

Douglas Emmett Inc  
Form 10-K  
February 25, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008  
Commission file number: 1-33106

(Exact name of registrant as specified in its charter)

MARYLAND (20-3073047)  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

808 Wilshire Boulevard, 2nd Floor  
Santa Monica, California 90401  
(310) 255-7700

(Address, including Zip Code and Telephone Number, including Area Code, of Registrant's principal executive offices)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Shares, \$0.01 par value per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  or No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes  or No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  or No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

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Indicate by check mark whether the registrant is a large accelerated  
filer, an accelerated filer, a non-accelerated filer, or a smaller reporting  
company. See definitions of “large accelerated filer,” “accelerated filer” and  
“smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check  
one):

Large Accelerated Filer [  ]  
Accelerated Filer [  ]  
Non-Accelerated Filer [  ]  
(Do not check if a smaller reporting company)  
Smaller reporting company [  ]

Indicate by check mark whether the registrant is a shell company (as defined in  
Rule 12b-2 of the Exchange Act). Yes [  ] or No [  ]

The aggregate market value of the common stock, \$0.01 par value, held by non-affiliates of the registrant, as of June 30, 2008, was \$2.4 billion.

The registrant had 121,976,841 shares of its common stock, \$0.01 par value, outstanding as of February 17, 2009.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive proxy statement to be issued in conjunction with the registrant’s annual meeting of shareholders to be held in 2009 (“Proxy Statement”) are incorporated by reference in Part III of this Report on Form 10-K (this “Report”). The Proxy Statement will be filed by the registrant with the Securities and Exchange Commission not later than 120 days after the end of the registrant’s fiscal year ended December 31, 2008.

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### Forward Looking Statements.

This Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934 (the Exchange Act), as amended. You can find many (but not all) of these statements by looking for words such as “approximates,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “would,” “may” or other similar expressions in this Report. We claim the protection of the safe harbor contained in the Private Securities Litigation Reform Act of 1995. We caution investors that any forward-looking statements presented in this Report, or those which we may make orally or in writing from time to time, are based on the beliefs of, assumptions made by, and information currently available to us. Such statements are based on assumptions and the actual outcome will be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control or ability to predict. Although we believe that our assumptions are reasonable, they are not guarantees of future performance and some will inevitably prove to be incorrect. As a result, our actual future results can be expected to differ from our expectations, and those differences may be material. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on known results and trends at the time they are made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include the following: adverse economic or real estate developments in Southern California and Honolulu; decreased rental rates or increased tenant incentive and vacancy rates; defaults on, early termination of, or non-renewal of leases by tenants; increased interest rates and operating costs; failure to generate sufficient cash flows to service our outstanding indebtedness; difficulties in raising capital for our institutional fund; difficulties in identifying properties to acquire and completing acquisitions; failure to successfully operate acquired properties and operations; failure to maintain our status as a Real Estate Investment Trust (REIT) under the Internal Revenue Code of 1986, as amended (the Internal Revenue Code); possible adverse changes in rent control laws and regulations; environmental uncertainties; risks related to natural disasters; lack or insufficient amount of insurance; inability to successfully expand into new markets and submarkets; risks associated with property development; conflicts of interest with our officers; changes in real estate; zoning laws and increases in real property tax rates; and the consequences of any future terrorist attacks. For further discussion of these and other factors, see “Item 1A. Risk Factors” of this Report.

This Report and all subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances after the date of this Report.

## PART I.

### Item 1. Business

#### Overview

Douglas Emmett, Inc. is a fully integrated, self-administered and self-managed Real Estate Investment Trust (REIT) and one of the largest owners and operators of high-quality office and multifamily properties located in premier submarkets in California and Hawaii. Our properties, which include approximately 13.3 million square feet of Class A office space and 2,868 apartment units, are concentrated in ten submarkets – Brentwood, Olympic Corridor, Century City, Santa Monica, Beverly Hills, Westwood, Sherman Oaks/Encino, Warner Center/Woodland Hills, Burbank and Honolulu. We focus on owning and acquiring a substantial share of top-tier office properties and premier multifamily communities in neighborhoods that possess significant supply constraints, high-end executive housing and key lifestyle amenities. We maintain a web site at [www.douglasemmett.com](http://www.douglasemmett.com).

We believe that we distinguish ourselves from other owners and operators of office and multifamily properties through the following competitive strengths and strategies:

**Concentration of High Quality Office Assets and Multifamily Portfolio in Premier Submarkets.** We own and operate office and multifamily properties within submarkets that are supply constrained, have high barriers to entry, offer key lifestyle amenities, are close to high-end executive housing, and typically exhibit strong economic characteristics such as population and job growth and a diverse economic base.

**Disciplined Strategy of Developing Substantial Market Share.** Our significant market presence can provide us with extensive local transactional market information, enable us to leverage our pricing power in lease and vendor negotiations, and enhance our ability to identify and seize emerging investment opportunities.

**Diverse Tenant Base.** Our markets attract a diverse base of office tenants that operate a variety of legal, medical, financial and other professional businesses.

**Proactive Asset and Property Management.** With few exceptions, we provide our own, fully integrated property management and leasing for our office and multifamily properties and our own tenant improvement construction services for our office properties. Our property management group oversees day-to-day property management of both our office and multifamily portfolios, allowing us to benefit from the operational efficiencies permitted by our submarket concentration. Our in-house leasing agents and legal specialists allow us to manage and lease a large property portfolio with a diverse group of smaller tenants.

**Office and Multifamily Acquisition Strategy.** We intend to increase our market share in our existing submarkets of Los Angeles County and Honolulu, and may selectively enter into other submarkets with similar characteristics where we believe we can gain significant market share.

In October 2008, we completed the initial closing of our newly formed institutional fund, Douglas Emmett Fund X, LLC (Fund X). Fund X is the first fund formed by us since our IPO, when the nine institutional funds previously formed by our predecessor were consolidated with us. As of the date of its initial closing, Fund X had obtained equity commitments totaling \$300 million, of which we committed \$150 million and certain of our officers committed \$2.25 million on the same terms as the other investors. Fund X contemplates a fund raising period until July 2009 and an investment period of up to four years from the initial closing, followed by a ten-year value creation period. With limited exceptions, Fund X will be our exclusive investment vehicle during its investment period, using the same underwriting and leverage principles and focusing primarily on the same markets as we have. For further information, see Note 19 to our consolidated financial statements in Item 8 of this Report.

## Insurance

We carry comprehensive liability, fire, extended coverage, business interruption and rental loss insurance covering all of the properties in our portfolio under a blanket insurance policy. We believe the policy specifications and insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice; however, our insurance coverage may not be sufficient to fully cover our losses. We do not carry insurance for certain losses, including, but not limited to, losses caused by riots or war. Some of our policies, like those covering losses due to terrorism, earthquakes and floods, are insured subject to limitations involving substantial self-insurance portions and significant deductibles and co-payments for such events. In addition, most of our properties are located in Southern California, an area subject to an increased risk of earthquakes. While we presently carry earthquake insurance on our properties, the amount of our earthquake insurance coverage may not be sufficient to fully cover losses from earthquakes. We may reduce or discontinue earthquake, terrorism or other insurance on some or all of our properties in the future if the cost of premiums for any of these policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss. In addition, if certain of our properties were destroyed, we might not be able to rebuild them due to current zoning and land use regulations. In addition, our title insurance policies may not insure for the current aggregate market value of our portfolio, and we do not intend to increase our title insurance coverage as the market value of our portfolio increases.

## Competition

We compete with a number of developers, owners and operators of office and commercial real estate, many of which own properties similar to ours in the same markets in which our properties are located. If our competitors offer space at rental rates below current market rates, or below the rental rates we currently charge our tenants, we may lose potential tenants and we may face pressure to reduce our rental rates below those we currently charge or to offer more substantial rent abatements, tenant improvements, early termination rights or below-market renewal options in order to retain tenants when our tenants' leases expire. In that case, our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders may be adversely affected.

In addition, all of our multifamily properties are located in developed areas that include a number of other multifamily properties, as well as single-family homes, condominiums and other residential properties. The number of competitive multifamily and other residential properties in a particular area could have a material adverse effect on our ability to lease units and on our rental rates.

## Taxation of Douglas Emmett, Inc.

We believe that we qualify, and intend to continue to qualify, for taxation as a REIT under the Internal Revenue Code, although we cannot assure that this has or will happen. See Item 1A. Risk Factors of this Report. The following summary is qualified in its entirety by the applicable Internal Revenue Code provisions, rules and regulations promulgated thereunder, and administrative and judicial interpretations thereof.

If we qualify for taxation as a REIT, we will generally not be required to pay federal corporate income taxes on the portion of our net income that is currently distributed to stockholders. This treatment substantially eliminates the "double taxation" (i.e., at the corporate and stockholder levels) that generally results from investment in a corporation. However, we will be required to pay federal income tax under certain circumstances.

The Internal Revenue Code defines a REIT as a corporation, trust or association (i) which is managed by one or more trustees or directors; (ii) the beneficial ownership of which is evidenced by transferable shares, or by transferable certificates of beneficial interest; (iii) which would be taxable, but for Sections 856 through 860 of the Internal Revenue Code, as a domestic corporation; (iv) which is neither a financial institution nor an insurance company subject to certain provisions of the Internal Revenue Code; (v) the beneficial ownership of which is held by 100 or more persons; (vi) of which, during the last half of each taxable year, not more than 50% in value of the outstanding stock is owned, actually or constructively, by five or fewer individuals; and (vii) which meets certain other tests, described below, regarding the amount of its distributions and the nature of its income and assets. The Internal Revenue Code provides that conditions (i) to (iv), inclusive, must be met during the entire taxable year and that condition (v) must be met during at least 335 days of a taxable year of 12 months, or during a proportionate part of a taxable year of less than 12 months.

There are presently two gross income requirements. First, at least 75% of our gross income (excluding gross income from "prohibited transactions" as defined below) for each taxable year must be derived directly or indirectly from investments relating to real property or mortgages on real property or from certain types of temporary investment income. Second, at least 95% of our gross income (excluding gross income from prohibited transactions and qualifying hedges) for each taxable year must be derived from income that qualifies under the 75% test and from other dividends, interest and gain from the sale or other disposition of stock or securities. A "prohibited transaction" is a sale or other disposition of property (other than foreclosure property) held for sale to customers in the ordinary course of business.

At the close of each quarter of our taxable year, we must also satisfy four tests relating to the nature of our assets. First, at least 75% of the value of our total assets must be represented by real estate assets including shares of stock of other REITs, certain other stock or debt instruments purchased with the proceeds of a stock offering or long term public debt offering by us (but only for the one-year period after such offering), cash, cash items and government securities. Second, not more than 25% of our total assets may be represented by securities other than those in the 75% asset class. Third, of the investments included in the 25% asset class, the value of any one issuer's securities owned by us may not exceed 5% of the value of our total assets and we may not own more than 10% of the vote or value of the securities of a non-REIT corporation, other than certain debt securities and interests in taxable REIT subsidiaries or qualified REIT subsidiaries, each as defined below. Fourth, not more than 20% of the value of our total assets may be represented by securities of one or more taxable REIT subsidiaries.



We own interests in various partnerships and limited liability companies. In the case of a REIT that is a partner in a partnership or a member of a limited liability company that is treated as a partnership under the Internal Revenue Code, Treasury Regulations provide that for purposes of the REIT income and asset tests, the REIT will be deemed to own its proportionate share of the assets of the partnership or limited liability company (determined in accordance with its capital interest in the entity), subject to special rules related to the 10% asset test, and will be deemed to be entitled to the income of the partnership or limited liability company attributable to such share. The ownership of an interest in a partnership or limited liability company by a REIT may involve special tax risks, including the challenge by the Internal Revenue Service (IRS) of the allocations of income and expense items of the partnership or limited liability company, which would affect the computation of taxable income of the REIT, and the status of the partnership or limited liability company as a partnership (as opposed to an association taxable as a corporation) for federal income tax purposes.

We also own interests in a number of subsidiaries which are intended to be treated as qualified REIT subsidiaries (each a QRS). The Internal Revenue Code provides that such subsidiaries will be ignored for federal income tax purposes and all assets, liabilities and items of income, deduction and credit of such subsidiaries will be treated as our assets, liabilities and items of income. If any partnership, limited liability company, or subsidiary in which we own an interest were treated as a regular corporation (and not as a partnership, subsidiary REIT, QRS or taxable REIT subsidiary, as the case may be) for federal income tax purposes, we would likely fail to satisfy the REIT asset tests described above and would therefore fail to qualify as a REIT, unless certain relief provisions apply. We believe that each of the partnerships, limited liability companies, and subsidiaries (other than taxable REIT subsidiaries) in which we own an interest will be treated for tax purposes as a partnership, disregarded entity (in the case of a 100% owned partnership or limited liability company), REIT or QRS, as applicable, although no assurance can be given that the IRS will not successfully challenge the status of any such organization.

As of December 31, 2008, we owned interests in Douglas Emmett Builders (DEB) and we have elected, jointly with DEB, for DEB to be treated as a taxable REIT subsidiary. A REIT may own any percentage of the voting stock and value of the securities of a corporation which jointly elects with the REIT to be a taxable REIT subsidiary, provided certain requirements are met. A taxable REIT subsidiary generally may engage in any business, including the provision of customary or noncustomary services to tenants of its parent REIT and of others, except a taxable REIT subsidiary may not manage or operate a hotel or healthcare facility. A taxable REIT subsidiary is treated as a regular corporation and is subject to federal income tax and applicable state income and franchise taxes at regular corporate rates. In addition, a 100% tax may be imposed on a REIT if its rental, service or other agreements with its taxable REIT subsidiary, or the taxable REIT subsidiary's agreements with the REIT's tenants, are not on arm's-length terms.

In order to qualify as a REIT, we are required to distribute dividends (other than capital gain dividends) to our stockholders in an amount at least equal to (A) the sum of (i) 90% of our "real estate investment trust taxable income" (computed without regard to the dividends paid deduction and our net capital gain) and (ii) 90% of the net income, if any (after tax), from foreclosure property, minus (B) the sum of certain items of non-cash income. Such distributions must be paid in the taxable year to which they relate, or in the following taxable year if declared before we timely file our tax return for such year, if paid on or before the first regular dividend payment date after such declaration and if we so elect and specify the dollar amount in our tax return. To the extent that we do not distribute all of our net long-term capital gain or distribute at least 90%, but less than 100%, of our REIT taxable income, we will be required to pay tax thereon at regular corporate tax rates. Furthermore, if we should fail to distribute during each calendar year at least the sum of (i) 85% of our ordinary income for such year, (ii) 95% of our capital gain income for such year, and (iii) any undistributed taxable income from prior periods, we would be required to pay a 4% excise tax on the excess of such required distributions over the amounts actually distributed.

If we fail to qualify for taxation as a REIT in any taxable year, and certain relief provisions do not apply, we will be required to pay tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Distributions to our stockholders in any year in which we fail to qualify will not be deductible by us nor will

such distributions be required to be made. Unless entitled to relief under specific statutory provisions, we will also be disqualified from taxation as a REIT for the four taxable years following the year during which qualification was lost. It is not possible to state whether in all circumstances we would be entitled to the statutory relief. Failure to qualify for even one year could substantially reduce distributions to stockholders and could result in our incurring substantial indebtedness (to the extent borrowings are feasible) or liquidating substantial investments in order to pay the resulting taxes.

We and our stockholders may be required to pay state or local tax in various state or local jurisdictions, including those in which we or they transact business or reside. The state and local tax treatment of us and our stockholders may not conform to the federal income tax consequences discussed above. We may also be subject to certain taxes applicable to REITs, including taxes in lieu of disqualification as a REIT, on undistributed income, on income from prohibited transactions and on built-in gains from the sale of certain assets acquired from C corporations in tax-free transactions during a specified time period.

Fund X owns its properties through an entity which is intended to also qualify as a REIT, and its failure to so qualify could have similar impacts on us.

## Regulation

Our properties are subject to various covenants, laws, ordinances and regulations, including for example regulations relating to common areas, fire and safety requirements, various environmental laws, the Americans with Disabilities Act of 1990 (ADA) and rent control laws. Various environmental laws impose liability for release, disposal or exposure to various hazardous materials, including for example asbestos-containing materials, a substance known to be present in a number of our buildings. Such laws could impose liability on us even if we neither knew about nor was responsible for the contamination. Under the ADA, we must meet federal requirements related to access and use by disabled persons to the extent that our properties are “public accommodations”. The costs of our on-going efforts to comply with these laws are substantial. Moreover, as we have not conducted a comprehensive audit or investigation of all of our properties to determine our compliance with applicable laws, we may be liable for investigation and remediation costs, penalties, and/or damages, which could be substantial and could adversely affect our ability to sell or rent our property or to borrow using such property as collateral.

The City of Los Angeles and Santa Monica have enacted rent control legislation, and portions of the Honolulu multifamily market are subject to low and moderate-income housing regulations. Such laws and regulations limit our ability to increase rents, evict tenants or recover increases in our operating expenses and could make it more difficult for us to dispose of properties in certain circumstances. In addition, any failure to comply with low and moderate-income housing regulations could result in the loss of certain tax benefits and the forfeiture of rent payments. Although under current California law we are able to increase rents to market rates once a tenant vacates a rent-controlled unit, any subsequent increases in rental rates will remain limited by Los Angeles and Santa Monica rent control regulations.

For more information about the potential impacts of laws and regulations, see Item 1A Risk Factors of this Report.

## Employees

As of December 31, 2008, we employed more than 500 people. We believe that our relationships with our employees are good.

## Corporate Structure

We were formed as a Maryland corporation on June 28, 2005 to continue and expand the operations of Douglas Emmett Realty Advisors (DERA), our predecessor, and its nine institutional funds. All of our assets are directly or indirectly held by our operating partnership, which was formed as a Delaware limited partnership on July 25, 2005. Our interest in our operating partnership entitles us to share in cash distributions, profits and losses of our operating partnership in proportion to our percentage ownership. As the sole stockholder of the general partner of our operating partnership, under the partnership agreement of our operating partnership we generally have the exclusive power to manage and conduct its business, subject to certain limited approval and voting rights of the other limited partners.

## Segments

We operate in two business segments: Office Properties and Multifamily Properties. Information related to our business segments for 2008, 2007 and 2006 is set forth in Note 17 to our consolidated financial statements in Item 8 of this Report.

## Principal Executive Offices

Our principal executive offices are located in the building we own at 808 Wilshire Boulevard, Santa Monica, California 90401 (telephone 310-255-7700). We believe that our current facilities are adequate for our present and

future operations.

Available Information

We make available free of charge on our website at [www.douglasemmet.com](http://www.douglasemmet.com) our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments thereto, as soon as reasonably practicable after we file such reports with, or furnish them to, the Securities and Exchange Commission (SEC). None of the information on or hyperlinked from our website is incorporated into this Report.

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## Item 1A. Risk Factors

The following section includes the most significant factors that may adversely affect our business and operations. This is not an exhaustive list, and additional factors could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. This discussion of risk factors includes many forward-looking statements. For cautions about relying on such forward-looking statements, please refer to the section entitled “Forward Looking Statements” at the beginning of this Report immediately prior to Item 1.

### Risks Related to Our Properties and Our Business

All of our properties are located in Los Angeles County, California and Honolulu, Hawaii, and we are dependent on the Southern California and Honolulu economies and are susceptible to adverse local regulations and natural disasters in those areas. Because all of our properties are concentrated in Los Angeles County, California and Honolulu, Hawaii, we are exposed to greater economic risks than if we owned a more geographically dispersed portfolio. Further, within Los Angeles County, our properties are concentrated in certain submarkets, exposing us to risks associated with those specific areas. We are susceptible to adverse developments in the Los Angeles County, Southern California and Honolulu economic and regulatory environment (such as business layoffs or downsizing, industry slowdowns, relocations of businesses, increases in real estate and other taxes, costs of complying with governmental regulations or increased regulation and other factors) as well as natural disasters that occur in these areas (such as earthquakes, floods and other events). In addition, the State of California is also regarded as more litigious and more highly regulated and taxed than many states, which may reduce demand for office space in California. Any adverse developments in the economy or real estate market in Los Angeles County, Southern California in general, or Honolulu, or any decrease in demand for office space resulting from the California or Honolulu regulatory or business environment could adversely impact our financial condition, results of operations, cash flow, the per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders. We cannot assure any level of growth in the Los Angeles County, Southern California or Honolulu economies or of our company.

Our operating performance is subject to risks associated with the real estate industry. Real estate investments are subject to various risks and fluctuations and cycles in value and demand, many of which are beyond our control. Certain events may decrease cash available for dividends, as well as the value of our properties. These events include, but are not limited to:

- adverse changes in international, national or local economic and demographic conditions, such as the current global economic downturn;

- vacancies or our inability to rent space on favorable terms, including possible market pressures to offer tenants rent abatements, tenant improvements, early termination rights or below-market renewal options;

- adverse changes in financial conditions of buyers, sellers and tenants of properties;

- inability to collect rent from tenants;

- competition from other real estate investors with significant capital, including other real estate operating companies, publicly- traded REITs and institutional investment funds;

reductions in the level of demand for commercial space and residential units, and changes in the relative popularity of properties;

increases in the supply of office space and multifamily units;

fluctuations in interest rates and the availability of credit, such as the pronounced tightening of credit markets that occurred in the fourth quarter of 2008, which could adversely affect our ability, or the ability of buyers and tenants of properties, to obtain financing on favorable terms or at all;

increases in expenses, including, without limitation, insurance costs, labor costs (the unionization of our employees and our subcontractors' employees that provide services to our buildings could substantially increase our operating costs), energy prices, real estate assessments and other taxes and costs of compliance with laws, regulations and governmental policies, and we may be restricted in passing on these increases to our tenants;

the effects of rent controls, stabilization laws and other laws or covenants regulating rental rates; and

changes in, and changes in enforcement of, laws, regulations and governmental policies, including, without limitation, health, safety, environmental, zoning and tax laws, governmental fiscal policies and the ADA.

In addition, periods of economic slowdown or recession, such as the current global economic downturn, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases. If we cannot operate our properties to meet our financial expectations, our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders could be adversely affected. There can be no assurance that we can achieve our return objectives.

We have a substantial amount of indebtedness, which may affect our ability to pay dividends, may expose us to interest rate fluctuation risk and may expose us to the risk of default under our debt obligations. As of December 31, 2008, our total consolidated indebtedness was approximately \$3.67 billion, excluding loan premiums, and we may incur significant additional debt for various purposes, including, without limitation, to fund future acquisition and development activities and operational needs. In addition, we had approximately \$320.7 million remaining for use under our \$370 million senior secured revolving credit facility.

Payments of principal and interest on borrowings may leave us with insufficient cash resources to operate our properties or to pay the distributions currently contemplated or necessary to maintain our REIT qualification. Our substantial outstanding indebtedness, and the limitations imposed on us by our debt agreements, especially in periods like the present when credit is harder to obtain, could have significant other adverse consequences, including the following:

our cash flow may be insufficient to meet our required principal and interest payments;

we may be unable to borrow additional funds as needed or on favorable terms, which could, among other things, adversely affect our ability to capitalize upon emerging acquisition opportunities or meet operational needs;

we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;

we may not meet the criteria that would allow us to exercise one or both of the one-year extensions on our existing revolving credit facility, which is scheduled to mature on October 30, 2009, or the availability of borrowings under the facility may be reduced upon extension;

we may be forced to dispose of one or more of our properties, possibly on disadvantageous terms;

we may violate restrictive covenants in our loan documents, which would entitle the lenders to accelerate our debt obligations;

we may be unable to hedge floating rate debt, counterparties may fail to honor their obligations under our hedge agreements, these agreements may not effectively hedge interest rate fluctuation risk, and, upon the expiration of any hedge agreements we do have, we will be exposed to then-existing market rates of interest and future interest rate volatility with respect to indebtedness that is currently hedged;

we may default on our obligations and the lenders or mortgagees may foreclose on our properties that secure their loans and receive an assignment of rents and leases; and

our default under any of our indebtedness with cross default provisions could result in a default on other indebtedness.

If any one of these events were to occur, our financial condition, results of operations, cash flow, per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders could be adversely affected. In addition, any foreclosure on our properties could create taxable income without accompanying cash proceeds, which could adversely affect our ability to meet the REIT distribution requirements imposed by the Internal Revenue Code.

The current global financial crisis may adversely affect our business and performance. Our operations and performance depend on general economic conditions. The United States economy has recently experienced a financial downturn, with some financial and economic analysts predicting that the world economy may be entering into a prolonged economic downturn characterized by high unemployment, limited availability of credit and decreased consumer and business spending.

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This downturn has had, and may continue to have, an unprecedented negative impact on the global credit markets. Credit has tightened significantly in the last several months. If this continues or worsens, we might not be able to obtain mortgage loans to purchase additional properties or successfully refinance our properties as loans become due. Further, even if we are able to obtain the financing we need, it may be on terms that are not favorable to us, with increased financing costs and restrictive covenants, including restricting our ability to pay dividends and our institutional fund's ability to make distributions to its members.

The economic downturn has adversely affected, and is expected to continue to adversely affect, the businesses of many of our tenants. As a result, we may see increases in bankruptcies of our tenants and increased defaults by tenants, and we may experience higher vacancy rates and delays in re-leasing vacant space, which could negatively impact our business and results of operations.

Overall, these factors have resulted in uncertainty in the real estate markets. As a result, the valuation of real-estate related assets has been volatile and is likely to continue to be volatile in the future. This volatility in the markets may make it more difficult for us to obtain adequate financing or realize gains on our investments, which could have an adverse effect on our business and results of operations.

The actual rents we receive for the properties in our portfolio may be less than our asking rents, and we may experience lease roll down from time to time. As a result of various factors, including competitive pricing pressure in our submarkets, adverse conditions in the Los Angeles County or Honolulu real estate market, a general economic downturn, such as the current global economic downturn, and the desirability of our properties compared to other properties in our submarkets, we may be unable to realize our asking rents across the properties in our portfolio. In addition, the degree of discrepancy between our asking rents and the actual rents we are able to obtain may vary both from property to property and among different leased spaces within a single property. If we are unable to obtain rental rates that are on average comparable to our asking rents across our portfolio, then our ability to generate cash flow growth will be negatively impacted. In addition, depending on asking rental rates at any given time as compared to expiring leases in our portfolio, from time to time rental rates for expiring leases may be higher than starting rental rates for new leases.

Potential losses, including from adverse weather conditions, natural disasters and title claims, may not be covered by insurance. Our business operations in Southern California and Honolulu, Hawaii are susceptible to, and could be significantly affected by, adverse weather conditions and natural disasters such as earthquakes, tsunamis, hurricanes, volcanoes, wind, floods, landslides and fires. These adverse weather conditions and natural disasters could cause significant damage to the properties in our portfolio, the risk of which is enhanced by the concentration of our properties' locations. Our insurance may not be adequate to cover business interruption or losses resulting from adverse weather or natural disasters. In addition, our insurance policies include substantial self-insurance portions and significant deductibles and co-payments for such events, and we are subject to the availability of insurance in the United States and the pricing thereof. As a result, we may be required to incur significant costs in the event of adverse weather conditions and natural disasters. We may discontinue earthquake or any other insurance coverage on some or all of our properties in the future if the cost of premiums for any of these policies in our judgment exceeds the value of the coverage discounted for the risk of loss.

Furthermore, we do not carry insurance for certain losses, including, but not limited to, losses caused by certain environmental conditions, such as mold, asbestos, riots or war. In addition, our title insurance policies may not insure for the current aggregate market value of our portfolio, and we do not intend to increase our title insurance coverage as the market value of our portfolio increases. As a result, we may not have sufficient coverage against all losses that we may experience, including from adverse title claims.

If we experience a loss that is uninsured or which exceeds policy limits, we could incur significant costs and lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In

addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.

In addition, many of our properties could not be rebuilt to their existing height or size at their existing location under current land-use laws and policies. In the event that we experience a substantial or comprehensive loss of one of our properties, we may not be able to rebuild such property to its existing specifications and otherwise may have to upgrade such property to meet current code requirements.

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Terrorism and other factors affecting demand for our properties could harm our operating results. The strength and profitability of our business depends on demand for and the value of our properties. Possible future terrorist attacks in the United States, such as the attacks that occurred in New York and Washington, D.C. on September 11, 2001, and other acts of terrorism or war may have a negative impact on our operations, even if they are not directed at our properties. In addition, the terrorist attacks of September 11, 2001 have substantially affected the availability and price of insurance coverage for certain types of damages or occurrences, and our insurance policies for terrorism include large deductibles and co-payments. The lack of sufficient insurance for these types of acts could expose us to significant losses and could have a negative impact on our operations.

We face intense competition, which may decrease or prevent increases of the occupancy and rental rates of our properties. We compete with a number of developers, owners and operators of office and multifamily real estate, many of which own properties similar to ours in the same markets in which our properties are located. If our competitors offer space at rental rates below current market rates, or below the rental rates we currently charge our tenants, we may lose existing or potential tenants, and we may be pressured to reduce our rental rates below those we currently charge or to offer more substantial rent abatements, tenant improvements, early termination rights or below-market renewal options in order to retain tenants when our tenants' leases expire. In that case, our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders may be adversely affected.

In addition, all of our multifamily properties are located in developed areas that include a significant number of other multifamily properties, as well as single-family homes, condominiums and other residential properties. The number of competitive multifamily and other residential properties in a particular area could have a material adverse effect on our ability to lease units and on our rental rates.

We may be unable to renew leases or lease vacant space. As of December 31, 2008, leases representing approximately 13.4% of the square footage of the properties in our office portfolio will expire in 2009, and an additional 6.9% of the square footage of the properties in our office portfolio was available for lease. In addition, as of December 31, 2008, approximately 0.9% of the units in our multifamily portfolio were available for lease, and substantially all of the leases in our multifamily portfolio are renewable on an annual basis at the tenant's option and, if not renewed or terminated, automatically convert to month-to-month terms. We cannot assure you that leases will be renewed or that our properties will be re-leased at rental rates equal to or above our existing rental rates or that substantial rent abatements, tenant improvements, early termination rights or below-market renewal options will not be offered to attract new tenants or retain existing tenants. Accordingly, portions of our office and multifamily properties may remain vacant for extended periods of time. In addition, some existing leases currently provide tenants with options to renew the terms of their leases at rates that are less than the current market rate or to terminate their leases prior to the expiration date thereof.

Furthermore, as part of our business strategy, we have focused and intend to continue to focus on securing smaller-sized companies as tenants for our office portfolios. Smaller tenants may present greater credit risks and be more susceptible to economic downturns than larger tenants, and may be more likely to cancel or elect not to renew their leases. In addition, we intend to actively pursue opportunities for what we believe to be well-located and high quality buildings that may be in a transitional phase due to current or impending vacancies. We cannot assure you that any such vacancies will be filled following a property acquisition, or that any new tenancies will be established at or above-market rates. If the rental rates for our properties decrease or other tenant incentives increase, our existing tenants do not renew their leases or we do not re-lease a significant portion of our available space, our financial condition, results of operations, cash flow, per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders would be adversely affected.

Real estate investments are generally illiquid. Our real estate investments are relatively difficult to sell quickly. Return of capital and realization of gains, if any, from an investment generally will occur upon disposition or

refinance of the underlying property. We may be unable to realize our investment objectives by sale, other disposition or refinance at attractive prices within any given period of time or may otherwise be unable to complete any exit strategy. In particular, these risks could arise from weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in national or international economic conditions, such as the current economic downturn, and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located. Furthermore, certain properties may be adversely affected by the contractual rights, such as rights of first offer.

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Because we own real property, we are subject to extensive environmental regulation, which creates uncertainty regarding future environmental expenditures and liabilities. Environmental laws regulate, and impose liability for, releases of hazardous or toxic substances into the environment. Under various provisions of these laws, an owner or operator of real estate is or may be liable for costs related to soil or groundwater contamination on, in, or migrating to or from its property. In addition, persons who arrange for the disposal or treatment of hazardous or toxic substances may be liable for the costs of cleaning up contamination at the disposal site. Such laws often impose liability regardless of whether the person knew of, or was responsible for, the presence of the hazardous or toxic substances that caused the contamination. The presence of, or contamination resulting from, any of these substances, or the failure to properly remediate them, may adversely affect our ability to sell or rent our property or to borrow using such property as collateral. In addition, persons exposed to hazardous or toxic substances may sue for personal injury damages. For example, some laws impose liability for release of or exposure to asbestos-containing materials, a substance known to be present in a number of our buildings. In other cases, some of our properties have been (or may have been) impacted by contamination from past operations or from off-site sources. As a result, in connection with our current or former ownership, operation, management and development of real properties, we may be potentially liable for investigation and cleanup costs, penalties, and damages under environmental laws.

Although most of our properties have been subjected to preliminary environmental assessments, known as Phase I assessments, by independent environmental consultants that identify certain liabilities, Phase I assessments are limited in scope, and may not include or identify all potential environmental liabilities or risks associated with the property. Unless required by applicable laws or regulations, we may not further investigate, remedy or ameliorate the liabilities disclosed in the Phase I assessments.

We cannot assure you that these or other environmental studies identified all potential environmental liabilities, or that we will not incur material environmental liabilities in the future. If we do incur material environmental liabilities in the future, we may face significant remediation costs, and we may find it difficult to sell any affected properties.

We may incur significant costs complying with laws, regulations and covenants that are applicable to our properties. The properties in our portfolio are subject to various covenants and federal, state and local laws and regulatory requirements, including permitting and licensing requirements. Such laws and regulations, including municipal or local ordinances, zoning restrictions and restrictive covenants imposed by community developers may restrict our use of our properties and may require us to obtain approval from local officials or community standards organizations at any time with respect to our properties, including prior to acquiring a property or when undertaking renovations of any of our existing properties. Among other things, these restrictions may relate to fire and safety, seismic, asbestos-cleanup or hazardous material abatement requirements. There can be no assurance that existing laws and regulations will not adversely affect us or the timing or cost of any future acquisitions or renovations, or that additional regulations will not be adopted that increase such delays or result in additional costs. Our failure to obtain required permits, licenses and zoning relief or to comply with applicable laws could have a material adverse effect on our business, financial condition and results of operations.

Rent control or rent stabilization legislation and other regulatory restrictions may limit our ability to increase rents and pass through new or increased operating costs to our tenants. Certain states and municipalities have adopted laws and regulations imposing restrictions on the timing or amount of rent increases or have imposed regulations relating to low- and moderate-income housing. Currently, neither California nor Hawaii have state mandated rent control, but various municipalities within Southern California, such as the City of Los Angeles and Santa Monica, have enacted rent control legislation. All but one of the properties in our Los Angeles County multifamily portfolio are affected by these laws and regulations. In addition, we have agreed to provide low- and moderate-income housing in many of the units in our Honolulu multifamily portfolio in exchange for certain tax benefits. We presently expect to continue operating and acquiring properties in areas that either are subject to these types of laws or regulations or where legislation with respect to such laws or regulations may be enacted in the future. Such laws and regulations limit our ability to charge market rents, increase rents, evict tenants or recover increases in our operating expenses and could

make it more difficult for us to dispose of properties in certain circumstances. Similarly, compliance procedures associated with rent control statutes and low- and moderate-income housing regulations could have a negative impact on our operating costs, and any failure to comply with low- and moderate-income housing regulations could result in the loss of certain tax benefits and the forfeiture of rent payments. In addition, such low- and moderate-income housing regulations require us to rent a certain number of units at below-market rents, which has a negative impact on our ability to increase cash flow from our properties subject to such regulations. Furthermore, such regulations may negatively impact our ability to attract higher-paying tenants to such properties.

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We may be unable to complete acquisitions that would grow our business, and even if consummated, we may fail to successfully integrate and operate acquired properties. Our planned growth strategy includes the disciplined acquisition of properties as opportunities arise. Our ability to acquire properties on favorable terms and successfully integrate and operate them is subject to the following significant risks:

we may be unable to acquire desired properties because of competition from other real estate investors with more capital, including other real estate operating companies, publicly-traded REITs and investment funds;

we may acquire properties that are not accretive to our results upon acquisition, and we may not successfully manage and lease those properties to meet our expectations;

competition from other potential acquirers may significantly increase the purchase price of a desired property;

we may be unable to generate sufficient cash from operations, or obtain the necessary debt financing, equity financing, or private equity contributions to consummate an acquisition or, if obtainable, financing may not be on favorable terms;

our cash flow may be insufficient to meet our required principal and interest payments;

we may need to spend more than budgeted amounts to make necessary improvements or renovations to acquired properties;

agreements for the acquisition of office properties are typically subject to customary conditions to closing, including satisfactory completion of due diligence investigations, and we may spend significant time and money on potential acquisitions that we do not consummate;

the process of acquiring or pursuing the acquisition of a new property may divert the attention of our senior management team from our existing business operations;

we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations;

market conditions may result in higher than expected vacancy rates and lower than expected rental rates; and

we may acquire properties without any recourse, or with only limited recourse, for liabilities, whether known or unknown, such as clean-up of environmental contamination, claims by tenants, vendors or other persons against the former owners of the properties and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

If we cannot complete property acquisitions on favorable terms, or operate acquired properties to meet our goals or expectations, our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders could be adversely affected.

We may be unable to successfully expand our operations into new markets. If the opportunity arises, we may explore acquisitions of properties in new markets. Each of the risks applicable to our ability to acquire and successfully integrate and operate properties in our current markets are also applicable to our ability to acquire and successfully integrate and operate properties in new markets. In addition to these risks, we will not possess the same level of familiarity with the dynamics and market conditions of any new markets that we may enter, which could adversely affect our ability to expand into those markets. We may be unable to build a significant market share or achieve a

desired return on our investments in new markets. If we are unsuccessful in expanding into new markets, it could adversely affect our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders.

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We are exposed to risks associated with property development. We may engage in development and redevelopment activities with respect to certain of our properties. To the extent that we do so, we will be subject to certain risks, including, without limitation:

the availability and pricing of financing on favorable terms or at all;

the availability and timely receipt of zoning and other regulatory approvals; and

the cost and timely completion of construction (including risks beyond our control, such as weather or labor conditions, or material shortages).

These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders.

If we default on the leases to which some of our properties are subject, our business could be adversely affected. We have leasehold interests in certain of our properties. If we default under the terms of these leases, we may be liable for damages and could lose our leasehold interest in the property or our options to purchase the fee interest in such properties. If any of these events were to occur, our business and results of operations would be adversely affected.

The cash available for distribution to stockholders may not be sufficient to pay dividends at expected levels, nor can we assure you of our ability to make distributions in the future. We may elect to distribute the minimum amount to remain compliant with REIT requirements while retaining excess capital for future operations. We may use borrowed funds to make distributions. Our annual distributions may exceed estimated cash available from operations. While we intend to fund the difference out of excess cash or borrowings under our senior secured revolving credit facility, our inability to make, or election to not make, the expected distributions could result in a decrease in the market price of our common stock.

Our property taxes could increase due to property tax rate changes or reassessment, which would impact our cash flows. Even as a REIT for federal income tax purposes, we are required to pay some state and local taxes on our properties. The real property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. In California, under current law reassessment occurs primarily as a result of a “change in ownership”. The impact of a potential reassessment may take a considerable amount of time, during which the property taxing authorities make a determination of the occurrence of a “change of ownership”, as well as the actual reassessed value. Therefore, the amount of property taxes we pay could increase substantially from what we have paid in the past. If the property taxes we pay increase, our cash flow would be impacted, and our ability to pay expected dividends to our stockholders could be adversely affected.

#### Risks Related to Our Organization and Structure

Tax consequences to holders of operating partnership units upon a sale or refinancing of our properties may cause the interests of our executive officers to differ from the interests of other stockholders. As a result of the unrealized built-in gain attributable to the contributed property at the time of contribution, some holders of operating partnership units, including our principals, may suffer different and more adverse tax consequences than holders of our common stock upon the sale or refinancing of the properties owned by our operating partnership, including disproportionately greater allocations of items of taxable income and gain upon a realization event. As those holders will not receive a correspondingly greater distribution of cash proceeds, they may have different objectives regarding the appropriate pricing, timing and other material terms of any sale or refinancing of certain properties, or whether to sell or refinance

such properties at all.

Our executive officers will have significant influence over our affairs. At December 31, 2008, our executive officers owned approximately 8% of our outstanding common stock, or approximately 27% assuming that they convert all of their interests in our operating partnership and exercise all of their options. As a result, our executive officers, to the extent they vote their shares in a similar manner, will have influence over our affairs and could exercise such influence in a manner that is not in the best interests of our other stockholders, including by attempting to delay, defer or prevent a change of control transaction that might otherwise be in the best interests of our stockholders. If our executive officers exercises their redemption rights with respect to their operating partnership units and we issue common stock in exchange for those units, our executive officers' influence over our affairs would increase substantially.

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Our growth depends on external sources of capital which are outside of our control. In order to qualify as a REIT, we are required under the Internal Revenue Code to distribute annually at least 90% of our “real estate investment trust” taxable income, determined without regard to the dividends paid deduction and by excluding any net capital gain. To the extent that we do not distribute all of our net long-term capital gain or distribute at least 90%, of our REIT taxable income, we will be required to pay tax thereon at regular corporate tax rates. Because of these distribution requirements, we may not be able to fund future capital needs, including any necessary acquisition financing, from operating cash flow. Consequently, we rely on third-party sources to fund our capital needs. We may not be able to obtain financing on favorable terms or at all. Any additional debt we incur will increase our leverage. Our access to third-party sources of capital depends, in part, on:

- general market conditions;
- the market’s perception of our growth potential;
- our current debt levels;
- our current and expected future earnings;
- our cash flow and cash dividends; and
- the market price per share of our common stock.

In recent months, the credit markets have been subject to significant disruptions. If we cannot obtain capital from third-party sources, we may not be able to acquire or develop properties when strategic opportunities exist, meet the capital and operating needs of our existing properties, satisfy our debt service obligations or pay dividends to our stockholders necessary to maintain our qualification as a REIT.

Our charter, the partnership agreement of our operating partnership and Maryland law contain provisions that may delay or prevent a change of control transaction.

Our charter contains a 5.0% ownership limit. Our charter, subject to certain exceptions, contains restrictions on ownership that limit, and authorizes our directors to take such actions as are necessary and desirable to limit, any person to actual or constructive ownership of no more than 5.0% in value of the outstanding shares of our stock and no more than 5.0% of the value or number, whichever is more restrictive, of the outstanding shares of our common stock. Our board of directors, in its sole discretion, may exempt a proposed transferee from the ownership limit. However, our board of directors may not grant an exemption from the ownership limit to any proposed transferee whose ownership, direct or indirect, of more than 5.0% of the value or number of our outstanding shares of our common stock could jeopardize our status as a REIT. The ownership limit contained in our charter and the restrictions on ownership of our common stock may delay or prevent a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Our board of directors may create and issue a class or series of preferred stock without stockholder approval. Our board of directors is empowered under our charter to amend our charter to increase or decrease the aggregate number of shares of our common stock or the number of shares of stock of any class or series that we have authority to issue, to designate and issue from time to time one or more classes or series of preferred stock and to classify or reclassify any unissued shares of our common stock or preferred stock without stockholder approval. Our board of directors may determine the relative rights, preferences and privileges of any class or series of preferred stock issued. As a result, we may issue series or classes of preferred stock with preferences, dividends, powers and rights, voting or otherwise, senior to the rights of holders of our common stock. The issuance of preferred stock could also have the effect of delaying or preventing a change of control transaction that might otherwise be in the best interests of our

stockholders.

Certain provisions in the partnership agreement for our operating partnership may delay or prevent unsolicited acquisitions of us. Provisions in the partnership agreement for our operating partnership may delay or make more difficult unsolicited acquisitions of us or changes in our control. These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or change of our control, although some stockholders might consider such proposals, if made, desirable. These provisions include, among others:

redemption rights of qualifying parties;

transfer restrictions on our operating partnership units;

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the ability of the general partner in some cases to amend the partnership agreement without the consent of the limited partners; and

the right of the limited partners to consent to transfers of the general partnership interest and mergers under specified circumstances.

Any potential change of control transaction may be further limited as a result of provisions of the partnership unit designation for certain long-term incentive units or LTIP units, which require us to preserve the rights of LTIP unit holders and may restrict us from amending the partnership agreement for our operating partnership in a manner that would have an adverse effect on the rights of LTIP unit holders.

Certain provisions of Maryland law could inhibit changes in control. Certain provisions of the Maryland General Corporation Law, or MGCL, may have the effect of inhibiting a third party from making a proposal to acquire us or impeding a change of control under circumstances that otherwise could provide our stockholders with the opportunity to realize a premium over the then-prevailing market price of our common stock, including:

“business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose special appraisal rights and special stockholder voting requirements on these combinations; and

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

We have elected to opt out of these provisions of the MGCL, in the case of the business combination provisions of the MGCL, by resolution of our board of directors, and in the case of the control share provisions of the MGCL, pursuant to a provision in our bylaws. However, our board of directors may by resolution elect to repeal the foregoing opt-outs from the business combination provisions of the MGCL and we may, by amendment to our bylaws, opt in to the control share provisions of the MGCL in the future.

Our charter, bylaws, the partnership agreement for our operating partnership and Maryland law also contain other provisions that may delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Under their employment agreements, certain of our executive officers will have the right to terminate their employment and receive severance if there is a change of control. In connection with our IPO, we entered into employment agreements with Jordan L. Kaplan, Kenneth M. Panzer and William Kamer. These employment agreements provide that each executive may terminate his employment under certain conditions, including after a change of control, and receive severance based on two or three times (depending on the officer) his annual total of salary, bonus and incentive compensation such as LTIP units, options or out performance grants plus a “gross up” for any excise taxes under Section 280G of the Internal Revenue Code. In addition, these executive officers would not be restricted from competing with us after their departure.

Our fiduciary duties as sole stockholder of the general partner of our operating partnership could create conflicts of interest. We, as the sole stockholder of the general partner of our operating partnership, have fiduciary duties to the

other limited partners in our operating partnership, the discharge of which may conflict with the interests of our stockholders. The limited partners of our operating partnership have agreed that, in the event of a conflict in the fiduciary duties owed by us to our stockholders and, in our capacity as general partner of our operating partnership, to such limited partners, we are under no obligation to give priority to the interests of such limited partners. In addition, those persons holding operating partnership units will have the right to vote on certain amendments to the operating partnership agreement (which require approval by a majority in interest of the limited partners, including us) and individually to approve certain amendments that would adversely affect their rights. These voting rights may be exercised in a manner that conflicts with the interests of our stockholders. For example, we are unable to modify the rights of limited partners to receive distributions as set forth in the operating partnership agreement in a manner that adversely affects their rights without their consent, even though such modification might be in the best interest of our stockholders.

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The loss of any member of our executive officers or certain other key senior personnel could significantly harm our business. Our ability to maintain our competitive position is dependent to a large degree on the efforts and skills of our executive officers, including Dan A. Emmett, Jordan L. Kaplan, Kenneth M. Panzer and William Kamer. If we lose the services of any member of our executive officers, our business may be significantly impaired. In addition, many of our executives have strong industry reputations, which aid us in identifying acquisition and borrowing opportunities, having such opportunities brought to us, and negotiating with tenants and sellers of properties. The loss of the services of these key personnel could materially and adversely affect our operations because of diminished relationships with lenders, existing and prospective tenants, property sellers and industry personnel.

If we fail to maintain an effective system of integrated internal controls, we may not be able to accurately report our financial results. Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. As part of our ongoing monitoring of internal controls we may discover material weaknesses or significant deficiencies in our internal controls. As a result of weaknesses that may be identified in our internal controls, we may also identify certain deficiencies in some of our disclosure controls and procedures that we believe require remediation. If we discover weaknesses, we will make efforts to improve our internal and disclosure controls. However, there is no assurance that we will be successful. Any failure to maintain effective controls or timely effect any necessary improvement of our internal and disclosure controls could harm operating results or cause us to fail to meet our reporting obligations, which could affect our ability to remain listed with the New York Stock Exchange. Ineffective internal and disclosure controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the trading price of our securities.

Our board of directors may change significant corporate policies without stockholder approval. Our investment, financing, borrowing and dividend policies and our policies with respect to all other activities, including growth, debt, capitalization and operations, will be determined by our board of directors. These policies may be amended or revised at any time and from time to time at the discretion of the board of directors without a vote of our stockholders. In addition, the board of directors may change our policies with respect to conflicts of interest provided that such changes are consistent with applicable legal requirements. A change in these policies could have an adverse effect on our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders.

Compensation awards to our management may not be tied to or correspond with our improved financial results or share price. The compensation committee of our board of directors is responsible for overseeing our compensation and employee benefit plans and practices, including our executive compensation plans and our incentive compensation and equity-based compensation plans. Our compensation committee has significant discretion in structuring compensation packages and may make compensation decisions based on any number of factors. As a result, compensation awards may not be tied to or correspond with improved financial results at our company or the share price of our common stock.

#### Tax Risks Related to Ownership of REIT Shares

Our failure to qualify as a REIT would result in higher taxes and reduce cash available for dividends. We currently operate and have operated commencing with our taxable year ended December 31, 2006 in a manner that is intended to allow us to qualify as a REIT for federal income tax purposes. Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions for which there are only limited judicial and administrative interpretations. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify as a REIT. To qualify as a REIT, we must satisfy certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis. For example, to

qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources; at least 75% of the value of our total assets must be represented by certain real estate assets including shares of stock of other REITs, certain other stock or debt instruments purchased with the proceeds of a stock offering or long term public debt offering by us (but only for the one-year period after such offering), cash, cash items and government securities; and we must make distributions to our stockholders aggregating annually at least 90% of our REIT taxable income, excluding capital gains. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. The fact that we hold most of our assets through the operating partnership further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize our REIT status. In addition, legislation, new regulations, administrative interpretations or court decisions might significantly change the tax laws with respect to the requirements for qualification as a REIT or the federal income tax consequences of qualification as a REIT. Although we believe that we have been organized and have operated in a manner that is intended to allow us to qualify for taxation as a REIT, we can give no assurance that we have qualified or will continue to qualify as a REIT for tax purposes. We have not requested and do not plan to request a ruling from the IRS regarding our qualification as a REIT.

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If we were to fail to qualify as a REIT in any taxable year, we would be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and distributions to stockholders would not be deductible by us in computing our taxable income. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our stockholders, which in turn could have an adverse impact on the value of, and trading prices for, our common stock. Unless entitled to relief under certain Internal Revenue Code provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify as a REIT. In addition, if we fail to qualify as a REIT, we will not be required to make distributions to stockholders, and all distributions to stockholders will be subject to tax as dividend income to the extent of our current and accumulated earnings and profits. As a result of all these factors, our failure to qualify as a REIT also could impair our ability to expand our business and raise capital, and would adversely affect the value of our common stock. If we fail to qualify as a REIT for federal income tax purposes and are able to avail ourselves of one or more of the relief provisions under the Internal Revenue Code in order to maintain our REIT status, we would nevertheless be required to pay penalty taxes of \$50,000 or more for each such failure.

Fund X owns its properties through an entity which is intended to also qualify as a REIT, and its failure to so qualify could have similar impacts on us.

Even if we qualify as a REIT, we will be required to pay some taxes. Even if we qualify as a REIT for federal income tax purposes, we will be required to pay certain federal, state and local taxes on our income and property. For example, we will be subject to income tax to the extent we distribute less than 100% of our REIT taxable income (including capital gains). Moreover, if we have net income from “prohibited transactions,” that income will be subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property held primarily for sale to customers in the ordinary course of business.

The tax imposed on REITs engaging in “prohibited transactions” will limit our ability to engage in transactions which would be treated as sales for federal income tax purposes. A REIT’s net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property but including any property held in inventory primarily for sale to customers in the ordinary course of business. Although we do not intend to hold any properties that would be characterized as inventory held for sale to customers in the ordinary course of our business, such characterization is a factual determination and no guarantee can be given that the IRS would agree with our characterization of our properties.

In addition, any net taxable income earned directly by our taxable REIT subsidiary, or through entities that are disregarded for federal income tax purposes as entities separate from our taxable REIT subsidiary, will be subject to federal and possibly state corporate income tax. We have elected to treat DEB as a taxable REIT subsidiary, and we may elect to treat other subsidiaries as taxable REIT subsidiaries in the future. In this regard, several provisions of the laws applicable to REITs and their subsidiaries ensure that a taxable REIT subsidiary will be subject to an appropriate level of federal income taxation. For example, a taxable REIT subsidiary is limited in its ability to deduct interest payments made to an affiliated REIT. In addition, the REIT has to pay a 100% tax on some payments that it receives or on some deductions taken by its taxable REIT subsidiaries if the economic arrangements between the REIT, the REIT’s tenants, and the taxable REIT subsidiary are not comparable to similar arrangements between unrelated parties. Finally, some state and local jurisdictions may tax some of our income even though as a REIT we are not subject to federal income tax on that income because not all states and localities treat REITs the same as they are treated for federal income tax purposes. To the extent that we and our affiliates are required to pay federal, state and local taxes, we will have less cash available for distributions to our stockholders.

REIT distribution requirements could adversely affect our liquidity. We generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain, in order to qualify as a REIT. To the extent that we do not distribute all of our net long-term capital gain or distribute at least 90% of our REIT taxable income, we will be required to pay tax thereon at regular corporate tax rates. We intend to make distributions to our stockholders to

comply with the requirements of the Internal Revenue Code for REITs and to minimize or eliminate our corporate income tax obligation. However, differences between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Internal Revenue Code. Certain types of assets generate substantial mismatches between taxable income and available cash. Such assets include rental real estate that has been financed through financing structures which require some or all of available cash flows to be used to service borrowings. As a result, the requirement to distribute a substantial portion of our taxable income could cause us to sell assets in adverse market conditions, borrow on unfavorable terms, or distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt in order to comply with REIT requirements. Further, amounts distributed will not be available to fund our operations.

Item 1B. Unresolved Staff Comments.

None.

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Item 2. Properties

Our existing portfolio of office properties is located in the Brentwood, Olympic Corridor, Century City, Beverly Hills, Santa Monica, Westwood, Sherman Oaks/Encino, Warner Center/Woodland Hills and Burbank submarkets of Los Angeles County, California, and in Honolulu, Hawaii. Presented below is an overview of certain information regarding our existing office portfolio as of December 31, 2008:

Office Portfolio (1) by Submarket	Number of Properties	Rentable Square Feet (2)	Percent of Total
West Los Angeles			
Brentwood	13	1,390,768	10.4%
Olympic Corridor	5	1,096,079	8.2
Century City	3	915,980	6.9
Santa Monica	8	969,971	7.3
Beverly Hills	6	1,343,094	10.1
Westwood	2	396,807	3.0
San Fernando Valley			
Sherman Oaks/Encino	11	3,180,954	23.9
Warner Center/Woodland Hills	3	2,855,864	21.4
Tri-Cities			
Burbank	1	420,949	3.1
Honolulu	3	757,636	5.7
Total	55	13,328,102	100.0%

- (1) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.
- (2) Based on Building Owners and Managers Association (BOMA) 1996 remeasurement. Total consists of 12,242,179 leased square feet, 923,081 available square feet, 76,251 building management use square feet, and 86,591 square feet of BOMA 1996 adjustment on leased space.

The following table presents our office portfolio occupancy and in-place rents as of December 31, 2008:

Office Portfolio (1) by Submarket	Percent Leased (2)	Annualized Rent (3)	Annualized Rent Per Leased Square Foot (4)
West Los Angeles			
Brentwood	95.8%	\$ 50,139,136	\$ 38.06
Olympic Corridor	94.6	32,551,780	32.14
Century City	98.2	32,133,272	36.14
Santa Monica (5)	93.2	44,236,506	49.86
Beverly Hills	91.9	46,009,751	38.36
Westwood	94.9	13,611,481	36.59
San Fernando Valley			
Sherman Oaks/Encino	93.6	89,929,729	31.07
Warner Center/Woodland Hills	89.0	71,516,533	28.71
Tri-Cities			
Burbank	100.0	13,383,871	31.79

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Honolulu	89.8	22,706,974	34.05
Total / Weighted Average	93.1%	\$ 416,219,033	\$ 34.26

- (1) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.
- (2) Includes 91,775 square feet with respect to signed leases not yet commenced.
- (3) Represents annualized monthly cash base rent (i.e., excludes tenant reimbursements, parking and other revenue) under leases commenced as of December 31, 2008 (excluding 91,775 square feet with respect to signed leases not yet commenced). The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.
- (4) Represents annualized rent divided by leased square feet (excluding 91,775 square feet with respect to signed leases not commenced) as set forth in note (2) above for the total.
- (5) Includes \$1,287,232 of annualized rent attributable to our corporate headquarters at our Lincoln/Wilshire property.

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The following table presents our submarket office concentration as of December 31, 2008:

Office Portfolio (1) by Submarket	Douglas Emmett Rentable Square Feet (2)	Submarket Rentable Square Feet (3)	Douglas Emmett Market Share
West Los Angeles			
Brentwood	1,390,768	3,356,126	41.4%
Olympic Corridor	1,096,079	3,022,969	36.3
Century City	915,980	10,064,599	9.1
Santa Monica	969,971	8,700,348	11.1
Beverly Hills	1,343,094	7,445,875	18.0
Westwood	396,807	4,408,094	9.0
San Fernando Valley			
Sherman Oaks/Encino	3,180,954	5,721,621	55.6
Warner Center/Woodland Hills	2,855,864	7,429,172	38.4
Tri-Cities			
Burbank	420,949	5,929,318	7.1
Subtotal/Weighted Average Los Angeles County	12,570,466	56,078,122	22.4
Honolulu	757,636	5,197,904	14.6
Total	13,328,102	61,276,026	21.8%

Source: CB Richard Ellis (other than Douglas Emmett data).

- (1) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.
- (2) Based on BOMA 1996 remeasurement. Total consists of 12,242,179 leased square feet (includes 91,775 square feet with respect to signed leases not commenced), 923,081 available square feet, 76,251 building management use square feet, and 86,591 square feet of BOMA 1996 adjustment on leased space.
- (3) Represents competitive office space in our nine Los Angeles County submarkets and Honolulu submarket per CB Richard Ellis.

### Tenant Diversification

Our office portfolio is currently leased to approximately 2,000 tenants in a variety of industries, including entertainment, real estate, technology, legal and financial services. The following table sets forth information regarding tenants with greater than 1.0% of portfolio annualized rent in our office portfolio as of December 31, 2008:

Office Portfolio(1) Tenant:	Number of Leases	Number of Properties	Lease Expiration(2)	Total Leased Square Feet	Percent of Rentable Square Feet	Annualized Rent(3)	Percent of Annualized Rent
Time Warner(4)	4	4	2010-2019	642,845	4.8%	\$21,256,817	5.1%
AIG (Sun America Life Insurance)	1	1	2013	182,010	1.4	5,704,276	1.3
The Endeavor Agency, LLC	2	1	2019	113,878	0.9	4,972,648	1.2
Metrocities Mortgage, LLC(5)	2	2	2010-2015	138,040	1.0	4,101,901	1.0
Bank of America(6)	11	8	2009 - 2013	112,925	0.8	4,039,137	1.0
Total (7)	20	16		1,189,698	8.9%	\$40,074,779	9.6%

- (1) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.
- (2) Expiration dates are per leases and do not assume exercise of renewal, extension or termination options. For tenants with multiple leases, expirations are shown as a range.
- (3) Represents annualized monthly cash rent under leases commenced as of December 31, 2008. The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.
- (4) Includes a 62,000 square foot lease expiring in June 2010, a 10,000 square foot lease expiring in October 2013, a 150,000 square foot lease expiring in April 2016, and a 421,000 square foot lease expiring in September 2019.
- (5) Includes a 8,000 square foot lease expiring in September 2010 and a 130,000 square foot lease expiring in February 2015.
- (6) Includes a 5,000 square foot lease expiring in September 2009, a 9,000 square foot lease expiring in September 2010, a 7,000 square foot lease expiring in December 2010, two leases totaling 19,000 square feet expiring in January 2011, a 2,000 square foot lease expiring in May 2011, a 16,000 square foot lease expiring in July 2011, a 41,000 square foot lease expiring in January 2012, a 6,000 square foot lease expiring in May 2012, and a 8,000 square foot lease expiring in July 2013.
- (7) Excludes 177,000 square feet occupied by Health Net. Out of total square feet, 126,000 square feet expire in December 2014 and 51,000 square feet expired at the end of December 31, 2008.

### Industry Diversification

The following table sets forth information relating to tenant diversification by industry in our office portfolio based on annualized rent as of December 31, 2008:

Industry	Number of Leases (1)	Annualized Rent as a Percent of Total

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Legal	353	15.9%
Financial Services	270	14.7
Entertainment	120	11.3
Real Estate	165	9.1
Health Services	297	9.0
Accounting & Consulting	213	8.4
Insurance	85	7.6
Retail	163	7.0
Technology	70	3.9
Advertising	57	3.3
Public Administration	29	1.8
Educational Services	10	0.7
Other	266	7.3
Total	2,098	100.0%

- (1) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.

## Lease Distribution

The following table sets forth information relating to the distribution of leases in our office portfolio, based on rentable square feet leased as of December 31, 2008:

Square Feet Under Lease (1)	Number of Leases	Leases as a Percent of Total	Square Feet (2)	Square Feet as a Percent of Total	Annualized Rent(3) (4)	Annualized Rent as a Percent of Total
2,500 or less	1,033	49.2%	1,413,098	10.6%	\$51,154,968	12.3%
2,501-10,000	783	37.3	3,809,780	28.6	131,241,752	31.5
10,001-20,000	188	9.0	2,637,920	19.8	88,723,238	21.3
20,001-40,000	65	3.1	1,784,910	13.4	60,924,562	14.6
40,001-100,000	22	1.1	1,247,281	9.4	44,736,346	10.8
Greater than 100,000	7	0.3	1,257,415	9.4	39,438,167	9.5
Subtotal	2,098	100.0%	12,150,404	91.2%	\$416,219,033	100.0%
Available	-	-	923,081	6.9	-	-
BOMA Adjustment(5)	-	-	86,591	0.6	-	-
Building Management Use	-	-	76,251	0.6	-	-
Signed leases not commenced	-	-	91,775	0.7	-	-
Total	2,098	100.0%	13,328,102	100.0%	\$416,219,033	100.0%

- (1) Based on BOMA 1996 remeasurement. Total consists of 12,242,179 leased square feet (includes 91,775 square feet with respect to signed leases not commenced), 923,081 available square feet, 76,251 building management use square feet, and 86,591 square feet of BOMA 1996 adjustment on leased space.
- (2) Average tenant size is approximately 5,800 square feet. Median is approximately 2,500 square feet.
- (3) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.
- (4) Represents annualized monthly cash base rent (i.e., excludes tenant reimbursements, parking and other revenue) under leases commenced as of December 31, 2008 (excluding 91,775 square feet with respect to signed leases not yet commenced). The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.
- (5) Represents square footage adjustments for leases that do not reflect BOMA 1996 remeasurement.



Lease Expirations

The following table sets forth a summary schedule of lease expirations for leases in place as of December 31, 2008, plus available space, for each of the ten years beginning January 1, 2009 and thereafter in our office portfolio (Unless otherwise stated in the footnotes, the information set forth in the table assumes that tenants exercise no renewal options and no early termination rights):

Year of Lease(1) Expiration	Number of Leases Expiring	Rentable Square Feet	Expiring Square Feet as a Percent of Total	Annualized Rent(2) (3)	Annualized Rent as a Percent of Total	Annualized Rent Per Leased Square Foot(4)	Annualized Rent Per Leased Square Foot at Expiration(5)
2009	459	1,779,677	13.4%	\$ 57,697,675	13.9%	\$ 32.42	\$ 32.76
2010	424	1,764,955	13.2	59,400,755	14.3	33.66	34.97
2011	391	1,767,625	13.3	61,155,401	14.7	34.60	37.27
2012	292	1,546,975	11.6	52,106,515	12.5	33.68	37.72
2013	257	1,658,473	12.4	60,385,850	14.5	36.41	42.25
2014	121	962,824	7.2	31,550,518	7.6	32.77	41.14
2015	57	650,171	4.9	21,176,002	5.1	32.57	41.19
2016	30	615,805	4.6	20,131,321	4.8	32.69	39.46
2017	28	321,680	2.4	11,020,923	2.7	34.26	47.59
2018	28	289,460	2.2	13,511,401	3.2	46.68	65.37
2019	6	622,359	4.7	21,371,681	5.1	34.34	44.04
Thereafter	5	170,400	1.3	6,710,991	1.6	39.38	55.15
Available	-	923,081	6.9	-	-	-	-
BOMA Adjustment(6)	-	86,591	0.6	-	-	-	-
Building Management Use	-	76,251	0.6	-	-	-	-
Signed leases not commenced	-	91,775	0.7	-	-	-	-
Total/Weighted Average	2,098	13,328,102	100.0%	\$ 416,219,033	100.0%	\$ 34.26	\$ 39.18

(1) Based on BOMA 1996 remeasurement. Total consists of 12,242,179 leased square feet (includes 91,775 square feet with respect to signed leases not commenced), 923,081 available square feet, 76,251 building management use square feet, and 86,591 square feet of BOMA 1996 adjustment on leased space.

(2) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.

(3) Represents annualized monthly cash base rent (i.e., excludes tenant reimbursements, parking and other revenue) under leases commenced as of December 31, 2008 (excluding 91,775 square feet with respect to signed leases not yet commenced). The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.

(4) Represents annualized rent divided by leased square feet.

- (5) Represents annualized rent at expiration divided by leased square feet.
- (6) Represents the square footage adjustments for leases that do not reflect BOMA 1996 remeasurement.

Multifamily Portfolio

The following table presents an overview of our multifamily portfolio, including occupancy and in-place rents, as of December 31, 2008:

Submarket	Number of Properties	Number of Units	Percent of Total
West Los Angeles			
Brentwood	5	950	33%
Santa Monica	2	820	29
Honolulu	2	1,098	38
Total	9	2,868	100%

Submarket	Percent Leased	Annualized Rent (1)	Monthly Rent Per Leased Unit
West Los Angeles			
Brentwood	99.5%	\$24,096,283	\$2,125
Santa Monica (2)	98.7	20,501,004	2,112
Honolulu	99.0	18,273,968	1,401
Total / Weighted Average	99.1%	\$62,871,255	\$1,844

(1) Represents December 2008 multifamily rental income annualized.

(2) Excludes 10,013 square feet of ancillary retail space, which generates \$293,022 of annualized rent as of December 31, 2008.

## Historical Tenant Improvements and Leasing Commissions

The following table sets forth certain historical information regarding tenant improvement and leasing commission costs for tenants at the properties in our office portfolio through December 31, 2008:

	Year Ended December 31,		
	2008(1)	2007	2006
<b>Renewals(2)</b>			
Number of leases	252	247	252
Square feet	1,075,281	905,306	908,982
Tenant improvement costs per square foot(3) (5)	\$ 4.07	\$ 5.21	\$ 7.28
Leasing commission costs per square foot(3)	7.60	7.39	5.86
Total tenant improvement and leasing commission costs(3)	\$ 11.67	\$ 12.60	\$ 13.14
<b>New leases(4)</b>			
Number of leases	172	225	239
Square feet	586,574	890,962	840,994
Tenant improvement costs per square foot(3) (5)	\$ 10.96	\$ 14.38	\$ 16.29
Leasing commission costs per square foot(3)	8.55	9.44	7.45
Total tenant improvement and leasing commission costs(3)	\$ 19.51	\$ 23.82	23.74
<b>Total</b>			
Number of leases	424	472	491
Square Feet	1,661,855	1,796,268	1,749,976
Tenant improvement costs per square foot(3) (5)	\$ 6.50	\$ 9.75	\$ 11.61
Leasing commission costs per square foot(3)	7.94	8.41	6.63
Total tenant improvement and leasing commission costs(3)	\$ 14.44	\$ 18.16	\$ 18.24

(1) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.

(2) Includes retained tenants that have relocated or expanded into new space within our portfolio.

(3) Assumes all tenant improvement and leasing commissions are paid in the calendar year in which the lease is executed, which may be different than the year in which they were actually paid.

(4) Does not include retained tenants that have relocated or expanded into new space within our portfolio.

(5) Tenant improvement costs are based on negotiated tenant improvement allowances set forth in leases, or, for any lease in which a tenant improvement allowance was not specified, the aggregate cost originally budgeted, at the time the lease commenced.

## Historical Capital Expenditures

The following table sets forth certain information regarding historical recurring capital expenditures at the properties in our office portfolio through December 31, 2008:

	Office		
	Year Ended December 31,		
	2008	2007	2006
Recurring capital expenditures	\$5,457,340	\$5,331,325	\$5,812,721
Total square feet(1)	11,810,609	11,666,107	11,554,829
Recurring capital expenditures per square foot	\$ 0.46	\$ 0.46	\$ 0.50

(1) Excludes square footage attributable to acquired properties with only non-recurring capital expenditures in the respective period.

The following table sets forth certain information regarding historical recurring capital expenditures at the properties in our multifamily portfolio through December 31, 2008:

	Multifamily		
	Year Ended December 31,		
	2008	2007	2006
Recurring capital expenditures	\$1,570,154	\$1,348,063	\$1,950,713
Total units	2,868	2,868	2,868
Recurring capital expenditures per unit	\$ 547	\$ 470	\$ 680

Our multifamily portfolio contains a large number of units that, due to Santa Monica rent control laws, have had only insignificant rent increases since 1979. Historically, when a tenant has vacated one of these units, we have spent between \$15,000 and \$30,000 per unit, depending on apartment size, to bring the unit up to our standards. We have characterized these expenditures as non-recurring capital expenditures. Our make-ready costs associated with the turnover of our other units are included in recurring capital expenditures.

## Item 3. Legal Proceedings

From time to time, we are party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of our business. We are not currently a party, as plaintiff or defendant, to any legal proceedings which, individually or in the aggregate, would be expected to have a material adverse effect on our business, financial condition or results of operation if determined adversely to us.

## Item 4. Submission of Matters to a Vote of Security Holders

None.

## PART II.

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Market for Common Stock; Dividends

Our common stock is traded on the New York Stock Exchange under the symbol "DEI". On February 17, 2009, the reported closing sale price per share of our common stock on the New York Stock Exchange was \$8.53. The following table shows our dividends, and the high and low sales prices for our common stock as reported by the New York Stock Exchange, for the periods indicated:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal Year Ended 2008				
Dividend	\$ 0.1875	\$ 0.1875	\$ 0.1875	\$ 0.1875
Common Stock Price				
High	23.39	24.81	24.97	22.45
Low	20.28	21.64	20.06	8.26
Fiscal Year Ended 2007				
Dividend	\$ 0.175	\$ 0.175	\$ 0.175	\$ 0.175
Common Stock Price				
High	29.01	27.15	25.75	27.44
Low	24.99	24.74	22.81	22.61

## Holders of Record

We had 22 holders of record of our common stock on February 17, 2009. Certain shares of the Company are held in "street" name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number.

## Dividend Policy

We typically pay dividends to common stockholders quarterly at the discretion of the Board of Directors. Dividend amounts depend on our available cash flow, financial condition and capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as the Board of Directors deems relevant.

## Sales of Unregistered Securities

None.

## Repurchases of Equity Securities

None.

Performance Graph

The information below shall not be deemed to be “soliciting material” or to be “filed” with the U.S. Securities and Exchange Commission or subject to Regulation 14A or 14C, other than as provided in Item 201 of Regulation S-K , or to the liabilities of Section 18 of the Exchange Act, except to the extent we specifically request that such information be treated as soliciting material or specifically incorporate it by reference into a filing under the Securities Act or the Exchange Act.

The following graph compares the cumulative total stockholder return on the Common Stock of Douglas Emmett Inc. from October 24, 2006 to December 31, 2008 with the cumulative total return of the Standard & Poor’s 500 Index and an appropriate “peer group” index (assuming the investment of \$100 in our Common Stock and in each of the indexes on October 30, 2006 and that all dividends were reinvested into additional shares of common stock at the frequency with which dividends are paid on the common stock during the applicable fiscal year). The total return performance shown in this graph is not necessarily indicative of and is not intended to suggest future total return performance.

Index	Period Ending					
	10/24/06	12/31/06	06/30/07	12/31/07	06/30/08	12/31/08
Douglas Emmett, Inc.	100.00	112.95	106.57	98.85	97.71	59.45
S&P 500	100.00	103.39	110.59	109.07	96.08	68.72
NAREIT Equity	100.00	109.47	103.02	92.29	88.97	57.47

Source: SNL Financial LC

## Item 6. Selected Financial Data

The following table sets forth summary financial and operating data on a historical basis for our “predecessor” prior to our IPO and Douglas Emmett, Inc. subsequent to our IPO. Our “predecessor” owned 42 office properties, the fee interest in two parcels of land leased to third parties under long-term ground leases and six multifamily properties prior to the IPO/formation transactions. We have not presented historical financial information for Douglas Emmett, Inc. for periods prior to October 31, 2006 because we believe that a discussion of the results of Douglas Emmett, Inc. would not be meaningful since it was not involved in any significant activity prior to that date.

You should read the following summary financial and operating data in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operation”, and the other financial statements included elsewhere in this Report.

The summary historical consolidated financial and operating data as of and for the years ended December 31, 2008, 2007, 2006, 2005 and 2004 have been derived from our audited historical consolidated financial statements subsequent to our IPO and those of our predecessor prior to our IPO.

	Douglas Emmett, Inc.				The Predecessor	
	Year Ending 12/31/08	Year Ending 12/31/07	10/31/06 to 12/31/06	01/01/06 to 10/30/06	Year Ending 12/31/05	Year Ending 12/31/04
<b>Statement of Operations</b>						
<b>Data:</b>						
Total office revenues	\$ 537,377	\$ 468,569	\$ 77,566	\$ 300,939	\$ 348,566	\$ 286,638
Total multifamily revenues	70,717	71,059	11,374	45,729	45,222	33,793
Total revenues	608,094	539,628	88,940	346,668	393,788	320,431
Operating income (loss)	154,234	141,232	(3,417)	113,784	138,935	106,853
Loss from continuing operations	(27,993)	(13,008)	(20,591)	(16,362)	(16,520)	(56,765)
<b>Per Share Data:</b>						
Loss per share - basic and diluted	\$ (0.23)	\$ (0.12)	\$ (0.18)	\$ (251,723)	\$ (254,154)	\$ (870,631)
Weighted average common shares outstanding - basic and diluted	120,725,928	112,645,587	115,005,860	65	65	65
Dividends declared per common share	\$ 0.75	\$ 0.70	\$ 0.12	\$ -	\$ -	\$ -

	Douglas Emmett, Inc.			The Predecessor	
	2008	2007	2006	2005	2004
<b>Balance Sheet Data</b>					
<b>(as of December 31)</b>					
Total assets	\$ 6,760,804	\$ 6,189,968	\$ 6,200,118	\$ 2,904,647	\$ 2,585,697
Secured notes payable	3,692,785	3,105,677	2,789,702	2,223,500	1,982,655
Other Data:	64	57	55	47	45
	(1)				



Number of properties  
(as of December 31)

(1) All properties are 100% owned by our operating partnership except (i) the Honolulu Club (78,000 square feet) in which we held a 66.7% interest, and (ii) 6 properties in Fund X totaling 1.4 million square feet in which we held a 50% interest of the common equity.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations  
Forward Looking Statements.

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes many forward-looking statements. For cautions about relying on such forward looking statements, please refer to the section entitled "Forward Looking Statements" at the beginning of this Report immediately prior to "Item 1".

Executive Summary

Through our interest in Douglas Emmett Properties, LP (our operating partnership) and its subsidiaries, at December 31, 2008 our office portfolio consisted of 55 properties with approximately 13.3 million rentable square feet, and our multifamily portfolio consisted of nine properties with a total of 2,868 units. As of December 31, 2008, our office portfolio was 93.1% leased, and our multifamily properties were 99.1% leased. Our office portfolio contributed approximately 86.9% of our annualized rent as of December 31, 2008, while our multifamily portfolio contributed the remaining 13.1%. As of December 31, 2008, our Los Angeles County office and multifamily portfolio contributed approximately 91.4% of our annualized rent, and our Honolulu, Hawaii office and multifamily portfolio contributed the remaining 8.6%. Our properties are concentrated in nine premier Los Angeles County submarkets—Brentwood, Olympic Corridor, Century City, Santa Monica, Beverly Hills, Westwood, Sherman Oaks/Encino, Warner Center/Woodland Hills and Burbank—as well as in Honolulu, Hawaii.

Acquisitions, Dispositions, Repositionings and Financings.

Acquisitions. During 2008, we completed the following acquisition transactions:

In March 2008, we acquired a 1.4 million square foot office portfolio consisting of six Class A buildings, all located in our core Los Angeles submarkets – Santa Monica, Beverly Hills, Sherman Oaks/Encino and Warner Center/Woodland Hills – for a contract price of approximately \$610 million. As described below, we have contributed these six properties to Fund X. See Note 19 to our consolidated financial statements in Item 8 of this Report.

In February 2008, we acquired a two-thirds interest in a 78,298 square-foot office building located in Honolulu, Hawaii. As part of the same transaction, we also acquired all of the assets of The Honolulu Club, a private membership athletic and social club, which is located in the building. The aggregate contract price was approximately \$18 million and the purchase was made through a consolidated joint venture with our local partner. In May 2008, the operations of the athletic club were sold to a third party for a nominal cost. Simultaneously, the acquirer leased from us the space occupied by the athletic club. The results of operations and loss on sale of the assets of the athletic club were not material.

In December 2008, we acquired the five-sixths that we did not already own of the fee title to the land underlying one of our existing office properties in the Westwood submarket, for a fixed contract price of \$7.8 million. With the completion of this acquisition, we now own 100% of the fee interest and 100% of the leasehold interest.

Repositionings. We generally select a property for repositioning at the time we purchase it. We often strategically purchase properties with large vacancies or expected near-term lease roll-over and use our knowledge of the property and submarket to determine the optimal use and tenant mix. A repositioning can consist of a range of improvements to a property. A repositioning may involve a complete structural renovation of a building to significantly upgrade the character of the property, or it may involve targeted remodeling of common areas and tenant spaces to make the property more attractive to certain identified tenants. Because each repositioning effort is unique and determined based on the property, tenants and overall trends in the general market and specific submarket, the results are varying degrees of depressed rental revenue and occupancy levels for the affected property, which impacts our results and, accordingly, comparisons of our performance from period to period. The repositioning process generally occurs over the course of months or even years. During 2008, we had on-going repositioning efforts on three of our office properties representing 13 buildings and approximately 3.1 million rentable square feet. Repositioning properties

exclude acquisition properties where the plan for improvement is implemented as part of the acquisition.

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Financings. During 2008, we completed the following financing transactions:

In October 2008, we completed the initial closing of \$300 million of equity commitments for our newly formed institutional fund, Douglas Emmett Fund X, LLC, of which we committed \$150 million. In connection with the initial closing, we contributed to Fund X the six office properties which we acquired in March 2008 as well as the related \$365 million loan. Fund X contemplates a fund raising period until July 2009 and an investment period of up to four years from the initial closing, followed by a ten-year value creation period. With limited exceptions, Fund X will be our exclusive investment vehicle during its investment period, using the same underwriting and leverage principles and focusing primarily on the same markets as we have. See Note 19 to our consolidated financial statements in Item 8 of this Report.

In August 2008, we obtained a non-recourse \$365 million term loan secured by the six-property portfolio that we acquired in March 2008 as described above and in Note 3 to our consolidated financial statements in Item 8 of this Report. This loan bears interest at a floating rate equal to one-month LIBOR plus 165 basis points, however we have entered into interest rate swap contracts that effectively fix the interest at 5.515% (based on an actual/360-day basis) until September 4, 2012. This loan facility matures on August 18, 2013. This long-term loan replaces the \$380 million bridge loan obtained in March 2008 in connection with the property acquisition.

In March 2008, we obtained a non-recourse \$340 million term loan secured by four of our previously unencumbered office properties. This loan bears interest at a floating rate equal to one-month LIBOR plus 150 basis points, however we have entered into interest rate swap contracts that effectively fix the interest rate at 4.77% (based on an actual/360-day basis) until January 2, 2013. This loan facility matures on April 1, 2015. Proceeds from this loan were utilized to repay our secured revolving credit facility and for general corporate purposes.

In February 2008, the joint venture in which we have a two-thirds interest obtained an \$18 million loan that financed our February 2008 acquisition described above and in Note 3 to our consolidated financial statements in Item 8 of this Report. This loan has an interest rate of one-month LIBOR plus 125 basis points and a two-year term with a one-year extension.

#### Basis of Presentation

For the periods subsequent to October 31, 2006, the financial statements presented are the consolidated financial statements of Douglas Emmett, Inc. and its subsidiaries including our operating partnership. Douglas Emmett, Inc. did not have any meaningful operating activity until the consummation of our IPO and the related acquisition of our predecessor and certain other entities in October 2006. For a detailed description of this transaction and our resulting organization, see Note 1 to our consolidated financial statements included in this Report. The financial statements for the periods prior to October 31, 2006 are the consolidated financial statements of our predecessor. They include the accounts of DERA and certain institutional funds, but do not include the accounts of other entities which were acquired at the time of our IPO. Because the 2006 period reflects significant differences in the ongoing economic impact resulting from our IPO/formation transactions, the results are in many cases not directly comparable to 2007 or 2008 and we urge readers to be even more than usually cautious in using them to predict future results. As a result of these facts, investors are urged to exercise caution in using these past results as an indicator for our future performance.

#### Critical Accounting Policies

Our discussion and analysis of the historical financial condition and results of operations of Douglas Emmett, Inc. and our predecessor are based upon their respective consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The preparation of these financial statements in conformity with GAAP requires us to make estimates of certain items and judgments as to certain future events, for example with respect to the allocation of the purchase price of acquired property among land, buildings, improvements, equipment, and any related intangible assets and liabilities, or the effect of a property tax reassessment

of our properties in connection with the IPO. These determinations, even though inherently subjective and subject to change, affect the reported amounts of our assets, liabilities, revenues and expenses. While we believe that our estimates are based on reasonable assumptions and judgments at the time they are made, some of our assumptions, estimates and judgments will inevitably prove to be incorrect. As a result, actual outcomes will likely differ from our accruals, and those differences—positive or negative—could be material. Some of our accruals are subject to adjustment as we believe appropriate based on revised estimates and reconciliation to the actual results when available.

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Investment in Real Estate. Acquisitions of properties and other business combinations are accounted for utilizing the purchase method and, accordingly, the results of operations of acquired properties are included in our results of operations from the respective dates of acquisition. Estimates of future cash flows and other valuation techniques are used to allocate the purchase price of acquired property between land, buildings and improvements, equipment and identifiable intangible assets and liabilities such as amounts related to in-place at-market leases, acquired above- and below-market leases and tenant relationships. Initial valuations are subject to change until such information is finalized no later than 12 months from the acquisition date. Each of these estimates requires a great deal of judgment, and some of the estimates involve complex calculations. These allocation assessments have a direct impact on our results of operations because if we were to allocate more value to land there would be no depreciation with respect to such amount. If we were to allocate more value to the buildings as opposed to allocating to the value of tenant leases, this amount would be recognized as an expense over a much longer period of time, since the amounts allocated to buildings are depreciated over the estimated lives of the buildings whereas amounts allocated to tenant leases are amortized over the remaining terms of the leases.

The fair values of tangible assets are determined on an “as-if-vacant” basis. The “as-if-vacant” fair value is allocated to land, where applicable, buildings, tenant improvements and equipment based on comparable sales and other relevant information obtained in connection with the acquisition of the property.

The estimated fair value of acquired in-place at-market leases are the costs we would have incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates include the fair value of leasing commissions and legal costs that would be incurred to lease the property to this occupancy level. Additionally, we evaluate the time period over which such occupancy level would be achieved and we include an estimate of the net operating costs (primarily real estate taxes, insurance and utilities) incurred during the lease-up period, which is generally six months.

Above-market and below-market in-place lease values are recorded as an asset or liability based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between the contractual amounts to be received or paid pursuant to the in-place tenant or ground leases, respectively, and our estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining noncancelable term of the lease.

Expenditures for repairs and maintenance are expensed to operations as incurred. Significant betterments are capitalized. Interest, insurance and property tax costs incurred during the period of construction of real estate facilities are capitalized. When assets are sold or retired, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in net income or loss for the period.

The values allocated to land, buildings, site improvements, tenant improvements, and in-place leases are depreciated on a straight-line basis using an estimated life of 40 years for buildings, 15 years for site improvements, a portfolio average term of existing leases for in-place lease values and the respective remaining lease terms for tenant improvements and leasing costs. The values of above- and below-market tenant leases are amortized over the remaining life of the related lease and recorded as either an increase (for below-market tenant leases) or a decrease (for above-market tenant leases) to rental income. The value of above- and below-market ground leases are amortized over the remaining life of the related lease and recorded as either an increase (for below-market ground leases) or a decrease (for above-market ground leases) to office rental operating expense. The amortization of acquired in-place leases is recorded as an adjustment to depreciation and amortization in the consolidated statements of operations. If a lease were to be terminated prior to its stated expiration, all unamortized amounts relating to that lease would be written off.

Impairment of Long-Lived Assets. We assess whether there has been impairment in the value of our long-lived assets whenever events or changes in circumstances indicate the carrying amount of an asset may not be

recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount to the undiscounted future cash flows expected to be generated by the asset. We consider factors such as future operating income, trends and prospects, as well as the effects of leasing demand, competition and other factors. If our evaluation indicates that we may be unable to recover the carrying value of a real estate investment, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. These losses have a direct impact on our net income because recording an impairment loss results in an immediate negative adjustment to net income. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs to sell. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. If our strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material.

**Income Taxes.** As a REIT, we are permitted to deduct distributions paid to its stockholders, eliminating the federal taxation of income represented by such distributions at the corporate level. REITs are subject to a number of organizational and operational requirements. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates.

**Revenue Recognition.** Revenue and gain is recognized in accordance with Staff Accounting Bulletin No. 104 of the Securities and Exchange Commission, Revenue Recognition in Financial Statements (SAB 104), as amended. SAB 104 requires that four basic criteria must be met before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services rendered; the fee is fixed and determinable; and collectibility is reasonably assured. All leases are classified as operating leases. For all lease terms exceeding one year, rental income is recognized on a straight-line basis over the terms of the leases. Deferred rent receivables represent rental revenue recognized on a straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as revenues in the period the applicable costs are incurred. In addition, we record a capital asset for leasehold improvements constructed by us that are reimbursed by tenants, with the offsetting side of this accounting entry recorded to deferred revenue which is included in accounts payable and accrued expenses. The deferred revenue is amortized as additional rental revenue over the life of the related lease. Rental revenue from month-to-month leases or leases with no scheduled rent increases or other adjustments is recognized on a monthly basis when earned.

Recoveries from tenants for real estate taxes, common area maintenance and other recoverable costs are recognized in the period that the expenses are incurred. Lease termination fees, which are included in rental income in the accompanying consolidated statements of operations, are recognized when the related leases are canceled and we have no continuing obligation to provide services to such former tenants.

We recognize gains on sales of real estate pursuant to the provisions of Statement of Financial Accounting Standards (FAS) No. 66, Accounting for Sales of Real Estate (FAS 66). The specific timing of a sale is measured against various criteria in FAS 66 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the property. If the sales criteria are not met, we defer gain recognition and account for the continued operations of the property by applying the finance, profit-sharing or leasing method. If the sales criteria have been met, we further analyze whether profit recognition is appropriate using the full accrual method. If the criteria to recognize profit using the full accrual method have not been met, we defer the gain and recognize it when the criteria are met or use the installment or cost recovery method as appropriate under the circumstances.

**Monitoring of Rents and Other Receivables.** We maintain an allowance for estimated losses that may result from the inability of tenants to make required payments. If a tenant fails to make contractual payments beyond any allowance, we may recognize bad debt expense in future periods equal to the amount of unpaid rent and deferred rent. We generally do not require collateral or other security from our tenants, other than security deposits or letters of credit. If our estimates of collectibility differ from the cash received, the timing and amount of our reported revenue could be impacted.

**Stock-Based Compensation.** We have awarded stock-based compensation to certain key employees and members of our Board of Directors in the form of stock options and long-term incentive plan units (LTIP units). These awards are accounted for under FAS No. 123R (revised 2004), Share-Based Payment (FAS 123R), which was effective beginning January 1, 2006. We had no stock-based compensation awards outstanding prior to our IPO in October 2006. This pronouncement requires that we estimate the fair value of the awards and recognize this value over the requisite vesting period. We utilize a Black-Scholes model to calculate the fair value of options, which uses assumptions related to the stock, including volatility and dividend yield, as well as assumptions related to the stock award itself, such as the expected term and estimated forfeiture rate. Option valuation models require the input of somewhat subjective assumptions for which we have relied on observations of both historical trends and implied estimates as determined by independent third parties. For LTIP units, the fair value is based on the market value of our common stock on the date of grant and a discount for post-vesting restrictions estimated by a third-party consultant.

**Financial Instruments.** The estimated fair values of financial instruments are determined using available market information and appropriate valuation methods. Considerable judgment is necessary to interpret market data and



develop estimated fair values. The use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts. Accordingly, estimated fair values are not necessarily indicative of the amounts that could be realized in current market exchanges.

Interest Rate Agreements. We manage our interest rate risk associated with borrowings by obtaining interest rate swap and interest rate cap contracts. No other derivative instruments are used. We recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value and the changes in fair value must be reflected as income or expense. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income, which is a component of our stockholders' equity account. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings.

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## Results of Operations

The comparability of our results of operations between 2008, 2007 and 2006 is affected by our acquisition and repositioning activities in all years presented. This includes the acquisition of four office properties, three multifamily properties and the fee interest in one parcel of land that we lease to a third-party under a long-term ground lease that we acquired from our non-predecessor entities at the time of our IPO. This also includes nine office properties, one multifamily property and the remaining fee interest in one parcel of land that we acquired from unaffiliated entities subsequent to our IPO. As a consequence, our results are not comparable from period to period due to the varying timing of individual property acquisitions, the impact of the IPO/formation transactions and lease up or increased vacancy resulting from repositioning activities.

Our repositioning efforts have also impacted our operating results, and we expect that to continue. In our office portfolio, our repositioning properties include Warner Center Towers, The Trillium and Bishop Place for all periods presented. In addition, Harbor Court, Sherman Oaks Galleria and 9601 Wilshire were repositioning properties in 2006. Our acquisition properties in our office portfolio include Brentwood Court, Brentwood Medical Plaza, Brentwood San Vicente Medical and San Vicente Plaza, which were acquired at the time of our IPO, as well as Century Park West and Cornerstone Plaza, which were acquired in 2007. During 2008, we acquired the Honolulu Club and a portfolio of six properties as described in Note 3 to the consolidated financial statements in Item 8 of this Report. As of December 31, 2008, the repositioning and acquisition properties represented 48.9% of our total office portfolio based on rentable square feet. In addition, during the three years we acquired four properties in our multifamily portfolio: Royal Kunia in March 2006 and Barrington/Kiowa, Barry and Kiowa at the time of our IPO. As of December 31, 2008, our multifamily acquisitions represented 18.4% of the total units in our multifamily portfolio. During the periods discussed, we had no multifamily repositioning properties.

As discussed under “Basis of Presentation”, our results of operations for 2006 contain the consolidated results of Douglas Emmett, Inc. and its subsidiaries, including our operating partnership, for the period from October 31, 2006 through December 31, 2006. The results of operations for the period January 1, 2006 through October 30, 2006 consist of our predecessor, which includes the accounts of DERA and the institutional funds. In our analysis below, we have combined the results for the year ended December 31, 2006 to compare to our consolidated results for 2007.

Comparison of year ended December 31, 2008 to year ended December 31, 2007

### Revenue

#### Office Revenue

**Total Office Revenue.** Total office revenue consists of rental revenue, tenant recoveries and parking and other income. Total office portfolio revenue increased by \$68.8 million, or 14.7%, to \$537.4 million for 2008 compared to \$468.6 million for 2007 for the reasons described below.

**Rental Revenue.** Rental revenue includes rental revenues from our office properties, percentage rent on the retail space contained within office properties, and lease termination income. Total office rental revenue increased by \$56.6 million, or 15.0%, to \$433.5 million for 2008 compared to \$376.9 million for 2007. The increase is due to \$45.9 million of incremental rent from the nine properties we acquired subsequent to the beginning of 2007, as well as increases in average rental rates for new and renewal leases across our existing office portfolio.

**Parking and Other Income.** Total office parking and other income increased by \$10.1 million, or 16.5%, to \$71.5 million for 2008 compared to \$61.4 million for 2007. The increase is primarily due to incremental revenues of \$6.7 million from the nine properties we acquired subsequent to the beginning of 2007, as well as increases in parking rates implemented across the portfolio and increases in ground rent income.

#### Multifamily Revenue

**Total Multifamily Revenue.** Total multifamily revenue consists of rent, parking income and other income. Total multifamily revenue decreased by \$0.3 million, or 0.5%, to \$70.7 million for 2008 compared to \$71.1 million for 2007. The decrease is primarily due to \$3.1 million in amortization of below-market leases for certain multifamily units initially recorded at the time of our IPO and formation that were fully amortized during the second quarter of 2008, thus causing a decline when comparing 2007 to 2008. This decrease was partially offset by an increase of \$2.2 million resulting from increased occupancy and an increase in rents charged to both new and existing tenants, including increases for select Santa Monica multifamily units. These units were under leases signed prior to a 1999 change in California Law that allows landlords to reset rents to market rates when a tenant moves out. Therefore, a portion of the multifamily increase was due to the rollover to market rents of several of these rent-controlled units, or “Pre-1999 Units”, since January 1, 2007.

### Operating Expenses

**Office Rental Expenses.** Total office rental expenses increased by \$17.5 million, or 11.8%, to \$166.1 million for 2008 compared to \$148.6 million for 2007. The increase is primarily due to \$21.0 million of incremental operating expenses from the nine properties we acquired subsequent to the beginning of 2007. The increase was offset by a net reduction in various operating expenses in our existing portfolio, consisting primarily of lower property tax accruals offset by higher utility expenses.

**Depreciation and Amortization.** Depreciation and amortization expense increased \$38.4 million, or 18.3%, to \$248.0 million for 2008 compared to \$209.6 million for 2007. The increase was primarily due to incremental depreciation and amortization of \$28.0 million from the nine properties we acquired subsequent to the beginning of 2007, as well as the finalization of the purchase price allocation and related lives of real estate assets combined at the time of our IPO/formation transactions.

### Non-Operating Income and Expenses

**Interest and Other Income.** Interest and other income of \$0.7 million in 2007 consisted of interest income earned on the investment of excess cash. In 2008, interest and other income of \$3.6 million consisted primarily of interest income and the allocation of operating results related to our institutional fund, Douglas Emmett Fund X, LLC, as well as miscellaneous income from the temporary operation of the Honolulu Athletic Club during 2008. See Note 3 and Note 19 to our consolidated financial statements in Item 8 of this Report.

**Interest Expense.** Interest expense increased \$33.1 million, or 20.6%, to \$193.7 million for 2008 compared to \$160.6 million for 2007. The increase for the comparable periods was primarily due to an increase in outstanding borrowings during 2008 to fund property acquisitions, including the six properties acquired in March 2008 that were contributed to Fund X in October 2008, and for general corporate purposes. See Note 19 to our consolidated financial statements in Item 8 of the Report.

### Comparison of year ended December 31, 2007 to year ended December 31, 2006

#### Revenue

##### Office Revenue

**Total Office Revenue.** Total office revenue consists of rental revenue, tenant recoveries and parking and other income. Total office portfolio revenue increased by \$90.1 million, or 23.8%, to \$468.6 million for 2007 compared to \$378.5 million for 2006 for the reasons described below.

**Rental Revenue.** Rental revenue includes rental revenues from our office properties, percentage rent on the retail space contained within office properties, and lease termination income. Total office rental revenue increased by \$61.8 million, or 19.6%, to \$376.9 million for 2007 compared to \$315.1 million for 2006. This increase is primarily due to incremental rent from the four properties we acquired at the time of our IPO in October 2006, the two additional properties we acquired in the second and fourth quarters of 2007 as described above, and gains in occupancy at our repositioning properties. Rent also increased for the remainder of our office portfolio that was not acquired or repositioned during the periods presented, primarily due to gains in occupancy and increases in average rental rates for new and renewal leases signed since January 1, 2006. In addition, we recognized approximately \$25.7 million of incremental rent related to the amortization of net below-market rents that resulted from the mark to market adjustments to our leases that we recorded in connection with our IPO.

**Tenant Recoveries.** Total office tenant recoveries increased by \$9.6 million, or 46.6%, to \$30.3 million for 2007 compared to \$20.6 million for 2006 primarily due to incremental recoveries from the four properties acquired in the fourth quarter of 2006, and the two additional properties we acquired in 2007. The overall increase is also attributable

to increases in tenant recoveries at our repositioning properties resulting from increases in occupancy, as well as an increase in recoverable scheduled services, payroll expense and property taxes as described in office rental expenses below.

**Parking and Other Income.** Total office parking and other income increased by \$18.6 million, or 43.5%, to \$61.4 million for 2007 compared to \$42.8 million for 2006. This increase was primarily due to gains in occupancy in our repositioning and acquisition properties and parking rate increases implemented in July 2006 and July 2007 across the portfolio.

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### Multifamily Revenue

**Total Multifamily Revenue.** Total multifamily revenue consists of rent, parking income and other income. Total multifamily revenue increased by \$14.0 million, or 24.4%, to \$71.1 million for 2007 compared to \$57.1 million for 2006, primarily due to the three multifamily property acquisitions in our IPO/formation transactions, as well as Villas at Royal Kunia, which we acquired in March 2006. In addition, a significant number of our Santa Monica multifamily units were under leases signed prior to a 1999 change in California Law that allows landlords to reset rents to market rates when a tenant moves out. A portion of the multifamily increase was due to the rollover to market rents of several of these rent-controlled units, or "Pre-1999 Units", since January 1, 2006. The remainder of the increase was primarily due to increases in rents charged to other existing and new tenants. In addition, we recognized approximately \$6.4 million of incremental rent related to the amortization of net below-market rents that resulted from the mark to market adjustments to our leases that we recorded in connection with our IPO.

### Operating Expenses

**Office Rental Expenses.** Total office rental expense increased \$17.7 million, or 13.5%, to \$148.6 million for 2007 compared to \$130.9 for 2006. Expenses increased due to higher levels of scheduled services, payroll expense and property tax expense, reflecting both additional properties acquired at and after our IPO, as well as higher costs at existing properties between comparative periods. The increased expense was offset by lower operating expenses in 2007 that resulted from the elimination of fees for property management services, which were provided by Douglas, Emmett and Company (DECO) in 2006 prior to the acquisition and consolidation of DECO in the IPO/formation transactions.

**General and Administrative Expenses.** General and administrative expenses for 2007 decreased \$26.6 million to \$21.5 million for 2007, compared to \$48.1 million for 2006. The level of general and administrative expenses for 2006 was primarily attributable to one-time non-cash compensation costs at the time of our IPO totaling approximately \$27.7 million and the payment by our predecessor of \$13.2 million in one-time discretionary cash bonuses prior to the consummation of our IPO. There were no such costs during 2007, however, these savings were partially offset by publicly-traded REIT-related costs subsequent to our IPO, including legal and audit fees, directors and officers insurance and costs related to our compliance with section 404 of Sarbanes-Oxley.

**Depreciation and Amortization.** Depreciation and amortization expense increased \$81.6 million, or 63.8%, to \$209.6 million for 2007 compared to \$128.0 million for 2006. The increase was primarily due to depreciation of the higher cost basis for each existing property in our portfolio as a result of recording these real estate assets at market value in connection with our IPO and formation transactions, as well as incremental depreciation related to the ten office and multifamily properties we acquired as described above.

### Non-Operating Income and Expenses

**Gain on Investments in Interest Rate Contracts, Net.** We recognized a net gain of \$6.8 million on investments in interest rate contracts in 2006 due to changes in the fair market value of our in-place interest rate swap contracts during the ten-month period of 2006 prior to our IPO/formation transactions. In conjunction with our IPO, we entered into a series of interest rate swaps that effectively offset any future changes in the fair value of our predecessor's existing interest rate contracts. Therefore, no comparable gain or loss was recognized during 2007.

**Interest Expense.** Interest expense increased \$38.5 million, or 31.5%, to \$160.6 million for 2007 compared to \$122.2 million for 2006. The increase was primarily due to an increase in our average outstanding debt related to the \$545 million borrowed in the fourth quarter of 2006 to fund a portion of the formation transactions related to our IPO and an additional \$150 million borrowed during the second quarter of 2007 to fund repurchase of our equity and the purchase of our new property in Century City. The remaining increase in interest expense was primarily due to borrowings outstanding under our corporate revolver during 2007 to fund additional repurchases of our equity and the purchase of our new property in the Olympic Corridor.

Deficit Distributions to Minority Partners, Net. Deficit distributions to minority partners, net, was a \$10.6 million net distribution for 2006. The expense was primarily due to cash distributions to limited partners exceeding the carrying amount of minority interest in the institutional funds included in our predecessor. This category was not applicable subsequent to our IPO and therefore no such amount was recorded in 2007.

Minority Interests. Minority interest income totaling \$5.7 million was recognized for 2007 compared to minority expense of \$25.9 million expense for 2006. The amount in 2006 represents the limited partners' ownership interest in our predecessor, including a preferred minority investor. The amount in 2007 represents the portion of results attributable to minority ownership interests in our operating partnership.

## Liquidity and Capital Resources

### Available Borrowings, Cash Balances and Capital Resources

In October 2008, we completed the initial closing of Fund X. As of the date of its initial closing, Fund X had obtained equity commitments totaling \$300 million, of which we committed \$150 million and certain of our officers committed \$2.25 million on the same terms as the other investors. Fund X contemplates a fund raising period until July 2009 and an investment period of up to four years from the initial closing, followed by a ten-year value creation period. With limited exceptions, Fund X will be our exclusive investment vehicle during its investment period, using the same underwriting and leverage principles and focusing primarily on the same markets as we have. See Note 3 to our consolidated financial statements in Item 8 of this Report for further description of the acquisition and Note 6 to our consolidated financial statements in Item 8 of this Report for further description of the debt.

We had total indebtedness of \$3.7 billion at December 31, 2008, excluding a loan premium representing the mark-to-market adjustment on variable rate debt assumed from our predecessor. Our debt increased \$592 million from December 31, 2007 primarily as a result of acquisitions as discussed in Note 3 to our consolidated financial statements in Item 8 of this Report. See Note 6 to our consolidated financial statements in Item 8 of this Report for further description of the debt.

We have a revolving credit facility with a group of banks led by Bank of America, N.A. and Banc of America Securities LLC totaling \$370 million. At December 31, 2008, there was approximately \$320.7 million available to us under this credit facility. This revolving credit facility bears interest at a rate per annum equal to either LIBOR plus 70 basis points or Federal Funds Rate plus 95 basis points if the amount outstanding is \$262.5 million or less. However, if the amount outstanding is greater than \$262.5 million, the credit facility bears interest at a rate per annum equal to either LIBOR plus 80 basis points or Federal Funds Rate plus 105 basis points. The facility is scheduled to mature on October 30, 2009 but has two one-year extensions available to us. In the current economic environment and credit market, there is a chance that we may not meet the criteria necessary to utilize the extensions, or the availability under the facility may be reduced upon extension. We have used our revolving credit facility for general corporate purposes, including acquisition funding, redevelopment and repositioning opportunities, tenant improvements and capital expenditures, share equivalent repurchases, recapitalizations and working capital.

We have historically financed our capital needs through short-term lines of credit and long-term secured mortgages of which have been at floating rates. To mitigate the impact of fluctuations in short-term interest rates on our cash flow from operations, we generally enter into interest rate swap or interest rate cap agreements. At December 31, 2008, 98% of our debt was effectively fixed at an overall rate of 5.14% (on an actual / 360-day basis) by virtue of interest rate swap and interest rate cap agreements in place at the end of the reporting period. See Notes 6 and 8 to our consolidated financial statements in Item 8 of this Report.

At December 31, 2008, our total borrowings under secured loans represented 64.3% of our total market capitalization of \$5.7 billion. Total market capitalization includes our consolidated debt and the value of common stock and operating partnership units each based on our common stock closing price at December 31, 2008 on the New York Stock Exchange of \$13.06 per share.

The nature of our business, and the requirements imposed by REIT rules that we distribute a substantial majority of our income on an annual basis, will cause us to have substantial liquidity needs over both the short term and the long term. In 2008 we declared an annual dividend of \$0.75 per share, paid quarterly following the end of each quarter.

We expect to meet our short-term liquidity requirements generally through cash provided by operations and, if necessary, by drawing upon our senior secured revolving credit facility. We anticipate that cash provided by



operations and borrowings under our senior secured revolving credit facility will be sufficient to meet our liquidity requirements for at least the next 12 months.

Our long-term liquidity needs consist primarily of funds necessary to pay for acquisitions, redevelopment and repositioning of properties, non-recurring capital expenditures, and repayment of indebtedness at maturity. We do not expect that we will have sufficient funds on hand to cover all of these long-term cash requirements. We will seek to satisfy these needs through cash flow from commitments to Fund X, operations, long-term secured and unsecured indebtedness, the issuance of debt and equity securities, including units in our operating partnership, property dispositions and joint venture transactions. We have historically financed our operations, acquisitions and development, through the use of our revolving credit facility or other short term acquisition lines of credit, which we subsequently repay with long-term secured floating rate mortgage debt. To mitigate the impact of fluctuations in short-term interest rates on our cash flow from operations, we generally enter into interest rate swap or interest rate cap agreements at the time we enter into term borrowings.

#### Commitments

The following table sets forth our principal obligations and commitments, excluding periodic interest payments, as of December 31, 2008:

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Contractual Obligations	Total	Payment due by period (in thousands)			
		Less than 1 year	1-3 years	4-5 years	Thereafter
Long-term debt obligations(1)	\$ 3,672,300	\$ 49,300	\$ 18,000	\$ 3,053,080	\$ 551,920
Minimum lease payments	7,426	707	1,466	1,466	3,787
Purchase commitments related to capital expenditures associated with tenant improvements and repositioning and other purchase obligations	1,153	1,153	-	-	-
Total	\$ 3,680,879	\$ 51,160	\$ 19,466	\$ 3,054,546	\$ 555,707

(1) Includes \$18 million of debt carried by the Honolulu Club joint venture in which we held a 66.7% interest and \$365 million of debt carried by Fund X in which we held a 50% interest of the common equity.

#### Off-Balance Sheet Arrangements

At December 31, 2008, we did not have any off balance sheet financing arrangements.

#### Cash Flows

Cash and cash equivalents were \$8.7 million and \$5.8 million, respectively, at December 31, 2008 and 2007.

Net cash provided by operating activities increased \$28.0 million to \$182.8 million for 2008 compared to \$154.8 million for 2007. The increase in 2007 reflects higher net cash flow from existing properties that generated improved results, as well as incremental cash flow from acquired properties.

Net cash used in investing activities increased \$511.8 million to \$684.6 million for 2008 compared to \$172.8 million for 2007. The increase was primarily due to a higher level of spending on property acquisitions in the 2008 period compared to the 2007 period.

Net cash provided by financing activities increased \$485.3 million to \$504.6 million for 2008 compared to \$19.3 million for 2007. The comparative difference was primarily due to the increased level of borrowings associated with property acquisitions in 2008 as compared to the use of funds primarily for equity repurchases in 2007.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We use derivative financial instruments to manage, or hedge, interest rate risks related to our borrowings. In conjunction with our IPO, we entered into two new series of interest rate swap and interest rate cap contracts. The first series effectively offset all future changes in fair value from our existing interest rate swap and interest rate cap contracts, and the second series effectively replaced the existing interest rate contracts and qualified for cash flow hedge accounting under FAS No. 133, Accounting for Derivative Instruments and Hedging Activities (FAS 133), as amended and interpreted. We only enter into contracts with major financial institutions based on their credit rating and other factors. For a description of our interest rate contracts, please see Note 8 to our consolidated financial statements contained in this Report.

As of December 31, 2008, approximately 98% (or \$3.61 billion) of our total outstanding debt of \$3.67 billion, excluding loan premiums, was subject to floating interest rates which were effectively fixed by virtue of interest rate contracts. The remaining \$67.3 million, including \$18 million of debt held by a consolidated joint venture in which we own a two-thirds interest, bears interest at a floating rate and was not mitigated by interest rate contracts. Based on the level of variable rate debt outstanding at December 31, 2008, by virtue of the mitigating effect of our interest rate contracts, a 50 basis point change in LIBOR would result in an annual impact to earnings of approximately \$337.

As of December 31, 2007, approximately 94% (or \$2.90 billion) of our total outstanding debt of \$3.08 billion, excluding loan premiums, was subject to floating interest rates which were effectively fixed by virtue of interest rate contracts. The remaining \$180.5 million bears interest at a floating rate and was not mitigated by interest rate contracts. Based on the level of variable rate debt outstanding at December 31, 2007, by virtue of the mitigating effect of our interest rate contracts, a 50 basis point change in LIBOR would result in an annual impact to earnings of approximately \$900.

We calculate interest sensitivity by computing the amount of floating rate debt not mitigated by interest rate contracts by the respective change in rate. The sensitivity analysis does not take into consideration possible changes in the balances or fair value of our floating rate debt.

Item 8. Financial Statements and Supplementary Data

All information required by this item is listed in the Index to Financial Statements in Part IV, Item 15(a)(1).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of December 31, 2008, the end of the period covered by this Report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2008 our disclosure controls and procedures were effective at the reasonable assurance level such that the information relating to us and our consolidated subsidiaries required to be disclosed in our SEC reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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There have not been any changes in our internal control over financial reporting that occurred during the fiscal quarter ended December 31, 2008, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting and the Report of Independent Registered Public Accounting Firm thereon appear at pages F-1 and F-3, respectively, and are incorporated herein by reference.

Item 9B. Other Information

None

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## PART III

## Item 10. Directors, Executive Officers and Corporate Governance

Information regarding our directors, executive officers and corporate governance is incorporated by reference to the information set forth under the caption “Directors and Executive Officers” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2008.

We have adopted a Code of Business Conduct and Ethics for all of our employees, including our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer, which is a “code of ethics” as defined by applicable rules of the SEC. The purpose of the code is to ensure that our business is conducted in a consistently legal and ethical matter. We have posted the text of the code on our website at [www.douglasemmett.com](http://www.douglasemmett.com). If we make any amendments to this code other than technical, administrative or other non-substantive amendments, or grant any waivers, including implicit waivers, from a provision of this code to our Chief Executive Officer, Chief Financial officer or Principal Accounting Officer, we will disclose the nature of any such amendment or waiver to the code, its effective date and to whom it applies, on our website or in a report on Form 8-K filed with the SEC. We will provide a copy of our code or our Annual Report on Form 10-K free of charge to any person upon request by writing to us at the following address: Douglas Emmett, Inc., 808 Wilshire Blvd., Santa Monica, California 90401, Attn: Corporate Secretary.

## Item 11. Executive Compensation

Information regarding executive compensation is incorporated by reference to the information set forth under the caption “Compensation of Directors and Executive Officers” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2008.

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

## Securities Authorized for Issuance Under Equity Compensation Plan

The following table provides information as of December 31, 2008 with respect to shares of our common stock that may be issued under our existing stock incentive plan (in thousands, except price per option):

Plan Category	Number of shares of common stock to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of shares of common stock remaining available for future issuance under equity compensation plans (excluding shares reflected In column (a))
Equity compensation Plans approved by stockholders	8,057	\$21.26	7,088

For a description of our 2006 Omnibus Stock Incentive Plan, please see Note 13 to our consolidated financial statements included in this Report. We did not have any other equity compensation plans as of December 31, 2008.

Information regarding security ownership of certain beneficial owners and management is incorporated by reference to the information set forth under the caption “Voting Securities of Principal Stockholders and Management” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2008.

## Item 13. Certain Relationships and Related Transactions, and Director Independence

Information regarding certain relationships and related transactions is incorporated by reference to the information set forth under the caption "Certain Transactions" in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2008.

Item 14. Principal Accountant Fees and Services

Information regarding accounting fees and disclosures is incorporated by reference to the information set forth under the caption "Fees Paid to Independent Auditors" in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2008.

PART IV.

Item 15. Exhibits and Financial Statement Schedules

(a) and (c) Financial Statements and Financial Statement Schedule

Index to Financial Statements.

	Page No.
1. The following financial statements of the Company and the Reports of Ernst & Young LLP, Independent Registered Public Accounting Firm, are included in Part IV of this Report on the pages indicated:	
Report of Management on Internal Control Over Financial Reporting	F-1
Report of Independent Registered Public Accounting Firm	F-2
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	F-3
Consolidated Balance Sheets as of December 31, 2008 and 2007	F-4
Consolidated Statements of Operations for the years ended December 31, 2008 and 2007, for the period from October 31, 2006 through December 31, 2006, and for the period from January 1, 2006 through October 30, 2006 (Predecessor)	F-5
Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2008 and 2007, for the period from October 31, 2006 through December 31, 2006, and for the period from January 1, 2006 through October 30, 2006 (Predecessor)	F-6
Consolidated Statements of Cash Flows for the years ended December 31, 2008 and 2007, for the period from October 31, 2006 through December 31, 2006, and for the period from January 1, 2006 through October 30, 2006 (Predecessor)	F-7
Notes to Consolidated Financial Statements	F-8
Schedule III-Real Estate and Accumulated Depreciation as of December 31, 2008	F-33
All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or notes thereto.	

(b) Exhibits

- 3.1 Articles of Amendment and Restatement of Douglas Emmett, Inc. (6)
- 3.2 Amended and Restated Bylaws of Douglas Emmett, Inc. (6)
- Certificate of Correction to Articles of Amendment and Restatement of
- 3.3 Douglas Emmett, Inc.(2)
- 4.1 Form of Certificate of Common Stock of Douglas Emmett, Inc.(4)

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- Form of Agreement of Limited Partnership of Douglas Emmett Properties,  
10.1 LP. (4)  
Amended and Restated Discount MBS Multifamily Note for \$153,630,000  
10.2 between Fannie Mae and Barrington Pacific, LLC, dated June 1, 2007. (7)  
Amended and Restated Discount MBS Multifamily Note for \$46,400,000  
10.3 between Fannie Mae and Barrington Pacific, LLC, dated June 1, 2007. (7)  
Amended and Restated Discount MBS Multifamily Note for \$43,440,000  
10.4 between Fannie Mae and Shores Barrington LLC, dated June 1, 2007. (7)  
Amended and Restated Discount MBS Multifamily Note for \$144,610,000  
10.5 between Fannie Mae and Shores Barrington LLC, dated June 1, 2007. (7)  
Discount MBS Multifamily Note for \$111,920,000 between Fannie Mae and  
10.6 DEG Residential, LLC, dated June 1, 2007. (7)  
Form of Registration Rights Agreement among Douglas Emmett, Inc. and  
10.7 the persons named therein. (1)  
Form of Indemnification Agreement between Douglas Emmett, Inc. and its  
10.8 directors and officers. (3)  
10.9 Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan. (8) +  
10.10 Form of Stock Option Agreement. (3)  
10.11 Form of LTIP Unit Award Agreement. (4) +  
10.12 \$170,000,000 Loan Agreement dated as of August 25, 2005 among Douglas  
Emmett 1993, LLC, the lenders party thereto, Eurohypo AG, New York  
Branch, and Barclays Capital Real Estate Inc. (3)  
10.13 \$260,000,000 Loan Agreement dated as of August 25, 2005 among Douglas  
Emmett 1995, LLC, the lenders party thereto, Eurohypo AG, New York  
Branch, and Barclays Capital Real Estate Inc. (3)  
10.14 \$215,000,000 Loan Agreement dated as of August 25, 2005 among Douglas  
Emmett 1996, LLC, the lenders party thereto, Eurohypo AG, New York  
Branch, and Barclays Capital Real Estate Inc. (3)  
10.15 \$425,000,000 Loan Agreement dated as of August 25, 2005 among Douglas  
Emmett 1997, LLC, Westwood Place Investors, LLC, the lenders party  
thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate  
Inc. (3)  
10.16 \$150,000,000 Loan Agreement dated as of August 25, 2005 among Douglas  
Emmett 1998, LLC, the lenders party thereto, Eurohypo AG, New York  
Branch, and Barclays Capital Real Estate Inc. (3)



- \$425,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 2000, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc. (3)
- 10.17 \$110,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 2002, LLC, DEG, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc. (3)
- 10.18 Joinder and Supplement Agreement dated as of August 25, 2005 among Douglas Emmett 2002, LLC, and DEG, LLC, made with reference to the Loan Agreement dated as of August 25, 2005 by and among Douglas Emmett 2002, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (3)
- 10.19 Form of LTIP Unit Designation. (4)
- 10.20 Form of Credit Agreement among Douglas Emmett 2006, LLC, Bank of America, N.A., Banc of America Securities, LLC, Bank of Montreal, Bayerische Landesbank, Wachovia Bank, N.A. and the other lenders party thereto. (4)
- 10.21 Form of Modification Agreement among Douglas Emmett 1993, LLC, Brentwood Plaza, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.22 Form of Modification Agreement among Douglas Emmett 1995, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.23 Form of Modification Agreement among Douglas Emmett 1996, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.24 Form of Modification Agreement among Douglas Emmett 1997, LLC, Westwood Place Investors, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.25 Form of Modification Agreement among Douglas Emmett 1998, LLC, Brentwood Court, Brentwood-San Vicente Medical, Ltd., the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.26 Form of Modification Agreement among Douglas Emmett 2000, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.27 Form of Modification Agreement among Douglas Emmett 2002, LLC, DEG, LLC, San Vicente Plaza, Owensmouth/Warner, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.28 Form of Joinder and Supplement Agreement among Douglas Emmett 1993, LLC and Brentwood Plaza made with reference to the Modification Agreement among Douglas Emmett 1993, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.29 Form of Joinder and Supplement Agreement among Douglas Emmett 1998, LLC, Brentwood Court and Brentwood-San Vicente Medical, Ltd. made with reference to the Modification Agreement among Douglas Emmett 1998, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.30 Form of Joinder and Supplement Agreement among Douglas Emmett 2002, LLC, DEG, LLC, San Vicente Plaza and Owensmouth/Warner, LLC made with reference to the Modification Agreement among Douglas Emmett 2002, LLC, DEG, LLC, the lenders party thereto and Eurohypo AG, New York Branch. (4)
- 10.31 Adjustable Rate Multifamily Note for \$7,750,000 between Fannie Mae and Douglas Emmett Residential 2006, LLC, dated June 1, 2007. (7)
- 10.32 Adjustable Rate Multifamily Note for \$7,150,000 between Fannie Mae and Douglas Emmett Residential 2006, LLC, dated June 1, 2007. (7)
- 10.33 Adjustable Rate Multifamily Note for \$3,100,000 between Fannie Mae and Douglas Emmett Residential 2006, LLC, dated June 1, 2007. (7)
- 10.34 Second Amendment to Credit Agreement and Reaffirmation of Loan Documents Entered into as of August 31, 2007, by and among Douglas Emmett 2006, LLC; Bank Of America, N.A.; BMO

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- Capital Markets Financing, Inc.; Bayerische Landesbank; ING Real Estate Finance (USA) LLC; and Bank Of America, N.A. (12)  
\$18,000,000 Loan Agreement dated as of February 12, 2008 among DEG III, LLC and Wells
- 10.36 Fargo Bank, National Association. (9)  
\$340,000,000 Loan Agreement dated as of March 18, 2008 among Douglas Emmett 2007, LLC; Douglas Emmett Realty Fund 2002; Douglas Emmett 1995, LLC; the lenders party thereto,
- 10.37 EuroHypo AG and ING Real Estate (USA), LLC. (9)  
\$380,000,000 Loan Agreement dated as of March 26, 2008 among Douglas Emmett 2008, LLC;
- 10.38 the lenders party thereto and General Electric Capital Corporation. (9)  
Employment agreement dated October 23, 2006 between Douglas Emmett, Inc., Douglas
- 10.39 Emmett Properties, LP and Jordan L. Kaplan. (10) +  
Employment agreement dated October 23, 2006 between Douglas Emmett, Inc., Douglas
- 10.40 Emmett Properties, LP and Kenneth Panzer. (10) +  
Employment agreement dated October 23, 2006 between Douglas Emmett, Inc., Douglas
- 10.41 Emmett Properties, LP and William Kamer. (10) +  
\$365,000,000 Loan Agreement dated as of August 18, 2008 among Douglas Emmett 2008, LLC,
- 10.42 the lenders party thereto and EuroHypo AG. (11)
- 21.1 List of Subsidiaries of the Registrant.
- 23.1 Consent of Independent Registered Public Accounting Firm.

- 31.1 Certificate of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certificate of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certificate of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (5)
- 32.2 Certificate of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (5)

+Denotes management contract or compensatory plan, contract or arrangement

- Previously filed with the Form S-11 filed by the Registrant on June 16, 2006 and incorporated herein by
- (1) this reference.
  - (2) Previously filed with Amendment No. 1 to the Form S-11 filed by the Registrant on August 4, 2006 and incorporated herein by this reference.
  - (3) Previously filed with Amendment No. 2 to the Form S-11 filed by the Registrant on September 20, 2006 and incorporated herein by this reference.
  - (4) Previously filed with Amendment No. 3 to the Form S-11 filed by the Registrant on October 3, 2006 and incorporated herein by this reference.
  - (5) In accordance with SEC Release No. 33-8212, the following exhibit is being furnished, and is not being filed as part of this Report or as a separate disclosure document, and is not being incorporated by reference into any Securities Act of 1933 registration statement.
  - (6) Previously filed with Amendment No. 6 to the Form S-11 filed by the Registrant on October 19, 2006.
  - (7) Previously filed with the Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 filed by the Registrant on August 10, 2007 and incorporated herein by this reference.
  - (8) Previously filed with the Form S-8 filed by the Registrant on December 21, 2007 and incorporated herein by this reference.
  - (9) Previously filed with the Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 filed by the Registrant on May 8, 2008 and incorporated herein by this reference.
  - (10) Copy originally filed with Amendment No. 3 to the Form S-11 filed by the Registrant on October 3, 2006; re-filed with the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 filed on August 7, 2008 to include conformed signatures.
  - (11) Previously filed with the Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 filed by the Registrant on November 6, 2008 and incorporated herein by this reference.
  - (12) Previously filed with the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed by Registrant on February 22, 2008 and incorporated herein by this reference.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

DOUGLAS EMMETT, INC.

Dated: February 25, 2009

By: /s/ JORDAN L. KAPLAN  
Jordan L. Kaplan  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Signature	Title
/s/ JORDAN L. KAPLAN Jordan L. Kaplan	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ WILLIAM KAMER William Kamer	Chief Financial Officer (Principal Financial Officer)
/s/ GREGORY R. HAMBLBY Gregory R. Hamblby	Chief Accounting Officer (Principal Accounting Officer)
/s/ DAN A. EMMETT Dan A. Emmett	Chairman of the Board
/s/ KENNETH M. PANZER Kenneth M. Panzer	Chief Operating Officer and Director
/s/ LESLIE E. BIDER Leslie E. Bider	Director
/s/ VICTOR J. COLEMAN Victor J. Coleman	Director
/s/ GHEBRE SELASSIE MEHRETEAB Ghebre Selassie Mehreteab	Director
/s/ THOMAS E. O'HERN	

Thomas E. O'Hern Director

/s/ DR. ANDREA L. RICH  
Dr. Andrea L. Rich Director

/s/ WILLIAM WILSON III  
William Wilson III Director

Each of the above signatures is affixed as of February 25, 2009.

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Report of Management on Internal Control over Financial Reporting

The management of Douglas Emmett, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934.

Our system of internal control is designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of our financial statements for external reporting purposes in accordance with United States generally accepted accounting principles. Our management, including the undersigned Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2008. In conducting its assessment, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework. This framework consists of eight components: internal environment, objective setting, event identification, risk assessment, risk response, control activities, information and communication, and monitoring. Based on this assessment, management concluded that, as of December 31, 2008, our internal control over financial reporting was effective based on those criteria.

Management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures, or our internal controls will prevent all error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

The effectiveness of our internal control over financial reporting as of December 31, 2008, has been audited by Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this annual report, as stated in their report appearing on page F-3, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2008.

/s/ JORDAN L. KAPLAN

Jordan L. Kaplan  
Chief Executive Officer

/s/ WILLIAM KAMER

William Kamer  
Chief Financial Officer

February 25, 2009

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of  
Douglas Emmett, Inc.

We have audited the accompanying consolidated balance sheets of Douglas Emmett, Inc. (the “Company”) as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders’ equity (deficit), and cash flows for the years ended December 31, 2008 and 2007 and for the period from October 31, 2006 through December 31, 2006, and of Douglas Emmett Realty Advisors, Inc. and subsidiaries (the “predecessor”), as defined in Note 1, for the period from January 1, 2006 through October 30, 2006. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Douglas Emmett, Inc. at December 31, 2008 and 2007, and the consolidated results of its operations and its cash flows for the years ended December 31 2008, and 2007 and for the period from October 31, 2006 through December 31, 2006, and the consolidated results of the predecessor’s operations and cash flows for the period from January 1, 2006 through October 30, 2006, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Douglas Emmett, Inc.’s internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 24, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California  
February 24, 2009

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of  
Douglas Emmett, Inc.

We have audited Douglas Emmett, Inc.'s internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Douglas Emmett, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

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

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Douglas Emmett, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Douglas Emmett, Inc. as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the years ended December 31, 2008 and 2007, and for the period from October 31, 2006 to December 31, 2006, and of Douglas Emmett Realty Advisors, Inc. and subsidiaries for the period from January 1, 2006 to October 30, 2006, and our report dated February 24, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP



Los Angeles, California  
February 24, 2009

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Douglas Emmett, Inc.  
Consolidated Balance Sheets  
(in thousands, except share data)

	December 31, 2008	December 31, 2007
<b>Assets</b>		
Investment in real estate		
Land	\$ 900,213	\$ 825,560
Buildings and improvements	5,528,567	4,978,124
Tenant improvements and lease intangibles	552,536	460,486
	6,981,316	6,264,170
Less: accumulated depreciation	(490,125)	(242,114)
Net investment in real estate	6,491,191	6,022,056
Cash and cash equivalents	8,655	5,843
Tenant receivables, net	2,197	955
Deferred rent receivables, net	33,039	20,805
Interest rate contracts	176,255	84,600
Acquired lease intangible assets, net	18,163	24,313
Other assets	31,304	31,396
<b>Total assets</b>	<b>\$ 6,760,804</b>	<b>\$ 6,189,968</b>
<b>Liabilities</b>		
Secured notes payables, including loan premium	3,692,785	3,105,677
Accounts payable and accrued expenses	69,215	62,704
Security deposits	35,890	31,309
Acquired lease intangible liabilities, net	195,036	218,371
Interest rate contracts	407,492	129,083
Dividends payable	22,856	19,221
Other liabilities	57,316	-
<b>Total liabilities</b>	<b>4,480,590</b>	<b>3,566,365</b>
Minority interests	505,025	793,764
<b>Stockholders' Equity</b>		
Common stock, \$0.01 par value 750,000,000 authorized, 121,897,388 and 109,833,903 outstanding at December 31, 2008 and 2007, respectively	1,219	1,098
Additional paid-in capital	2,284,429	2,019,716
Accumulated other comprehensive income	(274,111)	(101,163)
Accumulated deficit	(236,348)	(89,812)
<b>Total stockholders' equity</b>	<b>1,775,189</b>	<b>1,829,839</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 6,760,804</b>	<b>\$ 6,189,968</b>

See notes to consolidated financial statements.



Douglas Emmett, Inc.  
Consolidated Statements of Operations  
(in thousands, except shares and per share data)

	Douglas Emmett, Inc.			The Predecessor
	Year Ending December 31, 2008	Year Ending December 31, 2007	October 31, 2006 to December 31, 2006	January 1, 2006 to October 30, 2006
<b>Revenues</b>				
<b>Office rental</b>				
Rental revenues	\$ 433,487	\$ 376,921	\$ 62,384	\$ 252,694
Tenant revenues	32,392	30,269	5,436	15,206
Parking and other income	71,498	61,379	9,746	33,039
<b>Total office revenues</b>	<b>537,377</b>	<b>468,569</b>	<b>77,566</b>	<b>300,939</b>
<b>Multifamily rental</b>				
Rental revenues	66,510	67,427	10,954	44,241
Parking and other income	4,207	3,632	420	1,488
<b>Total multifamily revenues</b>	<b>70,717</b>	<b>71,059</b>	<b>11,374</b>	<b>45,729</b>
<b>Total revenues</b>	<b>608,094</b>	<b>539,628</b>	<b>88,940</b>	<b>346,668</b>
<b>Operating Expenses</b>				
Office expense	166,124	148,582	26,375	104,524
Multifamily expense	17,079	18,735	3,260	15,041
General and administrative	22,646	21,486	30,201	17,863
Depreciation and amortization	248,011	209,593	32,521	95,456
<b>Total operating expenses</b>	<b>453,860</b>	<b>398,396</b>	<b>92,357</b>	<b>232,884</b>
<b>Operating income (loss)</b>	<b>154,234</b>	<b>141,232</b>	<b>(3,417)</b>	<b>113,784</b>
Gain on investments in interest contracts, net	-	-	-	6,795
Interest and other income	3,580	695	87	4,515
Interest expense	(193,727)	(160,616)	(26,213)	(95,938)
Deficit distributions to minority partners, net	-	-	-	(10,642)
<b>(Loss) income before minority interest</b>	<b>(35,913)</b>	<b>(18,689)</b>	<b>(29,543)</b>	<b>18,514</b>
<b>Minority Interests</b>				
Minority interests	7,920	5,681	8,952	(18,673)
Preferred minority investor	-	-	-	(16,203)
<b>Net loss</b>	<b>\$ (27,993)</b>	<b>\$ (13,008)</b>	<b>\$ (20,591)</b>	<b>\$ (16,362)</b>
<b>Net loss per common share - basic and diluted</b>	<b>\$ (0.23)</b>	<b>\$ (0.12)</b>	<b>\$ (0.18)</b>	<b>\$ (251,723)</b>
<b>Dividends declared per common share</b>	<b>\$ 0.75</b>	<b>\$ 0.70</b>	<b>\$ 0.12</b>	<b>\$ -</b>

Weighted average shares of common stock  
outstanding

- basic and diluted	120,725,928	112,645,587	115,005,860	65
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See notes to consolidated financial statements

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Douglas Emmett, Inc.  
 Consolidated Statements of Stockholders' Equity (Deficit)  
 (in thousands, except share amounts)

	Douglas Emmett, Inc.		Douglas Emmett, Inc.	The Predecessor
	Year Ending	Year Ending	October 31, 2006	January 1, 2006
	December 31,	December 31,	to	to
	2008	2007	December 31,	October 30,
			2006	2006
<b>Shares of Common Stock</b>				
Balance at beginning of period	109,833,903	115,005,860	65	65
Exchange of predecessor common stock for common stock of the company	-	-	(65)	-
Repurchase of common stock	-	(5,171,957)	-	-
Conversion of operating partnership units to common stock	12,032,532	-	-	-
Issuance of common stock	30,953	-	115,005,860	-
Balance at end of period	121,897,388	109,833,903	115,005,860	65
<b>Common Stock</b>				
Balance at beginning of period	\$ 1,098	\$ 1,150	\$ -	\$ -
Repurchase of common stock	-	(52)	-	-
Conversion of operating partnership units to common stock	120	-	-	-
Issuance of common stock	1	-	1,150	-
Balance at end of period	\$ 1,219	\$ 1,098	\$ 1,150	\$ -
<b>Additional Paid-in Capital</b>				
Balance at beginning of period	\$ 2,019,716	\$ 2,144,600	\$ 60,000	\$ -
Reclassify predecessor deficit to additional paid-in capital	-	-	(129,086)	-
Contributions	-	-	-	60,000
Repurchase of common stock	-	(125,133)	-	-
Conversion of operating partnership units to common stock	261,572	-	-	-
Issuance of common stock	667	-	2,202,040	-
Stock compensation	2,474	249	11,646	-
Balance at end of period	\$ 2,284,429	\$ 2,019,716	\$ 2,144,600	\$ 60,000
<b>Notes Receivable From Stockholders</b>				
Balance at beginning of period	\$ -	\$ -	\$ -	\$ -
Contributions	-	-	-	(60,000)
Receipt of amounts due under notes receivable from stockholders	-	-	-	60,000
Balance at end of period	\$ -	\$ -	\$ -	\$ -

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Accumulated Other Comprehensive Income								
Balance at beginning of period	\$	(101,163)	\$	415	\$	-	\$	-
Cash flow hedge adjustment		(172,948)		(101,578)		415		-
Balance at end of period	\$	(274,111)	\$	(101,163)	\$	415	\$	-
Accumulated Deficit								
Balance at beginning of period	\$	(89,812)	\$	(34,392)	\$	(129,086)	\$	(97,791)
Reclassify predecessor deficit to additional paid-in capital		-		-		129,086		-
Net loss		(27,993)		(13,008)		(20,591)		(16,362)
Distributions		-		-		-		(14,933)
Minority interests redemption adjustment		(27,377)		36,138		-		-
Dividends		(91,166)		(78,550)		(13,801)		-
Balance at end of period	\$	(236,348)	\$	(89,812)	\$	(34,392)	\$	(129,086)
Total Stockholders' Equity (Deficit)								
Balance at beginning of period	\$	1,829,839	\$	2,111,773	\$	(69,086)	\$	(97,791)
Net loss		(27,993)		(13,008)		(20,591)		(16,362)
Cash flow hedge adjustment		(172,948)		(101,578)		415		-
Comprehensive income		(200,941)		(114,586)		(20,176)		(16,362)
Issuance of common stock		668		-		2,203,190		-
Repurchase of common stock		-		(125,185)		-		-
Contributions		-		-		-		60,000
Distributions		-		-		-		(14,933)
Dividends		(91,166)		(78,550)		(13,801)		-
Conversion of operating partnership units to common stock		261,692		-		-		-
Minority interests redemption adjustment		(27,377)		36,138		-		-
Stock compensation		2,474		249		11,646		-
Balance at end of period	\$	1,775,189	\$	1,829,839	\$	2,111,773	\$	(69,086)

See notes to consolidated financial statements.

Douglas Emmett, Inc.  
Consolidated Statements of Cash Flows  
(in thousands)

	Year Ending December 31, 2008	Douglas Emmett, Inc. Year Ending December 31, 2007	October 31, 2006 to December 31, 2006	The Predecessor January 1, 2006 to October 30, 2006
<b>Operating Activities</b>				
Net loss	\$ (27,993)	\$ (13,008)	\$ (20,591)	\$ (16,362)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Minority interests	(7,920)	(5,681)	(8,952)	34,876
Deficit distributions to minority partners	-	-	-	10,642
Non-cash profit allocation to consolidated fund	(431)	-	-	-
Depreciation and amortization	248,011	209,593	32,521	95,456
Net accretion of acquired lease intangibles	(42,905)	(40,563)	(6,871)	(1,561)
Amortization of deferred loan costs	2,083	1,136	168	2,318
Amortization of loan premium	(4,742)	(4,475)	(721)	-
Non-cash market value adjustments on interest rate contracts	13,805	14,266	2,561	(6,795)
Non-cash amortization of stock-based compensation	4,400	2,178	26,600	-
Change in working capital components				
Tenant receivables	(1,242)	3,229	-	1,065
Deferred rent receivables	(12,234)	(17,218)	(3,587)	(6,489)
Accounts payable, accrued expenses and security deposits	4,586	15,211	19,509	22,227
Other	7,413	(9,863)	(19,642)	(9,752)
Net cash provided by operating activities	182,831	154,805	20,995	125,625
<b>Investing Activities</b>				
Capital expenditures, property acquisitions and purchases of predecessor owners' interests in real estate	(684,623)	(172,804)	(1,935,476)	(165,970)
Net cash used in investing activities	(684,623)	(172,804)	(1,935,476)	(165,970)
<b>Financing Activities</b>				



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Proceeds from borrowings	1,563,275	404,850	596,000	82,000
Deferred loan costs	(6,810)	(1,767)	(4,524)	(1,253)
Repayment of borrowings	(946,400)	(124,700)	(141,500)	-
Net change in short-term borrowings	(25,025)	40,300	-	-
Contributions by minority interests	58,065	-	-	33,264
Distributions to minority interests	(27,880)	(31,851)	-	(67,292)
Redemption of minority interests	(23,758)	(69,211)	(188,128)	-
Contributions to stockholders	-	-	-	60,000
Distributions to stockholders	-	-	-	(14,933)
Issuance of common stock, net	668	-	1,497,446	-
Repurchase of common stock	-	(125,185)	-	-
Cash dividends	(87,531)	(73,130)	-	-
Net cash provided by financing activities	504,604	19,306	1,759,294	91,786
Increase (decrease) in cash and cash equivalents	2,812	1,307	(155,187)	51,441
Cash and cash equivalents at beginning of period	5,843	4,536	159,723	108,282
Cash and cash equivalents at end of period	\$ 8,655	\$ 5,843	\$ 4,536	\$ 159,723
Supplemental disclosure of cash flow information				
Cash paid during the period for interest, net of amounts capitalized	\$ 172,686	\$ 152,746	\$ 23,849	\$ 97,928

See notes to consolidated financial statements for additional non-cash items.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements  
(in thousands, except shares and per share data)

1. Organization and Description of Business

Douglas Emmett, Inc. is a Maryland corporation formed on June 28, 2005, which did not have any meaningful operating activity until the consummation of our initial public offering (IPO) and the related acquisition of our predecessor and certain other entities in October 2006. Accordingly, we believe that a discussion of the results of Douglas Emmett, Inc. would not be meaningful for the periods covered by these financial statements prior to that acquisition.

We acquired our predecessor and certain other entities simultaneously with the closing of our IPO on October 30, 2006.

Because the formation transactions did not occur until October 30, 2006, the historical financial results in these financial statements for periods prior to and including that date relate to our accounting predecessor. Our predecessor includes Douglas Emmett Realty Advisors, Inc. (DERA or the predecessor) as the accounting acquirer, and nine consolidated real estate limited partnerships that owned, directly or indirectly, office and multifamily properties and fee interests in land subject to ground leases, which we refer to collectively as the “institutional funds.” For the periods presented prior to our IPO, DERA was the general partner, and had responsibility for the asset management of the institutional funds.

Our predecessor does not include certain other entities we acquired at the time of our IPO, including Douglas, Emmett and Company (DECO), P.L.E. Builders, Inc., subsequently renamed Douglas Emmett Builders (DEB), and seven California limited partnerships and one California limited liability company, which we refer to collectively as the “single-asset entities.” DECO provided property management and leasing services to all of the properties acquired in the IPO/formation transactions, and DEB provided construction services in connection with improvements to tenant suites and common areas in the properties. Each single-asset entity owned, directly or indirectly, one multifamily or office property (or, in one case, a fee interest in land subject to a ground lease).

After the completion of our IPO and the related formation transactions, we are a fully integrated, self-administered and self-managed Real Estate Investment Trust (REIT). Through our interest in Douglas Emmett Properties, LP (our operating partnership) and its subsidiaries, we own, manage, lease, acquire and develop real estate, consisting primarily of office and multifamily properties. As of December 31, 2008, we own a portfolio of 55 office properties (including ancillary retail space) and nine multifamily properties, as well as the fee interests in two parcels of land subject to ground leases. All of these properties are located in Los Angeles County, California and Honolulu, Hawaii.

The terms “us”, “we” and “our” as used in these financial statements refer to Douglas Emmett, Inc. and its subsidiaries (including our operating partnership) subsequent to our IPO on October 30, 2006 and our predecessor prior to that date.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

For the periods subsequent to October 30, 2006, the financial statements presented are the consolidated financial statements of Douglas Emmett, Inc. and its subsidiaries, including our operating partnership. The financial statements presented for periods prior to October 31, 2006 are the consolidated financial statements of our predecessor, which include the accounts of DERA and the institutional funds. Substantially all of our business is conducted through our consolidated operating partnership, in which other investors own a minority interest. See Note 11. Our business also includes a consolidated joint venture in which our operating partnership owns a two-thirds interest. The balances and results of the property owned by this consolidated joint venture are included in our financial statements, with a deduction representing the outside ownership included in minority interests. Our business also includes the consolidated results of six properties owned by Fund X, with the outside ownership reflected in other liabilities and an adjustment for the allocation of operating results to outside ownership interests in interest and other income. See Note 19. All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

Approximately \$15.2 million and \$1.9 million, for the year ended December 31, 2007 and for the period from October 31, 2006 to December 31, 2006, respectively, of office and multifamily parking revenue has been reclassified to office and multifamily expense to conform to current period presentation in accordance with EITF Issue No. 99-19: Reporting Revenue Gross as a Principal Versus Net as an Agent and EITF Issue No. 01-14: Income Statement characterization of Reimbursements Received for "Out-of-Pocket" Expenses Incurred. Revenues in the unaudited financial information in Note 18 have also reflected the impact of this reclassification. The change reflects our parking operations on a gross basis based on the terms of our management contract with an outside vendor for parking services. The change has no impact on previously reported operating income or net income.

### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

### Segment Information

Statement of Financial Accounting Standards (FAS) No. 131, Disclosures about Segments of an Enterprise and Related Information (FAS 131), established standards for disclosure about operating segments and related disclosures about products and services, geographic areas and major customers. Segment information is prepared on the same basis that our management reviews information for operational decision-making purposes. We operate two business segments: the acquisition, redevelopment, ownership and management of office real estate and the acquisition, redevelopment, ownership and management of multifamily real estate.

The products for our office segment include primarily rental of office space and other tenant services including parking and storage space rental. The products for our multifamily segment include rental of apartments and other tenant services including parking and storage space rental.

### Investments in Real Estate

Acquisitions of properties are accounted for utilizing the purchase method and accordingly, the results of operations of acquired properties are included in our results of operations from the respective dates of acquisition. Estimates of

future cash flows and other valuation techniques are used to allocate the purchase price of acquired property between land, buildings and improvements, equipment and identifiable intangible assets and liabilities such as amounts related to in-place at-market leases, acquired above- and below-market ground leases, acquired above- and below-market tenant leases and tenant relationships. Initial valuations are subject to change until such information is finalized, but no later than 12 months from the acquisition date.

The fair values of tangible assets are determined on an “as-if-vacant” basis. The “as-if-vacant” fair value is allocated to land, where applicable, buildings, tenant improvements and equipment based on comparable sales and other relevant information obtained in connection with the acquisition of the property.

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

The estimated fair value of acquired in-place at-market tenant leases are the costs we would have incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates includes the fair value of leasing commissions and legal costs that would be incurred to lease the property to this occupancy level. Additionally, we evaluate the time period over which such occupancy level would be achieved and include an estimate of the net operating costs (primarily real estate taxes, insurance and utilities) incurred during the lease-up period, which is generally six months.

Above-market and below-market in-place lease intangibles are recorded as an asset or liability based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between the contractual amounts to be received or paid pursuant to the in-place tenant or ground leases, respectively, and our estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining noncancelable term of the lease.

Expenditures for repairs and maintenance are charged to operations as incurred. Significant improvements and costs incurred in the execution of leases are capitalized. When assets are sold or retired, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in operations for the period.

The values allocated to land, buildings, site improvements, tenant improvements, leasing costs and in-place leases are depreciated on a straight-line basis using an estimated life of 40 years for buildings; 15 years for site improvements; a tenant-portfolio average term, per building, of existing leases for in-place lease values; and the respective lease term for tenant improvements and leasing costs. The values of above- and below-market tenant leases are amortized over the life of the related lease and recorded as either an increase (for below-market leases) or a decrease (for above-market leases) to rental income. The values of acquired above- and below-market ground leases are amortized over the life of the lease and recorded either as an increase (for below-market leases) or a decrease (for above-market leases) to office rental operating expense. The amortization of acquired in-place leases is recorded as an adjustment to depreciation and amortization in the consolidated statements of operations. If a lease were to be terminated prior to its stated expiration, all unamortized amounts relating to that lease would be written off.

#### Impairment of Long-Lived Assets

We account for properties held for disposition or properties that are sold during the period in accordance with FAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (FAS 144). An asset is classified as an asset held for disposition when it meets the requirements of FAS 144, which include, among other criteria, the approval of the sale of the asset, the asset has been marketed for sale and we expect that the sale will likely occur within the next 12 months. Upon classification of an asset as held for disposition, the net book value of the asset, excluding long-term debt, is included on the balance sheet as properties held for disposition, depreciation of the asset is ceased and the operating results of the asset are included in discontinued operations for all periods presented.

We assess whether there has been impairment in the value of our long-lived assets whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount to the undiscounted future cash flows expected to be generated by the asset. If the current carrying value exceeds the estimated undiscounted cash flows, an impairment loss is recorded equal to the difference between the asset's current carrying value and its value based on the discounted estimated future cash flows. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs to sell. Based upon such periodic assessments, no impairments occurred for the years ended December 31, 2008, 2007 and 2006.

**Cash and Cash Equivalents**

For purposes of the consolidated statements of cash flows, we consider short-term investments with maturities of three months or less when purchased to be cash equivalents.

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

#### Revenue and Gain Recognition

Revenue is recognized in accordance with Staff Accounting Bulletin No. 104 of the Securities and Exchange Commission, Revenue Recognition (SAB 104), as amended. SAB 104 requires that four basic criteria must be met before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services rendered; the fee is fixed and determinable; and collectibility is reasonably assured. All leases are classified as operating leases. For all lease terms exceeding one year, rental income is recognized on a straight-line basis over the terms of the leases. Deferred rent receivables represent rental revenue recognized on a straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as revenues in the period the applicable costs are incurred. In addition, we record a capital asset for leasehold improvements constructed by us that are reimbursed by tenants, with the offsetting side of this accounting entry recorded to deferred revenue which is included in accounts payable and accrued expenses. The deferred revenue is amortized as additional rental revenue over the life of the related lease.

Rental revenue from month-to-month leases or leases with no scheduled rent increases or other adjustments is recognized on a monthly basis when earned.

Lease termination fees, which are included in rental revenues in the accompanying consolidated statements of operations, are recognized when the related leases are canceled and we have no continuing obligation to provide services to such former tenants. Total lease termination revenue was recorded in the amount of \$423 for the year ended December 31, 2008; \$332 for the year ended December 31, 2007; \$38 for the period of October 31, 2006 to December 31, 2006; and \$365 for the period of January 1, 2006 to October 30, 2006.

We recognize gains on sales of real estate pursuant to the provisions of FAS No. 66, Accounting for Sales of Real Estate (FAS 66). The specific timing of a sale is measured against various criteria in FAS 66 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the property. If the sales criteria are not met, we defer gain recognition and account for the continued operations of the property by applying the finance, profit-sharing or leasing method. If the sales criteria have been met, we further analyze whether profit recognition is appropriate using the full accrual method. If the criteria to recognize profit using the full accrual method have not been met, we defer the gain and recognize it when the criteria are met or use the installment or cost recovery method as appropriate under the circumstances.

#### Monitoring of Rents and Other Receivables

We maintain an allowance for estimated losses that may result from the inability of tenants to make required payments. If a tenant fails to make contractual payments beyond any allowance, we may recognize bad debt expense in future periods equal to the amount of unpaid rent and deferred rent. We take into consideration many factors to evaluate the level of reserves necessary, including historical termination/default activity and current economic conditions. As of December 31, 2008 and 2007, we had an allowance for doubtful accounts of \$9,740 and \$4,136, respectively.

We generally do not require collateral or other security from our tenants, other than security deposits or letters of credit. As of December 31, 2008 and 2007, we had a total of approximately \$20,660 and \$21,794, respectively, of lease security available on existing letters of credit, as well as \$35,890 and \$31,309, respectively, of lease security available in security deposits.

Deferred Loan Costs

Costs incurred in issuing secured notes payable are capitalized. Deferred loan costs are included in other assets in the consolidated balance sheets at December 31, 2008 and 2007. The deferred loan costs are amortized to interest expense over the life of the respective loans. Any unamortized amounts upon early repayment of secured notes payable are written-off in the period of repayment.

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
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#### Interest Rate Agreements

We manage our interest rate risk associated with borrowings by obtaining interest rate swap and interest rate cap contracts. The interest rate swap agreements we utilize effectively modify our exposure to interest rate risk by converting our floating-rate debt to a fixed-rate basis, thus reducing the impact of interest-rate changes on future interest expense. These agreements involve the receipt of floating-rate amounts in exchange for fixed-rate interest payments over the life of the agreements without an exchange of the underlying principal amount. We do not use any other derivative instruments.

FAS No. 133, Accounting for Derivative Instruments and Hedging Activities (FAS 133), as amended and interpreted, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. As required by FAS 133, we record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

Our objective in using derivatives is to add stability to interest expense and to manage our exposure to interest rate movements or other identified risks. To accomplish this objective, we primarily use interest rate swaps as part of our cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (outside of earnings) and subsequently reclassified to earnings when the hedged transaction affects earnings. The ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. We assess the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows of the derivative hedging instrument with the changes in fair value or cash flows of the designated hedged item or transaction. For derivatives not designated as hedges, changes in fair value are recognized in earnings. The fair value of these hedges is obtained through independent third-party valuation sources that use conventional valuation algorithms. See Note 8 for the accounting of our (and our predecessor's) interest rate hedges.

#### Offering Costs

Underwriting discount and commissions and other offering costs are reflected as a reduction in additional paid-in capital.

#### Stock-Based Compensation

We account for stock-based compensation, including stock options and long-term incentive plan units, using the fair value method of accounting under FAS No. 123R (revised 2004), Share-Based Payment. The estimated fair value of the stock options and the long-term incentive units is being amortized over their respective vesting periods.

#### Income Taxes

As a REIT, we are permitted to deduct distributions paid to our stockholders, eliminating the federal taxation of income represented by such distributions at the corporate level. REITs are subject to a number of organizational and operational requirements. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates. We believe

we have met these tests during 2008 and accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements.

DERA was an S-Corporation and the institutional funds were limited partnerships. Under applicable federal and state income tax rules, the allocated share of net income or loss from the limited partnerships and S-Corporation is reportable in the income tax returns of the respective partners and stockholders. Accordingly, no income tax provision was included in the accompanying consolidated financial statements of our predecessor other than the 1.5% tax due on taxable income of S-Corporations in the State of California.

#### Earnings Per Share

Basic earnings per share is calculated by dividing the net income applicable to common stockholders for the period by the weighted average of common shares outstanding during the period. Diluted earnings per share is calculated by dividing the net income applicable to common stockholders for the period by the weighted average number of common and dilutive instruments outstanding during the period using the treasury stock method. See Note 12.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
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Recently Issued Accounting Literature

In February 2007, the Financial Accounting Standards Board (FASB) issued FAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 (FAS 159). This standard permits entities to choose to measure many financial instruments and certain other items at fair value and is effective for the first fiscal year beginning after November 15, 2007, which for us meant January 1, 2008. The adoption of FAS 159 did not have a material impact on the Company's consolidated financial statements since the Company has not elected to apply the fair value option for any of its eligible financial instruments or other items.

In December 2007, the FASB issued FAS No. 160, Non-controlling Interests in Consolidated Financial Statements-an Amendment of Accounting Research Bulletin No. 51 (FAS 160). FAS 160 establishes new accounting and reporting standards for a non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a non-controlling interest (minority interest) as equity in the consolidated financial statements separate from the parent's equity. The amount of net income attributable to the non-controlling interest will be included in consolidated net income on the face of the income statement. FAS 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using the fair value of the non-controlling equity investment on the deconsolidation date. FAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its non-controlling interest. FAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008, which for us means January 1, 2009. We believe that the adoption of this standard will not have a material effect on our financial position and results of operations, other than presentation differences.

In December 2007, the FASB issued FAS No. 141 (Revised 2007), Business Combinations (FAS 141R). FAS 141R will significantly change the accounting for business combinations. Under FAS 141R, an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. FAS 141R will require that transaction costs such as legal, accounting and advisory fees be expensed. FAS 141R also includes a substantial number of new disclosure requirements. FAS 141R applies prospectively to business combinations occurring in any reporting period beginning on or after December 15, 2008, which for us means January 1, 2009. We believe that the adoption of this standard will not have a material effect on our financial position and results of operations.

On January 1, 2008, we adopted FAS No. 157, Fair Value Measurements (FAS 157). FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. FAS 157 applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements; accordingly, the standard does not require any new fair value measurements of reported balances. FAS 157 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability.

In March 2008, the FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities (FAS 161), an amendment of FAS 133, to expand disclosure requirements for an entity's derivative and hedging activities. Under FAS 161, entities are required to provide enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for under FAS 133 and its

related interpretations, and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. In order to meet these requirements, entities shall include quantitative disclosures about derivative fair values and gains/losses on derivative instruments, qualitative disclosures about objectives and strategies for using derivatives, and disclosures about credit-risk-related contingent features in derivative agreements. FAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. We adopted FAS 161 on January 1, 2009 and do not expect this standard to have a significant impact as this statement only addresses disclosures.

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
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3. Investment in Real Estate

In March 2008, we acquired a 1.4 million square foot office portfolio consisting of six Class A buildings all located in our core Los Angeles submarkets – Santa Monica, Beverly Hills, Sherman Oaks/Encino and Warner Center/Woodland Hills – for a contract price of approximately \$610 million. Subsequent to acquiring the properties, we entered into a non-recourse \$365 million term loan secured by the six-property portfolio. In October 2008, we completed the initial closing of equity commitments for our newly formed institutional fund, Douglas Emmett Fund X, LLC (Fund X). We then contributed these six properties to Fund X in return for a 50% interest in the common equity of Fund X and other consideration. See Note 6 for a description of the debt and Note 19 for further information on Fund X.

In February 2008, we acquired a two-thirds interest in a 78,298 square-foot office building located in Honolulu, Hawaii. As part of the same transaction, we also acquired all of the assets of The Honolulu Club, a private membership athletic and social club, which is located in the building. The aggregate contract price was approximately \$18 million and the purchase was made through a consolidated joint venture with our local partner. The joint venture financed the acquisition with an \$18 million loan. See Note 6 for a description of the debt. In May 2008, the operations of the athletic club were sold to a third party for a nominal cost. Simultaneously, the acquirer leased from us the space occupied by the athletic club. The results of operations and loss on sale of the assets of the athletic club were not material.

In December 2008, we acquired the five-sixths that we did not already own of the fee title to the land underlying one of our existing office properties in the Westwood submarket, for a fixed contract price of \$7.8 million. With the completion of this acquisition, we now own 100% of the fee interest and 100% of the leasehold interest.

In October 2007, we acquired an 8-story, Class A office building comprised of approximately 174,000 square feet, located within the Olympic Corridor submarket, for a contract price of \$84 million.

In May 2007, we acquired an approximate 50,000 rentable square foot Class A office building located in one of our core Los Angeles submarkets, Century City, for a contract price of \$32 million. We obtained the ground leasehold in the property and the option to acquire fee title to the land for a fixed price of \$800 in conjunction with the acquisition. We exercised the option and acquired fee title to the land at the end of 2007.

The results of operations for each of the acquired properties are included in our consolidated statements of operations only from the date of each acquisition. The following table summarizes the allocations of estimated fair values of the assets acquired and liabilities assumed at the date of acquisition. The amounts shown for 2008 acquisitions represent our preliminary purchase price allocations. These amounts are likely to change based on a more thorough calculation to be performed during the one-year purchase accounting period provided under the relevant accounting standards.

The following table summarizes the allocations of estimated fair values of the assets acquired and liabilities assumed at the date of acquisition:

	2008 Acquisitions	2007 Acquisitions
Investment in real estate:		
Land	\$ 74,685	\$ 11,962

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Buildings and improvements	528,179	102,449
Tenant improvements and other in-place lease assets	50,978	7,283
Tenant receivables and other assets	2,486	24
Accounts payable, accrued expenses and tenant security deposits	(6,193)	(700)
Acquired lease intangibles	(25,720)	(5,109)
Net acquisition costs	\$ 624,415	\$ 115,909

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

Our acquired lease intangibles related to above/below-market leases is summarized as of December 31:

	2008	2007
Above-market tenant leases	\$ 34,227	\$ 32,770
Accumulated amortization	(19,094)	(11,564)
Below-market ground leases	3,198	3,198
Accumulated amortization	(168)	(91)
Acquired lease intangible assets, net	\$ 18,163	\$ 24,313
Below-market tenant leases	288,437	261,260
Accumulated accretion	(106,950)	(57,112)
Above-market ground leases	16,200	16,200
Accumulated accretion	(2,651)	(1,977)
Acquired lease intangible liabilities, net	\$ 195,036	\$ 218,371

Net accretion of above- and below-market in-place tenant lease value was recorded as an increase to rental income in the amount of \$42,308 for the year ended December 31, 2008; \$39,011 for the year ended December 31, 2007; \$6,536 for the period of October 31, 2006 to December 31, 2006; and \$1,009 for the period of January 1, 2006 to October 30, 2006. The weighted-average amortization period for our above and below market tenant leases was approximately 4 years as of December 31, 2008.

The net accretion of above- and below-market ground lease value has been recorded as a decrease of office rental operating expense in the amount of \$597 for the year ended December 31, 2008; \$1,552 for the year ended December 31, 2007; \$335 for the period of October 31, 2006 to December 31, 2006; and \$552 for the period of January 1, 2006 to October 30, 2006.

Following is the estimated net accretion at December 31, 2008 for the next five years:

Year	
2009	\$ 36,361
2010	29,148
2011	24,117
2012	19,833
2013	16,635
Thereafter	50,779
Total	\$ 176,873

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
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## 4. Other Assets

Other assets consist of the following at December 31:

	2008	2007
Deferred loan costs, net of accumulated amortization of \$3,336 and \$1,304 at December 31, 2008 and 2007, respectively	\$ 9,714	\$ 4,987
Deposits in escrow	-	4,000
Restricted cash	2,934	2,848
Prepaid interest	4,360	7,944
Prepaid expenses	3,845	3,095
Interest receivable	5,938	3,229
Other indefinite-lived intangible	1,988	1,988
Other	2,525	3,305
	\$ 31,304	\$ 31,396

We and our predecessor incurred deferred loan cost amortization expense of \$2,083 for the year ended December 31, 2008; \$1,136 for the year ended December 31, 2007, \$168 for the period of October 31, 2006 to December 31, 2006; and \$2,318 for the period of January 1, 2006 to October 30, 2006. The deferred loan cost amortization is included as a component of interest expense in the consolidated statements of operations.



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
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#### 5. Minimum Future Lease Rentals

We and our predecessor have leased space to tenants primarily under noncancelable operating leases which generally contain provisions for a base rent plus reimbursement for certain operating expenses. Operating expense reimbursements are reflected in our consolidated statements of operations as tenant recoveries.

We and our predecessor have leased space to certain tenants under noncancelable leases, which provide for percentage rents based upon tenant revenues. Percentage rental income totaled \$871 for the year ended December 31, 2008; \$1,138 for the year ended December 31, 2007; \$133 for the period of October 31, 2006 to December 31, 2006; and \$913 for the period of January 1, 2006 to October 30, 2006.

Future minimum base rentals on noncancelable office and ground operating leases at December 31, 2008 are as follows:

2009	\$ 386,361
2010	338,985
2011	287,757
2012	235,887
2013	179,704
Thereafter	459,603
<b>Total future minimum base rentals</b>	<b>\$ 1,888,297</b>

The above future minimum lease payments exclude residential leases, which typically have a term of one year or less, as well as tenant reimbursements, amortization of deferred rent receivables and above/below-market lease intangibles. Some leases are subject to termination options. In general, these leases provide for termination payments should the termination options be exercised. The preceding table is prepared assuming such options are not exercised.

#### 6. Secured Notes Payable

In August 2008, we obtained a non-recourse \$365 million term loan secured by the six-property portfolio that we acquired in March 2008 as described in Note 3. This loan bears interest at a floating rate equal to one-month LIBOR plus 165 basis points, however we have entered into interest rate swap contracts that effectively fix the interest at 5.515% (based on an actual/360-day basis) until September 4, 2012. This loan facility matures on August 18, 2013. This long-term loan replaces the \$380 million bridge loan obtained in March 2008 in connection with the property acquisition. In October 2008, this loan and the related properties that serve as collateral were contributed to a newly formed institutional fund as described in Note 19.

In March 2008, we obtained a non-recourse \$340 million term loan secured by four of our previously unencumbered office properties. This loan bears interest at a floating rate equal to one-month LIBOR plus 150 basis points, however we have entered into interest rate swap contracts that effectively fix the interest rate at 4.77% (based on an actual/360-day basis) until January 2, 2013. This loan facility matures on April 1, 2015. Proceeds from this loan were utilized to repay our secured revolving credit facility and for general corporate purposes.

In February 2008, the joint venture which owns the Honolulu Club, in which we have a two-thirds interest, obtained an \$18 million loan that financed the February 2008 acquisition described in Note 3. This loan has an interest rate of one-month LIBOR plus 125 basis points and a two-year term with a one-year extension.



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
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A summary of our secured notes payable is as follows:

Type of Debt	Maturity Date	December 31, 2008	December 31, 2007	Variable Rate	Effective Annual Interest Rate (1)	Swap Maturity Date
Variable Rate Swapped to Fixed Rate:						
Fannie Mae loan I (2)	6/1/2012	\$ 293,000	\$ 293,000	DMBS + 0.60%	4.70%	08/01/11
Fannie Mae loan II (2)	6/1/2012	95,080	95,080	DMBS + 0.60%	5.78	08/01/11
Modified Term Loan I (3)(4)	8/31/2012	2,300,000	2,300,000	LIBOR + 0.85%	5.13	08/01/10-08/01/12
Term Loan II (5)(6)	8/18/2013	365,000	-	LIBOR + 1.65%	5.52	09/04/12
Fannie Mae loan III (2)	2/1/2015	36,920	36,920	DMBS + 0.60%	5.78	08/01/11
Fannie Mae loan IV (2)	2/1/2015	75,000	75,000	DMBS + 0.76%	4.86	08/01/11
Term Loan III (7)	4/1/2015	340,000	-	LIBOR + 1.50%	4.77	01/02/13
Fannie Mae loan V (2)	2/1/2016	82,000	82,000	LIBOR + 0.62%	5.62	03/01/12
Fannie Mae loan VI (2)	6/1/2017	18,000	18,000	LIBOR + 0.62%	5.82	06/01/12
Subtotal		3,605,000 (8)	2,900,000		5.14%	
Variable Rate:						
Wells Fargo Loan (9)	3/1/2010(10)	18,000	-	LIBOR + 1.25%	--	--
\$370 Million Senior Secured						
Revolving Credit Facility (11)	10/30/2009 (12)	49,300	180,450	LIBOR/Feds Funds+ (13)	--	--
Subtotal		3,672,300	3,080,450			
Unamortized Loan Premium (14)		20,485	25,227			
Total		\$ 3,692,785	\$ 3,105,677			

(1) Includes the effect of interest rate contracts. Based on actual/360-day basis and excludes amortization of loan fees and unused fees on credit line. The total effective rate on an

- actual/365-day basis is 5.21% at December 31, 2008.
- (2) Secured by four separate collateralized pools. Fannie Mae Discount Mortgage-Backed Security (DMBS) generally tracks 90-day LIBOR.
  - (3) Secured by seven separate collateralized pools. Requires monthly payments of interest only, with outstanding principal due upon maturity.
  - (4) Includes \$1.11 billion swapped to 4.89% until August 1, 2010; \$545.0 million swapped to 5.75% until December 1, 2010; \$322.5 million swapped to 4.98% until August 1, 2011; and \$322.5 million swapped to 5.02% until August 1, 2012. Each of these rates is based on actual/360-day basis.
  - (5) Secured by six properties in a collateralized pool. Requires monthly payments of interest only, with outstanding principal due upon maturity.
  - (6) This loan is held by our Fund X, a consolidated entity in which our operating partnership held one-half of the common equity.
  - (7) Secured by four properties in a collateralized pool. Requires monthly payments of interest only, with outstanding principal due upon maturity.
  - (8) As of December 31, 2008, the weighted average remaining life of our total outstanding debt is 4.1 years, and the weighted average remaining life of the interest rate swaps is 2.4 years.
  - (9) This loan is held by a consolidated entity in which our operating partnership held a two-thirds interest. The loan has a one-year extension option.
  - (10) Represents maturity date of March 1, 2010 which we may extend to March 1, 2011.
  - (11) This credit facility is secured by nine properties and has two one-year extension options available.
  - (12) Represents maturity date of October 30, 2009 which we may extend to October 30, 2011.
  - (13) This revolver bears interest at either LIBOR +0.70% or Fed Funds +0.95% at our election. If the amount outstanding exceeds \$262.5 million, the credit facility bears interest at either LIBOR +0.80% or Fed Funds +1.05% at our election.
  - (14) Represents non-cash mark-to-market adjustment on variable rate debt associated with office properties.

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Notes to Consolidated Financial Statements (continued)  
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The minimum future principal payments due on our secured notes payable, excluding the non-cash loan premium amortization, at December 31, 2008 are as follows:

Year ending December 31:	
2009	\$ 49,300
2010	18,000
2011	-
2012	2,688,080
2013	365,000
Thereafter	551,920
Total future principal	\$ 3,672,300

#### Senior Secured Revolving Credit Facility

We have a \$370 million revolving credit facility with a group of banks led by Bank of America, N.A. and Banc of America Securities, LLC. It bears interest at a rate per annum equal to either LIBOR plus 70 basis points or Federal Funds Rate plus 95 basis points if the amount outstanding is \$262.5 million or less. However, if the amount outstanding is greater than \$262.5 million, the credit facility bears interest at a rate per annum equal to either LIBOR plus 80 basis points or Federal Funds Rate plus 105 basis points. Our secured revolving credit facility contains an accordion feature that allows us to increase the availability by an additional \$130 million to \$500 million under specified circumstances. The facility bears interest at 15 basis points on the undrawn balance. The facility expires during the fourth quarter of 2009, with two one-year extensions at our option.

#### 7. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consist of the following as of December 31:

	2008	2007
Accounts payable	\$ 30,199\$	43,449
Accrued interest payable	22,982	13,963
Deferred revenue	16,034	5,292
	\$ 69,215\$	62,704

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Notes to Consolidated Financial Statements (continued)  
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8. Interest Rate Contracts

As of December 31, 2008, approximately 98% or \$3.61 billion of our \$3.67 billion of outstanding debt had interest payments designated as hedged transactions to receive-floating/pay-fixed interest rate swap agreements. These derivatives were designated and qualify as highly effective cash flow hedges under FAS 133 and remove the variability from the hedged cash flows. An unrealized loss of \$172.9 million was recorded in accumulated other comprehensive income in our consolidated balance sheet for the year ended December 31, 2008. An unrealized loss of \$101.6 million was recorded in accumulated other comprehensive income in our consolidated balance sheet for the year ended December 31, 2007 and an unrealized gain of \$415 was recorded in accumulated other comprehensive income in our consolidated balance sheet for the period October 31, 2006 through December 31, 2006, representing the change in fair value of the cash flow hedges. An immaterial amount of hedge ineffectiveness has also been recorded in interest expense.

Amounts reported in accumulated other comprehensive income related to derivatives designated as hedges under FAS 133 will be reclassified to interest expense as interest payments are made on our hedged variable-rate debt. The change in net unrealized gains and losses on cash flow hedges reflects a reclassification from accumulated other comprehensive income to interest expense, as an increase of \$62.2 million to interest expense for the year ended December 31, 2008 and a reduction of \$8.8 million to interest expense for the year ended December 31, 2007, respectively. For derivatives designated as cash flow hedges, we estimate an additional \$131.9 million will be reclassified during 2009 from accumulated other comprehensive income to interest expense as an increase to interest expense.

We also have additional interest rate swaps that we acquired from our predecessor at the time of our IPO. Our predecessor had \$2.21 billion notional of pay-fixed interest rate swaps at swap rates ranging between 4.04% and 5.00%. Concurrent with the completion of our IPO, we executed receive-fixed swaps for the same notional amount at swap rates ranging between 4.96% and 5.00%, which were intended to largely off-set the future cash flows and future change in fair value of our predecessor's pay-fixed swaps. The acquired pay-fixed swaps and the new receive-fixed swaps were not designated as hedges under FAS 133 and as such, the changes in fair value of these interest rate swaps have been recognized in earnings for all periods. The fair value of these swaps decreased \$14.2 million and \$13.2 million for the years ended December 31, 2008 and 2007, respectively, and \$2.6 million for the period of October 31, 2006 through December 31, 2006, representing the realization of the pre-IPO fair value of the swaps over their remaining term. These amounts were recorded in interest expense. We also recorded \$19.2 million and \$19.1 million of interest receipts related to swaps not designated as hedges under FAS 133 as a reduction to interest expense for the years ended December 31, 2008 and 2007, respectively, and \$3.3 million for period of October 31, 2006 through December 31, 2006. Prior to our IPO, our predecessor's existing interest rate swaps were marked to their market value through gain on investments in interest contracts, net, amounting to a net gain of \$6.8 million for the period January 1, 2006 through October 30, 2006.

Our predecessor had \$450 million of interest caps and \$450 million of sold caps. These derivatives were not designated as hedges under FAS 133. An immaterial amount related to the changes in fair value of these caps has been recognized in earnings for all periods presented.

9. Deficit Distributions to Minority Partners, Net

Our predecessor reflected unaffiliated partners' interests in the institutional funds as minority interest in consolidated real estate partnerships. Minority interest in consolidated real estate partnerships represented the minority partners'

share of the underlying net assets of our predecessor's consolidated real estate partnerships. When these consolidated real estate partnerships made cash distributions to partners in excess of the carrying amount of the minority interest, our predecessor generally recorded a charge equal to the amount of such excess distributions, even though there was no economic effect or cost.

If the excess distributions previously absorbed by our predecessor were recovered through the future earnings of the consolidated real estate partnership, our predecessor would record income in the period of recovery. Our predecessor reported this charge and any subsequent recovery in the consolidated statements of operations as deficit distributions to minority partners, net.

#### 10. Preferred Minority Investor

Prior to 2006, a minority investor invested \$184 million in two of our predecessor's consolidated subsidiaries. In return, the minority investor received a preferred profit participation of 8.75% per annum on its unreturned capital contribution. The preferred profit participation is reflected in our predecessor's statement of operations as a component of minority interests for the period of January 1, 2006 to October 30, 2006. The minority investor's interest was redeemed in conjunction with our IPO and formation transactions

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(in thousands, except shares and per share data)

### 11. Stockholders' Equity and Minority Interests in Operating Partnership

Minority interests in our operating partnership relate to interests in our operating partnership that are not owned by us, which amounted to approximately 22% at December 31, 2008. After the completion of our IPO and the formation transactions, these interests are comprised of the continuing investors (including our predecessor principals and our executive officers) who elected to own units in our operating partnership. In our formation transactions, we acquired certain assets of our predecessor and other entities in exchange for the assumption or discharge of \$2.54 billion in indebtedness and preferred equity, the payment of \$1.92 billion in cash, and the issuance of 49.1 million common units of our operating partnership and 39.1 million shares of our common stock. Neither we nor our operating partnership retained any proceeds from the issuance of common stock.

Continuing investors, including our predecessor principals, holding shares of our common stock or units in our operating partnership, as a result of the IPO/formation transactions, have the right to cause our operating partnership to redeem any or all of their units in our operating partnership for cash equal to the then-current market value of one share of common stock, or, at our election, shares of our common stock on a one-for-one basis.

#### Shares and Units

A unit in our operating partnership and a share of our common stock have essentially the same economic characteristics as they share equally in the total net income or loss and distributions of our operating partnership. A unit may be redeemed for cash, or exchanged at our election for shares of common stock on a one-for-one basis. We had 121,897,388 shares of common stock and 34,197,712 operating partnership units outstanding as of December 31, 2008.

#### Dividends

During 2008, we declared four quarterly dividends of \$0.1875 per share, which equals an annual rate of \$0.75 per share. During 2007, we declared four quarterly dividends of \$0.175 per share, which equals an annual rate of \$0.70 per share.

Earnings and profits, which determine the taxability of distributions to stockholders, will differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of loss on extinguishment of debt, revenue recognition, compensation expense and in the basis of depreciable assets and estimated useful lives used to compute depreciation. Our common stock dividends are classified for United States federal income tax purposes as follows (unaudited):

Record Date	Paid Date	Dividend Per Share	Dividend Allocable to 2008	2008 Dividend Ordinary Income %	2008 Dividend Capital Gain %	2008 Return of Capital %
12/31/07	1/15/08	\$0.1750	\$0.1750	0.0%	0.0%	100.0%
3/31/08	4/15/08	\$0.1875	\$0.1875	0.0%	0.0%	100.0%
6/30/08	7/15/08	\$0.1875	\$0.1875	0.0%	0.0%	100.0%
9/30/08	10/15/08	\$0.1875	\$0.1875	0.0%	0.0%	100.0%
			\$			
12/31/08	1/15/09	\$0.1875-		0.0%	0.0%	0.0%
	Total:	\$0.9250	\$0.7375	0.0%	0.0%	100.0%



The common stock dividend of \$0.1750 paid on January 15, 2008, with a record date of December 31, 2007, is allocated to 2008. The common stock dividend of \$0.1875 paid on January 15, 2009, with a record date of December 31, 2008, is allocated to 2009.

#### Equity Repurchases

During the year ended December 31, 2008, we repurchased approximately 1.1 million share equivalents in private transactions for a total consideration of approximately \$23.8 million. During the year ended December 31, 2007, we repurchased approximately 8.1 million share equivalents in private transactions for a total consideration of approximately \$194.4 million. Also during 2007, we repurchased approximately 640,000 share equivalents from an executive officer who is a member of our board of directors for \$15 million. We may make additional purchases of our share equivalents from time to time in private transactions or in the public markets, but do not have any commitments to do so.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

## 12. Loss per Share

The following is a summary of the elements used in calculating basic and diluted loss per share (in thousands except share and per share amounts):

	Year ended December 31, 2008	Year ended December 31, 2007	For the Period October 31, 2006 through December 31, 2006	For the Period January 1, 2006 through October 30, 2006
Net loss attributable to common shares	\$ (27,993)	\$ (13,008)	\$ (20,591)	\$ (16,362)
Weighted average common shares outstanding - basic	120,725,928	112,645,587	115,005,860	65
Potentially dilutive common shares (1) Stock options	-	-	-	-
Adjusted weighted average common shares outstanding - diluted	120,725,928	112,645,587	115,005,860	65
Net loss per share - basic and diluted	\$ (0.23)	\$ (0.12)	\$ (0.18)	\$ (251,723)

(1) For the years ended December 31, 2008, December 31, 2007 and for the period October 31, 2006 through December 31, 2006, the potentially dilutive shares were not included in the loss per share calculation as their effect is anti-dilutive. No such potentiality dilutive shares existed prior to our IPO.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

### 13. Stock-Based Compensation

#### 2006 Omnibus Stock Incentive Plan

The Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan, our stock incentive plan, was adopted by our board of directors and approved by our stockholders prior to the consummation of our IPO. The stock incentive plan permits us to make grants of “incentive stock options, non-qualified stock options, stock appreciation rights, deferred stock awards, restricted stock awards, dividend equivalent rights and other stock-based awards” within the meaning of Section 422 of the Code, or any combination of the foregoing. We have initially reserved 16,500,000 shares of our common stock for the issuance of awards under our stock incentive plan. The number of shares reserved under our stock incentive plan is also subject to adjustment in the event of a stock split, stock dividend or other change in our capitalization. Generally, shares that are forfeited or canceled from awards under our stock incentive plan also will be available for future awards.

Our stock incentive plan is administered by the compensation committee of our board of directors. The compensation committee may interpret the stock incentive plan and may make all determinations necessary or desirable for the administration of the stock incentive plan and has full power and authority to select the participants to whom awards will be granted, to make any combination of awards to participants, to accelerate the exercisability or vesting of any award and to determine the specific terms and conditions of each award, subject to the provisions of our stock incentive plan. All full-time and part-time officers, employees, directors and other key persons (including consultants and prospective employees) are eligible to participate in our stock incentive plan.

Other stock-based awards under our stock incentive plan include awards that are valued in whole or in part by reference to shares of our common stock, including convertible preferred stock, convertible debentures and other convertible or exchangeable securities, partnership interests in a subsidiary or our operating partnership, awards valued by reference to book value, fair value or performance of a subsidiary, and any class of profits interest or limited liability company membership interest. We have made certain awards in the form of a separate series of units of limited partnership interests in our operating partnership called long-term incentive plan (LTIP) units. LTIP units, which can be granted either as free-standing awards or in tandem with other awards under our stock incentive plan, were valued by reference to the value of our common stock at the time of grant, and are subject to such conditions and restrictions as the compensation committee may determine, including continued employment or service, computation of financial metrics and/or achievement of pre-established performance goals and objectives.

At the time of our IPO, we issued 1,044,000 LTIP units and 5,742,221 options to purchase shares of our common stock to key employees. 870,000 of the LTIP units and 5,155,556 of these options were fully vested upon grant, while the remaining LTIP units and options vest one quarter on each of December 31, 2007, 2008, 2009 and 2010.

During 2008, we issued 234,000 LTIP units and 2,483,000 options to purchase shares of our common stock to key employees. One quarter of the LTIP units and options were fully vested upon grant, while the remaining LTIP units and options vest one third on each of December 31, 2008, 2009 and 2010.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

Upon initial election to our board, each of our non-employee directors received an initial one-time grant of 7,500 LTIP units that will vest ratably over a three-year period. We also granted each of our non-employee directors 3,430, 1,880 and 325 LTIP units as compensation for their services in 2008, 2007 and 2006, respectively, for which compensation expense was recognized in full during the period of service.

Compensation expense for options was recognized on a straight-line basis over the requisite service period for the entire award, which is equal to the vesting period. Compensation expense for LTIP units was recognized using the accelerated recognition method. Accordingly, we recognized \$4.4 million and \$2.1 million of non-cash compensation expense for the years ended December 31, 2008 and 2007, respectively, and \$26.6 million of non-cash compensation for the period of October 31, 2006 to December 31, 2006 related to these options and LTIP units. An additional \$2.2 million of immediately-vested equity awards were granted during the first quarter of 2008 to satisfy a portion of the bonuses accrued during 2007.

We calculated the fair value of the stock options using the Black-Scholes option-pricing model using the following assumptions:

	January 2008 Grant	October 2006 Grant
Dividend yield	5.7%	3.3%
Expected volatility	19.2%	12.0%
Expected life	60 months	52 months
Risk-free interest rate	2.8%	4.5%
Fair value of option on grant date	\$1.89	\$2.25

The weighted average fair value of the LTIP units granted in 2008, 2007 and at our IPO were \$20.36, \$26.59 and \$17.55 per unit, respectively. We calculated the fair value of the LTIP units granted using the market value of our common stock on the date of grant and a discount for post-vesting restrictions estimated by a third-party consultant. The total fair value of LTIP units vested in 2008, 2007 and 2006 was \$3,658, \$1,335 and \$14,668, respectively. Total unrecognized compensation cost related to nonvested option and LTIP awards was \$5,217 at December 31, 2008. This expense will be recognized over a weighted-average term of 22 months.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

The following is a summary of certain information with respect to outstanding stock options and LTIP units granted under our stock incentive plan:

Stock Options:	Number of Stock Options (thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contract Life (months)	Total Intrinsic Value
Outstanding at January 1, 2006	-	\$ -		
Granted	5,742	21.00		
Outstanding at December 31, 2006	5,742	21.00	118	\$ 32,099
Forfeited	(44)	21.00		
Outstanding at December 31, 2007	5,698	21.00	106	\$ 9,173
Granted	2,483	21.87		
Exercised	(31)	21.56		
Forfeited	(93)	21.56		
Outstanding at December 31, 2008	8,057	21.26	98	\$ -
Exercisable at December 31, 2008	6,606	21.16	97	\$ -
LTIP Units:	Number of Units (thousands)	Weighted Average Grant Date Fair Value		
Outstanding at January 1, 2006	-	\$ -		
Granted	1,091	17.55		
Vested	(872)	16.82		
Outstanding at December 31, 2006	219	20.44		
Granted	11	26.59		
Vested	(66)	20.21		
Forfeited	(15)	20.48		
Outstanding at December 31, 2007	149	21.00		
Granted	254	20.36		
Vested	(186)	19.60		
Forfeited	(17)	21.02		
Outstanding at December 31, 2008	200	21.49		



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

14. Fair Value of Financial Instruments

FAS No. 107, Disclosures about Fair Value of Financial Instruments, requires us to disclose fair value information about all financial instruments, whether or not recognized in the balance sheets, for which it is practicable to estimate fair value.

Our estimates of the fair value of financial instruments at December 31, 2008 and 2007, respectively, were determined using available market information and appropriate valuation methods. Considerable judgment is necessary to interpret market data and develop estimated fair value. The use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts.

The carrying amounts for cash and cash equivalents, restricted cash, rents and other receivables, due from affiliates, accounts payable and other liabilities approximate fair value because of the short-term nature of these instruments. We calculate the fair value of our secured notes payable based on a currently available market rate; assuming the loans are outstanding through maturity and considering the collateral. At December 31, 2008, the aggregate fair value of our secured notes payable and secured revolving credit facility is estimated to be approximately \$3,578 million, based on a credit-adjusted present value of the principal and interest payments which are at floating rates. As of December 31, 2007, the estimated fair value of the secured loans was approximately \$3,106 million.

Currently, we use interest rate swaps and caps to manage interest rate risk resulting from variable interest payments on our floating rate debt. These financial instruments are carried on our balance sheet at fair value as determined under FAS157, based on the assumptions that market participants would use in pricing the asset or liability. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities.

As a basis for considering market participant assumptions in fair value measurements, FAS 157 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals.

To comply with the provisions of FAS 157, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees. We have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy. We do not have any fair value measurements using significant unobservable inputs (Level 3) as of December 31, 2008.

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The table below presents the assets and liabilities measured at fair value on a recurring basis as of December 31, 2008, aggregated by the level in the fair value hierarchy within which those measurements fall.

	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2008
Assets				
Interest Rate Contracts	\$	\$176,255	\$	\$176,255
Liabilities				
Floating Rate Debt Interest Rate Contracts		3,578 407,492		3,578 407,492

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

15. Predecessor Related-Party Transactions

Prior to DECO being acquired by us in the IPO/formation transactions, our predecessor had a number of transactions during 2006 with DECO, which was then owned by the stockholders of DERA:

- Our predecessor paid \$6.4 million in real estate commissions to DECO for the period from January 1, 2006 to October 30, 2006. The commissions paid to DECO were accounted for as leasing costs and were included in our predecessor's investment in real estate in the consolidated balance sheets for the period prior to our IPO.
- Our predecessor expensed \$8.2 million in property management fees related to management services by DECO for the period from January 1, 2006 to October 30, 2006. These management fees were based upon percentages, ranging from 1.75% to 4.00%, of the rental cash receipts collected by the properties.
- Our predecessor contributed its share of discretionary profit-sharing contributions (subject to statutory limitations), totaling \$192 for the period from January 1, 2006 to October 30, 2006, for services rendered by employees of DECO.

Our predecessor also contracted with DEB, an operating company owned by the stockholders of DERA and acquired by us in the IPO/formation transactions, to provide building and tenant improvement work. For such contracting work performed, our predecessor paid DEB \$12.1 million for the period from January 1, 2006 to October 30, 2006. These amounts were included in the cost basis of buildings and tenant improvements in the consolidated balance sheet of our predecessor.

Our predecessor leased approximately 26,785 square feet of office space to DECO and DEB. The rents from these leases totaled \$655 for the period from January 1, 2006 to October 30, 2006.

On March 15, 2006, DERA's stockholders contributed \$60 million to DERA in the form of promissory notes. As part of the formation transactions related to our IPO, these notes were paid in full.

Douglas Emmett, Inc.  
 Notes to Consolidated Financial Statements (continued)  
 (in thousands, except shares and per share data)

16. Commitments and Contingencies

We are subject to various legal proceedings and claims that arise in the ordinary course of business. These matters are generally covered by insurance. We believe that the ultimate settlement of these actions will not have a material adverse effect to our financial position and results of operations or cash flows.

Concentration of Credit Risk

Our properties are located in Los Angeles County, California and Honolulu, Hawaii. The ability of the tenants to honor the terms of their respective leases is dependent upon the economic, regulatory and social factors affecting the markets in which the tenants operate. We perform ongoing credit evaluations of our tenants for potential credit losses. Financial instruments that subject us to credit risk consist primarily of cash, accounts receivable, deferred rents receivable and interest rate contracts. We maintain our cash and cash equivalents with high quality financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$250 under the recently increased limit that the U.S. Congress has temporarily granted until December 31, 2009, and to date, we have not experienced any losses on our deposited cash.

Asset Retirement Obligations

In March 2005, the FASB issued Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations—an interpretation of FASB Statement No. 143 (FIN 47). FIN 47 clarifies that the term “conditional asset retirement obligation” as used in FAS No. 143, Accounting for Asset Retirement Obligations, represents a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement is conditional on a future event that may or may not be within a company’s control. Under this standard, a liability for a conditional asset retirement obligation must be recorded if the fair value of the obligation can be reasonably estimated. Environmental site assessments and investigations have identified 23 properties in our portfolio containing asbestos, which would have to be removed in compliance with applicable environmental regulations if these properties undergo major renovations or are demolished. As of December 31, 2008, the obligations to remove the asbestos from these properties have indeterminable settlement dates, and therefore, we are unable to reasonably estimate the fair value of the associated conditional asset retirement obligation.

Future Minimum Lease Payments

We lease (and during 2006, our predecessor leased) portions of the land underlying three of our office properties. For one of the three ground leases, we (and our predecessor) owned a one-sixth interest in the fee title to the land. At the end of the fourth quarter of 2008, we acquired the remaining five-sixths interest in the fee title to the land. With the completion of this acquisition, we now own 100% of the fee interest and 100% of the leasehold interest. During the second quarter of 2007, we obtained a fourth ground leasehold in conjunction with our acquisition of the Century City building described in Note 3. We acquired fee title to the land subject to this fourth ground lease at the end of 2007. We and our predecessor expensed ground lease payments in the amount of \$3,206 for the year ended December 31, 2008, \$3,204 for the year ended December 31, 2007; \$281 for the period of October 31, 2006 to December 31, 2006; and \$3,082 for the period of January 1, 2006 to October 30, 2006.

The following is a schedule of minimum lease payments on the remaining two ground leases as of December 31, 2008:

2009	\$	707
2010		733

2011	733
2012	733
2013	733
Thereafter	3,787
	\$ 7,426

Tenant Concentrations

For the years ended December 31, 2008, 2007 and 2006, no tenant exceeded 10% of our total rental revenue and tenant reimbursements.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

## 17. Segment Reporting

FAS No. 131, Disclosures about Segments of an Enterprise and Related Information, established standards for disclosure about operating segments and related disclosures about products and services, geographic areas and major customers. Segment information is prepared on the same basis that our management reviews information for operational decision making purposes. We and our predecessor have operated in two business segments: (i) the acquisition, redevelopment, ownership and management of office real estate and (ii) the acquisition, redevelopment, ownership and management of multifamily real estate. The products for our office segment include primarily rental of office space and other tenant services including parking and storage space rental. The products for our multifamily segment include rental of apartments and other tenant services including parking and storage space rental.

Asset information by segment is not reported because we do not use this measure to assess performance and make decisions to allocate resources. Therefore, depreciation and amortization expense is not allocated among segments. Interest and other income, management services, general and administrative expenses, interest expense, depreciation and amortization expense and net derivative gains and losses are not included in rental revenues less rental expenses as the internal reporting addresses these items on a corporate level.

Rental revenues less rental expenses is not a measure of operating results or cash flows from operating activities as measured by GAAP, and it is not indicative of cash available to fund cash needs and should not be considered an alternative to cash flows as a measure of liquidity. All companies may not calculate rental revenues less rental expenses in the same manner. We and our predecessor considered rental revenues less rental expenses to be an appropriate supplemental measure to net income because it assisted both investors and management to understand the core operations of our and our predecessor's properties.

Douglas Emmett, Inc.			
Year ended December 31, 2008			
	Office	Multifamily	Total
Rental revenues	\$ 537,377	\$ 70,717	\$ 608,094
Percentage of total	88%	12%	100%
Rental expenses	\$ 166,124	\$ 17,079	\$ 183,203
Percentage of total	91%	9%	100%
Rental revenues less rental expenses	\$ 371,253	\$ 53,638	\$ 424,891
Percentage of total	87%	13%	100%

Douglas Emmett, Inc.			
Year ended December 31, 2007			
	Office	Multifamily	Total
Rental revenues	\$ 468,569	\$ 71,059	\$ 539,628
Percentage of total	87%	13%	100%
Rental expenses	\$ 148,582	\$ 18,735	\$ 167,317
Percentage of total	89%	11%	100%
Rental revenues less rental expenses	\$ 319,987	\$ 52,324	\$ 372,311
Percentage of total	86%	14%	100%



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

Douglas Emmett, Inc.			
October 31, 2006 to December 31, 2006			
	Office	Multifamily	Total
Rental revenues	\$ 77,566	\$ 11,374	\$ 88,940
Percentage of total	87%	13%	100%
Rental expenses	\$ 26,375	\$ 3,260	\$ 29,635
Percentage of total	89%	11%	100%
Rental revenues less rental expenses	\$ 51,191	\$ 8,114	\$ 59,305
Percentage of total	86%	14%	100%
The Predecessor			
January 1, 2006 to October 30, 2006			
	Office	Multifamily	Total
Rental revenues	\$ 300,939	\$ 45,729	\$ 346,668
Percentage of total	87%	13%	100%
Rental expenses	\$ 104,524	\$ 15,041	\$ 119,565
Percentage of total	87%	13%	100%
Rental revenues less rental expenses	\$ 196,415	\$ 30,688	\$ 227,103
Percentage of total	86%	14%	100%

The following is a reconciliation of rental revenues less rental expenses to net loss:

	Douglas Emmett, Inc.			The Predecessor
	Year Ending December 31, 2008	Year Ending December 31, 2007	October 31, 2006 to December 31, 2006	January 1, 2006 to October 30, 2006
Rental revenues less rental expenses	\$ 424,891	\$ 372,311	\$ 59,305	\$ 227,103
Interest and other income	3,580	695	87	4,515
Gain on investments in interest rate contracts, net	-	-	-	6,795
General and administrative expenses	(22,646)	(21,486)	(30,201)	(17,863)
Interest expense	(193,727)	(160,616)	(26,213)	(95,938)
Depreciation and amortization	(248,011)	(209,593)	(32,521)	(95,456)
Deficit distributions to minority partners	-	-	-	(10,642)
Minority interests	7,920	5,681	8,952	(34,876)
Net loss	\$ (27,993)	\$ (13,008)	\$ (20,591)	\$ (16,362)



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

## 18. Quarterly Financial Information (unaudited)

The tables below reflect selected quarterly information for the years ended December 31, 2008 and 2007:

	Three Months Ended			
	December 31, 2008	September 30, 2008	June 30, 2008	March 31, 2008
Total revenue	\$ 155,570	\$ 157,653	\$ 155,063	\$ 139,808
Loss before minority interest	(8,059)	(12,400)	(12,213)	(3,241)
Net loss	(6,369)	(9,696)	(9,428)	(2,500)
Net loss per common share - basic and diluted	\$ (0.05)	\$ (0.08)	\$ (0.08)	\$ (0.02)
Weighted average shares of common stock outstanding - basic and diluted	121,777,360	121,509,098	121,313,515	118,283,579

	Three Months Ended			
	December 31, 2007	September 30, 2007	June 30, 2007	March 31, 2007
Total revenue	\$ 139,058	\$ 136,135	\$ 131,682	\$ 132,753
Loss before minority interest	(8,183)	(4,007)	(1,802)	(4,697)
Net loss	(5,690)	(2,785)	(1,260)	(3,273)
Net loss per common share - basic and diluted	\$ (0.05)	\$ (0.03)	\$ (0.01)	\$ (0.03)
Weighted average shares of common stock outstanding - basic and diluted	109,833,903	110,956,113	114,861,872	115,005,860



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)  
(in thousands, except shares and per share data)

19. Douglas Emmett Fund X, LLC

In October 2008, we completed the initial closing of our new institutional fund, Douglas Emmett Fund X, LLC (Fund X). Fund X is the first fund formed by us since our IPO, when the nine institutional funds previously formed by our predecessor were consolidated with us. As of the date of its initial closing, Fund X had obtained equity commitments totaling \$300 million, of which we committed \$150 million and certain of our officers committed \$2.25 million on the same terms as the other investors.

Fund X contemplates a fund raising period until July 2009 and an investment period of up to four years from the initial closing, followed by a ten-year value creation period. With limited exceptions, Fund X will be our exclusive investment vehicle during its investment period, using the same underwriting and leverage principles and focusing primarily on the same markets as we have.

In connection with the initial closing of Fund X, (i) we contributed to Fund X the portfolio of six Class A office properties totaling approximately 1.4 million square feet located in four of our core Los Angeles submarkets (Santa Monica, Beverly Hills, Sherman Oaks/Encino and Warner Center/Woodland Hills) which we acquired in March 2008 and (ii) we transferred to Fund X the related 5-year, \$365 million term loan. In exchange, we received an interest in the common equity of Fund X, which represented 50% as of the initial closing based on our pro rata share of our \$150 million equity commitment relative to the \$300 million total in equity commitments. Since the net value of the contributed properties (as valued under the Fund X operating agreement) exceeded our required capital contribution, we received additional cash from Fund X shortly after the initial closing and expect to receive a second cash distribution in late February or early March 2009 that would complete the adjustment of our contribution in Fund X to our required pro rata capital contribution level.

During the life of Fund X, we are entitled to certain additional cash based on committed capital and on any profits which exceed certain specified cash returns to the investors. Certain of our affiliates (which are wholly-owned by us) are expected to provide property management and other services to Fund X, for which we will be paid fees and/or reimbursed our costs.

Our business includes the results of Fund X, which is currently accounted for on a consolidated basis. The ownership interest in Fund X that we do not own is reflected in Other Liabilities on our consolidated balance sheet. An adjustment to our consolidated results of operations relating to that ownership in Fund X is reflected in Interest and Other Income.

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Douglas Emmett, Inc.  
 Schedule III  
 Consolidated Real Estate and Accumulated Depreciation  
 (dollars in thousands)

Encumbrances at December 31, 2008	Initial Cost		Cost Capitalized Subsequent to Acquisition		Gross Carrying Amount at December 31, 2008			Accumulated Depreciation at December 31, 2008	Year Renovated
	Land	Building & Improvements	Improvements	Carrying Costs	Land	Building & Improvements	Total		
\$24,979	\$4,201	\$11,860	\$28,311	\$ -	\$6,030	\$38,342	\$44,372	\$4,107	1991
34,434	2,376	15,302	44,254	-	5,119	56,813	61,932	5,051	1989
5,785	5,933	11,389	47,785	-	13,303	51,804	65,107	4,253	1989
25,235	3,255	9,654	32,745	-	5,921	39,733	45,654	4,160	1983
3,965	3,102	12,221	27,397	-	5,298	37,422	42,720	3,095	1972
77,100	6,660	32,045	59,074	-	9,471	88,308	97,779	9,296	1989
36,970	5,253	15,547	49,779	-	9,664	60,915	70,579	4,606	1989
124,895	9,347	73,358	128,949	-	15,015	196,639	211,654	16,315	1988
79,741	9,989	29,187	112,356	-	21,787	129,745	151,532	9,829	1981
61,702	5,013	34,283	71,735	-	8,828	102,203	111,031	8,387	1989
115,372	19,156	109,259	69,049	-	26,139	171,325	197,464	14,601	1989
27,926	5,473	22,850	29,946	-	8,247	50,022	58,269	4,629	1985
1,888	5,075	6,946	16,413	-	7,557	20,877	28,434	2,003	1964
26,720	4,377	15,277	34,843	-	7,421	47,076	54,497	4,263	1989
244,080	33,213	17,820	402,201	-	48,328	404,906	453,234	35,980	1981
4,474	4,712	15,747	34,820	-	8,685	46,594	55,279	4,935	1967
2,457	2,574	7,111	13,795	-	5,111	18,369	23,480	1,793	1989
20,066	4,028	15,019	18,187	-	5,366	31,868	37,234	2,891	1989
31,185	4,533	22,024	28,069	-	7,503	47,123	54,626	4,822	1971
91,892	8,446	67,672	95,645	-	11,737	160,026	171,763	13,188	1989
40,642	5,731	24,329	43,332	-	8,957	64,435	73,392	5,847	1966
74,383	8,506	79,532	72,758	-	14,568	146,228	160,796	13,077	1989
136,713	12,769	78,447	134,953	-	27,108	199,061	226,169	15,731	1968
25,815	5,032	15,768	28,011	-	6,714	42,097	48,811	3,421	1974
93,107	10,275	70,761	102,365	-	16,153	167,248	183,401	14,104	1972
76,683	12,535	59,554	88,748	-	15,533	145,304	160,837	13,321	1989
10,084	10,350	29,784	58,013	-	9,154	88,993	98,147	7,239	1987
54,190	8,542	44,419	50,476	-	11,448	91,989	103,437	7,806	1989
2,017	4,468	11,615	10,468	-	4,775	21,776	26,551	2,229	1989
54,889	8,475	48,525	49,917	-	15,653	91,264	106,917	8,486	1974
33,621	5,293	23,125	42,264	-	6,165	64,517	70,682	6,233	1971

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	21,727	3,833	12,484	20,942	-	7,475	29,784	37,259	2,174	1968
e	148,766	18,514	131,752	102,023	-	26,163	226,126	252,289	18,185	1968
	15,066	16,597	54,774	99,142	-	17,658	152,855	170,513	12,745	1962
	11,404	2,096	10,396	8,697	-	2,333	18,856	21,189	2,052	1962
re	3,564	5,366	18,025	18,878	-	6,863	35,406	42,269	2,916	1983
	374,330	43,110	292,147	375,785	-	59,418	651,624	711,042	57,747	1982-19
	28,361	4,955	27,766	26,640	-	6,435	52,926	59,361	4,436	1964
	86,922	8,317	105,651	52,048	-	8,833	157,183	166,016	13,999	1964
	23,475	51	41,001	20,972	-	-	62,024	62,024	6,827	1964
	184,500	20,688	143,263	77,530	-	21,989	219,492	241,481	20,290	1964
	6,686	2,564	8,872	325	-	2,563	9,198	11,761	897	1964
l	23,957	5,934	27,836	965	-	5,933	28,802	34,735	2,861	1964
	13,690	5,557	16,457	181	-	5,557	16,638	22,195	1,499	1957
	10,722	7,055	12,035	216	-	7,055	12,251	19,306	1,362	1964
	22,600	3,717	29,099	392	-	3,669	29,539	33,208	1,613	1964
	55,800	8,245	80,633	3,170	-	8,263	83,785	92,048	3,580	1964
	18,000	1,863	16,766	1,631	-	1,863	18,397	20,260	523	1964
	23,000	5,039	30,194	815	-	5,039	31,009	36,048	1,397	1964
	39,300	5,539	59,977	1,865	-	5,539	61,842	67,381	2,900	1964
	33,500	6,033	43,740	896	-	6,033	44,636	50,669	2,188	1964
	117,600	20,987	209,660	4,125	-	20,987	213,785	234,772	8,959	1964
	108,000	18,992	152,143	930	-	18,992	153,073	172,065	5,453	1964
	43,600	8,258	66,677	721	-	8,257	67,399	75,656	2,541	1964
	153,630	28,568	81,485	142,159	-	58,208	194,004	252,212	14,899	1963
	43,440	6,461	27,639	40,029	-	14,903	59,226	74,129	4,459	1963
	46,400	10,091	16,159	72,275	-	27,816	70,709	98,525	4,859	1963
	144,610	20,809	74,191	195,272	-	60,555	229,717	290,272	15,496	1965-1968
	111,920	24,720	85,895	37,355	-	35,294	112,676	147,970	8,020	1968
l	82,000	42,887	71,376	13,781	-	35,163	92,881	128,044	7,813	1990
	7,750	5,720	10,052	285	-	5,720	10,337	16,057	762	1990
	7,150	6,426	8,179	269	-	6,426	8,448	14,874	696	1990
	3,100	2,605	3,263	190	-	2,605	3,453	6,058	279	1990
er	14,720	23,848	-	-	-	23,848	-	23,848	-	N
AL	\$3,672,300	\$634,137	\$3,000,017	\$3,347,162	\$	- \$900,213	\$6,081,103	\$6,981,316	\$490,125	



Douglas Emmett, Inc.  
Schedule III (continued)  
Consolidated Real Estate and Accumulated Depreciation  
(dollars in thousands)

	Year ended December 31,		
	2008	2007	2006
<b>Real Estate Assets</b>			
Balance, beginning of period	6,264,170	6,088,617	3,128,742
Additions			
- property acquisitions	653,842	121,694	260,666
- improvements	63,304	57,300	52,577
Purchase accounting	-	(3,441)	2,646,632
Balance, end of period	6,981,316	6,264,170	6,088,617
<b>Accumulated Depreciation</b>			
Balance, beginning of period	(242,114)	(32,521)	(506,258)
Additions			
- depreciation	(248,011)	(209,593)	(121,620)
Purchase accounting	-	-	595,357
Balance, end of period	(490,125)	(242,114)	(32,521)

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