

LEXINGTON REALTY TRUST  
Form DEF 14A  
April 05, 2016

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Check the appropriate box:

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LEXINGTON REALTY TRUST

(Name of Registrant as Specified In Its Organizational Documents)

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

LEXINGTON REALTY TRUST  
One Penn Plaza, Suite 4015  
New York, New York 10119-4015  
(212) 692-7200

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NOTICE OF 2016 ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD MAY 17, 2016  
To the Shareholders of  
Lexington Realty Trust:

The 2016 Annual Meeting of Shareholders of Lexington Realty Trust, a Maryland real estate investment trust, will be held at the New York offices of Gibbons P.C., One Penn Plaza, 37<sup>th</sup> Floor, New York, New York 10119 on Tuesday, May 17, 2016, at 10:00 a.m., Eastern time, for the following purposes:

- (1) to elect eight trustees to serve until the 2017 Annual Meeting of Shareholders or their earlier removal or resignation and until their respective successors, if any, are elected and qualify;
- (2) to consider and vote upon an advisory resolution to approve the compensation of the named executive officers, as disclosed in the accompanying proxy statement;
- (3) to consider and vote upon the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
- (4) to transact such other business as may properly come before the 2016 Annual Meeting of Shareholders or any adjournment or postponement thereof.

Only holders of record at the close of business on March 8, 2016 are entitled to notice of and to vote at the 2016 Annual Meeting of Shareholders or any adjournment or postponement thereof.

By Order of the Board of Trustees,

/s/ Joseph S. Bonventre

Joseph S. Bonventre

Secretary  
New York, New York

April 5, 2016

Whether or not you expect to be present at the 2016 Annual Meeting of Shareholders, we urge you to authorize your proxy electronically via the Internet or by telephone or by completing and returning the proxy card if you requested paper proxy materials. Voting instructions are provided in the Important Notice Regarding the Internet Availability of Proxy Materials for the Shareholder Meeting to be held on May 17, 2016 (the "Notice"), or, if you requested printed materials, the instructions are printed on your proxy card and included in the accompanying proxy statement. Any person giving a proxy has the power to revoke it at any time prior to the meeting and shareholders who are present at the meeting may withdraw their proxies and vote in person.

LEXINGTON REALTY TRUST

One Penn Plaza, Suite 4015

New York, New York 10119-4015

(212) 692-7200

PROXY STATEMENT

FOR THE 2016 ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 17, 2016

The Board of Trustees of Lexington Realty Trust, a Maryland real estate investment trust, is soliciting proxies to be voted at the 2016 Annual Meeting of Shareholders, which we refer to herein as the Annual Meeting. The Annual Meeting will be held Tuesday, May 17, 2016, at 10:00 a.m., Eastern time, at the New York offices of Gibbons P.C., One Penn Plaza, 37<sup>th</sup> Floor, New York, New York 10119. This proxy statement summarizes the information you need to know to vote by proxy or in person at the Annual Meeting. You do not need to attend the Annual Meeting in person in order to have your shares voted at the Annual Meeting.

All references to the “Company,” “we,” “our” and “us” in this proxy statement mean Lexington Realty Trust. All references to “Shareholder” and “you” refer to a holder of shares of beneficial interest, par value \$0.0001 per share, of the Company, classified as common stock, which we refer to as common shares or shares, as of the close of business on March 8, 2016, which we refer to as the Record Date.

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#### QUESTIONS AND ANSWERS

Why did you send me a Notice Regarding the Internet Availability of Proxy Materials?

We sent you the Notice Regarding the Internet Availability of Proxy Materials, or the Notice, regarding this proxy statement because we are holding the Annual Meeting and our Board of Trustees is asking for your proxy to vote your shares at the Annual Meeting. We have summarized information in this proxy statement that you should consider in deciding how to vote at the Annual Meeting. You do not have to attend the Annual Meeting in order to have your shares voted. Instead, you may simply authorize a proxy to vote your shares electronically via the Internet, by telephone or by completing and returning the proxy card if you requested paper proxy materials. Voting instructions are provided in the Notice. If you requested printed materials, the instructions are printed on your proxy card and included in the accompanying proxy statement.

Why did I receive the Notice instead of a paper copy of proxy materials?

The United States Securities and Exchange Commission, or SEC, has approved “Notice and Access” rules relating to the delivery of proxy materials over the Internet. These rules permit us to furnish to Shareholders proxy materials related to the Annual Meeting, including this proxy statement and our related annual report, by providing access to such documents on the Internet instead of mailing printed copies. Most Shareholders will not receive printed copies of the proxy materials unless they properly request them. Instead, the Notice, which was mailed to Shareholders, will provide notice of the Annual Meeting and instruct you as to how you may access and review all of the proxy materials on the Internet or by telephone. The Notice also instructs you as to how you may submit your proxy on the Internet or by telephone. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice. Any request to receive proxy materials by mail or email will remain in effect until you properly revoke it.

Can I vote my shares by filling out and returning the Notice?

No. The Notice identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice and returning it. The Notice provides instructions on how to authorize your proxy by Internet or by telephone, by requesting and returning a paper proxy card, or by submitting a ballot in person at the meeting.

Who is entitled to vote?

All Shareholders as of the close of business on the Record Date are entitled to vote at the Annual Meeting. There was no other class of voting securities of the Company outstanding at the Record Date other than common shares.

What is the quorum for the Annual Meeting?

In order for any business to be conducted at the Annual Meeting, the holders entitled to cast a majority of the votes entitled to be cast at the Annual Meeting must be present, either in person or represented by proxy. For the purpose of determining the presence of a quorum, abstentions and broker non-votes will be counted as present. Broker votes occur when a broker or nominee who has not received voting instructions from the beneficial owner on a "routine" matter (as defined by the New York Stock Exchange, which we refer to as the NYSE) casts a discretionary vote. In contrast, broker non-votes occur when a broker or nominee has not received voting instructions from the beneficial owner on a "non-routine" matter, as defined by the NYSE and, therefore, is not permitted under NYSE rules to cast a discretionary vote on that matter. As of the Record Date, 235,226,539 common shares were issued and outstanding representing an equal number of votes entitled to be cast. Therefore, in order for a quorum to be present, at least 117,613,270 common shares must be present, either in person or represented by proxy.

Will my shares be voted if I do not provide my proxy?

Depending on the proposal, your shares may be voted if they are held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions, which are broker votes discussed above. The proposal to ratify the appointment of KPMG LLP as our independent auditors is considered a "routine" matter for which brokerage firms may vote shares without receiving voting instructions. The election of trustees and the advisory resolution on the compensation of our named executive officers are considered "non-routine matters" and if you do not provide the brokerage firm with voting instructions on these proposals, your shares will not be voted on these proposals and will be broker non-votes.

How many votes do I have?

Each common share outstanding on the Record Date is entitled to one vote for each trustee to be elected at the Annual Meeting and to cast one vote on each other item properly submitted for consideration at the Annual Meeting. If a Shareholder is a participant in our Direct Share Purchase Plan with our transfer agent, Computershare, the proxy card enclosed herewith represents shares in the participant's account of record, as well as shares held of record in the participant's name as part of such plan.

How do I vote or authorize a proxy to vote my shares that are held of record by me?

**By Mail:** If you request paper proxy materials, complete, sign and date your proxy card and mail it in the postage-paid envelope provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**In Person:** Vote at the Annual Meeting.

**By Telephone:** Call toll-free 1-800-690-6903 and follow the instructions. You will be prompted for certain information that can be found on your proxy card or Notice.

**Via Internet:** Log on to [www.proxyvote.com](http://www.proxyvote.com) and follow the on-screen instructions. You will be prompted for certain information that can be found on your proxy card or Notice.

How do I vote or authorize a proxy to vote my shares that are held by my broker?

If you have shares held by a broker (which is also known as holding shares in "street name"), you may instruct your broker to vote your shares by following the instructions that the broker provides to you. Most brokers offer voting instructions by mail, telephone and on the Internet. If you would like to vote in person at the Annual Meeting, you must contact your broker and follow your broker's instructions, including the instructions on how to obtain a proxy.

What am I voting on?

You will be voting on the following proposals:

- (1) to elect eight trustees to serve until the 2017 Annual Meeting of Shareholders or their earlier removal or resignation and until their respective successors, if any, are elected and qualify;
- (2) to consider and vote upon an advisory resolution to approve the compensation of our named executive officers, as disclosed in this proxy statement;

- (3) to consider and vote upon the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
- (4) to transact such other business as may properly come before the 2016 Annual Meeting of Shareholders or any adjournment or postponement thereof.

Will there be any other items of business on the agenda?

The Board of Trustees is not presently aware of any other items of business to be properly presented for a vote at the Annual Meeting other than the proposals noted above. Nonetheless, in case there is an unforeseen need, your proxy gives discretionary authority to Joseph S. Bonventre and Patrick Carroll with respect to any other matters that might be brought before the meeting or any postponement or adjournment thereof.

Why am I being asked to vote on executive compensation?

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, which we refer to as the Dodd-Frank Act, requires us, as a public company, to seek a non-binding advisory vote from our Shareholders to approve the compensation awarded to our named executive officers, as disclosed in this proxy statement. Based on the non-binding advisory vote selecting an annual frequency of such non-binding advisory votes at the 2011 Annual Meeting of Shareholders, we are currently seeking a vote from Shareholders on an advisory resolution to approve the compensation awarded to our named executive officers on an annual basis. This advisory vote is non-binding, but the Board of Trustees considers our Shareholders' concerns and takes them into account in determinations concerning our executive compensation program. See "Compensation of Executive Officers," below. We will again seek a vote on the frequency of such non-binding advisory votes at the 2017 Annual Meeting of Shareholders.

How many votes are required to act on the proposals?

Assuming a quorum is present at the Annual Meeting, the affirmative vote of a majority of the votes cast by holders of common shares at the Annual Meeting will be sufficient for (1) the election of a trustee (because the number of nominees equals the number of trustees to be elected), (2) the advisory resolution to approve the compensation of our named executive officers, and (3) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm.

If you abstain or your shares are treated as broker non-votes, your abstention or broker non-votes will not be counted as votes cast and will have no effect on the result of the vote on the election of trustees, the advisory resolution to approve the compensation of our named executive officers or the ratification of the appointment of KPMG LLP as our independent registered public accounting firm. As noted above, the proposal to ratify the appointment of KPMG LLP as our independent auditors is considered a "routine" matter for which brokerage firms may vote shares without receiving voting instructions. The election of trustees and the advisory resolution on the compensation of our named executive officers are considered "non-routine matters" and if you do not provide the brokerage firm with voting instructions on these proposals, your shares will not be voted on these proposals and will be "broker non-votes." For purposes of the election of trustees, a majority of votes cast means the number of shares voted "FOR" a nominee must exceed the number of shares as to which the holders elect to "WITHHOLD" votes with respect to a nominee. If a nominee that is already serving as a trustee is not elected, such trustee is required to offer to tender his resignation to our Board of Trustees. The Nominating and Corporate Governance Committee will make a recommendation to our Board of Trustees on whether to accept or reject the resignation, or whether other action should be taken. Our Board of Trustees is required to act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The trustee who tenders his resignation will not participate in our Board of Trustee's decision.

The votes on (1) the advisory resolution to approve the compensation of our named executive officers and (2) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, are non-binding and serve only as recommendations to the Board of Trustees and the Audit Committee, as applicable.

What happens if I authorize my proxy without voting on all proposals?

When you return a properly executed proxy card or authorize your proxy telephonically or by the Internet, the shares that the proxy card or authorization represents will be voted in accordance with your directions. If you return the signed proxy card with no direction on a proposal, other than in the case of broker non-votes, the shares represented by your proxy will be voted in favor of (FOR) each of the nominees for trustee in Proposal No. 1 and in favor of (FOR) Proposals No. 2 and No. 3 and will be voted in the discretion of the proxy holder on any other matter that properly comes before the Annual Meeting.

What if I want to change my vote after I return my proxy?

If you are a Shareholder of record, you may revoke your proxy at any time before its exercise by:

(1) delivering written notice of revocation to our Secretary at c/o Lexington Realty Trust, One Penn Plaza, Suite 4015, New York, New York 10119-4015;

(2) submitting to us a duly executed proxy card bearing a later date;

(3) authorizing a proxy via the Internet or by telephone at a later date; or

(4) appearing at the Annual Meeting and voting in person;

provided, however, that no such revocation under clause (1) or (2) shall be effective until written notice of revocation or a later dated proxy card is received by our Secretary at or before the Annual Meeting, and no such revocation under clause (3) shall be effective unless received on or before 11:59 p.m., Eastern time, on May 16, 2016.

Attendance at our Annual Meeting will not constitute a revocation of a proxy unless you affirmatively indicate at our Annual Meeting that you intend to vote your shares in person by completing and delivering a written ballot.

If you have shares held by a broker, you must follow the instructions given by your broker to change or revoke your voting instructions.

Will anyone contact me regarding this vote?

It is contemplated that brokerage houses will forward the proxy materials to Shareholders at our request. In addition to the solicitation of proxies by use of the mail, our trustees, officers, and other employees may solicit proxies by telephone, facsimile, e-mail, or personal interviews without additional compensation. We may, from time to time, engage and pay outside proxy solicitation firms, although we have not engaged an outside firm at this time.

Who has paid for this proxy solicitation?

We will bear the cost of preparing, printing, assembling and mailing the proxy card, proxy statement, and other materials that may be sent to Shareholders in connection with this solicitation. We may also reimburse brokerage houses and other custodians, nominees, and fiduciaries for their expenses incurred in forwarding solicitation materials to the beneficial owners of shares held of record by such persons, the cost of which is expected to be nominal.

How do I submit a proposal for the 2017 Annual Meeting of Shareholders?

If you wish to submit a shareholder proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, for inclusion in our proxy statement and proxy card for our 2017 Annual Meeting of Shareholders, you must submit the proposal to our Secretary no later than December 6, 2016, in accordance with Rule 14a-8. In addition, any shareholder who wishes to propose a nominee to our Board of Trustees or submit any other matter to a vote at the 2017 Annual Meeting of Shareholders (other than a shareholder proposal included in our proxy materials pursuant to Rule 14a-8 under the Exchange Act) must deliver such information to our Secretary no later than December 6, 2016 (or as otherwise provided by applicable laws and in our bylaws, which are on file with the SEC and may be obtained from our Secretary upon request).



Our Board of Trustees will review any shareholder proposals that are timely submitted and will determine whether such proposals meet the criteria for inclusion in the proxy solicitation materials or for consideration at the 2017 Annual Meeting of Shareholders.

What does it mean if I receive more than one proxy card?

It means that you have multiple accounts at the transfer agent and/or with brokers. Please complete and return all proxy cards to ensure that all your shares are voted.

Can I find additional information on the Company's web site?

Yes. Our web site is located at [www.lxp.com](http://www.lxp.com). Although the information contained on our web site is not part of this proxy statement, you can view additional information on the web site, such as our code of business conduct and ethics, corporate governance guidelines, charters of board committees, and reports that we file and furnish with the SEC. Copies of our code of business conduct and ethics, corporate governance guidelines, and charters of board committees also may be obtained by written request addressed to Lexington Realty Trust, One Penn Plaza, Suite 4015, New York, New York 10119-4015, Attention: Investor Relations.

Important Notice Regarding the Internet Availability of Proxy Materials for the Shareholder Meeting to be Held on May 17, 2016 - This proxy statement and the Annual Report to Shareholders are available at [www.proxyvoting.com](http://www.proxyvoting.com). We have elected to provide access to our proxy materials to our Shareholders on the Internet. Accordingly, a Notice of Meeting and Notice Regarding the Internet Availability of Proxy Materials was or will be mailed on or about April 5, 2016 to our Shareholders of record as of the close of business on the Record Date. If you wish to receive a hard copy of the proxy materials, please visit or contact:

- 1) By Internet: [www.proxyvote.com](http://www.proxyvote.com)
- 2) By Telephone: 1-800-579-1639
- 3) By E-Mail\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the Notice of Proxy) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the requests as instructed above on or before May 3, 2016 to facilitate timely delivery.

How do I obtain a copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2015 from the Company?

Upon written request to Lexington Realty Trust, One Penn Plaza, Suite 4015, New York, NY 10119-4105, Attention: Investor Relations, we will provide any shareholder, without charge, a hardcopy of our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC, including the financial statements and schedule, but without exhibits. You may also obtain our Annual Report to Shareholders, which includes our Annual Report on Form 10-K, at [www.proxyvote.com](http://www.proxyvote.com).

What is "householding"?

"Householding" allows companies to deliver only one copy of notices and other proxy materials to multiple shareholders who share the same address (if they appear to be members of the same family) unless the company has received contrary instructions from an affected shareholder. We do not offer "householding" for shareholders of record. Please contact your broker if you are not a shareholder of record to find out if your broker offers "householding."

#### SHARE OWNERSHIP OF PRINCIPAL SECURITY HOLDERS, TRUSTEES, AND EXECUTIVE OFFICERS

The following table indicates, as of the close of business on March 8, 2016, (a) the number of common shares beneficially owned by each person known by us to own in excess of five percent of the outstanding common shares and (b) the percentage such shares represent of the total outstanding common shares. All shares were owned directly on such date with sole voting and

investment power unless otherwise indicated, calculated as set forth in footnote 1 to the table.

Name and Address of Beneficial Owner	Number of Common Shares Beneficially Owned (1)	Percentage of Class
The Vanguard Group, Inc. (2)	31,681,686	13.5 %
BlackRock, Inc. (3)	27,105,129	11.5 %
Vornado Realty Trust (4)	18,468,969	7.9 %
Vanguard Specialized Funds - Vanguard REIT Index Fund (5)	15,324,290	6.5 %

(1)For purposes of this table, a person is deemed to beneficially own any common shares as of a given date which such person owns or has the right to acquire within 60 days after such date.

(2)Based on information contained in a Schedule 13G/A filed with the SEC on February 10, 2016. According to such Schedule 13G/A, The Vanguard Group, Inc., together with Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd., has sole power to vote or direct to vote 611,714 common shares, shared power to vote or direct to vote 190,837 common shares, sole power to dispose of or to direct the disposition of 31,221,149 common shares, and shared power to dispose of or to direct the disposition of 460,537 common shares. The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

(3)Based on information contained in a Schedule 13G/A filed with the SEC on January 8, 2016. According to such Schedule 13G/A, BlackRock, Inc., together with BlackRock Advisors (UK) Limited, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management North Asia Limited, BlackRock Asset Management Schweiz AG, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Fund Managers Ltd, BlackRock Institutional Trust Company, N.A., BlackRock International Limited, BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Ltd, BlackRock Investment Management, LLC, BlackRock Japan Co. Ltd., and BlackRock Life Limited, collectively have sole dispositive power over 27,105,129 common shares and sole voting power over 25,891,821 common shares. The address for BlackRock, Inc. is 55 East 52<sup>nd</sup> Street, New York, NY 10055.

(4)Based on information contained in a Schedule 13D/A filed with the SEC on September 13, 2013. According to such Schedule 13D/A, (i) Vornado Realty Trust, which we refer to as Vornado, holds a majority of the Class A limited partnership interests of Vornado Realty L.P., a Delaware limited partnership ("VRLP"), (ii) Vornado LXP LLC, a Delaware limited liability company ("VLXP"), Vornado Newkirk L.L.C., a Delaware limited liability company ("VNEW"), and VNK L.L.C., a Delaware limited liability company ("V NK"), are each wholly owned subsidiaries of VRLP, and (iii) Vornado, VRLP, VLXP, VNEW and VNK beneficially owned 18,468,969, 18,468,969, 9,148,946, 1,359,684 and 950,439 common shares, respectively. All 18,468,969 common shares were transferred to, and are held by, One Penn Plaza LLC, a wholly-owned subsidiary of VRLP. Vornado is located at 888 Seventh Avenue, New York, New York 10019 and Vornado Realty L.P. is located at 210 Route 4 East, Paramus, New Jersey 07652.

(5)Based on information contained in a Schedule 13G/A filed with the SEC on February 9, 2016. According to such Schedule 13G/A, Vanguard Specialized Funds - Vanguard REIT Index Fund has sole power to vote or direct to vote 15,324,290 common shares, and does not have either sole or shared disposable power over any of these shares. The address of Vanguard Specialized Funds - Vanguard REIT Index Fund is 100 Vanguard Blvd., Malvern, PA 19355.

The following table indicates, as of the close of business on March 8, 2016, (a) the number of common shares beneficially owned by each trustee and each executive officer, and by all trustees and executive officers as a group, and (b) the percentage such shares represent of the total outstanding common shares. All shares were owned directly on such date with sole voting and investment power unless otherwise indicated, calculated as set forth in footnotes 1 and 2 to the table. The address for each trustee and named executive officer listed below is c/o Lexington Realty Trust, One Penn Plaza, Suite 4015, New York, NY 10119-4015.

Name and Address of Beneficial Owner	Number of Common Shares Beneficially Owned (1)		Percentage of Class (2)
E. Robert Roskind	2,928,895	(3)	1.2%
T. Wilson Eglin	2,280,439	(4)	*
Richard J. Rouse	729,569	(5)	*
Patrick Carroll	1,045,127	(6)	*
Joseph S. Bonventre	470,417	(7)	*
Harold First	91,225	(8)	*
Richard S. Frary	83,261	(9)	*
Lawrence L. Gray	9,700		*
Claire A. Koeneman	13,127		
Kevin W. Lynch	106,678	(10)	*
All trustees and executive officers as a group (10 persons)	7,758,438		3.3%

\*Represents beneficial ownership of less than 1.0%

(1) For purposes of this table, a person is deemed to beneficially own any common shares as of a given date which such person owns or has the right to acquire within 60 days after such date.

(2) For purposes of computing the percentage of outstanding shares held by each beneficial owner named above on a given date, any security (including, without limitation, limited partnership units redeemable into common shares) deemed owned by such person or persons is included in the total number of outstanding common shares but is not included in the total number of outstanding common shares for the purpose of computing the percentage ownership of any other beneficial owner (with the exception of determining the percentage owned by all trustees and executive officers as a group).

(3) Includes (i) 1,474,296 limited partnership units held directly by Mr. Roskind or indirectly by Mr. Roskind through his wife and entities controlled by Mr. Roskind (which Mr. Roskind disclaims beneficial ownership of except to the extent of his pecuniary interest), in Lepercq Corporate Income Fund L.P., which are currently exchangeable for 1,660,057 common shares, (ii) 463,670 common shares held directly by Mr. Roskind, including through his individual retirement account, (iii) 388,764 common shares underlying common share options which were exercisable on or within 60 days of the Record Date, (iv) 177,025 common shares held by Mr. Roskind which are subject to performance or time-based vesting requirements, (v) 167,843 common shares held in trust in which Mr. Roskind is a beneficiary, (vi) 10,729 common shares owned of record by The LCP Group, L.P., and (vii) 60,807 common shares held by Mr. Roskind's wife, which Mr. Roskind disclaims beneficial ownership of except to the extent of his pecuniary interest therein.

(4) Includes (i) 633,938 common shares held directly by Mr. Eglin, (ii) 190,585 common shares underlying common share options which were exercisable on or within 60 days of the Record Date, (iii) 1,325,053 common shares held by Mr. Eglin which are subject to performance or time-based vesting requirements, and (iv) 130,863 common shares held in trust in which Mr. Eglin is a beneficiary.

(5) Includes (i) 218,504 common shares held directly by Mr. Rouse, including through his individual retirement account, (ii) 126,888 common shares underlying common share options which were exercisable on or within 60 days of the Record Date, (iii) 260,953 common shares held by Mr. Rouse which are subject to performance or time-based vesting requirements, and (iv) 123,224 common shares held in trust in which Mr. Rouse is a beneficiary.



(6)Includes (i) 331,530 common shares held directly by Mr. Carroll, including through his individual retirement account or as custodian, (ii) 134,932 common shares underlying common share options which were exercisable on or within 60 days of the Record Date, (iii) 446,149 common shares held by Mr. Carroll which are subject to performance or time-based vesting requirements, and (iv) 132,516 common shares owned of record by Mr. Carroll's wife, which Mr. Carroll disclaims beneficial ownership of, except to the extent of his pecuniary interest therein.

(7)Includes (i) 99,298 common shares held directly by Mr. Bonventre, (ii) 95,000 common shares underlying common share options which were exercisable on or within 60 days of the Record Date and (iii) 276,119 common shares held directly by Mr. Bonventre which are subject to performance or time-based vesting requirements.

(8)Includes (i) 83,456 common shares held directly by Mr. First, (ii) 6,269 common shares held in Mr. First's individual retirement account and (iii) 1,500 common shares held in Mr. First's 401(k) account.

(9)Includes (i) 54,261 common shares held directly by Mr. Frary and (ii) 29,000 common shares held in Mr. Frary's individual retirement account.

(10)All common shares are held by a trust in which Mr. Lynch is a beneficiary and a trustee.

As of the Record Date, no common shares were held by our executive officers or trustees in margin accounts or pledged as collateral for a loan.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our trustees, executive officers, and beneficial owners of more than 10 percent of the total outstanding common shares to file initial reports of ownership and reports of changes in ownership of common shares and other equity securities with the SEC and the NYSE. Trustees, executive officers, and beneficial owners of more than 10 percent of the total outstanding common shares are required to furnish us with copies of all Section 16(a) forms they file. Based on a review of the copies of such reports furnished to us and written representations from our trustees and executive officers, we believe that during the 2015 fiscal year our trustees, executive officers and beneficial owners of more than 10 percent of the total outstanding common shares complied with all Section 16(a) filing requirements applicable to them.

#### PROPOSAL NO. 1 ELECTION OF TRUSTEES

##### Board of Trustees

Our Board of Trustees currently consists of eight trustees. Our current eight trustees are nominated for election at the 2016 Annual Meeting of Shareholders. Election of our trustees requires the affirmative vote of a majority of the votes cast at the Annual Meeting with respect to the election of trustees.

The eight nominees for trustee are E. Robert Roskind, T. Wilson Eglin, Richard J. Rouse, Harold First, Richard S. Frary, Lawrence L. Gray, Claire A. Koeneman, and Kevin W. Lynch. Each nominee currently serves on our Board of Trustees and has consented to being named in this proxy statement and to serve if elected. Background information relating to the nominees for election appears below.

The enclosed proxy, if signed, dated, and returned, and any proxy properly authorized via the Internet or telephone, unless withheld, a broker non-vote or a contrary vote is indicated, will be voted FOR the election of these eight nominees. In the event any such nominee becomes unavailable for election, votes will be cast, pursuant to authority granted by the proxy, for such substitute nominee as may be nominated by our Board of Trustees. All trustees serve until our 2017 Annual Meeting of Shareholders or their earlier resignation or removal and until their respective successors, if any, are elected and qualify.

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The following information, as of March 8, 2016, relates to the nominees for election as our trustees:

Name	Business Experience
<p>E. ROBERT ROSKIND..... Age 70</p>	<p>Mr. Roskind, our Chairman since March 2008, previously served as Co-Vice Chairman from December 2006 to March 2008, Chairman from October 1993 to December 2006, and Co-Chief Executive Officer from October 1993 to January 2003. He founded The LCP Group, L.P., a real estate advisory firm, in 1973 and has been its Chairman since 1976. Mr. Roskind also serves as Chairman of Crescent Hotels and Resorts and Live In America Financial Services LLC. Mr. Roskind, as our Chairman and our founder, provides our Board of Trustees with deep knowledge of our history and strategies and vast experience in net-lease real estate investing.</p>
<p>T. WILSON EGLIN..... Age 51</p>	<p>Mr. Eglin has served as our Chief Executive Officer since January 2003, our President since April 1996, and as a trustee since May 1994. He served as one of our Executive Vice Presidents from October 1993 to April 1996 and our Chief Operating Officer from October 1993 to December 31, 2010. Mr. Eglin, as our Chief Executive Officer, provides our Board of Trustees with extensive experience in net-lease investing, real estate operations and capital markets having led us through various cycles of growth.</p>
<p>RICHARD J. ROUSE..... Age 70</p>	<p>Mr. Rouse has served as one of our trustees since March 2014, our Vice Chairman since March 2008 and our Chief Investment Officer since January 2003 and previously served as one of our trustees from October 1993 to May 2010, our Co-Vice Chairman from December 2006 to March 2008, our President from October 1993 to April 1996 and our Co-Chief Executive Officer from October 1993 to January 2003. Mr. Rouse, as our Chief Investment Officer and one of our founders, provides our Board of Trustees with a unique insight into net-lease real estate investing and management.</p>
<p>HAROLD FIRST..... Independent Age 79 Tenure &lt; 9 years</p>	<p>Mr. First has served as a trustee since November 2007. Mr. First has been a financial consultant since 1993. From December 1990 through January 1993, Mr. First served as Chief Financial Officer of Icahn Holding Corp., a privately held holding company. Mr. First is currently a director and chairman of the audit committee of American Railcar Industries, Inc. (NASDAQ: ARII). Mr. First has served as a director of numerous public and private companies, including XO Holdings, Inc., WestPoint International, Inc., Panaco, Inc., GB Holdings Inc. (Sands Casino), and Newkirk Realty Trust, Inc. Mr. First is a CPA. Mr. First provides our Board of Trustees with extensive public accounting experience, including knowledge of generally accepted accounting principles and public company reporting requirements, and experience as a director and audit committee chair for numerous companies, including real estate investment companies.</p>
<p>RICHARD S. FRARY..... Independent Age 68 Tenure &gt; 9 years</p>	<p>Mr. Frary has served as a trustee since December 2006. Mr. Frary has been the founding partner and majority shareholder of Tallwood Associates, Inc., a private real estate investment firm, since 1990 and a partner of Brookwood Financial Partners, L.P., a private equity firm that acquires real estate and invests in private companies, since 1993. Mr. Frary also co-owns a portfolio of office, multifamily,</p>

retail and community development assets. He serves as a director of Nexus BSP, Inc., a private oil and gas exploration company. He previously served as a director of Newkirk Realty Trust, Inc. and The Johns Hopkins University. Mr. Frary is a CPA and provides our Board of Trustees with extensive real estate investment and corporate finance experience.

LAWRENCE L. GRAY.....  
Independent  
Age 51  
Tenure < 9 years

Mr. Gray has served as a trustee since December 2015. He is the Chief Executive Officer of GrayCo, Inc., a private real estate company that owns and manages apartment communities, master planned community investments and timberlands located throughout the Southeast region of the United States. Prior to joining GrayCo in 2010, Mr. Gray spent seventeen years in the investment banking business, most recently with Wachovia Corporation where he had direct responsibility for the Real Estate Investment Banking, Corporate Banking, Private Equity, Homebuilder Finance and Structured Finance groups. Prior to Wachovia, Mr. Gray worked in the real estate investment banking groups at J.P. Morgan and Morgan Stanley. Mr. Gray provides our Board of Trustees with extensive real estate investment and corporate finance experience.

CLAIRE A. KOENEMAN.....  
Independent  
Age 46  
Tenure < 9 years

Ms. Koeneman has served as a trustee since September 2015. She is an Executive Vice President for Hill+Knowlton Strategies, Inc., a global public relations company. Additionally, she manages the U.S. Central Region and is the U.S. Financial Communications Practice Leader. Prior to joining Hill+Knowlton Strategies, Inc., Ms. Koeneman served as president of Financial Relations Board, a financial communications company. Ms. Koeneman serves as a diplomat to the Principality of Monaco in its Honorary Consular Corps. Ms. Koeneman has many years of expertise in corporate communications and, as a strategic advisor to CEOs and boards of directors on all types of communications, provides our Board of Trustees with public and investor relations knowhow.

KEVIN W. LYNCH.....  
Independent  
Age 63  
Tenure > 9 years

Mr. Lynch has served as a trustee since May 2003 and from May 1996 to May 2000. Mr. Lynch co-founded and has been a principal of The Townsend Group, a real estate consulting firm, since 1983. Mr. Lynch is a member of the Pension Real Estate Association and the National Council of Real Estate Investment Fiduciaries. Mr. Lynch was previously a director of First Industrial Realty Trust (NYSE:FR). Mr. Lynch is also currently on the advisory board for the U.S. Institutional Real Estate Letter. Mr. Lynch provides our Board of Trustees with extensive real estate consulting experience and experience with institutional real estate investors.

#### Required Vote and Recommendation

Election of each trustee requires the affirmative vote of a majority of the votes cast with respect to each nominee at the Annual Meeting.

**THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT  
SHAREHOLDERS VOTE FOR EACH NOMINEE.**



## MANAGEMENT AND CORPORATE GOVERNANCE

### Our Board of Trustees

Our Board of Trustees held nine meetings during the fiscal year ended December 31, 2015. Each current trustee attended at least 75% of the aggregate of the total number of meetings of our Board of Trustees and all committees of the Board of Trustees on which he or she served during his or her tenure.

We expect all trustees to attend each annual meeting of shareholders, but from time to time other commitments prevent all trustees from attending each meeting. All trustees that were trustees at such time attended, either in person or telephonically, the 2015 Annual Meeting of Shareholders, which was held on May 19, 2015.

Ms. Koeneman was appointed to our Board of Trustees on September 10, 2015. Mr. James Grosfeld retired from our Board of Trustees on December 8, 2015, and Mr. Gray was appointed to our Board of Trustees on December 9, 2015. The suggested retirement age for all trustees elected or appointed to our Board of Trustees is 75. Upon attaining the age of 75 and annually thereafter, such a trustee shall tender a letter of resignation from our Board of Trustees to the chairperson of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee reviews the trustee's continuation on our Board of Trustees, and recommends to our Board of Trustees whether, in light of all the circumstances, our Board of Trustees should accept such proposed retirement or request that the trustee continue to serve on the Board of Trustees. Prior to the 2015 Annual Meeting of Shareholders, Mr. First and Mr. Grosfeld tendered letters of resignation under this policy, which were rejected by our Board of Trustees.

### Trustee Independence

Our Board of Trustees has adopted the following categorical standards under our Corporate Governance Guidelines, under which a trustee may not be deemed independent:

- The trustee is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company. Employment as an interim Chairman, Chief Executive Officer or other executive officer will not disqualify a trustee from being considered independent following that employment.
- The trustee has received, or an immediate family member has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than trustee and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service). Compensation received by a trustee for former service as an interim Chairman, Chief Executive Officer or other executive officer and compensation received by an immediate family member for service as a non-executive employee of the Company will not be considered in determining independence under this test.
- (A) The trustee is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the trustee has an immediately family member who is a current partner of such a firm; (C) the trustee has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (D) the trustee or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit.
- The trustee or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the time serves or served on that company's compensation committee.
- The trustee is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1,000,000 or 2% of such other company's consolidated gross revenues.

For purposes of these categorical standards:

- “affiliate” means any consolidated subsidiary of the Company and any other entity that controls, is controlled by or is under common control with the Company, as evidenced by the power to elect a majority of the board of directors or comparable governing body of such entity;
- “executive officer” means an “officer” within the meaning of Rule 16a-1(f) under the Exchange Act; and
- “immediate family” means spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) sharing a person’s home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or those who have died or who become incapacitated.

Pursuant to our Corporate Governance Guidelines, the Nominating and Corporate Governance Committee, on behalf of our Board of Trustees, undertook its annual review of trustee independence in the first quarter of 2016. During this review, our Board of Trustees, in light of the categorical standards set forth above (which are also documented in our Corporate Governance Guidelines, which is available on our web site at [www.lxp.com](http://www.lxp.com)), considered transactions and relationships between each trustee or any member of his or her immediate family and us and our subsidiaries and affiliates, including those under “Certain Relationships and Related Transactions,” below. Our Board of Trustees also considered whether there were any transactions or relationships between any of our trustees or any member of his or her immediate family (or any entity of which a trustee or an immediate family member is an executive officer, general partner or significant equity holder) and members of our senior management or their affiliates. The purpose of this review was to determine whether any such relationships or transactions existed that were inconsistent with the determination that a trustee is independent.

As a result of this review, our Board of Trustees affirmatively determined that all of the trustees nominated for election at the Annual Meeting, other than Messrs. Roskind, Eglin and Rouse, are independent of us and our management under applicable regulations, the NYSE listing standards and the standards set forth in our Corporate Governance Guidelines. Messrs. Roskind, Eglin and Rouse are not considered independent because of their employment as executive officers of the Company. Mr. Roskind additionally is not considered independent because of certain related party relationships described below in “Certain Relationships and Related Party Transactions.”

As a result of the Board of Trustees’ affirmative determination, following the Annual Meeting, the Board of Trustees will consist of a majority of independent members. During 2015, our Board of Trustees made it a priority to increase the size of the Board of Trustees to obtain a higher percentage of independent members. As a result, Ms. Koeneman was appointed to our Board of Trustees on September 10, 2015. Ms. Koeneman also provides diversity among our Board of Trustees, which is a stated goal of our Board of Trustees.

Committees of our Board of Trustees

Our Board of Trustees has four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Executive Committee.

**Audit Committee.** The Audit Committee of our Board of Trustees was established in accordance with Section 10A-3 of the Exchange Act. The principal functions of the Audit Committee are described below under the heading “Audit Committee Report” and are contained in a written charter, which is available on our web site at [www.lxp.com](http://www.lxp.com). As of December 31, 2015, the Audit Committee members were Messrs. First (Chairperson), Frary and Lynch, each of whom was determined by our Board of Trustees to be “independent” for audit committee purposes as that term is used in applicable listing standards of the NYSE. Our Board of Trustees has determined that Mr. First qualifies as an “Audit Committee Financial Expert” in accordance with Item 407(d)(5) of Regulation S-K and that Messrs. Frary and Lynch, at a minimum, have accounting and related financial management expertise within the meaning of the listing standards of the NYSE. None of the current Audit Committee members serves on the audit committees of more than three publicly registered companies.

During the fiscal year ended December 31, 2015, the Audit Committee met eight times in-person and telephonically, including quarterly in-person meetings with management, an internal audit consulting firm and our independent registered public accounting firm, to discuss matters concerning, among other matters, financial accounting matters, the audit of our consolidated financial statements for the year ended December 31, 2015, the adequacy of our internal controls over financial reporting, and internal audit matters. In addition, at each quarterly in-person Board of Trustees meeting, the Chairman of the Audit Committee updated the Board of Trustees with respect to matters discussed at the Audit Committee meetings.

Consistent with SEC policies regarding auditor independence, the Audit Committee has responsibility for appointing, setting compensation for and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm.

During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval. In those instances, the Audit Committee requires specific pre-approval before engaging the independent registered public accounting firm.

Pursuant to the Audit Committee charter, the Audit Committee is responsible for the pre-approval of all auditing services and, to the extent permitted under applicable law, non-audit services to be provided to the Company by the independent registered public accounting firm engaged by the Company. The Chairperson of the Audit Committee is delegated the authority to grant such pre-approvals. The decisions of the Chairperson to pre-approve any such activity are presented to the Audit Committee at its next scheduled meeting. In accordance with the foregoing, the retention by management of the independent registered accounting firm engaged by the Company for tax consulting services for specific projects is pre-approved, provided, that the cost of any such retention does not exceed \$20,000 and the annual cost of all such retentions does not exceed \$50,000.

The Audit Committee previously adopted an Internal Audit Charter, which formalizes the internal audit function of the Company. For the year ended December 31, 2015, the Audit Committee retained CohnReznick LLP to provide internal audit assistance.

Report of the Audit Committee of our Board of Trustees

Management is responsible for the internal controls and financial reporting process of Lexington Realty Trust (the "Trust"). The independent registered public accounting firm is responsible for performing an independent audit of the Trust's consolidated financial statements and auditing the Trust's internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), and issuing a report thereon. The Audit Committee of the Board of Trustees of the Trust (the "Audit Committee") is responsible for monitoring and overseeing these processes. The charter of the Audit Committee is designed to assist the Audit Committee in complying with applicable provisions of the Securities and Exchange Act of 1934, as amended, and the New York Stock Exchange's listing rules, all of which relate to corporate governance and many of which directly or indirectly affect the duties, powers and responsibilities of the Audit Committee. Among the duties, powers and responsibilities of the Audit Committee as provided in the Audit Committee charter, the Audit Committee:

- has sole power and authority concerning the engagement and fees of the independent registered public accounting firm,
- reviews with the independent registered public accounting firm the scope of the annual audit and the audit procedures to be utilized,
- pre-approves audit and permitted non-audit services provided by the independent registered public accounting firm,
- reviews the independence of the independent registered public accounting firm,
- reviews the adequacy of the Trust's internal accounting controls, and
- reviews accounting, auditing and financial reporting matters with the Trust's independent registered public accounting firm and management.

In connection with these responsibilities, the Audit Committee met with management and the independent registered public accounting firm to review and discuss the December 31, 2015 audited consolidated financial statements. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the PCAOB Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380). The Audit Committee also received written disclosures and the letter from the independent registered public accounting firm, as required by the applicable requirements of the PCAOB, and discussed with the independent registered public accounting firm that firm's independence.

Based upon the Audit Committee's discussions with management and the independent registered public accounting firm referred to above, and the Audit Committee's review of the representations of management, the Audit Committee recommended that our Board of Trustees include the December 31, 2015 audited consolidated financial statements in the Trust's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the United States Securities and Exchange Commission on February 25, 2016.

Audit Committee of the Board of Trustees

/s/ Harold First, Chairperson

Richard S. Frary

Kevin W. Lynch

Compensation Committee. The functions of the Compensation Committee are set forth in a written charter, which is available on our web site at [www.lxp.com](http://www.lxp.com). Primary among these functions are to determine the compensation for our executive officers and non-employee trustees and to administer and review our compensation plans and programs. As of December 31, 2015, the Compensation Committee members were Messrs. Frary (Chairperson), Gray, and Lynch. Mr. Grosfeld also served on the Compensation Committee during 2015 until his retirement in December 2015. Each member of the Compensation Committee during 2015 was determined by our Board of Trustees to be "independent" as defined by the applicable listing standards of the NYSE. During the fiscal year ended December 31, 2015, the Compensation Committee met four times.

The Compensation Committee charter reflects various responsibilities, and the Compensation Committee periodically reviews and revises its charter. To assist in carrying out its responsibilities, the Compensation Committee regularly receives reports and recommendations from our executive officers, primarily our Chief Executive Officer, and from an outside compensation consultant it selects and retains. In addition and as appropriate, the Compensation Committee consults with its own legal or other advisors, all in accordance with the authority granted to it under its charter. During 2015, the Compensation Committee retained FPL Associates Compensation, a division of FPL Associates L.P., a nationally known executive compensation and benefits consulting firm, which we refer to as FPL. FPL charged \$35,000 for these services. Other than reviewing and advising with respect to executive and trustee compensation, FPL does not provide any non-executive compensation or other services for us. As a result, FPL is an independent compensation consultant. Management does not retain any executive compensation consultant.

The Compensation Committee has the authority to determine and approve the individual elements of total compensation paid to our executive officers and certain other senior officers. The Compensation Committee reviews the performance and compensation of our executive officers, including the executive officers named in this proxy statement. Our Chief Executive Officer assists in the annual review of the compensation of our other executive officers and certain other senior officers. Our Chief Executive Officer makes recommendations with respect to salary adjustments and annual cash incentive opportunities, annual long-term incentive opportunities and any other long-term incentive awards based on his review and on market data compiled by the Compensation Committee's compensation consultant or industry associations.

Compensation Committee Report (1)

The Compensation Committee (the "Compensation Committee") of the Board of Trustees of Lexington Realty Trust has reviewed and discussed the Compensation Discussion and Analysis with management, and based on the review and discussions, the Compensation Committee recommended to our Board of Trustees that the Compensation Discussion and Analysis be included in Lexington Realty Trust's proxy statement for the 2016 Annual Meeting of Shareholders and Annual Report on Form 10-K for the year ended December 31, 2015.

Compensation Committee of the Board of Trustees

/s/ Richard S. Frary, Chairperson

Lawrence L. Gray

Kevin W. Lynch

(1) Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, as amended, which we refer to as the Securities Act, or the Exchange Act, that might incorporate by reference this proxy statement or future filings made by us under those statutes, the Compensation Committee Report is not deemed filed with the SEC and shall not be deemed incorporated by reference into any of those prior filings or into any future filings made by us under the Securities Act or the Exchange Act.

Nominating and Corporate Governance Committee. The principal functions of the Nominating and Corporate Governance Committee are to identify individuals qualified to become trustees and/or executive officers, monitor corporate governance guidelines, lead the annual review of our Board of Trustees and make recommendations for service on all other committees and are set forth in a written charter, which is available on our web site at [www.lxp.com](http://www.lxp.com). As of December 31, 2015, the Nominating and Corporate Governance Committee members were Ms. Koeneman (Chairperson) and Messrs. First and Frary. Mr. Grosfeld also served on the Nominating and Corporate Governance Committee during 2015 until his retirement in December 2015. Each member of the Nominating and Corporate Governance Committee during 2015 was determined by our Board of Trustees to be "independent" as defined by the applicable listing standards of the NYSE. During the fiscal year ended December 31, 2015, the Nominating and Corporate Governance Committee met four times.

Our Board of Trustees believes that the Nominating and Corporate Governance Committee is qualified and in the best position to identify, review, evaluate and select qualified candidates for membership on our Board of Trustees based on the criteria described in the next paragraph. However, the Nominating and Corporate Governance Committee intends to consider nominees recommended by shareholders only if the submission of a recommendation includes a current resume and curriculum vitae of the candidate, a statement describing the candidate's qualifications, contact information for personal and professional references, the name and address of the shareholder who is submitting the candidate for nomination, the number of shares which are owned of record or beneficially by the submitting shareholder and a description of all arrangements or understandings between the submitting shareholder and the candidate for nomination. Submissions should be made to: Lexington Realty Trust, One Penn Plaza, Suite 4015, New York, NY 10119-4015, Attention: Secretary. The Nominating and Corporate Governance Committee has no obligation to recommend such candidates for nomination except as may be required by contractual obligation of the Company.

Our Board of Trustees has been evaluating a "proxy access" bylaw amendment whereby shareholders meeting certain criteria, including amount of ownership and length of ownership, can nominate a certain number of candidates for membership on our Board of Trustees in our proxy statement subject to certain other limitations. We are conducting an outreach effort with our shareholders so that our Board of Trustees can make an informed decision with respect to adopting the appropriate "proxy access" bylaw amendment.

In recommending candidates for membership on our Board of Trustees, the Nominating and Corporate Governance Committee's assessment includes consideration of issues of judgment, diversity, expertise, and experience. The Nominating and Corporate Governance Committee believes that a diverse board is one that includes differences of viewpoints, professional experience, education, skill, and other individual qualities and attributes that contribute to board heterogeneity. The Nominating and Corporate Governance Committee also considers other relevant factors as it deems appropriate. Generally, qualified candidates for board membership should (i) demonstrate personal integrity and moral character, (ii) be willing to apply sound and independent business judgment for the long-term interests of shareholders, (iii) possess relevant business or professional experience, technical expertise, or specialized skills, (iv) possess personality traits and backgrounds that fit with those of the other trustees to produce a collegial and cooperative environment, (v) be responsive to our needs, and (vi) have the ability to commit sufficient time to effectively carry out the duties of a trustee. After completing this evaluation and review, the Nominating and Corporate Governance Committee makes a recommendation to our Board of Trustees as to the persons who should be nominated by our Board of Trustees, and our Board of Trustees determines the nominees after considering the recommendation and report of the Nominating and Corporate Governance Committee.

To the extent there is a vacancy on our Board of Trustees, the Nominating and Corporate Governance Committee will either identify individuals qualified to become trustees through relationships with our trustees or executive officers or by engaging a third party. The Nominating and Corporate Governance Committee has not engaged a third party to identify, evaluate or assist in identifying or evaluating potential nominees.

Executive Committee. The principal function of the Executive Committee is to exercise the authority of our Board of Trustees regarding routine matters performed in the ordinary course of business or specific authority as authorized and approved by our Board of Trustees. As of December 31, 2015, the Executive Committee was comprised of Messrs. Lynch (Chairman), Frary, Eglin, and Roskind. The Executive Committee does not meet regularly, but meets as necessary or as directed by our Board of Trustees.

#### Board Leadership Structure and Strategy and Risk Oversight

Our board leadership structure currently consists of an independent Lead Trustee, an executive Chairman and a Chief Executive Officer. While we have separated the Chairman and Chief Executive Officer roles, both positions are held by executive officers. We believe that these positions are appropriate as our Chairman is also our founder and is active in our management. As a result of our Chairman and our Chief Executive Officer not being independent of us, our Board of Trustees determined that a Lead Trustee, who is independent, was necessary and appropriate. The Lead Trustee acts as a liaison between the independent trustees and management and presides at all regularly-scheduled executive sessions of the non-management members or independent members of our Board of Trustees. As of December 31, 2015, Mr. Lynch was our Lead Trustee.

Strategy and risk are an integral part of our Board of Trustees and Committee deliberations throughout the year. Management regularly performs, and reports to our Board of Trustees with respect to, our business plan. Management also performs a quarterly risk assessment as part of our enterprise risk management program, which is reported to our Board of Trustees. The quarterly risk assessment assesses the critical risks we face (e.g., strategic, operational, financial, legal/regulatory, and reputational), their relative magnitude and management's actions to mitigate these risks. In addition, the Audit Committee assists our Board of Trustees with the oversight of our risk management program, including its oversight of our internal audit function.

### Best Practices

We are mindful of the concerns of our shareholders and of proxy advisory groups. Within reason, we strive to implement best governance practices. In that regard, and in addition to the items disclosed elsewhere, we have implemented the following corporate governance practices.

- Our 2011 Equity-Based Award Plan provides for the recoupment or clawback of awards under circumstances involving materially inaccurate results or misconduct.
- Prohibit margin and/or pledging arrangements by our trustees and executive officers. Mr. Roskind's previously disclosed pledge of 1,192,299 limited partnership units in Lepercq Corporate Income Fund L.P. (which are currently redeemable for 1,342,529 common shares) that he beneficially owns was released by the third-party lender. No future waivers will be permitted.
- Require (1) our Chief Executive Officer to beneficially own such number of common shares having a value equal to at least six times the amount of his annual base salary, (2) each of three next most highly compensated executive officers and the fifth most highly compensated executive officer to beneficially own such number of common shares having a value equal to at least three times and two times, respectively, such executive officer's annual base salary, and (3) non-management trustees to beneficially own such number of common shares having a value equal to three times their annual retainer (after a phase-in period).
- Require our executive officers to maintain beneficial ownership of at least 50% of any common shares acquired by them through our equity award plans from November 2009, including, without limitation, through option awards and vesting of restricted shares, after taxes and transaction costs, until retirement or other termination of employment.
- Our non-management trustees each take at least 50% of their compensation from us in our common shares.
- Prohibit cash buyouts of underwater options.
- Eliminated and prohibit tax gross-ups and single-trigger change-in-control severance payouts in employment contracts.
- A majority of our independent trustees have a tenure of less than 9 years and the average tenure of all of our independent trustees is less than 7 years.

### Shareholder Communications

Parties wishing to communicate directly with our Board of Trustees, an individual trustee, the Lead Trustee or the non-management members of our Board of Trustees as a group should address their inquiries to our General Counsel by mail sent to our principal office located at One Penn Plaza, Suite 4015, New York, New York 10119-4015. The mailing envelope should contain a clear notification indicating that the enclosed letter is an "Interested Party/Shareholder-Board Communication," "Interested Party/Shareholder-Trustee Communication," "Interested Party/Shareholder-Lead Trustee Communication" or "Interested Party/Shareholder-Non-Management Trustee Communication," as the case may be.

### Periodic Reports, Code of Ethics, Committee Charters and Corporate Governance Guidelines

Our Internet address is [www.lxp.com](http://www.lxp.com). We make available free of charge through our web site our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, other filings with the SEC, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after we electronically file such materials with the SEC. We also have made available on our web site copies of our current Audit Committee Charter, Compensation Committee Charter, Nominating and Corporate Governance Committee Charter, Code of Business Conduct and Ethics, and Corporate Governance Guidelines. In the event of any changes to these charters or the code or the guidelines, updated copies will also be made available on our web site.

You may request a copy of any of the documents referred to above, without charge to you, by contacting us at the following address, email or telephone number:

Lexington Realty Trust  
One Penn Plaza, Suite 4015  
New York, NY 10119-4015  
Attention: Investor Relations  
ir@lxp.com  
(212) 692-7200

#### Certain Relationships and Related Transactions

**Policy.** We have adopted a written policy regarding the review, approval and ratification of any related party transaction. Under this policy, the Audit Committee or the Board of Trustees (consisting of all of the non-conflicted members) reviews the relevant facts and circumstances of each related party transaction, including whether the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party and the extent of the related party's interest in the transaction, taking into account the conflicts of interest and corporate opportunity provisions of our Code of Business Conduct and Ethics and the Audit Committee or the Board of Trustees (consisting of all of the non-conflicted members) either approves or disapproves the related party transaction. Any related amendment to, or waiver of any provision of, our Code of Business Conduct and Ethics for executive officers or trustees must be approved by the Nominating and Corporate Governance Committee (consisting of the non-conflicted members) and will be promptly disclosed to our shareholders as required by applicable laws, rules or regulations including, without limitation, the requirements of the NYSE.

Any related party transaction will be consummated and continue only if the Audit Committee or the Board of Trustees (consisting of all of the non-conflicted members) has approved or ratified such transaction in accordance with the guidelines set forth in the policy. For purposes of our policy, a "Related Party" is: (1) any person who is, or at any time since the beginning of our last fiscal year was, one of our trustees or executive officers or a nominee to become one of our trustees; (2) any person who is known to be the beneficial owner of more than 5% of any class of our voting securities; (3) any immediate family member of any of the foregoing persons, which means any spouse, child, stepchild, parent, stepparent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law; and (4) any firm, corporation, or other entity in which any of the foregoing persons is employed, is a general partner, principal, or in a similar position, or in which such person has a 5% or greater beneficial ownership interest.

We have also adopted a written supplemental policy for related party transactions involving our trustees and trustee nominees and our executive officers and any immediate family member of the foregoing persons, which provides for additional levels of review and exclusion of the related party from discussions, negotiations and approvals of the related party transaction. The full supplemental policy is set forth in our Code of Business Conduct and Ethics. **Indemnification Agreements.** Our trustees and certain of our executive officers have entered into indemnification agreements with us. Pursuant to these agreements, we agree to indemnify the trustee or executive officer who is a party to such an agreement against any and all judgments, penalties, fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by the trustee or executive officer or in a similar capacity for any other entity at our request. These agreements include certain limitations on our obligations in certain circumstances, particularly in situations in which such indemnification is prohibited or limited by applicable law.

**EB-5 Financings.** In connection with efforts, on a non-binding basis, to procure non-recourse mezzanine financing from an affiliate of Mr. Roskind, pursuant to the terms of the EB-5 visa program administered by the United States Citizenship and Immigration Services, which we refer to as the USCIS, for a joint venture investment in Houston, Texas, in which we have an investment, we executed a guaranty in favor of an affiliate of Mr. Roskind. The guaranty provides that we will reimburse investors providing the funds for such financing if the following occurs: (1) the joint venture receives such funds, (2) the USCIS denies the financing solely because the project is not permitted under the EB-5 visa program, and (3) the joint venture fails to return such funds. As of the date of this proxy statement, the joint venture has not received any such funds and we have not recorded any liability as it relates to this guaranty. The maximum amount of funds that would be subject to the guaranty obligation is \$18.0 million.





In addition, in connection with efforts, on a non-binding basis, to procure non-recourse mezzanine financing from an affiliate of Mr. Roskind, pursuant to the terms of the EB-5 visa program administered by the USCIS, for an investment in Charlotte, North Carolina, we agreed to reimburse Mr. Roskind's affiliate up to \$6,500 for its expenses.

#### Charitable and Political Contributions

During 2015, we did not make any charitable contribution to any tax-exempt organization in which any independent trustee serves as an executive officer. As a general policy, we do not make a charitable contribution unless there is an express business purpose. We did not make any direct political contributions during 2015 and we do not intend to make any direct political contributions during 2016.

#### Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee during 2015 is or has been one of our executive officers. Further, none of our executive officers has ever served as a member of the compensation committee or as a director of another entity whose executive officers served on our Compensation Committee or as a member of our Board of Trustees.

## COMPENSATION OF EXECUTIVE OFFICERS

### Compensation Discussion and Analysis

#### Executive Summary.

This Compensation Discussion and Analysis section discusses the compensation policies and programs for our named executive officers.

Named Executive Officers. Our named executive officers are:

Name	Title
T. Wilson Eglin	Chief Executive Officer and President
Patrick Carroll	Executive Vice President, Chief Financial Officer, and Treasurer
E. Robert Roskind	Chairman
Richard J. Rouse	Vice Chairman and Chief Investment Officer
Joseph S. Bonventre	Executive Vice President, General Counsel and Secretary

Compensation Committee Responsibility and Philosophy. The Compensation Committee administers the compensation policies and programs for our named executive officers and regularly reviews and approves our compensation strategy and principles to ensure that they are aligned with our business strategy and objectives, encourage high performance, promote accountability and assure that management's interests are aligned with the interests of our shareholders. The Compensation Committee believes that the compensation program should further both short-term and long-term business goals and strategies while enhancing shareholder value. In keeping with this philosophy, the compensation program's objectives are to:

- maintain a transparent compensation program that is easy for all of our shareholders to understand;
- further align the interests of our named executive officers with those of our shareholders;
- strengthen the relationship between pay and performance; and
- retain key members of management.

The Compensation Committee believes that the business judgment of its members is necessary to properly evaluate and design an executive compensation program.

#### 2015 "Say on Pay" Advisory Vote.

During 2014 and early 2015, we made significant modifications to our executive compensation program. As a result, approximately 98% of our shareholders voted "FOR" the compensation of our named executive officers as disclosed in the proxy statement in 2015. Based on such approval, the Compensation Committee has largely maintained the compensation framework approved in 2015 for 2016 with modifications for our 2016, business plan objectives.

#### Executive Compensation Best Practices.

Our executive compensation programs contain the following best practices:

- **Clawback:** Our 2011 Equity-Based Award Plan provides for the recoupment or clawback of awards under circumstances involving materially inaccurate results or misconduct.
- **Performance Driven:** At least 70% of the annual cash incentive opportunity for executive compensation will be based on annual pre-defined objective performance measures which will be disclosed similar to the disclosure of the 2016 annual cash incentive opportunity. At least 70% of the long-term incentive target opportunity will be based on future pre-defined objective performance measures, which measures will be disclosed (1) upon the grant of the related award with sufficient detail to allow shareholders to calculate performance and (2) similar to the disclosure of the 2016 long-term incentive opportunity.
- **Tax Gross-Ups:** We do not reimburse any tax obligations of our named executive officers.

- Independent Compensation Consultant: The Compensation Committee uses an independent compensation consultant that does not perform any work directly for our management.
  - Peer Groups: We utilize a competitor peer group and a size-based peer group, but our Compensation Committee tends to focus more on the size-based peer group. While references are made to the median of the size-based peer group, the Compensation Committee does not target the median, average or any percentile of the peer group.
  - Share Options: All options to purchase common shares have been, and will be, issued with an exercise price at the grant date value. We also do not re-price underwater share options.
  - Share Ownership: Our Chief Executive Officer is required to beneficially own our common shares with a value at least six times the amount of his annual base salary. Excluding our Chief Executive Officer, the three most highly compensated executive officers and the fourth most highly compensated executive officer are subject to share ownership guidelines of three times and two times, respectively, the amount of their respective annual base salary. Non-management trustees are required to beneficially own a number of common shares having a value equal to three times the annual retainer. The share ownership requirements are subject to phase-in periods.
  - Share Retention: Executive officers are required to maintain ownership of at least 50% of any common shares acquired by them (from the later of the day such executive officer became an executive officer or November 2009) through our equity award plans, after taxes and transaction costs, until retirement or other termination of employment.
  - Anti-Pledging/Hedging: We prohibit executive officers and trustees from pledging our securities or entering into any hedging transactions with respect to our securities. All previous waivers were withdrawn and no waivers will be granted. As of the date of this proxy statement all executive officers and trustees were in compliance with this policy.
- Determining the Amount of Each Element of Compensation.

The Compensation Committee reviews the performance of each of our named executive officers, including our Chief Executive Officer, on an annual basis. The Compensation Committee considers, among other things, (1) the scope of the individual's responsibilities, including the demands and profile of the positions held by the individual, (2) the individual's experience and tenure with us, (3) the individual's performance and contribution to our performance, (4) our performance against annual objectives set forth in management's business plan, and (5) competitive salaries. The Compensation Committee retains an independent compensation and benefits consultant, FPL, and considers the results of compensation studies prepared for it by such consultant or industry and trade associations.

No formal internal pay equity study is done, but our Compensation Committee retains the discretion to reduce certain payouts to align payouts with individual responsibilities and performance. Our Chief Executive Officer assists in the annual review of our named executive officers and makes recommendations to the Compensation Committee.

However, the Compensation Committee makes all determinations with respect to the actual compensation of our named executive officers, including our Chief Executive Officer.

The independent compensation consultant provides the following services to the Compensation Committee:

Management Data Collection:

- reviewing historical pay philosophy and practices;
- confirming the existing compensation philosophy; and
- reviewing the Chief Executive Officer's recommendations.

Compensation Guidance and Commentary:

- providing initial thoughts and reactions to the Chief Executive Officer's recommendations in light of then current market practices and performance;
- providing thoughts and perspectives on the broader REIT market, from a compensation perspective, based on ongoing conversations with executives/board members and up-to-date compensation data; and
- providing studies and recommendations regarding peer group data.

We are always competing for the best talent with our direct industry peers and with the broader market. Accordingly, the Compensation Committee regularly reviews the market data, pay practices and ranges of our "peer" companies and the broader market to ensure that we continue to offer a relevant and competitive executive pay program each year. Throughout this Compensation Discussion and Analysis, we refer to two distinct peer groups, as described below, which were established by the independent compensation consultant, the Compensation Committee and our Chief Executive Officer in 2015.



Competitor Peer Group. For 2015, this group consisted of eleven public REITs, which are either (1) our competitors for property acquisitions and tenants in the single-tenant net-lease space or (2) owners of a portfolio of primarily net-leased assets. The companies included in this peer group are as follows:

American Realty Capital Properties, Inc. (now VEREIT)

EPR Properties

Getty Realty Corp.

Gramercy Property Trust, Inc.

Monmouth Real Estate Investment Corporation

National Retail Properties, Inc.

Realty Income Corporation

Spirit Realty Capital, Inc.

STAG Industrial, Inc.

Store Capital Corporation

W.P. Carey Inc.

This competitor peer group helped the Compensation Committee understand how each named executive officer's total compensation compares with the total compensation for reasonably similar positions at our most direct REIT competitors.

Size Peer Group. For 2015, this group consisted of fourteen public REITs, which operate across multiple asset classes and are similar in size to our total capitalization as of September 30, 2015. Our total market capitalization was at approximately the 75<sup>th</sup> percentile and 35<sup>th</sup> percentile of this peer group as of December 31, 2014 and September 30, 2015, respectively. The companies included in this peer group are as follows:

Apple Hospitality REIT, Inc.

Corporate Office Properties Trust

DCT Industrial Trust Inc.

DuPont Fabros Technology, Inc.

Equity One, Inc.

GEO Group, Inc.

Healthcare Trust of America, Inc.

Mack-Cali Realty Corporation

Pebblebrook Hotel Trust

Post Properties, Inc.

Rayonier Inc.

Sovran Self Storage, Inc.

STORE Capital Corporation

Sunstone Hotel Investors, Inc.

The size-based peer group helped the Compensation Committee compare our overall compensation practices against a broader mix of REITs to ensure that our compensation practices are reasonable in light of the size of our organization. Although the two peer groups are comprised solely of REITs, we also compete with other public and private companies for talent. Therefore, we also consider other information regarding market trends in compensation in addition to the data derived from these peer group reviews.

Reported, Realizable and Realized Pay for CEO

A more complete view of total direct compensation (base salary, annual incentive opportunity and long-term incentive opportunity) requires a breakdown of "reported," "realizable" and "realized" pay. A significant portion of the compensation reported in the Summary Compensation Table below is "realizable" pay, some of which may never be "realized" pay. However, the fair value of the "realizable" pay on the grant date is "reported" pay. Fair value is computed in accordance with Financial Accounting Standards Board Accounting Standard Codification Topic 718, as follows:

•

Service-based equity awards: Fair value of the award is based on the closing price of the common shares on the date of grant (or, if the date of grant was not a trading day, the last trading day prior to the date of grant) and does not reflect any time-based vesting conditions or service period even though it is not “realized” pay.

Performance-based equity awards: Fair value of the award is determined using a Monte Carlo simulation model, which is an estimation of the value based on hypothetical models. However, if such performance is never achieved, the awards will not result in “realized” pay.

The following sets forth the reported, realizable and realized pay for Mr. Eglin, our Chief Executive Officer, for 2015, 2014 and 2013:

Year	Reported(1)	Realizable(2)	Realized(3)	Percentage of Reported Pay Realized in Period
2015	\$3,139,719	\$1,731,345	\$1,408,374	45%
2014	\$1,592,126	\$0	\$1,592,126	100%
2013	\$11,279,942	\$9,255,000	\$2,024,942	18%
Three-Year Total	\$16,011,787	\$10,986,345	\$5,025,442	31%

(1) Reported pay is the Total from the Summary Compensation Table below.

(2) Realizable pay includes the Share Awards from the Summary Compensation Table below.

(3) Realized pay includes Salary, Non-Equity Incentive Plan Compensation and All Other Compensation from the Summary Compensation Table below for the applicable year.

Elements of Compensation Program Applicable to Named Executive Officers for 2016.

The Compensation Committee retained FPL as its independent compensation consultant to perform an analysis of our compensation practices for our named executive officers with those of our peers and to make recommendations with respect to the compensation program applicable to our named executive officers for 2016.

Base Salary. The Compensation Committee believes that base salaries provide our named executive officers with a degree of financial certainty and stability and are essential in attracting and retaining highly qualified individuals.

Base salaries for 2016 were not changed from the 2015 base salaries and are as follows:

Officer	2016 Base Salary	2015 Base Salary	% Change
T. Wilson Eglin	\$640,000	\$640,000	0%
Patrick Carroll	\$410,000	\$410,000	0%
E. Robert Roskind	\$520,000	\$520,000	0%
Richard J. Rouse	\$520,000	\$520,000	0%
Joseph S. Bonventre	\$305,000	\$305,000	0%

Annual Cash Incentive Opportunity. The annual cash incentive opportunity is designed to supplement the cash compensation of our named executive officers so that cash compensation is competitive within our industry and peer groups and properly rewards our named executive officers for their performance and their efforts for meeting specified objectives. The annual cash incentive opportunity for the 2016 executive compensation program will be a percentage of base salary as follows:

Officer	Threshold		Target		Maximum	
T. Wilson Eglin	56.25%	\$360,000	112.5%	\$720,000	225%	\$1,440,000
Patrick Carroll	50%	\$205,000	100%	\$410,000	200%	\$820,000
E. Robert Roskind	50%	\$260,000	100%	\$520,000	200%	\$1,040,000
Richard J. Rouse	50%	\$260,000	100%	\$520,000	200%	\$1,040,000
Joseph S. Bonventre	50%	\$152,500	100%	\$305,000	200%	\$610,000

Our Chief Executive Officer's target total cash compensation (base salary plus target annual cash incentive) of \$1,360,000 is approximately 10% less than the median target total cash compensation in the 2015 size-based peer group.



Seventy percent of the annual cash incentive opportunity will be determined by the following predefined objective performance measures derived from our business plan for the period commencing January 1, 2016 and ending December 31, 2016. The Compensation Committee believes the targets for the annual cash incentive opportunity are reasonable and rigorous. The Compensation Committee's determination of whether an item was met will be disclosed in the proxy statement for the 2017 Annual Meeting of Shareholders.

Item	Weighting	Target	Rationale
<b>Balance Sheet</b>			
Debt to Total Assets(1)	7.5%	42.5%	A strong balance sheet with moderate leverage provides us with financial flexibility while supporting our credit ratings. While significant work has been done by management in strengthening the balance sheet, our 2016 business plan is dependent on management maintaining the strength of our balance sheet.
Credit Rating	7.5%	(7)	
<b>Investments</b>			
Volume(2)	5%	\$325 million	External growth is an important component of our strategy and the acquisition volume target is in excess of commitments at the beginning of 2016. However, we must remain a disciplined investor in a competitive investment environment. The target investment volume is lower than last year's target, but the target yields are higher than last year's targets. These new levels will allow management to remain a disciplined investor while adding assets that improve our long-term cash flows.
Lease Term(3)(4)	5%	15 years	
Cash Yield(4)(5)	5%	7.0%	
GAAP Yield(4)(5)	5%	8.0%	
<b>Dispositions</b>			
New York, NY Land Leases	20%	\$335 million	Dispositions allow us to recycle capital into its most accretive use in support of our portfolio strategy. In a competitive investment environment, dispositions are an excellent source of capital and a means to strengthen our portfolio. The weighting for dispositions has been increased over last year's weightings due to the importance of dispositions in our 2016 business plan, including the disposition of our New York City ground leases. The 2015 executive compensation program included capitalization rates on dispositions; however, our focus in 2016 is on the volume of dispositions and capitalization rates involving partially leased properties may not be meaningful to our shareholders.
Other dispositions	20%	\$265 million	
<b>Portfolio Management</b>			
Occupancy	7.5%	>96%	Successful portfolio management safeguards income and provides for internal growth. Maintaining target occupancy levels takes into account tenant retention or replacement for expected vacancies. We place significant emphasis on tenant retention and often work with the tenant prior to the year of expiration to ensure continued tenancy. Sustaining the weighted-average term is an important measure of cash flow stability; however, monetizing investments through dispositions may result in a year-over-year decrease in weighted-average lease term within an acceptable range.
Tenant Retention(6)	7.5%	70%	
Weighted-Average Term	10%	>8.5 years(8)	

(1) Calculated in accordance with our indentures governing our Senior Notes.

- (2) Includes loan investments, closed acquisitions and build-to-suit commitments up to the amount funded during the period.
- (3) Weighted-average.
- (4) Excludes loan investments and on-going build-to-suit transactions.
- (5) Disclosed in earnings press releases for applicable periods.  
Calculated by dividing (i) the square footage scheduled, or previously scheduled to expire as of the beginning of
- (6) the period that was renewed by (ii) the square footage that was scheduled, or previously scheduled, to expire as of the beginning of the period, in all cases excluding sold properties and multi-tenant properties.
- (7) Maintain current ratings.
- (8) Less than last year's target due to projected sale of New York City ground leases.

As disclosed in the proxy statement for our 2015 Annual Meeting of Shareholders, the Compensation Committee has eliminated total shareholder returns from the annual cash incentive opportunity because the Compensation Committee believes that the focus of the annual cash incentive opportunity should be short-term operating objectives and that total shareholder return should be a long-term objective. In support of that belief, seventy percent of the long-term incentive opportunity granted in 2016 at the target level is subject to the achievement of shareholder return goals. The Compensation Committee has the ability, in its sole discretion, to clawback any amounts, as appropriate, if audited financial results would provide for lower incentive payouts. The Compensation Committee will also have the right to modify the measurements and lower payouts to account for unusual and nonrecurring items or if any potential payouts are inappropriate in light of other circumstances, such as overall company or individual performance or unique market conditions.

The remaining thirty percent of the annual cash incentive opportunity is entirely subjective and will be based on individual and company performance. Individual performance will be specific to the duties and responsibilities of the named executive officer.

Long-Term Incentive Opportunity. The long-term incentive opportunity is designed to increase the ownership of us by our named executive officers, while motivating long-term performance, encouraging long-term dedication to us and operating as a retention mechanism.

The long-term incentive opportunity for the 2016 executive compensation program is a long-term incentive award consisting of a mix of performance-based non-vested shares and service-based non-vested shares. Vesting for performance-based non-vested shares is tied to our total shareholder return relative to other REITs for the three-year period beginning January 1, 2016 and ending December 31, 2018, subject to the named executive officer's continued employment and, as applicable, any employment agreement or written severance policy that is in effect.

Type:	Performance-Based Non-Vested Shares		Service-Based Non-Vested Shares
Amount of Target Award:	35%	35%	30%
Comparator Group:	FTSE NAREIT Equity REITs Index	Competitor peer group, initially consisting of: EPR Properties (EPR) Getty Realty Corp. (GTY) Gramercy Property Trust, Inc. (GPT) Monmouth Real Estate Investment Corporation (MNR) National Retail Properties, Inc. (NNN) Realty Income Corporation (O) Select Income REIT (SIR) Spirit Realty Capital, Inc. (SRC) STAG Industrial, Inc. (STAG) VEREIT (VER) W.P. Carey Inc. (WPC)	N/A
Vesting Conditions:	Cliff-based vesting after three year performance period commencing January 1, 2016. Threshold performance is set at the 33 <sup>rd</sup> percentile, target performance at the 50 <sup>th</sup> percentile, and maximum performance at the 75 <sup>th</sup> percentile versus the respective group. No performance-based shares are earned for results below the threshold level. Straight-line interpolation is used to determine awards for results between performance levels.		Pro-rata vesting annually over three years.
Dividends Rationale	Accrue and are only payable if and to the extent the shares vest.		Currently paid.

Performance assessments within our applicable industry group and competitor peer group similar to shareholder comparison when making an investment decision.

Enhance retention and promote longer-term equity ownership in us.

The long-term incentive opportunity is as follows:

Officer	Performance-Based Opportunity			Service-Based Award	Total Target Opportunity	Change from 2015
	Threshold	Target	Maximum			
T. Wilson Eglin	\$449,400	\$898,800	\$1,797,600	\$385,200	\$1,284,000	-15%
Patrick Carroll	\$199,850	\$399,700	\$799,400	\$171,300	\$571,000	-16%
E. Robert Roskind	\$144,900	\$289,800	\$579,600	\$124,200	\$414,000	-10%
Richard J. Rouse	\$196,700	\$393,400	\$786,800	\$168,600	\$562,000	-26%
Joseph S. Bonventre	\$147,000	\$294,000	\$588,000	\$126,000	\$420,000	-14%

The number of performance-based non-vested shares (calculated using maximum opportunity level for accounting purposes) and service-based non-vested shares granted and issued was based on the closing price of our common shares on January 8, 2016 (the grant date), which was \$7.66 per share; with the number of performance-based non-vested shares rounded to the nearest share and the number of service-based non-vested shares rounded up to the nearest 10 shares to avoid fractional shares when vesting. We fully expect to disclose the amount of performance-based non-vested shares that vest in our definitive proxy statement for the 2019 Annual Meeting of Shareholders.

**At Risk Compensation.** Sixty-one percent (61%) of 2016 total compensation to our Chief Executive Officer at the target level is “at risk” and subject to performance (subjective and pre-defined objective) measures, including 34% of the 2016 total compensation to our Chief Executive Officer at the target level that is subject to future pre-defined performance measures. The following illustrates our Chief Executive Officer’s 2016 total compensation at target level.

**Recap of 2015 Executive Compensation Program.**

**2015 Executive Compensation Program.** The 2015 executive compensation program consisted of (1) base salary (disclosed above), (2) annual cash incentive opportunity, and (3) annual long-term opportunity.

**Annual Cash Incentive Awards.** The annual cash incentive award under the 2015 executive compensation program was as follows:

Officer	2015 Award	% of Target		Change from 2014	
T. Wilson Eglin	\$576,000	80	%	-20	%
Patrick Carroll	\$369,000	90	%	-10	%
E. Robert Roskind	\$416,000	80	%	-20	%
Richard J. Rouse	\$468,000	90	%	-10	%
Joseph S. Bonventre	\$275,000	90	%	-9.8	%

Seventy percent (70%) of the annual cash incentive opportunity was based on pre-defined objective measures (from January 1, 2015 to December 31, 2015) and 30% was based on subjective measures as disclosed in definitive proxy statement for the 2015 Annual Meeting of Shareholders.

In January 2016, the Compensation Committee evaluated the Company's performance on the objective and subjective measures and made the determinations as detailed below.

Item	Weighting	Target	Actual	Determination
<b>Balance Sheet</b>				
Debt to Total Assets(1)	5%	42.5%	45%	Target
Credit Rating	5%	Baa2/BBB-/BBB(8)	Baa2/BBB-/BBB	Target
Refinancing Savings(2)	5%	75 basis points	142 basis points	Maximum
<b>Investments</b>				
Volume(3)	3.75%	\$350 million	\$516 million	Maximum
Lease Term(4)(5)	3.75%	15 years	18 years	Maximum
Cash Yield(5)(6)	3.75%	6.75%	7.4%	Target/Maximum
GAAP Yield(5)(6)	3.75%	7.75%	8.6%	Target/Maximum
<b>Portfolio Management</b>				
Occupancy	5%	>96%	96.8%	Target
Tenant Retention(7)	5%	70%	91%	Maximum
Weighted-Average Term	5%	>11 years	12.6 years	Maximum
<b>Dispositions</b>				
Volume	7.5%	\$300 million	\$265.2 million	Target
Cap Rate	7.5%	6%	6.3%	Target
<b>Total Shareholder Return</b>				
Relative Return (vs. FTSE NAREIT All Equity REIT Index)	20%	0%	(25.6)%	Below Threshold
Absolute Return	20%	9%	(22.4)%	Below Threshold

(1) Calculated in accordance with our indentures governing our Senior Notes.

(2) Calculated by comparing (i) the weighted-average rate of debt satisfied during the period to (ii) the weighted-average rate of debt incurred during the period.

(3) Includes loan investments, closed acquisitions and build-to-suit commitments up to the amount funded during the period.

(4) Weighted-average.

(5) Excludes loan investments and on-going build-to-suit transactions.

(6) Disclosed in earnings press releases for applicable periods.

Calculated by dividing (i) the square footage scheduled, or previously scheduled to expire as of the beginning of (7) the period that was renewed by (ii) the square footage that was scheduled, or previously scheduled, to expire as of the beginning of the period, in all cases, excluding sold properties and multi-tenant properties.

(8) Maintain then current ratings.

The determination of the objective measurements resulted in each named executive officer being entitled to approximately 86% of the target objective portion of the 2015 annual incentive opportunity. With respect to the subjective portion of the annual incentive opportunity, it was the sense of the Compensation Committee that each of the named executive officers performed in excess of target. However, due to the negative shareholder returns on an absolute and relative basis, the Compensation Committee reduced the ultimate award to the named executive officers to a level it determined appropriate in light of the circumstances.

Annual Long-Term Incentive Award. The 2015 annual long-term incentive award was disclosed in the proxy statement for the 2015 Annual Meeting of Shareholders. The 2015 awards are similar to the 2016 long-term incentive awards described above, but with a performance period of January 1, 2015 to December 31, 2017. The awards granted were as follows:

Officer	Performance-Based Opportunity			Service-Based Award	Total Target Opportunity
	Threshold	Target	Maximum		
T. Wilson Eglin	\$530,250	\$1,060,500	\$2,121,000	\$454,500	\$1,515,000
Patrick Carroll	\$238,000	\$476,000	\$952,000	\$204,000	\$680,000
E. Robert Roskind	\$161,000	\$322,000	\$644,000	\$138,000	\$460,000
Richard J. Rouse	\$266,000	\$532,000	\$1,064,000	\$228,000	\$760,000
Joseph S. Bonventre	\$171,500	\$343,000	\$686,000	\$147,000	\$490,000

Due to our relative shareholder return performance in 2015, the performance awards are currently performing below the threshold and had the performance period concluded on December 31, 2015, our named executive officers would not earn any portion of the performance-based awards.

Officer	Expected Performance-Based Realized Amount(1)	Expected Service-Based Realized Amount	Total Expected Realized Amount	Total Expected Realized Amount as a Percentage of Target Opportunity
T. Wilson Eglin	\$0	\$454,500	\$454,500	30%
Patrick Carroll	\$0	\$204,000	\$204,000	30%
E. Robert Roskind	\$0	\$138,000	\$138,000	30%
Richard J. Rouse	\$0	\$228,000	\$228,000	30%
Joseph S. Bonventre	\$0	\$147,000	\$147,000	30%

(1) Assuming performance period concluded as of December 31, 2015.

In 2014, no annual long-term incentive awards were granted. As a result, year-over-year total compensation from 2014 to 2015 increased due to the annual long-term incentive awards granted in 2015.

Companywide Retirement and Health and Welfare Benefits.

General. In addition to the executive compensation programs outlined in this proxy statement, our named executive officers participate in retirement and health and welfare benefits that are available to all employees with no distinction made among any groups of employees other than as required by applicable tax rules.

Executive Life Insurance Policies. In 2001, our Board of Trustees approved individual/portable term life insurance policies for our named executive officers who were employed by us at the time, which are in addition to the benefits set forth above. We pay the premiums under these policies each year that the insured is one of our employees. The premiums for 2015 were: \$1,314 for Mr. Eglin; \$712 for Mr. Carroll; and \$2,727 for Mr. Rouse. Each policy provides for a maximum benefit of \$700,000, with the exception of Mr. Rouse's policy, which provides for a maximum benefit of \$1,000,000, but Mr. Rouse pays the additional premium for the benefit over \$700,000. Mr. Roskind no longer receives this benefit because his policy expired in 2012 and was not renewed. Mr. Bonventre does not receive this benefit because he was not employed by us in 2001.

## Summary Compensation Table

The following table sets forth summary information concerning the compensation earned by our named executive officers for the fiscal years ended December 31, 2015, 2014 and 2013. The increase in 2015 from 2014 resulted entirely from the lack of equity awards in 2014 due to the modifications made to our executive compensation program as a result of the 2014 say-on-pay vote. The 2015 equity awards were disclosed in the proxy statement for the 2015 Annual Meeting of Shareholders.

Name and Principal Position	Fiscal Year	Salary (\$) (1)	Bonus (\$)	Share Awards (\$) (2)	Option Award (\$)	Non-Equity Incentive Plan Compensation (\$) (3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) (4)	All Other Compensation (\$) (5)	Total (\$)
T. Wilson Eglin Chief Executive Officer and President	2015	640,000	—	1,731,345	—	576,000	—	192,374	3,139,719
	2014	640,000	—	—	—	720,000	—	232,126	1,592,126
	2013	600,000	—	9,255,000	—	1,200,000	—	224,942	11,279,942
Patrick Carroll Chief Financial Officer, Treasurer and Executive Vice President	2015	410,000	—	777,115	—	369,000	—	75,309	1,631,424
	2014	410,000	—	—	—	410,000	—	109,984	929,984
	2013	400,000	—	2,778,000	—	600,000	—	125,861	3,903,861
E. Robert Roskind Chairman	2015	520,000	—	525,676	—	416,000	—	59,157	1,520,833
	2014	520,000	—	—	—	520,000	—	98,157	1,138,157
	2013	500,000	—	600,000	—	750,000	—	119,711	1,969,711
Richard J. Rouse Vice Chairman and Chief Investment Officer	2015	520,000	—	868,564	—	468,000	—	97,995	1,954,559
	2014	520,000	—	—	—	520,000	—	139,259	1,179,259
	2013	500,000	—	775,000	—	750,000	—	147,840	2,172,840
Joseph S. Bonventre Executive Vice President, General Counsel and Secretary	2015	305,000	—	559,942	—	275,000	—	44,787	1,184,729
	2014	305,000	—	—	—	305,000	—	63,944	673,944
	2013	285,000	—	1,454,000	—	450,000	—	72,709	2,261,709

(1)The amounts shown include amounts earned but a portion of which may be deferred at the election of the officer under our 401(k) Plan.

(2)Equals the aggregate grant date fair value of awards granted in the applicable year computed in accordance with Financial Accounting Standards Board Accounting Standard Codification Topic 718. The fair value of share awards subject to time-based vesting conditions or service periods is based on the closing price of the common shares on the date of grant (or, if the date of grant was not a trading day, the last trading day prior to the date of grant) and does not reflect any time-based vesting conditions or service period. As previously disclosed, the 2013 amounts for Messrs. Eglin, Carroll and Bonventre includes a long-term retention award. The fair value of share awards subject to



performance-based vesting conditions is determined using a Monte Carlo simulation model and the amount set forth above assumes “maximum” performance.

(3) Amounts were made pursuant to a non-equity incentive plan described in the applicable year's definitive proxy statement.

(4) Non-qualified deferred compensation consists solely of a trust established for the benefit of certain of our executive officers, into which, in previous years, such persons had the option to place non-vested common share awards.

Dividends on these shares are the same as all those paid on all common shares and are paid by us to the trust, which makes a corresponding distribution to the participant. Earnings on the participant accounts consist of dividends and increase in market value of the common shares in the trust. None of the earnings were above-market. See

“-Non-Qualified Deferred Compensation.”

(5) Amount represents: (i) dividends paid on non-vested common shares (excluding any deferred dividends), (ii) the dollar value of life insurance premiums paid by us during the applicable fiscal year with respect to portable life insurance policies for the life of certain executive officers, and (iii) contributions by us to the executive officer's account under our 401(k) Plan. The premiums paid by us under company sponsored health care insurance, dental insurance, long-term disability insurance and life insurance available to all employees, are excluded. The following table details the 2015 other compensation amounts for each executive officer:

Executive	Dividends Paid on Service Based-Non-Vested Common Shares(1)	Company-Paid Life Insurance Premiums	401(k) Company Contributions	Total
T. Wilson Eglin	\$177,860	\$1,314	\$13,200	\$192,374
Patrick Carroll	\$61,397	\$712	\$13,200	\$75,309
E. Robert Roskind	\$45,957	—	\$13,200	\$59,157
Richard J. Rouse	\$82,068	\$2,727	\$13,200	\$97,995
Joseph S. Bonventre	\$31,587	—	\$13,200	\$44,787

(1) The dividends on performance-based non-vested common shares and long-term retention grants accrue and are only paid at the time of vesting of the related common shares.

#### Grants of Plan-Based Awards

The following table sets forth summary information concerning all grants of plan-based awards made to the named executive officers during the fiscal year ended December 31, 2015.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (CASH)(\$)			Estimated Future Payouts Under Equity Incentive Plan Awards (SHARES) (#)			All Other Share Awards; Number of Shares	All Other Option Awards; Number of Shares Underlying Option Awards	Exercise Price of Option Awards	Grant Date Fair Value of Share Option Awards(\$)
		Threshold	Target	Maximum	Threshold	Target	Maximum				
T. Wilson Eglin	1/8/15	—	—	—	47,217	94,435	188,869	40,480	—	—	454,590
	3/31/15 (1)	360,000	720,000	1,440,000	—	—	—	—	—	—	—
Patrick Carroll	1/8/15	—	—	—	21,193	42,387	84,773	18,170	—	—	204,049
	3/31/15 (1)	205,000	410,000	820,000	—	—	—	—	—	—	—
E. Robert Roskind	1/8/15	—	—	—	14,337	28,673	57,346	12,290	—	—	138,017
	3/31/15 (1)	260,000	520,000	1,040,000	—	—	—	—	—	—	—
Richard J. Rouse	1/8/15	—	—	—	23,687	47,373	94,746	20,310	—	—	228,081
	3/31/15 (1)	260,000	520,000	1,040,000	—	—	—	—	—	—	—
Joseph S. Bonventre	1/8/15	—	—	—	15,272	30,543	61,086	13,090	—	—	147,001
	3/31/15 (1)	152,500	305,000	610,000	—	—	—	—	—	—	—

(1) See "Compensation Discussion and Analysis - Recap of 2015 Executive Compensation Program," above, for the actual payouts. Share amounts are rounded.



## Outstanding Equity Awards at Fiscal Year-End

The following table sets forth summary information concerning outstanding equity awards held by each of the named executive officers as of December 31, 2015.

Name	Option Awards		Option Awards		Share Awards		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units That Have Not Vested (#)	Market Value of Shares or Units That Have Not Vested (\$)		
T. Wilson	66,000	—	6.39	(3)	892,114 (2)	7,136,912	2,599(6)	20,792
Eglin	124,585	—	7.95	(4)	—	—	188,869(7)	1,510,952
Patrick	33,000	—	6.39	(3)	239,404 (5)	1,915,232	1,299(6)	10,392
Carroll	101,932	—	7.95	(4)	—	—	84,773(7)	678,184
E. Robert	200,000	—	6.39	(3)	31,890 (8)	255,120	—	—
Roskind	188,764	—	7.95	(4)	—	—	57,346(7)	458,768
Richard J.	36,000	—	6.39	(3)	45,644 (9)	365,152	2,598(6)	20,784
Rouse	90,888	—	7.95	(4)	—	—	94,746(7)	757,968
Joseph S.	38,000	—	6.39	(3)	125,824 (10)	1,006,592	—	—
Bonventre	57,000	—	7.95	(4)	—	—	61,086(7)	488,688

(1)Market value has been calculated as the closing price of our common shares on the NYSE on December 31, 2015, which was \$8.00 per share.

(2)Consists of (i) 41,634 non-vested common shares granted on December 31, 2013, which vest in 2016, (ii) 60,000 non-vested common shares granted on January 15, 2012, which vest in equal installments in 2016 and 2017, (iii) 750,000 non-vested common shares granted on January 10, 2013, which are scheduled to vest in equal annual installments over the four-year period beginning January 15, 2018 with accelerated vesting for half of the grant after January 15, 2018 if the average closing common share price equals or exceeds \$15.00 for a consecutive 20-day trading period, and (iv) 40,480 non-vested common shares granted on January 8, 2015, which vest in equal installments in 2016, 2017 and 2018.

(3)Common share options were granted on January 8, 2010. The common share options (i) have an exercise price of \$6.39 per share, (ii) vested ratably over a five year period, and (iii) expire 10 years from date of grant.

(4)Common share options were granted on December 31, 2010. The common share options (i) have an exercise price of \$7.95 per share, (ii) vested ratably over a five year period, and (iii) expire 10 years from date of grant.

(5)Consists of (i) 21,234 non-vested common shares granted on December 31, 2013, which vest in 2016, (ii) 200,000 non-vested common shares granted on January 10, 2013, which are scheduled to vest in equal annual installments over the four-year period beginning January 15, 2018 with accelerated vesting for half of the grant after January 15, 2018 if the average closing common share price equals or exceeds \$15.00 for a consecutive 20-day trading period, and (iii) 18,170 non-vested common shares granted on January 8, 2015, which vest in equal installments in 2016, 2017 and 2018.

(6)Consist of non-vested common shares granted on January 31, 2003, which vest if our cash available for distribution growth exceeds 2% annually to the extent of two times such percentage growth, with no expiration date.

(7)Consists of non-vested common shares granted on January 8, 2015, which are subject to performance based vesting and assumes “maximum” performance is achieved. See “Compensation Discussion and Analysis - Recap of 2015 Executive Compensation Program.”

(8)Consists of (i) 19,600 non-vested common shares granted on December 31, 2013, which vest in 2016, and (ii) 12,290 non-vested common shares granted on January 8, 2015, which vest in equal installments in 2016, 2017 and 2018.

(9)Consists of (i) 25,334 non-vested common shares granted on December 31, 2013, which vest in 2016, and (ii) 20,310 non-vested common shares granted on January 8, 2015, which vest in equal installments in 2016, 2017 and 2018.

(10) Consists of (i) 12,734 non-vested common shares granted on December 31, 2013, which vest in 2016, (ii) 100,000 non-vested common shares granted on January 10, 2013, which are scheduled to vest in equal annual installments over the four-year period beginning January 15, 2018 with accelerated vesting for half of the grant after January 15, 2018 if the average closing common share price equals or exceeds \$15.00 for a consecutive 20-day trading period, and (iii) 13,090 non-vested common shares granted on January 8, 2015, which vest in equal installments in 2016, 2017 and 2018.

#### Option Exercises and Stock Vested

The following table sets forth summary information concerning option exercises and vesting of stock awards for each of the named executive officers during the year ended December 31, 2015.

Name	Option Awards		Share Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) (1)
T. Wilson Eglin	0	0	135,790	1,203,920
Patrick Carroll	0	0	54,129	443,317
E. Robert Roskind	0	0	38,767	317,502
Richard J. Rouse	0	0	77,524	634,922
Joseph S. Bonventre	0	0	23,900	195,741

(1) The value realized on vesting is calculated as the product of (a) the number of non-vested common shares that vested and (b) the closing price of our common shares on the NYSE on the day used for calculation of taxable income. Includes shares withheld to satisfy tax obligations.

#### Pension Benefits

Other than our 401(k) Plan, which is discussed above, we do not provide any pension benefits to the named executive officers.

#### Non-Qualified Deferred Compensation

The following table sets forth summary information concerning non-qualified deferred compensation for each of the named executive officers during the year ended December 31, 2015. Non-qualified deferred compensation consists solely of a trust established for the benefit of certain of our executive officers in which in previous years such persons had the option to place non-vested common share awards. Dividends on these shares are the same as all those paid on all common shares and are paid by us to the trust, which makes a corresponding distribution to the participant. Earnings on the participant accounts consist of dividends paid and the change in market value of the common shares in the trust. None of the earnings were above-market. As a result, the earnings are not included in the Summary Compensation Table above.

Name	Executive Contributions in 2015 (\$)	Registrants Contributions in 2015 (\$)	Aggregate Earnings in 2015 (\$)	Aggregate Withdrawals/ Distributions in 2015 (\$)	Aggregate Balance at December 31, 2015 (\$) (1)
T. Wilson Eglin	—	—	(2 )	88,987	1,046,904
Patrick Carroll	—	—	—	—	—
E. Robert Roskind	—	—	(2 )	114,133	1,342,744
Richard J. Rouse	—	—	(2 )	83,792	985,792
Joseph S. Bonventre	—	—	—	—	—

(1) In accordance with the trust agreements, complete distribution/withdrawal of each participant's account will be made in the event of a change in control or termination of the named executive officer's employment.

(2) Due to change in market value of non-vested common share awards, there were no earnings in 2015, and losses in 2015 were as follows: \$300,985 for Mr. Eglin, \$386,039 for Mr. Roskind and \$283,416 for Mr. Rouse.



### Potential Payments upon Termination or Change in Control

As of December 31, 2015, each of the named executive officers had the right to receive severance compensation upon the occurrence of certain termination events. None of our named executive officers will be entitled to any payments in the event of a change of control without a termination of employment.

On September 11, 2014, we entered into new employment agreements with each of Messrs. Eglin, Carroll, Roskind and Rouse, each of which has a three year term that commenced on January 15, 2015 and ends on January 14, 2018 and none of which automatically renew. Prior to the expiration of the terms of these new employment agreements, our Compensation Committee intends to analyze and reassess all of the termination arrangements to determine whether they are necessary and appropriate at such time considering each executive officer's circumstances.

Mr. Bonventre is eligible to participate in our severance policy applicable to executive officers without employment agreements. The executive employment agreements and executive severance policy provide that the executive officer will be entitled to receive severance payments upon termination by us without "cause", termination by the executive officer with "good reason", including if either occurs within 12 months of a "change in control" (as defined in the employment agreement or severance policy, as applicable).

Upon certain terminations, (x) all non-vested time-based long-term incentive awards, including long-term retention awards, and all non-vested but earned performance-based long-term incentive awards shall accelerate, become fully earned and vested, (y) the end of the performance period for all non-vested but unearned performance-based long-term incentive awards shall be the date of such termination and a pro rata amount of any of such awards then deemed to be earned awards (determined by the number of completed days of the performance period for such award divided by the total number of days in such performance period) shall accelerate, become fully earned and vested, and (z) all unexercised share option awards shall terminate within six months of such termination of employment.

We believe that the executive employment agreements and the executive severance policy are appropriate in this market as they do not contain: (1) a high multiple, (2) any long-term incentive award component of the severance formula, (3) vesting of all non-vested performance-based awards regardless of whether the performance targets were met, and (4) a "gross-up" of the severance payment to cover the excise taxes imposed by Section 4999 of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, on the benefits, thereby providing such benefits to the employee on a net basis, after payment of excise tax.

With the exception of E. Robert Roskind's employment agreement, the employment agreements with the named executive officers provide that the named executive officer will serve us faithfully and to the best of his ability and will devote substantially all of his business time, energy, experience and talents to our business and the business of our affiliates. This restriction does not prevent the named executive officer from managing his personal or family investments, or serving on civic or charitable boards or committees, so long as any such activities do not interfere with the performance of the named executive officer's responsibilities as one of our employees. Mr. Roskind's employment agreement permits Mr. Roskind to spend approximately one third of his business time on the affairs of The LCP Group L.P. and its affiliates, which includes service on the boards of other companies; however, Mr. Roskind must prioritize his business time to address our needs ahead of The LCP Group L.P.

The tables below estimate the payments and benefits to each of the named executive officers assuming they were terminated on December 31, 2015. Continuation of benefits, which may be paid monthly if the named executive officer is eligible for, and elects, continued coverage under such plans, are assumed to be paid by a lump-sum payment at termination based on annualized December 2015 premiums. Value of accelerated equity awards (1) is based on the closing price of our common shares on the NYSE on December 31, 2015 of \$8.00 per share, and (2) consists of non-vested shares and common share options set forth in Outstanding Equity Awards at Fiscal Year-End table above.

	Without Cause or With Good Reason (\$)	Upon a Change in Control ("Single Trigger") (\$)	Death or Disability (\$)	With Cause or Without Good Reason (\$)
T. Wilson Eglin				
Base salary portion of severance payment	1,600,000	—	640,000	—



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Bonus portion of severance payment	1,620,000	—	—	—
Welfare benefits	77,294	—	—	—
Group health care benefits	—	—	74,153	—
Value of accelerated equity awards	7,136,912	—	7,136,912	—
Total Payments and Benefits	10,434,206	—	7,851,065	—

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	Without Cause or With Good Reason (\$)	Upon a Change in Control ("Single Trigger") (\$)	Death or Disability (\$)	With Cause or Without Good Reason (\$)
Patrick Carroll				
Base salary portion of severance payment	820,000	—	410,000	—
Bonus portion of severance payment	779,000	—	—	—
Welfare benefits	56,171	—	—	—
Group health care benefits	—	—	53,657	—
Value of accelerated equity awards	1,915,232	—	1,915,232	—
Total Payments and Benefits	3,570,403	—	2,378,889	—
E. Robert Roskind				
Base salary portion of severance payment	1,040,000	—	520,000	—
Bonus portion of severance payment	936,000	—	—	—
Welfare benefits	42,372	—	—	—
Group health care benefits	—	—	40,363	—
Value of accelerated equity awards	255,120	—	255,120	—
Total Payments and Benefits	2,273,492	—	815,483	—
Richard J. Rouse				
Base salary portion of severance payment	1,040,000	—	520,000	—
Bonus portion of severance payment	988,000	—	—	—
Welfare benefits	39,130	—	—	—
Group health care benefits	—	—	36,617	—
Value of accelerated equity awards	365,152	—	365,152	—
Total Payments and Benefits	2,432,282	—	921,769	—
Joseph S. Bonventre				
Base salary portion of severance payment	610,000	—	305,000	—
Bonus portion of severance payment	580,000	—	—	—
Welfare benefits	61,836	—	—	—
Group health care benefits	—	—	59,322	—
Value of accelerated equity awards	1,006,592	—	1,006,592	—
Total Payments and Benefits	2,258,428	—	1,370,914	—



## Trustee Compensation

None of our employees receives or will receive any compensation for serving as a member of our Board of Trustees or any of its committees. Our non-employee trustees received the following aggregate amounts of compensation for the year ended December 31, 2015.

Name	Fees Earned or Paid in Cash (\$)	Share Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Harold First	58,750	97,909	—	—	—	—	156,659
Richard S. Frary	50,000	89,161	—	—	—	—	139,161
Lawrence L. Gray(1)	—	50,530	—	—	—	—	50,530
James Grosfeld(2)	37,500	76,661	—	—	—	—	114,161
Claire A. Koeneman(3)	—	77,410	—	—	—	—	77,410
Kevin W. Lynch	50,000	89,161	—	—	—	—	139,161

(1)Mr. Gray was appointed to our Board of Trustees on December 9, 2015.

(2)Mr. Grosfeld retired from our Board of Trustees on December 8, 2015.

(3)Ms. Koeneman was appointed to our Board of Trustees on September 10, 2015.

Non-employee trustee compensation consists of an annual retainer of \$100,000 for each non-employee trustee except the Chairperson of the Audit Committee, who receives an annual retainer of \$117,500. The retainer is paid quarterly in arrears and, to the extent common shares are available under the then current equity-based award plan, at least 50% of the quarterly amount must be taken in common shares based on the average closing price over the applicable quarter. In January 2014, the Compensation Committee authorized an annual grant of 3,500 vested common share grant to each non-employee Trustee in addition to the annual retainer. In addition, non-employee trustees receive reimbursement of their out-of-pocket travel costs to attend meetings.

Any initial equity award for a newly appointed or elected trustee will be decided by the Compensation Committee on a case-by-case basis. Ms. Koeneman received an initial equity award with a grant date fair value of \$52,416. Mr. Gray received an initial equity award with a grant date fair value of \$50,530.

#### PROPOSAL NO. 2 ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Dodd-Frank Act and Section 14A of the Exchange Act require that we seek an advisory resolution from our Shareholders to approve the compensation awarded to our named executive officers as disclosed in this proxy statement. Although the advisory resolution is non-binding, the Board of Trustees and the Compensation Committee will review the results of the vote and will consider our Shareholders' views and take them into account in future determinations concerning our executive compensation programs. Please refer to the section entitled "Compensation Discussion and Analysis" for details about our executive compensation programs.

A proposal in the form of the following resolution will be submitted for a non-binding, advisory vote at the Annual Meeting:

“RESOLVED, that the Shareholders approve, on a non-binding, advisory basis, the compensation of the Trust's named executive officers set forth in the 2016 Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure includes the Compensation Discussion and Analysis, the Summary Compensation Table and accompanying compensation tables and related information).”

As previously disclosed, we intend to seek this advisory vote on an annual basis.

**Required Vote and Recommendation**

The advisory resolution to approve the compensation of our named executive officers requires a majority of the votes cast on the proposal at the Annual Meeting. Although the vote on this Proposal No. 2 is a non-binding, advisory vote, the Board of Trustees will carefully consider the voting results.

**THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR PROPOSAL NO. 2.**

**Future “Say-on-Pay” Votes**

We currently provide our shareholders with an advisory “say on pay” vote on an annual basis. We will again seek a vote on the frequency of such non-binding advisory votes at the 2017 Annual Meeting of Shareholders.

**PROPOSAL NO. 3 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Trustees will make a decision with respect to the engagement of an independent registered public accounting firm for the year ending December 31, 2016 at a meeting of the Audit Committee expected to take place during our second fiscal quarter. KPMG LLP and its predecessors have been our independent registered public accounting firm since 1993.

Although Shareholder ratification of the appointment of our independent registered public accounting firm is not required by our bylaws or otherwise, we are submitting the selection of KPMG LLP for ratification as a matter of good corporate governance practice. Even if the selection is ratified, the Audit Committee in its discretion may appoint an alternative independent registered public accounting firm if it deems such action appropriate. If the Audit Committee’s selection is not ratified by the Shareholders, the Audit Committee will take that fact into consideration, together with such other factors it deems relevant, in determining its next selection of an independent registered public accounting firm.

KPMG LLP was engaged to perform the annual audit of our consolidated financial statements for the fiscal year ended December 31, 2015. There are no affiliations between us and KPMG LLP’s partners, associates or employees, other than as pertaining to KPMG LLP’s engagement as our independent registered public accounting firm.

Representatives of KPMG LLP are expected to be present at the Annual Meeting and will be given the opportunity to make a statement if they so desire and to respond to appropriate questions.

## Audit and Non-Audit Fees

The following table presents fees for professional audit services rendered by KPMG LLP for the audit of our annual financial statements for each of 2015 and 2014, and fees billed for other services rendered by KPMG LLP.

	2015	2014
Audit fees (accrual basis) (1)	\$ 1,100,000	\$ 1,050,000
Audit-related fees	0	0
Total audit and audit related fees	1,100,000	1,050,000
Tax fees (accrual basis) (2)	242,115	230,610
All other fees	0	0
Total fees	\$ 1,342,115	\$ 1,280,610

(1) Audit fees includes fees and services provided in connection with the Financial Statements included in Form 10-K for Lepercq Corporate Income Fund L.P.

(2) Tax fees consisted of fees for tax compliance and preparation services.

The Audit Committee has determined that the non-audit services provided by the independent registered public accounting firm are compatible with maintaining the accounting firm's independence. None of the services set forth above in the categories "Audit-related fees," "Tax fees" and "All other fees" were approved by the Audit Committee pursuant to Rule 2-01(c)(7)(i)(C) of the Exchange Act after the fact but before completion of the audit.

The Audit Committee of the Board of Trustees must pre-approve the audit and non-audit services performed by our independent registered public accounting firm, and has adopted appropriate policies in this regard. With regard to fees, annually, the independent registered public accounting firm provides the Audit Committee with an engagement letter outlining the scope of the audit services proposed to be performed during the fiscal year. Upon the Audit Committee's acceptance of and agreement to the engagement letter, the services within the scope of the proposed audit services are deemed pre-approved pursuant to this policy. The Audit Committee must pre-approve any change in the scope of the audit services to be performed by the independent registered public accounting firm and any change in fees relating to any such change. Specific audit-related services and tax services are pre-approved by the Audit Committee, subject to limitation on the dollar amount of such fees, which dollar amount is established annually by the Audit Committee. Services not specifically identified and described within the categories of audit services, audit-related services and tax services must be expressly pre-approved by the Audit Committee prior to us engaging any such services, regardless of the amount of the fees involved. The Chairperson of the Audit Committee is delegated the authority to grant such pre-approvals. The decisions of the Chairperson to pre-approve any such activity shall be presented to the Audit Committee at its next scheduled meeting. In accordance with the foregoing, the retention by management of our independent registered public accounting firm for tax consulting services for specific projects is pre-approved, provided, that the cost of any such retention does not exceed \$20,000 and the annual cost of all such retentions does not exceed \$50,000. The Audit Committee does not delegate to management its responsibilities to pre-approve services to be performed by our independent registered public accounting firm.

## Required Vote and Recommendation

Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 requires the affirmative vote of a majority of the votes cast on the proposal at the Annual Meeting.

**THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" PROPOSAL NO. 3.**

**OTHER MATTERS**

The Board of Trustees is not aware of any business to come before the Annual Meeting other than (1) the election of trustees, (2) the advisory resolution to approve of executive compensation and (3) the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016. However, if any other matters should properly come before the Annual Meeting or any postponement or adjournment thereof, including matters relating to the conduct of the Annual Meeting, it is intended that proxies in the accompanying form or as authorized via the Internet or telephone will be voted in respect thereof in accordance with the discretion of the person or persons voting the proxies.





