Corporate Profile

Cousins Properties Incorporated, headquartered in Atlanta, has extensive experience in the real estate industry, including the development, acquisition, financing, management and leasing of properties. The property types that Cousins actively invests in include office, multi-family, retail, industrial and land development projects. The Company’s portfolio consists of interests in 7.2 million square feet of office space, 4.2 million square feet of retail space, 2.0 million square feet of industrial space, a 529-unit for-sale multi-family project under development, 24 residential communities under development, over 9,000 acres of strategically located land tracts, and significant land holdings for development of single-family residential communities. The Company also provides leasing and management services to third-party investors; its client-services portfolio comprises of 14.8 million square feet of office and retail space. The Company is a fully integrated equity real estate investment trust (REIT) that has been public since 1962 and trades on the New York Stock Exchange under the symbol “CUZ.”

Shareholder Information

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Deloitte & Touche LLP
COUNSEL
King & Spalding LLP
Troutman Sanders LLP
TRANSFER AGENT AND REGISTRAR
American Stock Transfer & Trust Company
Operations Center
6201 15th Avenue
Brooklyn, NY 11219
Telephone Number: 1-866-668-6550
Fax Number: 1-718-236-2641

CERTIFICATIONS
The Company has included in Exhibit 31 to its Annual Report on Form 10-K, filed with the Securities and Exchange Commission, certificates of the Chief Executive Officer and Chief Financial Officer certifying to the quality of the Company’s public disclosure. In addition, the Chief Executive Officer certified to the New York Stock Exchange on May 31, 2006 that he was not aware of any violation by the Company of New York Stock Exchange corporate governance listing standards.

FORM 10-K AVAILABLE
Copies of the Annual Report on Form 10-K for the year ended December 31, 2006, without exhibits, along with interim reports on Form 10-Q, are available free of charge upon written request to the Company at 191 Peachtree Street NE, Suite 3600, Atlanta, Georgia 30303. These items are also posted on the Company’s web site at www.cousinsproperties.com or may be obtained from the SEC’s web site at www.sec.gov.

INVESTOR RELATIONS CONTACT
Mark A. Russell
Senior Vice President & Senior Investment Officer
Telephone Number: 404-407-1390
Fax Number: 404-407-1391
Email Address: markrussell@cousinsproperties.com

CORPORATE HEADQUARTERS
191 Peachtree Street NE
Suite 3600
Atlanta, Georgia 30303
Telephone Number: 404-407-1000
Fax Number: 404-407-1002
www.cousinsproperties.com
Dear Shareholders and Partners,

As any musician can tell you, it isn’t always easy to hit the right note. Fortunately for Cousins’ shareholders, employees, partners and clients, the quartet of division presidents – led by Vice Chairman Dan DuPree – shown on this year’s annual report cover made sweet music in 2006. In fact, by striking a near perfect blend of harvesting value and starting new development projects in each of our four divisions, this was one of the best years your Company has ever had. And with the right cadence and pitch-perfect tone, we are positioning Cousins to deliver more beautiful music for our shareholders in the coming years, using our development expertise and operational skills to create significant value.

We are able to do that for a number of reasons, most notably because of the opportunities created by our development diversity and our focus on fast-growing Sunbelt markets. Over the past four years, we have started more than $1.3 billion in new developments, significantly more than during any similar span in the Company’s history. In 2006 alone, we began projects in which we plan to invest more than $475 million, our single largest year for new investment starts. Those projects ranged from our largest Avenue® yet, in suburban Nashville, to an exciting industrial partnership in Dallas to the acquisition of a world-class office tower in downtown Atlanta.

We also honed our expertise in mixed-use development at Terminus®, our 10-acre, $660 million multi-product development in Atlanta’s Buckhead district. We were able to land several important office and retail users for the first phase of the project, a 650,000-square-foot building called Terminus 100. That building opened in April 2007 and it is currently more than 90 percent leased or committed. The project’s next phase, a high-rise residential building called 10 Terminus Place, is now under construction, and we think it will hit a sweet spot with Atlanta’s luxury condo buyers.

Terminus is important not only because of its tremendous value creation potential, but also because it provides a glimpse of the Company’s future in mixed-use and urban residential projects. Many American cities, especially those in the Sunbelt challenged with sprawl and congestion, are seeing strong growth in their urban centers. Many of Cousins’ markets – Atlanta,
Houston, Dallas, Austin, Charlotte and others – are in the midst of urban revivals as commuters move closer to the city and as young professionals and older empty nesters choose the excitement of urban living.

Take the city of Atlanta – an urban center whose population declined for nearly 30 years as its suburbs exploded with both residential and commercial growth. From 2000 to 2005, according to the U.S. Census Bureau, the city’s population grew by more than 15 percent to approximately 480,000 people. If the growth keeps its current pace, the city’s population will be close to 700,000 people by 2020. If that occurs, the city will be covered with a dense mix of uses including residential, retail, office and entertainment. As a diversified developer, Cousins is uniquely suited to meet the challenge of developing these multiple product types on a common site in growing Sunbelt cities.

As a developer of both single-family communities and high-rise condos, residential development has become a more important part of our business over the last several years. It’s no secret that 2006 saw a significant slowdown in housing sales and residential investment. At Cousins, we saw our single-family

“The Office/Multi-Family Division was well tuned in 2006, with Atlanta’s highest-priced office building sale, largest office lease and top acquisition of the year. We look to build on those results with the opening of Atlanta’s Terminus 100, the start of construction at Palisades West in Austin and a number of exciting residential projects in the works.”

Larry Gellerstedt, President, Office/Multi-Family Division
residential sales decline about 24 percent. In spite of this downturn, we were still able to sell more than 1,500 lots and, according to a January 2, 2007 Economic Perspectives article from Bank of America, housing activity is still at 2003 levels and pricing remains strong. The fundamentals underlying housing remain firm—an expanding economy, low unemployment, rising personal income and low mortgage rates all point to a solid housing market in the coming years. One factor that gives us added confidence in the housing market—and really the office, retail and industrial markets too—is the dynamic growth anticipated in our Sunbelt states and the need for commercial and residential development this growth will generate.

Over the past several years, we’ve focused much of our efforts on six states: Georgia, Florida, Texas, California, North Carolina and Tennessee. According to the U.S. Census Bureau, the country’s population is estimated to grow by 82 million people from 2000 to 2030. Our six states are expected to account for approximately 58 percent of that growth. That’s more than 47 million more people, all of whom will need homes, offices, stores and restaurants, not to mention the distribution centers necessary to get goods to them. That’s billions

Office development remains one of the cornerstones of Cousins’ business. The Company’s success over the past five decades is a product of our development experience, commitment to quality, award-winning property management services and the relationships we’ve nurtured with outstanding companies—many of whom have chosen to partner with us. In June 2005, the Office Division became the Office/Multi-Family Division, following the acquisition of The Gellerstedt Group, a firm that specialized in multi-family urban residential projects. The Division is now positioned to take advantage of the increasing demand for quality mixed-use developments in urban markets.

OFFICE/MULTI-FAMILY DIVISION HIGHLIGHTS

• Sold Bank of America Plaza for $436 million or $348 per square foot, setting single-building and price-per-square-foot records for a Georgia office sale. Also sold Frost Bank Tower in Austin, Texas, for $188 million or $354 per square foot, a Texas record.

• Acquired One Ninety One Peachtree Tower, a 1.2 million-square-foot office tower in Downtown Atlanta, for $153 million or $127 per square foot, and announced plans to relocate Cousins’ corporate headquarters there, adding momentum to the revitalization of Downtown.

• Achieved major leasing victories in Atlanta, Dallas and Austin, including American Cancer Society’s 274,000-square-foot lease at Inforum, CompuCredit Corp.’s 411,000-square-foot lease at Concourse Corporate Center and Dimensional Fund Advisor’s 210,000-square-foot lease to kick off the Palisades West development in Austin.

• Added more than 5 million new square feet to the Client Services Group’s growing third-party management portfolio.

• Signed four new leases at Terminus 100, bringing the building’s 584,000 square feet of office space to more than 90 percent committed by February 2007.

• Completed 905 Juniper, a mid-rise condominium project in Midtown Atlanta, closing the sales of all of the building’s 93 units.
of square feet of new real estate. To be more exact, a recent Brookings Institution report projects the country will need more than 210 billion square feet of new real estate by 2030. To put that in perspective, the country had about 300 billion square feet of space – combining all product types – in 2000. Our focus states should see a good share of this growth. Cousins needs only to capture a fraction of those totals in order to keep our value-creation engine humming.

Before going forward, I’d like to reiterate why we are a development REIT. At our core, Cousins creates value through the development process, owns and manages each project to maximize that value, and then, when market conditions are favorable, harvests that value through a sale, financing or joint venture. Harvesting that value allows us to reinvest in new developments – starting the value-creation cycle all over again – and also to return capital to our shareholders, increasing the overall return on your investment in Cousins.

A significant measure we use internally is a concept called “value creation.” Value creation is basically the sales price or venture formation credit we receive less the original construction cost of a property plus customary

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The Retail Division has assembled one of the premier development, leasing and property management groups in the industry, developing more than 8.7 million square feet of neighborhood, power and open-air specialty centers since 1992. Cousins is currently focused on expanding its award-winning Avenue® specialty center concept in new and existing markets while continuing to grow its successful MarketCenter® development business. Cousins’ strategy for retail development is national in scope and has resulted in major projects in Atlanta, Orlando, Memphis, San Jose, Nashville, Norfolk, Long Beach, San Diego and Los Angeles.

RETAIL DIVISION HIGHLIGHTS

- Started construction of The Avenue Murfreesboro, an 810,000-square-foot open-air center in suburban Nashville, Tennessee. The center, being developed in partnership with Faison Enterprises, is Cousins’ largest Avenue to date with Phase I expected to open in the third quarter of 2007.
- Opened two new projects: San Jose MarketCenter, a 363,000-square-foot power center in downtown San Jose, California, and The Avenue Webb Gin, a 381,000-square-foot open-air specialty center in suburban Atlanta. Also opened well-leased expansions at The Avenue West Cobb, The Avenue Viera and Viera MarketCenter.
- Contributed five retail properties to a joint venture with Prudential Real Estate Investors, capturing significant value while retaining the management of the projects and control of The Avenue brand.
- Made significant leasing and entitlement progress on several proposed projects: The Avenue Forsyth and The Avenue Ridgewalk (both in suburban Atlanta) and Tiffany Springs MarketCenter (suburban Kansas City, Missouri).
- Completed leases with four destination restaurants – all set to open in 2007 – for the mixed-use Terminus project in Atlanta.
closing costs and financing penalties or adjustments. Between the beginning of 2003 and the end of 2006, Cousins and its partners sold or contributed to joint ventures 35 projects valued at $2.7 billion, with Cousins’ share totaling $2.06 billion. Cousins’ undepreciated cost of these projects was approximately $1.45 billion and they generated $545 million of value creation. For example, Bank of America Plaza sold in 2006 for $436 million, which was approximately $165 million over its undepreciated cost. Or take The Avenue East Cobb – that center was valued at $98 million, which was $53 million over its undepreciated cost, when contributed to the 2006 joint venture with Prudential. There are dozens of other examples but I think you get the idea: on its most important internal measure, your company continues to perform at a high level. After nearly 50 years of success, I think it’s safe to say our value-creation approach works. Our most loyal shareholders – those that have owned Cousins’ stock since the Company went public in 1962 – have seen tremendous long-term results. In those 44 years, Cousins Properties has delivered an 18 percent annualized return. That’s 18 percent per year since John F. Kennedy was president and Metro Atlanta’s population

“The Retail Division’s tune has been at perfect pitch in recent years, allowing us to expand The Avenue® concept into more Sunbelt states. Next up: blending The Avenue and MarketCenter® concepts to create a broad and inviting retail environment, and continuing our commitment to superlative customer service.”

Joel Murphy, President, Retail Division
“Even with the housing market hitting some sour notes, our Land Division continues to stay in tune, executing efficiently in our traditional communities and seizing creative opportunities like Blalock Lakes and Longleaf at Callaway Gardens. With the expected growth in our core markets, this Division is positioned well for the future.”

Bruce Smith, President, Land Division
• Sold more than 1,570 lots in 2006 in the Land Division’s 24 active residential communities.

• Began the marketing and development of Blalock Lakes, an innovative 3,000-acre community in Coweta County, Georgia. More than half of the land at Blalock Lakes will be preserved for equestrian, shooting, fishing, hunting and other recreational activities. At full build out, the community is expected to have less than 400 homes, most of which will be constructed around the project’s two lakes.

• Sold approximately 855 acres at Seven Hills, a planned 1,077-lot community in Paulding County, Georgia. Also sold land for the project’s first commercial development, a free-standing Publix grocery store.

• Reached an agreement to begin work on a new 567-lot residential community at Callaway Gardens, a well-known resort southwest of Atlanta. This project follows the successful development of Longleaf at Callaway, a 138-lot community started in 2002.
Formed in April 2004, the Industrial Division is responsible for the development or management of more than 2.5 million square feet of industrial space in Atlanta and Dallas. The division has formed development ventures with two of Atlanta’s best known industrial developers, Weeks Properties and Seefried Properties. With more than 525 acres of entitled land in two of Atlanta’s top industrial submarkets, as well as the growing north Dallas submarket, the Industrial Division is well-positioned to grow.

INDUSTRIAL DIVISION HIGHLIGHTS

• Completed the 417,000-square-foot phase I of the first building at King Mill Distribution Park in Henry County, Georgia and signed Snapper to lease the entire first phase. The building is now being expanded to 796,000 square feet.

• Started construction of Building A, the 459,000-square-foot first building at Jefferson Mill Business Park in Jackson County, Georgia. At full build out, the park is expected to contain 12 buildings totaling 3.2 million square feet.

• Partnered with Atlanta-based Seefried Properties to develop a 749,000-square-foot building at Lakeside Ranch Business Park in the Dallas-Ft. Worth market. Subsequently signed The Home Depot Supply to a 355,000-square-foot lease at the building.

• Selected to lead the Visioning and Community Input phase for the redevelopment of Fort Gillem, a 1,500-acre military base in Forest Park, Georgia, south of Atlanta.

dividends – on top of $5.92 in ordinary dividends – over the past four years. Our total return to common shareholders with dividends reinvested over the past five years was 175 percent, as of December 31, 2006.

In closing, I must mention some important additions and departures on our Board and executive team. First, we are proud to welcome Bill Harrison to our Board of Directors. Bill recently retired as Chairman of JPMorgan Chase & Co. and brings an invaluable perspective to our already impressive group of Directors. In early 2007, Richard W. Courts II announced his retirement from our Board, effective May 14, the date of our 2007 Annual Meeting. Richard has been an important influence on our Board for more than 20 years, and he will be dearly missed. In December 2006, Tom Charlesworth retired as Chief Investment Officer after more than 25 years of service with Tom Cousins’ private and public companies, including 15 years here at Cousins Properties. Few people have had a greater impact on our Company than Tom, and his influence will be felt here for years to come. We are fortunate to have a talented executive like Craig Jones to step into the Chief Investment Officer role.
Most importantly, our Chairman and Founder Tom Cousins retired in December. Tom is the rarest of people, a true leader in every respect. Universally regarded as a visionary businessman and philanthropist, he helped build a great American city in Atlanta and a lasting legacy of trust and goodwill for your Company. Five years after he stepped down as CEO, this Company still embodies the culture of integrity, collegiality and creativity that Tom instilled in it over the years. While he will be sorely missed, the good news is Tom will remain involved with Cousins, both as Chairman Emeritus and as our largest shareholder, and his counsel will be available when needed.

Thank you to our shareholders, partners, clients and employees for your continued confidence. We look forward to earning your support in the years ahead.

Thomas D. Bell, Jr.
Chairman and Chief Executive Officer

[ INDUSTRIAL DIVISION ]

“After three years, the Industrial Division is picking up the beat. We're delivering a class-A product while building the kind of client relationships that have always been associated with Cousins. The next three years should bring more value creation opportunities in Atlanta, Dallas and other Sunbelt markets.”

Forrest Robinson, President, Industrial Division
Q: What’s your take on the rise in real estate valuations over the past five years? Are these levels sustainable?
A: The rise in real estate valuations is reflective of the growing global economy. On a global basis, the pricing of real estate in the United States is very competitive and sometimes well beneath similar product in other countries. Similarly, the pricing in Atlanta is still below prices for like buildings in other U.S. markets. Of course, all markets are subject to cyclical fluctuations, but overall, I do think this rise in valuations is sustainable. We are seeing a long-term shift in investment strategy toward real estate.

Q: High-rise residential is a new product type for both Cousins Properties and many of its markets. What is the outlook for this type of development?
A: This type of residential development, while very popular in dense urban cities like New York and Chicago, has been slow in coming to many of Cousins’ core Sunbelt markets. But now, dozens of developers are seeing the potential in it, and like any hot product type, there’s a risk of overbuilding. Regardless of the short-term supply and demand imbalances, I see high-rise urban residential as one of the ways these Sunbelt markets will cope with the continued fast-paced growth most are expected to experience over the next 20 years. I do not believe this is a fad but a shift in how people are choosing to live in cities.

Q: Privatization and consolidation are two recent buzzwords in the REIT world. Do you think these trends are good news for the real estate industry?
A: Size and capital are definitely advantageous in real estate, so I think the current trends usually work for the companies involved. So far, Cousins has been on the sideline of these trends and that’s been good for us as well. No matter how widespread the trends toward consolidation or privatization go, there will always be opportunities for the smaller operators and entrepreneurs in real estate.

Q: Atlanta has been good to Cousins Properties for nearly 50 years. Can the city’s growth continue at the same pace?
A: I think there’s little doubt that growth will continue to come to Atlanta. In fact, the actual numbers may even outstrip the Atlanta Regional Commission estimates that say the metro area’s population will grow to 6 million people by 2030. But I do believe we must be proactive in addressing the issues – transportation, water and land use – that could ultimately stunt the city’s growth. The good news is we’ve got a tremendous partnership between our elected leaders and business community, and superb political leadership in the metro-Atlanta region from Atlanta Mayor Shirley Franklin and many of our county commission chairs. I am confident our local leaders are determined to successfully meet those challenges.

Q: Cousins Properties is responsible for a number of iconic projects across the country. Which is your favorite?
A: You love certain projects because of the creativity it took to develop them. Others you love because of the value they created or the transformation they brought to a city’s skyline. I am particularly proud of the Omni Arena (Atlanta’s first professional sports arena) because it was a great building completed without a penny of city or state subsidies. I am also
very proud of Bank of America Plaza, One Ninety One Peachtree Tower and Frost Bank Tower, all of which were skyline-changing projects. I am also proud of The Avenue concept and how it has helped further the idea of what a great retail environment should be. I guess I can’t really choose a favorite.

Q: As you think back, what are the most significant changes you’ve seen in the real estate industry?

A: There are several obvious differences. The amount of capital currently invested in real estate is staggering. Back when we did the Piedmont-Cain Building in the early 1960s, it was one of the first times a developer and institutional investor – an insurance company, in this case – had partnered on a project. Now, that sort of arrangement is old hat. Another major change is the level of professionalism in commercial real estate. The days of the cowboy real estate developer are mostly gone. And finally, the number of publicly traded real estate firms has grown significantly, since we elected to go public back in 1962. It appears we were a little ahead of our time.

Q: What do you expect the next 10 years to look like?

A: I’d say the future is very bright. Cousins Properties is a great organization with nearly 50 years of reputation to build on, and I think its best days are still to come. Outside of the Company, I think pricing for assets will continue to rise. Over my lifetime, prices have done nothing but rise. In general, I would like to see our nation’s business, civic and political leaders invest more time and money in rebuilding our research and development capabilities. R&D is a primary reason behind our country’s remarkable success over the past 100 years, and I’d hate to see us lose the edge to the emerging powers like India and China. If we aren’t able to lead the world in the development and commercialization of new technologies, it will impact the overall economy and ultimately our development prospects.

Q: Could we see another real estate recession? If so, what would bring it on?

A: There’s no doubt that we will see another real estate recession. There have been several in the past 50 years, and I expect you’ll see several more in the next 50 years. But do I see one coming soon? You never know, but I think not. Potential triggers for a real estate recession are broad. The obvious ones are oil prices, terrorism, runaway interest rates or just simple overbuilding, which caused the last real estate recession.

Q: If you were starting over as a young man just going into real estate, where would you go and what would you develop?

A: I know it sounds trite, but I’d probably go for the same cities that Cousins operates in now: Atlanta, Dallas, Charlotte, Austin and so on. I would definitely stick to the southern tier of states. The South has opportunity for tremendous growth along with a high quality of life. If I were just getting started, I’d probably start with residential because it’s easier to finance with less capital. Plus, I think there’s still room in residential for a developer to create a superior product. If I started with some of the relationships and background Cousins has now, I might start in retail. That’s an exciting business.
### Financial Highlights

#### (in thousands, except percentages and per share amounts)

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<td>(Common and Preferred)</td>
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<td><strong>Adjusted Debt to Total Market Capitalization at Year-End</strong></td>
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(a) See page 48 of this Annual Report on Form 10-K for a discussion of FFO. The reconciliations between Net Income Available to Common Stockholders and FFO are as follows:

- **Net Income Available to Common Stockholders**: $217,441
- **Depreciation and amortization**: Consolidated $32,415, Discontinued operations $11,275, Share of unconsolidated joint ventures $8,831, Subtotal $52,491

(b) Adjusted debt is defined as the Company’s debt and the Company’s pro rata share of unconsolidated joint venture debt, excluding debt related to investment entities, as defined in the Company’s credit facility agreement. The reconciliation between Consolidated Debt and Adjusted Debt is as follows:

- **Consolidated debt**: $315,149
- **Share of joint venture debt**: 172,085
- **Share of investment entities’ debt**: (110,718)

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<td><strong>Gain on sale of investment properties, net of applicable income tax provision and minority interest:</strong></td>
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<td><strong>Funds From Operations Available to Common Stockholders, Excluding Loss on Extinguishment of Debt</strong></td>
<td>$74,469</td>
<td>$73,746</td>
<td>$108,878</td>
<td>$124,965</td>
<td>$113,366</td>
</tr>
<tr>
<td><strong>Diluted Weighted Average Shares</strong></td>
<td>52,513</td>
<td>51,747</td>
<td>51,016</td>
<td>49,415</td>
<td>49,937</td>
</tr>
</tbody>
</table>
About Your Dividends

The high and low sales prices for the Company’s common stock and cash dividends declared per common share were as follows:

| Dividends Declared: | 2006 Quarters |  | 2005 Quarters |  
|--------------------|---------------|---|---------------|---|
| High               | First          | Second | Third | Fourth | First | Second | Third | Fourth |
|                    | $33.99         | $33.49 | $34.89 | $38.77 | $31.24 | $30.15 | $33.50 | $30.75 |
| Low                | 27.87          | 29.02 | 29.64 | 33.13 | 25.28 | 25.36 | 27.70 | 27.04 |
| Dividends Declared: |                |       |       |       |       |       |       |       |
| Regular            | .37            | .37   | .37   | .37   | .37   | .37   | .37   | .37   |
| Special            | –              | –     | –     | 3.40  | –     | –     | –     | –     |
| Payment Date:      |                |       |       |       |       |       |       |       |
| Regular            | 2/22/06        | 5/30/06 | 8/25/06 | 12/22/06 | 2/22/05 | 5/27/05 | 8/25/05 | 12/22/05 |
| Special            | –              | –     | –     | 12/01/06 | –     | –     | –     | –     |

The Company’s common stock trades on the New York Stock Exchange (ticker symbol CUZ). At February 23, 2007, there were 1,166 common stockholders of record.

TIMING OF DIVIDENDS

The Company normally pays dividends to common stockholders four times each year in February, May, August and December. In addition, the Company paid special dividends to its common stockholders in September 2003, November 2004 and December 2006. During 2003 and 2004, Cousins issued Series A and Series B preferred stock (see Note 6 of “Notes to Consolidated Financial Statements”) which generally pays dividends in February, May, August and November.

DIFFERENCES BETWEEN CONSOLIDATED NET INCOME AND CASH DIVIDENDS DECLARED

Cousins’ current intention is to distribute at least 100% of its REIT taxable income. Consolidated Net Income and Cash Dividends Declared generally differ for the following reasons:

a. Consolidated Net Income as reported includes the income of consolidated non-REIT entities. Such income is not included in REIT taxable income.

b. Differences in timing exist between Consolidated Net Income as reported and Cousins’ taxable income.

c. For purposes of meeting REIT distribution requirements, dividends may be applied to the calendar year before or after the one in which they are declared. The differences between dividends declared in the current year and dividends applied to meet current year REIT distribution requirements are enumerated in Note 6 of “Notes to Consolidated Financial Statements.”

CAPITAL GAINS DIVIDENDS

In some years Cousins will have taxable capital gains. Cousins currently intends to distribute 100% of such gains to stockholders. The Form 1099-DIV sent by Cousins to stockholders of record each January shows total dividends paid (including the capital gains dividends) as well as that which should be reported as a capital gain (see Note 6 of “Notes to Consolidated Financial Statements”).

TAX PREFERENCE ITEMS AND “DIFFERENTLY TREATED ITEMS”

Internal Revenue Code Section 59(d) requires that certain corporate tax preference items and “differently treated items” be passed through to a REIT’s stockholders and treated as tax preference items and items of adjustment in determining the stockholders’ alternative minimum taxable income. The amount of this adjustment is included in Note 6 of “Notes to Consolidated Financial Statements.”

Tax preference items and adjustments are includable in a stockholder’s income only for purposes of computing the alternative minimum tax. Stockholders should consult their tax advisors to determine if the adjustment reported by Cousins affects their tax filing.
## Directors and Officers

**DIRECTORS**

- **Thomas D. Bell, Jr.**
  Chairman of the Board, President, and Chief Executive Officer
- **Erskine B. Bowles**
  University of North Carolina
- **Richard W. Courts, II**
  Chairman
  Atlantic Investment Company
- **Lillian C. Giornelli**
  Chairman and Chief Executive Officer
  The Cousins Foundation, Inc.
- **S. Taylor Glover**
  President and CEO
  Turner Enterprises, Inc.
- **James H. Hance, Jr.**
  Retired Chairman
  Bank of America Corporation
- **William B. Harrison, Jr.**
  Retired Chairman
  JPMorgan Chase & Co.
- **Boone A. Knox**
  Managing Trustee
  The Knox Foundation
- **William Porter Payne**
  Partner
  Gleacher Partners LLC
- **T.G. Cousins**
  Chairman Emeritus
- **Henry C. Goodrich**
  Director Emeritus

**CORPORATE OFFICERS**

- **Thomas D. Bell, Jr.**
  Chairman of the Board, President, and Chief Executive Officer
- **Daniel M. DuPree**
  Vice Chairman of the Company
- **R. Dary Stone**
  Vice Chairman of the Company
- **James A. Fleming**
  Executive Vice President and Chief Financial Officer
- **Craig B. Jones**
  Executive Vice President and Chief Investment Officer
- **Dan G. Arnold**
  Senior Vice President and Chief Information Officer
- **Lisa M. Borders**
  Senior Vice President
- **Lawrence B. Gardner**
  Senior Vice President – Human Resources
- **John D. Harris, Jr.**
  Senior Vice President and Chief Accounting Officer, Assistant Corporate Secretary
- **Robert M. Jackson**
  Senior Vice President, General Counsel and Corporate Secretary
- **Tad Leithead, Jr.**
  Senior Vice President – Development
- **Mark A. Russell**
  Senior Vice President and Senior Investment Officer
- **Matt F. Gove**
  Vice President – Corporate Communications
- **Dennis A. Granger**
  Vice President – Information Systems
- **Patricia A. Grimes**
  Vice President – Financial and SEC Reporting and Accounting Policy
- **Karen S. Hughes**
  Vice President – Treasury and Finance
- **Kristin R. Myers**
  Vice President – Taxation
- **Mary M. Thomas**
  Vice President – Internal Audit

**INDUSTRIAL DIVISION OFFICERS**

- **Forrest W. Robinson**
  Senior Vice President – President, Industrial Division
- **Robert R. Currie**
  Senior Vice President – Leasing
- **B. Earle Yancey**
  Vice President – Development

**LAND DIVISION OFFICERS**

- **Bruce E. Smith**
  Senior Vice President – President, Land Division
- **Daniel D. Camp**
  Senior Vice President – Development
- **Jeffrey S. Quinn**
  Senior Vice President
- **Craig A. Lacey**
  Vice President – Development
- **John C. Olderman**
  Vice President and Associate General Counsel
- **Deloris Schmidt**
  Vice President – Operations

**OFFICE/MULTI-FAMILY DIVISION OFFICERS**

- **Larry L. Gellerstedt, III**
  Senior Vice President – President, Office/Multi-Family Division
- **John S. McColl**
  Senior Vice President – Southeast Region Development and Leasing
- **Jack A. LaHue**
  Senior Vice President – Portfolio Management, Assistant Corporate Secretary
- **Tim Hendricks**
  Senior Vice President – Southeast Region Development and Leasing
- **J. Thad Ellis**
  Senior Vice President – Development
- **Walter L. Fish**
  Senior Vice President – Southeast Region Director of Leasing
- **James F. George**
  Senior Vice President – Southeast Region Development
- **John N. Goff**
  Senior Vice President – Southeast Region Development
- **Dara J. Nicholson**
  Senior Vice President – Property Management
- **Claude G. Winstead, III**
  Senior Vice President
- **Michael D. Brown**
  Vice President – Leasing, Austin
- **Carl Y. Dickson**
  Vice President – Asset Management
- **Molly Faircloth**
  Vice President
- **Jason J. Frost**
  Vice President – Development
- **Charles D. McCormick**
  Vice President – Southeast Region Development
- **Scott F. Rees**
  Vice President – Leasing, Atlanta
- **Ronald C. Sturgis**
  Vice President – Director of Operations

**RETAIL DIVISION OFFICERS**

- **Joel T. Murphy**
  Senior Vice President – President, Retail Division
- **William I. Bassett**
  Senior Vice President – Executive Vice President and Director of Development, Retail Division
- **Steve V. Yenser**
  Senior Vice President – Executive Vice President and Chief Operating Officer, Retail Division
- **Alexander A. Chambers**
  Senior Vice President – Director, Central Region
- **David C. Nelson**
  Senior Vice President – Chief Financial Officer and Director of Asset Management, Retail Division
- **Kevin B. Polston**
  Senior Vice President – Southeast Regional Director, Avenue Projects
- **Darryl D. Bonner**
  Senior Vice President – Director of Leasing
- **Lucien J. Conti, Jr.**
  Vice President – Development
- **Wendy C. Fitchjarrell**
  Vice President – Retail Division Controller
- **Stephanie M. Hart**
  Vice President – Asset Management
- **John M. Kelley**
  Vice President – Development
- **David J. Knots**
  Vice President – Development
- **Angie M. Leccese**
  Vice President – Brand Management
- **Thomas P. Prandato**
  Vice President – Operations
- **Pamela F. Roper**
  Vice President and Associate General Counsel
- **John Rutte**
  Vice President – Development
- **Amy S. Siegal**
  Vice President – Leasing
- **Craig H. Wesemeyer**
  Vice President – Director of Leasing
Cousins Properties Incorporated

Corporate Profile

Cousins Properties Incorporated, headquartered in Atlanta, has extensive experience in the real estate industry, including the development, acquisition, financing, management and leasing of properties. The property types that Cousins actively invests in include office, multi-family, retail, industrial and land development projects. The Company’s portfolio consists of interests in 72 million square feet of office space, 4.2 million square feet of retail space, 2.0 million square feet of industrial space, a 529-unit for-sale multi-family project under development, 24 residential communities under development, over 9,000 acres of strategically located land tracts, and significant land holdings for development of single-family residential communities. The Company also provides leasing and management services to third-party investors; its client-services portfolio comprises of 14.8 million square feet of office and retail space. The Company is a fully integrated equity real estate investment trust (REIT) that has been public since 1962 and trades on the New York Stock Exchange under the symbol “CUZ.”

30-Year Annualized Return* (1976-2006)

<table>
<thead>
<tr>
<th>Year</th>
<th>Return</th>
</tr>
</thead>
<tbody>
<tr>
<td>1976</td>
<td>12.57%</td>
</tr>
<tr>
<td>1977</td>
<td>24.77%</td>
</tr>
<tr>
<td>1978</td>
<td>15.57%</td>
</tr>
<tr>
<td>1979</td>
<td>12.27%</td>
</tr>
<tr>
<td>1980</td>
<td>17.02%</td>
</tr>
</tbody>
</table>

Cousins Properties Incorporated
NAREIT
S&P 500
BAC
KO
GE

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Deloitte & Touche LLP

COUNSEL
King & Spalding LLP
Troutman Sanders LLP

TRANSFER AGENT AND REGISTRAR
American Stock Transfer & Trust Company
Operations Center
6201 15th Avenue
Brooklyn, NY 11219
Telephone Number: 1-866-668-6550
Fax Number: 1-718-236-2641

CERTIFICATIONS
The Company has included in Exhibit 31 to its Annual Report on Form 10-K, filed with the Securities and Exchange Commission, certificates of the Chief Executive Officer and Chief Financial Officer certifying to the quality of the Company’s public disclosure. In addition, the Chief Executive Officer certified to the New York Stock Exchange on May 31, 2006 that he was not aware of any violation by the Company of New York Stock Exchange corporate governance listing standards.

FORM 10-K AVAILABLE
Copies of the Annual Report on Form 10-K for the year ended December 31, 2006, without exhibits, along with interim reports on Form 10-Q, are available free of charge upon written request to the Company at 191 Peachtree Street NE, Suite 3600, Atlanta, Georgia 30303. These items are also posted on the Company’s web site at www.cousinsproperties.com or may be obtained from the SEC’s web site at www.sec.gov.

INVESTOR RELATIONS CONTACT
Mark A. Russell
Senior Vice President & Senior Investment Officer
Telephone Number: 404-407-1390
Fax Number: 404-407-1391
Email Address: markrussell@cousinsproperties.com

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