

LEXINGTON REALTY TRUST

Form 10-Q

November 09, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2007.**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition period from _____ to _____
Commission File Number 1-12386
LEXINGTON REALTY TRUST
(Exact name of registrant as specified in its charter)**

Maryland
(State or other jurisdiction of
incorporation or organization)

13-3717318
(I.R.S. Employer
Identification No.)

One Penn Plaza Suite 4015
New York, NY
(Address of principal executive offices)

10119
(Zip code)

(212) 692-7200

(Registrant's telephone number, including area code)

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

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

Yes No

Indicate the number of shares outstanding of each of the registrant's classes of common shares, as of the latest practicable date: 63,672,359 common shares, par value \$.0001 per share on November 2, 2007.

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PART 1. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
September 30, 2007 (Unaudited) and December 31, 2006
(In thousands, except share and per share data)

	September 30, 2007	December 31, 2006
Assets:		
Real estate, at cost	\$ 4,630,170	\$ 3,747,156
Less: accumulated depreciation and amortization	387,237	276,129
	4,242,933	3,471,027
Properties held for sale – discontinued operations	159,982	69,612
Intangible assets, net	609,000	468,244
Cash and cash equivalents	260,487	97,547
Investment in and advances to non-consolidated entities	173,742	247,045
Deferred expenses, net	39,600	16,084
Notes receivable	41,968	50,534
Rent receivable – current	27,525	53,744
Rent receivable – deferred	19,012	29,410
Investment in marketable equity securities	4,276	32,036
Other assets	88,966	89,574
	\$ 5,667,491	\$ 4,624,857
Liabilities and Shareholders' Equity:		
Liabilities:		
Mortgages and notes payable	\$ 2,631,225	\$ 2,126,810
Exchangeable notes payable	450,000	
Trust notes payable	200,000	
Contract rights payable	13,133	12,231
Dividends payable	30,884	44,948
Liabilities – discontinued operations	100,672	6,064
Accounts payable and other liabilities	41,037	25,877
Accrued interest payable	15,442	10,818
Deferred revenue – below market leases	263,801	362,815
Prepaid rent	21,171	10,109
	3,767,365	2,599,672
Minority interests	789,519	902,741
	4,556,884	3,502,413
Commitments and contingencies (notes 12 and 13)		

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Shareholders equity:

Preferred shares, par value \$0.0001 per share; authorized 100,000,000 shares, Series B Cumulative Redeemable Preferred, liquidation preference \$79,000, 3,160,000 shares issued and outstanding	76,315	76,315
Series C Cumulative Convertible Preferred, liquidation preference \$155,000, 3,100,000 shares issued and outstanding	150,589	150,589
Series D Cumulative Redeemable Preferred, liquidation preference \$155,000, 6,200,000 shares issued and outstanding in 2007	149,774	
Special Voting Preferred Share, par value \$0.0001 per share; authorized, issued and outstanding 1 share		
Common shares, par value \$0.0001 per share; authorized 400,000,000 shares, 63,598,112 and 69,051,781 shares issued and outstanding in 2007 and 2006, respectively	6	7
Additional paid-in-capital	1,077,707	1,188,900
Accumulated distributions in excess of net income	(341,243)	(294,640)
Accumulated other comprehensive income (loss)	(2,541)	1,273
	1,110,607	1,122,444
	\$ 5,667,491	\$ 4,624,857

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

Table of Contents**LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

Three and Nine months ended September 30, 2007 and 2006

(Unaudited and in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Gross revenues:				
Rental	\$ 113,988	\$ 42,482	\$ 293,377	\$ 125,860
Advisory and incentive fees	239	1,127	12,182	3,527
Tenant reimbursements	10,128	4,185	22,300	12,229
Total gross revenues	124,355	47,794	327,859	141,616
Expense applicable to revenues:				
Depreciation and amortization	(67,211)	(19,143)	(174,130)	(56,843)
Property operating	(18,031)	(7,858)	(42,868)	(22,325)
General and administrative	(7,547)	(5,383)	(28,707)	(15,852)
Non-operating income	2,673	963	7,644	7,669
Interest and amortization expense	(50,347)	(16,306)	(120,390)	(49,035)
Debt satisfaction charges		(510)		(216)
Impairment loss				(1,121)
Income (loss) before provision for income taxes, minority interests, equity in earnings of non-consolidated entities and discontinued operations	(16,108)	(443)	(30,592)	3,893
Provision for income taxes	(410)	(178)	(2,646)	(24)
Minority interests share of (income) loss	1,966	3	(8,630)	(704)
Equity in earnings of non-consolidated entities	4,054	1,029	45,951	3,145
Income (loss) from continuing operations	(10,498)	411	4,083	6,310
Discontinued operations:				
Income from discontinued operations	6,029	2,576	17,728	8,278
(Provision) benefit for income taxes	(2)	1	(2,623)	(73)
Debt satisfaction (charges) gains	(3,596)	15	(3,685)	5,779
Gains on sales of properties	26,980	1,920	39,808	18,836
Impairment charge		(28,209)		(28,209)
Minority interests share of (income) loss	(4,450)	5,691	(9,694)	3,081
Total discontinued operations	24,961	(18,006)	41,534	7,692
Net income (loss)	14,463 (1,590)	(17,595) (1,590)	45,617 (4,770)	14,002 (4,770)

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Dividends attributable to preferred shares Series B				
Dividends attributable to preferred shares Series C	(2,519)	(2,519)	(7,556)	(7,556)
Dividends attributable to preferred shares Series D	(2,925)		(7,372)	
Net income (loss) allocable to common shareholders	\$ 7,429	\$ (21,704)	\$ 25,919	\$ 1,676
Income (loss) per common share basic:				
Income (loss) from continuing operations, after preferred dividends	\$ (0.27)	\$ (0.07)	\$ (0.24)	\$ (0.12)
Income (loss) from discontinued operations	0.39	(0.35)	0.63	0.15
Net income (loss) allocable to common shareholders	\$ 0.12	\$ (0.42)	\$ 0.39	\$ 0.03
Weighted average common shares outstanding basic	63,458,167	52,279,750	65,735,321	52,081,514
Income (loss) per common share diluted:				
Income (loss) from continuing operations, after preferred dividends	\$ (0.27)	\$ (0.07)	\$ (0.24)	\$ (0.12)
Income (loss) from discontinued operations	0.39	(0.35)	0.63	0.15
Net income (loss) allocable to common shareholders	\$ 0.12	\$ (0.42)	\$ 0.39	\$ 0.03
Weighted average common shares outstanding diluted	63,458,167	52,279,750	65,735,321	52,081,514

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

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LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Three and Nine months ended September 30, 2007 and 2006

(Unaudited and in thousands)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2007	2006	2007	2006
Net income (loss)	\$ 14,463	\$ (17,595)	\$ 45,617	\$ 14,002
Other comprehensive income (loss):				
Change in unrealized gain (loss) in marketable equity securities	(1,140)	739	(1,661)	647
Change in unrealized gain in foreign currency translation	249	351	290	494
Change in unrealized loss from non-consolidated entities	(2,443)		(2,443)	
Comprehensive income (loss)	\$ 11,129	\$ (16,505)	\$ 41,803	\$ 15,143

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

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

Nine months ended September 30, 2007 and 2006

(Unaudited and in thousands)

	2007	2006
Net cash provided by operating activities	\$ 235,893	\$ 85,066
Cash flows from investing activities:		
Acquisition of interest in certain non-consolidated entities	(366,614)	
Investment in real estate, including intangibles	(140,559)	(60,160)
Acquisitions of additional interests in LSAC	(24,199)	
Issuance of notes receivable affiliate		(8,300)
Collection of notes receivable affiliate		8,300
Investment in notes receivable		(11,144)
Net proceeds from sale/transfer of properties	225,915	58,554
Proceeds from the sale of marketable equity securities	27,698	
Real estate deposits	(722)	(4,008)
Principal payments received on loan receivable	8,429	
Distributions from non-consolidated entities in excess of accumulated earnings	5,032	15,831
Investment in and advances to / from non-consolidated entities	(71,308)	(9,710)
Investment in marketable equity securities	(723)	(5,019)
Increase in deferred leasing costs	(3,823)	(1,358)
Decrease (increase) in escrow deposits	24,455	(1,433)
Net cash used in investing activities	(316,419)	(18,447)
Cash flows from financing activities:		
Dividends to common and preferred shareholders	(106,374)	(70,191)
Principal payments on debt, excluding normal amortization	(650,202)	(64,412)
Dividend reinvestment plan proceeds	5,652	9,305
Principal amortization payments	(63,553)	(21,828)
Proceeds of mortgages and notes payable	246,965	97,185
Proceeds from term loan	225,000	
Proceeds from trust preferred notes	200,000	
Proceeds from exchangeable notes	450,000	
Increase in deferred financing costs	(18,591)	(926)
Contributions from minority partners	79	810
Cash distributions to minority partners	(67,522)	(5,976)
Proceeds from the sale of common and preferred shares, net	149,898	186
Repurchase of common shares	(143,709)	(1,352)
Partnership units repurchased	(3,602)	(116)
Net cash provided by (used in) financing activities	224,041	(57,315)
Cash acquired in co-investment program acquisition	20,867	

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Cash associated with sale of interest in entity	(1,442)	
Change in cash and cash equivalents	162,940	9,304
Cash and cash equivalents, at beginning of period	97,547	53,515
Cash and cash equivalents, at end of period	\$ 260,487	\$ 62,819

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

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**LEXINGTON REALTY TRUST AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

September 30, 2007 and 2006

(Unaudited and dollars in thousands, except per share/unit data)

(1) **The Company**

Lexington Realty Trust (the Company), is a self-managed and self-administered Maryland statutory real estate investment trust (REIT) that acquires, owns, and manages a geographically diversified portfolio of net leased office, industrial and retail properties and provides investment advisory and asset management services to investors in the net lease area. As of September 30, 2007, the Company owned or had interests in approximately 325 consolidated properties in 44 states and the Netherlands. The real properties owned by the Company are generally subject to net leases to tenants, however, certain leases provide that the Company is responsible for certain operating expenses.

On December 31, 2006, the Company completed its merger with Newkirk Realty Trust, Inc., or Newkirk (the Newkirk Merger). Newkirk's primary business was similar to the primary business of the Company. All of Newkirk's operations were conducted and all of its assets were held through its master limited partnership, The Newkirk Master Limited Partnership (MLP). Newkirk was the general partner and owned 31.0% of the units of limited partnership in the MLP (the MLP units). In connection with the Newkirk Merger, the Company changed its name to Lexington Realty Trust, the MLP was renamed The Lexington Master Limited Partnership and an affiliate of the Company became the general partner of the MLP and another affiliate of the Company became the holder of a 31.0% ownership interest in the MLP. As of September 30, 2007, the Company had a 41.5% ownership interest in the MLP.

In the Newkirk Merger, Newkirk merged with and into the Company, with the Company as the surviving entity. Each holder of Newkirk's common stock received 0.80 common shares of the Company in exchange for each share of Newkirk's common stock, and the MLP effected a reverse unit-split pursuant to which each outstanding MLP unit was converted into 0.80 units, resulting in 35.5 million MLP units applicable to the minority interest being outstanding after the Newkirk Merger. Each MLP unit is redeemable at the option of the holder for cash based on the value of a common share of the Company or, if the Company elects, on a one-for-one basis for the Company's common shares.

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

During the first quarter of 2007, the Company's Board of Trustees authorized the Company to repurchase, from time to time, up to 10.0 million common shares and/or operating partnership units in the Company's operating partnership subsidiaries (OP Units) depending on market conditions and other factors. During the nine months ended September 30, 2007, the Company repurchased approximately 7.1 million common shares/OP Units at an average price of approximately \$20.61 per common share/OP Unit aggregating \$147.3 million, in the open market and through private transactions with employees and third parties.

On June 4, 2007, the Company announced a strategic restructuring plan. The plan, when and if completed, will restructure the Company into a company consisting primarily of:

A wholly owned portfolio of core office assets;

A wholly owned portfolio of core warehouse/distribution assets;

A continuing 50% interest in a joint venture that invests in senior and subordinated debt interests secured by both net leased and multi tenanted real estate collateral;

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A minority interest in a to-be-funded joint venture that invests in specialty single tenant real estate assets;
and

Equity securities in other net lease companies owned either individually or through an interest in one or more joint ventures.

In connection with the strategic restructuring plan, the Company:

acquired all of the outstanding interests not otherwise owned by the Company in Triple Net Investment Company LLC, one of the Company's co-investment programs, which resulted in the Company becoming the sole owner of the co-investment program's 15 primarily single tenant net leased properties;

acquired all of the outstanding interests not otherwise owned by the Company in Lexington Acquiport Company, LLC and Lexington Acquiport Company II, LLC, two of the Company's co-investment programs, which resulted in the Company becoming the sole owner of the co-investment program's 26 primarily single tenant net leased properties;

terminated Lexington/Lion Venture L.P., one of its co-investment programs, and was distributed 7 primarily single tenant net leased properties owned by the co-investment program;

announced a disposition program, whereby the Company began marketing approximately 140 non-core assets for sale; and

announced the formation of a joint venture with a subsidiary of Inland American Real Estate Trust, Inc. to be seeded with 53 assets currently owned by the Company and invest in core plus net leased assets, such as manufacturing assets, call centers and other specialty assets.

The Company can provide no assurances that it will dispose of any remaining assets under its disposition program or close on the funding and acquisition of the initial assets for the joint venture.

The unaudited condensed consolidated financial statements reflect all adjustments, which are, in the opinion of management, necessary to present a fair statement of the financial condition and results of operations for the interim periods. For a more complete understanding of the Company's operations and financial position, reference is made to the financial statements (including the notes thereto) previously filed with the Securities and Exchange Commission with the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

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

Basis of Presentation and Consolidation. The Company's consolidated financial statements are prepared on the accrual basis of accounting. The financial statements reflect the accounts of the Company and its consolidated subsidiaries, including Lepercq Corporate Income Fund L.P. (LCIF), Lepercq Corporate Income Fund II L.P. (LCIF II), Net 3 Acquisition L.P. (Net 3), the MLP, Lexington Realty Advisors, Inc. (LRA), Lexington Contributions, Inc. (LCI), and Six Penn Center L.P. LRA and LCI are wholly owned taxable REIT subsidiaries, and the Company is the sole unitholder of the general partner, and the sole unitholder of a significant limited partner, of each of LCIF, LCIF II, Net 3, the MLP and Six Penn Center L.P. Lexington Strategic Asset Corp. (LSAC), formerly a majority owned taxable REIT subsidiary, was merged with and into the Company as of June 30, 2007. The Company determines whether an entity for which it holds an interest should be consolidated pursuant to Financial Accounting Standards Board (FASB) Interpretation No. 46, Consolidation of Variable Interest Entities (FIN 46R). FIN 46R requires the Company to evaluate whether it has a controlling financial interest in an entity through means other than voting rights. If the entity is not a variable interest entity, and the Company controls the entity's voting shares or similar rights, the entity is consolidated.

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Earning Per Share. Basic net income (loss) per share is computed by dividing net income (loss), reduced by preferred dividends, by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share amounts are similarly computed, but include the effect, when dilutive, of in-the-money common share options, certain non-vested common shares, OP Units, put options of certain partners' interests in non-consolidated entities and convertible securities.

Recently Issued Accounting Standards. In December 2004, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 123, (revised 2004) Share-Based Payment (SFAS 123R), which supersedes Accounting Principals Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and its related implementation guidance. SFAS 123R establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also address transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. SFAS 123R focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. SFAS 123R requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. The cost will be recognized over the period in which an employee is required to provide services in exchange for the award. SFAS 123R was effective for the fiscal year beginning on January 1, 2006. The impact of adopting this statement resulted in the elimination of \$11,401 of deferred compensation and additional paid-in-capital from the consolidated statements of changes in shareholders' equity as of January 1, 2006 and the adoption did not have a material impact on the Company's results of operations or cash flows.

In June 2005, the FASB ratified the Emerging Issues Task Force's (EITF) consensus on EITF 04-05, Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights (EITF 04-05). EITF 04-05 provides a framework for determining whether a general partner controls, and should consolidate, a limited partnership or a similar entity. It was effective after June 29, 2005 for all newly formed limited partnerships and for any pre-existing limited partnerships that modify their partnership agreements after that date. General partners of all other limited partnerships were required to apply the consensus no later than the beginning of the first reporting period in fiscal years beginning after December 15, 2005. The impact of the adoption of EITF 04-05 did not have a material impact on the Company's financial position, results of operations or cash flows.

In June 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS 109. FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 was effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48, as of January 1, 2007, did not have material impact on the Company's financial position, results of operations or cash flows.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of this statement is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of FASB Statement No. 115 (SFAS 159). SFAS 159 permits entities to choose to measure many financial assets and liabilities and certain other items at fair value. An enterprise will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option may be applied on an instrument-by-instrument basis, with several exceptions, such as investments accounted for by the equity method, and once elected, the option is irrevocable unless a new election date occurs. The fair value option can be applied only to entire instruments and not to portions thereof. SFAS 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Management is currently evaluating the effects of adopting SFAS 159 on the Company's financial statements.

In September 2006, the Securities and Exchange Commission released Staff Accounting Bulletin No. 108 (SAB 108). SAB 108 provides guidance on how the effects of the carryover or reversal of prior year financial statements misstatements should be considered in quantifying a current period misstatement. In addition, upon adoption, SAB 108 permits the Company to adjust the cumulative effect of immaterial errors relating to prior years in the carrying amount of assets and liabilities as of the beginning of the current fiscal year, with an offsetting adjustment to the opening balance of

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retained earnings. SAB 108 also requires the adjustment of any prior quarterly financial statement within the fiscal year of adoption for the effects of such errors on the quarters when the information is next presented. The Company adopted SAB 108 effective December 31, 2006, and its adoption had no impact on the Company's financial position, results of operations or cash flows.

Use of Estimates. Management has made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses to prepare these consolidated financial statements in conformity with generally accepted accounting principles. The most significant estimates made include the recoverability of accounts receivable (primarily related to straight-line rents), allocation of property purchase price to tangible and intangible assets, the determination of impairment of long-lived assets and the useful lives of long-lived assets. Actual results could differ from those estimates.

Business Combinations. The Company follows the provisions of Statement of Financial Accounting Standards No. 141, Business Combinations (SFAS 141) and records all assets acquired and liabilities assumed at fair value. On December 31, 2006, the Company acquired Newkirk, which was a variable interest entity (VIE). The Company was considered the primary beneficiary under FIN 46R, and therefore, consolidates the MLP. The Company follows the provisions of FIN 46R and, as a result, has recorded the minority interest in Newkirk at estimated fair value on the date of acquisition. The value of the consideration issued in common shares was based upon a reasonable period before and after the date that the terms of the Newkirk Merger were agreed to and announced.

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

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

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

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

Revenue Recognition. The Company recognizes revenue in accordance with Statement of Financial Accounting Standards No. 13 Accounting for Leases, as amended (SFAS 13). SFAS 13 requires that revenue be recognized on a straight-line basis over the term of the lease unless another systematic and rational basis is more representative of the time pattern in which the use benefit is derived from the leased property. Renewal options in leases with rental terms that are lower than those in the primary term are excluded from the calculation of straight-line rent if they do not meet the criteria of a bargain renewal option. In those instances in which the Company funds tenant improvements and the

improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. When the Company determines that the tenant allowances are lease incentives, the Company commences revenue recognition when

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possession or control of the space is turned over to the tenant for tenant work to begin. The lease incentive is recorded as a deferred expense and amortized as a reduction of revenue on a straight-line basis over the respective lease term. Gains on sales of real estate are recognized pursuant to the provisions of Statement of Financial Accounting Standards No. 66 Accounting for Sales of Real Estate, as amended (SFAS 66). The specific timing of the sale is measured against various criteria in SFAS 66 related to the terms of the transactions and any continuing involvement in the form of management or financial assistance associated with the properties. If the sales criteria are not met, the gain is deferred and the finance, installment or cost recovery method, as appropriate, is applied until the sales criteria are met.

Impairment of Real Estate. The Company evaluates the carrying value of all real estate and intangible assets held when a triggering event under Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, as amended (SFAS 144) has occurred to determine if an impairment has occurred which would require the recognition of a loss. The evaluation includes reviewing anticipated cash flows of the property, based on current leases in place, coupled with an estimate of proceeds to be realized upon sale. However, estimating future sale proceeds is highly subjective and such estimates could differ materially from actual results. Depreciation is determined by the straight-line method over the remaining estimated economic useful lives of the properties. The Company generally depreciates buildings and building improvements over periods ranging from 8 to 40 years, land improvements from 15 to 20 years, and fixtures and equipment from 5 to 16 years. Only costs incurred to third parties in acquiring properties are capitalized. No internal costs (rents, salaries, overhead) are capitalized. Expenditures for maintenance and repairs are charged to operations as incurred. Significant renovations which extend the useful life of the properties are capitalized.

Properties Held For Sale. The Company accounts for properties held for sale in accordance with SFAS 144. SFAS 144 requires that the assets and liabilities of properties that meet various criteria in SFAS 144 be presented separately in the consolidated balance sheets, with assets and liabilities being separately stated. The operating results of these properties are reflected as discontinued operations in the consolidated statements of operations. Properties that do not meet the held for sale criteria of SFAS 144 are accounted for as operating properties.

Investments in Non-Consolidated Entities. The Company accounts for its investments in 50% or less owned entities under the equity method, unless pursuant to FIN 46R, consolidation is required. If its investment in the entity is less than 3% and it has no influence over the control of the entity then the entity is accounted for under the cost method.

Marketable Equity Securities. The Company classifies its existing marketable equity securities as available-for-sale in accordance with the provisions of SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities. These securities are carried at fair market value, with unrealized gains and losses, including the Company's proportionate share of the unrealized gains or loss from non-consolidated entities, reported in shareholders' equity as a component of accumulated other comprehensive income (loss). Gains or losses on securities sold and other than temporary impairments are included in the consolidated statements of operations. Sales of securities are recorded on the trade date and gains and losses are determined by the specific identification method.

Notes Receivable. The Company evaluates the collectability of both interest and principal of each of its notes, if circumstances warrant, to determine whether it is impaired. A note is considered to be impaired, when based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the existing contractual terms. When a note is considered to be impaired, the amount of the loss accrual is calculated by comparing the recorded investment to the value determined by discounting the expected future cash flows at the note's effective interest rate. Interest on impaired notes is recognized on a cash basis.

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

Deferred Compensation. Deferred compensation consists of the value of non-vested common shares issued by the Company to employees. The deferred compensation is amortized ratably over the vesting period which generally is five years. Certain common shares vest only when certain performance based measures are met.

Tax Status. The Company has made an election to qualify, and believes it is operating so as to qualify, as a REIT for federal income tax purposes. Accordingly, the Company generally will not be subject to federal income tax, provided

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that distributions to its shareholders equal at least the amount of its REIT taxable income as defined under Sections 856 through 860 of the Code.

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

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carry-forwards.

Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

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

Restricted Cash. Restricted cash, which is included in other assets on the condensed consolidated balance sheet, is comprised primarily of cash balances held by lenders for construction and tenant improvement reserves and amounts deposited to complete tax-free exchanges.

Foreign Currency. The Company has determined that the functional currency of its foreign operations is the respective local currency. As such, assets and liabilities of the Company's foreign operations are translated using period-end exchange rates, and revenues and expenses are translated using exchange rates as determined throughout the period. Unrealized gains or losses resulting from translation are included in accumulated other comprehensive income (loss) and as a separate component of the Company's shareholders' equity.

Segment Reporting. The Company operates in one industry segment, investment in net leased real properties.

Environmental Matters. Under various federal, state and local environmental laws, statutes, ordinances, rules and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, on, in or under such property as well as certain other potential costs relating to hazardous or toxic substances. These liabilities may include government fines and penalties and damages for injuries to persons and adjacent property. Such laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence or disposal of such substances. Although the Company's tenants are primarily responsible for any environmental damage and claims related to the leased premises, in the event of the bankruptcy or inability of the tenant of such premises to satisfy any obligations with respect to such environmental liability, the Company may be required to satisfy any obligations. In addition, the Company as the owner of such properties may be held directly liable for any such damages or claims irrespective of the provisions of any lease. As of September 30, 2007, the Company is not aware of any environmental matter that could have a material impact on the financial statements.

Reclassification. Certain amounts included in the 2006 financial statements have been reclassified to conform with the 2007 presentation.

Table of Contents**(3) Earnings per Share**

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the three and nine months ended September 30, 2007 and 2006:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
BASIC				
Income (loss) from continuing operations	\$ (10,498)	\$ 411	\$ 4,083	\$ 6,310
Less preferred dividends	(7,034)	(4,109)	(19,698)	(12,326)
Income (loss) allocable to common shareholders from continuing operations	(17,532)	(3,698)	(15,615)	(6,016)
Total income (loss) from discontinued operations	24,961	(18,006)	41,534	7,692
Net income (loss) allocable to common shareholders	\$ 7,429	\$ (21,704)	\$ 25,919	\$ 1,676
Weighted average number of common shares outstanding -basic	63,458,167	52,279,750	65,735,321	52,081,514
Income (loss) per common share basic:				
Income (loss) from continuing operations	\$ (0.27)	\$ (0.07)	\$ (0.24)	\$ (0.12)
Income (loss) from discontinued operations	0.39	(0.35)	0.63	0.15
Net income (loss)	\$ 0.12	\$ (0.42)	\$ 0.39	\$ 0.03
DILUTED				
Income (loss) allocable to common shareholders from continuing operations basic	\$ (17,532)	\$ (3,698)	\$ (15,615)	\$ (6,016)
Incremental income attributed to assumed conversion of dilutive securities				
Income (loss) allocable to common shareholders from continuing operations	(17,532)	(3,698)	(15,615)	(6,016)
Total income (loss) from discontinued operations	24,961	(18,006)	41,534	7,692
Net income (loss) allocable to common shareholders	\$ 7,429	\$ (21,704)	\$ 25,919	\$ 1,676

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Weighted average number of common shares used in calculation of basic earnings per share	63,458,167	52,279,750	65,735,321	52,081,514
Add incremental shares representing:				
Shares issuable upon exercise of employee share options				
Shares issuable upon conversion of dilutive securities				
Weighted average number of common shares diluted	63,458,167	52,279,750	65,735,321	52,081,514
Income (loss) per common share diluted:				
Income (loss) from continuing operations	\$ (0.27)	\$ (0.07)	\$ (0.24)	\$ (0.12)
Income (loss) from discontinued operations	0.39	(0.35)	0.63	0.15
Net income (loss)	\$ 0.12	\$ (0.42)	\$ 0.39	\$ 0.03

All incremental shares are considered anti-dilutive for periods that have a loss from continuing operations applicable to common shareholders. In addition, other common share equivalents maybe anti-dilutive in certain periods.

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Table of Contents**(4) Investments in Real Estate and Intangibles**

During the nine months ended September 30, 2007, the Company acquired seven properties from third parties for an aggregate capitalized cost of \$117,760 and allocated \$19,083 of the purchase price to intangible assets.

In 2007, the Company acquired additional shares in LSAC for \$16,781 and LSAC paid \$7,418 to repurchase its common stock in a tender offer. On June 30, 2007, LSAC was merged with and into the Company and ceased to exist.

The Company completed the Newkirk Merger effective December 31, 2006. The allocation of the purchase price was based upon estimates and assumptions. The Company engaged a third party valuation expert to assist with the fair value assessment of the real estate. During the nine months ended September 30, 2007, certain estimates were revised. In addition, there may be certain additional items that the Company will revise once the Company receives additional information. Accordingly, these allocations are subject to revision when final information is available, although the Company does not believe the past revisions had, or any future revisions will have, a significant impact on its financial position or results of operations.

The following unaudited pro forma financial information for the three and nine months ended September 30, 2006 gives effect to the Newkirk Merger (only the assets acquired and liabilities assumed as of December 31, 2006) as if it had occurred on January 1, 2006. The unaudited pro forma results are based on historical data and are not intended to be indicative of the results of future operations.

	Nine Months Ended September 30, 2006 (unaudited)	Three Months Ended September 30, 2006 (unaudited)
Total gross revenues	\$ 250,065	\$ 84,701
Income (loss) from continuing operations	\$ (42)	2,657
Net income (loss)	\$ 9,112	\$ (14,675)
Net loss per common share after preferred dividends		
basic	\$ (0.05)	\$ (0.28)
diluted	\$ (0.05)	\$ (0.28)

The effect of the refinancing of the KeyBank facility with the proceeds from the Exchangeable Guaranteed Notes has been reflected in the above unaudited pro forma financial information data.

During the second quarter of 2007, the Company, including through its consolidated subsidiaries, completed transactions with its joint venture partners as summarized as follows:

Triple Net Investment Company LLC (TNI)

Effective May 1, 2007, the Company entered into a purchase agreement with the Utah State Retirement Investment Fund, its partner in one of its co-investment programs, TNI, and acquired the 70% of TNI it did not already own. Accordingly, the Company became the sole owner of the 15 primarily single tenant net leased real estate properties owned by TNI. The Company acquired the interest through a cash payment of approximately \$82,600 and the assumption of approximately \$156,600 in non-recourse mortgage debt. The debt assumed by the Company bears stated interest at rates ranging from 4.9% to 9.4% with a weighted average stated rate of 5.9% and matures at various dates ranging from 2010 to 2021. In connection with this transaction, the Company recognized \$2,064 as an incentive fee in accordance with the TNI partnership agreement.

Lexington Acquiport Company LLC (LAC) and Lexington Acquiport Company II LLC (LAC II)

Effective June 1, 2007, the Company entered into purchase agreements with the Common Retirement Fund of the State of New York, its 66.67% partner in one of its co-investment programs, LAC and 75% partner in another of its

co-investment programs, LAC II, and acquired the interests in LAC and LAC II it did not already own. Accordingly, the Company became the sole owner of the 26 primarily single tenant net leased real estate properties owned collectively by

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LAC and LAC II. The Company acquired the interest through a cash payment of approximately \$277,400 and the assumption of approximately \$515,000 in non-recourse mortgage debt. The debt assumed by the Company bears interest at stated rates ranging from 5.0% to 8.2% with a weighted average stated rate of 6.2% and matures at various dates ranging from 2009 to 2021.

Lexington /Lion Venture L.P. (LION)

Effective June 1, 2007, the Company and its 70% partner in LION agreed to terminate LION and distribute the 17 primarily net leased properties owned by LION. Accordingly, the Company was distributed 7 of the properties, which are subject to non-recourse mortgage debt of approximately \$112,500. The debt assumed by the Company bears interest at stated rates ranging from 4.8% to 6.2% with a weighted average stated rate of 5.4% and matures at various dates ranging from 2012 to 2016. In addition, the Company paid approximately \$6,600 of additional consideration to its former partner in connection with the termination. In connection with this transaction, the Company recognized \$8,530 as an incentive fee in accordance with the LION partnership agreement and was allocated equity in earnings of \$34,164 related to its share of gains relating to the 10 properties transferred to the partner.

In accordance with U.S. generally accepted accounting principles, the Company recorded the assets and liabilities at fair value to the extent of the interests acquired, with a carryover basis for all assets and liabilities to the extent of the Company's ownership. The allocation of the purchase price is based upon estimates and assumptions. The Company engaged a third party valuation expert to assist with the fair value assessment of the real estate. The current allocations are substantially complete; however, there may be certain items that the Company will finalize once it receives additional information. Accordingly, the allocations are subject to revision when final information is available, although the Company does not expect future revisions to have a significant impact on its financial position or results of operations.

(5) Discontinued Operations

During the nine months ended September 30, 2007, the Company sold 33 properties to third parties for aggregate proceeds of \$225,915 which resulted in a gain of \$39,808. During the three months ended September 30, 2007, the Company sold 23 properties to third parties for aggregate proceeds of \$117,392 which resulted in a gain of \$26,980. As of September 30, 2007, the Company had twelve properties held for sale.

The following presents the operating results for the properties sold and properties held for sale for the applicable periods:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2007	2006	2007	2006
Rental revenues	\$ 6,796	\$ 5,956	\$ 27,906	\$ 19,455
Pre-tax income (loss), including gains on sale	\$ 24,963	\$ (18,007)	\$ 44,157	\$ 7,765

(6) Investment in Non-Consolidated Entities

During the second quarter of 2007, the Company acquired all the interests it did not already own in TNI, LAC, LAC II and LION. See note 4 for a discussion of the transactions.

As of September 30, 2007, the Company had interests ranging from 26% to 40% in 8 partnerships which own real estate properties. The properties are encumbered by approximately \$107,000 (of which the Company's proportionate share is approximately \$35,000) in non-recourse debt with stated interest rates ranging from 5.2% to

15.0% with a weighted-average stated rate of 8.6% and maturity dates ranging from 2008 to 2018.

The following is summary historical cost basis selected balance sheet data as of September 30, 2007 and income statement data for the nine months ended September 30, 2007 for Concord Debt Holdings LLC (Concord), the Company's non-consolidated entity in which it owns a 50% interest, acquired in the Newkirk Merger, that invests in real estate debt securities. The other 50% partner in this joint venture is Winthrop Realty L.P., an affiliate of the Company's Executive Chairman. During the quarter ended September 30, 2007, the Company increased its equity commitment in Concord to \$137,500.

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	9/30/2007
Investments	\$ 1,052,670
Cash	15,691
Warehouse debt facilities	418,861
Collateralized debt obligations	376,650
	2007
Interest income	\$ 48,141
Interest expense	(29,510)
Other expense	(3,564)
Other comprehensive loss	(11,666)
Comprehensive income	\$ 3,401

Concord's loan assets are intended to be held to maturity and, accordingly, are carried at cost, net of unamortized loan origination costs and fees, repayments and unfunded commitments unless such loan is deemed to be impaired. Concord's bonds are treated as available for sale securities and, accordingly, are marked-to-market on a quarterly basis based on valuations provided by an independent third party. The unrealized loss on Concord's bonds is the result of a decrease in the value provided by the independent third party compared to the acquisition cost of the securities. Concord's present intention is to hold these securities, believes that it has the ability to do so and will recover its investment. Accordingly, Concord has determined that this impairment is temporary.

On May 25, 2007, Lex-Win Acquisition LLC (Lex-Win), an entity in which the Company holds a 28% ownership interest, commenced a tender offer to acquire up to 45,000,000 shares of common stock in Wells Real Estate Investment Trust, Inc., (Wells) at a price per share of \$9.30. The tender offer expired on July 20, 2007 at which time Lex-Win received tenders based on the letters of transmittal it received for approximately 4,800,000 shares representing approximately 1% of the outstanding shares in Wells. After submission of the letters to Wells, the actual number of shares acquired in Wells was approximately 3,900,000. During the third quarter of 2007, the Company funded \$12,542 relating to this tender. Winthrop Realty, L.P. also holds a 28% interest in Lex-Win. The Executive Chairman of the Company is an affiliate of Winthrop Realty, L.P.

On August 10, 2007, the Company, through the MLP, entered into a limited partnership agreement with a subsidiary of Inland American Real Estate Trust, Inc. (Inland) to form Net Lease Strategic Assets Fund L.P. (NLS). NLS was formed to invest in specialty single-tenant net leased assets in the United States. In connection with the formation of NLS, the MLP agreed to contribute six single tenant net leased assets to NLS. Also, in connection with the formation of NLS, the Company agreed to sell and NLS agreed to purchase, 47 primarily single tenant net leased assets pursuant to a purchase and sale agreement. Upon the closing of the joint venture, the MLP and Inland will make initial capital contributions to NLS, so that the common equity percentage interests in NLS are 15% and 85%, respectively. In addition, the Company will provide subordinated financing to NLS.

The acquisition of each of the 53 assets by NLS is subject to satisfaction of conditions precedent to closing, including the assumption of the existing financing, obtaining certain consents and waivers, the continuing financial solvency of the tenants and certain other customary conditions. Accordingly, neither the Company nor the MLP can provide any assurance that the funding by the MLP and Inland and the acquisition of any assets by NLS will be completed. In the event that NLS does not acquire at least 35 of the 53 assets in a single closing by March 1, 2008, the joint venture will be terminated.

(7) Mortgages and Notes Payable

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During the nine months ended September 30, 2007, the Company obtained ten non-recourse mortgages aggregating \$246,965 with interest rates ranging from 5.7% to 6.2% and maturity dates ranging from 2014 to 2021.

During the nine months ended September 30, 2007, the Company repaid \$547,199 of borrowings under the MLP s borrowing facility. In connection with the MLP repayment, the Company incurred approximately \$650 to terminate an interest rate swap agreement. As of September 30, 2007, the Company had no borrowings under its line of credit.

During the nine months ended September 30, 2007, in connection with sales of certain properties, the Company satisfied the corresponding mortgages payable which resulted in debt satisfaction charges of \$3,685.

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In addition, the Company issued, through the MLP, an aggregate \$450,000 of 5.45% Exchangeable Guaranteed Notes due in 2027. These notes can be put to the Company commencing in 2012 and every five years thereafter through maturity. The notes are convertible by the holders into common shares at a price of \$25.25 per share, subject to adjustment upon certain events. The initial exchange rate is subject to adjustment under certain events including increases in the Company's rate of dividends. Upon exchange the holders of the notes would receive (i) cash equal to the principal amount of the note and (ii) to the extent the conversion value exceeds the principal amount of the note, either cash or common shares at the Company's option.

The Company, through a wholly-owned subsidiary, issued \$200,000 in Trust Preferred Notes. These notes, which are classified as debt, are due in 2037, are redeemable by the Company commencing April 2012 and bear interest at a fixed rate of 6.804% through April 2017 and thereafter at a variable rate of three month LIBOR plus 170 basis points through maturity.

The Company obtained a \$225,000 secured term loan from KeyBank N.A. The interest only secured term loan matures June 2009 and bears interest at LIBOR plus 60 basis points. The loan contains customary covenants which the Company was in compliance with as of September 30, 2007. The proceeds of the secured term loan were used to purchase the interests in the co-investment programs. See note 4 for a discussion of the acquisition of co-investment programs and assumption of mortgages related to the acquisitions.

(8) **Concentration of Risk**

The Company seeks to reduce its operating and leasing risks through the geographic diversification of its properties, tenant industry diversification, avoiding dependency on a single property and the creditworthiness of its tenants. For the nine months ended September 30, 2007 and 2006, no single tenant represented greater than 10% of rental revenues.

Cash and cash equivalent balances may exceed insurable amounts. The Company believes it mitigates risk by investing in or through major financial institutions.

(9) **Minority Interests**

In conjunction with several of the Company's acquisitions in prior years, sellers were given OP Units as a form of consideration. All OP Units are redeemable at certain times, only at the option of the holders, generally for the Company's common shares on a one-for-one basis and are not otherwise mandatorily redeemable by the Company.

During the nine months ended September 30, 2007, 1,193,091 OP Units were redeemed for common shares and 170,058 OP Units were purchased by the Company for cash, which had an aggregate value of \$27,231.

As of September 30, 2007, there were approximately 39.8 million OP Units outstanding. All OP Units receive distributions in accordance with their respective partnership agreements. To the extent that the Company's dividend per common share is less than the stated distribution per OP Unit per the applicable partnership agreement, the distributions per OP Unit are reduced by the percentage reduction in the Company's dividend per common share. No OP Units have a liquidation preference.

As discussed in note 4, the Company acquired the remaining minority interest in LSAC as of June 30, 2007.

(10) **Related Party Transactions**

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The Company, through the MLP, has an ownership interest in a securitized pool of first mortgages which includes two first mortgage loans encumbering MLP properties. As of September 30, 2007 and December 31, 2006, the value of the ownership interest was \$16,038 and \$16,371, respectively.

Winthrop Management, L.P., an entity partially owned and controlled by the Company's Executive Chairman, provides property management services at certain properties owned by the Company. The Company incurred fees of \$448 for these services for the nine months ended September 30, 2007.

As of September 30, 2007, a \$16,965 mortgage note payable is due to an entity owned by two of the Company's significant OP Unitholders and Executive Chairman. The mortgage was assumed in connection with the Newkirk Merger.

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During the nine months ended September 30, 2007, the Company repurchased common shares from two of its officers for an aggregate of \$405 and LSAC shares for \$2,200.

During the nine months ended September 30, 2007, the MLP and Winthrop Realty L.P., an entity affiliated with the Company's Executive Chairman, entered into a joint venture with other unrelated partners, to acquire shares of Wells Real Estate Investment Trust (see note 6).

Winthrop Realty L.P., an affiliate of the Company's Executive Chairman, is the 50% partner in Concord Debt Holdings LLC (see note 6).

(11) Shareholders' Equity

During the nine months ended September 30, 2007, the Company issued \$155,000 liquidation amount of its Series D Cumulative Redeemable Preferred Stock (Series D Preferred) which pays dividends at an annual rate of 7.55%, raising net proceeds of \$149,774. The Series D Preferred has no maturity date and the Company is not required to redeem the Series D Preferred at any time. Accordingly, the Series D Preferred will remain outstanding indefinitely, unless the Company decides at its option on or after February 14, 2012, to exercise its redemption right. If at any time following a change of control, the Series D Preferred are not listed on any of the national stock exchanges, the Company will have the option to redeem the Series D Preferred, in whole but not in part, within 90 days after the first date on which both the change of control has occurred and the Series D Preferred are not so listed, for cash at a redemption price of \$25.00 per share, plus accrued and unpaid dividends (whether or not declared) up to but excluding the redemption date. If the Company does not redeem the Series D Preferred and the Series D Preferred are not so listed, the Series D Preferred will pay dividends at an annual rate of 8.55%.

(12) Commitments and Contingencies

The Company is obligated under certain tenant leases, including leases for non-consolidated entities, to fund the expansion of the underlying leased properties.

Included in other assets is construction in progress of \$14,951 and \$4,046 as of September 30, 2007 and December 31, 2006, respectively.

As of September 30, 2007, the Company has entered into a letter of intent to purchase one property for an aggregate of \$13,655 (see note 15).

The Company has agreed with Vornado Realty Trust (Vornado), a significant OP Unitholder in the MLP, to operate the MLP as a real estate investment trust and to indemnify Vornado for any actual damages incurred by Vornado if the MLP is not operated as a REIT. Clifford Broser, a member of the Company's Board of Trustees, is a Senior Vice President of Vornado.

During the first quarter of 2007, the Company wrote off approximately \$431 relating to costs incurred for the LSAC initial public offering. The costs were written off when LSAC decided not to pursue an initial public offering of its shares.

The Company at times is involved in various legal actions occurring in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

(13) Share Based Compensation

On February 6, 2007, the Board of Trustees established the Lexington Realty Trust 2007 Outperformance Program, a long-term incentive compensation program. Under this program, participating officers will share in an outperformance pool if the Company's total shareholder return for the three-year performance period beginning on the effective date of the Program, January 1, 2007, exceeds the greater of an absolute compounded annual total shareholder return of 10% or 110% of the compounded annual return of the MSCI US REIT INDEX during the same period measured against a baseline value equal to the average of the ten consecutive trading days immediately prior to April 1, 2007. The size of the outperformance pool for this program will be 10% of the Company's total shareholder return in excess of the

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performance hurdle, subject to a maximum amount of \$40,000. On April 2, 2007, the Compensation Committee modified the effective date of the Program from January 1, 2007 to April 1, 2007.

The awards are considered liability awards because the number of shares issued to the participants are not fixed and determinable as of the grant date. These awards contain both a service condition and a market condition. As these awards are liability based awards, the measurement date for liability instruments is the date of settlement. Accordingly, liabilities incurred under share-based payment arrangements were initially measured on the grant date of February 6, 2007 and are required to be measured at the end of each reporting period until settlement.

A third party was engaged to value the awards and the Monte Carlo simulation approach was used to estimate the compensation expense of the outperformance pool. As of grant date, it was determined that the value of the awards was \$1,901. As of September 30, 2007, the value of the awards was \$1,795. The Company recognized \$267 in compensation expense relating to the awards during the nine months ended September 30, 2007.

Each participating officer's award under this program will be designated as a specified participation percentage of the aggregate outperformance pool. On February 6, 2007, the Compensation Committee allocated 83% of the outperformance pool to certain of the Company's officers. During the second quarter of 2007, one officer separated from the Company and the rights relating to his allocated 8% were forfeited. The remaining unallocated balance of 25% may be allocated by the Compensation Committee in its discretion.

If the performance hurdle is met, the Company will grant each participating officer non-vested common shares as of the end of the performance period with a value equal to such participating officer's share of the outperformance pool. The non-vested common shares would vest in two equal installments on the first two anniversaries of the date the performance period ends provided the executive continues employment. Once issued, the non-vested common shares would be entitled to dividends and voting rights.

In the event of a change in control (as determined for purposes of the program) during the performance period, the performance period will be shortened to end on the date of the change in control and participating officers awards will be based on performance relative to the hurdle through the date of the change in control. Any common shares earned upon a change in control will be fully vested. In addition, the performance period will be shortened to end for an executive officer if he or she is terminated by the Company without cause or he or she resigns for good reason, as such terms are defined in the executive officer's employment agreement. All determinations, interpretations, and assumptions relating to the vesting and the calculation of the awards under this program will be made by the Compensation Committee.

During the second quarter of 2007, the Company and an executive officer entered into an employment separation agreement. In addition to a cash payment of \$3,600, non-vested common shares were accelerated and immediately vested which resulted in a charge of \$933.

During the nine months ended September 30, 2007 and 2006, the Company recognized \$3,194 and \$4,859, respectively, in compensation expense relating to share grants to trustees and employees, including the \$933 discussed above.

(14) **Supplemental Disclosure of Statement of Cash Flow Information**

During the nine months ended September 30, 2007 and 2006, the Company paid \$115,565 and \$54,630, respectively, for interest and \$2,827 and \$232, respectively, for income taxes.

During the nine months ended September 30, 2007 and 2006, holders of an aggregate of 1,193,091 and 95,205 OP Units, respectively, redeemed such OP Units for common shares of the Company. These redemptions

resulted in an increase in shareholders' equity and corresponding decrease in minority interest of \$23,630 and \$1,085, respectively.

In connection with the acquisition of the co-investment programs, the Company paid \$366,600 in cash and acquired approximately \$1,071,000 in real estate, \$264,000 in intangibles, \$21,000 in cash, assumed \$785,000 in mortgages payable, \$40,000 in below-market leases and \$14,000 in all other assets and liabilities (see note 4).

During the nine months ended September 30, 2006, the Company sold a property in which the purchaser assumed a mortgage note encumbering the property in the amount of \$14,170. In addition, the Company provided a \$3,200, 6.00% interest only mortgage due in 2017 relating to the sale of another property.

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(15) Subsequent Events

Subsequent to September 30, 2007, the Company:

Sold nine properties for an aggregate sales price of \$96,688.

In connection with two property sales, retired \$20,541 in mortgages payable.

In connection with one property sale issued to the buyer a \$27,700, 6.45% mortgage note due in 2015. The note provides for interest only payments for two years and monthly debt service payments of \$174 through maturity when a balloon payment of approximately \$26,000 is due.

Purchased one property for \$13,655.

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

Introduction

When we use the terms Lexington, the Company, we, us and our, we mean Lexington Realty Trust and all entities owned by us, including non-consolidated entities, except where it is clear that the term means only the parent company. References herein to our Quarterly Report are to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007.

We merged with Newkirk Realty Trust, Inc., or Newkirk, on December 31, 2006, and we refer to this merger as the Newkirk Merger. Information regarding items in our Consolidated Statements of Operations as of December 31, 2006, contained in our Annual Report on Form 10-K for the year ended December 31, 2006, or our Annual Report, did not include the business and operations of Newkirk. Information regarding items in our Consolidated Balance Sheet at December 31, 2006, contained in our Annual Report included the assets, liabilities and minority interests of Newkirk. Commencing January 1, 2007, the business and operations of Newkirk are included in our Consolidated Statements of Operations. Since prior and comparable interim periods did not include information regarding the assets, liabilities and minority interests of Newkirk or the business and operations of Newkirk, you may not be able to effectively compare interim periods because of the material impact to our financial condition and results of operations resulting from the Newkirk Merger.

On June 4, 2007, we announced a strategic restructuring plan. The plan, when and if completed, will restructure us into a company consisting primarily of:

A wholly owned portfolio of core office assets;

A wholly owned portfolio of core warehouse/distribution assets;

A continuing 50% interest in a joint venture that invests in senior and subordinated debt interests secured by both net leased and multi tenanted real estate collateral;

A minority interest in a to-be-funded joint venture that invests in specialty single tenant real estate assets; and

Equity securities in other net lease companies owned either individually or through an interest in one or more joint ventures.

In connection with the strategic restructuring plan, we:

acquired all of the outstanding interests not otherwise owned by us in Triple Net Investment Company LLC, one of our co-investment programs, which resulted in us becoming the sole owner of the co-investment program's 15 primarily single tenant net leased properties;

acquired all of the outstanding interests not otherwise owned by us in Lexington Acquiport Company, LLC and Lexington Acquiport Company II, LLC, two of our co-investment programs, which resulted in us becoming the sole owner of the co-investment program's 26 primarily single tenant net leased properties;

terminated Lexington/Lion Venture L.P., one of our co-investment programs, and were distributed 7 primarily single tenant net leased properties owned by the co-investment program;

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announced a disposition program, whereby we began marketing approximately 140 non-core assets for sale; and

announced the formation of a joint venture with a subsidiary of Inland American Real Estate Trust, Inc. to be seeded with 53 assets currently owned by us and to invest in core plus net leased assets, such as manufacturing assets, call centers and other specialty assets.

We can provide no assurances that we will dispose of any remaining assets under our disposition program or close on the funding and acquisition of the initial assets for the joint venture.

Forward-Looking Statements

The following is a discussion and analysis of our consolidated financial condition and results of operations for the three and nine month periods ended September 30, 2007 and 2006, and significant factors that could affect our prospective financial condition and results of operations. This discussion should be read together with the accompanying unaudited condensed consolidated financial statements and notes and with our consolidated financial statements and notes included in our Annual Report. Historical results may not be indicative of future performance. This Quarterly Report, together with other statements and information publicly disseminated by us contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions.

Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words believes, expects, intends, anticipates, estimates, or similar expressions. Readers should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect actual results, performances or achievements. In particular, among the factors that could cause actual results to differ materially from current expectations include, but are not limited to, (i) the failure to successfully complete the strategic restructuring plan, (ii) the failure to integrate our operations and properties with those of Newkirk Realty Trust, Inc., (iii) the failure to achieve the anticipated results of our strategic restructuring plan, (iv) the failure to continue to qualify as a real estate investment trust, (v) changes in general business and economic conditions, (vi) competition, (vii) increases in real estate construction costs, (viii) changes in interest rates, or (ix) changes in accessibility of debt and equity capital markets. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Accordingly, there is no assurance that our expectations will be realized.

Critical Accounting Policies

A summary of our critical accounting policies is included in our Annual Report. There have been no significant changes to those policies during 2007.

New Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of this statement is not expected to have a material impact on our financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 (SFAS 159). SFAS 159 permits entities to choose to measure many financial assets and liabilities and certain other items at fair value. An enterprise will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option may be applied on an instrument-by-instrument basis, with several exceptions, such as investments accounted for by the equity method, and once elected, the option is irrevocable unless a new election date occurs. The fair value option can be applied only to entire

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instruments and not to portions thereof. SFAS 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Management is currently evaluating the effects of adopting SFAS 159 on our financial statements.

Liquidity and Capital Resources

Real Estate Assets. As of September 30, 2007, we held interests in approximately 325 consolidated properties, which were located in 44 states and the Netherlands. The real estate assets are primarily subject to triple net leases, which are generally characterized as leases in which the tenant pays all or substantially all of the cost and cost increases for real estate taxes, capital expenditures, insurance, utilities and ordinary maintenance of the property.

During the nine months ended September 30, 2007, in addition to the acquisition of the co-investment programs, we purchased seven properties from third parties for a capitalized cost of \$117.8 million and sold 33 properties to third parties for aggregate proceeds of \$225.9 million, which resulted in a gain of \$39.8 million.

Our principal sources of liquidity are revenues generated from the properties, interest on cash balances, amounts available under our unsecured credit facility, the MLP's \$225.0 million secured loan and amounts that may be raised through the sale of securities in private or public offerings. For the nine months ended September 30, 2007, the leases on our consolidated properties generated \$293.4 million in rental revenue compared to \$125.9 million during the same period in 2006. The significant increase is due to an increase in the number of assets acquired in the Newkirk Merger and the acquisition of four co-investment programs.

As more fully described in note 4 to our condensed consolidated financial statements, we acquired the remaining interests we did not already own in three co-investment programs and liquidated the remaining one co-investment program. We paid \$366.6 million in cash and assumed approximately \$785.0 million in non-recourse mortgage debt to acquire full interests in 48 real estate properties.

Dividends. We have made quarterly distributions since October 1986. We declared a common dividend of \$0.375 per share, with respect to the quarter ended September 30, 2007, to common shareholders of record as of September 28, 2007, which was paid on October 15, 2007. This dividend equates to an annualized common dividend rate of \$1.50 per share. We also declared a dividend on our Series B preferred shares of \$0.503125 per share, with respect to the quarter ended September 30, 2007, to preferred shareholders of record as of October 31, 2007, payable on November 15, 2007. The annual preferred dividend rate on the Series B preferred shares is \$2.0125 per share. We also declared a dividend on our Series C preferred shares of \$0.8125 per share, with respect to the quarter ended September 30, 2007, to preferred shareholders of record as of October 31, 2007, payable on November 15, 2007. The annual preferred dividend rate on the Series C preferred shares is \$3.25 per share. We also declared a dividend on our Series D preferred shares of \$0.471875 per share, with respect to the quarter ended September 30, 2007, to preferred shareholders of record as of September 28, 2007, which was paid on October 15, 2007. The annual preferred dividend rate on the Series D preferred shares is \$1.8875 per share.

As part of our strategic restructuring plan we began marketing for sale approximately 140 non-core assets. To the extent the sales are completed and generate a taxable gain we expect to pay a special dividend to the extent of the gain in accordance with maintaining our REIT status.

During the nine months ended September 30, 2007, we completed an offering of 6.2 million Series D Preferred Shares, at \$25 per share, with an annual dividend rate of 7.55%, raising net proceeds of \$149.8 million.

Cash dividends paid to common and preferred shareholders for the nine months ended September 30, 2007 and 2006, were \$106.4 million and \$70.2 million, respectively. The increase in the amount of cash dividends paid results from an increase in the number of shareholders resulting from the Newkirk Merger and a special distribution paid in January 2007 relating to the Newkirk Merger.

Although we receive the majority of our base rental payments on a monthly basis, we intend to continue paying dividends quarterly. Amounts accumulated in advance of each quarterly distribution are invested by us in short-term money market or other suitable instruments.

We believe that cash flows from operations will continue to provide adequate capital to fund our operating and administrative expenses, regular debt service obligations and all dividend payments in accordance with REIT requirements and the terms of our outstanding preferred shares in both the short-term and long term. In addition, we anticipate that cash on hand, borrowings under our credit facility, issuance of equity and debt, as well as other

alternatives, will provide the necessary capital required by the Company. Cash flows from operations were \$235.9 million and \$85.1 million for the nine months ended September 30, 2007 and 2006, respectively. The increase from 2006 to 2007 is primarily a result of additional operating cash flows associated with Newkirk's real estate assets and the acquisition of four co-investment programs. The underlying drivers that impact working

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capital and therefore cash flows from operations are the timing of collection of rents, including reimbursements from tenants, the collection of advisory fees, payment of interest on mortgage debt and payment of operating and general and administrative costs. Due to the acquisition of all of the outstanding interests in three co-investment programs, the dissolution of one of our co-investment programs and the merger of LSAC with and into us, we anticipate a significant decline in advisory and incentive fees in future periods which we believe will be offset by increased rental revenues from acquiring said interests. We believe the net lease structure of the majority of our tenants' leases enhances cash flows from operations since the payment and timing of operating costs related to the properties are generally borne directly by the tenant. Collection and timing of tenant rents is closely monitored by management as part of our cash management program.

Net cash used in investing activities totaled \$316.4 million and \$18.4 million for the nine months ended September 30, 2007 and 2006, respectively. Cash used in investing activities was primarily attributable to the acquisition of and deposits made for real estate (including acquiring our co-investment partners' interests), purchase of LSAC shares and the investment in non-consolidated entities. Cash provided by investing activities relates primarily to the sale of properties, proceeds from the sale of marketable securities, release of escrow deposits and distributions from non-consolidated entities. Therefore, the fluctuation in investing activities relates primarily to the timing of investments and dispositions.

Net cash provided by (used in) financing activities totaled \$224.0 million and (\$57.3) million for the nine months ended September 30, 2007 and 2006, respectively. Cash used in financing activities was primarily attributable to dividends (net of proceeds reinvested under our dividend reinvestment plan), distributions to limited partners, repurchase of common shares/ OP Units and repayment of indebtedness. Cash provided by financing activities relates primarily to proceeds from equity offerings and debt financings. In 2007, we started purchasing shares in the open market to be issued under the dividend re-investment plan whereas previously we issued the shares from treasury.

Financing

General. As of September 30, 2007, total outstanding mortgages and notes payable were approximately \$3.3 billion, with interest at a weighted average interest rate of approximately 5.9%.

Revolving Credit Facility. As of September 30, 2007, we were in compliance with all covenants, there were no borrowings outstanding, \$198.5 million was available to be borrowed and \$1.5 million in letters of credit were outstanding under our unsecured revolving credit facility.

Corporate Borrowings. During the nine months ended September 30, 2007, we issued \$450.0 million in 5.45% Exchangeable Guaranteed Notes due in 2027. In addition, we issued \$200.0 million in Trust Preferred Notes due in 2037, which bear interest at 6.804% through April 2017 and thereafter at three month LIBOR plus 170 basis points. We used the proceeds from these issuances, along with other cash sources, to fully repay the \$547.2 million in outstanding borrowings on the MLP's secured borrowing facility and balances on our line of credit. During the nine months ended September 30, 2007, the MLP borrowed \$225.0 million from KeyBank N.A. The interest only secured loan matures June 2009 and bears interest at LIBOR plus 60 basis points. The proceeds of the loan were used to purchase the interests in the co-investment programs discussed above in *Liquidity and Capital Resources - Real Estate Assets*.

Consolidated Debt Service Requirements. As of September 30, 2007, the estimated scheduled principal amortization payments for the remainder of 2007 and for 2008, 2009, 2010 and 2011 are \$8.8 million, \$73.2 million, \$61.5 million, \$51.3 million and \$48.8 million, respectively. As of September 30, 2007, the estimated scheduled balloon payments for the remainder of 2007 and for 2008, 2009, 2010 and 2011 are \$0 million, \$31.8 million, \$304.0 million, \$118.2 million and \$147.5 million, respectively.

Other

Lease Obligations. Since our tenants generally bear all or substantially all of the cost of property operations, maintenance and repairs, we do not anticipate significant cash needs for these costs. We generally fund property expansions with available cash and additional secured borrowings, the repayment of which is funded out of rental increases under the leases covering the expanded properties.

Capital Expenditures. As of September 30, 2007, we have entered into a letter of intent to purchase one property for an aggregate estimated obligation of \$13.7 million. This expenditure is expected to be funded from operating cash

flows or borrowings on our unsecured revolving credit facility.

Environmental Matters. Based upon management's ongoing review of our properties, management is not aware of any environmental condition with respect to any of our properties, which would be reasonably likely to have a material adverse effect on us. There can be no assurance, however, that (i) the discovery of environmental conditions, which were previously unknown, (ii) changes in law, (iii) the conduct of tenants or (iv) activities relating to properties in the vicinity of our properties, will not expose us to material liability in the future. Changes in laws increasing the potential liability for environmental conditions

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existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures or may otherwise adversely affect the operations of our tenants, which would adversely affect our financial condition and results of operations.

Concord Debt Holdings LLC (Concord)

We have an equity investment in Concord which, in turn, holds loans and securities collateralized directly and indirectly by commercial real estate. As of September 30, 2007, we had contributed a total of \$137.5 million to Concord. Concord's ability to execute its business strategy, particularly the growth of its investment portfolio, depends to a significant degree on its ability to obtain additional capital. In this regard, Concord will seek to obtain additional capital through one or more of the following: additional credit lines, issuances of preferred equity and additional capital contributions from its members. Its core business strategy is dependent upon its ability to finance its loans and other real estate related assets with match funded debt at rates that provide a positive net spread.

The recent events in the subprime mortgage market have impacted Concord's ability to consummate a second CDO. Although Concord has minimal exposure to subprime or residential mortgages, conditions in the financial capital markets have made issuances of CDO's at this time less attractive to investors. If Concord is unable to issue future CDO's to finance its assets, Concord may be required to seek other forms of potentially less attractive financing. We have made a larger equity investment than previously anticipated and may continue to do so.

At September 30, 2007, Concord has not incurred any write offs. With respect to one of Concord's loans, the borrower advised Concord that it would not meet its debt service coverage ratio at September 30, 2007 which would result in a technical default on the loan. In connection therewith, Concord and the borrower entered into an amendment to the loan documents which, among other things, increased the interest rate, provided for additional collateral and reserves, and waived the potential default through March 30, 2008, subject to further waiver if additional funds are paid Concord.

Concord's credit facilities entitle the lender to make margin calls if, in their reasonable determination, the market value of the loans or bonds pledged by Concord decline in value. In this regard, Concord has received margin calls aggregating \$11.8 million. To the extent that additional margin calls are made in the future, Concord will be required to provide additional collateral or pay down a portion of the funds advanced. It is possible that Concord may not have the funds available to make such margin calls which could result in defaults.

Concord finances its loan assets through various financing instruments including warehouse lines, securitizations and repurchase agreements. At September 30, 2007, each of Concord's financing instruments had maturities of at least one year except with respect to approximately \$41.9 million of borrowings which mature in 2007, subject to extension upon the consent of the lender. If Concord is unable to extend this instrument or sell the underlying assets, we may be required to fund our share (50%) of the borrowing or risk losing the underlying assets to the lender.

Results of Operations

Three months ended September 30, 2007 compared with September 30, 2006. Changes in our results of operations are primarily due to the growth of our portfolio and costs associated with such growth primarily related to the Newkirk Merger, which was effective December 31, 2006, and the acquisition of the outstanding interests in our co-investment programs during the second quarter of 2007. Of the increase in total gross revenues in 2007 of \$76.6 million, \$71.5 million is attributable to rental revenue. The remaining \$5.1 million increase in gross revenues in 2007 was primarily attributable to an increase in tenant reimbursements of \$6.0 million offset by a reduction in advisory and incentive fees of \$0.9 million.

The increase in interest and amortization expense of \$34.0 million is due to the growth of our portfolio resulting from the Newkirk Merger and the acquisition of the outstanding interests in our co-investment programs.

The increase in property operating expense of \$10.2 million is primarily due to an increase in properties for which we have operating expense responsibility.

The increase in depreciation and amortization of \$48.1 million is due primarily to the growth in real estate and intangibles through the acquisition of properties in the Newkirk Merger and the acquisition of the outstanding interests in our co-investment programs. Intangible assets are amortized over a shorter period of time (generally the lease term) than real estate assets.

The increase in general and administrative expenses of \$2.2 million is due primarily to increases in personnel costs and professional fees. The increases in personnel costs and professional fees are attributable to the additional employees hired due to the Newkirk Merger and the increase in our operations resulting from the Newkirk Merger.

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Non-operating income increased \$1.7 million due to increased interest and dividends plus gains on sale of marketable equity securities.

Debt satisfaction charges decreased \$0.5 million as no debt was satisfied in continuing operations in 2007.

The minority interest share of (income) loss increase of \$2.0 million is due to a decrease in earnings at the partnership level (primarily related to depreciation and amortization of real estate and intangibles), resulting primarily from the minority interest related to the MLP, the former operating partnership for Newkirk.

The equity in earnings of non-consolidated entities increase of \$3.0 million is primarily due to earnings in joint venture investments of the MLP offset by the termination of four co-investment programs in the second quarter of 2007.

Net income increased by \$32.1 million from a net loss of \$17.6 million to net income of \$14.5 million primarily due to the net impact of items discussed above coupled with an increase of \$43.0 million in income from discontinued operations.

Discontinued operations represents properties sold or held for sale. The total discontinued operations increased \$43.0 million due to an increase in income from discontinued operations of \$3.4 million coupled with an increase in debt satisfaction charges of \$3.6 million, an increase in gains on sale of \$25.1 million, a change in minority interests share of income of \$10.1 million, and a reduction in impairment charges of \$28.2 million.

Net income applicable to common shareholders in 2007 increased to \$7.4 million compared to a net loss applicable to common shareholders in 2006 of \$21.7 million. The increase is due to the items discussed above offset by an increase in preferred dividends of \$2.9 million resulting from the issuance of Series D Preferred Shares. The increase in net income in future periods will be closely tied to the level of acquisitions made by us. Without acquisitions, the sources of growth in net income are limited to index adjusted rents (such as the consumer price index), percentage rents, reduced interest expense on amortizing mortgages and by controlling other variable overhead costs. However, there are many factors beyond management's control that could offset these items including, without limitation, increased interest rates and tenant monetary defaults and the other risks described in this Quarterly Report and our Annual Report.

Nine months ended September 30, 2007 compared with September 30, 2006. Changes in our results of operations are primarily due to the growth of our portfolio and costs associated with such growth primarily related to the Newkirk Merger, which was effective December 31, 2006 and the acquisition of the outstanding interests in our co-investment programs during the second quarter of 2007. Of the increase in total gross revenues in 2007 of \$186.2 million, \$167.5 million is attributable to rental revenue. The remaining \$18.7 million increase in gross revenues in 2007 was primarily attributable to an increase in advisory and incentive fees of \$8.7 million and a \$10.0 million increase in tenant reimbursements. The increase in advisory and incentive fees relates primarily to incentive fees earned on two of our co-investment programs that we acquired in the second quarter of 2007.

The increase in interest and amortization expense of \$71.4 million is due to the growth of our portfolio resulting from the Newkirk Merger and the acquisition of the outstanding interests in four co-investment programs.

The increase in property operating expense of \$20.5 million is primarily due to an increase in properties for which we have operating expense responsibility.

The increase in depreciation and amortization of \$117.3 million is due primarily to the growth in real estate and intangibles through the acquisition of properties in the Newkirk Merger and the acquisition of the outstanding interests in four co-investment programs. Intangible assets are amortized over a shorter period of time (generally the lease term) than real estate assets.

The increase in general and administrative expenses of \$12.9 million is due primarily to increases in trustee fees, personnel costs (including severance charges incurred of approximately \$4.5 million for a former officer) and professional fees. Fixed trustee fees were historically paid pro rata over the balance of the year; however, in 2007, fixed trustee fees were expensed during the three months ended March 31, 2007. The increases in personnel costs (other than relating to severance) and professional fees are attributable to the additional employees hired due to the Merger, the increase in our operations resulting from the Newkirk Merger and the acceleration of vesting of LSAC common shares resulting from its merger into us.

Impairment loss decreased \$1.1 million due to a non-recurring write-off on 2006.

The increase in provision for income taxes of \$2.6 million relates to earnings of the taxable REIT subsidiaries and the write-off of deferred tax assets relating to the LSAC merger.

The minority interest share of income increase of \$7.9 million is due to an increase in earnings at the partnership level (primarily related to the equity in earnings and incentive fees earned on the disposition of the co-investment program offset by depreciation

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and amortization of real estate and intangibles), resulting primarily from the minority interest related to the MLP, the former operating partnership for Newkirk.

The equity in earnings of non-consolidated entities increase of \$42.8 million is primarily due to the sale of 10 properties to the co-investment program partner offset by a reduction in earnings due to the termination of four co-investment programs.

Net income increased by \$31.6 million primarily due to the net impact of items discussed above coupled with an increase of \$33.8 million in income from discontinued operations.

Discontinued operations represents properties sold or held for sale. The total discontinued operations increased \$33.8 million due to an increase in income from discontinued operations of \$9.5 million coupled with a change in debt satisfaction charges of \$9.5 million, an increase in gains on sale of \$21.0 million, an increase in provision for income taxes of \$2.6 million, a change in minority interests share of income of \$12.8 million and a reduction in impairment charges of \$28.2 million.

Net income applicable to common shareholders in 2007 increased \$24.2 million compared to net income applicable to common shareholders in 2006. The increase is due to the items discussed above offset by an increase in preferred dividends of \$7.4 million resulting from the issuance of Series D Preferred Shares. The increase in net income in future periods will be closely tied to the level of acquisitions made by us. Without acquisitions, which in addition to generating rental revenue, generate acquisition, debt placement and asset management fees from non-consolidated entities, the sources of growth in net income are limited to index adjusted rents (such as the consumer price index), percentage rents, reduced interest expense on amortizing mortgages and by controlling other variable overhead costs. However, there are many factors beyond management's control that could offset these items including, without limitation, increased interest rates and tenant monetary defaults and other risks described in this Quarterly Report and our Annual Report.

Off-Balance Sheet Arrangements

Non-Consolidated Real Estate Entities. As of September 30, 2007, we had investments in various real estate entities with varying structures. The real estate investments owned by the entities (which include direct property investments and investments in real estate debt securities) are financed with non-recourse debt. Non-recourse debt is generally defined as debt whereby the lenders' sole recourse with respect to borrower defaults is limited to the value of the property collateralized by the mortgage. The lender generally does not have recourse against any other assets owned by the borrower or any of the members of the borrower, except for certain specified exceptions listed in the particular loan documents. These exceptions generally relate to limited circumstances including breaches of material representations.

On August 10, 2007, we, through the MLP, entered into a limited partnership agreement with a subsidiary of Inland American Real Estate Trust, Inc. (Inland) to form Net Lease Strategic Assets Fund L.P. (NLS). NLS was formed to invest in specialty single tenant net leased assets in the United States. In connection with the formation of NLS, the MLP agreed to contribute six single tenant net leased assets to NLS. Also, in connection with the formation of NLS, we agreed to sell and NLS agreed to purchase, 47 primarily single tenant net leased assets pursuant to a purchase and sale agreement. Upon the closing of the joint venture, the MLP and Inland will make initial capital contributions to NLS, so that the common equity percentage interests in NLS are 15% and 85%, respectively. In addition, we will provide subordinated financing to NLS.

The acquisition of each of the 53 assets by NLS is subject to satisfaction of conditions precedent to closing, including the assumption of the existing financing, obtaining certain consents and waivers, the continuing financial solvency of the tenants and certain other customary conditions. Accordingly, neither we nor the MLP can provide any assurance that the funding by the MLP and Inland and the acquisition of any assets by NLS will be completed. In the event that NLS does not acquire at least 35 of the 53 assets in a single closing by March 1, 2008, the joint venture will be terminated.

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DISCLOSURES ABOUT MARKET RISK (\$000 s)**

Our exposure to market risk relates primarily to our variable rate and fixed rate debt. As of September 30, 2007 and 2006, our consolidated variable rate indebtedness was \$225,000 and \$0, respectively, which represented 6.8% and 0 % of total long-term indebtedness, respectively. During the three months ended September 30, 2007 and 2006, our variable rate indebtedness had a weighted average interest rate of 6.50% and 0%, respectively. Had the weighted average interest rate been 100 basis points higher, our interest expense for the three months ended September 30, 2007 and 2006 would have been increased by approximately \$634 and \$0, respectively. During the nine months ended September 30, 2007 and 2006, our variable rate indebtedness had a weighted average interest rate of 6.3% and 8.1%, respectively. Had the weighted average interest rate been 100 basis points higher, our interest expense for the nine months ended September 30, 2007 and 2006 would have been increased by approximately \$972 and \$66, respectively. As of September 30, 2007 and 2006, our consolidated fixed rate debt was approximately \$3,095,000 and \$1,155,000 respectively, which represented 93.2% and 100%, respectively, of total long-term indebtedness. The weighted average interest rate as of September 30, 2007 of fixed rate debt was 5.9%, which approximates the interest rate on fixed rate debt incurred by us during the three months ended September 30, 2007. With \$31,800 in fixed rate debt maturing in 2007 and 2008, we believe we have limited market risk exposure to rising interest rates as it relates to our fixed rate debt obligations. However, had the fixed interest rate been higher by 100 basis points, our interest expense would have been increased by \$8,820 for the three months ended September 30, 2007 and by \$2,890 for the three months ended September 30, 2006. Had the fixed interest rate been higher by 100 basis points, our interest expense would have been increased by \$20,276 for the nine months ended September 30, 2007 and by \$8,736 for the nine months ended September 30, 2006. Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We may enter into derivative financial instruments such as interest rate swaps or caps to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt. Currently, we have one interest rate cap agreement.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

Internal Control Over Financial Reporting. There have been no significant changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls. Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Table of Contents**PART II OTHER INFORMATION****ITEM 1. Legal Proceedings.**

There have been no material legal proceedings beyond those previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2006.

ITEM 1A. Risk Factors.

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2006.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.**Share Repurchase Program**

The following table summarizes repurchases of our common shares/operating partnership units during the three months ended September 30, 2007 under our 10.0 million common share / operating partnership unit repurchase authorization approved by our board of trustees on March 5, 2007.

	Issuer Purchases of Equity Securities			
	(a)	(b)	(c)	(d)
Period	Total number of Shares/ Units Purchased	Average Price Paid Per Share/ Units	Total Number of Shares/Units Purchased as Part of Publicly Announced Plans Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
July 1 -31, 2007	0	\$ 0	0	3,920,205
August 1 -31, 2007	444,599	\$ 19.97	444,599	3,475,606
September 1-30, 2007	68,774	\$ 20.20	68,774	3,406,832
Third Quarter 2007	513,373	\$ 20.00	513,373	3,406,832

ITEM 3. Defaults Upon Senior Securities not applicable.

ITEM 4. Submission of Matters to a Vote of Security Holders not applicable

ITEM 5. Other Information not applicable.

ITEM 6. Exhibits

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated July 23, 2006, by and between Newkirk Realty Trust, Inc. (Newkirk) and Lexington Realty Trust (formerly known as Lexington Corporate Properties Trust, the Company) (filed as Exhibit 2.1 to the Company s Current Report on Form 8-K filed July 24, 2006 (the 07/24/06 8-K)) (1)
2.2	Amendment No. 1 to Agreement and Plan of Merger, dated as of September 11, 2006, by and between Newkirk and the Company (filed as Exhibit 2.1 to the Company s Current Report on Form 8-K filed September 13, 2006 (the 09/13/06 8-K)) (1)

- 2.3 Amendment No. 2 to Agreement and Plan of Merger, dated as of October 13, 2006, by and between Newkirk and the Company (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed October 13, 2006) (1)

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Exhibit No.	Description
3.1	Articles of Merger and Amended and Restated Declaration of Trust of the Company, dated December 31, 2006 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 8, 2007 (the 01/08/07 8-K)) (1)
3.2	Articles Supplementary Relating to the 7.55% Series D Cumulative Redeemable Preferred Stock, par value \$.0001 per share (filed as Exhibit 3.3 to the Company's Registration Statement on Form 8A filed February 14, 2007 (the 02/14/07 Registration Statement)) (1)
3.3	Amended and Restated By-laws of the Company (filed as Exhibit 3.2 to the 01/08/07 8-K) (1)
3.4	Fifth Amended and Restated Agreement of Limited Partnership of Lepercq Corporate Income Fund L.P. (LCIF), dated as of December 31, 1996, as supplemented (the LCIF Partnership Agreement) (filed as Exhibit 3.3 to the Company's Registration Statement of Form S-3/A filed September 10, 1999 (the 09/10/99 Registration Statement)) (1)
3.5	Amendment No. 1 to the LCIF Partnership Agreement dated as of December 31, 2000 (filed as Exhibit 3.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, filed February 26, 2004 (the 2003 10-K)) (1)
3.6	First Amendment to the LCIF Partnership Agreement effective as of June 19, 2003 (filed as Exhibit 3.12 to the 2003 10-K) (1)
3.7	Second Amendment to the LCIF Partnership Agreement effective as of June 30, 2003 (filed as Exhibit 3.13 to the 2003 10-K) (1)
3.8	Third Amendment to the LCIF Partnership Agreement effective as of December 31, 2003 (filed as Exhibit 3.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005 (the 2004 10-K)) (1)
3.9	Fourth Amendment to the LCIF Partnership Agreement effective as of October 28, 2004 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 4, 2004) (1)
3.10	Fifth Amendment to the LCIF Partnership Agreement effective as of December 8, 2004 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 14, 2004 (the 12/14/04 8-K)) (1)
3.11	Sixth Amendment to the LCIF Partnership Agreement effective as of June 30, 2003 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 3, 2005 (the 01/03/05 8-K)) (1)
3.12	Seventh Amendment to the LCIF Partnership Agreement (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 3, 2005)(1)
3.13	Second Amended and Restated Agreement of Limited Partnership of Lepercq Corporate Income Fund II L.P. (LCIF II), dated as of August 27, 1998 the (LCIF II Partnership Agreement) (filed as Exhibit 3.4 to the 9/10/99 Registration Statement)(1)

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- 3.14 First Amendment to the LCIF II Partnership Agreement effective as of June 19, 2003 (filed as Exhibit 3.14 to the 2003 10-K) (1)
- 3.15 Second Amendment to the LCIF II Partnership Agreement effective as of June 30, 2003 (filed as Exhibit 3.15 to the 2003 10-K) (1)
- 3.16 Third Amendment to the LCIF II Partnership Agreement effective as of December 8, 2004 (filed as Exhibit 10.2 to 12/14/04 8-K) (1)
- 3.17 Fourth Amendment to the LCIF II Partnership Agreement effective as of January 3, 2005 (filed as Exhibit 10.2 to 01/03/05 8-K) (1)
- 3.18 Fifth Amendment to the LCIF II Partnership Agreement effective as of July 23, 2006 (filed as Exhibit 99.5 to the 07/24/06 8-K) (1)
- 3.19 Sixth Amendment to the LCIF II Partnership Agreement effective as of December 20, 2006 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 22, 2006)(1)

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Exhibit No.	Description
3.20	Amended and Restated Agreement of Limited Partnership of Net 3 Acquisition L.P. (the Net 3 Partnership Agreement) (filed as Exhibit 3.16 to the Company s Registration Statement of Form S-3 filed November 16, 2006) (1)
3.21	First Amendment to the Net 3 Partnership Agreement effective as of November 29, 2001 (filed as Exhibit 3.17 to the 2003 10-K) (1)
3.22	Second Amendment to the Net 3 Partnership Agreement effective as of June 19, 2003 (filed as Exhibit 3.18 to the 2003 10-K) (1)
3.23	Third Amendment to the Net 3 Partnership Agreement effective as of June 30, 2003 (filed as Exhibit 3.19 to the 2003 10-K) (1)
3.24	Fourth Amendment to the Net 3 Partnership Agreement effective as of December 8, 2004 (filed as Exhibit 10.3 to 12/14/04 8-K) (1)
3.25	Fifth Amendment to the Net 3 Partnership Agreement effective as of January 3, 2005 (filed as Exhibit 10.3 to 01/03/05 8-K) (1)
3.26	Second Amended and Restated Agreement of Limited Partnership of The Lexington Master Limited Partnership (formerly known as The Newkirk Master Limited Partnership, the MLP), dated as of December 31, 2006, between Lex GP-1 Trust and Lex LP-1 Trust (filed as Exhibit 10.4 to the 01/08/07 8-K) (1)
4.1	Specimen of Common Shares Certificate of the Company (filed as Exhibit 4.1 to the Company s Annual Report on Form 10-K for the year ended December 31, 2006 (the 2006 10-K)) (1)
4.2	Form of 8.05% Series B Cumulative Redeemable Preferred Stock certificate (filed as Exhibit 4.1 to the Company s Registration Statement on Form 8A filed June 17, 2003) (1)
4.3	Form of 6.50% Series C Cumulative Convertible Preferred Stock certificate (filed as Exhibit 4.1 to the Company s Registration Statement on Form 8A filed December 8, 2004) (1)
4.4	Form of 7.55% Series D Cumulative Redeemable Preferred Stock certificate (filed as Exhibit 4.1 to the 02/14/07 Registration Statement) (1)
4.5	Form of Special Voting Preferred Stock certificate (filed as Exhibit 4.5 to the 2006 10-K) (1)
4.6	Indenture, dated as of January 29, 2007, among The Lexington Master Limited Partnership, the Company, the other guarantors named therein and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company s Current Report on Form 8-K filed January 29, 2007 (the 01/29/07 8-K)) (1)
4.7	First Supplemental Indenture, dated as of January 29, 2007, among The Lexington Master Limited Partnership, the Company, the other guarantors named therein and U.S. Bank National Association, as trustee, including the Form of 5.45% Exchangeable Guaranteed

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Notes due 2027 (filed as Exhibit 4.2 to the 01/29/07 8-K) (1)

- 4.8 Second Supplemental Indenture, dated as of March 9, 2007, among The Lexington Master Limited Partnership, the Company, the other guarantors named therein and U.S. Bank National Association, as trustee, including the Form of 5.45% Exchangeable Guaranteed Notes due 2027 (filed as Exhibit 4.3 to the Company's Current Report on form 8-k filed on March 9, 2007 (the 03/09/07 8-K)) (1)
- 4.9 Amended and Restated Trust Agreement, dated March 21, 2007, among Lexington Realty Trust, The Bank of New York Trust Company, National Association, The Bank of New York (Delaware), the Administrative Trustees (as named therein) and the several holders of the Preferred Securities from time to time (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 27, 2007 (the 03/27/2007 8-K)) (1)
- 4.10 Third Supplemental Indenture, dated as of June 19, 2007, among the MLP, the Company, the other guarantors named therein and U.S. bank National Association, as trustee, including the form of 5.45% Exchangeable Guaranteed Notes due 2027 (filed as Exhibit 4.1 to the Company's Report on form 8-k filed on June 22, 2007 (1)

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Exhibit No.	Description
4.11	Junior Subordinated Indenture, dated as of March 21, 2007, between Lexington Realty Trust and The Bank of New York Trust Company, National Association (filed as Exhibit 4.2 to the 03/27/07 8-K) (1)
9.1	Voting Trustee Agreement, dated as of December 31, 2006, among the Company, The Lexington Master Limited Partnership and NKT Advisors LLC (filed as Exhibit 10.6 to the 01/08/07 8-K) (1)
10.1	Form of 1994 Outside Director Shares Plan of the Company (filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 1993) (1, 4)
10.2	Amended and Restated 2002 Equity-Based Award Plan of the Company (filed as Exhibit 10.54 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002, filed on March 24, 2003 (the 2002 10-K)) (1)
10.3	1994 Employee Stock Purchase Plan (filed as Exhibit D to the Company's Definitive Proxy Statement dated April 12, 1994) (1, 4)
10.4	1998 Share Option Plan (filed as Exhibit A to the Company's Definitive Proxy Statement filed on April 22, 1998) (1, 4)
10.5	Amendment to 1998 Share Option Plan (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 6, 2006 (the 02/06/06 8-K)) (1, 4)
10.6	Amendment to 1998 Share Option Plan (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on January 3, 2007 (the 01/03/07 8-K)) (1, 4)
10.7	2007 Outperformance Program (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 5, 2007) (1,4)
10.8	Form of Compensation Agreement (Long-Term Compensation) between the Company and the following officers: Richard J. Rouse and Patrick Carroll (filed as Exhibit 10.15 to the 2004 10-K) (1, 4)
10.9	Form of Compensation Agreement (Bonus and Long-Term Compensation) between the Company and the following officers: E. Robert Roskind and T. Wilson Eglin (filed as Exhibit 10.16 to the 2004 10-K) (1, 4)
10.10	Form of Nonvested Share Agreement (Performance Bonus Award) between the Company and the following officers: E. Robert Roskind, T. Wilson Eglin, Richard J. Rouse and Patrick Carroll (filed as Exhibit 10.1 to the 02/06/06 8-K) (1, 4)
10.11	Form of Nonvested Share Agreement (Long-Term Incentive Award) between the Company and the following officers: E. Robert Roskind, T. Wilson Eglin, Richard J. Rouse and Patrick Carroll and (filed as Exhibit 10.2 to the 02/06/06 8-K) (1, 4)
10.12	

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Form of the Company's Nonvested Share Agreement, dated as of December 28, 2006 (filed as Exhibit 10.2 to the 01/03/07 8-K) (1,4)

10.13 Form of Lock-Up and Claw-Back Agreement, dated as of December 28, 2006 (filed as Exhibit 10.4 to the 01/03/07 8-K) (1)

10.14 Employment Agreement between the Company and E. Robert Roskind, dated May 4, 2006 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed May 5, 2006 (the 05/05/06 8-K)) (1, 4)

10.15 Employment Agreement between the Company and T. Wilson Eglin, dated May 4, 2006 (filed as Exhibit 99.2 to the 05/05/06 8-K) (1, 4)

10.16 Employment Agreement between the Company and Richard J. Rouse, dated May 4, 2006 (filed as Exhibit 99.3 to the 05/05/06 8-K) (1, 4)

10.17 Employment Agreement between the Company and Patrick Carroll, dated May 4, 2006 (filed as Exhibit 99.4 to the 05/05/06 8-K) (1, 4)

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Exhibit No.	Description
10.18	Employment Agreement, effective as of December 31, 2006, between the Company and Michael L. Ashner (filed as Exhibit 10.16 to the 01/08/07 8-K) (1,4)
10.19	Waiver Letters, dated as of July 23, 2006 and delivered by each of E. Robert Roskind, Richard J. Rouse, T. Wilson Eglin and Patrick Carroll (filed as Exhibit 10.17 to the 01/08/07 8-K) (1)
10.20	2007 Trustee Fees Term Sheet (detailed on the Company's Current Report on Form 8-K filed February 12, 2007) (1, 4)
10.21	Form of Indemnification Agreement between the Company and certain officers and trustees (filed as Exhibit 10.3 to the 2002 10-K) (1)
10.22	Credit Agreement among the Company, LCIF, LCIF II, Net 3 Acquisition L.P., jointly and severally as borrowers, certain subsidiaries of the Company, as guarantors, Wachovia Capital Markets, LLC, as lead arranger, Wachovia Bank, National Association, as agent, Key Bank, N.A., as Syndication agent, each of Sovereign Bank and PNC Bank, National Association, as co-documentation agent, and each of the financial institutions initially a signatory thereto together with their assignees pursuant to Section 12.5(d) therein (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 30, 2005) (1)
10.23	First Amendment to Credit Agreement, dated as of June 1, 2006 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 2, 2006) (1)
10.24	Second Amendment to Credit Agreement, dated as of December 27, 2006 (filed as Exhibit 10.1 to the 01/03/07 8-K) (1)
10.25	Credit Agreement, dated as of June 1, 2007, among the Company, the MLP, LCIF, LCIF II and Net 3, jointly and severally as borrowers, KeyBanc Capital Markets, as lead arranger and book running manager, KeyBank National Association, as agent, and each of the financial institutions initially a signatory thereto together with their assignees pursuant to Section 12.5(d) therein (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 7, 2007 (the 06/07/2007 8-K)) (1)
10.26	Master Repurchase Agreement, dated May 24, 2006, between Bear, Stearns International Limited and 111 Debt Acquisition-Two LLC (filed as Exhibit 10.1 to Newkirk's Current Report on Form 8-K filed May 30, 2006) (1)
10.27	Master Repurchase Agreement, dated March 30, 2006, among Column Financial Inc., 111 Debt Acquisition LLC, 111 Debt Acquisition Mezz LLC and Newkirk (filed as Exhibit 10.2 to Newkirk's Current Report on Form 8-K filed April 5, 2006 (the NKT 04/05/06 8-K)) (1)
10.28	Amended and Restated Limited Liability Company Agreement of Concord Debt Holdings LLC, dated as of September 21, 2007, among the MLP, WRT Realty, L.P. and FUR Holdings LLC (filed as Exhibit 10.1 to the Company's current Report on Form 8-K filed on September 24, 2007) (1, 4)
10.29	

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Funding Agreement, dated as of July 23, 2006, by and among LCIF, LCIF II and Net 3 Acquisition L.P. (Net 3) and the Company (filed as Exhibit 99.4 to the 07/24/06 8-K) (1)

- 10.30 Funding Agreement, dated as of December 31, 2006, by and among LCIF, LCIF II, Net 3, the MLP and the Company (filed as Exhibit 10.2 to the 01/08/07 8-K)(1)
- 10.31 Guaranty Agreement, effective as of December 31, 2006, between the Company and the MLP (filed as Exhibit 10.5 to the 01/08/07 8-K) (1)
- 10.32 Amended and Restated Exclusivity Services Agreement, dated as of December 31, 2006, between the Company and Michael L. Ashner (filed as Exhibit 10.1 to the 01/08/07 8-K) (1)
- 10.33 Transition Services Agreement, dated as of December 31, 2006, between the Company and First Winthrop Corporation (filed as Exhibit 10.3 to the 01/08/07 8-K) (1)
- 10.34 Acquisition Agreement, dated as of November 7, 2005, between Newkirk and First Union Real Estate Equity and Mortgage Investments (First Union) (filed as Exhibit 10.4 to First Union s Current Report on Form 8-K filed on November 10, 2005) (1)
- 10.35 Amendment to Acquisition Agreement and Assignment and Assumption, dated as of December 31, 2006, among NKT, Winthrop Realty Trust and the Company (filed as Exhibit 10.7 to the 01/08/07 8-K) (1)

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Exhibit No.	Description
10.36	Letter Agreement among Newkirk, Apollo Real Estate Investment Fund III, L.P., the MLP, NKT Advisors LLC, Vornado Realty Trust, VNK Corp., Vornado Newkirk LLC, Vornado MLP GP LLC and WEM Bryn Mawr Associates LLC (filed as Exhibit 10.15 to Amendment No. 5 to Newkirk Registration Statement on Form S-11/A filed October 28, 2005 (Amendment No. 5 to NKT s S-11)) (1)
10.37	Amendment to the Letter Agreement among Newkirk, Apollo Real Estate Investment Fund III, L.P., the MLP, NKT Advisors LLC, Vornado Realty Trust, Vornado Realty L.P., VNK Corp., Vornado Newkirk LLC, Vornado MLP GP LLC, and WEM-Brynmawr Associates LLC (filed as Exhibit 10.25 to Amendment No. 5 to Newkirk s S-11) (1)
10.38	Ownership Limit Waiver Agreement, dated as of December 31, 2006, between the Company and Vornado Realty, L.P. (filed as Exhibit 10.8 to the 01/08/07 8-K) (1)
10.39	Ownership Limit Waiver Agreement, dated as of December 31, 2006, between the Company and Apollo Real Estate Investment Fund III, L.P. (filed as Exhibit 10.9 to the 01/08/07 8-K) (1)
10.40	Registration Rights Agreement, dated as of December 31, 2006, between the Company and Michael L. Ashner (filed as Exhibit 10.10 to the 01/08/07 8-K) (1)
10.41	Registration Rights Agreement, dated as of December 31, 2006, between the Company and WEM-Brynmawr Associates LLC (filed as Exhibit 10.11 to the 01/08/07 8-K) (1)
10.42	Registration Rights Agreement, dated as of November 7, 2005, between Newkirk and Vornado Realty Trust (filed as Exhibit 10.4 to Newkirk s Current Report on Form 8-K filed November 15, 2005 (NKT s 11/15/05 8-K)) (1)
10.43	Registration Rights Agreement, dated as of November 7, 2005, between Newkirk and Apollo Real Estate Investment Fund III, L.P. (Apollo) (filed as Exhibit 10.5 to NKT s 11/15/05 8-K) (1)
10.44	Registration Rights Agreement, dated as of November 7, 2005, between the Company and First Union (filed as Exhibit 10.6 to NKT s 11/15/05 8-K) (1)
10.45	Assignment and Assumption Agreement, effective as of December 31, 2006, among Newkirk, the Company, and Vornado Realty L.P. (filed as Exhibit 10.12 to the 01/08/07 8-K) (1)
10.46	Assignment and Assumption Agreement, effective as of December 31, 2006 among Newkirk, the Company, and Apollo Real Estate Investment Fund III, L.P. (filed as Exhibit 10.13 to the 01/08/07 8-K) (1)
10.47	Assignment and Assumption Agreement, effective as of December 31, 2006, among Newkirk, the Company, and Winthrop Realty Trust filed as Exhibit 10.14 to the 01/08/07 8-K) (1)
10.48	Registration Rights Agreement, dated as of January 29, 2007, among the MLP, the Company, LCIF, LCIF II, Net 3, Lehman Brothers Inc. and Bear, Stearns & Co. Inc., for themselves and

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on behalf of the initial purchasers named therein (filed as Exhibit 4.3 to the 01/29/07 8-K) (1)

- 10.49 Common Share Delivery Agreement, made as of January 29, 2007, between the MLP and the Company (filed as Exhibit 10.77 to the 2006 10-K) (1)
- 10.50 Registration Rights Agreement, dated as of March 9, 2007, among the MLP, the Company, LCIF, LCIF II, Net 3, Lehman Brothers Inc. and Bear, Stearns & Co. Inc., for themselves and on behalf of the initial purchasers named therein (filed as Exhibit 4.4 to the 03/09/07 8-K) (1)
- 10.51 Common Share Delivery Agreement, made as of January 29, 2007 between the MLP and the Company (filed as Exhibit 4.5 to the 03/09/2007 8-K) (1)
- 10.52 Property Management Agreement, made as of December 31, 2006, among the Company (Filed as Exhibit 10.15 to the 01/08/07 8-K) (1)
- 10.53 Limited Partnership Agreement, dated as of August 10, 2007, among LMLP GP LLC, The Lexington Master Limited Partnership and Inland American (Net Lease) Sub, LLC (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 16, 2007 (the 08/16/2007 8-K)) (1)

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Exhibit No.	Description
10.54	Contribution Agreement, dated as of August 10, 2007, between The Lexington Master Limited Partnership and Net Lease Strategic Assets Fund L.P. (filed as Exhibit 10.2 to the 08/16/2007 8-K) (1)
10.55	Purchase and Sale Agreement, dated as of August 10, 2007, between The Lexington Master Limited Partnership and Net Lease Strategic Assets Fund L.P. (filed as Exhibit 10.3 to the 08/16/2007 8-K) (1)
10.56	Management Agreement, dated as of August 10, 2007, between Net Lease Strategic Assets Fund L.P. and Lexington Realty Advisors, Inc. (filed as Exhibit 10.4 to the 08/16/2007 8-K) (1)
10.57	Purchase Agreement, dated as of June 1, 2007, between the Company and the Common Retirement Fund of the State of New York for interests in Lexington Acquiport Company II, LLC (filed as Exhibit 10.4 to the 06/07/2007 8-K) (1)
10.58	Partial Redemption Agreement, dated as of June 5, 2007, between Lexington/Lion Venture L.P., CLPF-LXP/LV, L.P. and the Company (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 28, 2007 (the 06/28/2007 8-K) (1)
10.59	Contribution Agreement, dated as of June 5, 2007, between the Company and the MLP (filed as Exhibit 10.2 to the 06/28/2007 8-K) (1)
10.60	Redemption Agreement, dated as of June 5, 2007, between Lexington/Lion Venture L.P., CLPF-LXP/LV, L.P. and CLPF-LXP/Lion Venture GP, LLC (filed as Exhibit 10.3 to the 06/28/2007 8-K) (1)
31.1	Certification of Chief Executive Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (3)
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)

(1) Incorporated by reference.

(2) Filed herewith.

(3) Furnished herewith.

- (4) Management contract or compensatory plan or arrangement.

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SIGNATURES

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

Lexington Realty Trust

Date: November 9, 2007

By: /s/ T. Wilson Eglin
T. Wilson Eglin
Chief Executive Officer, President and
Chief Operating Officer

Date: November 9, 2007

By: /s/ Patrick Carroll
Patrick Carroll
Chief Financial Officer, Executive Vice
President and Treasurer

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2608.42

2286.45

2477.28

Second Quarter

2501.18

2068.66

2264.72

Market Linked Securities Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the EURO STOXX 50® Index due October 4, 2019

Third Quarter	2594.56	2151.54	2454.26
Fourth Quarter	2659.95	2427.32	2635.93
2013			
First Quarter	2749.27	2570.52	2624.02
Second Quarter	2835.87	2511.83	2602.59
Third Quarter	2936.20	2570.76	2893.15
Fourth Quarter	3111.37	2902.12	3109.00
2014			
First Quarter	3172.43	2962.49	3161.60
Second Quarter	3314.80	3091.52	3228.24
Third Quarter	3289.75	3006.83	3225.93
Fourth Quarter	3277.38	2874.65	3146.43
2015			
First Quarter	3731.35	3007.91	3697.38
Second Quarter	3828.78	3424.30	3424.30
Third Quarter	3686.58	3019.34	3100.67
Fourth Quarter	3506.45	3069.05	3267.52
2016			
First Quarter	3178.01	2680.35	3004.93
Second Quarter	3151.69	2697.44	2864.74
Third Quarter	3091.66	2761.37	3002.24
Fourth Quarter	3290.52	2954.53	3290.52
2017			
First Quarter	3500.93	3230.68	3500.93
Second Quarter	3658.79	3409.78	3441.88
Third Quarter through September 29, 2017	3594.85	3388.22	3594.85

PRS-27

Market Linked Securities Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the EURO STOXX 50® Index due October 4, 2019

USE OF PROCEEDS AND HEDGING

The net proceeds from the sale of the securities will be used as described under "Use of Proceeds" in the accompanying prospectus supplement and the prospectus and to hedge our market risks associated with our obligation to pay at maturity the redemption amount of the securities.

We may hedge our obligations under the securities by, among other things, purchasing securities, futures, options or other derivative instruments with returns linked or related to changes in the value of the Index and/or securities underlying the Index, and we may adjust these hedges by, among other things, purchasing or selling securities, futures, options or other derivative instruments at any time. Our cost of hedging will include the projected profit that our counterparty expects to realize in consideration for assuming the risks inherent in hedging our obligations under the securities. Because hedging our obligations entails risk and may be influenced by market forces beyond our or our counterparty's control, such hedging may result in a profit that is more or less than expected, or could result in a loss. It is possible that we could receive substantial returns from these hedging activities while the value of the securities declines.

We expect to hedge our obligations under the securities through one of our affiliates and/or another unaffiliated counterparty.

We have no obligation to engage in any manner of hedging activity and we will do so solely at our discretion and for our own account. No holder of the securities will have any rights or interest in our hedging activity or any positions we or any unaffiliated counterparty may take in connection with our hedging activity. The hedging activity discussed above may adversely affect the value of the securities from time to time. See "Risk Factors - The Estimated Value of the Securities Is Not An Indication Of The Price, If Any, At Which Wells Fargo Securities Or Any Other Person May Be Willing To Buy The Securities From You In The Secondary Market" and "Our Economic Interests And Those of Any Dealer Participating In The Offering Of Securities Will Potentially Be Adverse To Your Interests" in this pricing supplement for a discussion of these adverse effects.

PRS-28

Market Linked Securities Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the EURO STOXX 50® Index due October 4, 2019

THE ESTIMATED VALUE OF THE SECURITIES

The estimated value of the securities set forth on the cover of this pricing supplement is equal to the sum of the values of the following hypothetical components: (1) a fixed-income debt component with the same maturity as the securities, valued using our internal funding rate for structured debt described below, and (2) the derivative or derivatives underlying the economic terms of the securities. The estimated value does not represent a minimum price at which Wells Fargo Securities or any other person would be willing to buy your securities in any secondary market (if any exists) at any time. The internal funding rate used in the determination of the Bank's estimated value generally represents a discount from the credit spreads for our conventional fixed-rate debt. The discount is based on, among other things, our view of the funding value of the securities as well as the higher issuance, operational and ongoing liability management costs of the securities in comparison to those costs for our conventional fixed-rate debt. For additional information, see **Risk Factors Our Estimated Value Was Not Determined By Reference To Credit Spreads For Our Conventional Fixed-Rate Debt** in this pricing supplement. The value of the derivative or derivatives underlying the economic terms of the securities is derived from the Bank's or a third party hedge provider's internal pricing models. These models are dependent on inputs such as the traded market prices of comparable derivative instruments and on various other inputs, some of which are market-observable, and which can include volatility, dividend rates, interest rates and other factors, as well as assumptions about future market events and/or environments. Accordingly, the Bank's estimated value of the securities was determined when the terms of the securities were set based on market conditions and other relevant factors and assumptions existing at that time. See **Risk Factors Our Estimated Value Does Not Represent Future Values Of The Securities And May Differ From Others' Estimates** in this pricing supplement.

The Bank's estimated value of the securities is lower than the principal amount of the securities because costs associated with selling, structuring and hedging the securities are included in the principal amount of the securities. These costs include the selling commissions paid to affiliated or unaffiliated dealers, the projected profits that our hedge counterparties, which may include our affiliates, expect to realize for assuming risks inherent in hedging our obligations under the securities and the estimated cost of hedging our obligations under the securities. Because hedging our obligations entails risk and may be influenced by market forces beyond our control, this hedging may result in a profit that is more or less than expected, or it may result in a loss. We or one or more of our affiliates will retain any profits realized in hedging our obligations under the securities. See **Risk Factors Our Estimated Value of the Securities Is Lower Than The Principal Amount Of The Securities** in this pricing supplement.

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SUPPLEMENTAL PLAN OF DISTRIBUTION

The securities are being purchased by Wells Fargo Securities as principal, pursuant to a distribution agreement between Wells Fargo Securities and us. We have agreed to pay certain of Wells Fargo Securities' expenses in connection with the offering of the securities.

From time to time, Wells Fargo Securities and its affiliates have engaged, and in the future may engage, in transactions with and performance of services for us for which they have been, and may be, paid customary fees. In particular, Wells Fargo Securities or one of its affiliates may be our swap counterparty for a hedge relating to our obligations under the securities.

In the future, Wells Fargo Securities and its affiliates may repurchase and resell the offered securities in market-making transactions, with resales being made at prices related to prevailing market prices at the time of resale or otherwise. Unless you are informed otherwise in the confirmation of sale, this pricing supplement and the accompanying prospectus supplement and prospectus are being used in connection with the initial distribution of the securities and not in a market-making transaction.

Wells Fargo Securities has committed to purchase all of these securities in the initial public offering of the securities if any are purchased.

Wells Fargo Securities proposes to offer the securities to certain securities dealers, including securities dealers acting as custodians, at the principal amount of the securities less a concession not in excess of \$17.50 per security. Such securities dealers may include WFA (the trade name of the retail brokerage business of Wells Fargo Clearing Services, LLC and Wells Fargo Advisors Financial Network, LLC, each an affiliate of Wells Fargo Securities). In addition to the selling concession allowed to WFA, Wells Fargo Securities will pay \$0.75 per security of the underwriting discount to WFA as a distribution expense fee for each security sold by WFA.

The principal amount of the securities includes the underwriting discount received by Wells Fargo Securities and the projected profit that our hedge counterparties expect to realize in consideration for assuming the risks inherent in hedging our obligations under the securities. We expect to hedge our obligations through an affiliate of Wells Fargo Securities, one of our affiliates and/or another unaffiliated counterparty. Because hedging our obligations entails risks and may be influenced by market forces beyond the counterparties' control, such hedging may result in a profit that is more or less than expected, or could result in a loss. The underwriting discount and projected profit of our hedge counterparties reduce the economic terms of the securities. In addition, the fact that the principal amount includes these items is expected to adversely affect the secondary market prices of the securities. These secondary market prices are also likely to be reduced by the cost of unwinding the related hedging transaction. See "Use of Proceeds and Hedging" in this pricing supplement.

The securities are a new issue of securities with no established trading market. The securities will not be listed on a national securities exchange. Wells Fargo Securities may make a market for the securities, as applicable laws and regulations permit, but is not obligated to do so and may discontinue making a market at any time without notice. No assurance can be given as to the liquidity of any trading market for the securities.

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We will deliver the securities against payment therefor in New York, New York on October 4, 2017, which is the third scheduled business day following the date of this pricing supplement and of the pricing of the securities. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade securities on any date prior to two business days before delivery will be required, by virtue of the fact that the securities are expected to settle in three business days (T + 3), to specify alternative settlement arrangements to prevent a failed settlement.

Settlement for the securities will be made in immediately available funds. The securities will be in the Same Day Funds Settlement System at DTC and, to the extent any secondary market trading in the securities is effected through the facilities of such depository, such trades will be settled in immediately available funds.

Canadian Imperial Bank of Commerce has agreed to indemnify Wells Fargo Securities against certain liabilities, including liabilities under the Securities Act of 1933.

No action has been or will be taken by Canadian Imperial Bank of Commerce, Wells Fargo Securities or any broker-dealer affiliates of either Canadian Imperial Bank of Commerce or Wells Fargo Securities that would permit a public offering of the securities or possession or distribution of this pricing supplement or the accompanying prospectus and prospectus supplement in any jurisdiction,

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other than the United States, where action for that purpose is required. No offers, sales or deliveries of the securities, or distribution of this pricing supplement or the accompanying prospectus supplement and prospectus, may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws and regulations and will not impose any obligations on Canadian Imperial Bank of Commerce, Wells Fargo Securities or any broker-dealer affiliates of either Canadian Imperial Bank of Commerce or Wells Fargo Securities.

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For the following jurisdictions, please note specifically:

Argentina

Canadian Imperial Bank of Commerce's Senior Global Medium-Term Notes (Structured Notes) program and the related offer of securities and the sale of securities under the terms and conditions provided herein does not constitute a public offering in Argentina. Consequently, no public offering approval has been requested or granted by the Comisión Nacional de Valores, nor has any listing authorization of the securities been requested on any stock market in Argentina.

Brazil

The securities may not be offered or sold to the public in Brazil. Accordingly, this pricing supplement and the accompanying prospectus supplement and prospectus have not been submitted to the Comissão de Valores Mobiliários for approval. Documents relating to this offering may not be supplied to the public as a public offering in Brazil or be used in connection with any offer for subscription or sale to the public in Brazil.

Chile

The securities have not been registered with the Superintendencia de Valores y Seguros in Chile and may not be offered or sold publicly in Chile. No offer, sales or deliveries of the securities, or distribution of this pricing supplement or the accompanying prospectus supplement and prospectus, may be made in or from Chile except in circumstances that will result in compliance with any applicable Chilean laws and regulations.

Mexico

The securities have not been registered with the National Registry of Securities maintained by the Mexican National Banking and Securities Commission and may not be offered or sold publicly in Mexico. This pricing supplement and the accompanying prospectus supplement and prospectus may not be publicly distributed in Mexico.

Paraguay

This is a private and personal offering. The securities offered have not been approved by or registered with the National Securities Commission (Comisión Nacional de Valores) and are not part of a public offering as defined by the Paraguayan Securities Law. The information contained herein is for informational and marketing purposes only and should not be taken as an investment advice.

Taiwan

The securities may be made available outside Taiwan for purchase by Taiwan residents outside Taiwan but may not be offered or sold in Taiwan.

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UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following discussion supplements the discussion in the section called "Material Income Tax Consequences - United States Taxation" in the accompanying prospectus, and is subject to the limitations and exceptions set forth therein. Capitalized terms used in this section without definition shall have the respective meanings given such terms in the accompanying prospectus.

The following summary describes certain U.S. federal income tax consequences relevant to the purchase, ownership, and disposition of the securities. This summary applies only to holders that acquire their securities in this offering for a price equal to the principal amount, which we understand will be at par, and hold such securities as capital assets, within the meaning of Section 1221 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"). This summary does not apply to any holder that is subject to special rules, such as:

- a dealer in securities,
- a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings,
- a bank,
- a life insurance company,
- a tax-exempt organization,
- a person that owns the securities as part of a straddle or a hedging or conversion transaction for tax purposes,
- a person that purchases or sells the securities as part of a wash sale for tax purposes,

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- a regulated investment company or real estate investment trust,
- a U.S. holder (as defined in the accompanying prospectus) whose functional currency for tax purposes is not the U.S. dollar,
- a U.S. holder subject to the alternative minimum tax, or
- U.S. expatriates.

This discussion is based upon current provisions of the Code, existing and proposed Treasury Regulations thereunder, current administrative rulings, judicial decisions and other applicable authorities. All of the foregoing are subject to change, which change may apply retroactively and could affect the continued validity of this summary. This summary does not describe any tax consequences arising under the laws of any state, locality or taxing jurisdiction other than the U.S. federal government. This discussion also does not purport to be a complete analysis of all tax considerations relating to the securities.

You should consult your tax advisor concerning the U.S. federal income tax and other tax consequences of your investment in the securities in your particular circumstances, including the application of state, local or other tax laws and the possible effects of changes in federal or other tax laws.

If a partnership holds the securities, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. You should consult your tax advisor concerning the U.S. federal income tax and other tax consequences of your investment in the securities if you are a partner in a partnership holding the securities.

General

We will not attempt to ascertain whether any of the issuers of the shares that constitute the underlying Index (the shares hereafter referred to as Underlying Shares) should be treated as a passive foreign investment company within the meaning of section 1297 of

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the Code (a PFIC). If any of the issuers of Underlying Shares were so treated, certain adverse U.S. federal income tax consequences might apply to a U.S. holder (as defined below) upon the sale, exchange or retirement of the securities. Potential investors considering an investment in the securities should refer to information filed with the SEC or another governmental authority by the issuers of Underlying Shares and consult their tax advisers regarding the possible consequences to them if any issuer of Underlying Shares is or becomes a PFIC.

As the law applicable to the U.S. federal taxation of instruments such as the securities is technical and complex, the discussion below necessarily represents only a general summary. The U.S. federal income tax consequences of your investment in the securities are uncertain. No statutory, judicial or administrative authority directly discusses how the securities should be treated for U.S. federal income tax purposes.

In the opinion of our counsel, Mayer Brown LLP, it would be generally reasonable to treat the securities as pre-paid cash-settled derivative contracts. The terms of the securities will provide that you agree to treat the securities in this manner for all U.S. federal income tax purposes.

Unless otherwise stated, the following discussion is based on the characterization described above. The discussion in this section reflects the opinion of Mayer Brown that there is a significant possibility of a significant loss of principal on an investment in the securities.

Tax Consequences to U.S. Holders

Subject to the discussion below of Section 1260 of the Code, if you are a U.S. holder, you should generally recognize capital gain or loss upon the sale, exchange or payment on maturity in an amount equal to the difference between the amount you receive at such time and your tax basis in the securities. In general, your tax basis in the securities will be equal to the price you paid for them. Such gain or loss should generally be long-term capital gain or loss if you have held your securities for more than one year. Capital gain recognized by an individual U.S. holder is generally taxed at preferential rates where the property is held for more than one year. The deductibility of capital losses is subject to limitations.

The constructive ownership rules of Section 1260 of the Code could possibly apply to securities that have a term in excess of one year and reference a pass-thru entity (as defined in Section 1260(c)(2) of the Code). Examples of pass-thru entities include (but are not limited to) regulated investment companies (e.g., most exchange-traded funds), real estate investment trusts, passive foreign investment companies and partnerships. It is not entirely clear how Section 1260 applies to an Index that is wholly or partially comprised of pass-thru entities. We generally do not intend to make an inquiry as to whether the Index contains any pass-thru entities, and it is possible that securities for which the Index contains a pass-thru entity could be wholly or partially subject to Section 1260 of the Code. If the securities were subject to Section 1260 of the Code, then, among other consequences, all or a portion of any long-term capital gain that you realize upon the sale, redemption or stated maturity of the securities would be recharacterized as ordinary income (and you would be subject to an interest charge on deferred tax liability with respect to such recharacterized amount) to the extent that such capital gain exceeds the amount of long-term capital gain that you would have realized had you purchased the actual number of interests in the Index on the date that you purchased the securities and sold those interests on the date of the sale, redemption or stated maturity of the securities. Accordingly, if the Index contains a pass-thru entity, you should consult your tax advisor about the potential application of Section 1260 of the Code to the securities.

Possible Alternative Tax Treatments of an Investment in the Securities

As noted above, there is no judicial or administrative authority discussing how the securities should be treated for U.S. federal income tax purposes. Therefore, other treatments would also be reasonable and the Internal Revenue Service might assert that treatment other than that described above is more appropriate.

The U.S. Treasury Department and the Internal Revenue Service released a notice that may affect the taxation of holders of the securities. According to the notice, the Internal Revenue Service and the U.S. Treasury are actively considering whether the holder of an instrument such as the securities should be required to accrue ordinary income on a current basis, and they are seeking taxpayer comments on the subject. The notice also states that the Internal Revenue Service and the Treasury Department are also considering other relevant issues, including whether gain or loss from such instruments should be treated as ordinary or capital and whether the special constructive ownership rules of Section 1260 of the Code might be applied to such instruments. Similarly, the Internal Revenue Service and the Treasury Department have current projects open with regard to the tax treatment of pre-paid forward

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contracts and contingent notional principal contracts. While it is not clear whether the securities would be viewed as similar to instruments discussed in such notice, it is possible that any future guidance could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

Similarly, the Internal Revenue Service might assert, and a possible alternative treatment with respect to the securities would be, to treat the securities as a single debt instrument. Such a debt instrument may be subject to the special tax rules governing contingent payment debt instruments.

If the securities are subject to such special rules applicable to contingent payment debt instruments, the amount of interest U.S. holders are required to take into account for each accrual period will be determined by constructing a projected payment schedule for the securities and applying rules similar to those for accruing original issue discount or OID on a hypothetical noncontingent debt instrument with that projected payment schedule. In addition to accruing interest income in accordance with the comparable yield, a U.S. holder will be required to make adjustments if the actual amounts that holder receives in any taxable year differs from the projected payment schedule. These rules could possibly have the effect of requiring U.S. holders to include amounts in income in respect of the securities prior to receipt of cash attributable to that income.

U.S. holders will recognize gain or loss on the sale, redemption or maturity of securities treated as contingent payment debt instruments in an amount equal to the difference, if any, between the amount of cash received at that time and their adjusted basis in the securities. In general, a U.S. holder's adjusted basis in such securities will equal the amount the holder paid for the securities, increased by the amount of interest that was previously accrued with respect to the securities. Any such gain will generally be ordinary income and any such loss that will generally be ordinary loss to the extent the interest included as income in the current or previous taxable years, and thereafter will be capital loss.

Information Reporting and Backup Withholding

The proceeds received from a sale, exchange or retirement of the securities may be subject to information reporting and, if the holder fails to provide certain identifying information (such as an accurate taxpayer identification number in the case of a U.S. holder) or meet certain other conditions, may also be subject to backup withholding at the rate specified in the Code. A non-U.S. holder (or financial institution holding the securities on behalf of the non-U.S. holder) that provides the applicable withholding agent with the appropriate Internal Revenue Service Form W-8 will generally establish an exemption from backup withholding. Amounts withheld under the backup withholding rules are not additional taxes and may be refunded or credited against the holder's U.S. federal income tax liability, provided the relevant information is timely furnished to the Internal Revenue Service.

You are urged to consult your tax advisors concerning the significance, and the potential impact, of the above considerations.

Additional Information for U.S. Holders.

For information regarding backup withholding and information reporting considerations with respect to the securities, please see the discussion under **Material Income Tax Consequences** **United States Taxation** **U.S. Backup Withholding and Information Reporting** in the accompanying prospectus.

Tax Consequences to Non-U.S. Holders

For purposes of this discussion, the term **non-U.S. holder** means a beneficial owner of a security that is not a partnership or other entity treated as a partnership and is not a U.S. holder. If you are a non-U.S. holder, you generally will not be subject to U.S. federal income or withholding tax for amounts paid in respect of the securities, provided that the payment is not effectively connected with your conduct of a U.S. trade or business. Notwithstanding the foregoing, gain from the sale or exchange of the securities or their settlement at maturity may be subject to U.S. federal income tax if you are a nonresident alien individual and are present in the U.S. for 183 days or more during the taxable year of the settlement at maturity, sale or exchange and certain other conditions are satisfied.

If you are engaged in the conduct of a trade or business within the U.S. and if gain realized on the settlement at maturity, sale or exchange of the securities, is effectively connected with the conduct of such trade or business (and, if certain tax treaties apply, is attributable to a permanent establishment maintained by the non-U.S. holder in the U.S.), you generally will be subject to U.S. federal income tax on such gain on a net income basis in the same manner as if you were a U.S. holder as described under the heading **Tax Consequences to U.S. Holders**, above. In addition, non-U.S. holders that are foreign corporations, may also be subject to a branch

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profits tax equal to 30% (or such lower rate provided by any applicable tax treaty) of a portion of their earnings and profits that are withdrawn from the U.S. for the taxable year that are effectively connected with their conduct of a trade or business in the U.S., subject to certain adjustments.

Notwithstanding the above, if we determine that there is a material risk that we will be required to withhold on any payments on the securities, we may withhold on any such payment to a non-U.S. holder at a 30% rate, unless such non-U.S. holder has provided to us (i) a valid Internal Revenue Service Form W-8ECI or (ii) a valid Internal Revenue Service Form W-8BEN or Internal Revenue Service Form W-8BEN-E claiming tax treaty benefits that reduce or eliminate withholding. If we elect to withhold and such non-U.S. holder has provided us with a valid Internal Revenue Service Form W-8BEN or Internal Revenue Service Form W-8BEN-E claiming tax treaty benefits that reduce or eliminate withholding, we may nevertheless withhold up to 30% on any payments if there is any possible characterization of the payments that would not be exempt from withholding under the treaty.

Section 871(m) of the Code and Treasury regulations promulgated thereunder (Section 871(m)) generally impose a 30% withholding tax on dividend equivalents paid or deemed paid to non-U.S. holders with respect to certain financial instruments linked to U.S. equities or indices that include U.S. equities (such equities and indices, U.S. Underlying Equities). Section 871(m) generally applies to instruments that substantially replicate the economic performance of one or more U.S. Underlying Equities, as determined upon issuance, based on tests set forth in the applicable Treasury regulations (a Specified Security). Specifically, and subject to the 2017 exemption described in the next paragraph, Section 871(m) will apply if, at issuance, a financial instrument either meets (i) a delta test, if it is a simple contract, or (ii) a substantial equivalence test, if it is a complex contract. Section 871(m) provides certain exceptions to this withholding regime, in particular for instruments linked to certain broad-based indices that meet requirements set forth in the applicable Treasury regulations as well as securities that track such indices. Since the Index does not have any U.S. Underlying Equities, the securities should not be subject to 871(m).

A determination that the securities are not subject to Section 871(m) is not binding on the IRS, and the IRS may disagree with this treatment. Moreover, Section 871(m) is complex and its application may depend on your particular circumstances. You should consult your tax adviser regarding the potential application of Section 871(m) to the securities.

As discussed above, alternative characterizations of the securities for U.S. federal income tax purposes are possible. Should an alternative characterization, by reason of change or clarification of the law, by regulation or otherwise, cause payments as to the securities to become subject to withholding tax, we will withhold tax at the applicable statutory rate. Additionally, as discussed above, the Internal Revenue Service has indicated that it is considering whether income in respect of instruments such as the securities should be subject to withholding tax. Prospective non-U.S. holders of the securities should consult their own tax advisors in this regard.

The gross estate of a non-U.S. holder domiciled outside the United States includes only property situated in the United States. A security may be subject to U.S. federal estate tax if an individual non-U.S. holder holds the security at the time of his or her death. Individual non-U.S. holders should consult their tax advisors regarding the U.S. federal estate tax consequences of holding the securities at death.

Additional Information for Investors

For information regarding the applicability of FATCA to the securities, please see the discussion under **Material Income Tax Consequences United States Taxation FATCA Withholding** in the accompanying prospectus. FATCA may impose a 30% withholding tax on payments of gross proceeds from the sale, exchange or redemption of property that gives rise to U.S.-source dividends or interest. The Internal Revenue Service recently announced in published guidance its intent to amend the regulations to extend the effective date of withholding on gross proceeds to 1 January 2019. Similarly, the Internal Revenue Service announced its intention to delay the effective date of withholding tax on foreign passthru payments to the later of 1 January 2019 or the date of publication of final U.S. Treasury regulations defining such term.

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CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Blake, Cassels & Graydon LLP, our Canadian tax counsel, the following summary describes the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the Canadian Tax Act) generally applicable at the date hereof to an investor who acquires beneficial ownership of a security pursuant to this pricing supplement and who for the purposes of the Canadian Tax Act and at all relevant times: (a) is neither resident nor deemed to be resident in Canada; (b) deals at arm's length with the Issuer and any transferee resident (or deemed to be resident) in Canada to whom the investor disposes of the security; (c) does not use or hold the security in, or in the course of, carrying on a business in Canada; (d) is entitled to receive all payments (including any interest and principal) made on the security, and (e) is not a, and deals at arm's length with any, specified shareholder of the Issuer for purposes of the thin capitalization rules in the Canadian Tax Act (a Non-Resident Holder). A specified shareholder for these purposes generally includes a person who (either alone or together with persons with whom that person is not dealing at arm's length for the purposes of the Canadian Tax Act) owns or has the right to acquire or control or is otherwise deemed to own 25% or more of the Issuer's shares determined on a votes or fair market value basis. Special rules which apply to non-resident insurers carrying on business in Canada and elsewhere are not discussed in this summary.

This summary is supplemental to and should be read together with the description of material Canadian federal income tax considerations relevant to a Non-Resident Holder owning securities under *Material Income Tax Consequences Canadian Taxation* in the accompanying prospectus and a Non-Resident Holder should carefully read that description as well.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Non-Resident Holder. Non-Resident Holders are advised to consult with their own tax advisors with respect to their particular circumstances.

Based on Canadian tax counsel's understanding of the Canada Revenue Agency's administrative policies, and having regard to the terms of the securities, interest payable on the securities should not be considered to be participating debt interest as defined in the Canadian Tax Act and accordingly, a Non-Resident Holder should not be subject to Canadian non-resident withholding tax in respect of amounts paid or credited or deemed to have been paid or credited by the Issuer on a security as, on account of or in lieu of payment of, or in satisfaction of, interest.

Non-Resident Holders should consult their own tax advisors regarding the consequences to them of a disposition of the securities to a person with whom they are not dealing at arm's length for purposes of the Canadian Tax Act.

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VALIDITY OF THE SECURITIES

In the opinion of Blake, Cassels & Graydon LLP, as Canadian counsel to the Bank, the issue and sale of the securities has been duly authorized by all necessary corporate action of the Bank in conformity with the indenture, and when the securities have been duly executed, authenticated and issued in accordance with the indenture, the securities will be validly issued and, to the extent validity of the securities is a matter governed by the laws of the Province of Ontario or the federal laws of Canada applicable therein, will be valid obligations of the Bank, subject to applicable bankruptcy, insolvency and other laws of general application affecting creditors' rights, equitable principles, and subject to limitations as to the currency in which judgments in Canada may be rendered, as prescribed by the *Currency Act* (Canada), and subject to any bail-in conversion requirements under the *Canada Deposit Insurance Corporation Act* (Canada). This opinion is given as of the date hereof and is limited to the laws of the Province of Ontario and the federal laws of Canada applicable therein. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and the genuineness of signature, and to such counsel's reliance on the Bank and other sources as to certain factual matters, all as stated in the opinion letter of such counsel dated February 27, 2017, which has been filed as Exhibit 5.2 to the Bank's Registration Statement on Form F-3 filed with the SEC on February 27, 2017.

In the opinion of Mayer Brown LLP, when the securities have been duly completed in accordance with the indenture and issued and sold as contemplated by the prospectus supplement and the prospectus, the securities will constitute valid and binding obligations of the Bank, entitled to the benefits of the indenture, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles. This opinion is given as of the date hereof and is limited to the laws of the State of New York. This opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and such counsel's reliance on the Bank and other sources as to certain factual matters, all as stated in the legal opinion dated February 27, 2017, which has been filed as Exhibit 5.1 to the Bank's Registration Statement on Form F-3 filed with the SEC on February 27, 2017.

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