

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Duke Realty Corporation		35-1740409	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Ms. Tracy Swearingen, SVP, Taxation	(317) 808-6133	tracy.swearingen@dukerealty.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
600 East 96th Street, Suite 100		Indianapolis, IN 46240	
8 Date of action		9 Classification and description	
Various 2013 - See Attached Table		Common Stock Quarterly Cash Distributions	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
264411505	N/A	DRE	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **During 2013, Duke Realty Corporation paid quarterly cash dividend distributions on outstanding shares of common stock as reflected in the attached table. Pursuant to Internal Revenue Code Sections 301 and 316, a corporation's cash dividend distributions are treated as an ordinary taxable "dividend" to shareholders to the extent of the corporation's cumulative earnings and profits. Duke Realty Corporation's 2013 total quarterly cash distributions paid on common shares exceeded its cumulative earnings and profits. As a result, a portion of each distribution is a "Non-Dividend" distribution that is first treated as a nontaxable return of capital reducing shareholder stock basis and secondly, as capital gain income to the extent the "Non-Dividend" distribution portion exceeds shareholder stock basis.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **See attachment for a summary of the per common share "Taxable" and "Non-Dividend" portions of each quarterly distribution.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Duke Realty Corporation determines its annual earnings and profits under Internal Revenue Code Section 312 (as modified by Internal Revenue Code Section 857(d) for a Real Estate Investment Trust) and the regulations thereunder. These computations support the calculation of the "Taxable" and "Non-Dividend" portions of each quarterly cash distribution to common shareholders.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **Internal Revenue Code Sections 301(c), 316 and 312 (as modified by Internal Revenue Code Section 857(d) for a Real Estate Investment Trust).**

18 Can any resulting loss be recognized? ▶ **No tax loss is recognized by shareholders as a result of receiving quarterly cash distributions on common shares.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The "Taxable" and "Non-Dividend" portions of quarterly cash distributions received will be reported to common shareholders on Federal Form 1099-DIV.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ **Original signed copy available at Company's corporate headquarters** Date ▶ **1/28/2014**

Paid Preparer Use Only	Print your name ▶ Neal A. Lewis	Preparer's signature	Title ▶ Senior Vice President, Taxation	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶	
	Firm's address ▶				Phone no.	

Attachment - Form 8937
Report of Organizational Actions Affecting Basis in Securities

Duke Realty Corporation

EIN: 35-1740409

Cusip: 264411505

Ticker Symbol: DRE

Tax Year Ended: 12/31/2013

<u>Date Declared</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution Per Common Share</u>		<u>Totals</u>
			<u>Taxable Dividend Portion</u>	<u>Non-Dividend Portion</u>	
1/30/2013	2/13/2013	2/28/2013	\$ 0.162480	\$ 0.007520	\$ 0.170000
4/24/2013	5/16/2013	5/31/2013	\$ 0.162480	\$ 0.007520	\$ 0.170000
7/31/2013	8/15/2013	8/30/2013	\$ 0.162480	\$ 0.007520	\$ 0.170000
10/30/2013	11/14/2013	11/29/2013	\$ 0.162480	\$ 0.007520	\$ 0.170000
		Totals	<u>\$ 0.649920</u>	<u>\$ 0.030080</u>	<u>\$ 0.680000</u>
		Percentage	<u>95.5765%</u>	<u>4.4235%</u>	<u>100.0000%</u>

Pursuant to Reg. §1.6045B-1(a)(2)(ii), a corporation must treat a distribution that may be a dividend consistent with its treatment of the payment under Internal Revenue Code ("IRC") §6042(b)(3) and Reg. §1.6042-3(c). The special rule under IRC §6042(b)(3) requires that the entire amount of a quarterly cash distribution be treated as a "taxable dividend" if the corporation is unable to determine the taxable dividend portion on the payment date. As a corporation is not able to determine the taxable portion of a quarterly cash distribution until after the close of its taxable year, quarterly cash distributions are presumed to be "taxable dividends" until otherwise determined. Duke Realty has timely posted this Form 8937 within 45 days of determining the taxable and nontaxable components of its common share distributions for 2013, in accordance with the requirements of Reg. §1.6045B-1(a)(2)(ii).