indebtedness in full and, in the case of secured indebtedness, could allow them to sell the collateral securing that indebtedness and use the proceeds to repay that indebtedness. For example, defaults on indebtedness secured by a property may result in lenders initiating foreclosure actions. Although we believe no such instances exist as of December 31, 2013, in those cases, we could lose the property securing the loan that is in default. For tax purposes, a foreclosure of any of our properties would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure, but we would not receive any cash proceeds.

Moreover, any acceleration of or default in respect of any of our indebtedness could, in turn, constitute an event of default under other debt instruments or agreements, thereby resulting in the acceleration and required repayment of that other indebtedness. In addition, while we do not currently anticipate doing so, we may give full or partial guarantees to lenders of mortgage debt on behalf of the entities that own our properties if circumstances warrant that action. If we were to give a guaranty on behalf of an entity that owns one of our properties, we would be responsible to the lender for satisfaction of the debt if it were not paid by such entity. If any mortgages or other indebtedness contain cross-collateralization or cross-default provisions, a default on a single loan could affect multiple properties. If any of our properties are foreclosed on due to a default, our ability to pay cash distributions to our stockholders will be limited.

We cannot assure you that our business will generate sufficient cash flow from operations or that future sources of cash will be available to us in an amount sufficient to enable us to pay amounts due on our indebtedness or to fund our other liquidity needs.

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

As a result, we may not be able to refinance our indebtedness on commercially reasonable terms, or at all. If we do not generate sufficient cash flow from operations, and additional borrowings or refinancings or proceeds of assets sales or other sources of cash are not available to us, we may not have sufficient cash to enable us to meet all of our obligations. Accordingly, if we cannot service our indebtedness, we may have to take actions such as seeking additional equity financing, delaying capital expenditures or strategic acquisitions and alliances. Any of these events or circumstances could have a material adverse effect on our financial condition, results of operations, cash flows, the trading price of our securities and our ability to satisfy our debt service obligations.

*High mortgage rates may make it difficult for us to finance or refinance properties, which could reduce the number of properties we can acquire, our net income, and the amount of cash distributions we can make.*

If mortgage debt is unavailable at reasonable rates, we may not be able to finance the purchase of properties. If we place mortgage debt on properties, we run the risk of being unable to refinance the properties when the loans become due, or of being unable to refinance on favorable terms. If interest rates are higher when we refinance our properties, our income could be reduced. We may be unable to refinance properties. If any of these events occur, our cash flow could be reduced. This, in turn, could reduce cash

available for distribution to our stockholders and may hinder our ability to raise more capital by issuing more stock or by borrowing more money.

*Agreements governing our existing indebtedness contain, and future financing arrangements will likely contain, restrictive covenants relating to our operations, which could limit our ability to make distributions to our stockholders.*

We are subject to certain restrictions pursuant to the restrictive covenants of our outstanding indebtedness, which may affect our distribution and operating policies and our ability to incur additional debt. Loan documents evidencing our existing indebtedness contain, and loan documents entered into in the future will likely contain, certain operating covenants that limit our ability to further mortgage the property or discontinue insurance coverage. In addition, the agreements governing our existing indebtedness contain financial covenants, including certain coverage ratios and limitations on our ability to incur secured and unsecured debt, make dividend payments, sell all or substantially all of our assets, and engage in mergers and consolidations and certain acquisitions. Covenants under our existing indebtedness do, and under any future indebtedness likely will, restrict our ability to pursue certain business initiatives or certain acquisition transactions. In addition, failure to meet any of these covenants, including the financial coverage ratios, could cause an event of default under and/or accelerate some or all of our indebtedness, which would have a material adverse effect on us.

*Increases in interest rates would increase the amount of our variable-rate debt payments and could limit our ability to pay dividends to our stockholders.*

Currently, outstanding draws on our \$500 Million Unsecured Line of Credit and \$100 million of our new \$300 Million Unsecured 2013 Term Loan are our only debt instruments that bear interest at a floating rate. All of our other debt is either fixed rate or has been effectively fixed through interest rate swap agreements. In addition, under the terms of the \$500 Million Unsecured Line of Credit, our existing draws are subject to various length LIBOR locks. Consequently, increases in interest rates will increase our interest costs associated with any future draws that we may make on our \$500 Million Line of Credit and \$100 million of the principal outstanding on the \$300 Million Unsecured 2013 Term Loan. Such increases would reduce our cash flows and could impact our ability to pay dividends to our stockholders. In addition, if we are required to repay existing debt during periods of higher interest rates, we may need to sell one or more of our investments in order to repay the debt, which might not permit realization of the maximum return on such investments.

*Changes in interest rates could have adverse effects on our cash flows as a result of our interest rate derivative contracts.*

We have entered into various interest rate derivative agreements to effectively fix our exposure to interest rates under certain of our existing and anticipated debt facilities. To the extent interest rates are higher than the fixed rate in the respective contract, we would realize cash savings as compared to other market participants. However, to the extent interest rates are below the fixed rate in the respective contract, we would make higher cash payments than other similar market participants, which would have an adverse effect on our cash flows as compared to other market participants.

Additionally, there is counterparty risk associated with entering into interest rate derivative contracts. Should market conditions lead to insolvency or make a merger necessary for one or more of our counterparties, or potential future counterparties, it is possible that the terms of our interest rate derivative contracts will not be honored in their current form with a replacement counterparty. The potential termination or renegotiation of the terms of the interest rate derivative contracts as a result of changing counterparties through insolvency or merger could result in an adverse impact on our results of operations and cash flows.

*A downgrade in our credit rating could materially adversely affect our business and financial condition.*

The credit ratings assigned to our debt securities could change based upon, among other things, our results of operations and financial condition. If any of the credit rating agencies that have rated our debt securities downgrades or lowers its credit rating, or if any credit rating agency indicates that it has placed any such rating on a so-called "watch list" for a possible downgrading or lowering or otherwise indicates that its outlook for that rating is negative, it could have a material adverse effect on our costs and availability of capital, which could in turn have a material adverse effect on our financial condition, results of operations, cash flows and our ability to satisfy our debt service obligations.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

There were no unresolved SEC staff comments as of December 31, 2013.

**ITEM 2. PROPERTIES****Overview**

As of December 31, 2013, we owned interests in 78 office properties, plus interests in an additional two buildings through an unconsolidated joint venture. Approximately 90% of our ALR is generated from our primary markets: Atlanta, Boston, Chicago, Los Angeles, Minneapolis, the New York MSA, Texas (Dallas, Houston and Austin), and Washington, D.C. As of December 31, 2013 and 2012, the portfolio was 87.2% and 87.5% leased, respectively, with an average lease term remaining as of each period end of approximately seven years.

Annualized Lease Revenue (see "Information Regarding Disclosures Presented" above) related to our portfolio of properties was \$569.8 million, or \$30.41 per leased square foot, as of December 31, 2013 as compared with \$554.0 million, or \$30.89 per leased square foot, as of December 31, 2012.

**Property Statistics**

The tables below include statistics for our properties that we own directly and through our consolidated joint ventures, but do not include our respective ownership interests in properties that we own through our unconsolidated joint ventures. "Annualized Lease Revenue" is defined in Item 1 of this Annual Report on Form 10-K.

The following table shows lease expirations of our office portfolio as of December 31, 2013, during each of the next fifteen years and thereafter, assuming no exercise of renewal options or termination rights.

Year of Lease Expiration	Annualized Lease Revenue (in thousands)	Rentable Square Feet Expiring (in thousands)	Percentage of Annualized Lease Revenue (%)
Vacant	\$ —	2,753	—
2014 <sup>(1)</sup>	51,851	1,339	9.1
2015	25,953	848	4.6
2016	31,631	1,133	5.5
2017	54,665	1,391	9.6
2018	56,411	1,955	9.9
2019	61,419	2,280	10.8
2020	38,278	1,416	6.7
2021	31,671	1,052	5.6
2022	25,486	858	4.5
2023	29,459	1,128	5.2
2024	43,488	1,455	7.6
2025	16,735	692	2.9
2026	12,098	496	2.1
2027	51,945	1,231	9.1
Thereafter	38,712	1,463	6.8
	<u>\$ 569,802</u>	<u>21,490</u>	<u>100.0</u>

<sup>(1)</sup> Includes leases with an expiration date of December 31, 2013 aggregating 336,139 square feet and Annualized Lease Revenue of \$15.1 million.



The following table shows the geographic diversification of our portfolio as of December 31, 2013.

Location	Annualized Lease Revenue (in thousands)	Rentable Square Feet (in thousands)	Percentage of Annualized Lease Revenue (%)
Chicago	\$ 121,043	4,816	21.2
Washington, D.C.	115,249	3,381	20.2
New York	83,837	2,432	14.7
Minneapolis	44,974	1,613	7.9
Dallas	41,637	1,907	7.3
Boston	34,093	1,293	6.0
Los Angeles	29,159	1,010	5.1
Detroit	18,479	1,008	3.2
Atlanta	17,597	1,064	3.1
Philadelphia	17,526	801	3.1
Nashville	10,040	513	1.8
Houston	10,034	313	1.8
Central & South Florida	8,848	476	1.6
Phoenix	7,064	432	1.2
Austin	6,411	195	1.1
Other <sup>(1)</sup>	3,811	236	0.7
	\$ 569,802	21,490	100.0

<sup>(1)</sup> Not more than 1% is attributable to any individual geographic region.

The following table shows the tenant industry diversification of our portfolio as of December 31, 2013.

Industry	Annualized Lease Revenue (in thousands)	Leased Square Footage (in thousands)	Percentage of Annualized Lease Revenue (%)
Governmental Entity	\$ 85,102	2,037	14.9
Business Services	57,920	2,077	10.2
Depository Institutions	54,019	1,856	9.5
Engineering, Accounting, Research, Management & Related Services	42,302	1,207	7.4
Nondepository Credit Institutions	35,790	1,244	6.3
Insurance Carriers	33,567	1,373	5.9
Insurance Agents, Brokers & Services	30,851	1,202	5.4
Security & Commodity Brokers, Dealers, Exchanges & Services	18,251	661	3.2
Communications	17,799	585	3.1
Electronic & Other Electrical Equipment & Components, Except Computer	16,432	623	2.9
Educational Services	15,561	406	2.7
Transportation Equipment	14,689	595	2.6
Automotive Repair, Services & Parking	13,883	49	2.4
Fabricated Metal Products, Except Machinery & Transportation Equipment	12,677	423	2.2
Real Estate	12,233	398	2.2
Other	<sup>(1)</sup> 108,726	4,001	19.1
	<b>\$ 569,802</b>	<b>18,737</b>	<b>100.0</b>

<sup>(1)</sup> Not more than 2% is attributable to any individual industry.

The following table shows the tenant diversification of our portfolio as of December 31, 2013.

Tenant	Number of Properties	Expiration Date(s) (1)	Annualized Lease Revenues (in thousands) (2)	Percentage of Annualized Lease Revenues (%)
U.S. Government	8	Various <sup>(3)</sup>	\$ 54,401	9.5
US Bancorp	3	2024 / 2014 / 2023 <sup>(4)</sup>	28,536	5.0
State of New York	1	2019	20,574	3.6
Independence Blue Cross	1	2033	17,526	3.1
GE	2	2027	15,238	2.7
Aon	1	2028	13,384	2.4
Nestle	1	2021	11,939	2.1
Shaw	1	2018	10,014	1.8
City of New York	1	2020	9,776	1.7
Nokia	3	2013 / 2020 / 2021 <sup>(5)</sup>	9,008	1.6
Lockheed Martin	3	2014 / 2019 / 2020 <sup>(6)</sup>	9,008	1.6
KPMG	2	2027	8,958	1.6
Gallagher	1	2018	8,167	1.4
DDB Needham	1	2018	7,629	1.3
Caterpillar Financial	1	2022	7,461	1.3
Gemini	1	2021	7,349	1.3
Harvard University	2	2017	6,730	1.2
KeyBank	2	2016	6,421	1.1
Harcourt	1	2016	6,406	1.1
Edelman	1	2024	6,359	1.1
Raytheon	2	2019	6,290	1.1
Catamaran	1	2025	5,975	1.1
Jones Lang LaSalle	1	2017	5,936	1.0
First Data Corporation	1	2020	5,894	1.0
Other		Various <sup>(7)</sup>	280,823	49.3
			<u>\$ 569,802</u>	<u>100.0</u>

(1) Represents the expiration year of the majority of the square footage leased by the tenant.

(2) Approximately 73% of our ALR is derived from investment grade or nationally recognized companies or government agencies.

(3) Various expirations ranging from 2013 to 2027.

(4) US Bank's lease at One & Two Meridian Crossings in Richfield, Minnesota, representing approximately 337,000 square feet and \$9.3 million of Annualized Lease Revenue, expires in 2023. Of the space leased at US Bancorp Center in Minneapolis, Minnesota, US Bancorp renewed on 395,000 square feet, representing \$11.1 million of ALR, through 2024 and Piper Jaffray, a current subtenant, leased 124,000 square feet, representing \$3.7 million of ALR, through 2025. Approximately 120,000 square feet and \$4.4 million of Annualized Lease Revenue will expire in 2014.

(5) There are three leases with Nokia. Nokia's lease at: 1) 6021 Connection Drive in Irving, Texas, representing \$4.5 million of ALR and 196,000 square feet, expired on December 31, 2013; 2) 5 & 15 Wayside Road, in Burlington, Massachusetts representing \$3.8 million and 129,000 square feet, expires in 2020, and 3) Las Colinas Corporate Center II in Irving, Texas, representing \$0.6 million and 27,000 square feet, expires in 2021.

(6) There are three leases with Lockheed Martin. Lockheed Martin's lease at: 1) 9221 Corporate Boulevard in Rockville, Maryland, representing \$3.4 million of ALR and 115,000 square feet, expires in 2019, 2) 9211 Corporate Boulevard in Rockville, Maryland, representing \$3.3 million of ALR and 115,000 square feet, expires in 2014, and 3) 400 Virginia Avenue in Washington, D.C., representing \$2.3 million of ALR and 52,000 square feet, expires in 2020.

(7) Not more than 1% is attributable to any individual tenant.

### Certain Restrictions Related to our Properties

Control of certain properties is limited to a certain extent because the properties are owned through joint ventures. In addition, certain of our properties are subject to ground leases and certain properties are held as collateral for debt. Refer to Schedule III

listed in the index of Item 15(a) of this report, which details two properties subject to ground leases and nineteen properties held as collateral for debt facilities as of December 31, 2013.

### **ITEM 3. LEGAL PROCEEDINGS**

Piedmont is not subject to any material pending legal proceedings, other than routine litigation arising in the ordinary course of business. Our management expects that these ordinary routine legal proceedings will be covered by insurance and does not expect these legal proceedings to have a material adverse effect on our financial condition, results of operations, or liquidity. Additionally, management is not aware of any legal proceedings contemplated by governmental authorities.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information and Holders

Our common stock is listed on the New York Stock Exchange under the symbol "PDM." As of February 17, 2014, there were 15,601 common stockholders of record of our common stock.

The intra-day, high and low sales prices for Piedmont's common stock during 2012 and 2013 were as follows:

	2013 Quarters			
	First	Second	Third	Fourth
High	\$ 20.00	\$ 21.09	\$ 19.06	\$ 18.93
Low	\$ 17.94	\$ 16.49	\$ 16.83	\$ 15.86

	2012 Quarters			
	First	Second	Third	Fourth
High	\$ 18.91	\$ 17.97	\$ 17.98	\$ 18.56
Low	\$ 16.97	\$ 16.10	\$ 16.57	\$ 17.08

Distributions

We intend to make distributions each taxable year equal to at least 90% of our taxable income and 100% of any taxable capital gains on properties sold during the year. We intend to pay regular quarterly dividend distributions to our stockholders and may choose from the following forms of payment: cash, issuance of stock, or a combination of both. Dividends will be made to those stockholders who are stockholders as of the dividend record dates.

Quarterly dividend distributions paid on all outstanding classes of common stock to our stockholders during the years ended December 31, 2013 and 2012 are presented below, and all such dividend payments were made in cash:

	2013					% of Total Distribution
	First	Second	Third	Fourth	Total	
Total cash distributed	\$ 33,511	\$ 33,540	\$ 32,880	\$ 32,158	\$ 132,089	
Per-share investment income	\$ 0.1280	\$ 0.1280	\$ 0.1280	\$ 0.1280	\$ 0.5120	64%
Per-share return of capital	\$ 0.0720	\$ 0.0720	\$ 0.0720	\$ 0.0720	\$ 0.2880	36%
Per-share capital gains	\$ —	\$ —	\$ —	\$ —	\$ —	—%
Total per-share distribution	\$ 0.2000	\$ 0.2000	\$ 0.2000	\$ 0.2000	\$ 0.8000	100%

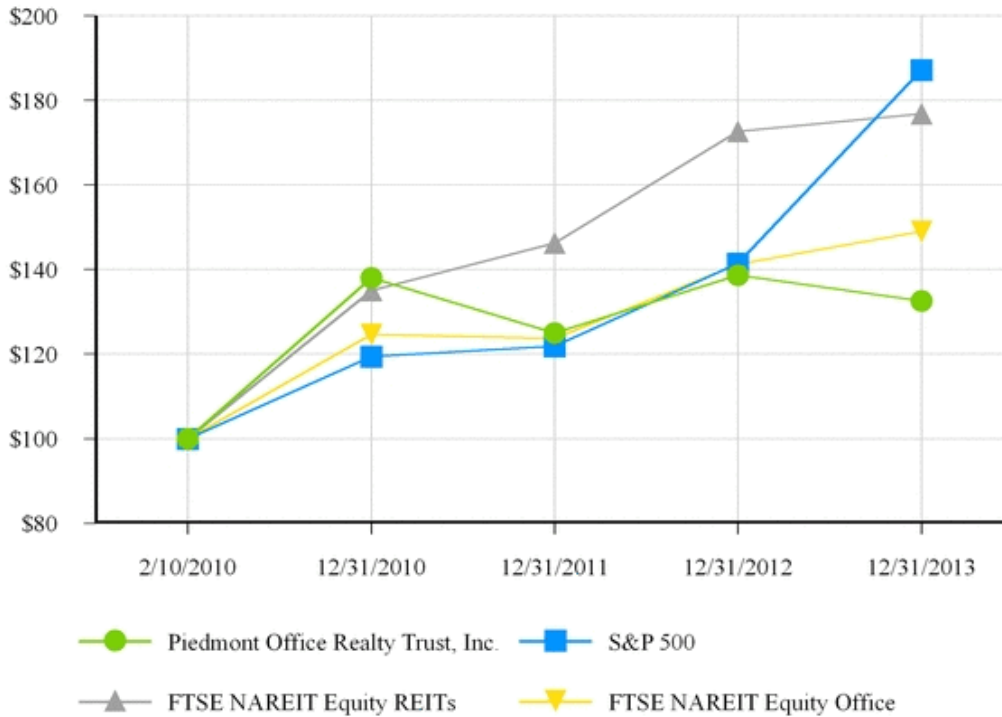
  

	2012					% of Total Distribution
	First	Second	Third	Fourth	Total	
Total cash distributed	\$ 34,526	\$ 34,418	\$ 33,675	\$ 33,549	\$ 136,168	
Per-share investment income	\$ 0.1460	\$ 0.1460	\$ 0.1460	\$ 0.1460	\$ 0.5840	73%
Per-share return of capital	\$ 0.0220	\$ 0.0220	\$ 0.0220	\$ 0.0220	\$ 0.0880	11%
Per-share capital gains	\$ 0.0320	\$ 0.0320	\$ 0.0320	\$ 0.0320	\$ 0.1280	16%
Total per-share distribution	\$ 0.2000	\$ 0.2000	\$ 0.2000	\$ 0.2000	\$ 0.8000	100%

**Performance Graph**

The following graph compares the cumulative total return of Piedmont’s common stock with the S&P 500 Index, the FTSE NAREIT Equity REITs Index, and the FTSE NAREIT Equity Office Index for the period beginning on February 10, 2010 (Piedmont’s initial listing of its common stock on the NYSE) through December 31, 2013. The graph assumes a \$100 investment in each of the indices on February 10, 2010 and the reinvestment of all dividends.

**COMPARISON OF 46 MONTH CUMULATIVE TOTAL RETURN**



**Comparison of Cumulative Total Return of One or More Companies, Peer Groups, Industry Indices, and/or Broad Markets**

	For the Period from February 10, 2010 to December 31, 2013				
	2/10/2010	12/31/2010	12/31/2011	12/31/2012	12/31/2013
Piedmont Office Realty Trust, Inc.	\$ 100.00	\$ 138.02	\$ 124.94	\$ 138.67	\$ 132.60
FTSE NAREIT Equity Office	\$ 100.00	\$ 124.61	\$ 123.66	\$ 141.17	\$ 149.04
FTSE NAREIT Equity REITs	\$ 100.00	\$ 134.99	\$ 146.19	\$ 172.59	\$ 176.85
S&P 500	\$ 100.00	\$ 119.36	\$ 121.88	\$ 141.38	\$ 187.17

The performance graph above is being furnished as part of this Annual Report solely in accordance with the requirement under Rule 14a-3(b)(9) to furnish Piedmont’s stockholders with such information and, therefore, is not deemed to be filed, or incorporated by reference in any filing, by Piedmont under the Securities Act of 1933 or the Securities Exchange Act of 1934.

**Purchases of Equity Securities By the Issuer and Affiliated Purchasers**

During the quarter ended December 31, 2013, Piedmont repurchased shares of its common stock in the open market, in order to reissue such shares under its dividend reinvestment plan (the "DRP"), as well as repurchasing and retiring shares as part of our announced stock repurchase plan.

Of the 3,914,492 shares repurchased during the fourth quarter of 2013, 3,813,200 shares (at an average price of \$16.49 per share) related to repurchase of our common stock pursuant to our announced stock repurchase plan, and 101,292 shares (at an average price of \$16.34 per share) related to shares purchased and conveyed to participants in the DRP. The aggregate stock repurchases for the quarter ended December 31, 2013 are as follows:

<u>Period</u>	<u>Total Number of Shares Purchased (in 000's)</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Program (in 000's) (1)</u>	<u>Maximum Approximate Dollar Value of Shares Available That May Yet Be Purchased Under the Program (in 000's) (1)</u>
October 1, 2013 to October 31, 2013	158	\$ 17.45	158	—
November 1, 2013 to November 30, 2013	555	\$ 16.76	555	—
December 1, 2013 to December 31, 2013	3,201	\$ 16.39	3,100	\$ 89,837 <sup>(1)</sup>
Total	3,914	\$ 16.49	3,813	\$ 89,837 <sup>(1)</sup>

<sup>(1)</sup> Under our amended and restated DRP, as set forth in a Current Report on Form 8-K filed February 24, 2011, we have the option to either issue shares that we purchase in the open market or issue shares directly from Piedmont from authorized but unissued shares. Such election will take place at the settlement of each quarterly dividend in which there are participants in our DRP, and may change from quarter to quarter based on our judgment of the best use of proceeds for Piedmont. Therefore, the "Maximum Approximate Dollar Value of Shares Available That May Yet Be Purchased Under the Program" relates only to the stock repurchase plan. The stock repurchase plan was previously announced in our Quarterly Report on Form 10-Q filed November 3, 2011. On October 30, 2013, our board of directors amended and restated the plan to authorize \$150 million in stock repurchases over the next two years. The stock repurchase plan is separate from shares purchased for DRP issuance.



## ITEM 6. SELECTED FINANCIAL DATA

The following sets forth a summary of our selected financial data as of and for the years ended December 31, 2013, 2012, 2011, 2010, and 2009 (in thousands except for per-share data). Our selected financial data is prepared in accordance with U.S. generally accepted accounting principles (“GAAP”), except as noted below.

	2013	2012	2011	2010	2009
<b>Statement of Income Data<sup>(1)</sup>:</b>					
Total revenues	\$ 554,505	\$ 525,044	\$ 525,108	\$ 515,532	\$ 524,579
Property operating costs	\$ 222,979	\$ 208,280	\$ 202,531	\$ 191,817	\$ 202,295
Depreciation and amortization	\$ 168,213	\$ 159,921	\$ 154,694	\$ 130,776	\$ 139,148
Impairment loss on real estate assets	\$ 1,242	\$ —	\$ —	\$ —	\$ 20,789
General and administrative expenses	\$ 21,883	\$ 20,765	\$ 25,072	\$ 28,123	\$ 26,644
Other income/(expense)	\$ (68,698)	\$ (75,937)	\$ (58,761)	\$ (60,367)	\$ (66,953)
Income from continuing operations <sup>(1)</sup>	\$ 71,490	\$ 60,141	\$ 84,050	\$ 104,449	\$ 68,750
Income from discontinued operations <sup>(1)</sup>	\$ 27,253	\$ 33,078	\$ 141,006	\$ 15,945	\$ 5,965
Net income attributable to noncontrolling interest	\$ (15)	\$ (15)	\$ (15)	\$ (15)	\$ (15)
Net income attributable to Piedmont	\$ 98,728	\$ 93,204	\$ 225,041	\$ 120,379	\$ 74,700
<b>Per-Share Data<sup>(1)</sup>:</b>					
Per weighted-average common share data:					
Income from continuing operations per share—basic	\$ 0.44	\$ 0.35	\$ 0.49	\$ 0.62	\$ 0.43
Income from continuing operations per share—diluted	\$ 0.44	\$ 0.35	\$ 0.49	\$ 0.61	\$ 0.43
Income from discontinued operations per share—basic and diluted	\$ 0.16	\$ 0.20	\$ 0.81	\$ 0.09	\$ 0.04
Net income attributable to Piedmont per share—basic	\$ 0.60	\$ 0.55	\$ 1.30	\$ 0.71	\$ 0.47
Net income attributable to Piedmont per share—diluted	\$ 0.60	\$ 0.55	\$ 1.30	\$ 0.70	\$ 0.47
Dividends declared	\$ 0.80	\$ 0.80	\$ 1.26	\$ 1.26	\$ 1.26
Weighted-average shares outstanding—basic (in thousands)	165,013	170,312	172,765	170,753	158,419
Weighted-average shares outstanding—diluted (in thousands)	165,137	170,441	172,981	170,967	158,581
<b>Balance Sheet Data (at period end):</b>					
Total assets	\$ 4,666,088	\$ 4,254,875	\$ 4,447,834	\$ 4,373,480	\$ 4,395,345
Total stockholders’ equity	\$ 2,461,159	\$ 2,640,495	\$ 2,773,428	\$ 2,773,454	\$ 2,606,882
Outstanding debt	\$ 2,002,205	\$ 1,416,525	\$ 1,472,525	\$ 1,402,525	\$ 1,516,525
<b>Ratio of Earnings to Fixed Charges</b>	<b>2.0</b>	<b>1.9</b>	<b>2.2</b>	<b>2.5</b>	<b>1.9</b>
<b>Funds from Operations Data<sup>(2)</sup>:</b>					
Net income attributable to Piedmont	\$ 98,728	\$ 93,204	\$ 225,041	\$ 120,379	\$ 74,700
Depreciation and Amortization	170,158	164,750	170,553	150,441	164,586
Loss/(gain) on consolidation	898	—	(1,532)	—	—
Loss on impairment	12,046	—	—	9,640	37,633
(Gain)/loss on sale	(31,292)	(27,577)	(122,773)	792	—
<b>Funds From Operations<sup>(2)</sup></b>	<b>\$ 250,538</b>	<b>\$ 230,377</b>	<b>\$ 271,289</b>	<b>\$ 281,252</b>	<b>\$ 276,919</b>
Acquisition costs	1,763	141	1,347	600	—
Gain on extinguishment of debt	—	—	(1,039)	—	—
Litigation settlement expense/(recoveries)	(1,250)	7,500	—	—	—
Net casualty loss/(recoveries)	(10,578)	5,170	—	—	—
<b>Core Funds From Operations<sup>(2)</sup></b>	<b>\$ 240,473</b>	<b>\$ 243,188</b>	<b>\$ 271,597</b>	<b>\$ 281,852</b>	<b>\$ 276,919</b>
Amortization of deferred financing costs, fair market adjustments on notes payable, discount on Senior Notes, and swap settlements	2,620	2,648	4,608	2,608	2,786
Depreciation of non real estate assets	406	502	499	707	632
Straight-line effects of lease revenue and amortization of below-market in-place lease intangibles	(23,375)	(22,831)	(16,572)	(11,881)	(6,396)
Stock-based and other non-cash compensation	1,590	2,246	4,705	3,681	3,178
Acquisition costs	(1,763)	(141)	(1,347)	(600)	—
Income from amortization of discount on purchase of mezzanine loans	—	—	(484)	(2,405)	(2,278)
Non-incremental capital expenditures	(102,977)	(87,657)	(60,401)	(45,286)	(37,546)
<b>Adjusted Funds From Operations<sup>(2)</sup></b>	<b>\$ 116,974</b>	<b>\$ 137,955</b>	<b>\$ 202,605</b>	<b>\$ 228,676</b>	<b>\$ 237,295</b>

- (1) Prior period amounts have been adjusted to conform with the current period presentation, including classifying revenues from sold properties as discontinued operations for all periods presented.
- (2) Net income calculated in accordance with GAAP is the starting point for calculating Funds from Operations ("FFO"), Core Funds From Operations ("Core FFO"), and Adjusted Funds From Operations ("AFFO"). See Item 7. — "Management's Discussion and Analysis of Financial Condition and Results of Operations" below for a complete definition of the calculations as presented.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis should be read in conjunction with the audited consolidated financial statements and notes thereto as of December 31, 2013 and 2012, and for the years ended December 31, 2013, 2012, and 2011 included elsewhere in this Annual Report on Form 10-K. See also "Cautionary Note Regarding Forward-Looking Statements" preceding Part I of this report and "Risk Factors" set forth in Item 1A. of this report.

### **Overview**

We are a fully integrated, self-managed real estate investment trust specializing in the acquisition, ownership, management, development, and disposition of primarily high-quality Class A office buildings located in major U.S. office markets and leased primarily to high-credit-quality tenants. We operate as a real estate investment trust for federal income tax purposes.

Our common stock is listed on the New York Stock Exchange (NYSE:PDM) and based on our December 31, 2013 equity market capitalization of \$2.6 billion, Piedmont is among the largest office REITs in the United States based on comparison to the constituents of the Bloomberg U.S. Office REIT Index.

Our portfolio of primarily Class A commercial office buildings was 87.2% and 87.5% leased as of December 31, 2013 and 2012, respectively. Our average lease size is approximately 30,000 square feet with our tenant base being comprised of primarily investment grade or nationally recognized corporations or governmental agencies. As of December 31, 2013, we owned and operated 78 office properties (excluding two buildings owned through an unconsolidated joint venture). Approximately 90% of our ALR is generated from our primary markets: Atlanta, Boston, Chicago, Los Angeles, Minneapolis, the New York MSA, Texas (Dallas, Houston and Austin), and Washington, D.C.

Due to the fact that many of our properties were originally acquired in 2002 and 2003 with typically seven to ten years of lease term remaining at the time, we experienced uncharacteristically high lease expirations during 2011, 2012, and to a lesser extent, 2013; therefore, during the three years ended December 31, 2013, we re-leased a significant portion of our portfolio and consequently, no more than 10% of our lease portfolio is scheduled to expire in any given year over the next five years. In addition, one of our operating objectives has been to sell certain non-strategic assets and recycle the proceeds from these dispositions into our targeted U.S. office markets, which we believe have the greatest potential to contribute to the company's enterprise value over time.

### **Liquidity and Capital Resources**

We intend to use cash flows generated from the operation of our properties, proceeds from our \$500 Million Unsecured Line of Credit, and proceeds from selective property dispositions as our primary sources of immediate liquidity. As of the time of this filing, we had approximately \$159.6 million of capacity remaining under our \$500 Million Unsecured Line of Credit available for future borrowing. Depending on the timing and volume of our property acquisition and disposition activities and debt maturities, we may also issue additional equity or debt securities from time to time. In addition, we may also seek additional borrowings from third-party lenders as additional sources of capital. The availability and attractiveness of terms for these additional sources of capital is highly dependent on market conditions.

We estimate that our most consistent use of capital will be to fund capital expenditures for our existing portfolio of properties. These expenditures include two types of specifically identified building improvement projects: (i) general repair and maintenance projects that we as the owner may choose to perform at our discretion at any of our various properties and (ii) tenant improvement allowances and leasing commissions that we have committed to as part of executed leases with our tenants. We anticipate that the majority of our upcoming capital expenditures will be for these tenant improvement allowances and leasing commissions. During the years ended December 31, 2013 and 2012, we spent approximately \$3.55 and \$5.39 per square foot per year of lease term, respectively, for such capital expenditures. As of December 31, 2013, unrecorded contractual obligations for non-incremental tenant improvements related to our existing lease portfolio totaled \$85.1 million. The timing of the funding of these commitments is largely dependent upon tenant requests for reimbursement; however, we would anticipate that a significant portion of these improvement allowances may be requested over the next 12-24 months based on when the underlying leases commence. In some instances, these obligations may expire with the respective lease, without further recourse to us. Additionally, commitments for

incremental capital expenditures associated with new leases, primarily at value-add properties, totaled approximately \$19.5 million as of December 31, 2013 and we expect to spend approximately \$85 million over the next eighteen months related to the construction of an approximately 300,000 square foot office building on one of our land parcels in Houston, Texas. Further, we intend to spend approximately \$25 million on a redevelopment project to reposition 220,000 square feet at our 3100 Clarendon asset in Washington, D.C. from governmental use to private sector use.

We also anticipate incurring market-based concession packages, typically consisting of tenant allowances and/or rent abatement periods, and paying broker commissions in conjunction with procuring future leases. Given that our model is to lease large blocks of space to credit-worthy tenants, some of the concession packages that we grant can result in significant capital outlays. Both the timing and magnitude of such concessions have yet to be determined and are highly dependent on competitive market conditions at the time of lease negotiations. In particular, there are four blocks of space in excess of 200,000 square feet in our Washington, D.C and Chicago portfolios that are currently vacant and we may grant significant concession packages to secure new tenants for those spaces, among others.

Additionally, we expect to use capital to repay debt when obligations become due. As of December 31, 2013, we had \$575 million in secured debt which was scheduled to mature during the year ending December 31, 2014. During the fourth quarter 2013, we entered into a \$300 million unsecured term loan facility, with a delayed draw feature. On January 30, 2014, we drew down the entire \$300 million and used the proceeds to repay early \$225 million of mortgage notes without penalty that were secured by Aon Center and scheduled to mature on May 1, 2014. The remaining \$75 million of proceeds was used to pay down our \$500 Million Unsecured Line of Credit. Subject to our assessment of market conditions, we currently anticipate refinancing our remaining 2014 maturities with additional unsecured debt. In anticipation of such an issuance and considering the historically low interest rate environment, we have entered into various forward starting interest rate swaps, both during 2013 and through the date of this filing, to partially protect us against rising interest rates by locking the interest rate portion on any future unsecured debt issuance. Again, subject to our assessment of market conditions, we may enter into additional similar swaps for future debt issuances over the next twelve months.

Subject to the identification and availability of attractive investment opportunities and our ability to consummate such acquisitions on satisfactory terms, acquiring new assets compatible with our investment strategy could also be a significant use of capital. Finally, our board of directors has authorized a repurchase plan for our common stock for use when we believe that our stock is trading at a meaningful discount to what we believe the fair value of our net assets to be. From time to time, we may use capital resources to make purchases under this plan. As of December 31, 2013, there was \$89.8 million of authorized capacity remaining on the program which can be spent prior to the program's expiration in October 2015.

The amount and form of payment (cash or stock issuance) of future dividends to be paid to our stockholders will continue to be largely dependent upon (i) the amount of cash generated from our operating activities; (ii) our expectations of future cash flows; (iii) our determination of near-term cash needs for debt repayments, development projects, and selective acquisitions of new properties; (iv) the timing of significant expenditures for tenant improvements, building redevelopment projects, and general property capital improvements; (v) long-term payout ratios for comparable companies; (vi) our ability to continue to access additional sources of capital, including potential sales of our properties; and (vii) the amount required to be distributed to maintain our status as a REIT. Given the fluctuating nature of cash flows and expenditures, we may periodically borrow funds on a short-term basis to cover timing differences in cash receipts and cash disbursements.

## **Results of Operations**

*Comparison of the accompanying consolidated statements of income for the year ended December 31, 2013 vs. the year ended December 31, 2012*

### **Income from Continuing Operations**

Income from continuing operations per share on a fully diluted basis increased from \$0.35 for the year ended December 31, 2012 to \$0.44 for the year ended December 31, 2013 primarily due to additional rental income associated with the acquisition of properties in 2013 as well as the commencement of certain significant leases during the current period, an impact of approximately \$0.19 per diluted share. We also received net casualty recoveries of \$10.6 million in the current year compared to a net casualty loss of \$5.2 million in the prior year and a \$1.3 million litigation settlement recovery in the current year compared to a litigation settlement expense of \$7.5 million in the prior year, a total increase of \$0.15 per diluted share. These increases were offset by \$0.16 per diluted share of increases in property operating costs due to newly acquired properties in 2013, as well as higher depreciation expense associated with new tenant and building improvements put into service after January 1, 2012. In addition, we recorded approximately \$0.05 per diluted share of increased interest expense as a result of higher outstanding debt balances primarily caused by property acquisitions during the current year. In addition, the current year reflects \$5.6 million of impairment charges related to two wholly-owned assets and one equity method joint venture.

The following table sets forth selected data from our consolidated statements of income for the years ended December 31, 2013 and 2012, respectively, as well as each balance as a percentage of total revenues for the years presented (dollars in millions):

	December 31, 2013	%	December 31, 2012	%	\$ Increase (Decrease)
<b>Revenue:</b>					
Rental income	\$ 447.7		\$ 416.0		\$ 31.7
Tenant reimbursements	104.6		106.7		(2.1)
Property management fee revenue	2.2		2.3		(0.1)
Total revenues	554.5	100%	525.0	100%	29.5
<b>Expense:</b>					
Property operating costs	223.0	40%	208.3	40%	14.7
Depreciation	122.5	22%	110.3	21%	12.2
Amortization	45.7	9%	49.5	9%	(3.8)
Impairment losses on real estate assets	1.2	—%	—	—%	1.2
General and administrative	21.9	4%	20.8	4%	1.1
<b>Real estate operating income</b>	<b>140.2</b>	<b>25%</b>	<b>136.1</b>	<b>26%</b>	<b>4.1</b>
<b>Other income (expense):</b>					
Interest expense	(73.6)	13%	(65.0)	12%	(8.6)
Interest and other income/(expense)	(2.4)	—%	0.8	—%	(3.2)
Litigation settlement recovery/(expense)	1.3	—%	(7.5)	2%	8.8
Net casualty recoveries/(loss)	10.6	2%	(5.2)	1%	15.8
Equity in income/(loss) of unconsolidated joint ventures	(3.7)	1%	0.9	—%	(4.6)
Loss on consolidation	(0.9)	—%	—	—%	(0.9)
<b>Income from continuing operations</b>	<b>\$ 71.5</b>	<b>13%</b>	<b>\$ 60.1</b>	<b>11%</b>	<b>\$ 11.4</b>
<b>Income from discontinued operations</b>	<b>\$ 27.3</b>		<b>\$ 33.1</b>		<b>\$ (5.8)</b>

#### Revenue

Rental income for the year ended December 31, 2013 increased to approximately \$447.7 million, as compared to \$416.0 million in the prior year primarily due to approximately \$22.7 million of additional revenue attributable to properties acquired during the current year and the commencement of several significant leases over the last twelve months. Additionally, rental restructuring income, mostly at our 6021 Connection Drive building, contributed \$5.9 million to the increase. These increases were offset by the expiration of a 330,000 square foot lease at our One Independence Square building in Washington, D.C. during March 2013.

Tenant reimbursements decreased from approximately \$106.7 million for the year ended December 31, 2012 to approximately \$104.6 million for the year ended December 31, 2013. The variance is mainly attributable to an approximate \$4.8 million reduction in tenant reimbursements as a result of operating expense and tax abatements granted on a large lease renewal at the 500 W. Monroe building in Chicago, Illinois and an approximate \$2.5 million reduction in reimbursements at the One Independence Square building due to the lease expiration discussed above. These decreases were offset by an increase in tenant reimbursements at our 60 Broad Street building in New York City, New York, our US Bancorp Center building, and our Aon Center building in Chicago, Illinois primarily driven by higher recoverable property tax expense and operating expenses in the current period, as well as an increase in reimbursements attributable to the acquisition of the Arlington Gateway building located in Arlington, Virginia.

#### Expense

Property operating costs increased approximately \$14.7 million for the year ended December 31, 2013 compared to the same period in the prior year. Properties acquired during the current year contributed approximately \$6.8 million of additional operating costs and higher recoverable property tax expense at our existing properties contributed an additional \$5.6 million of operating costs.

Depreciation expense increased approximately \$12.2 million for the year ended December 31, 2013 compared to the same period in the prior year. The variance is largely attributable to depreciation on additional tenant and building improvements placed in service subsequent to January 1, 2012, which contributed approximately \$8.4 million to the increase. The remainder of the increase is attributable to properties acquired during the current year.

Amortization expense decreased approximately \$3.8 million for the year ended December 31, 2013 compared to the same period in the prior year. The variance is largely attributable to reduced amortization expense of approximately \$14.3 million resulting from lease intangible assets becoming fully amortized at certain of our existing properties subsequent to January 1, 2012, as well as lower accelerated amortization expense from lease terminations compared to the prior year. However, these decreases were largely offset by approximately \$12.4 million of additional amortization expense related to property acquisitions during the current year.

We recognized an impairment loss of approximately \$1.2 million to reduce the carrying value of the 11109 and 11107 Sunset Hills Road buildings in Reston, Virginia to estimated fair value as a result of shortening our intended hold period for these assets during the fourth quarter of 2013.

General and administrative expenses increased approximately \$1.1 million for the year ended December 31, 2013 compared to the prior year primarily due to higher personnel and benefits costs in the current year.

#### **Other Income (Expense)**

Interest expense increased approximately \$8.6 million for the year ended December 31, 2013 as compared to the prior year and is attributable to higher outstanding debt balances during the current period primarily as a result of property acquisitions and repurchases under our stock repurchase plan during the year.

Interest and other income decreased approximately \$3.2 million for the year ended December 31, 2013 as compared to the prior year. The decrease reflects approximately \$1.6 million of costs associated with acquisition transactions during the year, as well as a decrease in interest income associated with the repayment of a note receivable in October 2012. The remaining variance is attributable to higher costs related to un consummated capital markets transactions in the current period.

For the year ended December 31, 2013 we recognized \$1.3 million in insurance recoveries associated with the \$7.5 million of litigation settlement expense we recorded in the prior year related to settlement agreements of two class action lawsuits.

The \$10.6 million net casualty gain we recognized during the year ended December 31, 2013 is due to insurance recoveries related to damage incurred at certain of our assets in the New York/New Jersey markets as a result of Hurricane Sandy which occurred during the fourth quarter of 2012. To a lesser extent, we are still pursuing additional insurance recoveries related to these damages in future periods.

Equity in income of unconsolidated joint ventures decreased approximately \$4.6 million during the year ended December 31, 2013, as compared to the prior year, primarily as a result of recognizing a \$4.4 million, other-than-temporary impairment loss related to an equity interest in an unconsolidated joint venture. We expect operational income included in equity in income of unconsolidated joint ventures to decrease based on the expiration of Two Park Center's sole tenant's lease as of December 31, 2013.

During the year, we purchased all of the remaining interests in three office properties previously held through two unconsolidated joint ventures for \$14.7 million in cash. The estimated fair value of the respective properties were derived by reference to a credible, unrelated third-party offer and verified using discounted cash flow analysis. Under the terms of the respective joint venture agreements, we exercised our dissenter's right to buy out each co-venturers' interest based upon the terms of the third-party offer. The \$0.9 million difference between the fair value of the properties acquired and the sum of our previously recorded book value in investment in unconsolidated joint ventures plus cash consideration paid for the interests was recorded as a loss on consolidation in our consolidated statement of operations in the current year. The acquisition also resulted in a decrease in equity in income of unconsolidated joint ventures as compared to the prior period, as the result of operations of these properties are now consolidated on the same basis as our other wholly-owned properties.

#### **Income from Discontinued Operations**

In accordance with GAAP, the operations of assets that we have sold or classified as held for sale during any of the periods presented in the accompanying statement of operations are classified as discontinued operations for all periods presented (see Note 14 to our accompanying consolidated financial statements for a complete listing of assets sold). Income from discontinued operations decreased approximately \$5.8 million for the year ended December 31, 2013 as compared to the same period in the prior year

primarily due to the recognition of an impairment charge of \$6.4 million at the 1111 Durham Avenue building in South Plainfield, New Jersey. We do not expect that income from discontinued operations will be comparable to future periods, as such income is subject to the timing and existence of future property dispositions.

*Comparison of the accompanying consolidated statements of income for the year ended December 31, 2012 vs. the year ended December 31, 2011*

### Income from Continuing Operations

Income from continuing operations per share on a fully diluted basis decreased from \$0.49 for the year ended December 31, 2011 to \$0.35 for the year ended December 31, 2012 primarily due to the recognition of \$7.5 million, or \$0.04 per diluted share, in litigation settlement expense and approximately \$5.2 million, or \$0.03 per diluted share, in net casualty loss in the current year, whereas the prior year's results included approximately \$9.0 million, or \$0.05 per diluted share, in gains and non-recurring income associated with the foreclosure and consolidation of the 500 W. Monroe building and higher lease termination income.

The following table sets forth selected data from our consolidated statements of income for the years ended December 31, 2012 and 2011, respectively, as well as each balance as a percentage of total revenues for the years presented (dollars in millions):

	December 31, 2012	%	December 31, 2011	%	\$ Increase (Decrease)
<b>Revenue:</b>					
Rental income	\$ 416.0		\$ 409.7		\$ 6.3
Tenant reimbursements	106.7		113.8		(7.1)
Property management fee revenue	2.3		1.6		0.7
Total revenues	<u>525.0</u>	100%	<u>525.1</u>	100%	<u>(0.1)</u>
<b>Expense:</b>					
Property operating costs	208.3	40%	202.5	39%	5.8
Depreciation	110.3	21%	100.7	19%	9.6
Amortization	49.5	9%	54.0	10%	(4.5)
General and administrative expense	20.8	4%	25.1	5%	(4.3)
<b>Real estate operating income</b>	<u>136.1</u>	26%	<u>142.8</u>	27%	<u>(6.7)</u>
<b>Other income (expense):</b>					
Interest expense	(65.0)	12%	(65.8)	12%	0.8
Interest and other income	0.8	—%	2.9	1%	(2.1)
Litigation settlement recovery/(expense)	(7.5)	2%	—	—%	(7.5)
Net casualty recoveries/(loss)	(5.2)	1%	—	—%	(5.2)
Equity in income of unconsolidated joint ventures	0.9	—%	1.6	—%	(0.7)
Gain on consolidation of variable interest entity	—	—%	1.5	—%	(1.5)
Gain on extinguishment of debt	—	—%	1.1	—%	(1.1)
<b>Income from continuing operations</b>	<u>\$ 60.1</u>	11%	<u>\$ 84.1</u>	16%	<u>\$ (24.0)</u>
<b>Income from discontinued operations</b>	<u>\$ 33.1</u>		<u>\$ 141.0</u>		<u>\$ (107.9)</u>

### Revenue

Rental income for the year ended December 31, 2012 increased to approximately \$416.0 million, as compared to \$409.7 million in the prior year. Approximately \$7.5 million of the variance is attributable to the recognition of a full year's rental revenue for properties acquired during the year ended December 31, 2011, and several significant leases commenced in late 2011 or during the year ended December 31, 2012, contributing approximately \$5.4 million of the year over year increase. These increases were offset by a decrease in rental restructuring income, the most significant component of which was related to a lease termination at our 1201 Eye Street building in Washington, D.C., which reduced rental income by approximately \$2.6 million. Further, a reduction in leased space due to lease expirations at various other properties offset the increases in rental income mentioned above. However, in many cases, we have since executed new leases for the expiring space.



Tenant reimbursements decreased from approximately \$113.8 million for the year ended December 31, 2011 to approximately \$106.7 million for the year ended December 31, 2012. The decrease is attributable to the expiration of several significant leases during the last several years. In many cases, the expiring space has been re-leased; however, the replacement leases were in some form of abatement during the year ended December 31, 2012. Rental abatements, including operating expense reimbursement abatements, are frequently offered as part of a rental concession package in conjunction with negotiating a lease. Operating expense abatements are recognized in the period that they relate to, rather than on a straight-line basis like rental abatements. In addition, tenant reimbursement income related to properties acquired during the year ended December 31, 2011 contributed approximately \$1.1 million to offset the decline in tenant reimbursements related to lease expirations and abatements.

Property management fee revenue increased from approximately \$1.6 million for the year ended December 31, 2011 to approximately \$2.3 million for the year ended December 31, 2012 primarily as a result of retaining the property management of the 35 West Wacker Drive building in Chicago, Illinois subsequent to selling the building to an unrelated third-party in December 2011.

### **Expense**

Property operating costs increased approximately \$5.8 million for the year ended December 31, 2012 compared to 2011. Approximately \$4.6 million of increase is due to the recognition of a full year's operating expense related to properties acquired during the year ended December 31, 2011. In addition, we also incurred higher property tax expense of approximately \$2.4 million due to the non-recurrence of certain favorable tax appeals recognized in the prior year; however, this increase was significantly offset by a decrease in utility costs of approximately \$2.0 million due to a milder winter experienced in 2012.

Depreciation expense increased approximately \$9.6 million for the year ended December 31, 2012 compared to 2011. Approximately \$6.5 million of this increase was attributable to depreciation on additional tenant and building improvements capitalized subsequent to January 1, 2011. The remainder of the increase is due to the recognition of a full year's depreciation expense related to properties acquired during the year ended December 31, 2011.

Amortization expense decreased approximately \$4.5 million for the year ended December 31, 2012 compared to the same period in the prior year primarily as a result of lease intangible assets becoming fully amortized at certain of our existing portfolio of properties subsequent to January 1, 2011. This decrease was partially offset by the acceleration of amortization expense related to a lease termination due to a tenant bankruptcy at our 500 W. Monroe building, which contributed approximately \$2.0 million of additional expense as compared to the prior year.

General and administrative expenses decreased approximately \$4.3 million for the year ended December 31, 2012 compared to the prior year primarily due to lower expense associated with our deferred stock compensation plan in 2012, as well as recoveries in excess of current period billings from our insurance carriers related to our litigation defense.

### **Other Income (Expense)**

Interest expense decreased approximately \$0.8 million for the year ended December 31, 2012 as compared to the prior year primarily due to the repayment of \$230 million of secured debt between November 2011 and May 2012. However, in November 2011, we entered into a \$300 million unsecured term loan which has an effective interest rate of 2.69% compared to the previous \$250 million unsecured term loan, which carried an effective rate of 2.36% prior to its maturity in June 2011. The decrease in interest expense as a result of the secured debt pay-offs noted above was partially offset by the higher interest rate and principal balance on the unsecured term loan.

Interest and other income decreased approximately \$2.1 million for the year ended December 31, 2012 as compared to the prior year. The decrease primarily reflects the recognition in the prior period of previously deferred property operating income upon the successful foreclosure and consolidation of the 500 W. Monroe building.

For the year ended December 31, 2012 we recognized \$7.5 million of litigation settlement expense related to lawsuit settlement agreements for two class action lawsuits.

The approximate \$5.2 million net casualty loss we recognized during the year ended December 31, 2012 is due to damage incurred at certain of our assets in the New York/New Jersey markets as a result of Hurricane Sandy which occurred during the fourth quarter of 2012. The damaged properties included the 60 Broad Street building and the 400 Bridgewater Crossing building in Bridgewater, New Jersey. Such damage resulted in expenses relating to equipment destroyed; costs to clean, repair, and establish emergency operations at the buildings; and rental abatements issued to tenants for business interruption due to their inability to access the space that they lease from us for certain periods of time. These costs totaled approximately \$9.2 million and were offset by the recognition of approximately \$4.0 million in insurance recoveries.



The approximate \$1.5 million gain on the consolidation of VIE recognized during the year ended December 31, 2011 was the net result of recording the estimated fair value of the net assets acquired through our foreclosure of the 500 W. Monroe building.

The approximate \$1.1 million gain on the extinguishment of debt recognized during the year ended December 31, 2011 was the result of our paying off a \$45 million mezzanine loan on the 500 W. Monroe building at a discount.

### **Income from Discontinued Operations**

In accordance with GAAP, the operations of assets that we have sold or classified as held for sale during any of the periods presented in the accompanying statement of operations are classified as discontinued operations for all periods presented (see Note 14 to our accompanying consolidated financial statements for a complete listing of assets sold). Income from discontinued operations decreased approximately \$107.9 million for the year ended December 31, 2012 compared to the same period in the prior year primarily due to the recognition of the gain on the sale of the 35 West Wacker Drive building in December 2011 as well as a reduction in operating income in the current period from properties sold during the year ended December 31, 2011. We do not expect that income from discontinued operations will be comparable to future periods, as such income is subject to the timing and existence of future property dispositions.

### **Funds From Operations, Core Funds From Operations, and Adjusted Funds From Operations ("AFFO")**

Net income calculated in accordance with GAAP is the starting point for calculating FFO, Core FFO, and AFFO. FFO, Core FFO, and AFFO are non-GAAP financial measures and should not be viewed as an alternative measurement of our operating performance to net income. Management believes that 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 have historically risen or fallen with market conditions, many industry investors and analysts have considered the presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. As a result, we believe that the use of FFO, Core FFO, and AFFO, together with the required GAAP presentation, provides a more complete understanding of our performance relative to our competitors and a more informed and appropriate basis on which to make decisions involving operating, financing, and investing activities.

We calculate FFO in accordance with the current National Association of Real Estate Investment Trusts ("NAREIT") definition as follows: Net income (computed in accordance with GAAP), excluding gains or losses from sales of property and impairment charges (including our proportionate share of any impairment charges and/or gains or losses from sales of property related to investments in unconsolidated joint ventures), plus depreciation and amortization on real estate assets (including our proportionate share of depreciation and amortization related to investments in unconsolidated joint ventures). Other REITs may not define FFO in accordance with the NAREIT definition, or may interpret the current NAREIT definition differently than we do; therefore, our computation of FFO may not be comparable to such other REITs.

We calculate Core FFO as FFO (calculated as set forth above) less acquisition costs and other significant, non-recurring items, such as the infrequent and non-recurring litigation settlements expense and casualty losses, and their subsequent insurance recoveries included in the years ended December 31, 2013 and 2012.

We calculate AFFO as Core FFO (calculated as set forth above) exclusive of the net effects of: (i) amortization associated with deferred financing costs; (ii) depreciation of non real estate assets; (iii) straight-line lease revenue/expense; (iv) amortization of above and below-market lease intangibles; (v) stock-based and other non-cash compensation expense; (vi) amortization of mezzanine discount income; (vii) acquisition costs, and (viii) non-incremental capital expenditures (as defined below). Our proportionate share of such adjustments related to investments in unconsolidated joint ventures are also included when calculating AFFO.

Reconciliations of net income to FFO, Core FFO, and AFFO are presented below (in thousands except per share amounts):

	2013	Per Share <sup>(1)</sup>	2012	Per Share <sup>(1)</sup>	2011	Per Share <sup>(1)</sup>
Net income attributable to Piedmont	\$ 98,728	\$ 0.60	\$ 93,204	\$ 0.55	\$ 225,041	\$ 1.30
Depreciation of real assets <sup>(2)</sup>	124,138	0.75	114,340	0.67	110,421	0.64
Amortization of lease-related costs <sup>(2)</sup>	46,020	0.28	50,410	0.29	60,132	0.35
Loss/(gain) on consolidation	898	0.01	—	—	(1,532)	(0.01)
Impairment loss <sup>(2)</sup>	12,046	0.07	—	—	—	—
Gain on sale- wholly-owned properties	(31,292)	(0.19)	(27,577)	(0.16)	(122,657)	(0.71)
Gain on sale- unconsolidated partnerships	—	—	—	—	(116)	—
<b>Funds From Operations</b>	<b>\$ 250,538</b>	<b>\$ 1.52</b>	<b>\$ 230,377</b>	<b>\$ 1.35</b>	<b>\$ 271,289</b>	<b>\$ 1.57</b>
Adjustments:						
Acquisition costs	1,763	0.01	141	—	1,347	0.01
Gain on extinguishment of debt	—	—	—	—	(1,039)	(0.01)
Litigation settlement expense/(recovery)	(1,250)	(0.01)	7,500	0.05	—	—
Net casualty loss/(recoveries)	(10,578)	(0.06)	5,170	0.03	—	—
<b>Core Funds From Operations</b>	<b>\$ 240,473</b>	<b>\$ 1.46</b>	<b>\$ 243,188</b>	<b>\$ 1.43</b>	<b>\$ 271,597</b>	<b>\$ 1.57</b>
Adjustments:						
Deferred financing cost amortization	2,587	0.01	2,648	0.01	3,195	0.02
Amortization of fair market adjustments on notes payable	—	—	—	—	1,413	0.01
Amortization of discount on Senior Notes and swap settlements	33	—	—	—	—	—
Depreciation of non real estate assets	406	—	502	—	499	—
Straight-line effects of lease revenue <sup>(2)</sup>	(18,097)	(0.11)	(17,153)	(0.10)	(9,507)	(0.06)
Stock-based and other non-cash compensation	1,590	0.01	2,246	0.01	4,705	0.03
Net effect of amortization of below-market in-place lease intangibles <sup>(2)</sup>	(5,278)	(0.03)	(5,678)	(0.03)	(7,065)	(0.04)
Income from amortization of discount on purchase of mezzanine loans	—	—	—	—	(484)	—
Acquisition costs	(1,763)	(0.01)	(141)	—	(1,347)	(0.01)
Non-incremental capital expenditures <sup>(3)</sup>	(102,977)	(0.62)	(87,657)	(0.51)	(60,401)	(0.35)
<b>Adjusted Funds From Operations</b>	<b>\$ 116,974</b>	<b>\$ 0.71</b>	<b>\$ 137,955</b>	<b>\$ 0.81</b>	<b>\$ 202,605</b>	<b>\$ 1.17</b>
Weighted-average shares outstanding – diluted	<b>165,137</b>		<b>170,441</b>		<b>172,981</b>	

<sup>(1)</sup> Based on weighted-average shares outstanding—diluted.

<sup>(2)</sup> Includes adjustments for wholly-owned properties (including discontinued operations), as well as such adjustments for our proportionate ownership in unconsolidated joint ventures.

<sup>(3)</sup> Piedmont defines non-incremental capital expenditures as capital expenditures of a recurring nature related to tenant improvements, leasing commissions, and building capital that do not incrementally enhance the underlying assets' income generating capacity. Tenant improvements, leasing commissions, building capital and deferred lease incentives incurred to lease space that was vacant at acquisition, leasing costs for spaces vacant for greater than one year, leasing costs for spaces at newly acquired properties for which in-place leases expire shortly after acquisition, improvements associated with the expansion of a building, and renovations that either change the underlying classification from a Class B to a Class A property or enhance the marketability of a building are excluded from this measure.

### Property and Same Store Net Operating Income (Cash Basis)

Property Net Operating Income ("Property NOI") (cash basis) is a non-GAAP measure which we use to assess our operating results. It is calculated as real estate operating income with the add-back of corporate general and administrative expense, depreciation and amortization, impairment losses and the deduction of income and expense associated with property management

performed by Piedmont for other organizations. We present this measure on a cash basis, which eliminates the effects of straight lined rents and fair value lease revenue. We use this measure as a proxy for the cash generated by our real estate properties. Same Store Net Operating Income on a cash basis ("Same Store NOI") is another non-GAAP measure very similar to Property NOI; however, Same Store NOI only reflects Property NOI attributable to the properties owned or placed in service during the entire span of the current and prior year reporting periods. Same Store NOI excludes amounts attributable to unconsolidated joint venture assets. We believe Same Store NOI is an important measure because it allows us to compare the cash flows generated by our same real estate properties from one period to another. Other REITs may calculate Same Store NOI differently and our calculation should not be compared to that of other REITs.

The following table sets forth our Same Store NOI (cash basis) with a reconciliation to our net income attributable to common stockholders (GAAP basis) for the years ended December 31, 2013 and 2012, respectively (in thousands):

	December 31, 2013	December 31, 2012
<b>Net income attributable to Piedmont</b>	<b>\$ 98,728</b>	<b>\$ 93,204</b>
Net income attributable to noncontrolling interest	15	15
Interest expense	73,583	65,023
Depreciation <sup>(1)</sup>	124,545	114,843
Amortization <sup>(1)</sup>	46,020	50,410
Acquisition costs	1,763	141
Impairment loss <sup>(1)</sup>	12,046	—
Litigation settlement expense/(recovery)	(1,250)	7,500
Net casualty (gain)/loss <sup>(1)</sup>	(10,578)	5,170
Gain on sale of real estate assets <sup>(1)</sup>	(31,292)	(27,577)
Loss on consolidation	898	—
General & administrative expenses <sup>(1)</sup>	22,016	20,939
Management fee revenue	(2,251)	(2,318)
Interest income and other expense/(income) <sup>(1)</sup>	563	(995)
Straight line rent adjustment <sup>(1)</sup>	(18,097)	(17,153)
Net effect of amortization of below-market in-place lease intangibles <sup>(1)</sup>	(5,278)	(5,678)
<b>Property NOI (cash basis)</b>	<b>311,431</b>	<b>303,524</b>
Acquisitions <sup>(2)</sup>	(14,982)	24
Dispositions <sup>(3)</sup>	(2,670)	(6,526)
Unconsolidated joint ventures	(1,892)	(2,499)
<b>Same Store NOI</b>	<b>\$ 291,887</b>	<b>\$ 294,523</b>
<i>Change period over period in Same Store NOI</i>	<i>(0.9)%</i>	<i>N/A</i>

<sup>(1)</sup> Includes amounts attributable to consolidated properties, including discontinued operations, and our proportionate share of amounts attributable to unconsolidated joint ventures.

<sup>(2)</sup> Acquisitions consist of Gavitello Land in Atlanta, Georgia, purchased on June 28, 2012; Glenridge Highlands III Land in Atlanta, Georgia, purchased on October 15, 2012; Arlington Gateway in Arlington, Virginia, purchased on March 4, 2013; 5 & 15 Wayside Road in Burlington, Massachusetts, purchased on March 22, 2013; Royal Lane Land in Irving, Texas, purchased on August 1, 2013; 5301 Maryland Way in Brentwood, Tennessee, 4685 Investment Drive in Troy, Michigan, and 2020 West 89th Street in Leawood, Kansas, the remaining equity interests in which were purchased on August 12, 2013; 6565 North MacArthur Boulevard in Irving, Texas, purchased on December 5, 2013; One Lincoln Park in Dallas, Texas, purchased on December 20, 2013; and 161 Corporate Center in Irving, Texas, purchased on December 30, 2013.

<sup>(3)</sup> Dispositions consist of Deschutes, Rhein, Rogue, Willamette, and Portland Land Parcels in Beaverton, Oregon, sold on March 19,

2012; 26200 Enterprise Way in Lake Forest, California, sold on May 31, 2012; 110 and 112 Hidden Lake Circle in Duncan, South Carolina, sold on September 21, 2012; 1111 Durham Avenue in South Plainfield, New Jersey, sold on March 28, 2013; 1200 Enclave Parkway in Houston, Texas, sold on May 1, 2013; 350 Spectrum Loop in Colorado Springs, Colorado, sold on November 1, 2013; and 8700 South Price Road in Tempe, Arizona, sold on December 30, 2013.

### *Overview*

Our portfolio is a national portfolio located in several geographic markets. We typically lease space to large, credit worthy corporate or governmental tenants on a long-term basis. Our average lease is approximately 30,000 square feet with 7.1 years of lease term remaining. As a result, rent roll ups and roll downs which we experience as a result of re-leasing can fluctuate widely between markets, between buildings, and between tenants within a given market depending on when a particular lease is scheduled to expire. Over the last three years of weak economic growth we worked through a period of high lease expirations, and although we have signed new or renewal leases for the majority of the expiring space, we have experienced some lease terminations and contractions, including the loss of a 330,000 square foot governmental tenant at our One Independence Square property in Washington, D.C in March 2013. In addition, we have granted market concessions such as free rent periods and, in some instances, accepted lower market driven rental rates in conjunction with securing new or renewal leases.

### *Occupancy*

Our portfolio in total was 87.2% leased as of December 31, 2013, comparable to 87.5% leased as of December 31, 2012. Although our leased percentage during 2013 was favorably impacted by 224,000 square feet of new or expansion leasing, this impact was offset by the expiration of the lease associated with a 330,000 square foot, governmental tenant at our One Independence Square property in Washington, D.C. during the first quarter of 2013. Scheduled expirations over the next five years for the portfolio as a whole are limited to less than 10% of our ALR in any given year; however, we anticipate that the expiration of a 220,000 square foot lease with a governmental tenant at 3100 Clarendon in Washington, D.C effective January 1, 2014, will temper any immediate improvement in 2014 in our occupancy percentage associated with new leasing until the latter half of 2014.

### *Rental Rate Changes*

Although much of the space associated with recently expired leases has been re-leased, some of these replacement leases have not yet commenced. Commencement of new leases typically occurs 6-24 months from the execution date after refurbishment of the space is complete. In addition, office leases typically contain upfront rental abatement periods which delay the cash flow benefits of the lease even once it has commenced. As of December 31, 2013, approximately 1.1 million square feet of commenced leases were in some form of abatement, and approximately 0.6 million square feet of executed leases for currently vacant space were yet to commence. Additionally, in some cases over the last several years, we have entered into leases at lower market rental rates than the previous tenant's rental rate, negatively impacting Same Store NOI comparisons when the new lease commences. For leases that were executed during the year ended December 31, 2013, for space that was previously occupied within the past year, initial cash rents will decrease approximately 7.6% once the new lease commences and any abatement period expires.

All of these items have impacted our occupancy and/or Same Store NOI with the most significant driver of the 0.9% decrease in Same Store NOI for the year ended December 31, 2013 as compared to the year ended December 31, 2012 being the loss of the tenant at One Independence Square mentioned above. If the loss of the tenant at One Independence Square were excluded from the analysis, Same Store NOI would have grown by 3.9% in 2013. On a prospective basis, absent any near-term leasing success in the Washington, D.C or downtown Chicago markets, we anticipate that Same Store NOI will likely decline during the first six months of 2014 due to downtime planned for build out of space for significant tenants at 6021 Connection Drive and Aon Center as well as roll downs in rents for Aon, Federal Home Loan Bank and Thoughtworks which were effective January 1, 2014. We expect Same Store NOI to improve beginning in the last six months of 2014 as leases for currently vacant space commence, rental abatement periods expire, and vacancy in the portfolio is absorbed through additional new leasing activity.

### **Election as a REIT**

We have elected to be taxed as a REIT under the Code and have operated as such beginning with our taxable year ended December 31, 1998. To qualify as a REIT, we must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of our adjusted REIT taxable income, computed without regard to the dividends-paid deduction and by excluding net capital gains attributable to our stockholders, as defined by the Code. As a REIT, we generally will not be subject to federal income tax on income that we distribute to our stockholders. If we fail to qualify as a REIT in any taxable year, we may be subject to federal income taxes on our taxable income for that year and for the four years following the year during which qualification is lost and/or penalties, unless the IRS grants us relief under certain statutory provisions. Such an event could materially adversely affect our net income and net cash available for distribution to our stockholders. However, we believe that we are organized and

operate in such a manner as to qualify for treatment as a REIT and intend to continue to operate in the foreseeable future in such a manner that we will remain qualified as a REIT for federal income tax purposes. We have elected to treat Piedmont Office Holdings, Inc. (“POH”), a wholly-owned subsidiary of Piedmont, as a taxable REIT subsidiary. POH performs non-customary services for tenants of buildings that we own, including real estate and non-real estate related-services; however, any earnings related to such services performed by our taxable REIT subsidiary are subject to federal and state income taxes. In addition, for us to continue to qualify as a REIT, our investments in taxable REIT subsidiaries cannot exceed 25% of the value of our total assets.

## **Inflation**

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

## **Application of Critical Accounting Policies**

Our accounting policies have been established to conform with GAAP. The preparation of financial statements in conformity with GAAP requires management to use judgment in the application of accounting policies, including making estimates and assumptions. These judgments affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied, thus, resulting in a different presentation of the financial statements. Additionally, other companies may utilize different estimates that may impact comparability of our results of operations to those of companies in similar businesses. The critical accounting policies outlined below have been discussed with members of the Audit Committee of the board of directors.

### *Investment in Real Estate Assets*

We are required to make subjective assessments as to the useful lives of our depreciable assets. We consider 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 our assets by class are as follows:

Buildings	40 years
Building improvements	5-25 years
Land improvements	20-25 years
Tenant improvements	Shorter of economic life or lease term
Furniture, fixtures, and equipment	3-5 years
Intangible lease assets	Lease term

### *Allocation of Purchase Price of Acquired Assets*

Upon the acquisition of real properties, we allocate the purchase price of properties to acquired tangible assets, consisting of land and building, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases and the value of in-place leases, based in each case on their estimated fair values.

The fair values of the tangible assets of an acquired property (which includes land and building) are determined by valuing the property as if it were vacant, and the “as-if-vacant” value is then allocated to land and building based on management’s determination of the fair value of these assets. We determine the as-if-vacant fair value of a property using methods similar to those used by independent appraisers. Factors considered by us in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases, including leasing commissions and other related costs. In estimating carrying costs, we include real estate taxes, insurance, and other operating expenses during the expected lease-up periods based on current market conditions.

The fair values of above-market and below-market in-place leases are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) our estimate of fair market lease rates for the corresponding in-place leases, measured over a period

equal to the remaining terms of the leases, taking into consideration the probability of renewals for any below-market leases. The capitalized above-market and below-market lease values are recorded as intangible lease assets or liabilities and amortized as an adjustment to rental income over the remaining terms of the respective leases.

The fair values of in-place leases include direct costs associated with obtaining a new tenant, opportunity costs associated with lost rentals that are avoided by acquiring an in-place lease, and tenant relationships. Direct costs associated with obtaining a new tenant include commissions, tenant improvements, and other direct costs and are estimated based on our consideration of current market costs to execute a similar lease. These direct costs are included in deferred lease costs in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases. The value of opportunity costs is calculated using the contractual amounts to be paid pursuant to the in-place leases over a market absorption period for a similar lease. Customer relationships are valued based on expected renewal of a lease or the likelihood of obtaining a particular tenant for other locations. These lease intangibles are included in intangible lease assets in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases.

Estimating the fair values of the tangible and intangible assets requires us to estimate market lease rates, property operating expenses, carrying costs during lease-up periods, discount and capitalization rates, market absorption periods, and the number of years the property is held for investment. The use of inappropriate estimates would result in an incorrect assessment of our purchase price allocations, which would impact the amount of our reported net income.

#### *Valuation of Real Estate Assets and Investments in Joint Ventures which Hold Real Estate Assets*

We continually monitor events and changes in circumstances that could indicate that the carrying amounts of the real estate and related intangible assets, both operating properties and properties under construction, in which we have an ownership interest, either directly or through investments in joint ventures, may not be recoverable. When indicators of potential impairment are present for wholly-owned properties, which indicate that the carrying amounts of real estate and related intangible assets may not be recoverable, we assess the recoverability of these assets by determining whether the carrying value will be recovered from the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition. In the event that such expected undiscounted future cash flows do not exceed the carrying value, we adjust the real estate and related intangible assets to the fair value and recognize an impairment loss. For our investments in unconsolidated joint ventures, we assess the fair value of our investment, as compared to our carrying amount. If we determine that the carrying value is greater than the fair value at any measurement date, we must also determine if such a difference is temporary in nature. Value fluctuations which are "other than temporary" in nature are then recorded to adjust the carrying value to the fair value amount.

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

#### *Goodwill*

Goodwill is the excess of cost of an acquired entity over the amounts specifically assigned to assets acquired and liabilities assumed in purchase accounting for business combinations, as well as costs incurred as part of the acquisition. We test the carrying value of our goodwill for impairment on an annual basis, or on an interim basis if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Such interim circumstances may include, but are not limited to, significant adverse changes in legal factors or in the general business climate, adverse action or assessment by a regulator, unanticipated competition, the loss of key personnel, or persistent declines in an entity's stock price below carrying value of the entity. We have the option, should we choose to use it, to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of the reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, we conclude that the estimated fair value is greater than the carrying amount, then performing the two-step impairment test is unnecessary. However, if we chose to forgo the availability of the qualitative analysis, the test prescribed by authoritative accounting guidance is a two-step test. The first step involves comparing the estimated fair value of the entity to its carrying value, including goodwill. Fair value is determined by adjusting the trading price of the stock for various factors including, but not limited to: (i) liquidity or transferability considerations, (ii) control premiums, and/or (iii) fully distributed premiums, if necessary, multiplied by the common shares outstanding. If such calculated fair value exceeds the carrying value, no further procedures or analysis is required. However, if the carrying value exceeds the calculated fair value, goodwill is potentially impaired and step two of the analysis would be required. Step two of the test involves calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets of the entity from the entity's fair value calculated in step one of the test. If the implied value of the goodwill (the remainder left after deducting the fair values of the entity from its

calculated overall fair value in step one of the test) is less than the carrying value of goodwill, an impairment loss would be recognized. We have determined through the testing noted above that there are no issues of impairment related to our goodwill as of December 31, 2013.

#### *Investment in Variable Interest Entities*

Variable Interest Entities (“VIEs”) are defined by GAAP as entities in which equity investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. If an entity is determined to be a VIE, it must be consolidated by the primary beneficiary. The primary beneficiary is the enterprise that has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance, absorbs the majority of the entity’s expected losses, or receives a majority of the entity’s expected residual returns. Generally, expected losses and expected residual returns are the anticipated negative and positive variability, respectively, in the fair value of the VIE’s net assets. When we make an investment, we assess whether the investment represents a variable interest in a VIE and, if so, whether we are the primary beneficiary of the VIE. Incorrect assumptions or assessments may result in an inaccurate determination of the primary beneficiary. The result could be the consolidation of an entity acquired or formed in the future that would otherwise not have been consolidated or the non-consolidation of such an entity that would otherwise have been consolidated.

We evaluate each investment to determine whether it represents variable interests in a VIE. Further, we evaluate the sufficiency of the entities’ equity investment at risk to absorb expected losses, and whether as a group, the equity has the characteristics of a controlling financial interest. See Note 6 to our accompanying consolidated financial statements for further detail on our investment in variable interest entities.

#### *Interest Rate Derivatives*

We periodically enter into interest rate derivative agreements to hedge our exposure to changing interest rates on variable rate debt instruments. As required by GAAP, we record all derivatives on the balance sheet at fair value. We reassess the effectiveness of our derivatives designated as cash flow hedges on a regular basis to determine if they continue to be highly effective and also to determine if the forecasted transactions remain highly probable. Currently, we do not use derivatives for trading or speculative purposes.

The changes in fair value of interest rate swap agreements designated as effective cash flow hedges are recorded in other comprehensive income (“OCI”), and subsequently reclassified to earnings when the hedged transactions occur. Changes in the fair values of derivatives designated as cash flow hedges that do not qualify for hedge accounting treatment, if any, would be recorded as gain/(loss) on interest rate swap in the consolidated statements of income. The fair value of the interest rate derivative agreement is recorded as interest rate derivative asset or as interest rate derivative liability in the accompanying consolidated balance sheets. Amounts received or paid under interest rate derivative agreements are recorded as interest expense in the consolidated income statements as incurred. All of our interest rate derivative agreements as of December 31, 2013 are designated as cash flow hedges. See Note 7 to our accompanying consolidated financial statements for further detail on our interest rate derivatives.

#### *Stock-based Compensation*

We have issued stock-based compensation in the form of restricted stock to our employees and directors. For employees, such compensation has been issued pursuant to our Long-term Incentive Compensation (“LTIC”) program. The LTIC program is comprised of an annual restricted stock grant component and a multi-year performance share component. Awards granted pursuant to the annual restricted stock component are considered equity awards and expensed straight-line over the vesting period, with issuances recorded as a reduction to additional paid in capital. Awards granted pursuant to the performance share component are considered liability awards and are expensed over the service period, with issuances recorded as a reduction to accrued expense. The compensation expense recognized related to both of these award types is recorded as property operating costs for those employees whose job is related to property operation and as general and administrative expense for all other employees and directors in the accompanying consolidated statements of income. See Note 11 to our accompanying consolidated financial statements for further detail on our stock-based compensation.

#### **Related-Party Transactions and Agreements**

There were no related-party transactions during the three years ended December 31, 2013.



**Off-Balance Sheet Arrangements**

We are not dependent on off-balance sheet financing arrangements for liquidity. Our off-balance sheet arrangements are discussed in Note 5 “Unconsolidated Joint Ventures” and Note 10 “Commitments and Contingencies” (specifically related to *Operating Lease Obligations*) of the accompanying consolidated financial statements. The unconsolidated joint ventures in which we invest are prohibited by their governing documents from incurring debt. For further information regarding our commitments under operating lease obligations, see the notes of our accompanying consolidated financial statements, as well as the Contractual Obligations table below.

**Contractual Obligations**

Our contractual obligations as of December 31, 2013 are as follows (in thousands):

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt <sup>(1)</sup>	\$ 2,003,525	\$ 575,000	\$ 938,525 <sup>(2) (3)</sup>	\$ 140,000	\$ 350,000
Operating lease obligations <sup>(4)</sup>	43,326	451	902	902	41,071
<b>Total</b>	<b>\$ 2,046,851</b>	<b>\$ 575,451</b>	<b>\$ 939,427</b>	<b>\$ 140,902</b>	<b>\$ 391,071</b>

<sup>(1)</sup> Amounts include principal payments only. We made interest payments of \$69.8 million, including interest rate swap cash settlements related to various interest rate swap agreements in force and capitalized interest, during the year ended December 31, 2013 and expect to pay interest in future periods on outstanding debt obligations based on the rates and terms disclosed herein and in Note 5 of our accompanying consolidated financial statements.

<sup>(2)</sup> Includes the \$300 Million Unsecured 2011 Term Loan which has a stated variable rate; however, we entered into interest rate swap agreements which effectively fix, exclusive of changes to our credit rating, the rate on this facility to 2.69% through maturity. As such, we estimate incurring, exclusive of changes to our credit rating, approximately \$8.1 million per annum in total interest (comprised of combination of variable contractual rate and settlements under interest rate swap agreements) through maturity in November 2016.

<sup>(3)</sup> Includes the balance outstanding as of December 31, 2013 of the \$500 Million Unsecured Line of Credit. However, Piedmont may extend the term for up to one additional year (through two available six month extensions to a final extended maturity date of August 21, 2017) provided Piedmont is not then in default and upon payment of extension fees.

<sup>(4)</sup> Two properties (the 2001 NW 64th Street building in Ft. Lauderdale, Florida and the River Corporate Center building in Tempe, Arizona) are subject to ground leases with expiration dates of 2048 and 2101, respectively. The aggregate remaining payments required under the terms of these operating leases as of December 31, 2013 are presented above.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS**

Our future income, cash flows, and fair values of our financial instruments depend in part upon prevailing market interest rates. Market risk is the exposure to loss resulting from changes in interest rates, foreign currency, exchange rates, commodity prices, and equity prices. Our exposure to market risk includes interest rate fluctuations in connection with borrowings under our \$500 Million Unsecured Line of Credit, our \$300 Million Unsecured 2011 Term Loan, and the \$300 Million Unsecured 2013 Term Loan which funded in January 2014. As a result, the primary market risk to which we believe we are exposed is interest rate risk. Many factors, including governmental monetary and tax policies, domestic and international economic and political considerations, and other factors that are beyond our control contribute to interest rate risk. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flow primarily through a low-to-moderate level of overall borrowings, as well as managing the variability in rate fluctuations on our outstanding debt. As such, a significant portion of our debt is based on fixed interest rates to hedge against instability in the credit markets. We have effectively fixed the interest rate on the entire balance of our \$300 Million Unsecured 2011 Term Loan through interest rate swap agreements, provided that we maintain our corporate credit rating as well as effectively fixing \$200 million (as of the date of this filing) of the \$300 million principal balance of the \$300 Million Unsecured 2013 Term Loan. We do not enter into derivative or interest rate transactions for speculative purposes.



Our financial instruments consist of both fixed and variable-rate debt. As of December 31, 2013, our consolidated debt consisted of the following (in thousands):

	2014	2015	2016	2017	2018	Thereafter	Total
<b>Maturing debt:</b>							
Variable rate repayments	\$ —	\$ —	\$ 366,000	\$ —	\$ —	\$ —	\$ 366,000
Variable rate average interest rate	—	—	1.35%	—	—	—	1.35%
Fixed rate repayments	\$ 575,000	\$ 105,000	\$ 467,525 <sup>(2)</sup>	\$ 140,000	\$ —	\$ 350,000	\$ 1,637,525
Fixed rate average interest rate <sup>(1)</sup>	4.89%	5.29%	3.72%	5.76%	—	3.40%	4.34%

<sup>(1)</sup> See Note 5 of our accompanying consolidated financial statements for further details on our debt structure.

<sup>(2)</sup> The amount includes the \$300 Million Unsecured 2011 Term Loan which has a stated variable rate; however, Piedmont entered into interest rate swap agreements which effectively fix the rate on this loan to 2.69% through November 22, 2016 (provided that we maintain our corporate credit rating).

As of December 31, 2012, our consolidated debt consisted of the following (in thousands):

	2013	2014	2015	2016	2017	Thereafter	Total
<b>Maturing debt:</b>							
Variable rate repayments	\$ —	\$ —	\$ —	\$ 129,000	\$ —	\$ —	\$ 129,000
Variable rate average interest rate	—	—	—	1.39%	—	—	1.39%
Fixed rate repayments	\$ —	\$ 575,000	\$ 105,000	\$ 467,525 <sup>(1)</sup>	\$ 140,000	\$ —	\$ 1,287,525
Fixed rate average interest rate <sup>(1)</sup>	—	4.89%	5.29%	3.72%	5.76%	—	4.59%

<sup>(1)</sup> The amount includes the \$300 Million Unsecured 2011 Term Loan which has a stated variable rate; however, Piedmont entered into interest rate swap agreements which effectively fix the rate on this loan to 2.69% through November 22, 2016 (provided that we maintain our corporate credit rating).

As of December 31, 2013 and 2012, the estimated fair value of our debt above was approximately \$2.0 billion and \$1.5 billion, respectively. Our 5-year interest rate swap agreements in place at December 31, 2013 carried a notional amount totaling \$300 million, with a fixed interest rate (not including the corporate credit spread) of 1.24%. Our 10-year interest rate swap agreements in place at December 31, 2013 carried a notional amount totaling \$280 million with a fixed interest rate (not including the corporate credit spread) of 2.19%.

The variable rate debt outstanding as of December 31, 2013 is based on LIBOR or the prime rate plus a specified margin as elected by us at certain intervals. An increase in the variable interest rate on the variable-rate facilities constitutes a market risk, as a change in rates would increase or decrease interest incurred and therefore cash flows available for distribution to stockholders. The current stated interest rate spread on the \$500 Million Unsecured Line of Credit is LIBOR plus 1.175% (based on our current corporate credit rating).

A change in the interest rate on the fixed portion of our debt portfolio, or on the \$300 Million Unsecured 2011 Term Loan which is effectively fixed through interest rate swaps, impacts the fair value of the instrument but has no impact on interest incurred or cash flows.

As of December 31, 2013, a 1% change in interest rates would not have a material effect on our interest expense as our variable rate debt is limited to our \$500 Million Unsecured Line of Credit which has \$340.0 million outstanding as of the date of this filing.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements and supplementary data filed as part of this report are set forth on page F-1 of this report.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There were no disagreements with our independent registered public accountants during the years ended December 31, 2013 or 2012.

## **ITEM 9A. CONTROLS AND PROCEDURES**

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

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

### **Report of Management on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as a process designed by, or under the supervision of, the Principal Executive Officer and Principal Financial Officer and effected by our 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 GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and disposition of our assets;
- provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of management and/or members of the board of directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of human error and the circumvention or overriding of controls, material misstatements may not be prevented or detected on a timely basis. In addition, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes and conditions or that the degree of compliance with policies or procedures may deteriorate. Accordingly, even internal controls determined to be effective can provide only reasonable assurance that the information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized, and represented within the time periods required.

Our management has assessed the effectiveness of our internal control over financial reporting at December 31, 2013. To make this assessment, we used the criteria for effective internal control over financial reporting described in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (COSO). Based on this assessment, our management believes that, as of December 31, 2013, our system of internal control over financial reporting was effective.

Piedmont's independent registered public accounting firm has issued its report on the effectiveness of Piedmont's internal control over financial reporting, which appears in this Annual Report.

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### **Changes in Internal Control Over Financial Reporting**

There have been no significant changes in our internal control over financial reporting during the quarter ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Pursuant to Paragraph G(3) of the General Instructions to Form 10-K, the information required by Part III (Items 10, 11, 12, 13, and 14) is being incorporated by reference herein from our definitive proxy statement to be filed with the SEC within 120 days of the end of the fiscal year ended December 31, 2013 in connection with our 2014 Annual Meeting of Stockholders.

We have adopted a Code of Ethics, which is available on Piedmont's Web site at <http://www.piedmontreit.com> under the "Corporate Governance" section. Any amendments to, or waivers of, the Code of Ethics will be disclosed on our Web site promptly following the date of such amendment or waiver.

### ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 will be set forth in our definitive proxy statement to be filed with the SEC within 120 days of the end of the fiscal year ended December 31, 2013, and is incorporated herein by reference.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 will be set forth in our definitive proxy statement to be filed with the SEC within 120 days of the end of the fiscal year ended December 31, 2013, and is incorporated herein by reference.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by Item 13 will be set forth in our definitive proxy statement to be filed with the SEC within 120 days of the end of the fiscal year ended December 31, 2013, and is incorporated herein by reference.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 will be set forth in our definitive proxy statement to be filed with the SEC within 120 days of the end of the fiscal year ended December 31, 2013, and is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- (a) 1. The financial statements begin on page F-4 of this Annual Report on Form 10-K, and the list of the financial statements contained herein is set forth on page F-1, which is hereby incorporated by reference.
- (a) 2. Schedule III—Real Estate Assets and Accumulated Depreciation.

Information with respect to this item begins on page S-1 of this Annual Report on Form 10-K. Other schedules are omitted because of the absence of conditions under which they are required or because the required information is given in the financial statements or notes thereto.

- (b) The Exhibits filed in response to Item 601 of Regulation S-K are listed on the Exhibit Index attached hereto.
- (c) See (a) 2. above.

## SIGNATURES

Pursuant to the requirements of Sections 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 this 18<sup>th</sup> day of February 2014.

**Piedmont Office Realty Trust, Inc.**  
(Registrant)

By: /s/ DONALD A. MILLER, CFA  
**Donald A. Miller, CFA**  
**President, Principal Executive Officer, and Director**

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 capacity as and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MICHAEL R. BUCHANAN</u> <b>Michael R. Buchanan</b>	Director	February 18, 2014
<u>/s/ DONALD S. MOSS</u> <b>Donald S. Moss</b>	Director	February 18, 2014
<u>/s/ WESLEY E. CANTRELL</u> <b>Wesley E. Cantrell</b>	Director	February 18, 2014
<u>/s/ WILLIAM H. KEOGLER, JR.</u> <b>William H. Keogler, Jr.</b>	Director	February 18, 2014
<u>/s/ JEFFREY L. SWOPE</u> <b>Jeffrey L. Swope</b>	Director	February 18, 2014
<u>/s/ FRANK C. MCDOWELL</u> <b>Frank C. McDowell</b>	Director	February 18, 2014
<u>/s/ RAYMOND G. MILNES, JR.</u> <b>Raymond G. Milnes, Jr.</b>	Director	February 18, 2014
<u>/s/ W. WAYNE WOODY</u> <b>W. Wayne Woody</b>	Chairman, and Director	February 18, 2014
<u>/s/ DONALD A. MILLER, CFA</u> <b>Donald A. Miller, CFA</b>	President and Director (Principal Executive Officer)	February 18, 2014
<u>/s/ ROBERT E. BOWERS</u> <b>Robert E. Bowers</b>	Chief Financial Officer and Executive Vice-President (Principal Financial Officer)	February 18, 2014
<u>/s/ LAURA P. MOON</u> <b>Laura P. Moon</b>	Chief Accounting Officer (Principal Accounting Officer)	February 18, 2014

**EXHIBIT INDEX  
TO  
2013 FORM 10-K  
OF  
PIEDMONT OFFICE REALTY TRUST, INC.**

<u>Exhibit Number</u>	<u>Description of Document</u>
3.1	Third Articles of Amendment and Restatement of Piedmont Office Realty Trust, Inc. (f/k/a Wells Real Estate Investment Trust, Inc.) (the "Company") (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed on March 16, 2010)
3.2	Articles of Amendment of the Company effective June 30, 2011 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on July 6, 2011)
3.3	Articles Supplementary of the Company effective June 30, 2011 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 6, 2011)
3.4	Amended and Restated Bylaws of Piedmont Office Realty Trust, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed on January 22, 2010)
4.1	Indenture, dated May 9, 2013, by and among Piedmont Operating Partnership, LP (the "Operating Partnership"), the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on May 13, 2013)
4.2	Form of 3.40% Senior Notes due 2023 (included in Exhibit 4.1 hereto)
10.1	Amended and Restated Joint Venture Partnership Agreement of Fund XI-Fund XII-REIT Joint Venture dated June 21, 1999, by and among Wells Real Estate Fund XI, L.P., Wells Real Estate Fund XII, L.P. and the Operating Partnership (incorporated by reference to Exhibit 10.29 to Amendment No. 1 to the Company's Form S-11 Registration Statement (Commission File No. 333-83933), filed on November 17, 1999)
10.2	Joint Venture Partnership Agreement of Wells Fund XII-REIT Joint Venture Partnership dated April 10, 2000, by and between the Operating Partnership and Wells Real Estate Fund XII, L.P. (incorporated by reference to Exhibit 10.11 to Post-Effective Amendment No. 2 to the Company's Form S-11 Registration Statement (Commission File No. 333-66657), filed on April 25, 2000)
10.3	Joint Venture Partnership Agreement of Wells Fund XIII-REIT Joint Venture Partnership dated June 27, 2001, by and between the Operating Partnership and Wells Real Estate Investment Fund XIII, L.P. (incorporated by reference to Exhibit 10.85 to Post-Effective Amendment No. 3 to the Company's Form S-11 Registration Statement (Commission File No. 333-44900), filed on July 23, 2001)
10.4	Amended and Restated Promissory Note dated November 1, 2007, by 1201 Eye Street, N.W. Associates LLC in favor of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.9 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.5	Amended and Restated Deed of Trust, Security Agreement and Fixture Filing dated November 1, 2007, by 1201 Eye Street, N.W. Associates LLC for the benefit of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.10 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.6	Amended and Restated Promissory Note dated November 1, 2007, by 1225 Eye Street, N.W. Associates LLC in favor of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.11 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.7	Amended and Restated Deed of Trust, Security Agreement and Fixture Filing dated October 24, 2002, by 1225 Eye Street, N.W. Associates LLC for the benefit of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.12 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.8	Limited Liability Company Agreement of 1201 Eye Street, N.W. Associates, LLC dated September 27, 2002 (incorporated by reference to Exhibit 10.119 to Post-Effective Amendment No. 6 to the Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)
10.9	First Amendment to Limited Liability Company Agreement of 1201 Eye Street, N.W. Associates, LLC (incorporated by reference to Exhibit 10.120 to Post-Effective Amendment No. 6 to Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)

- 10.10 Limited Liability Company Agreement of 1225 Eye Street, N.W. Associates, LLC dated September 27, 2002 (incorporated by reference to Exhibit 10.121 to Post-Effective Amendment No. 6 to the Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)
- 10.11 First Amendment to Limited Liability Company Associates of 1225 Eye Street, N.W. Associates, LLC (incorporated by reference to Exhibit 10.122 to Post-Effective Amendment No. 6 to the Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)
- 10.12 Promissory Note dated April 20, 2004, by Wells REIT-Chicago Center Owner, LLC in favor of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.174 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, filed on August 6, 2004)
- 10.13 Mortgage, Security Agreement and Fixture Filing by Wells REIT-Chicago Center Owner, LLC to Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.175 to the Company's Form 10-Q for the quarterly period ended June 30, 2004, filed on August 6, 2004)
- 10.14 Loan Agreement (Multi-State) dated May 21, 2004, between Wells REIT-Austin, TX, L.P., Wells REIT—Multi-State Owner, LLC, Wells REIT-Nashville, TN, LLC and Wells REIT—Bridgewater, NJ, LLC; and Morgan Stanley Mortgage Capital Inc. (incorporated by reference to Exhibit 10.176 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, filed on August 6, 2004)
- 10.15 Loan Agreement (D.C. Properties) dated May 21, 2004, between Wells REIT-Independence Square, LLC and Morgan Stanley Mortgage Capital Inc. (incorporated by reference to Exhibit 10.177 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, filed on August 6, 2004)
- 10.16 Promissory Note dated May 5, 2005, by Wells REIT-800 Nicollett Avenue Owner, LLC. in favor of Wachovia Bank, N.A. (incorporated by reference to Exhibit 10.70 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005, filed on August 5, 2005)
- 10.17 Fixed Rate Note dated May 4, 2005, by 4250 N. Fairfax Owner, LLC in favor of JPMorgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.71 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005, filed on August 5, 2005)
- 10.18 Amended and Restated Dividend Reinvestment Plan of the Company adopted February 24, 2011 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on February 24, 2011)
- 10.19\* Employment Agreement dated February 2, 2007, by and between the Company and Donald A. Miller, CFA (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on February 5, 2007)
- 10.20\* Amendment Number One to Employment Agreement dated February 2, 2007, by and between the Company and Donald A. Miller, CFA (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on September 14, 2011)
- 10.21\* Piedmont Office Realty Trust, Inc. 2007 Omnibus Incentive Plan (f/k/a the Wells Real Estate Investment Trust, Inc. 2007 Omnibus Incentive Plan) (incorporated by reference to Exhibit 99.7 to the Company's Current Report on Form 8-K, filed on April 20, 2007)
- 10.22\* Amendment Number One to the Piedmont Office Realty Trust, Inc. 2007 Omnibus Incentive Plan (f/k/a the Wells Real Estate Investment Trust, Inc. 2007 Omnibus Incentive Plan) (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, filed on August 9, 2011)
- 10.23 Amended and Restated Agreement of Limited Partnership of the Operating Partnership, dated January 1, 2000 (incorporated by reference to Exhibit 10.64 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000, filed on March 28, 2001)
- 10.24 Amendment to Agreement of Limited Partnership of the Operating Partnership, as Amended and Restated as of January 1, 2000, dated April 16, 2007 (incorporated by reference to Exhibit 99.8 to the Company's Current Report on Form 8-K, filed on April 20, 2007)
- 10.25 Amendment to Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, as Amended and Restated as of January 1, 2000, dated August 8, 2007 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on August 10, 2007)
- 10.26\* Employment Agreement dated April 16, 2007, by and between the Company and Robert E. Bowers (incorporated by reference to Exhibit 99.9 to the Company's Current Report on Form 8-K, filed on April 20, 2007)



10.27*	Employment Agreement dated May 14, 2007, by and between the Company and Carroll A. “Bo” Reddic, IV (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K, filed on May 14, 2007)
10.28*	Employment Agreement dated May 14, 2007, by and between the Company and Raymond L. Owens (incorporated by reference to Exhibit 99.2 to the Company’s Current Report on Form 8-K, filed on May 14, 2007)
10.29*	Employment Agreement dated May 14, 2007, by and between the Company and Laura P. Moon (incorporated by reference to Exhibit 99.3 to the Company’s Current Report on Form 8-K, filed on May 14, 2007)
10.30*	Form of Employee Deferred Stock Award Agreement for 2007 Omnibus Incentive Plan of the Company effective May 18, 2007 (incorporated by reference to Exhibit 10.82 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007, filed on August 7, 2007)
10.31	Term Loan Agreement, dated as of November 22, 2011, among the Operating Partnership, as Borrower, the Company, as Parent, JP Morgan Securities, LLC, and Suntrust Robinson Humphrey, Inc., as Joint-Lead Arrangers and Book Runners, JPMorgan Chase Bank as Administrative Agent, Suntrust Bank as Syndication Agent, Wells Fargo Bank as Documentation Agent, the other banks signatory thereto as Lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on November 29, 2011)
10.32*	2010 Long-Term Incentive Program Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed on November 3, 2011)
10.33*	2010 Long-Term Incentive Program (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed on November 3, 2011)
10.34*	Long-Term Incentive Program Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed on November 3, 2011)
10.35*	Long-Term Incentive Program (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed on November 3, 2011)
10.36	Revolving Credit Agreement dated August 21, 2012, by and among Piedmont Operating Partnership, LP, the Company, J.P. Morgan Securities LLC, RBC Capital Markets LLC, JPMorgan Chase Bank, N. A., Royal Bank of Canada, PNC Bank, National Association, SunTrust Bank, and U.S. Bank National Association, and the other financial institutions initially signatory thereto and their assignees (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 23, 2012)
10.37	Amendment No. 1 to Term Loan Agreement, dated as of August 21, 2012, among Piedmont Operating Partnership, LP, as Borrower, Piedmont Office Realty Trust, Inc., as Parent, JPMorgan Chase Bank as Administrative Agent, and the other banks party thereto as Lenders (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 23, 2012)
10.38*	Offer Letter Dated October 17, 2012 among the Company and Robert K. Wiberg (incorporated by reference to Exhibit 10.41 to the Company's Annual Report of Form 10-K for the year ended December 31, 2012, filed on February 27, 2013)
10.39*	The Piedmont Office Realty Trust, Inc. Executive Nonqualified Deferred Compensation Plan dated December 5, 2013
10.40*	The Piedmont Office Realty Trust, Inc. Executive Nonqualified Deferred Compensation Plan Adoption Agreement dated December 5, 2013
10.41	Term Loan Agreement, dated as of December 18, 2013, among Piedmont Operating Partnership, LP, as Borrower, Piedmont Office Realty Trust, Inc., as Parent, U.S. Bank, N.A., and SunTrust Robinson Humphrey, Inc., as Joint Book Runners and Joint Lead Arrangers, U.S. Bank, N.A., as Agent, SunTrust Bank as Syndication Agent, the other banks signatory thereto as Lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on December 19, 2013)
12.1	Calculation of Ratio of Earnings to Fixed Charges
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32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
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\* Identifies each management contract or compensatory plan required to be filed.

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**Report of Independent Registered Public Accounting Firm**

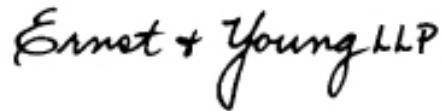
The Board of Directors and Stockholders  
Piedmont Office Realty Trust, Inc.

We have audited the accompanying consolidated balance sheets of Piedmont Office Realty Trust, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Piedmont Office Realty Trust, Inc. at December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Piedmont Office Realty Trust, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 18, 2014 expressed an unqualified opinion thereon.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Atlanta, Georgia  
February 18, 2014

**Report of Independent Registered Public Accounting Firm  
on Internal Control Over Financial Reporting**

The Board of Directors and Stockholders  
Piedmont Office Realty Trust, Inc.

We have audited Piedmont Office Realty Trust, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Piedmont Office Realty Trust, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

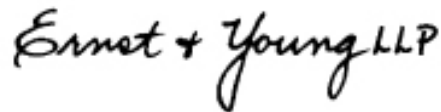
We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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.

In our opinion, Piedmont Office Realty Trust, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Piedmont Office Realty Trust, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013 of Piedmont Office Realty Trust, Inc. and our report dated February 18, 2014 expressed an unqualified opinion thereon.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Atlanta, Georgia  
February 18, 2014

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per-share amounts)

	December 31, 2013	December 31, 2012
<b>Assets:</b>		
Real estate assets, at cost:		
Land	\$ 688,761	\$ 629,536
Buildings and improvements, less accumulated depreciation of \$979,934 and \$883,957 as of December 31, 2013 and December 31, 2012, respectively	3,164,575	2,908,078
Intangible lease assets, less accumulated amortization of \$71,820 and \$67,940 as of December 31, 2013 and December 31, 2012, respectively	74,377	54,745
Construction in progress	24,270	20,373
Total real estate assets	<u>3,951,983</u>	<u>3,612,732</u>
Investments in unconsolidated joint ventures	14,122	37,226
Cash and cash equivalents	6,973	12,957
Tenant receivables, net of allowance for doubtful accounts of \$346 and \$346 as of December 31, 2013 and December 31, 2012, respectively	31,145	25,038
Straight-line rent receivables	139,406	122,299
Due from unconsolidated joint ventures	266	463
Restricted cash and escrows	394	334
Prepaid expenses and other assets	24,771	21,283
Goodwill	180,097	180,097
Interest rate swaps	24,176	1,075
Deferred financing costs, less accumulated amortization of \$13,041 and \$10,479 as of December 31, 2013 and December 31, 2012, respectively	8,759	6,454
Deferred lease costs, less accumulated amortization of \$126,465 and \$108,380 as of December 31, 2013 and December 31, 2012, respectively	283,996	234,917
Total assets	<u>\$ 4,666,088</u>	<u>\$ 4,254,875</u>
<b>Liabilities:</b>		
Unsecured debt	\$ 1,014,680	\$ 429,000
Secured debt	987,525	987,525
Accounts payable, accrued expenses, and accrued capital expenditures	128,818	127,263
Deferred income	22,267	21,552
Intangible lease liabilities, less accumulated amortization of \$44,256 and \$40,931 as of December 31, 2013 and December 31, 2012, respectively	47,113	40,805
Interest rate swaps	4,526	8,235
Total liabilities	<u>2,204,929</u>	<u>1,614,380</u>
<b>Commitments and Contingencies</b>		
	—	—
<b>Stockholders' Equity:</b>		
Shares-in-trust, 150,000,000 shares authorized, none outstanding as of December 31, 2013 or December 31, 2012	—	—
Preferred stock, no par value, 100,000,000 shares authorized, none outstanding as of December 31, 2013 or December 31, 2012	—	—
Common stock, \$.01 par value; 750,000,000 shares authorized, 157,460,903 shares issued and outstanding as of December 31, 2013; and 167,556,001 shares issued and outstanding at December 31, 2012	1,575	1,676
Additional paid-in capital	3,668,906	3,667,051
Cumulative distributions in excess of earnings	(1,231,209)	(1,022,681)
Other comprehensive income/(loss)	20,278	(7,160)
Piedmont stockholders' equity	<u>2,459,550</u>	<u>2,638,886</u>
Noncontrolling interest	1,609	1,609
Total stockholders' equity	<u>2,461,159</u>	<u>2,640,495</u>
Total liabilities and stockholders' equity	<u>\$ 4,666,088</u>	<u>\$ 4,254,875</u>

*See accompanying notes.*

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except share and per-share amounts)

	Years Ended December 31,		
	2013	2012	2011
<b>Revenues:</b>			
Rental income	\$ 447,687	\$ 415,972	\$ 409,711
Tenant reimbursements	104,567	106,754	113,813
Property management fee revenue	2,251	2,318	1,584
	<u>554,505</u>	<u>525,044</u>	<u>525,108</u>
<b>Expenses:</b>			
Property operating costs	222,979	208,280	202,531
Depreciation	122,562	110,359	100,686
Amortization	45,651	49,562	54,008
Impairment loss	1,242	—	—
General and administrative	21,883	20,765	25,072
	<u>414,317</u>	<u>388,966</u>	<u>382,297</u>
<b>Real estate operating income</b>	<b>140,188</b>	<b>136,078</b>	<b>142,811</b>
<b>Other income (expense):</b>			
Interest expense	(73,583)	(65,023)	(65,817)
Interest income and other income/(expense)	(2,352)	833	2,866
Litigation settlement recovery/(expense)	1,250	(7,500)	—
Net casualty recoveries/(loss)	10,561	(5,170)	—
Equity in income/(loss) of unconsolidated joint ventures	(3,676)	923	1,619
Gain/(loss) on consolidation	(898)	—	1,532
Gain on extinguishment of debt	—	—	1,039
	<u>(68,698)</u>	<u>(75,937)</u>	<u>(58,761)</u>
<b>Income from continuing operations</b>	<b>71,490</b>	<b>60,141</b>	<b>84,050</b>
<b>Discontinued operations:</b>			
Operating income, excluding impairment loss	2,363	5,501	18,349
Impairment loss	(6,402)	—	—
Gain on sale of real estate assets	31,292	27,577	122,657
<b>Income from discontinued operations</b>	<b>27,253</b>	<b>33,078</b>	<b>141,006</b>
<b>Net income</b>	<b>98,743</b>	<b>93,219</b>	<b>225,056</b>
<b>Less: Net income attributable to noncontrolling interest</b>	<b>(15)</b>	<b>(15)</b>	<b>(15)</b>
<b>Net income attributable to Piedmont</b>	<b>\$ 98,728</b>	<b>\$ 93,204</b>	<b>\$ 225,041</b>
<b>Per share information— basic and diluted:</b>			
Income from continuing operations	\$ 0.44	\$ 0.35	\$ 0.49
Income from discontinued operations	0.16	0.20	0.81
Net income available to common stockholders	<u>\$ 0.60</u>	<u>\$ 0.55</u>	<u>\$ 1.30</u>
<b>Weighted-average shares outstanding—basic</b>	<b>165,012,713</b>	<b>170,312,328</b>	<b>172,764,838</b>
<b>Weighted-average shares outstanding—diluted</b>	<b>165,137,482</b>	<b>170,441,223</b>	<b>172,980,947</b>

*See accompanying notes.*



**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(in thousands)

	Years Ended December 31,		
	2013	2012	2011
<b>Net income attributable to Piedmont</b>	<b>\$ 98,728</b>	<b>\$ 93,204</b>	<b>\$ 225,041</b>
<b>Other comprehensive income/(loss):</b>			
Effective portion of gain/(loss) on derivative instruments that are designated and qualify as cash flow hedges (See Note 7)	24,312	(7,656)	(3,064)
Reclassification of previously recorded loss included in net income (See Note 7)	3,126	3,033	1,218
<b>Other comprehensive income/(loss)</b>	<b>27,438</b>	<b>(4,623)</b>	<b>(1,846)</b>
<b>Comprehensive income attributable to Piedmont</b>	<b>\$ 126,166</b>	<b>\$ 88,581</b>	<b>\$ 223,195</b>

*See accompanying notes.*

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in thousands, except per-share amounts)

	Common Stock		Additional Paid-In Capital	Cumulative Distributions in Excess of Earnings	Other Comprehensive Income/(Loss)	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount					
<b>Balance, December 31, 2010</b>	172,658	\$ 1,727	\$ 3,661,308	\$ (895,122)	\$ (691)	\$ 6,232	\$ 2,773,454
Share repurchases as part of announced plan	(199)	(2)	—	(3,242)	—	—	(3,244)
Offering costs associated with issuance of common stock	—	—	(479)	—	—	—	(479)
Attribution of asset sales proceeds to noncontrolling interest	—	—	—	—	—	(2,684)	(2,684)
Dividends to common stockholders (\$1.26 per share), distributions to noncontrolling interest, and dividends reinvested	—	—	(249)	(217,709)	—	(2,407)	(220,365)
Shares issued under the 2007 Omnibus Incentive Plan, net of tax	171	1	3,082	—	—	—	3,083
Net income attributable to noncontrolling interest	—	—	—	—	—	468	468
Net income attributable to Piedmont	—	—	—	225,041	—	—	225,041
Other comprehensive loss	—	—	—	—	(1,846)	—	(1,846)
<b>Balance, December 31, 2011</b>	172,630	1,726	3,663,662	(891,032)	(2,537)	1,609	2,773,428
Share repurchases as part of an announced plan	(5,255)	(52)	—	(88,685)	—	—	(88,737)
Offering costs associated with issuance of common stock	—	—	567	—	—	—	567
Dividends to common stockholders (\$0.80 per share), distributions to noncontrolling interest, and dividends reinvested	—	—	(195)	(136,168)	—	(15)	(136,378)
Shares issued under the 2007 Omnibus Incentive Plan, net of tax	181	2	3,017	—	—	—	3,019
Net income attributable to noncontrolling interest	—	—	—	—	—	15	15
Net income attributable to Piedmont	—	—	—	93,204	—	—	93,204
Other comprehensive loss	—	—	—	—	(4,623)	—	(4,623)
<b>Balance, December 31, 2012</b>	167,556	1,676	3,667,051	(1,022,681)	(7,160)	1,609	2,640,495
Share repurchases as part of an announced plan	(10,246)	(102)	—	(175,167)	—	—	(175,269)
Offering costs associated with issuance of common stock	—	—	(91)	—	—	—	(91)
Dividends to common stockholders (\$0.80 per share), distributions to noncontrolling interest, and dividends reinvested	—	—	(197)	(132,089)	—	(15)	(132,301)
Shares issued under the 2007 Omnibus Incentive Plan, net of tax	151	1	2,143	—	—	—	2,144
Net income attributable to noncontrolling interest	—	—	—	—	—	15	15
Net income attributable to Piedmont	—	—	—	98,728	—	—	98,728
Other comprehensive income	—	—	—	—	27,438	—	27,438
<b>Balance, December 31, 2013</b>	157,461	\$ 1,575	\$ 3,668,906	\$ (1,231,209)	\$ 20,278	\$ 1,609	\$ 2,461,159

*See accompanying notes.*

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Years Ended December 31,		
	2013	2012	2011
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 98,743	\$ 93,219	\$ 225,056
Operating distributions received from unconsolidated joint ventures	1,475	2,338	2,932
Adjustments to reconcile net income to net cash provided by operating activities:			
Income attributable to noncontrolling interest- discontinued operations	—	—	453
Depreciation	123,566	113,650	109,730
Amortization of deferred financing costs and fair market value adjustments on notes payable	2,620	2,648	4,777
Settlement of forward starting interest rate swaps	672	—	—
Other amortization	43,939	47,479	56,688
Impairment loss on wholly-owned properties	7,644	—	—
Gain on extinguishment of debt	—	—	(1,041)
Accretion of discount on notes receivable	—	—	(482)
Stock compensation expense	1,590	2,246	4,705
Reduction of long-lived assets due to casualty event	—	1,980	—
Equity in income of unconsolidated joint ventures	3,676	(923)	(1,609)
Loss/(gain) on consolidation	898	—	(1,532)
Gain on sale of real estate assets	(31,292)	(27,577)	(122,657)
Changes in assets and liabilities:			
Increase in tenant and straight-line rent receivables, net	(29,101)	(21,720)	(13,295)
(Increase)/decrease in restricted cash and escrows	(60)	8,705	18,720
Increase in prepaid expenses and other assets	(3,427)	(3,837)	(2,727)
(Decrease)/increase in accounts payable and accrued expenses	(6,434)	8,486	3,511
Increase/(decrease) in deferred income	570	(5,769)	(16,134)
Net cash provided by operating activities	<u>215,079</u>	<u>220,925</u>	<u>267,095</u>
<b>Cash Flows from Investing Activities:</b>			
Acquisition of real estate assets and related intangibles	(366,182)	(4,225)	(161,576)
Capitalized expenditures, net of accruals	(175,988)	(104,262)	(54,033)
Acquisition of unconsolidated joint ventures, net of cash assumed	(14,242)	—	—
Cash assumed upon consolidation of variable interest entity	—	—	5,063
Net sale proceeds from wholly-owned properties and consolidated joint venture	95,671	93,839	291,785
Net sale proceeds received from unconsolidated joint ventures	—	—	3,036
Investments in unconsolidated joint ventures	(793)	(136)	(151)
Liquidation of noncontrolling interest upon sale of consolidated joint venture	—	—	(95)
Deferred lease costs paid	(34,298)	(48,692)	(47,049)
Net cash provided/(used in) by investing activities	<u>(495,832)</u>	<u>(63,476)</u>	<u>36,980</u>
<b>Cash Flows from Financing Activities:</b>			
Deferred financing costs paid	(4,892)	(3,125)	(3,367)
Proceeds from debt	1,085,604	409,000	829,000
Repayments of debt	(500,000)	(465,000)	(822,875)
Net costs of issuance of common stock	(91)	(229)	(252)
Repurchases of common stock as part of announced plan	(173,551)	(88,450)	(3,244)
Dividends paid and discount on dividend reinvestments	(132,301)	(136,378)	(220,365)
Net cash provided by/(used in) financing activities	<u>274,769</u>	<u>(284,182)</u>	<u>(221,103)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(5,984)</b>	<b>(126,733)</b>	<b>82,972</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>12,957</b>	<b>139,690</b>	<b>56,718</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 6,973</b>	<b>\$ 12,957</b>	<b>\$ 139,690</b>

*See accompanying notes.*

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2013, 2012, AND 2011**

**1. Organization**

Piedmont Office Realty Trust, Inc. ("Piedmont") (NYSE: PDM) is a Maryland corporation that operates in a manner so 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 throughout the United States, including properties that are under construction, are newly constructed, or have operating histories. Piedmont was incorporated in 1997 and commenced operations in 1998. Piedmont conducts business primarily through Piedmont Operating Partnership, L.P. ("Piedmont OP"), a Delaware limited partnership, as well as performing the management of its buildings through two wholly-owned subsidiaries, Piedmont Government Services, LLC and Piedmont Office Management, LLC. Piedmont owns 99.9% of, and is the sole general partner of, Piedmont OP and as such, possesses full legal control and authority over the operations of Piedmont OP. The remaining 0.1% ownership interest of Piedmont OP is held indirectly by Piedmont through its wholly-owned subsidiary, Piedmont Office Holdings, Inc ("POH"), the sole limited partner of Piedmont OP. Piedmont OP owns properties directly, through wholly-owned subsidiaries, and through both consolidated and unconsolidated joint ventures. References to Piedmont herein shall include Piedmont and all of its subsidiaries, including Piedmont OP and its subsidiaries and joint ventures.

As of December 31, 2013, Piedmont owned 78 office properties, as well as interests in two office buildings through an unconsolidated joint venture. Piedmont's consolidated office properties comprise 21.5 million square feet (unaudited) of primarily Class A commercial office space, and were 87.2% leased (unaudited) as of December 31, 2013. As of December 31, 2013, approximately 90% of our annualized lease revenue ("ALR") (unaudited) was generated from our primary markets: Atlanta, Boston, Chicago, Los Angeles, Minneapolis, the New York Metropolitan Statistical Area ("MSA"), Texas (Dallas, Houston and Austin), and Washington, D.C.

Piedmont internally evaluates all of the real estate assets as one operating segment, and accordingly, does not report segment information.

**2. Summary of Significant Accounting Policies**

*Basis of Presentation and Principles of Consolidation*

Piedmont's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and include the accounts of Piedmont, Piedmont's wholly-owned subsidiaries, any variable interest entity of which Piedmont or any of its wholly-owned subsidiaries is considered the primary beneficiary, or any entity in which Piedmont or any of its wholly-owned subsidiaries owns a controlling interest. In determining whether Piedmont or Piedmont OP has a controlling interest, the following factors, among others, are considered: equity ownership, voting rights, protective rights of investors, and participatory rights of investors.

Piedmont owns interests in three real properties through its ownership in Piedmont Washington Properties, Inc. Piedmont has evaluated this entity based on the criteria outlined above and concluded that it is not a variable interest entity ("VIE") and that Piedmont has a controlling interest in Piedmont Washington Properties, Inc. Accordingly, Piedmont's consolidated financial statements include the accounts of Piedmont Washington Properties, Inc.

In addition, during the three years ended December 31, 2013, Piedmont owned interests in certain properties through its ownership in various unconsolidated joint venture partnerships. Although Piedmont is currently or was the majority equity participant in these joint ventures, Piedmont and its co-venturer exercised joint control over the properties held by the joint ventures. As a result, in accordance with GAAP, the accounts of these joint ventures are not consolidated, but rather accounted for using the equity method of accounting in Piedmont's consolidated financial statements.

Please refer to Note 6 for a summary of Piedmont's interests in and consolidation treatment of its various VIEs as of December 31, 2013.

Further, Piedmont has formed special purpose entities to acquire and hold real estate. Each special purpose entity is a separate legal entity and consequently the assets of the special purpose entities are not available to all creditors of Piedmont. The assets

owned by these special purpose entities are being reported on a consolidated basis with Piedmont's assets for financial reporting purposes only.

All inter-company balances and transactions have been eliminated upon consolidation.

#### *Use of Estimates*

The preparation of the accompanying consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the accompanying consolidated financial statements and notes. Actual results could differ from those estimates.

#### *Real Estate Assets*

Real estate assets are stated at cost, as adjusted for any impairment, less accumulated depreciation. Amounts capitalized to real estate assets consist of the cost of acquisition or construction, any tenant improvements or major improvements, and betterments that extend the useful life of the related asset. All repairs and maintenance are expensed as incurred. Additionally, Piedmont capitalizes interest while the development of a real estate asset is in progress. Approximately \$31,000, \$0, and \$0 of interest was capitalized for the years ended December 31, 2013, 2012, and 2011, respectively.

Piedmont's real estate assets are depreciated or amortized using the straight-line method over the following useful lives:

Buildings	40 years
Building improvements	5-25 years
Land improvements	20-25 years
Tenant improvements	Shorter of economic life or lease term
Furniture, fixtures, and equipment	3-5 years
Intangible lease assets	Lease term

Piedmont continually monitors events and changes in circumstances that could indicate that the carrying amounts of the real estate and related intangible assets of both operating properties and properties under construction in which Piedmont has an ownership interest, either directly or through investments in joint ventures, may not be recoverable. When indicators of potential impairment are present for wholly-owned properties, management assesses whether the respective carrying values will be recovered from the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition for assets held for use, or with the estimated fair values, less costs to sell, for assets held for sale. Piedmont generally considers assets to be held for sale at the point at which a sale contract is executed and earnest money has become non-refundable. In the event that the expected undiscounted future cash flows for assets held for use or the estimated fair value, less costs to sell, for assets held for sale do not exceed the respective asset carrying value, management adjusts such assets to the respective estimated fair values and recognizes an impairment loss. Estimated fair values are calculated based on the following information, depending upon availability, in order of preference: (i) recently quoted market prices, (ii) market prices for comparable properties, or (iii) the present value of undiscounted cash flows, including estimated sales value (which is based on key assumptions such as estimated market rents, lease-up periods, estimated lease terms, and capitalization and discount rates).

For properties owned as part of an investment in unconsolidated joint ventures, Piedmont assesses the fair value of its investment as compared to its carrying amount. If Piedmont determines that the carrying value is greater than the fair value at any measurement date, Piedmont must also determine if such a difference is temporary in nature. Value fluctuations which are "other than temporary" in nature are then recorded to adjust the carrying value to the fair value amount.

#### *Allocation of Purchase Price of Acquired Assets*

Upon the acquisition of real properties, Piedmont allocates the purchase price of properties to acquired tangible assets, consisting of land and building, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases and the value of in-place leases, based on their estimated fair values.

The fair values of the tangible assets of an acquired property (which includes land and building) are determined by valuing the property as if it were vacant, and the "as-if-vacant" value is then allocated to land and building based on management's determination of the fair value of these assets. Management determines the as-if-vacant fair value of a property using methods similar to those used by independent appraisers. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases, including

leasing commissions and other related costs. In estimating carrying costs, management includes real estate taxes, insurance, and other operating expenses during the expected lease-up periods based on current market conditions.

The fair values of above-market and below-market in-place leases are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of market rates for the corresponding in-place leases, measured over a period equal to the remaining terms of the leases, taking into consideration the probability of renewals for any below-market leases. The capitalized above-market and below-market lease values are recorded as intangible lease assets or liabilities and amortized as an adjustment to rental revenues over the remaining terms of the respective leases.

The fair values of in-place leases include an estimate of the direct costs associated with obtaining the acquired or "in place" tenant, estimates of opportunity costs associated with lost rentals that are avoided by acquiring an in-place lease. The amount capitalized as direct costs associated with obtaining a tenant include commissions, tenant improvements, and other direct costs and are estimated based on management's consideration of current market costs to execute a similar lease. These direct lease origination costs are included in deferred lease costs in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases. The value of opportunity costs is calculated using the contractual amounts to be paid pursuant to the in-place leases over a market absorption period for a similar lease. These lease intangibles are included in intangible lease assets in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases.

Gross intangible assets and liabilities recorded at acquisition as of December 31, 2013 and 2012, respectively, are as follows (in thousands):

	December 31, 2013	December 31, 2012
Intangible Lease Assets:		
Above-Market In-Place Lease Assets	\$ 21,137	\$ 21,468
Absorption Period Costs	\$ 125,060	\$ 101,217
Intangible Lease Origination Costs (included in Deferred Lease Costs)	\$ 158,427	\$ 116,995
Intangible Lease Liabilities (Below-Market In-Place Leases)	\$ 91,369	\$ 81,736

For the years ended December 31, 2013, 2012, and 2011, respectively, Piedmont recognized amortization of intangible lease costs as follows (in thousands):

	2013	2012	2011
Amortization expense related to Intangible Lease Origination Costs and Absorption Period Costs	\$ 30,409	\$ 36,151	\$ 48,013
Amortization of Above-Market and Below-Market In-Place Lease intangibles as a net increase to rental revenues	\$ 5,278	\$ 5,678	\$ 7,065

Net intangible assets and liabilities as of December 31, 2013 will be amortized as follows (in thousands):

	Intangible Lease Assets			Below-Market In-place Lease Liabilities
	Above-Market In-place Lease Assets	Absorption Period Costs	Intangible Lease Origination Costs <sup>(1)</sup>	
For the year ending December 31:				
2014	\$ 2,050	\$ 15,046	\$ 18,882	\$ 6,825
2015	1,891	13,789	17,490	6,328
2016	1,662	10,996	14,652	6,205
2017	886	8,241	11,671	6,300
2018	309	5,687	8,726	5,702
Thereafter	131	13,689	21,449	15,753
	<u>\$ 6,929</u>	<u>\$ 67,448</u>	<u>\$ 92,870</u>	<u>\$ 47,113</u>
Weighted-Average Amortization Period (in years)	4	6	6	8

<sup>(1)</sup> Included as a component of Deferred Lease Costs in the accompanying consolidated balance sheets.

#### *Investments in Unconsolidated Joint Ventures*

Piedmont's investments in unconsolidated joint ventures are recorded using the equity method of accounting, whereby original investments are recorded at cost and subsequently adjusted for contributions, distributions, net income/(loss), and "other than temporary" impairments, if any, attributable to such joint ventures. Pursuant to the terms of the unconsolidated joint venture agreements, all income and distributions are allocated to the joint venture partners in accordance with their respective ownership interests. Distributions of net cash from operations are generally distributed to the joint venture partners on a quarterly basis, and are classified as cash inflows from operating activities, as they are presumed to be returns on Piedmont's investment in the respective joint venture. Proceeds received as the result of a sale of an asset from an unconsolidated joint venture are considered a return of Piedmont's investment in the joint venture and classified as cash inflows from investing activities.

#### *Cash and Cash Equivalents*

Piedmont considers all highly-liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash equivalents include cash and short-term investments. Short-term investments are stated at cost, which approximates fair value, and consist of investments in money market accounts.

#### *Tenant Receivables, net and Straight-line Rent Receivables*

Tenant receivables are comprised of rental and reimbursement billings due from tenants, and straight-line rent receivables represent the cumulative amount of future adjustments necessary to present rental income on a straight-line basis. Tenant receivables are recorded at the original amount earned, less an allowance for any doubtful accounts, which approximates fair value. Management assesses the collectibility of tenant receivables on an ongoing basis and provides for allowances as such balances, or portions thereof, become uncollectible. Piedmont adjusted the allowance for doubtful accounts by recording provisions for/(recoveries of) bad debts of approximately \$0.2, \$0, and (\$0.4) million for the years ended December 31, 2013, 2012, and 2011, respectively, which are included in general and administrative expenses in the accompanying consolidated statements of income.

#### *Due from Unconsolidated Joint Ventures*

Due from unconsolidated joint ventures represents operating distributions due to Piedmont from its investments in unconsolidated joint ventures which have been declared but not received as of period end.

#### *Restricted Cash and Escrows*

Restricted cash and escrows principally relate to the following types of items:

- escrow accounts held by lenders to pay future real estate taxes, insurance, debt service, and tenant improvements;
- net sales proceeds from property sales held by qualified intermediary for potential Section 1031 exchange;
- earnest money paid in connection with future acquisitions; and
- security and utility deposits paid by tenants per the terms of their respective leases.

Restricted cash and escrows are generally reclassified to other asset or liability accounts upon being used to purchase assets, satisfy obligations, or settle tenant obligations.

#### *Prepaid Expenses and Other Assets*

Prepaid expenses and other assets are primarily comprised of the following items:

- prepaid property taxes, insurance and operating costs;
- deferred common area maintenance costs which will be reimbursed by tenants over specified time periods;
- receivables which are unrelated to tenants, for example, insurance proceeds receivable from insurers related to casualty losses; and
- equipment, furniture and fixtures, and tenant improvements for Piedmont's corporate office space, net of accumulated depreciation.

Prepaid expenses and other assets will be expensed as utilized or reclassified to other asset accounts upon being put into service in future periods. Balances without a future economic benefit are expensed as they are identified. Deferred common area



maintenance costs are amortized to property operating costs as the related reimbursement income is recognized over the period specified in the respective lease.

#### *Goodwill*

Goodwill is the excess of cost of an acquired entity over the amounts specifically assigned to assets acquired and liabilities assumed in purchase accounting for business combinations. Piedmont tests the carrying value of its goodwill for impairment on an annual basis, or on an interim basis if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Such interim circumstances may include, but are not limited to, significant adverse changes in legal factors or in the general business climate, adverse action or assessment by a regulator, unanticipated competition, the loss of key personnel, or persistent declines in an entity's stock price below carrying value of the entity. Piedmont first assesses qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of the reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, Piedmont concludes that the estimated fair value is greater than the carrying amount, then performing a further two-step impairment test is unnecessary. However, if Piedmont chooses to forgo the availability of the qualitative analysis, the test prescribed by authoritative accounting guidance is a two-step test. The first step involves comparing the estimated fair value of the entity to its carrying value, including goodwill. Fair value is determined by adjusting the trading price of the stock for various factors including, but not limited to: (i) liquidity or transferability considerations, (ii) control premiums, and/or (iii) fully distributed premiums, if necessary, multiplied by the common shares outstanding. If such calculated fair value exceeds the carrying value, no further procedures or analysis is required. However, if the carrying value exceeds the calculated fair value, goodwill is potentially impaired and step two of the analysis would be required. Step two of the test involves calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets of the entity from the entity's fair value calculated in step one of the test. If the implied value of the goodwill (the remainder left after deducting the fair values of the entity from its calculated overall fair value in step one of the test) is less than the carrying value of goodwill, an impairment loss would be recognized.

#### *Interest Rate Derivatives*

Piedmont periodically enters into interest rate derivative agreements to hedge its exposure to changing interest rates. Piedmont records all derivatives on the balance sheet at fair value. Piedmont reassesses the effectiveness of its derivatives designated as cash flow hedges on a regular basis to determine if they continue to be highly effective and also to determine if the forecasted transactions remain highly probable. Currently, Piedmont does not use derivatives for trading or speculative purposes.

The changes in fair value of interest rate swap agreements designated as effective cash flow hedges are recorded in other comprehensive income ("OCI"), and subsequently reclassified to earnings when the hedged transactions occur. Changes in the fair values of derivatives designated as cash flow hedges that do not qualify for hedge accounting treatment, if any, would be recorded as gain/(loss) on interest rate swap in the consolidated statements of income. The fair value of the interest rate derivative agreement is recorded as interest rate derivative asset or as interest rate derivative liability in the accompanying consolidated balance sheets. Amounts received or paid under interest rate derivative agreements are recorded as interest expense in the consolidated income statements as incurred. All of Piedmont's interest rate derivative agreements as of December 31, 2013 are designated as cash flow hedges.

#### *Deferred Financing Costs*

Deferred financing costs are comprised of costs incurred in connection with securing financing from third-party lenders including amounts paid directly to lenders and are capitalized and amortized to interest expense on a straight-line basis (which approximates the effective interest rate method) over the terms of the related financing arrangements. Piedmont recognized amortization of deferred financing costs for the years ended December 31, 2013, 2012, and 2011 of approximately \$2.6 million, \$2.6 million, and \$3.2 million, respectively, which is included in interest expense in the accompanying consolidated statements of income.

#### *Deferred Lease Costs*

Deferred lease costs are comprised of costs and incentives incurred to acquire operating leases. In addition to direct costs, deferred lease costs also include intangible lease origination costs related to in-place leases acquired as part of a property acquisition and direct payroll costs incurred related to negotiating and executing specific leases. For the years ended December 31, 2013, 2012, or 2011, Piedmont capitalized approximately \$0.1 million, \$0, and \$0, respectively, of internal leasing costs.

Deferred lease costs are amortized on a straight-line basis over the terms of the related underlying leases in the accompanying consolidated statements of income as follows:

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- Approximately \$34.0 million, \$29.8 million, and \$30.0 million of deferred lease costs for the years ended December 31, 2013, 2012, and 2011, respectively, are included in amortization expense; and
- Approximately \$3.5 million, \$2.5 million, and \$3.7 million, of deferred lease costs related to lease incentives granted to tenants for the years ended December 31, 2013, 2012, and 2011, respectively, was included as an offset to rental income.

Upon receipt of a lease termination notice, Piedmont adjusts any unamortized deferred lease costs to their net realizable value ratably over the revised remaining term of the lease after giving effect to the termination notice. If there is no remaining lease term and no other obligation to provide the tenant space in the property, then any unamortized tenant-specific costs are recognized immediately upon termination.

*Debt*

When mortgage debt is assumed upon the acquisition of real property, Piedmont adjusts the loan to fair value with a corresponding adjustment to building and other intangible assets assumed as part of the purchase. The fair value adjustment is amortized to interest expense over the term of the loan using the effective interest method. Amortization of such fair value adjustments was approximately \$0, \$0, and \$1.4 million for the years ended December 31, 2013, 2012, and 2011, respectively.

*Deferred income*

Deferred income is primarily comprised of the following items:

- prepaid rent from tenants; and
- tenant reimbursements related to operating expense or property tax expenses which may be due to tenants as part of an annual operating expense reconciliation.

Deferred income related to prepaid rents from tenants will be recognized as income in the period it is earned. Amounts related to operating expense reconciliations or property tax expense are relieved when the tenant's reconciliation is completed in accordance with the underlying lease, and payment is issued to the tenant.

*Shares-in-trust*

To date, Piedmont has not issued any shares-in-trust; however, under Piedmont's charter, it has authority to issue a total of 150,000,000 shares-in-trust, which would be issued only in the event that there is a purported transfer of, or other change in or affecting the ownership of, Piedmont's capital stock that would result in a violation of the ownership limits that are included in Piedmont's charter to protect its REIT status.

*Preferred Stock*

To date, Piedmont has not issued any shares of preferred stock; however, Piedmont is authorized to issue up to 100,000,000 shares of one or more classes or series of preferred stock. Piedmont's board of directors may determine the relative rights, preferences, and privileges of any class or series of preferred stock that may be issued, and can be more beneficial than the rights, preferences, and privileges attributable to Piedmont's common stock.

*Common Stock*

Under Piedmont's charter, it has authority to issue a total of 750,000,000 shares of common stock with a par value of \$0.01 per share. Each share of common stock is entitled to one vote and participates in distributions equally. On October 31, 2013, the board of directors of Piedmont authorized the repurchase and retirement of up to \$150 million of Piedmont's common stock through October 2015. Piedmont may repurchase the shares from time to time, in accordance with applicable securities laws, in the open market or in privately negotiated transactions. Repurchases will depend upon market conditions and other factors, and repurchases may be commenced or suspended from time to time in Piedmont's discretion, without prior notice. As of December 31, 2013, approximately \$89.8 million is available for share repurchases through October 2015.

*Dividends*

As a REIT, Piedmont is required by the Internal Revenue Code of 1986, as amended (the "Code"), to make distributions to stockholders each taxable year equal to at least 90% of its taxable income, computed without regard to the dividends-paid deduction and by excluding net capital gains attributable to stockholders ("REIT taxable income"). Piedmont sponsors a dividend reinvestment plan ("DRP") pursuant to which common stockholders may elect (if their brokerage agreements allow) to reinvest an amount equal to the dividends declared on their common shares into additional shares of Piedmont's common stock in lieu of receiving cash

dividends. Under the DRP, Piedmont has the option to either issue shares purchased in the open market or issue shares directly from Piedmont's authorized but unissued shares, in both cases at a 2% discount for the stockholder. Such election takes place at the settlement of each quarterly dividend in which there are participants in the DRP, and may change from quarter to quarter based on management's judgment of the best use of proceeds for Piedmont.

#### *Noncontrolling Interest*

Noncontrolling interest is the equity interest of consolidated entities that are not owned by Piedmont. Noncontrolling interest is adjusted for contributions, distributions, and earnings (losses) attributable to the noncontrolling interest partners of the consolidated joint ventures. All earnings and distributions are allocated to the partners of the consolidated joint ventures in accordance with their respective partnership agreements. Earnings allocated to such noncontrolling interest partners are recorded as income attributable to noncontrolling interest in the accompanying consolidated statements of income.

#### *Revenue Recognition*

All leases of real estate assets held by Piedmont are classified as operating leases, and the related base rental income is recognized on a straight-line basis over the terms of the respective leases. Tenant reimbursements are recognized as revenue in the period that the related operating cost is incurred. Rents and tenant reimbursements collected in advance are recorded as deferred income in the accompanying consolidated balance sheets. Lease termination revenues are recognized ratably as rental revenue over the revised remaining lease term after giving effect to the termination notice. Contingent rental income recognition is deferred until the specific lease-related targets are achieved.

Gains on the sale of real estate assets are recognized upon completing the sale and, among other things, determining the sale price and transferring all of the risks and rewards of ownership without significant continuing involvement with the purchaser. Recognition of all or a portion of the gain would be deferred until both of these conditions are met. Losses are primarily recognized through impairment charges when identified.

#### *Stock-based Compensation*

Piedmont has issued stock-based compensation in the form of restricted stock to its employees and directors. For employees, such compensation has been issued pursuant to Piedmont's Long-term Incentive Compensation ("LTIC") program. The LTIC program is comprised of an annual restricted stock grant component and a multi-year performance share component. Awards granted pursuant to the annual restricted stock component are considered equity awards and expensed straight-line over the vesting period, with issuances recorded as a reduction to additional paid in capital. Awards granted pursuant to the performance share component are considered liability awards and are expensed over the service period, with issuances recorded as a reduction to accrued expense. The compensation expense recognized related to both of these award types is recorded as property operating costs for those employees whose job is related to property operation and as general and administrative expense for all other employees and directors in the accompanying consolidated statements of income. Additionally, Piedmont has adopted a nonqualified deferred compensation plan which allows certain employees to elect to defer their receipt of compensation, including but not limited to any stock-based compensation, until future taxable years.

#### *Legal Fees and Related Insurance Recoveries*

Piedmont recognizes legal expenses in the period in which services are rendered as a component of general and administrative expense for routine corporate matters or as property operating costs for legal expenses attributable to operating properties. Insurance reimbursements related to ongoing legal matters are recorded as a reduction of legal expense in the period that the insurance company definitively notifies Piedmont of its intent to issue payment.

#### *Litigation Settlement Expense and Related Insurance Recoveries*

During the year ended December 31, 2012, Piedmont settled two separate securities class action lawsuits and recorded \$7.5 million in litigation settlement expense. During the year ended December 31, 2013, Piedmont received and recognized approximately \$1.3 million of insurance recoveries related to the settlement.

#### *Net Casualty Loss/(Gain)*

From time to time, specific assets may be damaged or destroyed by natural disasters. Such damages may result in significant expenses related to the destruction of fixed assets or costs to clean, repair, and establish emergency operations at the building or buildings affected by the casualty event. In addition, Piedmont may recognize expenses as a result of issuing rent abatements to tenants for business interruptions caused by the tenants' inability to access the space that they lease from Piedmont. Losses related to the above items are estimated and recorded in the period incurred without regard to whether the loss may be ultimately recoverable

under Piedmont's various insurance policies. Any insurance recoveries related to such losses, if applicable, are recorded as income in the period receipt is determined to be probable. Insurance recoveries in excess of losses recognized or related to business interruption are recorded as income in the period that the insurance company definitively notifies Piedmont of its intent to issue payment. During the years ended December 31, 2013, 2012, and 2011, Piedmont recognized \$1.5 million, \$0, and \$0 in business interruption insurance recoveries, respectively. Casualty losses are presented net of insurance recovery income recorded during the period. During the years ended December 31, 2013 and 2012, substantially all of the net casualty loss recorded related to losses incurred in Piedmont's New York/New Jersey portfolio as a result of Hurricane Sandy which occurred in October 2012.

*Net Income Available to Common Stockholders Per Share*

Net income per share-basic is calculated as net income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Net income per share-diluted is calculated as net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during the period, including the dilutive effect of nonvested restricted stock. The dilutive effect of nonvested restricted stock is calculated using the treasury stock method to determine the number of additional common shares that would become outstanding if the remaining unvested restricted stock awards vested. Outstanding stock options have been excluded from the diluted earnings per share calculation, as their impact would be anti-dilutive.

*Income Taxes*

Piedmont has elected to be taxed as a REIT under the Code, and has operated as such, beginning with its taxable year ended December 31, 1998. To qualify as a REIT, Piedmont must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its annual REIT taxable income. As a REIT, Piedmont is generally not subject to federal income taxes. Accordingly, neither a provision nor a benefit for federal income taxes has been made in the accompanying consolidated financial statements. Piedmont is subject to certain state and local taxes related to the operations of properties in certain locations, which have been provided for in general and administrative expenses in the accompanying consolidated financial statements. Additionally, Piedmont conducts certain operations through its taxable REIT subsidiary, Piedmont Office Holdings, Inc. These operations resulted in recording a provision for income taxes of approximately \$0, \$9 thousand and \$5 thousand for the years ended December 31, 2013, 2012, and 2011, respectively.

*Reclassifications*

Certain prior period amounts have been reclassified to conform to the current period financial statement presentation. The reclassifications relate to the required presentation of income from discontinued operations for properties sold during the years ended December 31, 2013, 2012, and 2011 (see Note 14), as well as reclassifying deferred common area maintenance costs from deferred lease costs to prepaid and other assets. None of these reclassifications affect net income or net equity attributable to Piedmont as presented in previous periods.

**3. Acquisitions**

During the year ended December 31, 2013, Piedmont acquired the following properties and parcel of undeveloped land:

Property	Metropolitan Statistical Area	Date of Acquisition	Rentable Square Feet (Unaudited)	Percentage Leased as of Acquisition (Unaudited)	Contractual Purchase Price (in millions)
Arlington Gateway	Washington, D.C.	March 4, 2013	333,948	99%	\$ 175.6
5 & 15 Wayside Road	Boston, MA	March 22, 2013	271,434	95%	\$ 69.3
2020 W. 89th Street	<sup>(1)</sup> Kansas City, KS	August 12, 2013	68,376	85%	\$ 4.3
5301 Maryland Way	<sup>(1)</sup> Nashville, TN	August 12, 2013	201,237	100%	\$ 18.5
4685 Investment Drive	<sup>(1)</sup> Detroit, MI	August 12, 2013	77,045	100%	\$ 10.0
6565 MacArthur Blvd	Dallas, TX	December 5, 2013	259,819	93%	\$ 46.6
One Lincoln Park	Dallas, TX	December 20, 2013	261,826	79%	\$ 56.7
161 Corporate Center	Dallas, TX	December 30, 2013	104,895	91%	\$ 16.0

Land Parcel	Metropolitan Statistical Area	Date of Acquisition	Acreage	Purchase Price (in millions)
Royal Lane	Dallas, TX	August 1, 2013	10.59	\$ 2.6

<sup>(1)</sup> On August 12, 2013, Piedmont purchased all of the remaining interests in three office properties previously held through two unconsolidated joint ventures for approximately \$14.7 million in cash.

#### 4. Unconsolidated Joint Ventures

##### *Investments in Unconsolidated Joint Ventures*

As of December 31, 2013 and 2012, Piedmont owned interests in the following unconsolidated joint ventures (in thousands):

Name of Joint Venture	Properties Held by Joint Venture	Piedmont's Approximate Ownership Percentage	Net Book Value	
			2013	2012
Fund XIII and REIT Joint Venture	8560 Upland Drive Two Park Center	72%	\$ 14,122	\$ 18,814
Fund XII and REIT Joint Venture	4685 Investment Drive <sup>(1)</sup> 5301 Maryland Way	55%	—	15,813
Fund XI, XII and REIT Joint Venture	<sup>(1)</sup> 2020 W. 89th Street	57%	—	2,599
			<b>\$ 14,122</b>	<b>\$ 37,226</b>

<sup>(1)</sup> On August 12, 2013, Piedmont purchased all of the remaining interests in three office properties previously held through these two unconsolidated joint ventures for approximately \$14.7 million in cash, representing the estimated fair value of the respective property, less Piedmont's existing investment in the respective unconsolidated joint ventures. Such estimated fair value was derived by reference to a credible, unrelated third-party offer and verified using discounted cash flow analysis. Under the terms of the respective joint venture agreements, Piedmont exercised its dissenter's right to buy out each of its co-venturers' interests based upon the terms of the third-party offer. The \$0.9 million difference between the fair value of the properties acquired and the sum of Piedmont's previously recorded book value in investment in unconsolidated joint ventures plus cash consideration paid for the interests was recorded as a loss on consolidation in Piedmont's consolidated statement of operations for the year ended December 31, 2013.

#### 5. Debt

During the year ended December 31, 2013, Piedmont entered into two new debt facilities as detailed below.

On May 9, 2013, Piedmont OP issued \$350 million in aggregate principal amount of 3.40% Senior Notes (the "\$350 Million Senior Notes"), which mature on June 1, 2023, pursuant to an indenture, dated as of May 9, 2013, by and among Piedmont OP, Piedmont, as guarantor, and U.S. Bank National Association, as trustee. Interest on the \$350 Million Senior Notes is payable semi-annually in arrears on June 1 and December 1 of each year, and the \$350 Million Senior Notes are fully and unconditionally

guaranteed on a senior unsecured basis by Piedmont. Piedmont OP may, at its option, redeem the \$350 Million Senior Notes, in whole at any time or in part from time to time, in each case prior to March 1, 2023, at a redemption price equal to the greater of (i) 100% of the principal amount of the \$350 Million Senior Notes to be redeemed and (ii) a “make-whole” amount, plus unpaid interest, if any. In addition, at any time on or after March 1, 2023, Piedmont OP may, at its option, redeem the \$350 Million Senior Notes, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the \$350 Million Senior Notes to be redeemed plus unpaid interest, if any.

The \$350 Million Senior Notes contain certain covenants that, subject to certain exceptions, limit the ability of Piedmont and Piedmont OP to, among other things, incur additional secured and unsecured indebtedness and to merge, consolidate, sell, lease or otherwise dispose of their properties and assets substantially as an entirety. Additionally, these covenants require Piedmont to maintain a pool of unencumbered assets. The \$350 Million Senior Notes contain customary events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the \$350 Million Senior Notes to be declared due and payable. Piedmont used the proceeds from the \$350 Million Senior Notes to partially repay outstanding amounts under its \$500 Million Unsecured Line of Credit, which had been used to purchase properties and repurchase shares of its common stock.

Additionally, on December 18, 2013, Piedmont OP entered into a \$300 million unsecured delayed draw term loan facility (the “\$300 Million Unsecured 2013 Term Loan”) with a consortium of lenders. The term of the facility is five years with a maturity date of January 31, 2019. Piedmont OP paid customary arrangement and upfront fees to the lenders in connection with the closing of the facility. On January 30, 2014, Piedmont OP drew down the entire \$300 million in principal under the facility. Of the proceeds, \$225 million was used to repay the maturing mortgage on Aon Center, and \$75 million was used to pay down a portion of the balance outstanding under the \$500 Million Unsecured Line of Credit.

The \$300 Million Unsecured 2013 Term Loan has the option to bear interest at varying levels based on the sum of (i) the London Interbank Offered Rate (“LIBOR”) or Base Rate (defined as the greater of the prime rate, the federal funds rate plus one-half of one percent, or 30-day LIBOR plus one percent), and (ii) a spread which can vary from 0% to 1.95% based on the credit rating levels issued for Piedmont or Piedmont OP. As of December 31, 2013, the stated interest rate spread was 1.20% based on the Piedmont's then current credit rating.

Under the terms of the \$300 Million Unsecured 2013 Term Loan, Piedmont OP is subject to certain financial covenants that require, among other things, the maintenance of an unencumbered interest coverage ratio of at least 1.75, an unencumbered leverage ratio of at least 1.60, a fixed charge coverage ratio of at least 1.50, a leverage ratio of no more than 0.60, and a secured debt ratio of no more than 0.40.

The following table summarizes the terms of Piedmont's indebtedness outstanding as of December 31, 2013 and 2012 (in thousands):

Facility	Collateral	Rate <sup>(1)</sup>	Maturity	Amount Outstanding as of December 31,	
				2013	2012
<i>Secured (Fixed)</i>					
\$200.0 Million Mortgage Note	Aon Center	4.87%	5/1/2014	\$ 200,000 <sup>(10)</sup>	\$ 200,000
\$25.0 Million Mortgage Note	Aon Center	5.70%	5/1/2014	25,000 <sup>(10)</sup>	25,000
\$350.0 Million Secured Pooled Facility	Nine Property Collateralized Pool <sup>(2)</sup>	4.84%	6/7/2014	350,000	350,000
\$105.0 Million Fixed-Rate Loan	US Bancorp Center	5.29%	5/11/2015	105,000	105,000
\$125.0 Million Fixed-Rate Loan	Four Property Collateralized Pool <sup>(3)</sup>	5.50%	4/1/2016	125,000	125,000
\$42.5 Million Fixed-Rate Loan	Las Colinas Corporate Center I & II	5.70%	10/11/2016	42,525	42,525
\$140.0 Million WDC Mortgage Notes	1201 & 1225 Eye Street	5.76%	11/1/2017	140,000	140,000
Subtotal/Weighted Average <sup>(4)</sup>		5.17%		987,525	987,525
<i>Unsecured (Variable and Fixed)</i>					
\$300 Million Unsecured 2011 Term Loan		LIBOR + 1.45% <sup>(5)</sup>	11/22/2016	300,000	300,000
\$500 Million Unsecured Line of Credit		1.35% <sup>(6)</sup>	8/19/2016 <sup>(7)</sup>	366,000	129,000
\$350 Million Senior Notes		3.40% <sup>(8)</sup>	6/1/2023	348,680	—
\$300 Million Unsecured 2013 Term Loan		LIBOR + 1.20% <sup>(9)</sup>	1/31/2019	—	—
Subtotal/Weighted Average <sup>(4)</sup>		2.46%		1,014,680	429,000
Total/ Weighted Average <sup>(4)</sup>		3.80%		\$ 2,002,205	\$ 1,416,525

<sup>(1)</sup> All of Piedmont's outstanding debt as of December 31, 2013 and 2012 is interest-only debt.

<sup>(2)</sup> Nine property collateralized pool includes: 1200 Crown Colony Drive in Quincy, Massachusetts, Braker Pointe III in Austin, Texas, 2 Gatehall Drive in Parsippany, New Jersey, the One and Two Independence Square buildings in Washington, DC, 2120 West End Avenue in Nashville, Tennessee, 400 Bridgewater Crossing in Bridgewater, New Jersey, 200 Bridgewater Crossing in Bridgewater, New Jersey, and Fairway Center II in Brea, California.

<sup>(3)</sup> Four property collateralized pool includes 1430 Enclave Parkway in Houston, Texas, Windy Point I and II in Schaumburg, Illinois, and 1055 East Colorado Boulevard in Pasadena, California.

<sup>(4)</sup> Weighted average is based on the net book value of outstanding debt and interest rates in the table (or as footnoted) as of December 31, 2013.

<sup>(5)</sup> The \$300 Million Unsecured 2011 Term Loan has a stated variable rate; however, Piedmont entered into interest rate swap agreements which effectively fix, exclusive of changes to Piedmont's credit rating, the rate on this facility to 2.69% through maturity.

<sup>(6)</sup> Piedmont may select from multiple interest rate options with each draw, including the prime rate and various length LIBOR locks. All LIBOR selections are subject to an additional spread (1.175% as of December 31, 2013) over the selected rate based on Piedmont's current credit rating. The outstanding balance as of December 31, 2013 consists of LIBOR draws at an average rate of 0.17% (subject to the additional spread mentioned above). Further, for the year ended December 31, 2013, Piedmont incurred net borrowings of approximately \$237.0 million on its outstanding line of credit.

<sup>(7)</sup> Piedmont may extend the term for up to one additional year (through two available six month extensions to a final extended maturity date of August 21, 2017) provided Piedmont is not then in default and upon payment of extension fees.

<sup>(8)</sup> The \$350 Million Senior Notes have a fixed coupon rate of 3.40%, however, as a result of the issuance of the notes at a discount, Piedmont recognizes an effective interest rate on this debt issuance of 3.45%.

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- <sup>(9)</sup> On January 30, 2014, Piedmont drew the full commitment of the \$300 Million Unsecured 2013 Term Loan. Additionally, Piedmont entered into four interest rate swap agreements with a total notional value of \$200 million to effectively fix the interest rate for this portion of the debt at 2.79%.
- <sup>(10)</sup> On January 31, 2014, Piedmont used the proceeds of the \$300 Million Unsecured 2013 Term Loan mentioned above to fully repay the \$200 Million Mortgage Note and the \$25 Million Mortgage Note.

A summary of the aggregate maturities of Piedmont's indebtedness as of December 31, 2013, is provided below (in thousands):

2014	\$	575,000
2015		105,000
2016		833,525 <sup>(1)</sup>
2017		140,000
2018		—
Thereafter		350,000
Total	\$	<u>2,003,525</u>

- <sup>(1)</sup> Includes the balance outstanding as of December 31, 2013 of the \$500 Million Unsecured Line of Credit. However, Piedmont may extend the term for up to one additional year (through two available six month extensions to a final extended maturity date of August 21, 2017) provided Piedmont is not then in default and upon payment of extension fees.

Piedmont's weighted-average interest rate as of December 31, 2013 and 2012, for aforementioned borrowings was approximately 3.80% and 4.30%, respectively. Piedmont made interest payments on all indebtedness, including interest rate swap cash settlements and net of capitalized interest, of approximately \$69.8 million, \$62.6 million, and \$66.7 million during the years ended December 31, 2013, 2012, and 2011, respectively.

## 6. Variable Interest Entities and Equity Participation Rights

Variable interest holders who have the power to direct the activities of the VIE that most significantly impact the entity's economic performance and have the obligation to absorb the majority of losses of the entity or the right to receive significant benefits of the entity are considered to be the primary beneficiary and must consolidate the VIE.



A summary of Piedmont's interests in and consolidation treatment of its VIEs as of December 31, 2013 is as follows, (net carrying amount in millions):

Entity	Piedmont's % Ownership of Entity	Related Building	Consolidated/ Unconsolidated	Net Carrying Amount as of December 31, 2013	Net Carrying Amount as of December 31, 2012	Primary Beneficiary Considerations
1201 Eye Street NW Associates, LLC	49.5%	1201 Eye Street	Consolidated	\$ (5.3)	\$ (5.7)	In accordance with the partnership's governing documents, Piedmont is entitled to 100% of the cash flow of the entity and has sole discretion in directing the management and leasing activities of the building.
1225 Eye Street NW Associates, LLC	49.5%	1225 Eye Street	Consolidated	\$ (0.9)	\$ (0.1)	In accordance with the partnership's governing documents, Piedmont is entitled to 100% of the cash flow of the entity and has sole discretion in directing the management and leasing activities of the building.
Piedmont 500 W. Monroe Fee, LLC	100%	500 W. Monroe	Consolidated	\$ 228.3	\$ 194.0	The Omnibus Agreement with the previous owner includes equity participation rights for the previous owner, if certain financial returns are achieved; however, Piedmont has sole decision making authority and is entitled to the economic benefits of the property until such returns are met.
Suwanee Gateway One, LLC	100%	Suwanee Gateway One	Consolidated	\$ 7.4	\$ 7.6	The fee agreement includes equity participation rights for the incentive manager, if certain returns on investment are achieved; however, Piedmont has sole decision making authority and is entitled to the economic benefits of the property until such returns are met.
Medici Atlanta, LLC	100%	The Medici	Consolidated	\$ 14.4	\$ 13.7	The fee agreement includes equity participation rights for the incentive manager, if certain returns on investment are achieved; however, Piedmont has sole decision making authority and is entitled to the economic benefits of the property until such returns are met.
400 TownPark, LLC	100%	400 TownPark	Consolidated	\$ 22.3	\$ 23.5	The fee agreement includes equity participation rights for the incentive manager, if certain returns on investment are achieved; however, Piedmont has sole decision making authority and is entitled to the economic benefits of the property until such returns are met.

Each of the VIEs described above has the sole purpose of holding office buildings and their resulting operations, and are classified in the accompanying consolidated balance sheets in the same manner as Piedmont's wholly-owned properties.

## 7. Derivative Instruments

### *Risk Management Objective of Using Derivatives*

In addition to operational risks which arise in the normal course of business, Piedmont is exposed to economic risks such as interest rate, liquidity, and credit risk. In certain situations, Piedmont has entered into derivative financial instruments such as interest rate swap agreements and other similar agreements to manage interest rate risk exposure arising from current or future variable rate debt transactions. Interest rate swap agreements involve the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Piedmont's objective in using interest rate derivatives is to add stability to interest expense and to manage its exposure to interest rate movements.

### *Cash Flow Hedges of Interest Rate Risk*

Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for Piedmont making fixed-rate payments over the life of the agreements without changing the underlying notional amount. During

the year ended December 31, 2013, Piedmont used four interest rate swap agreements with a total notional value of \$300 million to hedge the variable cash flows associated with its \$300 Million Unsecured Term Loan.

During 2012 and 2013, Piedmont entered into six forward starting interest rate swap agreements with a total notional value of \$530 million to hedge the risk of changes in the interest-related cash flows associated with various potential issuances of long-term debt. In conjunction with the issuance of the \$350 Million Senior Notes (see Note 5), Piedmont settled two of the forward starting swap agreements with a total notional value of \$250 million for a gain of approximately \$0.7 million. The gain was recorded as accumulated other comprehensive income and is being amortized as an offset to interest expense over the ten-year term of the \$350 Million Senior Notes. As of December 31, 2013, Piedmont continues to hold the remaining \$280 million of forward starting interest rate swaps to hedge its exposure to the variability in future cash flows for additional potential future debt issuances over a maximum period of 123 months.

A detail of Piedmont's interest rate derivatives outstanding as of December 31, 2013 is as follows:

<u>Interest Rate Derivatives:</u>	Notional Amount (in millions)	Effective Date	Maturity Date
Interest rate swap	\$ 125	11/22/2011	11/22/2016
Interest rate swap	75	11/22/2011	11/22/2016
Interest rate swap	50	11/22/2011	11/22/2016
Interest rate swap	50	11/22/2011	11/22/2016
Forward starting interest rate swap	70	3/3/2014	3/3/2024
Forward starting interest rate swap	70	3/3/2014	3/3/2024
Forward starting interest rate swap	70	3/3/2014	3/3/2024
Forward starting interest rate swap	70	3/3/2014	3/3/2024
Total	\$ 580		

Piedmont has elected to present its interest rate derivatives on its consolidated balance sheets on a gross basis as interest rate swap assets and interest rate swap liabilities. A detail of Piedmont's interest rate derivatives on a gross and net basis as of December 31, 2013 and December 31, 2012, respectively, is as follows (in thousands):

<u>Interest rate swaps classified as:</u>	December 31, 2013	December 31, 2012
Gross derivative assets	\$ 24,176	\$ 1,075
Gross derivative liabilities	(4,526)	(8,235)
Net derivative asset/(liability)	\$ 19,650	\$ (7,160)

All of Piedmont's interest rate derivative agreements outstanding for the periods presented were designated as cash flow hedges of interest rate risk. As such, the effective portion of changes in the fair value of these derivatives designated as, and that qualify as, cash flow hedges is recorded in OCI and is reclassified into earnings as interest expense in the period that the hedged forecasted transaction affects earnings. The effective portion of Piedmont's interest rate derivatives that was recorded in the accompanying consolidated statements of income for the years ended December 31, 2013, 2012, and 2011, respectively, was as follows (in thousands):

<u>Derivative in Cash Flow Hedging Relationships (Interest Rate Swaps and Caps)</u>	2013	2012	2011
Amount of loss/(gain) recognized in OCI on derivatives	\$ (24,312)	\$ 7,656	\$ 3,064
Amount of previously recorded loss reclassified from accumulated OCI into interest expense	\$ (3,126)	\$ (3,033)	\$ (1,218)

Piedmont estimates that an additional \$7.3 million will be reclassified from accumulated other comprehensive loss as an increase to interest expense over the next twelve months. No gain or loss was recognized related to hedge ineffectiveness or to amounts excluded from effectiveness testing on Piedmont's cash flow hedges during the years ended December 31, 2013, 2012, or 2011.

Additionally, see Note 8 for fair value disclosures of Piedmont's derivative instruments.

*Credit-risk-related Contingent Features*

Piedmont has agreements with its derivative counterparties that contain a provision whereby if Piedmont defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then Piedmont could also be declared in default on its derivative obligations. If Piedmont breached any of the contractual provisions of the derivative contracts, it would be required to settle its obligations under the agreements at their termination value plus accrued interest, or approximately \$4.7 million. Additionally, Piedmont has rights of set-off under certain of its derivative agreements related to potential termination fees and amounts payable under the agreements, if a termination were to occur.

**8. Fair Value Measurements**

Piedmont considers its cash, tenant receivables, restricted cash and escrows, accounts payable and accrued expenses, interest rate swap agreements, and debt to meet the definition of financial instruments. The following table sets forth the carrying and estimated fair value for each of Piedmont's financial instruments as of December 31, 2013 and 2012, respectively (in thousands):

Financial Instrument	2013			2012		
	Carrying Value	Estimated Fair Value	Level Within Fair Value Hierarchy	Carrying Value	Estimated Fair Value	Level Within Fair Value Hierarchy
<b>Assets:</b>						
Cash and cash equivalents <sup>(1)</sup>	\$ 6,973	\$ 6,973	Level 1	\$ 12,957	\$ 12,957	Level 1
Tenant receivables, net <sup>(1)</sup>	\$ 31,145	\$ 31,145	Level 1	\$ 25,038	\$ 25,038	Level 1
Restricted cash and escrows <sup>(1)</sup>	\$ 394	\$ 394	Level 1	\$ 334	\$ 334	Level 1
Interest rate swap asset	\$ 24,176	\$ 24,176	Level 2	\$ 1,075	\$ 1,075	Level 2
<b>Liabilities:</b>						
Accounts payable and accrued expenses <sup>(1)</sup>	\$ 16,680	\$ 16,680	Level 1	\$ 23,113	\$ 23,113	Level 1
Interest rate swap liability	\$ 4,526	\$ 4,526	Level 2	\$ 8,235	\$ 8,235	Level 2
Debt	\$ 2,002,205	\$ 2,004,870	Level 2	\$ 1,416,525	\$ 1,470,002	Level 2

<sup>(1)</sup> For the periods presented, the carrying value approximates estimated fair value due to its short-term maturity.

Piedmont's debt was carried at book value as of December 31, 2013 and 2012; however, Piedmont's estimate of its fair value is disclosed in the table above. Piedmont uses widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the debt facilities, including the period to maturity of each instrument, and uses observable market-based inputs for similar debt facilities which have transacted recently in the market. Therefore, the fair values determined are considered to be based on significant other observable inputs (Level 2). Scaling adjustments are made to these inputs to make them applicable to the remaining life of Piedmont's outstanding debt. Piedmont has not changed its valuation technique for estimating the fair value of its debt.

Piedmont's interest rate swap and forward starting interest rate swap agreements presented above, and further discussed in Note 7 above are classified as "Interest rate swap" assets and liabilities in the accompanying consolidated balance sheets and were carried at fair value as of December 31, 2013 and 2012. The valuation of these derivative instruments was determined using widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the derivatives, including the period to maturity of each instrument, and uses observable market-based inputs, including interest rate curves and implied volatilities. Therefore, the fair values determined are considered to be based on significant other observable inputs (Level 2). In addition, Piedmont considered both its own and the respective counterparties' risk of nonperformance in determining the fair value of its derivative financial instruments by estimating the current and potential future exposure under the derivative financial instruments that both Piedmont and the counterparties were at risk for as of the valuation date. The credit risk of Piedmont and its counterparties was factored into the calculation of the estimated fair value of the interest rate swaps; however, as of December 31, 2013 and 2012, this credit valuation adjustment did not comprise a material portion of the estimated fair value. Therefore, Piedmont believes that any unobservable inputs used to determine the fair values of its derivative financial instruments are not significant to the fair value measurements in their entirety, and does not consider any of its derivative financial instruments to be Level 3 assets or liabilities.

## 9. Impairment of Certain Real Estate Assets

Piedmont recorded the following impairment charges for the years ended December 31, 2013, 2012, and 2011 (in thousands):

	2013	2012	2011
<b>Impairment losses included in continuing operations:</b>			
<i>Impairment losses recorded in real estate operating expenses:</i>			
11107 and 11109 Sunset Hills Road	\$ 1,242	\$ —	\$ —
<i>Impairment losses recorded in equity in loss of unconsolidated joint ventures:</i>			
Piedmont's Investment in Fund 13 and REIT JV (at Piedmont's approximate 72% ownership)	\$ 4,402	\$ —	\$ —
<b>Impairment losses recorded in discontinued operations:</b>			
1111 Durham Avenue	\$ 6,402	\$ —	\$ —

During the year ended December 31, 2013, Piedmont reduced its intended holding period for the 11107 and 11109 Sunset Hills Road buildings in Reston, Virginia which resulted in the recording of an impairment loss of approximately \$1.2 million to reduce the carrying value of the assets to their estimated fair value. The decision to reduce the holding period was prompted by the loss of prospective replacement tenants for the 11109 building and indications of value from brokers familiar with the buildings and expressions of interest from various potential third party buyers.

During the year ended December 31, 2013, Piedmont also recorded a \$4.4 million impairment charge related to a decline in the value of its equity method investment in Fund 13 and REIT Joint Venture ("Fund 13/REIT") that Piedmont deemed "other than temporary". Fund 13/REIT owns and operates two commercial office buildings: 8560 Upland Drive, located in Parker, Colorado, and Two Park Center, located in Hoffman Estates, Illinois. The decline in value of Piedmont's equity investment in Fund 13/REIT is attributable to the expiration of the sole tenant of Two Park Center as of December 31, 2013, Piedmont's pessimism regarding the near-term identification of a replacement tenant given the current state of the Hoffman Estates commercial office market, and the implications of those events on Piedmont's ability to recover its basis in its equity method investment.

In accordance with GAAP regarding fair value measurements, Piedmont valued the 11107 and 11109 Sunset Hills Road buildings using a Level 1 fair value measurement, as there are direct observations and transactions involving the asset by unrelated, potential third-party purchasers. The fair value measurement used in the evaluation of Fund 13/REIT is considered to be a Level 3 fair value measurement within the prescribed fair value hierarchy.

During the year ended December 31, 2013, Piedmont sold the 1111 Durham Avenue building in South Plainfield, New Jersey and recorded an impairment charge of \$6.4 million based on the difference between carrying value and fair value of the asset at the time it was reclassified from real estate assets held-for-use (at cost) to real estate assets held for sale (at estimated fair value). The fair value measurement used in the evaluation of this non-financial asset was based upon the amount set forth in the purchaser's original letter of intent which approximated the land value of the asset due to the age of construction and lack of near term leasing prospects for the building.

## 10. Commitments and Contingencies

### *Commitments Under Existing Lease Agreements*

Certain lease agreements include provisions that may obligate Piedmont to provide funding for tenant or building improvements and/or leasing commissions. Piedmont classifies such tenant and building improvements into two categories: (i) improvements which maintain the building's existing asset value and its revenue generating capacity ("non-incremental capital expenditures"); and (ii) improvements which incrementally enhance the building's asset value by expanding its revenue generating capacity ("incremental capital expenditures"). As of December 31, 2013, Piedmont anticipates funding potential non-incremental capital expenditures of approximately \$85.1 million related to its existing lease portfolio over the respective lease terms. The timing of the actual funding of these tenant improvements is largely dependent upon tenant requests for reimbursement, and in some cases, these obligations may expire with the underlying lease without further recourse to Piedmont. As of December 31, 2013, commitments for incremental capital expenditures associated with new leases, totaled approximately \$19.5 million. In addition, certain agreements contain provisions that require Piedmont to issue corporate or property guarantees to provide funding for such capital improvements or other financial obligations.

### *Contingencies Related to Tenant Audits/Disputes*

Certain lease agreements include provisions that grant tenants the right to engage independent auditors to audit their annual operating expense reconciliations. Such audits may result in the re-interpretation of language in the lease agreements which could result in the refund of previously recognized tenant reimbursement revenues, resulting in financial loss to Piedmont. Piedmont recorded additional expense related to such tenant audits/disputes of approximately \$1.2 million, \$0.2 million and \$0.7 million during the years ended December 31, 2013, 2012, and 2011, respectively.

### *Letters of Credit*

As of December 31, 2013, Piedmont was subject to the following letters of credit, which reduce the total outstanding capacity under its \$500 Million Unsecured Line of Credit:

	<u>Amount</u>	<u>Expiration of Letter of Credit <sup>(1)</sup></u>
\$	1,805,480 <sup>(2)</sup>	July 2014
\$	9,033,164 <sup>(2)</sup>	July 2014
\$	382,556	July 2014

<sup>(1)</sup> All of Piedmont's outstanding letter of credit agreements contain an "evergreen" clause, which automatically renews for consecutive, one-year periods each anniversary, subject to certain limitations.

<sup>(2)</sup> These letter of credit agreements were terminated in conjunction with repaying the notes payable secured by the Aon Center building in Chicago, Illinois on February 3, 2014.

### *Operating Lease Obligations*

Two properties including the 2001 NW 64<sup>th</sup> Street building in Ft. Lauderdale, Florida and the River Corporate Center building in Tempe, Arizona were subject to ground leases during the year with expiration dates of 2048 and 2101, respectively. The aggregate payments required under the terms of these operating leases as of December 31, 2013 are presented below (in thousands):

2014	\$ 451
2015	451
2016	451
2017	451
2018	451
Thereafter	41,071
<b>Total</b>	<b>\$ 43,326</b>

Ground rent expense was approximately \$0.8 million, \$0.8 million, and \$0.6 million for the years ended December 31, 2013, 2012, and 2011, respectively, and is included in property operating costs in the accompanying consolidated statements of income. The net book value of the real estate assets of the related office buildings subject to operating ground leases is approximately \$21.9 million and \$31.8 million as of December 31, 2013 and 2012, respectively.

*Litigation*

Piedmont is from time to time a party to legal proceedings, which arise in the ordinary course of its business. None of these ordinary course legal proceedings are reasonably likely to have a material adverse effect on results of operations or financial condition. Piedmont is not aware of any such legal proceedings contemplated by governmental authorities.

**11. Stock Based Compensation**

*Deferred Stock Awards*

Piedmont has granted deferred stock awards in the form of restricted stock to its employees. The awards are determined by the Compensation Committee of the board of directors of Piedmont on an annual basis and typically vest over a three-year period beginning on the grant date. In addition, Piedmont has adopted a multi-year performance share program for certain of its employees. Restricted shares are earned based on the relative performance of Piedmont's total stockholder return as compared with a predetermined peer group's total stockholder return over a three-year period. Shares are not awarded until after the end of the third year in the performance period and vest immediately upon award.

A rollforward of Piedmont's deferred stock award activity for the year ended December 31, 2013 is as follows:

	Shares	Weighted-Average Grant Date Fair Value
Unvested Deferred Stock Awards as of December 31, 2012	318,893	\$ 18.41
Deferred Stock Awards Granted During Fiscal Year 2013	161,257	\$ 19.47
Deferred Stock Awards Vested During Fiscal Year 2013	(209,284)	\$ 18.91
Deferred Stock Awards Forfeited During Fiscal Year 2013	(5,727)	\$ 18.62
Unvested Deferred Stock Awards as of December 31, 2013	265,139	\$ 18.65

The following table provides additional information regarding stock award activity during the years ended December 31, 2013, 2012, and 2011 (in thousands except for per share data):

	2013	2012	2011
Weighted-Average Grant Date Fair Value for Shares Granted During the Year (per share)	\$ 19.47	\$ 17.53	\$ 19.03
Total Grant Date Fair Value of Shares Vested During the Year	\$ 3,957	\$ 5,331	\$ 5,405
Share-based Liabilities Paid <sup>(1)</sup>	\$ 103	\$ 798	\$ 851

<sup>(1)</sup> Amounts reflect the issuance of performance share awards during the period.

A detail of Piedmont's outstanding employee deferred stock awards as of December 31, 2013 is as follows:

<b>Date of grant</b>	<b>Type of Award</b>	<b>Net Shares Granted <sup>(1)</sup></b>	<b>Grant Date Fair Value</b>	<b>Vesting Schedule</b>	<b>Unvested Shares as of December 31, 2013</b>
April 5, 2011	Annual Deferred Stock Award	116,116	\$ 19.40	Of the shares granted, 25% vested on the date of grant, and 25% of the shares vest on April 5, 2012, 2013, and 2014, respectively.	36,835
April 5, 2011	Fiscal Year 2011-2013 Performance Share Program	—	\$ 18.27	Shares awarded, if any, will vest immediately upon determination of award in 2014.	— <sup>(2)</sup>
April 4, 2012	Annual Deferred Stock Award	190,134	\$ 17.53	Of the shares granted, 25% vested on the date of grant, and 25% of the shares vest on April 4, 2013, 2014, and 2015, respectively.	110,184
April 4, 2012	Fiscal Year 2012-2014 Performance Share Program	—	\$ 17.42	Shares awarded, if any, will vest immediately upon determination of award in 2015.	— <sup>(2)</sup>
April 2, 2013	Annual Deferred Stock Award	146,679	\$ 19.47	Of the shares granted, 25% vested on the date of grant, and 25% of the shares vest on April 2, 2014, 2015, and 2016, respectively.	118,120
April 2, 2013	Fiscal Year 2013-2015 Performance Share Program	—	\$ 18.91	Shares awarded, if any, will vest immediately upon determination of award in 2016.	— <sup>(2)</sup>
<b>Total</b>					<b>265,139</b>

<sup>(1)</sup> Amounts reflect the total grant to employees, net of shares surrendered upon vesting to satisfy required minimum tax withholding obligations through December 31, 2013.

<sup>(2)</sup> Estimated based on Piedmont's cumulative total stockholder return ("TSR") for the respective performance period through December 31, 2013. As of December 31, 2013, Piedmont's TSR for each of these respective plans was below threshold. Such estimates are subject to change in future periods based on both Piedmont's and its peers' stock performance and dividends paid.

During the years ended December 31, 2013, 2012, and 2011, Piedmont recognized approximately \$3.1 million, \$3.9 million and \$6.5 million of compensation expense related to stock awards, of which approximately \$2.0 million, \$2.5 million and \$5.3 million, related to the amortization of nonvested shares, respectively. During the year ended December 31, 2013, a total of 150,852 shares were issued to employees, directors and officers. As of December 31, 2013, approximately \$1.9 million of unrecognized compensation cost related to nonvested, annual deferred stock awards remained, which Piedmont will record in its statements of income over a weighted-average vesting period of approximately one year.

## 12. Earnings Per Share

There are no adjustments to "Net income attributable to Piedmont" or "Income from continuing operations" for the diluted earnings per share computations.

Net income per share-basic is calculated as net income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Net income per share-diluted is calculated as net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during the period, including nonvested restricted stock. Diluted weighted average number of common shares is calculated to reflect the potential dilution under the treasury stock method that would occur as if the remaining unvested restricted stock awards has vested and resulted in additional common shares outstanding.

The following table reconciles the denominator for the basic and diluted earnings per share computations shown on the consolidated statements of operations for the years ended December 31, 2013, 2012, and 2011 (in thousands):

	2013	2012	2011
Weighted-average common shares—basic	165,013	170,312	172,765
Plus incremental weighted-average shares resulting from the assumed conversion of time-vested restricted stock awards	124	129	216
Weighted-average common shares—diluted	165,137	170,441	172,981

### 13. Operating Leases

Piedmont's real estate assets are leased to tenants under operating leases for which the terms vary, including certain provisions to extend the lease term, options for early terminations subject to specified penalties, and other terms and conditions as negotiated. Piedmont retains substantially all of the risks and benefits of ownership of the real estate assets leased to tenants. Amounts required as security deposits vary depending upon the terms of the respective leases and the creditworthiness of the tenant, however, generally they are not significant. Exposure to credit risk is limited to the extent that tenant receivables exceed this amount. Security deposits related to tenant leases are included in accounts payable and accrued expenses in the accompanying consolidated balance sheets.

As of December 31, 2013, approximately 90% of our ALR (unaudited) is generated from our primary markets: Atlanta, Boston, Chicago, Los Angeles, Minneapolis, the New York MSA, Texas (Dallas, Houston and Austin), and Washington, D.C. Furthermore, almost 10% of Piedmont's ALR (unaudited) is generated from federal governmental agencies.

The future minimum rental income from Piedmont's investment in real estate assets under non-cancelable operating leases, excluding unconsolidated joint ventures, as of December 31, 2013, is presented below (in thousands):

Years ending December 31:

2014	\$ 386,504
2015	394,329
2016	372,684
2017	352,014
2018	321,294
Thereafter	1,446,082
Total	\$ 3,272,907

### 14. Discontinued Operations

Piedmont has classified the results of operations related to the following properties as discontinued operations (in thousands):

Building Sold	Location	Date of Sale	Gain/(Loss) on Sale	Net Sales Proceeds
Eastpointe Corporate Center	Issaquah, Washington	July 1, 2011	\$ 12,152	\$ 31,704
5000 Corporate Court	Holtsville, New York	August 31, 2011	\$ 14,367	\$ 36,100
35 West Wacker Drive	<sup>(1)</sup> Chicago, Illinois	December 15, 2011	\$ 96,138	\$ 223,981
Portland Portfolio	<sup>(2)</sup> Beaverton, Oregon	March 19, 2012	\$ 17,823	\$ 43,832
26200 Enterprise Way	Lake Forest, California	May 31, 2012	\$ 10,013	\$ 24,412
110 & 112 Hidden Lake Circle Buildings	Duncan, South Carolina	September 21, 2012	\$ (259)	\$ 25,595
1111 Durham Avenue	South Plainfield, New Jersey	March 28, 2013	\$ (9)	\$ 3,752
1200 Enclave Parkway	Houston, Texas	May 1, 2013	\$ 16,246	\$ 45,552
350 Spectrum Loop	Colorado Springs, Colorado	November 1, 2013	\$ 7,959	\$ 29,676
8700 South Price Road	Tempe, Arizona	December 30, 2013	\$ 7,096	\$ 16,691

<sup>(1)</sup> Piedmont sold its approximate 96.5% ownership in the property. Transaction data above is presented at Piedmont's ownership percentage.



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(2) The Portland Portfolio consisted of four office properties known as the Deschutes building, the Rhein building, the Rogue building, and the Willamette building, as well as 18.19 acres of adjoining, undeveloped land.

*Income from Discontinued Operations*

The details comprising income from discontinued operations are presented below (in thousands):

	Years Ended December 31,		
	2013	2012	2011
<b>Revenues:</b>			
Rental income	\$ 4,678	\$ 13,215	\$ 45,306
Tenant reimbursements	757	1,528	20,632
	<u>5,435</u>	<u>14,743</u>	<u>65,938</u>
<b>Expenses:</b>			
Property operating costs	1,900	5,216	26,243
Depreciation	1,004	3,291	9,044
Amortization	209	690	5,995
General and administrative	2	45	(168)
	<u>3,115</u>	<u>9,242</u>	<u>41,114</u>
<b>Other income (expense):</b>			
Interest expense	—	—	(5,931)
Interest income and other income/(expense)	26	—	(91)
Net casualty recoveries	17	—	—
Net loss attributable to noncontrolling interest	—	—	(453)
	<u>43</u>	<u>—</u>	<u>(6,475)</u>
<b>Operating income, excluding impairment loss and gain on sale of real estate assets</b>	<b>2,363</b>	<b>5,501</b>	<b>18,349</b>
<b>Impairment loss</b>	<b>(6,402)</b>	<b>—</b>	<b>—</b>
<b>Gain on sale of real estate assets</b>	<b>31,292</b>	<b>27,577</b>	<b>122,657</b>
<b>Income from discontinued operations</b>	<b>\$ 27,253</b>	<b>\$ 33,078</b>	<b>\$ 141,006</b>

**15. Supplemental Disclosures of Noncash Activities**

Significant noncash investing and financing activities for the years ended December 31, 2013, 2012, and 2011 (in thousands) are outlined below:

	2013	2012	2011
Accrued capital expenditures and deferred lease costs	\$ 12,460	\$ 12,598	\$ 8,218
Change in accrued offering costs related to issuance of common stock	\$ —	\$ (567)	\$ 227
Net assets assumed upon consolidation of variable interest entity, net of notes receivable previously recorded	\$ —	\$ —	\$ 188,283
Liabilities assumed upon consolidation of variable interest entity	\$ —	\$ —	\$ 191,814
Change in accrued share repurchases as part of an announced plan	\$ 1,718	\$ 287	\$ —

## 16. Income Taxes

Piedmont's income tax basis net income for the years ended December 31, 2013, 2012, and 2011, is calculated as follows (in thousands):

	2013	2012	2011
GAAP basis financial statement net income	\$ 98,728	\$ 93,204	\$ 225,041
Increase (decrease) in net income resulting from:			
Depreciation and amortization expense for financial reporting purposes in excess of amounts for income tax purposes	42,374	35,125	47,346
Rental income accrued for income tax purposes less than amounts for financial reporting purposes	(25,964)	(10,422)	(9,380)
Net amortization of above/below-market lease intangibles for financial reporting purposes in excess of amounts for income tax purposes	(4,701)	(5,324)	(6,605)
Gain on disposal of property for financial reporting purposes in excess of amounts for income tax purposes	(35,153)	(7,967)	(66,410)
Taxable income of Piedmont Washington Properties, Inc., in excess of amount for financial reporting purposes	—	2,662	4,515
Other expenses for financial reporting purposes in excess of amounts for income tax purposes	9,045	14,361	(2,072)
Income tax basis net income, prior to dividends paid deduction	\$ 84,329	\$ 121,639	\$ 192,435

For income tax purposes, dividends to common stockholders are characterized as ordinary income, capital gains, or as a return of a stockholder's invested capital. The composition of Piedmont's distributions per common share is presented below:

	2013	2012	2011
Ordinary income	64%	73%	61%
Return of capital	36%	11%	12%
Capital gains	—%	16%	27%
	<b>100%</b>	<b>100%</b>	<b>100%</b>

At December 31, 2013 and 2012, the tax basis carrying value of Piedmont's total assets was approximately \$4.5 billion and \$4.1 billion, respectively.

Accrued interest and penalties related to uncertain tax positions are included in accounts payable, accrued expenses, and accrued capital expenditures in the accompanying consolidated balance sheets and the tax liability recorded, including the interest and penalties, was approximately \$6.7 million as of December 31, 2013 and 2012. Piedmont recorded no additional expense during the years ended December 31, 2013, 2012, and 2011, respectively, related to such positions. The tax years 2010 to 2013 remain open to examination by various federal and state taxing authorities.

## 17. Quarterly Results (unaudited)

A summary of the unaudited quarterly financial information for the years ended December 31, 2013 and 2012, is presented below (in thousands, except per-share data). The amounts presented may have been restated from previous period presentations due to reclassifications related to discontinued operations (see Note 14 for further detail).

	2013			
	First	Second	Third	Fourth
Revenues	\$ 133,293	\$ 133,713	\$ 144,631	\$ 142,868
Real estate operating income	\$ 37,781	\$ 32,863	\$ 35,563	\$ 33,981
Income from continuing operations	\$ 20,365	\$ 18,279	\$ 18,688	\$ 14,158
Income/(loss) from discontinued operations	\$ (5,710)	\$ 17,083	\$ 412	\$ 15,468
Net income attributable to Piedmont	\$ 14,651	\$ 35,358	\$ 19,096	\$ 29,623
Basic and diluted earnings per share	\$ 0.09	\$ 0.21	\$ 0.12	\$ 0.18
Dividends per share	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.20

	2012			
	First	Second	Third	Fourth
Revenues	\$ 129,960	\$ 130,556	\$ 132,149	\$ 132,379
Real estate operating income	\$ 33,978	\$ 34,991	\$ 33,263	\$ 33,846
Income from continuing operations	\$ 17,707	\$ 19,579	\$ 10,222	\$ 12,633
Income from discontinued operations	\$ 19,524	\$ 11,133	\$ 612	\$ 1,809
Net income attributable to Piedmont	\$ 37,228	\$ 30,708	\$ 10,830	\$ 14,438
Basic and diluted earnings per share	\$ 0.22	\$ 0.18	\$ 0.06	\$ 0.09
Dividends per share	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.20

#### 18. Guarantor and Non-Guarantor Financial Information

The following condensed consolidating financial information for Piedmont Operating Partnership, LP (the "Issuer"), Piedmont Office Realty Trust, Inc. (the "Guarantor"), and the other directly and indirectly owned subsidiaries of the Guarantor (the "Non-Guarantor Subsidiaries") is provided pursuant to the requirements of Rule 3-10 of Regulation S-X regarding financial statements of guarantors and issuers of guaranteed registered securities. The principal elimination entries relate to investments in subsidiaries and intercompany balances and transactions, including transactions with the Non-Guarantor Subsidiaries. Additionally, certain reclassifications have been made to the statements presented below to reflect investments in subsidiaries, which had previously been presented on a net basis, on a gross basis. As all investments in subsidiaries are eliminated in consolidation, none of these reclassifications affect the total financial position or net income attributable to Piedmont as presented in previous periods.

**Condensed Consolidated Balance Sheets**  
**As of December 31, 2013**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets:</b>					
Real estate assets, at cost:					
Land	\$ 88,054	\$ —	\$ 600,707	\$ —	\$ 688,761
Buildings and improvements, less accumulated depreciation	477,712	—	2,687,163	(300)	3,164,575
Intangible lease assets, less accumulated amortization	2,356	—	72,021	—	74,377
Construction in progress	4,627	—	19,643	—	24,270
Total real estate assets	572,749	—	3,379,534	(300)	3,951,983
Investments in and amounts due from unconsolidated joint ventures	14,388	—	—	—	14,388
Cash and cash equivalents	3,352	150	3,471	—	6,973
Tenant and straight-line receivables, net	36,142	—	134,409	—	170,551
Advances to affiliates	5,312,384	1,288,547	—	(6,600,931)	—
Investment in subsidiary	—	4,003,806	197	(4,004,003)	—
Notes receivable	160,000	2,000	23,890	(185,890)	—
Prepaid expenses, restricted cash, escrows, and other assets	5,319	44	20,779	(977)	25,165
Goodwill	180,097	—	—	—	180,097
Interest rate swap	24,176	—	—	—	24,176
Deferred financing costs, net	7,764	—	995	—	8,759
Deferred lease costs, net	34,413	—	249,583	—	283,996
Total assets	\$ 6,350,784	\$ 5,294,547	\$ 3,812,858	\$ (10,792,101)	\$ 4,666,088
<b>Liabilities:</b>					
Debt	\$ 1,038,570	\$ —	\$ 1,149,525	\$ (185,890)	\$ 2,002,205
Accounts payable, accrued expenses, and accrued capital expenditures	13,824	2,376	113,595	(977)	128,818
Advances from affiliates	312,881	4,863,672	1,467,334	(6,643,887)	—
Deferred income	5,086	—	17,181	—	22,267
Intangible lease liabilities, net	—	—	47,113	—	47,113
Interest rate swaps	4,526	—	—	—	4,526
Total liabilities	1,374,887	4,866,048	2,794,748	(6,830,754)	2,204,929
<b>Stockholders' Equity:</b>					
Common stock	—	1,575	—	—	1,575
Additional paid-in capital	4,003,806	3,668,906	197	(4,004,003)	3,668,906
Cumulative distributions in excess of earnings	951,813	(3,241,982)	1,016,304	42,656	(1,231,209)
Other comprehensive loss	20,278	—	—	—	20,278
Piedmont stockholders' equity	4,975,897	428,499	1,016,501	(3,961,347)	2,459,550
Noncontrolling interest	—	—	1,609	—	1,609
Total stockholders' equity	4,975,897	428,499	1,018,110	(3,961,347)	2,461,159
Total liabilities and stockholders' equity	\$ 6,350,784	\$ 5,294,547	\$ 3,812,858	\$ (10,792,101)	\$ 4,666,088

**Condensed Consolidated Balance Sheets**  
**As of December 31, 2012**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets:</b>					
Real estate assets, at cost:					
Land	\$ 93,967	\$ —	\$ 535,569	\$ —	\$ 629,536
Buildings and improvements, less accumulated depreciation	528,548	—	2,379,530	—	2,908,078
Intangible lease assets, less accumulated amortization	3,266	—	51,479	—	54,745
Construction in progress	1,056	—	19,317	—	20,373
<b>Total real estate assets</b>	<b>626,837</b>	<b>—</b>	<b>2,985,895</b>	<b>—</b>	<b>3,612,732</b>
Investments in and amounts due from unconsolidated joint ventures	37,689	—	—	—	37,689
Cash and cash equivalents	62,371	239	(49,653)	—	12,957
Tenant and straight-line rent receivables, net	34,288	—	113,049	—	147,337
Advances to affiliates	4,623,173	1,300,158	—	(5,923,331)	—
Investment in subsidiary	—	4,068,844	200	(4,069,044)	—
Notes receivable	160,000	2,500	23,890	(186,390)	—
Prepaid expenses, restricted cash, escrows, and other assets	5,149	14	17,402	(948)	21,617
Goodwill	180,097	—	—	—	180,097
Interest rate swap	1,075	—	—	—	1,075
Deferred financing costs, net	4,292	—	2,162	—	6,454
Deferred lease costs, net	30,426	—	204,491	—	234,917
<b>Total assets</b>	<b>\$ 5,765,397</b>	<b>\$ 5,371,755</b>	<b>\$ 3,297,436</b>	<b>\$ (10,179,713)</b>	<b>\$ 4,254,875</b>
<b>Liabilities:</b>					
Debt	\$ 452,890	\$ —	\$ 1,150,025	\$ (186,390)	\$ 1,416,525
Accounts payable, accrued expenses, and accrued capital expenditures	20,443	645	107,123	(948)	127,263
Advances from affiliates	274,159	4,636,936	1,044,446	(5,955,541)	—
Deferred income	5,991	—	15,561	—	21,552
Intangible lease liabilities, net	24	—	40,781	—	40,805
Interest rate swaps	8,235	—	—	—	8,235
<b>Total liabilities</b>	<b>761,742</b>	<b>4,637,581</b>	<b>2,357,936</b>	<b>(6,142,879)</b>	<b>1,614,380</b>
<b>Stockholders' Equity:</b>					
Common stock	—	1,676	—	—	1,676
Additional paid-in capital	4,068,844	3,667,051	200	(4,069,044)	3,667,051
Cumulative distributions in excess of earnings	941,971	(2,934,553)	937,691	32,210	(1,022,681)
Other comprehensive loss	(7,160)	—	—	—	(7,160)
<b>Piedmont stockholders' equity</b>	<b>5,003,655</b>	<b>734,174</b>	<b>937,891</b>	<b>(4,036,834)</b>	<b>2,638,886</b>
Noncontrolling interest	—	—	1,609	—	1,609
<b>Total stockholders' equity</b>	<b>5,003,655</b>	<b>734,174</b>	<b>939,500</b>	<b>(4,036,834)</b>	<b>2,640,495</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 5,765,397</b>	<b>\$ 5,371,755</b>	<b>\$ 3,297,436</b>	<b>\$ (10,179,713)</b>	<b>\$ 4,254,875</b>

**Condensed Consolidated Statements of Income**  
**For the year ended December 31, 2013**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues:</b>					
Rental income	\$ 77,200	\$ —	\$ 375,769	\$ (5,282)	\$ 447,687
Tenant reimbursements	16,526	—	88,461	(420)	104,567
Property management fee revenue	—	—	15,360	(13,109)	2,251
	<u>93,726</u>	<u>—</u>	<u>479,590</u>	<u>(18,811)</u>	<u>554,505</u>
<b>Expenses:</b>					
Property operating costs	41,833	—	200,472	(19,326)	222,979
Depreciation	23,857	—	98,705	—	122,562
Amortization	5,297	—	40,354	—	45,651
Impairment loss	1,242	—	—	—	1,242
General and administrative	21,011	337	24,927	(24,392)	21,883
	<u>93,240</u>	<u>337</u>	<u>364,458</u>	<u>(43,718)</u>	<u>414,317</u>
<b>Real estate operating income/(loss)</b>	<b>486</b>	<b>(337)</b>	<b>115,132</b>	<b>24,907</b>	<b>140,188</b>
<b>Other income (expense):</b>					
Interest expense	(22,242)	—	(63,900)	12,559	(73,583)
Interest income and other income/(expense)	10,630	164	(587)	(12,559)	(2,352)
Litigation settlement recovery	1,250	—	—	—	1,250
Net casualty recoveries/(loss)	(567)	—	11,128	—	10,561
Equity in loss of unconsolidated joint ventures	(3,676)	—	—	—	(3,676)
Loss on consolidation	(898)	—	—	—	(898)
	<u>(15,503)</u>	<u>164</u>	<u>(53,359)</u>	<u>—</u>	<u>(68,698)</u>
<b>Income/(loss) from continuing operations</b>	<b>(15,017)</b>	<b>(173)</b>	<b>61,773</b>	<b>24,907</b>	<b>71,490</b>
<b>Discontinued operations:</b>					
Operating income, excluding impairment loss	1,755	—	608	—	2,363
Impairment loss	(6,402)	—	—	—	(6,402)
Gain on sale of real estate assets	15,046	—	16,246	—	31,292
<b>Income from discontinued operations</b>	<b>10,399</b>	<b>—</b>	<b>16,854</b>	<b>—</b>	<b>27,253</b>
<b>Net income/(loss)</b>	<b>(4,618)</b>	<b>(173)</b>	<b>78,627</b>	<b>24,907</b>	<b>98,743</b>
<b>Less: Net income attributable to noncontrolling interest</b>	<b>—</b>	<b>—</b>	<b>(15)</b>	<b>—</b>	<b>(15)</b>
<b>Net income/(loss) attributable to Piedmont</b>	<b>\$ (4,618)</b>	<b>\$ (173)</b>	<b>\$ 78,612</b>	<b>\$ 24,907</b>	<b>\$ 98,728</b>

**Condensed Consolidated Statements of Income**  
**For the year ended December 31, 2012**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues:</b>					
Rental income	\$ 72,072	\$ —	\$ 348,713	\$ (4,813)	\$ 415,972
Tenant reimbursements	17,100	—	89,937	(283)	106,754
Property management fee revenue	—	—	14,350	(12,032)	2,318
	<u>89,172</u>	<u>—</u>	<u>453,000</u>	<u>(17,128)</u>	<u>525,044</u>
<b>Expenses:</b>					
Property operating costs	36,486	—	189,665	(17,871)	208,280
Depreciation	23,456	—	86,903	—	110,359
Amortization	5,524	—	44,038	—	49,562
General and administrative	19,804	294	23,574	(22,907)	20,765
	<u>85,270</u>	<u>294</u>	<u>344,180</u>	<u>(40,778)</u>	<u>388,966</u>
<b>Real estate operating income/(loss)</b>	<b>3,902</b>	<b>(294)</b>	<b>108,820</b>	<b>23,650</b>	<b>136,078</b>
<b>Other income (expense):</b>					
Interest expense	(12,530)	—	(65,001)	12,508	(65,023)
Interest income and other income/(expense)	12,226	15	1,100	(12,508)	833
Litigation settlement expense	(7,500)	—	—	—	(7,500)
Net casualty recoveries/(loss)	(5,195)	—	25	—	(5,170)
Equity in income of unconsolidated joint ventures	923	—	—	—	923
	<u>(12,076)</u>	<u>15</u>	<u>(63,876)</u>	<u>—</u>	<u>(75,937)</u>
<b>Income/(loss) from continuing operations</b>	<b>(8,174)</b>	<b>(279)</b>	<b>44,944</b>	<b>23,650</b>	<b>60,141</b>
<b>Discontinued operations:</b>					
Operating income	5,220	—	281	—	5,501
Gain on sale of real estate assets	27,577	—	—	—	27,577
<b>Income from discontinued operations</b>	<b>32,797</b>	<b>—</b>	<b>281</b>	<b>—</b>	<b>33,078</b>
<b>Net income/(loss)</b>	<b>24,623</b>	<b>(279)</b>	<b>45,225</b>	<b>23,650</b>	<b>93,219</b>
<b>Less: Net income attributable to noncontrolling interest</b>	<b>—</b>	<b>—</b>	<b>(15)</b>	<b>—</b>	<b>(15)</b>
<b>Net income/(loss) attributable to Piedmont</b>	<b>\$ 24,623</b>	<b>\$ (279)</b>	<b>\$ 45,210</b>	<b>\$ 23,650</b>	<b>\$ 93,204</b>

**Condensed Consolidated Statements of Income**  
**For the year ended December 31, 2011**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues:</b>					
Rental income	\$ 67,669	\$ —	\$ 343,492	\$ (1,450)	\$ 409,711
Tenant reimbursements	18,539	—	95,313	(39)	113,813
Property management fee revenue	—	—	14,474	(12,890)	1,584
	<u>86,208</u>	<u>—</u>	<u>453,279</u>	<u>(14,379)</u>	<u>525,108</u>
<b>Expenses:</b>					
Property operating costs	40,311	—	177,566	(15,346)	202,531
Depreciation	21,148	—	79,538	—	100,686
Amortization	4,860	—	49,148	—	54,008
General and administrative	25,029	(50)	24,570	(24,477)	25,072
	<u>91,348</u>	<u>(50)</u>	<u>330,822</u>	<u>(39,823)</u>	<u>382,297</u>
<b>Real estate operating income/(loss)</b>	<b>(5,140)</b>	<b>50</b>	<b>122,457</b>	<b>25,444</b>	<b>142,811</b>
<b>Other income (expense):</b>					
Interest expense	(8,991)	—	(70,526)	13,700	(65,817)
Interest income and other income/(expense)	11,975	—	4,591	(13,700)	2,866
Equity in income of unconsolidated joint ventures	1,619	—	—	—	1,619
Gain on consolidation	—	—	1,532	—	1,532
Gain on extinguishment of debt	—	—	1,039	—	1,039
	<u>4,603</u>	<u>—</u>	<u>(63,364)</u>	<u>—</u>	<u>(58,761)</u>
<b>Income/(loss) from continuing operations</b>	<b>(537)</b>	<b>50</b>	<b>59,093</b>	<b>25,444</b>	<b>84,050</b>
<b>Discontinued operations:</b>					
Operating income	6,842	—	11,507	—	18,349
Gain on sale of real estate assets	12,152	—	110,505	—	122,657
<b>Income from discontinued operations</b>	<b>18,994</b>	<b>—</b>	<b>122,012</b>	<b>—</b>	<b>141,006</b>
<b>Net income</b>	<b>18,457</b>	<b>50</b>	<b>181,105</b>	<b>25,444</b>	<b>225,056</b>
<b>Less: Net income attributable to noncontrolling interest</b>	<b>—</b>	<b>—</b>	<b>(15)</b>	<b>—</b>	<b>(15)</b>
<b>Net income attributable to Piedmont</b>	<b>\$ 18,457</b>	<b>\$ 50</b>	<b>\$ 181,090</b>	<b>\$ 25,444</b>	<b>\$ 225,041</b>



**Condensed Consolidated Statements of Cash Flows**  
**For the year ended December 31, 2013**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net Cash Provided by Operating Activities</b>	\$ 15,327	\$ 1,853	\$ 172,992	\$ 24,907	\$ 215,079
<b>Cash Flows from Investing Activities:</b>					
Acquisition of real estate assets, related intangibles and capitalized expenditures, net of accruals	(10,382)	—	(532,088)	300	(542,170)
Intercompany note receivable	—	500	—	(500)	—
Acquisition of unconsolidated joint ventures, net of cash assumed	18,045	—	(32,287)	—	(14,242)
Net sales proceeds from wholly-owned properties	50,118	—	45,553	—	95,671
Investments in unconsolidated joint ventures	(793)	—	—	—	(793)
Deferred lease costs paid	(10,980)	—	(23,318)	—	(34,298)
Net cash provided by/(used in) investing activities	46,008	500	(542,140)	(200)	(495,832)
<b>Cash Flows from Financing Activities:</b>					
Deferred financing costs paid	(4,892)	—	—	—	(4,892)
Proceeds from debt	1,085,604	—	—	—	1,085,604
Repayments of debt	(500,000)	—	—	—	(500,000)
Intercompany note payable	—	—	(500)	500	—
Net costs of issuance of common stock	—	(91)	—	—	(91)
Repurchases of common stock as part of announced plan	—	(173,551)	—	—	(173,551)
Intercompany distributions	(701,066)	303,486	422,787	(25,207)	—
Dividends paid and discount on dividend reinvestments	—	(132,286)	(15)	—	(132,301)
Net cash provided by/(used in) financing activities	(120,354)	(2,442)	422,272	(24,707)	274,769
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(59,019)</b>	<b>(89)</b>	<b>53,124</b>	<b>—</b>	<b>(5,984)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>62,371</b>	<b>239</b>	<b>(49,653)</b>	<b>—</b>	<b>12,957</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 3,352</b>	<b>\$ 150</b>	<b>\$ 3,471</b>	<b>\$ —</b>	<b>\$ 6,973</b>

**Condensed Consolidated Statements of Cash Flows**  
**For the year ended December 31, 2012**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net Cash Provided by Operating Activities</b>	\$ 32,260	\$ 2,215	\$ 162,800	\$ 23,650	\$ 220,925
<b>Cash Flows from Investing Activities:</b>					
Acquisition of real estate assets, related intangibles and capitalized expenditures, net of accruals	(20,763)	—	(87,724)	—	(108,487)
Intercompany note receivable	—	(2,500)	—	2,500	—
Net sales proceeds from wholly-owned properties	93,839	—	—	—	93,839
Investments in unconsolidated joint ventures	(136)	—	—	—	(136)
Deferred lease costs paid	(4,164)	—	(44,528)	—	(48,692)
Net cash provided by/(used in) investing activities	68,776	(2,500)	(132,252)	2,500	(63,476)
<b>Cash Flows from Financing Activities:</b>					
Deferred financing costs paid	(3,125)	—	—	—	(3,125)
Proceeds from debt	409,000	—	—	—	409,000
Repayments of debt	(280,000)	—	(185,000)	—	(465,000)
Intercompany note payable	—	—	2,500	(2,500)	—
Net costs of issuance of common stock	—	(229)	—	—	(229)
Repurchases of common stock as part of announced plan	—	(88,450)	—	—	(88,450)
Intercompany distributions	(331,460)	225,427	129,683	(23,650)	—
Dividends paid and discount on dividend reinvestments	—	(136,363)	(15)	—	(136,378)
Net cash provided by/(used in) financing activities	(205,585)	385	(52,832)	(26,150)	(284,182)
<b>Net increase/(decrease) in cash and cash equivalents</b>	(104,549)	100	(22,284)	—	(126,733)
<b>Cash and cash equivalents, beginning of year</b>	166,920	139	(27,369)	—	139,690
<b>Cash and cash equivalents, end of year</b>	\$ 62,371	\$ 239	\$ (49,653)	\$ —	\$ 12,957

**Condensed Consolidated Statements of Cash Flows**  
**For the year ended December 31, 2011**

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net Cash Provided by Operating Activities</b>	\$ 34,362	\$ 2,375	\$ 204,913	\$ 25,445	\$ 267,095
<b>Cash Flows from Investing Activities:</b>					
Acquisition of real estate assets, related intangibles and capitalized expenditures, net of accruals	(15,856)	—	(199,753)	—	(215,609)
Intercompany note receivable	—	—	53,000	(53,000)	—
Cash assumed upon consolidation of variable interest entity	—	—	5,063	—	5,063
Net sales proceeds from wholly-owned properties and consolidated joint venture	31,704	—	260,081	—	291,785
Net sales proceeds received from unconsolidated joint ventures	3,036	—	—	—	3,036
Investments in unconsolidated joint ventures	(151)	—	—	—	(151)
Liquidation of noncontrolling interest upon sale of consolidated joint venture	—	—	(95)	—	(95)
Deferred lease costs paid	(10,695)	—	(36,354)	—	(47,049)
Net cash provided by/(used in) investing activities	8,038	—	81,942	(53,000)	36,980
<b>Cash Flows from Financing Activities:</b>					
Deferred financing costs paid	(2,717)	—	(650)	—	(3,367)
Proceeds from debt	829,000	—	—	—	829,000
Repayments of debt	(779,000)	—	(43,875)	—	(822,875)
Intercompany note payable	(53,000)	—	—	53,000	—
Net costs of issuance of common stock	—	(252)	—	—	(252)
Repurchases of common stock as part of announced plan	—	(3,244)	—	—	(3,244)
Intercompany distributions	68,721	218,322	(261,598)	(25,445)	—
Dividends paid and discount on dividend reinvestments	—	(217,958)	(2,407)	—	(220,365)
Net cash provided by/(used in) financing activities	63,004	(3,132)	(308,530)	27,555	(221,103)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>105,404</b>	<b>(757)</b>	<b>(21,675)</b>	<b>—</b>	<b>82,972</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>61,516</b>	<b>896</b>	<b>(5,694)</b>	<b>—</b>	<b>56,718</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 166,920</b>	<b>\$ 139</b>	<b>\$ (27,369)</b>	<b>\$ —</b>	<b>\$ 139,690</b>

**19. Subsequent events**

*Declaration of Dividend for the First Quarter 2014*

On February 5, 2014, the board of directors of Piedmont declared dividends for the first quarter 2014 in the amount of \$0.20 per share on its common stock to stockholders of record as of the close of business on February 28, 2014. Such dividends are to be paid on March 21, 2014.

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*Contract signed for sale of 11107 & 11109 Sunset Hills Road*

On January 31, 2014, Piedmont entered into a binding contract to sell 11107 and 11109 Sunset Hills Road in Reston, VA. for \$22.6 million. The contract is anticipated to close during the first quarter of 2014.

**Piedmont Office Realty Trust, Inc.**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2013**  
**(dollars in thousands)**

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Gross Amount at Which Carried at December 31, 2013					Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (f)
				Land	Buildings and Improvements	Total	Costs Capitalized Subsequent to Acquisition	Land	Buildings and Improvements	Total	Accumulated Depreciation and Amortization			
3900 DALLAS PARKWAY	Plano, TX	100%	None	1,456	20,377	21,837	3,050	1,517	23,370	24,887	9,499	1999	12/21/1999	0 - 40
RIVER CORPORATE CENTER	Tempe, AZ	100%	(a)	—	16,036	16,036	7,340	—	23,376	23,376	7,224	1998	3/29/2000	0 - 40
1441 WEST LONG LAKE ROAD	Troy, MI	100%	None	2,160	16,776	18,936	(6,501)	1,202	11,233	12,435	7,326	1999	6/29/2000	0 - 40
1430 ENCLAVE PARKWAY	Houston, TX	100%	32,100	7,100	37,915	45,015	3,699	5,506	43,208	48,714	16,010	1994	12/21/2000	0 - 40
CRESCENT RIDGE II	Minnetonka, MN	100%	None	7,700	45,154	52,854	9,149	8,021	53,982	62,003	21,125	2000	12/21/2000	0 - 40
1200 CROWN COLONY DRIVE (c)	Quincy, MA	100%	20,200	11,042	40,666	51,708	2,738	11,042	43,404	54,446	14,268	1990	7/30/2001	0 - 40
5601 HIATUS ROAD	Tamarac, FL	100%	None	3,642	10,404	14,046	1,721	3,642	12,125	15,767	3,978	2001	12/21/2001	0 - 40
WINDY POINT I	Schaumburg, IL	100%	23,400	4,537	31,847	36,384	2,782	4,537	34,629	39,166	11,233	1999	12/31/2001	0 - 40
WINDY POINT II	Schaumburg, IL	100%	40,300	3,746	55,026	58,772	16,702	3,746	71,728	75,474	18,648	2001	12/31/2001	0 - 40
SARASOTA COMMERCE CENTER II	Sarasota, FL	100%	None	1,767	20,533	22,300	2,310	2,203	22,407	24,610	7,455	1999	1/11/2002	0 - 40
11695 JOHNS CREEK PARKWAY	Johns Creek, GA	100%	None	2,080	13,572	15,652	1,833	2,081	15,404	17,485	5,292	2001	3/28/2002	0 - 40
3750 BROOKSIDE PARKWAY	Alpharetta, GA	100%	None	1,561	14,207	15,768	218	1,561	14,425	15,986	4,548	2001	4/18/2002	0 - 40
2001 NW 64th STREET	Ft. Lauderdale, FL	100%	(a)	—	7,172	7,172	967	—	8,139	8,139	2,487	2001	4/18/2002	0 - 40
90 CENTRAL STREET	Boxborough, MA	100%	None	3,642	29,497	33,139	3,001	3,642	32,498	36,140	10,967	2001	5/3/2002	0 - 40
DESERT CANYON 300	Phoenix, AZ	100%	None	2,602	24,333	26,935	46	2,602	24,379	26,981	7,500	2001	6/4/2002	0 - 40
6031 CONNECTION DRIVE	Irving, TX	100%	None	3,157	43,656	46,813	3,477	3,157	47,133	50,290	14,040	1999	8/15/2002	0 - 40
6021 CONNECTION DRIVE	Irving, TX	100%	None	3,157	42,662	45,819	172	3,157	42,834	45,991	12,808	2000	8/15/2002	0 - 40
6011 CONNECTION DRIVE	Irving, TX	100%	None	3,157	29,034	32,191	2,586	3,157	31,620	34,777	10,338	1999	8/15/2002	0 - 40
BRAKER POINTE III (c)	Austin, TX	100%	16,500	6,098	34,492	40,590	1	6,099	34,492	40,591	10,387	2001	8/15/2002	0 - 40
CHANDLER FORUM	Chandler, AZ	100%	None	2,632	—	2,632	19,963	2,779	19,816	22,595	6,908	2003	9/12/2002	0 - 40
2 GATEHALL DRIVE (c)	Parsippany, NJ	100%	42,700	9,054	96,722	105,776	6,448	9,054	103,170	112,224	29,388	1985	9/27/2002	0 - 40
5601 HEADQUARTERS DRIVE	Plano, TX	100%	None	3,153	24,602	27,755	2,663	3,153	27,265	30,418	7,591	2001	9/27/2002	0 - 40

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Gross Amount at Which Carried at December 31, 2013					Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (f)
				Land	Buildings and Improvements	Total	Costs Capitalized Subsequent to Acquisition	Land	Buildings and Improvements	Total	Accumulated Depreciation and Amortization			
TWO INDEPENDENCE SQUARE (c)	Washington, DC	100%	105,800	52,711	202,702	255,413	49,791	52,711	252,493	305,204	62,617	1991	11/22/2002	0 - 40
ONE INDEPENDENCE SQUARE (c)	Washington, DC	100%	57,800	29,765	104,814	134,579	3,145	30,562	107,162	137,724	31,167	1991	11/22/2002	0 - 40
2120 WEST END AVENUE (c)	Nashville, TN	100%	26,800	4,908	59,011	63,919	6,671	5,100	65,490	70,590	19,586	2000	11/26/2002	0 - 40
800 NORTH BRAND BOULEVARD	Glendale, CA	100%	None	23,605	136,284	159,889	9,288	23,607	145,570	169,177	43,804	1990	12/20/2002	0 - 40
EASTPOINT I	Mayfield Heights, OH	100%	None	1,485	11,064	12,549	2,221	1,485	13,285	14,770	3,277	2000	1/9/2003	0 - 40
EASTPOINT II	Mayfield Heights, OH	100%	None	1,235	9,199	10,434	1,929	1,235	11,128	12,363	3,544	2000	1/9/2003	0 - 40
150 WEST JEFFERSON	Detroit, MI	100%	None	9,759	88,364	98,123	3,166	9,759	91,530	101,289	26,218	1989	3/31/2003	0 - 40
US BANCORP CENTER	Minneapolis, MN	100%	105,000	11,138	175,629	186,767	9,568	11,138	185,197	196,335	50,521	2000	5/1/2003	0 - 40
AON CENTER	Chicago, IL	100%	225,000	23,267	472,488	495,755	145,536	23,966	617,325	641,291	163,035	1972	5/9/2003	0 - 40
AUBURN HILLS CORPORATE CENTER	Auburn Hills, MI	100%	None	1,978	16,570	18,548	(8,331)	1,591	8,626	10,217	3,908	2001	5/9/2003	0 - 40
11107 SUNSET HILLS ROAD	Reston, VA	100%	None	2,711	17,890	20,601	518	2,711	18,408	21,119	5,692	1985	6/27/2003	0 - 40
11109 SUNSET HILLS ROAD	Reston, VA	100%	None	1,218	8,038	9,256	(2,723)	1,218	5,315	6,533	1,644	1984	6/27/2003	0 - 40
9211 CORPORATE BOULEVARD	Rockville, MD	100%	None	3,019	21,984	25,003	(4,805)	2,960	17,238	20,198	4,630	1989	7/30/2003	0 - 40
9221 CORPORATE BOULEVARD	Rockville, MD	100%	None	3,019	21,984	25,003	(2,577)	2,960	19,466	22,426	4,640	1989	7/30/2003	0 - 40
GLENRIDGE HIGHLANDS TWO	Atlanta, GA	100%	None	6,662	69,031	75,693	(20,391)	6,662	48,640	55,302	13,457	2000	8/1/2003	0 - 40
200 BRIDGEWATER CROSSING (c)	Bridgewater, NJ	100%	40,200	8,182	84,160	92,342	(13,774)	8,328	70,240	78,568	16,890	2002	8/14/2003	0 - 40
1055 EAST COLORADO BOULEVARD	Pasadena, CA	100%	29,200	6,495	30,265	36,760	(3,059)	6,495	27,206	33,701	6,349	2001	8/22/2003	0 - 40
FAIRWAY CENTER II (c)	Brea, CA	100%	10,700	7,110	15,600	22,710	(2,332)	7,110	13,268	20,378	3,670	2002	8/29/2003	0 - 40
COPPER RIDGE CENTER	Lyndhurst, NJ	100%	None	6,974	38,714	45,688	(4,701)	6,974	34,013	40,987	9,645	1989	9/5/2003	0 - 40
1901 MAIN STREET	Irvine, CA	100%	None	6,246	36,455	42,701	(6,157)	6,246	30,298	36,544	7,673	2001	9/17/2003	0 - 40
400 VIRGINIA AVE	Washington, DC	100%	None	22,146	49,740	71,886	(1,248)	22,146	48,492	70,638	12,989	1985	11/19/2003	0 - 40
4250 NORTH FAIRFAX DRIVE	Arlington, VA	100%	None	13,636	70,918	84,554	3,892	13,636	74,810	88,446	23,169	1998	11/19/2003	0 - 40

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Total	Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried at December 31, 2013			Accumulated Depreciation and Amortization	Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (f)
				Land	Buildings and Improvements	Total			Land	Buildings and Improvements	Total				
1225 EYE STREET (d)	Washington, DC	50%	57,600	21,959	47,602	69,561	(1,998)	21,959	45,604	67,563	12,749	1986	11/19/2003	0 - 40	
1201 EYE STREET (e)	Washington, DC	50%	82,400	31,985	63,139	95,124	(3,089)	31,985	60,050	92,035	15,595	2001	11/19/2003	0 - 40	
1901 MARKET STREET	Philadelphia, PA	100%	None	13,584	166,683	180,267	31,497	20,829	190,935	211,764	49,364	1987	12/18/2003	0 - 40	
60 BROAD STREET	New York, NY	100%	None	32,522	168,986	201,508	3,543	60,708	144,343	205,051	38,111	1962	12/31/2003	0 - 40	
1414 MASSACHUSETTS AVENUE	Cambridge, MA	100%	None	4,210	35,821	40,031	2,004	4,365	37,670	42,035	14,586	1873	1/8/2004	0 - 40	
ONE BRATTLE SQUARE	Cambridge, MA	100%	None	6,974	64,940	71,914	(3,920)	7,113	60,881	67,994	25,873	1991	2/26/2004	0 - 40	
600 CORPORATE DRIVE	Lebanon, NJ	100%	None	3,934	—	3,934	16,281	3,934	16,281	20,215	5,163	2005	3/16/2004	0 - 40	
1075 WEST ENTRANCE DRIVE	Auburn Hills, MI	100%	None	5,200	22,957	28,157	(313)	5,207	22,637	27,844	5,552	2001	7/7/2004	0 - 40	
3100 CLARENDON BOULEVARD	Arlington, VA	100%	None	11,700	69,705	81,405	(5,127)	11,791	64,487	76,278	14,653	1987	12/9/2004	0 - 40	
9200 CORPORATE BOULEVARD	Rockville, MD	100%	None	3,730	16,608	20,338	(1,402)	3,882	15,054	18,936	3,383	1982	12/29/2004	0 - 40	
400 BRIDGEWATER CROSSING (c)	Bridgewater, NJ	100%	29,300	10,400	71,052	81,452	(7,442)	10,400	63,610	74,010	17,839	2002	2/17/2006	0 - 40	
LAS COLINAS CORPORATE CENTER I	Irving, TX	100%	17,500	3,912	18,830	22,742	(4,791)	2,543	15,408	17,951	2,946	1998	8/31/2006	0 - 40	
LAS COLINAS CORPORATE CENTER II	Irving, TX	100%	25,025	4,496	29,881	34,377	(4,908)	2,543	26,926	29,469	5,501	1998	8/31/2006	0 - 40	
TWO PIERCE PLACE	Itasca, IL	100%	None	4,370	70,632	75,002	1,996	4,370	72,628	76,998	19,290	1991	12/7/2006	0 - 40	
2300 CABOT DRIVE	Lisle, IL	100%	None	4,390	19,549	23,939	(3,558)	4,390	15,991	20,381	3,908	1998	5/10/2007	0 - 40	
PIEDMONT POINTE I	Bethesda, MD	100%	None	11,200	58,606	69,806	7,351	11,200	65,957	77,157	10,566	2007	11/13/2007	0 - 40	
PIEDMONT POINTE II	Bethesda, MD	100%	None	13,300	70,618	83,918	6,638	13,300	77,256	90,556	11,059	2008	6/25/2008	0 - 40	
SUWANEE GATEWAY ONE	Suwanee, GA	100%	None	1,000	6,875	7,875	78	1,000	6,953	7,953	581	2008	9/28/2010	0 - 40	
ONE MERIDIAN CROSSINGS	Richfield, MN	100%	None	2,919	24,398	27,317	(1)	2,919	24,397	27,316	2,238	1997	10/1/2010	0 - 40	
TWO MERIDIAN CROSSINGS	Richfield, MN	100%	None	2,661	25,742	28,403	215	2,661	25,957	28,618	2,394	1998	10/1/2010	0 - 40	
500 W. MONROE	Chicago, IL	100%	None	36,990	185,113	222,103	4,038	36,990	189,151	226,141	13,115	1991	3/31/2011	0 - 40	
THE DUPREE	Atlanta, GA	100%	None	4,080	14,310	18,390	420	4,080	14,730	18,810	1,708	1997	4/29/2011	0 - 40	
THE MEDICI	Atlanta, GA	100%	None	1,780	11,510	13,290	630	1,780	12,140	13,920	853	2008	6/7/2011	0 - 40	
225 PRESIDENTIAL WAY	Boston, MA	100%	None	3,626	36,916	40,542	(763)	3,613	36,166	39,779	3,566	2000	9/13/2011	0 - 40	
235 PRESIDENTIAL WAY	Boston, MA	100%	None	4,154	44,048	48,202	(911)	4,138	43,153	47,291	4,238	2001	9/13/2011	0 - 40	
400 TOWNPARK	Lake Mary, FL	100%	None	2,570	20,555	23,125	620	2,570	21,175	23,745	1,597	2008	11/10/2011	0 - 40	

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Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried at December 31, 2013			Accumulated Depreciation and Amortization	Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (f)
				Land	Buildings and Improvements	Total		Land	Buildings and Improvements	Total				
ARLINGTON GATEWAY 5 & 15 WAYSIDE ROAD	Arlington, VA	100%	None	36,930	129,070	166,000	(333)	36,930	128,737	165,667	5,350	2005	3/4/2013	0 - 40
2020 W. 89th STREET	Burlington, MA	100%	None	7,190	55,445	62,635	(631)	7,190	54,814	62,004	1,579	1999 / 2001	3/22/2013	0 - 40
5301 MARYLAND WAY	Kansas City, MO	100%	None	1,430	1,607	3,037	234	1,430	1,841	3,271	65	1992	8/12/2013	0 - 40
4685 INVESTMENT DRIVE	Brentwood, TN	100%	None	5,740	9,717	15,457	—	5,740	9,717	15,457	589	1989	8/12/2013	0 - 40
6565 MACARTHUR BOULEVARD	Troy, MI	100%	None	1,200	7,840	9,040	135	1,200	7,975	9,175	309	2000	8/12/2013	0 - 40
ONE LINCOLN PARK	Irving, TX	100%	None	4,820	37,767	42,587	2	4,820	37,769	42,589	71	1998	12/5/2013	0 - 40
161 CORPORATE CENTER	Dallas, TX	100%	None	6,640	44,810	51,450	—	6,640	44,810	51,450	86	1999	12/20/2013	0 - 40
PIEDMONT POWER, LLC (g)	Irving, TX	100%	None	2,020	10,680	12,700	—	2,020	10,680	12,700	19	1998	12/30/2013	0 - 40
UNDEVELOPED LAND PARCELS (b)	Bridgewater, NJ	100%	None	—	79	79	2,501	—	2,580	2,580	113	N/A	12/20/2011	0 - 40
	Various	100%	None	6,021	427	6,448	6,291	12,063	676	12,739	—	N/A	Various	N/A
<b>Total —Consolidated REIT Properties</b>				<b>\$ 650,349</b>	<b>\$ 4,058,105</b>	<b>\$ 4,708,454</b>	<b>\$ 295,283</b>	<b>\$ 688,761</b>	<b>\$ 4,314,976</b>	<b>\$ 5,003,737</b>	<b>\$ 1,051,754</b>			



Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Gross Amount at Which Carried at December 31, 2013					Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (f)
				Land	Buildings and Improvements	Total	Costs Capitalized Subsequent to Acquisition	Land	Buildings and Improvements	Total	Accumulated Depreciation and Amortization			
8560 UPLAND DRIVE	Parker, CO	72%	None	1,954	11,216	13,170	1,089	2,048	12,211	14,259	3,952	2001	12/21/2001	0 - 40
TWO PARK CENTER	Hoffman Estates, IL	72%	None	600	22,682	23,282	(3,273)	624	19,385	20,009	5,179	1999	9/19/2003	0 - 40
<b>Total – Unconsolidated JV Properties</b>				<b>\$ 2,554</b>	<b>\$ 33,898</b>	<b>\$ 36,452</b>	<b>\$ (2,184)</b>	<b>\$ 2,672</b>	<b>\$ 31,596</b>	<b>\$ 34,268</b>	<b>\$ 9,131</b>			
<b>Total – All Properties</b>				<b>\$ 652,903</b>	<b>\$ 4,092,003</b>	<b>\$ 4,744,906</b>	<b>\$ 293,099</b>	<b>\$ 691,433</b>	<b>\$ 4,346,572</b>	<b>\$ 5,038,005</b>	<b>\$ 1,060,885</b>			

- (a) Property is owned subject to a long-term ground lease.
- (b) Undeveloped Land Parcels are not included in Piedmont's total building count.
- (c) These properties collateralize the \$350 Million Secured Pooled Facility.
- (d) Piedmont purchased all of the membership interest in 1225 Equity, LLC, which own a 49.5% membership interest in 1225 Eye Street, N.W. Associates, which owns the 1225 Eye Street building. As a result of its ownership of 1225 Equity, LLC, Piedmont owns an approximate 49.5% in the 1225 Eye Street building. As the controlling member, Piedmont is deemed to have control of the entities and, as such, consolidates the joint ventures.
- (e) Piedmont purchased all of the membership interest in 1201 Equity, LLC, which own a 49.5% membership interest in 1201 Eye Street, N.W. Associates, which owns the 1201 Eye Street building. As a result of its ownership of 1201 Equity, LLC, Piedmont owns an approximate 49.5% in the 1201 Eye Street building. As the controlling member, Piedmont is deemed to have control of the entities and, as such, consolidates the joint ventures.
- (f) Piedmont's assets are depreciated or amortized using the straight-lined method over the useful lives of the assets by class. Generally, Tenant Improvements are amortized over the shorter of economic life or lease term, and Lease Intangibles are amortized over the lease term. Generally, Building Improvements are depreciated over 5 - 25 years, Land Improvements are depreciated over 20 - 25 years, and Buildings are depreciated over 40 years.
- (g) Represents solar panels at the 400 Bridgewater Crossing building, which are not included in Piedmont's total building count.

**Piedmont Office Realty Trust, Inc.**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2013**  
(dollars in thousands)

	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Real Estate:</b>			
Balance at the beginning of the year	<b>\$ 4,648,904</b>	\$4,699,311	\$4,666,188
Additions to/improvements of real estate	<b>541,701</b>	108,131	440,141
Assets disposed	<b>(133,249)</b>	(77,768)	(361,397)
Assets impaired	<b>(1,242)</b>	—	—
Write-offs of intangible assets <sup>(1)</sup>	<b>(12,080)</b>	(73,632)	(35,916)
Write-offs of fully depreciated/amortized assets	<b>(6,029)</b>	(7,138)	(9,705)
Balance at the end of the year	<b>\$ 5,038,005</b>	\$4,648,904	\$ 4,699,311
<b>Accumulated Depreciation and Amortization:</b>			
Balance at the beginning of the year	<b>\$ 977,768</b>	\$ 935,716	\$ 918,578
Depreciation and amortization expense	<b>140,637</b>	139,196	147,440
Assets disposed	<b>(39,411)</b>	(16,374)	(84,681)
Write-offs of intangible assets <sup>(1)</sup>	<b>(12,080)</b>	(73,632)	(35,916)
Write-offs of fully depreciated/amortized assets	<b>(6,029)</b>	(7,138)	(9,705)
Balance at the end of the year	<b>\$ 1,060,885</b>	\$ 977,768	\$ 935,716

<sup>(1)</sup> Consists of write-offs of intangible lease assets related to lease restructurings, amendments and terminations.

**THE PIEDMONT OFFICE REALTY TRUST, INC.  
EXECUTIVE NONQUALIFIED DEFERRED COMPENSATION  
PLAN DOCUMENT**

**THE PIEDMONT OFFICE REALTY TRUST, INC.  
EXECUTIVE NONQUALIFIED DEFERRED COMPENSATION PLAN**

**Section 1. Purpose:**

By execution of the Adoption Agreement, the Employer has adopted the Plan set forth herein, and in the Adoption Agreement, to provide a means by which certain management Employees or Independent Contractors of the Employer may elect to defer receipt of Compensation from the Employer in order to provide retirement and other benefits on behalf of such Employees or Independent Contractors of the Employer, as selected in the Adoption Agreement. The Plan is intended to be a nonqualified deferred compensation plan that complies with the provisions of Section 409A of the Internal Revenue Code (the "Code"). The Plan is also intended to be an unfunded plan maintained primarily for the purpose of providing deferred compensation benefits for a select group of management or highly compensated employees under Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974 ("ERISA") and independent contractors. Notwithstanding any other provision of this Plan, this Plan shall be interpreted, operated and administered in a manner consistent with these intentions.

**Section 2. Definitions:**

As used in the Plan, including this Section 2, references to one gender shall include the other, unless otherwise indicated by the context:

**2.1 "Active Participant"** means, with respect to any day or date, a Participant who is in Service on such day or date; provided, that a Participant shall cease

to be an Active Participant (i) immediately upon a determination by the Committee that the Participant has ceased to be an Employee or Independent Contractor, or (ii) at the end of the Plan Year that the Committee determines the Participant no longer meets the eligibility requirements of the Plan.

**2.2 "Adoption Agreement"** means the written agreement pursuant to which the Employer adopts the Plan. The Adoption Agreement is a part of the Plan as applied to the Employer.

**2.3 "Beneficiary"** means the person, persons, entity or entities designated or determined pursuant to the provisions of Section 13 of the Plan.

**2.4 "Board"** means the Board of Directors of the Company, if the Company is a corporation. If the Company is not a corporation, "Board" shall mean the Company.

**2.5 "Change in Control Event"** means an event described in Section 409A(a)(2)(A)(v) of the Code (or any successor provision thereto) and the regulations thereunder.

**2.6 "Committee"** means the persons or entity designated in the Adoption Agreement to administer the Plan. If the Committee designated in the Adoption Agreement is unable to serve, the Employer shall satisfy the duties of the Committee provided for in Section 9.

**2.7 "Common Stock"** means the Company's common stock, par value \$0.01 per share.

**2.8 "Company"** means the company designated in the Adoption Agreement as such.

**2.9 "Compensation"** shall have the meaning designated in the Adoption Agreement.

**2.10 "Crediting Date"** means the date designated in the Adoption Agreement for crediting the amount of any Participant Deferral Credits or Employer Credits to the Deferred Compensation Account of a Participant.

**2.11 "Deferred Compensation Account"** means the account maintained with respect to each Participant under the Plan. The Deferred Compensation Account shall be credited with Participant Deferral Credits and Employer Credits, credited or debited for deemed investment gains or losses, and adjusted for payments in accordance with the rules and elections in effect under Section 8. The Deferred Compensation Account of a Participant shall include any In-Service or Education Account of the Participant, if applicable.

**2.12 "Deferred Stock Award"** means an Employee's right to receive cash and/or shares of Common Stock pursuant to and in accordance with the terms of a Deferred Stock Award Agreement between the Company and an Employee, and the terms of Section 8 of the Company's 2007 Omnibus Incentive Plan.

**2.13 "Disabled"** means Disabled within the meaning of Section 409A of the Code and the regulations thereunder. Generally, this means that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months,

receiving income replacement benefits for a period of not less than three months under an accident and health plan covering Employees of the Employer.

**2.14 "Education Account"** is an In-Service Account which will be used by the Participant for educational purposes.]

**2.15 "Effective Date"** shall be the date designated in the Adoption Agreement.

**2.16 "Employee"** means an individual in the Service of the Employer if the relationship between the individual and the Employer is the legal relationship of employer and employee. An individual shall cease to be an Employee upon the Employee's Separation from Service.

**2.17 "Employer"** means the Company, as identified in the Adoption Agreement, and any Participating Employer which adopts this Plan. An Employer may be a corporation, a limited liability company, a partnership or sole proprietorship.

**2.18 "Employer Credits"** means the amounts credited to the Participant's Deferred Compensation Account by the Employer pursuant to the provisions of Section 4.2.

**2.19 "Grandfathered Amounts"** means, if applicable, the amounts that were deferred under the Plan and were earned and vested within the meaning of Section 409A of the Code and regulations thereunder as of December 31, 2004. Grandfathered Amounts shall be subject to the terms designated in the Adoption Agreement.

**2.20 "Independent Contractor"** means an individual in the Service of the Employer if the relationship between the individual and the Employer is not the legal relationship of employer and employee. An individual shall cease to be an Independent Contractor upon the termination of the Independent Contractor's Service. An Independent

Contractor shall include a director of the Employer who is not an Employee.

**2.21 "In-Service Account"** means a separate account to be kept for each Participant that has elected to take in-service distributions as described in Section 5.4. The In-Service Account shall be adjusted in the same manner and at the same time as the Deferred Compensation Account under Section 8 and in accordance with the rules and elections in effect under Section 8.

**2.22 "Normal Retirement Age"** of a Participant means the age designated in the Adoption Agreement.

**2.23 "Other Stock-Based Award"** means an Employee's right to receive cash, shares of Common Stock, or other property pursuant to and in accordance with the terms of an agreement between the Company and an Employee, and the terms of Section 9 of the Company's 2007 Omnibus Incentive Plan.

**2.24 "Participant"** means with respect to any Plan Year an Employee or Independent Contractor who has been designated by the Committee as a Participant and who has entered the Plan or who has a Deferred Compensation Account under the Plan; provided that if the Participant is an Employee, the individual must be a highly compensated or management employee of the Employer within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of ERISA.

**2.25 "Participant Deferral Credits"** means the amounts credited to the Participant's Deferred Compensation Account by the Employer pursuant to the provisions of Section 4.1.



**2.26 "Participating Employer"** means any trade or business (whether or not incorporated) which adopts this Plan with the consent of the Company identified in the Adoption Agreement.

**2.27 "Participation Agreement"** means a written agreement entered into between a Participant and the Employer pursuant to the provisions of Section 4.1

**2.28 "Performance-Based Compensation"** means compensation, including an award granted pursuant to the terms of the Company's 2007 Omnibus Incentive Plan or Long-Term Incentive Program, where the amount of, or entitlement to, the compensation or award is contingent on the satisfaction of preestablished organizational or individual performance criteria relating to a performance period of at least twelve months. Organizational or individual performance criteria are considered preestablished if established in writing within 90 days after the commencement of the period of service to which the criteria relates, provided that the outcome is substantially uncertain at the time the criteria are established. Performance-based compensation may include payments based upon subjective performance criteria as provided in regulations and administrative guidance promulgated under Section 409A of the Code.

**2.29 "Performance Stock Award"** means an Employee's right to receive cash and/or shares of Common Stock pursuant to and in accordance with the terms of a Long-Term Incentive Program Award Agreement between the Company and an Employee, and the terms of the Company's 2007 Omnibus Incentive Plan and Long-Term Incentive Program.

**2.30 "Plan"** means the Piedmont Office Realty Trust, Inc. Executive Nonqualified Deferred Compensation Plan, as herein set out and as set out in the

Adoption Agreement, or as duly amended. The name of the Plan as applied to the Employer shall be designated in the Adoption Agreement.

**2.31 "Plan-Approved Domestic Relations Order"** shall mean a judgment, decree, or order (including the approval of a settlement agreement) which is:

2.31.1 Issued pursuant to a State's domestic relations law;

2.31.2 Relates to the provision of child support, alimony payments or marital property rights to a Spouse, former Spouse, child or other dependent of the Participant;

2.31.3 Creates or recognizes the right of a Spouse, former Spouse, child or other dependent of the Participant to receive all or a portion of the Participant's benefits under the Plan;

2.31.4 Requires payment to such person of their interest in the Participant's benefits in a lump sum payment at a specific time; and

2.31.5 Meets such other requirements established by the Committee.

**2.32 "Plan Year"** means the twelve-month period ending on the last day of the month designated in the Adoption Agreement; provided that the initial Plan Year may have fewer than twelve months.

**2.33 "Qualifying Distribution Event"** means (i) the Separation from Service of the Participant, (ii) the date the Participant becomes Disabled, (iii) the death of the Participant, (iv) the time specified by the Participant for an In-Service or Education Distribution, (v) a Change in Control Event, or (vi) an Unforeseeable Emergency, each to the extent provided in Section 5.

**2.34 "Seniority Date"** shall have the meaning designated in the Adoption Agreement.

**2.35 "Separation from Service" or "Separates from Service"** means a "separation from service" within the meaning of Section 409A of the Code.

**2.36 "Service"** means employment by the Employer as an Employee. For purposes of the Plan, the employment relationship is treated as continuing intact while the Employee is on military leave, sick leave, or other bona fide leave of absence if the period of such leave does not exceed six months, or if longer, so long as the Employee's right to reemployment is provided either by statute or contract. If the Participant is an Independent Contractor, "Service" shall mean the period during which the contractual relationship exists between the Employer and the Participant. The contractual relationship is not terminated if the Participant anticipates a renewal of the contract or becomes an Employee.

**2.37 "Service Bonus"** means any bonus paid to a Participant by the Employer which is not Performance-Based Compensation.

**2.38 "Specified Employee"** means an Employee who meets the requirements for key employee treatment under Section 416(i)(1)(A)(i), (ii) or (iii) of the Code (applied in accordance with the regulations thereunder and without regard to Section 416(i)(5) of the Code) at any time during the twelve month period ending on December 31 of each year (the "identification date"). Unless binding corporate action is taken to establish different rules for determining Specified Employees for all plans of the Company and its controlled group members that are subject to Section 409A of the Code, the foregoing rules and the other default rules under the regulations of Section 409A of the Code shall apply. If the person is a key employee as of any identification date, the person is treated as a Specified Employee for the twelve-month period beginning on the first day of the fourth month following the identification date.

**2.39 "Spouse" or "Surviving Spouse"** means, except as otherwise provided in the Plan, a person who is the legally married spouse or surviving spouse of a Participant.

**2.40 "Unforeseeable Emergency"** means an "unforeseeable emergency" within the meaning of Section 409A of the Code.

**2.41 "Years of Service"** means each Plan Year of Service completed by the Participant. For vesting purposes, Years of Service shall be calculated from the date designated in the Adoption Agreement and Service shall be based on service with the Company and all Participating Employers.

**Section 3. Participation:**

The Committee in its discretion shall designate each Employee or Independent Contractor who is eligible to participate in the Plan. A Participant who Separates from Service with the Employer and who later returns to Service will not be an Active Participant under the Plan except upon satisfaction of such terms and conditions as the Committee shall establish upon the Participant's return to Service, whether or not the Participant shall have a balance remaining in the Deferred Compensation Account under the Plan on the date of the return to Service.

**Section 4. Credits to Deferred Compensation Account:**

**4.1 Participant Deferral Credits.** To the extent provided in the Adoption Agreement, each Active Participant may elect, by entering into a Participation Agreement with the Employer, to defer the receipt of Compensation from the Employer by specifying in the Participation Agreement the dollar amount or percentage of Compensation (and with respect to any Performance Stock Award, Deferred Stock Award, and/or Other Stock-Based Award, the percentage or number of shares subject to

such award) subject to deferral. The amount of Compensation the Participant elects to defer (the “Participant Deferral Credit”) shall be credited by the Employer to the Deferred Compensation Account maintained for the Participant pursuant to Section 8. The following special provisions shall apply with respect to the Participant Deferral Credits of a Participant:

4.1.1 The Employer shall credit to the Participant's Deferred Compensation Account on each Crediting Date an amount equal to the total Participant Deferral Credit for the period ending on such Crediting Date.

4.1.2 An election pursuant to this Section 4.1 shall be made by the Participant by executing and delivering a Participation Agreement to the Committee. Except as otherwise provided in this Section 4.1, the Participation Agreement shall become effective with respect to such Participant as of the first day of January following the date such Participation Agreement is received by the Committee. A Participant's election may be changed at any time prior to the last permissible date for making the election as permitted in this Section 4.1, and shall thereafter be irrevocable. The election of a Participant, other than an election with respect to any Performance Stock Award or Deferred Stock Award, shall continue in effect for subsequent years until modified by the Participant as permitted in this Section 4.1.

4.1.3 A Participant may execute and deliver a Participation Agreement with respect to Compensation (excluding any Performance Stock Award, Deferred Stock Award, and/or Other Stock-Based Award) to the Committee within 30 days after the date the Participant first becomes eligible to participate in the Plan to be effective as of the first payroll period next following the date the Participation Agreement is fully executed by the Participant. Whether a Participant is treated as newly eligible for participation under this Section shall be determined in accordance with Section 409A of the Code and the regulations thereunder, including (i) rules that treat all elective deferral account balance plans as one plan, and (ii) rules that treat a previously eligible Employee as newly eligible if his benefits had been previously distributed or if he has been ineligible for 24 months. For Compensation that is earned based upon a specified performance period (for example, an annual bonus), where a deferral election is made under this Section but after the beginning of the performance period, the election will only apply to the portion of the Compensation equal to the total amount of the Compensation for the service period multiplied by the ratio of the number of days remaining in the performance period after the election over the total number of days in the performance period.

4.1.4 A Participant may unilaterally modify a Participation Agreement (either to terminate, increase or decrease the portion of his future Compensation which is subject to deferral within the percentage limits set forth in Section 4.1 of the Adoption Agreement) by providing a written modification of the Participation Agreement to the Committee.

The modification shall become effective as of the first day of January following the date such written modification is received by the Committee.

4.1.5 If the Participant performed services continuously from the later of the beginning of the performance period or the date upon which the performance criteria are established through the date upon which the Participant makes an initial deferral election, a Participation Agreement relating to the deferral of Performance-Based Compensation may be executed and delivered to the Committee no later than the date which is 6 months prior to the end of the performance period, provided that in no event may an election to defer Performance-Based Compensation be made after such Compensation has become readily ascertainable.

4.1.6 If the Employer has a fiscal year other than the calendar year, Compensation relating to Service in the fiscal year of the Employer (such as a bonus based on the fiscal year of the Employer), of which no amount is paid or payable during the fiscal year, may be deferred at the Participant's election if the election to defer is made not later than the close of the Employer's fiscal year next preceding the first fiscal year in which the Participant performs any services for which such Compensation is payable.

4.1.7 Compensation payable after the last day of the Participant's taxable year solely for services provided during the final payroll period containing the last day of the Participant's taxable year (i.e., December 31) is treated for purposes of this Section 4.1 as Compensation for services performed in the subsequent taxable year.

4.1.8 The Committee may from time to time establish policies or rules consistent with the requirements of Section 409A of the Code to govern the manner in which Participant Deferral Credits may be made.

4.1.9 If a Participant becomes Disabled all currently effective deferral elections for such Participant shall be cancelled. At the time the participant is no longer Disabled, subsequent elections to defer future compensation will be permitted under this Section 4.

4.1.10 If a Participant applies for and receives a distribution on account of an Unforeseeable Emergency, all currently effective deferral elections for such Participant shall be cancelled. Subsequent elections to defer future compensation will be permitted under this Section 4.

4.1.11 If a Participant receives a hardship distribution under Section 1.401(k)-1(d)(3) of the Code or any other similar provision, all currently effective deferral elections shall be cancelled. Subsequent elections to defer future compensation under this Section 4 will not be effective until the later of the beginning of the next calendar year or six months after the date of the hardship distribution.

4.1.12 With respect to any deferral of Performance Stock Awards, Deferred Stock Awards, and/or Other Stock-Based Awards (i) to the extent the Company settles such an

award by payment of cash, such cash payment shall be credited to the Participant's Deferred Compensation Account, and (ii) to the extent the Company settles such an award by delivery of a number of shares of Common Stock, then a number of units equal to such number of shares of Common Stock shall be credited to the Participant's Deferred Compensation Account, with each unit representing a hypothetical share of Common Stock.

4.1.13 To the extent any portion of a Deferred Stock Award is immediately vested upon grant, a deferral election with respect to such portion must be executed and delivered to the Committee not later than the last day of the calendar year preceding the calendar year in which the Participant provided the services with respect to which the Deferred Stock Award is granted. For purposes of clarification, with respect to a Deferred Stock Award made in calendar year 2015 based on the Participant's services during calendar year 2014, the deferral election relating to any portion of such Deferred Stock Award that is vested when granted must be made not later than December 31, 2013. A deferral election with respect to any other portion of the Deferred Stock Award must be executed and delivered to the Committee not later than thirty (30) days after the date that the Deferred Stock Award is granted and at least twelve (12) months prior to the date that such portion would become vested.

**4.2 Employer Credits.** If designated by the Employer in the Adoption Agreement, the Employer shall cause the Committee to credit to the Deferred Compensation Account of each Active Participant an Employer Credit as determined in accordance with the Adoption Agreement. A Participant must make distribution elections with respect to any Employer Credits credited to his Deferred Compensation Account by timely executing and delivering a Participation Agreement to the Committee by the deadline that would be applicable to Participant Deferral Credits of base salary if such Participant Deferral Credits were credited at the same time as the Employer Credits.

**4.3 Deferred Compensation Account.** All Participant Deferral Credits and Employer Credits shall be credited to the Deferred Compensation Account of the Participant as provided in Section 8.

**Section 5. Qualifying Distribution Events:**

**5.1 Separation from Service.** If the Participant Separates from Service with the Employer, the vested balance in the Deferred Compensation Account shall be paid to the Participant by the Employer as provided in Section 7. Notwithstanding the foregoing, no distribution shall be made earlier than six months after the date of Separation from Service (or, if earlier, the date of death) with respect to a Participant who as of the date of Separation from Service is a Specified Employee of a corporation the stock in which is traded on an established securities market or otherwise. Any payments to which such Specified Employee would be entitled during the first six months following the date of Separation from Service shall be accumulated and paid on the first day of the seventh month following the date of Separation from Service, and shall be adjusted for deemed investment gain and loss incurred during the six month period.

**5.2 Disability.** If the Employer designates in the Adoption Agreement that distributions are permitted under the Plan when a Participant becomes Disabled, and the Participant becomes Disabled while in Service, the vested balance in the Deferred Compensation Account shall be paid to the Participant by the Employer as provided in Section 7.

**5.3 Death.** If the Participant dies while in Service, the Employer shall pay a benefit to the Participant's Beneficiary in the amount designated in the Adoption Agreement. Payment of such benefit shall be made by the Employer as provided in Section 7.

**5.4 In-Service or Education Distributions.** If the Employer designates in the Adoption Agreement that in-service or education distributions are permitted under the



Plan, a Participant may designate in the Participation Agreement to have a specified amount credited to the Participant's In-Service or Education Account for in-service or education distributions at the date specified by the Participant. In no event may an in-service or education distribution of an amount be made before the date that is two years after the first day of the year in which any deferral election to such In-Service or Education Account became effective. Notwithstanding the foregoing, if a Participant incurs a Qualifying Distribution Event prior to the date on which the entire balance in the In-Service or Education Account has been distributed, then the balance in the In-Service or Education Account on the date of the Qualifying Distribution Event shall be paid as provided under Section 7.1 for payments on such Qualifying Distribution Event.

**5.5 Change in Control Event.** If the Employer designates in the Adoption Agreement that distributions are permitted under the Plan upon the occurrence of a Change in Control Event, the Participant may designate in the Participation Agreement to have the vested balance in the Deferred Compensation Account paid to the Participant upon a Change in Control Event by the Employer as provided in Section 7.

**5.6 Unforeseeable Emergency.** If the Employer designates in the Adoption Agreement that distributions are permitted under the Plan upon the occurrence of an Unforeseeable Emergency event, a distribution from the Deferred Compensation Account may be made to a Participant in the event of an Unforeseeable Emergency, subject to the following provisions:

5.6.1 A Participant may, at any time prior to his Separation from Service for any reason, make application to the Committee to receive a distribution in a lump sum of all or a portion of the vested balance in the Deferred Compensation Account (determined as of the date the distribution, if any, is made under this Section 5.6) because of an Unforeseeable Emergency. A distribution because of an Unforeseeable Emergency shall not exceed the amount required to satisfy the Unforeseeable Emergency plus amounts

necessary to pay taxes reasonably anticipated as a result of such distribution, after taking into account the extent to which the Unforeseeable Emergency may be relieved through reimbursement or compensation by insurance or otherwise or by liquidation of the Participant's assets (to the extent the liquidation of such assets would not itself cause severe financial hardship) or by stopping current deferrals under the Plan pursuant to Section 4.1.10.

5.6.2 The Participant's request for a distribution on account of Unforeseeable Emergency must be made in writing to the Committee. The request must specify the nature of the financial hardship, the total amount requested to be distributed from the Deferred Compensation Account, and the total amount of the actual expense incurred or to be incurred on account of the Unforeseeable Emergency.

5.6.3 If a distribution under this Section 5.6 is approved by the Committee, such distribution will be made as soon as practicable following the date it is approved. The processing of the request shall be completed as soon as practicable from the date on which the Committee receives the properly completed written request for a distribution on account of an Unforeseeable Emergency. If a Participant's Separation from Service occurs after a request is approved in accordance with this Section 5.6.3, but prior to distribution of the full amount approved, the approval of the request shall be automatically null and void and the benefits which the Participant is entitled to receive under the Plan shall be distributed in accordance with the applicable distribution provisions of the Plan.

5.6.4 The Committee may from time to time adopt additional policies or rules consistent with the requirements of Section 409A of the Code to govern the manner in which such distributions may be made so that the Plan may be conveniently administered.

**Section 6. Vesting:**

A Participant shall be fully vested in the portion of his Deferred Compensation Account attributable to Participant Deferral Credits, and all income, gains and losses attributable thereto. A Participant shall become fully vested in the portion of his Deferred Compensation Account attributable to Employer Credits, and income, gains and losses attributable thereto, in accordance with the vesting schedule and provisions designated by the Employer in the Adoption Agreement. If a Participant's Deferred Compensation

Account is not fully vested upon Separation from Service, the portion of the Deferred Compensation Account that is not fully vested shall thereupon be forfeited.

**Section 7. Distribution Rules:**

**7.1 Payment Options.** The Employer shall designate in the Adoption Agreement the payment options which may be elected by the Participant (lump sum, annual installments, or a combination of both). Different payment options may be made available for each Qualifying Distribution Event, and different payment options may be available for different types of Separations from Service, all as designated in the Adoption Agreement. The Participant shall elect in the Participation Agreement the method under which the vested balance in the Deferred Compensation Account will be distributed from among the designated payment options. The Participant may at such time elect a different method of payment for each Qualifying Distribution Event as specified in the Adoption Agreement. If the Participant is permitted by the Employer in the Adoption Agreement to elect different payment options and does not make a valid election, the vested balance in the Deferred Compensation Account will be distributed as a lump sum.

Notwithstanding the foregoing, if certain Qualifying Distribution Events occur prior to the date on which the vested balance of a Participant's Deferred Compensation Account is completely paid pursuant to this Section 7.1 following the occurrence of certain initial Qualifying Distribution Events, the following rules apply:

7.1.1 If the initial Qualifying Distribution Event is a Separation from Service or Disability and the Participant elected to receive distribution of his or her Deferred Compensation Account in installments, and the Participant subsequently dies, the remaining unpaid vested balance of a Participant's Deferred Compensation Account shall be paid as a lump sum.

7.1.2 If the initial Qualifying Distribution Event is a Separation from Service and the Participant elected to receive distribution of his or her Deferred Compensation Account in installments, and the Participant subsequently incurs a Disability following such Separation from Service, then to the extent the Participant elected to receive distribution of his or her Deferred Compensation Account in a lump sum upon Disability, the remaining unpaid vested balance of the Participant's Deferred Compensation Account shall be paid as a lump sum.

7.1.3 If the initial Qualifying Distribution Event is a Separation from Service or Disability and the Participant elected to receive distribution of his or her Deferred Compensation Account in installments, and there is a Change in Control Event after the Participant's Separation from Service or Disability, then to the extent the Participant elected to receive distribution of his or her Deferred Compensation Account in a lump sum upon a Change in Control Event, the remaining unpaid vested balance of the Participant's Deferred Compensation Account shall be paid as a lump sum.

7.1.4 If the initial Qualifying Distribution Event is a Change in Control Event, and any subsequent Qualifying Distribution Event occurs (except an In-Service or Education Distribution described in Section 2.33(iv)), the remaining unpaid vested balance of a Participant's Deferred Compensation Account shall be paid as provided under Section 7.1 for payments on such subsequent Qualifying Distribution Event.

7.1.5 Notwithstanding the foregoing, to the extent units representing hypothetical shares of Common Stock have been credited to a Participant's Deferred Compensation Account, such portion of Participant's Deferred Compensation Account shall be distributed in shares of Common Stock, unless the Committee in its sole discretion determines to pay such amount in cash.

**7.2 Timing of Payments.** Payment shall be made in the manner elected by the Participant and shall commence as soon as practicable after (but no later than 60 days after) the distribution date elected for the Qualifying Distribution Event. In the event the Participant fails to make a valid election of the payment method, the distribution will be made in a single lump sum payment as soon as practicable after (but no later than 60 days after) the Qualifying Distribution Event. A payment may be further delayed to the extent permitted in accordance with regulations and guidance under Section 409A of the Code.

**7.3 Installment Payments.** If the Participant elects to receive installment payments upon a Qualifying Distribution Event, the payment of each installment shall be made on the anniversary of the date of the first installment payment, and the amount of the installment shall be adjusted on such anniversary for credits or debits to the Participant's account pursuant to Section 8 of the Plan. Such adjustment shall be made by dividing the balance in the Deferred Compensation Account on such date by the number of installments remaining to be paid hereunder; provided that the last installment due under the Plan shall be the entire amount credited to the Participant's account on the date of payment.

**7.4 De Minimis Amounts.** Notwithstanding any payment election made by the Participant, if the Employer designates a pre-determined de minimis amount in the Adoption Agreement, the vested balance in the Deferred Compensation Account of the Participant will be distributed in a single lump sum payment if at the time of a permitted Qualifying Distribution Event the vested balance does not exceed such pre-determined de minimis amount; provided, however, that such distribution will be made only where the Qualifying Distribution Event is a Separation from Service, death, Disability (if applicable) or Change in Control Event (if applicable). Such payment shall be made on or before the later of (i) December 31 of the calendar year in which the Qualifying Distribution Event occurs, or (ii) the date that is 2-1/2 months after the Qualifying Distribution Event occurs. In addition, the Employer may distribute a Participant's vested balance at any time if the balance does not exceed the limit in Section 402(g)(1)(B) of the Code and results in the termination of the Participant's entire interest in the Plan as provided under Section 409A of the Code.

**7.5 Subsequent Elections.** With the consent of the Committee, a Participant may delay or change the method of payment of the Deferred Compensation Account subject to the following requirements:

7.5.1 The new election may not take effect until at least 12 months after the date on which the new election is made.

7.5.2 If the new election relates to a payment for a Qualifying Distribution Event other than the death of the Participant, the Participant becoming Disabled, or an Unforeseeable Emergency, the new election must provide for the deferral of the payment for a period of at least five years from the date such payment would otherwise have been made.

7.5.3 If the new election relates to a payment from the In-Service or Education Account, the new election must be made at least 12 months prior to the date of the first scheduled payment from such account.

For purposes of this Section 7.5 and Section 7.6, a payment is each separately identified amount to which the Participant is entitled under the Plan; provided, that entitlement to a series of installment payments is treated as the entitlement to a single payment.

**7.6 Acceleration Prohibited.** The acceleration of the time or schedule of any payment due under the Plan is prohibited except as expressly provided in regulations and administrative guidance promulgated under Section 409A of the Code (such as accelerations for domestic relations orders and employment taxes). It is not an acceleration of the time or schedule of payment if the Employer waives or accelerates the vesting requirements applicable to a benefit under the Plan.

**Section 8. Accounts; Deemed Investment; Adjustments to Account:**

**8.1 Accounts.** The Committee shall establish a book reserve account, entitled the "Deferred Compensation Account," on behalf of each Participant. The Committee shall also establish an In-Service or Education Account as a part of the Deferred

Compensation Account of each Participant, if applicable. The amount credited to the Deferred Compensation Account shall be adjusted pursuant to the provisions of Section 8.3.

**8.2 Deemed Investments.** The Deferred Compensation Account of a Participant shall be credited with an investment return determined as if the account were invested in one or more investment funds made available by the Committee. The Participant shall elect the investment funds in which his Deferred Compensation Account shall be deemed to be invested. Such election shall be made in the manner prescribed by the Committee and shall take effect upon the entry of the Participant into the Plan. The investment election of the Participant shall remain in effect until a new election is made by the Participant. In the event the Participant fails for any reason to make an effective election of the investment return to be credited to his account, the investment return shall be determined by the Committee.

**8.3 Adjustments to Deferred Compensation Account.** With respect to each Participant who has a Deferred Compensation Account under the Plan, the amount credited to such account shall be adjusted by the following debits and credits, at the times and in the order stated:

8.3.1 The Deferred Compensation Account shall be debited each business day with the total amount of any payments made from such account since the last preceding business day to him or for his benefit. Unless otherwise specified by the Employer, each deemed investment fund will be debited pro-rata based on the value of the investment funds as of the end of the preceding business day.

8.3.2 The Deferred Compensation Account shall be credited on each Crediting Date with the total amount of any Participant Deferral Credits and Employer Credits to such account since the last preceding Crediting Date.

8.3.3 The Deferred Compensation Account shall be credited or debited on each day securities are traded on a national stock exchange with the amount of deemed

investment gain or loss resulting from the performance of the deemed investment funds elected by the Participant in accordance with Section 8.2. The amount of such deemed investment gain or loss shall be determined by the Committee and such determination shall be final and conclusive upon all concerned.

8.3.4 To the extent units representing hypothetical shares of Common Stock have been credited to a Participant's Deferred Compensation Account, each such unit shall be adjusted to track the performance of a share of Common Stock, including without limitation, fluctuations in the market value of a share of Common Stock, and the payment of cash or stock dividends.

**Section 9. Administration by Committee:**

**9.1 Membership of Committee.** If the Committee consists of individuals appointed by the Board, they will serve at the pleasure of the Board. Any member of the Committee may resign, and his successor, if any, shall be appointed by the Board.

**9.2 General Administration.** The Committee shall be responsible for the operation and administration of the Plan and for carrying out its provisions. The Committee shall have the full authority and discretion to make, amend, interpret, and enforce all appropriate rules and regulations for the administration of this Plan and decide or resolve any and all questions, including interpretations of this Plan, as may arise in connection with this Plan. Any such action taken by the Committee shall be final and conclusive on any party. To the extent the Committee has been granted discretionary authority under the Plan, the Committee's prior exercise of such authority shall not obligate it to exercise its authority in a like fashion thereafter. The Committee shall be entitled to rely conclusively upon all tables, valuations, certificates, opinions and reports furnished by any actuary, accountant, controller, counsel or other person employed or engaged by the Employer with respect to the Plan. The Committee may, from time to



time, employ agents and delegate to such agents, including Employees of the Employer, such administrative or other duties as it sees fit.

**9.3 Indemnification.** To the extent not covered by insurance, the Employer shall indemnify the Committee, each Employee, officer, director, and agent of the Employer, and all persons formerly serving in such capacities, against any and all liabilities or expenses, including all legal fees relating thereto, arising in connection with the exercise of their duties and responsibilities with respect to the Plan, provided however that the Employer shall not indemnify any person for liabilities or expenses due to that person's own negligence or willful misconduct.

**Section 10. Contractual Liability, Trust:**

**10.1 Contractual Liability.** Unless otherwise elected in the Adoption Agreement, the Company shall be obligated to make all payments hereunder. This obligation shall constitute a contractual liability of the Company to the Participants, and such payments shall be made from the general funds of the Company. The Company shall not be required to establish or maintain any special or separate fund, or otherwise to segregate assets to assure that such payments shall be made, and the Participants shall not have any interest in any particular assets of the Company by reason of its obligations hereunder. To the extent that any person acquires a right to receive payment from the Company, such right shall be no greater than the right of an unsecured creditor of the Company.

**10.2 Trust.** The Employer may establish a trust to assist it in meeting its obligations under the Plan. Any such trust shall conform to the requirements of a grantor trust under Revenue Procedures 92-64 and 92-65 and at all times during the continuance

of the trust the principal and income of the trust shall be subject to claims of general creditors of the Employer under federal and state law. The establishment of such a trust would not be intended to cause Participants to realize current income on amounts contributed thereto, and the trust would be so interpreted and administered.

**Section 11. Allocation of Responsibilities:**

The persons responsible for the Plan and the duties and responsibilities allocated to each are as follows:

**11.1 Board.**

- (i) To amend the Plan;
- (ii) To appoint and remove members of the Committee; and
- (iii) To terminate the Plan as permitted in Section 14.

**11.2 Committee.**

- (i) To designate Participants;
- (ii) To interpret the provisions of the Plan and to determine the rights of the Participants under the Plan, except to the extent otherwise provided in Section 16 relating to claims procedure;
- (iii) To administer the Plan in accordance with its terms, except to the extent powers to administer the Plan are specifically delegated to another person or persons as provided in the Plan;
- (iv) To account for the amount credited to the Deferred Compensation Account of a Participant;
- (v) To direct the Employer in the payment of benefits;
- (vi) To file such reports as may be required with the United States Department of Labor, the Internal Revenue Service and any other government agency to which reports may be required to be submitted from time to time; and
- (vii) To administer the claims procedure to the extent provided in Section 16.

**Section 12. Benefits Not Assignable; Facility of Payments:**

**12.1 Benefits Not Assignable.** No portion of any benefit credited or paid under the Plan with respect to any Participant shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, and any attempt so to anticipate, alienate, sell, transfer, assign, pledge, encumber or charge the same shall be void, nor shall any portion of such benefit be in any manner payable to any assignee, receiver or any one trustee, or be liable for his debts, contracts, liabilities, engagements or torts.

**12.2 Plan-Approved Domestic Relations Orders.** The Committee shall establish procedures for determining whether an order directed to the Plan is a Plan-Approved Domestic Relations Order. If the Committee determines that an order is a Plan-Approved Domestic Relations Order, the Committee shall cause the payment of amounts pursuant to or segregate a separate account as provided by (and to prevent any payment or act which might be inconsistent with) the Plan-Approved Domestic Relations Order.

**12.3 Payments to Minors and Others.** If any individual entitled to receive a payment under the Plan shall be physically, mentally or legally incapable of receiving or acknowledging receipt of such payment, the Committee, upon the receipt of satisfactory evidence of his incapacity and satisfactory evidence that another person or institution is maintaining him and that no guardian or committee has been appointed for him, may cause any payment otherwise payable to him to be made to such person or institution so maintaining him. Payment to such person or institution shall be in full satisfaction of all claims by or through the Participant to the extent of the amount thereof.

**Section 13. Beneficiary:**

The Participant's beneficiary shall be the person, persons, entity or entities designated by the Participant on the beneficiary designation form provided by and filed with the Committee or its designee. If the Participant does not designate a Beneficiary, the Beneficiary shall be the Participant's Surviving Spouse. If the Participant does not designate a Beneficiary and has no Surviving Spouse, the Beneficiary shall be the Participant's estate. The designation of a Beneficiary may be changed or revoked only by filing a new beneficiary designation form with the Committee or its designee. If a Beneficiary (the "Primary Beneficiary") is receiving or is entitled to receive payments under the Plan and dies before receiving all of the payments due him, the balance to which he is entitled shall be paid to the contingent Beneficiary, if any, named in the Participant's current beneficiary designation form. If there is no contingent Beneficiary, the balance shall be paid to the estate of the Primary Beneficiary. Any Beneficiary may disclaim all or any part of any benefit to which such Beneficiary shall be entitled hereunder by filing a written disclaimer with the Committee before payment of such benefit is to be made. Such a disclaimer shall be made in a form satisfactory to the Committee and shall be irrevocable when filed. Any benefit disclaimed shall be payable from the Plan in the same manner as if the Beneficiary who filed the disclaimer had predeceased the Participant.

**Section 14. Amendment and Termination of Plan:**

The Company may amend any provision of the Plan or terminate the Plan at any time; provided, that in no event shall such amendment or termination reduce the balance in any Participant's Deferred Compensation Account as of the date of such amendment or

termination, nor shall any such amendment affect the terms of the Plan relating to the payment of such Deferred Compensation Account. Notwithstanding the foregoing, the following special provisions shall apply:

**14.1 Termination in the Discretion of the Employer.** Except as otherwise provided in Sections 14.2, the Company in its discretion may terminate the Plan and distribute benefits to Participants subject to the following requirements and any others specified under Section 409A of the Code:

14.1.1 All arrangements sponsored by the Employer that would be aggregated with the Plan under Section 1.409A-1(c) of the Treasury Regulations are terminated.

14.1.2 No payments other than payments that would be payable under the terms of the Plan if the termination had not occurred are made within 12 months of the termination date.

14.1.3 All benefits under the Plan are paid within 24 months of the termination date.

14.1.4 The Employer does not adopt a new arrangement that would be aggregated with the Plan under Section 1.409A-1(c) of the Treasury Regulations providing for the deferral of compensation at any time within 3 years following the date of termination of the Plan.

14.1.5 The termination does not occur proximate to a downturn in the financial health of the Employer.

**14.2 Termination Upon Change in Control Event.** If the Company terminates the Plan within thirty days preceding or twelve months following a Change in Control Event, the Deferred Compensation Account of each Participant shall become fully vested and payable to the Participant in a lump sum within twelve months following the date of termination, subject to the requirements of Section 409A of the Code.

**Section 15. Communication to Participants:**

The Employer shall make a copy of the Plan available for inspection by Participants and their beneficiaries during reasonable hours at the principal office of the Employer.

**Section 16. Claims Procedure:**

The following claims procedure shall apply with respect to the Plan:

**16.1 Filing of a Claim for Benefits.** If a Participant or Beneficiary (the "claimant") believes that he is entitled to benefits under the Plan which are not being paid to him or which are not being accrued for his benefit, he shall file a written claim therefore with the Committee.

**16.2 Notification to Claimant of Decision.** Within 90 days after receipt of a claim by the Committee (or within 180 days if special circumstances require an extension of time), the Committee shall notify the claimant of the decision with regard to the claim. In the event of such special circumstances requiring an extension of time, there shall be furnished to the claimant prior to expiration of the initial 90-day period written notice of the extension, which notice shall set forth the special circumstances and the date by which the decision shall be furnished. If such claim shall be wholly or partially denied, notice thereof shall be in writing and worded in a manner calculated to be understood by the claimant, and shall set forth: (i) the specific reason or reasons for the denial; (ii) specific reference to pertinent provisions of the Plan on which the denial is based; (iii) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary; and (iv) an explanation of the procedure for review of the denial and the time limits applicable to

such procedures, including a statement of the claimant's right to bring a civil action under ERISA following an adverse benefit determination on review. Notwithstanding the foregoing, if the claim relates to a disability determination, the Committee shall notify the claimant of the decision within 45 days (which may be extended for an additional 30 days if required by special circumstances).

**16.3 Procedure for Review.** Within 60 days following receipt by the claimant of notice denying his claim, in whole or in part, or, if such notice shall not be given, within 60 days following the latest date on which such notice could have been timely given, the claimant may appeal denial of the claim by filing a written application for review with the Committee. Following such request for review, the Committee shall fully and fairly review the decision denying the claim. Prior to the decision of the Committee, the claimant shall be given an opportunity to review pertinent documents and to submit issues and comments in writing.

**16.4 Decision on Review.** The decision on review of a claim denied in whole or in part by the Committee shall be made in the following manner:

16.4.1 Within 60 days following receipt by the Committee of the request for review (or within 120 days if special circumstances require an extension of time), the Committee shall notify the claimant in writing of its decision with regard to the claim. In the event of such special circumstances requiring an extension of time, written notice of the extension shall be furnished to the claimant prior to the commencement of the extension. Notwithstanding the foregoing, if the claim relates to a disability determination, the Committee shall notify the claimant of the decision within 45 days (which may be extended for an additional 45 days if required by special circumstances).

16.4.2 With respect to a claim that is denied in whole or in part, the decision on review shall set forth specific reasons for the decision, shall be written in a manner calculated to be understood by the claimant, and shall set forth:

- (i) the specific reason or reasons for the adverse determination;

- (ii) specific reference to pertinent Plan provisions on which the adverse determination is based;
- (iii) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits; and
- (iv) a statement describing any voluntary appeal procedures offered by the Plan and the claimant's right to obtain the information about such procedures, as well as a statement of the claimant's right to bring an action under ERISA section 502(a).

16.4.3 The decision of the Committee shall be final and conclusive.

**16.5 Action by Authorized Representative of Claimant.** All actions set forth in this Section 16 to be taken by the claimant may likewise be taken by a representative of the claimant duly authorized by him to act in his behalf on such matters. The Committee may require such evidence as either may reasonably deem necessary or advisable of the authority to act of any such representative.

**Section 17. Miscellaneous Provisions:**

**17.1 Set off.** The Employer may at any time offset a Participant's Deferral Compensation Account by an amount up to \$5,000 to collect the amount of any loan, cash advance, extension of other credit or other obligation of the Participant to the Employer that is then due and payable in accordance with the requirements of Section 409A of the Code.

**17.2 Notices.** Each Participant who is not in Service and each Beneficiary shall be responsible for furnishing the Committee or its designee with his current address for the mailing of notices and benefit payments. Any notice required or permitted to be given



to such Participant or Beneficiary shall be deemed given if directed to such address and mailed by regular United States mail, first class, postage prepaid. If any check mailed to such address is returned as undeliverable to the addressee, mailing of checks will be suspended until the Participant or Beneficiary furnishes the proper address. This provision shall not be construed as requiring the mailing of any notice or notification otherwise permitted to be given by posting or by other publication.

**17.3 Lost Distributees.** A benefit shall be deemed forfeited if the Committee is unable to locate the Participant or Beneficiary to whom payment is due by the fifth anniversary of the date payment is to be made or commence; provided, that the deemed investment rate of return pursuant to Section 8.2 shall cease to be applied to the Participant's account following the first anniversary of such date; provided further, however, that such benefit shall be reinstated if a valid claim is made by or on behalf of the Participant or Beneficiary for all or part of the forfeited benefit.

**17.4 Reliance on Data.** The Employer and the Committee shall have the right to rely on any data provided by the Participant or by any Beneficiary. Representations of such data shall be binding upon any party seeking to claim a benefit through a Participant, and the Employer and the Committee shall have no obligation to inquire into the accuracy of any representation made at any time by a Participant or Beneficiary.

**17.5 Headings.** The headings and subheadings of the Plan have been inserted for convenience of reference and are to be ignored in any construction of the provisions hereof.

**17.6 Continuation of Employment.** The establishment of the Plan shall not be construed as conferring any legal or other rights upon any Employee or any persons for

continuation of employment, nor shall it interfere with the right of the Employer to discharge any Employee or to deal with him without regard to the effect thereof under the Plan.

**17.7 Merger or Consolidation; Assumption of Plan.** No Employer shall consolidate or merge into or with another corporation or entity, or transfer all or substantially all of its assets to another corporation, partnership, trust or other entity (a "Successor Entity") unless such Successor Entity shall assume the rights, obligations and liabilities of the Employer under the Plan and upon such assumption, the Successor Entity shall become obligated to perform the terms and conditions of the Plan. Nothing herein shall prohibit the assumption of the obligations and liabilities of the Employer under the Plan by any Successor Entity.

**17.8 Construction.** The Employer shall designate in the Adoption Agreement the state according to whose laws the provisions of the Plan shall be construed and enforced, except to the extent that such laws are superseded by ERISA and the applicable requirements of the Code.

**17.9 Taxes.** The Employer or other payor may withhold a benefit payment under the Plan or a Participant's wages, or the Employer may reduce a Participant's Account balance, in order to meet any federal, state, or local or employment tax withholding obligations with respect to Plan benefits, as permitted under Section 409A of the Code. The Employer or other payor shall report Plan payments and other Plan-related information to the appropriate governmental agencies as required under applicable laws.

**THE PIEDMONT OFFICE REALTY TRUST, INC.  
EXECUTIVE NONQUALIFIED DEFERRED COMPENSATION PLAN**

**ADOPTION AGREEMENT**

THIS AGREEMENT is the adoption by Piedmont Office Realty Trust, Inc. (the "Company") of the Piedmont Office Realty Trust, Inc. Executive Nonqualified Deferred Compensation Plan ("Plan").

WITNESSETH:

WHEREAS, the Company desires to adopt the Plan as an unfunded, nonqualified deferred compensation plan; and

WHEREAS, the provisions of the Plan are intended to comply with the requirements of Section 409A of the Code and the regulations thereunder and shall apply to amounts subject to section 409A; and

WHEREAS, the Company has been advised by Principal Life Insurance Company to obtain legal and tax advice from its professional advisors before adopting the Plan,

NOW, THEREFORE, the Company hereby adopts the Plan in accordance with the terms and conditions set forth in this Adoption Agreement:

ARTICLE I

Terms used in this Adoption Agreement shall have the same meaning as in the Plan, unless some other meaning is expressly herein set forth. The Employer hereby represents and warrants that the Plan has been adopted by the Employer upon proper authorization and the Employer hereby elects to adopt the Plan for the benefit of its Participants as referred to in the Plan. By the execution of this Adoption Agreement, the Employer hereby agrees to be bound by the terms of the Plan.

ARTICLE II

The Employer hereby makes the following designations or elections for the purpose of the Plan:

**2.6 Committee:** The duties of the Committee set forth in the Plan shall be satisfied by:

- (a) Company
- (b) The administrative committee appointed by the Board to serve at the pleasure of the Board.
- (c) Board.
- (d) Other (specify): \_\_\_\_\_.

**2.9 Compensation:** The "Compensation" of a Participant shall mean all of a Participant's:

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- (a) Base salary.
- (b) Service Bonus.
- (c) Performance-Based Compensation earned in a period of 12 months or more.
- (d) Commissions.
- (e) Compensation received as an Independent Contractor reportable on Form 1099.
- (f) Other: Deferred Stock Awards
- (g) Other: Performance Stock Awards
- (h) Other: Other Stock-Based Awards

**2.10 Crediting Date:** The Deferred Compensation Account of a Participant shall be credited as follows:

Participant Deferral Credits at the time designated below:

- (a) The last business day of each Plan Year.
- (b) The last business day of each calendar quarter during the Plan Year.
- (c) The last business day of each month during the Plan Year.
- (d) The last business day of each payroll period during the Plan Year.
- (e) Each pay day as reported by the Employer.
- (f) On any business day as specified by the Employer.

Employer Credits at the time designated below:

- (a) On any business day as specified by the Employer.

**2.15 Effective Date:**

- (a) This is a newly-established Plan, and the Effective Date of the Plan is January 1, 2014.
- (b) This is an amendment of a plan named \_\_\_\_\_ dated \_\_\_\_\_ and governing all contributions to the plan through \_\_\_\_\_. The Effective Date of this amended Plan is \_\_\_\_\_.

\_\_\_ (b) This is an amendment of a plan named \_\_\_\_\_ dated \_\_\_\_\_ and governing all vested balances in the plan through \_\_\_\_\_ . This plan was subsequently amended on \_\_\_\_\_ governing all contributions to the plan through \_\_\_\_\_ .  
The Effective Date of this amended Plan is \_\_\_\_\_ .

\_\_\_ (b) This is an amendment of a plan named \_\_\_\_\_ dated \_\_\_\_\_ and governing all vested balances in the plan through \_\_\_\_\_ . This plan was subsequently amended on \_\_\_\_\_ governing all contributions to the plan through \_\_\_\_\_ .  
This plan was subsequently amended on \_\_\_\_\_ governing all contributions to the plan through \_\_\_\_\_ .  
The Effective Date of this amended Plan is \_\_\_\_\_ .

\_\_\_ (b) This is an amendment and restatement of a plan named \_\_\_\_\_ with an effective date of \_\_\_\_\_ .  
The Effective Date of this amended and restated Plan is \_\_\_\_\_ .  
This is amendment number \_\_\_\_\_ .

\_\_\_ (i) All amounts in Deferred Compensation Accounts shall be subject to the provisions of this amended and restated Plan.

\_\_\_ (ii) Any Grandfathered Amounts shall be subject to the Plan rules in effect on October 3, 2004.

**2.22 Normal Retirement Age:** The Normal Retirement Age of a Participant shall be:

  X   (a) Age 65.

\_\_\_ (b) The later of age \_\_\_ or the \_\_\_\_\_ anniversary of the participation commencement date. The participation commencement date is the first day of the first Plan Year in which the Participant commenced participation in the Plan.

\_\_\_ (c) Other: \_\_\_\_\_ .

**2.26 Participating Employer(s):** As of the Effective Date, the following Participating Employer(s) are parties to the Plan:

<u>Name of Employer</u>	<u>EIN</u>
<u>Piedmont Government Services, LLC</u>	20-1210353
<u>Piedmont Office Management, LLC</u>	20-2100780

2.30 **Plan:** The name of the Plan is

Piedmont Office Realty Trust, Inc. Executive Nonqualified Deferred Compensation Plan.

2.32 **Plan Year:** The Plan Year shall end each year on the last day of the month of December.

2.34 **Seniority Date:** The date on which a Participant has:

- (a) Attained age \_\_\_.
- (b) Completed \_\_\_ Years of Service from First Date of Service.
- (c) Attained age \_\_\_ and completed \_\_\_ Years of Service from First Date of Service.
- (d) Attained an age as elected by the Participant.
- (e) Not applicable – distribution elections for Separation from Service are not based on Seniority Date

**4.1 Participant Deferral Credits:** Subject to the limitations in Section 4.1 of the Plan, a Participant may elect to have his Compensation (as selected in Section 2.9 of this Adoption Agreement) deferred within the annual limits below by the following percentage or amount as designated in writing to the Committee:

- (a) Base salary:
  - minimum deferral: 0 %
  - maximum deferral: \$ \_\_\_\_\_ or 75 %
- (b) Service Bonus:
  - minimum deferral: 0 %
  - maximum deferral: \$ \_\_\_\_\_ or 75 %
- (c) Performance-Based Compensation:
  - minimum deferral: 0 %
  - maximum deferral: \$ \_\_\_\_\_ or 75 %
- (d) Commissions:
  - minimum deferral: \_\_\_\_\_ %

maximum deferral : \$ \_\_\_\_\_ or \_\_\_\_\_ %

(e) Form 1099 Compensation:

minimum deferral: \_\_\_\_\_ %

maximum deferral : \$ \_\_\_\_\_ or \_\_\_\_\_ %

(f) Other: Deferred Stock Awards

minimum deferral: 0 \_\_\_\_\_ %

maximum deferral: \$ \_\_\_\_\_ or 100 \_\_\_\_\_ %

(g) Other: Performance Stock Awards

minimum deferral: 0 \_\_\_\_\_ %

maximum deferral: \$ \_\_\_\_\_ or 100 \_\_\_\_\_ %

(h) Other: Other Stock-Based Awards

minimum deferral: 0 \_\_\_\_\_ %

maximum deferral: \$ \_\_\_\_\_ or 100 \_\_\_\_\_ %

(i) Participant deferrals not allowed.

**4.2 Employer Credits:** Employer Credits will be made in the following manner:

(a) **Employer Discretionary Credits:** The Employer may make discretionary credits to the Deferred Compensation Account of each Active Participant in an amount determined as follows:

(i) An amount determined each Plan Year by the Employer.

(ii) Other: \_\_\_\_\_.

(b) **Other Employer Credits:** The Employer may make other credits to the Deferred Compensation Account of each Active Participant in an amount determined as follows:

(i) An amount determined each Plan Year by the Employer.

(ii) Other: \_\_\_\_\_.

(c) Employer Credits not allowed.

**5.2 Disability of a Participant:**

(a) A Participant's becoming Disabled shall be a Qualifying Distribution Event and the Deferred Compensation Account shall be paid by the Employer as provided in Section 7.1.

(b) A Participant becoming Disabled shall not be a Qualifying Distribution Event.

**5.3 Death of a Participant:** If the Participant dies while in Service, the Employer shall pay a benefit to the Beneficiary in an amount equal to the vested balance in the Deferred Compensation Account of the Participant determined as of the date payments to the Beneficiary commence, plus:

(a) An amount to be determined by the Committee.

(b) No additional benefits.

**5.4 In-Service or Education Distributions:** In-Service and Education Accounts are permitted under the Plan:

(a) In-Service Accounts are allowed with respect to:  
 Participant Deferral Credits only.  
 Employer Credits only.  
 Participant Deferral and Employer Credits.

In-service distributions may be made in the following manner:

Single lump sum payment.  
 Annual installments over a term certain not to exceed 4 years.

Education Accounts are allowed with respect to:

Participant Deferral Credits only.  
 Employer Credits only.  
 Participant Deferral and Employer Credits.

Education Accounts distributions may be made in the following manner:

Single lump sum payment.  
 Annual installments over a term certain not to exceed     years.

If applicable, amounts not vested at the time payments due under this Section cease will be:

Forfeited  
 Distributed at Separation from Service if vested at that time

(b) No In-Service or Education Distributions permitted.

**5.5 Change in Control Event:**

(a) Participants may elect upon initial enrollment to have accounts distributed upon a Change in Control Event.



(b) A Change in Control shall not be a Qualifying Distribution Event.

**5.6 Unforeseeable Emergency Event:**

(a) Participants may apply to have accounts distributed upon an Unforeseeable Emergency event.

(b) An Unforeseeable Emergency shall not be a Qualifying Distribution Event

**6. Vesting:** An Active Participant shall be fully vested in the Employer Credits made to the Deferred Compensation Account upon the first to occur of the following events:

(a) Normal Retirement Age.

(b) Death.

(c) Disability.

(d) Change in Control Event

(e) Satisfaction of the vesting requirement as specified below:

**Employer Discretionary Credits:**

(i) Immediate 100% vesting.

(ii) 100% vesting after  Years of Service.

(iii) 100% vesting at age .

(iv) Number of Years of Service      Vested Percentage

Less than 1	<input type="text"/> %
1	<input type="text"/> %
2	<input type="text"/> %
3	<input type="text"/> %
4	<input type="text"/> %
5	<input type="text"/> %
6	<input type="text"/> %
7	<input type="text"/> %
8	<input type="text"/> %
9	<input type="text"/> %
10 or more	<input type="text"/> %

For this purpose, Years of Service of a Participant shall be calculated from the date designated below:

(1) First Day of Service.

(2) Effective Date of Plan Participation.

- (3) Each Crediting Date. Under this option (3), each Employer Credit shall vest based on the Years of Service of a Participant from the Crediting Date on which each Employer Discretionary Credit is made to his or her Deferred Compensation Account.

**Other Employer Credits:**

- (i) Immediate 100% vesting.
- (ii) 100% vesting after  Years of Service.
- (iii) 100% vesting at age .

(iv) Number of Years of Service      Vested Percentage

Less than 1	<input type="text"/> %
1	<input type="text"/> %
2	<input type="text"/> %
3	<input type="text"/> %
4	<input type="text"/> %
5	100 <input type="text"/> %
6	<input type="text"/> %
7	<input type="text"/> %
8	<input type="text"/> %
9	<input type="text"/> %
10 or more	<input type="text"/> %

For this purpose, Years of Service of a Participant shall be calculated from the date designated below:

- (1) First Day of Service.
- (2) Effective Date of Plan Participation.
- (3) Each Crediting Date. Under this option (3), each Employer Credit shall vest based on the Years of Service of a Participant from the Crediting Date on which each Employer Discretionary Credit is made to his or her Deferred Compensation Account.

**7.1 Payment Options:** Any benefit payable under the Plan upon a permitted Qualifying Distribution Event may be made to the Participant or his Beneficiary (as applicable) in any of the following payment forms, as selected by the Participant in the Participation Agreement:

(a) Separation from Service (Seniority Date is Not Applicable)

(i) A lump sum.

(ii) Annual installments over a term certain as elected by the Participant not to exceed 5 years.

(b) Separation from Service prior to Seniority Date (If Applicable)

(i) A lump sum.

(ii) Not Applicable

(c) Separation from Service on or After Seniority Date (If Applicable)

(i) A lump sum.

(ii) Annual installments over a term certain as elected by the Participant not to exceed      years.

(iii) Not Applicable

(d) Separation from Service Upon a Change in Control Event

(i) A lump sum.

(ii) Annual installments over a term certain as elected by the Participant not to exceed 5 years.

(e) Death

(i) A lump sum.

(ii) Annual installments over a term certain as elected by the Participant not to exceed      years.

(f) Disability

(i) A lump sum.

(ii) Annual installments over a term certain as elected by the Participant not to exceed 5 years.

(iii) Not applicable.

If applicable, amounts not vested at the time payments due under this Section cease will be:

Forfeited

Distributed at Separation from Service if vested at that time

(g) Change in Control Event

- (i) A lump sum.  
 (ii) Annual installments over a term certain as elected by the Participant not to exceed 5 years.  
 (iii) Not applicable.

If applicable, amounts not vested at the time payments due under this Section cease will be:

- Forfeited  
 Distributed at Separation from Service if vested at that time

**7.4 De Minimis Amounts.**

- (a) Notwithstanding any payment election made by the Participant, the vested balance in the Deferred Compensation Account of the Participant will be distributed in a single lump sum payment at the time designated under the Plan if at the time of a permitted Qualifying Distribution Event that is either a Separation from Service, death, Disability (if applicable) or Change in Control Event (if applicable) the vested balance does not exceed \$ 100,000. In addition, the Employer may distribute a Participant's vested balance at any time if the balance does not exceed the limit in Section 402(g)(1)(B) of the Code and results in the termination of the Participant's entire interest in the Plan
- (b) There shall be no pre-determined de minimis amount under the Plan; however, the Employer may distribute a Participant's vested balance at any time if the balance does not exceed the limit in Section 402(g)(1)(B) of the Code and results in the termination of the Participant's entire interest in the Plan.

**10.1 Contractual Liability:** Liability for payments under the Plan shall be the responsibility of the:

- (a) Company.  
 (b) Employer or Participating Employer who employed the Participant when amounts were deferred.

**14. Amendment and Termination of Plan:** Notwithstanding any provision in this Adoption Agreement or the Plan to the contrary, Section \_\_\_\_\_ of the Plan shall be amended to read as provided in attached Exhibit \_\_\_\_\_.

- There are no amendments to the Plan.

**17.9 Construction:** The provisions of the Plan shall be construed and enforced according to the laws of the State of Maryland, except to the extent that such laws are superseded by ERISA and the applicable provisions of the Code.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year stated below.

**Piedmont Office Realty Trust, Inc.**

Name of Employer

By: \_\_\_\_\_

Authorized Person

Date: \_\_\_\_\_

The Plan is adopted by the following Participating Employers:

**Piedmont Government Services, LLC**

Name of Employer

By: \_\_\_\_\_

Authorized Person

Date: \_\_\_\_\_

**Piedmont Office Management, LLC**

Name of Employer

By: \_\_\_\_\_

Authorized Person

Date: \_\_\_\_\_

**STATEMENT OF COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES AND OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS (in thousands, except ratios)**

	Year ended December 31,				
	2013	2012	2011	2010	2009
<b>Fixed Charges:</b>					
Interest Expense	\$ 73,614	\$ 65,023	\$ 65,817	\$ 66,486	\$ 71,464
Interest Expense Included in Discontinued Operations	—	—	5,932	6,274	6,279
Total	<u>73,614</u>	<u>65,023</u>	<u>71,749</u>	<u>72,760</u>	<u>77,743</u>
<b>Earnings:</b>					
Income from Continuing Operations	71,492	60,140	84,049	104,449	68,750
Less Equity in (Income)/Loss of Unconsolidated Joint Ventures	3,676	(923)	(1,619)	(2,633)	(104)
Operating Distributions Received from Unconsolidated Joint Ventures	1,475	2,338	2,932	4,463	4,445
Fixed Charges	73,614	65,023	71,749	72,760	77,743
Less Preferred Dividends of Consolidated Subsidiaries	(15)	(15)	(15)	(15)	(15)
Total	<u>\$ 150,242</u>	<u>\$ 126,563</u>	<u>\$ 157,096</u>	<u>\$ 179,024</u>	<u>\$ 150,819</u>
<b>Ratio of Earnings to Fixed Charges:<sup>(1)</sup></b>	2.0	1.9	2.2	2.5	1.9

<sup>(1)</sup> There was no preferred stock outstanding for any of the periods shown above. Accordingly, the ratio of earnings to combined fixed charges and preferred stock dividends was identical to the ratio of earnings to fixed charges for each period.

**Subsidiaries of Piedmont Office Realty Trust, Inc. and Piedmont Operating Partnership, LP**

<u>Subsidiary</u>	<u>State of Organization</u>
Piedmont Operating Partnership, LP	Delaware
Piedmont Washington Properties, Inc.	Maryland
Piedmont Office Holdings, Inc.	Georgia
Piedmont Office Management, LLC	Georgia
Piedmont Government Services, LLC	Georgia
Piedmont Leasing, LLC	Delaware
Piedmont Power, LLC	Delaware
Piedmont-Las Colinas Springing Member, LLC (f/k/a Wells REIT-Springing Member, LLC)	Delaware
Piedmont 1901 Market Business Trust (f/k/a Wells 1901 Market Business Trust)	Delaware
Piedmont 1901 Market LLC (f/k/a Wells 1901 Market LLC)	Delaware
1055 East Colorado-Pasadena, CA GP, LLC (f/k/a Wells REIT-Pasadena, CA GP, LLC)	Delaware
1055 East Colorado-Pasadena, CA, L.P. (f/k/a Wells REIT-Pasadena, CA, L.P.)	Delaware
Piedmont-Montgomery, LLC (f/k/a Wells REIT-Montgomery, LLC)	Delaware
Piedmont Bridgewater I, LLC (f/k/a Wells Bridgewater I, LLC)	Delaware
Piedmont-Bridgewater, NJ, LLC (f/k/a Wells REIT-Bridgewater, NJ, LLC)	Delaware
Piedmont-Independence Square, LLC (f/k/a Wells REIT - Independence Square, LLC)	Delaware
Piedmont-3100 Clarendon LLC (f/k/a Wells REIT I-3100 Clarendon LLC)	Delaware
Piedmont-Shady Grove V LLC (f/k/a Wells REIT I-Shady Grove V LLC)	Delaware
Piedmont-1075 West Entrance, LLC (f/k/a Wells REIT I-1075 West Entrance, LLC)	Delaware
Piedmont-Multi-State Owner, LLC (f/k/a Wells REIT-Multi-State Owner, LLC)	Delaware
Piedmont-Nashville, TN, LLC (f/k/a Wells REIT-Nashville, TN, LLC)	Delaware
Piedmont-Braker Pointe Austin, TX, L.P. (f/k/a Wells REIT-Austin, TX, L.P.)	Delaware
Piedmont-Braker Pointe Austin, TX GP, LLC (f/k/a Wells REIT-Austin, TX, LLC)	Delaware
Fairway Center II-Orange County, CA, L.P. (f/k/a Wells REIT-Orange County, CA, L.P.)	Delaware
Fairway Center II-Orange County, CA, GP LLC (f/k/a Wells REIT-Orange County, CA, LLC)	Delaware
Piedmont-One Brattle Square I, LLC (f/k/a Wells REIT-One Brattle Square I, LLC)	Delaware
Piedmont-One Brattle Square II, LLC (f/k/a Wells REIT-One Brattle Square II, LLC)	Delaware
4250 North Fairfax Property LLC	Delaware
4250 N. Fairfax Owner, LLC	Delaware
400 Virginia Avenue LLC	Delaware
1201 Eye Street, N.W. Associates LLC	Delaware
1215 ESDI, LLC	Delaware
1225 Equity LLC	Delaware
1225 Eye Street, N.W. Associates LLC	Delaware
1201 Equity LLC	Delaware
TTF Lending LLC	Delaware
TZO Lending LLC	Delaware
Piedmont-Two Pierce Place, LLC (f/k/a Wells REIT-Two Pierce Place, LLC)	Delaware
Piedmont-Las Colinas Corporate Center I, LP (f/k/a Wells REIT-Las Colinas Corporate Center I, LP)	Delaware
Piedmont-Las Colinas Corporate Center I, GP, LLC (f/k/a Wells REIT-Las Colinas Corporate Center I, LLC)	Delaware
Piedmont-Las Colinas Corporate Center II, LP (f/k/a Wells REIT-Las Colinas Corporate Center II, LP)	Delaware
Piedmont-Las Colinas Corporate Center II, GP, LLC (f/k/a Wells REIT-Las Colinas Corporate Center II, LLC)	Delaware

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Cypress Concourse A, LLC	Delaware
Piedmont 60 Broad Street, LLC (f/k/a Wells 60 Broad Street, LLC)	Delaware
Piedmont-800 Nicollet Avenue, LLC (f/k/a Wells REIT-800 Nicollet Avenue, LLC)	Delaware
Piedmont-800 Nicollet Avenue Owner, LLC (f/k/a Wells REIT-800 Nicollet Avenue Owner, LLC)	Delaware
Piedmont-800 Nicollet Avenue Springing Member, LLC (f/k/a Wells REIT-800 Nicollet Avenue Springing Member, LLC)	Delaware
Piedmont-Chicago Center Owner, LLC (f/k/a Wells REIT-Chicago Center Owner, LLC)	Delaware
Piedmont-Chicago Center, Chicago, LLC (f/k/a Wells REIT-Chicago Center, Chicago, LLC)	Delaware
Piedmont-Holtsville, NY, LLC (f/k/a Wells REIT-Holtsville, NY, LLC)	Georgia
800 North Brand Glendale, CA, LLC (f/k/a Wells REIT Glendale, CA, LLC)	Delaware
Piedmont-1430 Enclave Parkway, L.P. (f/k/a Wells REIT-1430 Enclave Parkway, L.P.)	Delaware
Piedmont-1430 Enclave Parkway, GP, LLC (f/k/a Wells REIT-1430 Enclave Parkway, LLC)	Delaware
Enclave Parkway Development, LLC	Delaware
Enclave Parkway Development, L.P.	Delaware
Piedmont-Windy Point I, LLC (f/k/a Wells REIT-Windy Point I, LLC)	Delaware
Piedmont-Windy Point II, LLC (f/k/a Wells REIT-Windy Point II, LLC)	Delaware
Piedmont-2300 Cabot Drive, LLC (f/k/a Wells REIT-2300 Cabot Drive, LLC)	Delaware
Rock Spring, L.L.C.	Delaware
Rock Spring II, L.L.C.	Delaware
500 W Monroe Mezz II, LLC	Delaware
500 W Monroe Mezz I-B, LLC	Delaware
500 W Monroe Chicago, LLC	Delaware
150 West Jefferson, LLC	Delaware
Piedmont 500 West Monroe Mezz I, LLC	Delaware
Piedmont 500 West Monroe Fee, LLC	Delaware
Suwanee Gateway One, LLC	Delaware
Meridian Crossings, LLC	Delaware
Dupree Atlanta, LLC	Delaware
Medici Atlanta, LLC	Delaware
Presidential Way Woburn, LLC	Delaware
400 TownPark, LLC	Delaware
Gavitello, Atlanta, LLC	Delaware
Glenridge Highlands III, LLC	Delaware
Piedmont - 901 N. Glebe, LLC	Delaware
Piedmont 5 & 15 Wayside, LLC	Delaware
Piedmont JV Partnership Interests, LLC	Delaware
Piedmont OP - Piedmont JV Partnership Interests, LLC Joint Venture (MI/TN)	Georgia
Piedmont OP - Piedmont JV Partnership Interests, LLC Joint Venture (KS)	Georgia
Piedmont Royal Lane, LP	Delaware
Piedmont Royal Lane GP, LLC	Delaware
Piedmont 6565 MacArthur Boulevard, LP	Delaware
Piedmont 6565 MacArthur Boulevard GP, LLC	Delaware
Piedmont One Lincoln Park, LP	Delaware
Piedmont One Lincoln Park GP, LLC	Delaware
Piedmont 161 Corporate Center, LP	Delaware
Piedmont 161 Corporate Center GP, LLC	Delaware



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3ASR No. 333-189102) of Piedmont Office Realty Trust, Inc.,
- (2) Registration Statement (Form S-3D No. 333-166858) of Piedmont Office Realty Trust Inc., and
- (3) Registration Statement (Form S-8 No. 333-142448) of Piedmont Office Realty Trust, Inc.;

of our reports dated February 18, 2014, with respect to the consolidated financial statements and schedule of Piedmont Office Realty Trust, Inc. and the effectiveness of internal control over financial reporting of Piedmont Office Realty Trust Inc. included in this Annual Report (Form 10-K) of Piedmont Office Realty Trust, Inc. for the year ended December 31, 2013.

*Ernst + Young LLP*

Atlanta, Georgia

February 18, 2014

**EXHIBIT 31.1**  
**PRINCIPAL EXECUTIVE OFFICER CERTIFICATION**  
**PURSUANT TO**  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Donald A. Miller, CFA, certify that:

1. I have reviewed this annual report on Form 10-K of Piedmont Office Realty Trust, Inc.;
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 officers 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 officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 18, 2014

By: /s/ DONALD A. MILLER, CFA

Donald A. Miller, CFA

Principal Executive Officer

**EXHIBIT 31.2**  
**PRINCIPAL EXECUTIVE OFFICER CERTIFICATION**  
**PURSUANT TO**  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert E. Bowers, certify that:

1. I have reviewed this annual report on Form 10-K of Piedmont Office Realty Trust, Inc.;
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 officers 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 officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 18, 2014

By:           /s/ ROBERT E. BOWERS            
**Robert E. Bowers**  
**Principal Financial Officer**

**EXHIBIT 32.1**

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

In connection with the Annual Report of Piedmont Office Realty Trust, Inc. (the "Registrant") on Form 10-K for the year ended December 31, 2013, as filed with the Securities and Exchange Commission (the "Report"), the undersigned, Donald A. Miller, CFA, Chief Executive Officer of the Registrant, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

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

It is not intended that this statement be deemed to be filed for the purposes of the Securities Exchange Act of 1934.

By: /s/ DONALD A. MILLER, CFA

**Donald A. Miller, CFA**

**Chief Executive Officer**

**February 18, 2014**

**EXHIBIT 32.2**

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

In connection with the Annual Report of Piedmont Office Realty Trust, Inc. (the "Registrant") on Form 10-K for the year ended December 31, 2013, as filed with the Securities and Exchange Commission (the "Report"), the undersigned, Robert E. Bowers, Chief Financial Officer of the Registrant, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

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

It is not intended that this statement be deemed to be filed for the purposes of the Securities Exchange Act of 1934.

By: /s/ ROBERT E. BOWERS

**Robert E. Bowers**

**Chief Financial Officer**

**February 18, 2014**

