

Douglas Emmett Inc  
Form 10-K  
February 27, 2014

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, 2013  
Commission file number: 1-33106

Douglas Emmett, Inc.  
(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, 2<sup>nd</sup> 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 Stock, \$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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non Accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
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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 28, 2013, was \$3.3 billion. (This computation excludes the market value of all shares of Common Stock reported as beneficially owned by executive officers and directors of the Registrant. Such exclusion shall not be deemed to constitute an admission that any such person is an affiliate of the Registrant.)

The registrant had 143,189,974 shares of its common stock, \$0.01 par value, outstanding as of February 21, 2014.

**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 2014 are incorporated by reference in Part III of this Report on Form 10-K. Such 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, 2013.

DOUGLAS EMMETT, INC.  
FORM 10-K TABLE OF CONTENTS

		PAGE NO.	
PART I	Item 1	Business Overview	<u>4</u>
	Item 1A	Risk Factors	<u>8</u>
	Item 1B	Unresolved Staff Comments	<u>22</u>
	Item 2	Properties	<u>23</u>
	Item 3	Legal Proceedings	<u>29</u>
	Item 4	Mine Safety Disclosures	<u>29</u>
PART II	Item 5	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	<u>30</u>
	Item 6	Selected Financial Data	<u>32</u>
	Item 7	Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>33</u>
	Item 7A	Quantitative and Qualitative Disclosures About Market Risk	<u>47</u>
	Item 8	Financial Statements and Supplementary Data	<u>47</u>
	Item 9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	<u>47</u>
	Item 9A	Controls and Procedures	<u>48</u>
	Item 9B	Other Information	<u>48</u>
PART III	Item 10	Directors, Executive Officers and Corporate Governance	<u>49</u>
	Item 11	Executive Compensation	<u>49</u>
	Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	<u>49</u>
	Item 13	Certain Relationships and Related Transactions, and Director Independence	<u>49</u>
	Item 14	Principal Accounting Fees and Services	<u>49</u>
PART IV	Item 15	Exhibits and Financial Statement Schedule	<u>50</u>
		SIGNATURES	<u>52</u>

### Forward Looking Statements.

This Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934 as amended (Exchange Act). 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 our beliefs and assumptions, as well as 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; a general downturn in the economy, such as the recent global financial crisis; 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 unconsolidated institutional real estate funds; 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). We are one of the largest owners and operators of high-quality office and multifamily properties located in premier submarkets in California and Hawaii. We focus on owning, acquiring and operating 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 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.

Through our interest in Douglas Emmett Properties, LP (our operating partnership) and its subsidiaries, including our investments in our unconsolidated institutional real estate funds (Funds), we own or partially own, manage, lease, acquire and develop real estate, consisting primarily of office and multifamily properties. At December 31, 2013, we owned a consolidated portfolio of fifty-two office properties (including ancillary retail space) totaling approximately 13.3 million rentable square feet of space and nine multifamily properties containing 2,868 apartment units, as well as the fee interests in two parcels of land subject to ground leases. Alongside our consolidated portfolio, we also manage and own equity interests in our Funds which, at December 31, 2013, owned eight additional office properties totaling approximately 1.8 million square feet of space. We manage these eight properties alongside our consolidated portfolio; therefore we present our office portfolio statistics on a total portfolio basis, with a combined sixty Class A office properties totaling approximately 15.1 million square feet. All of these 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.

We employ a focused business strategy that we have developed and implemented over the last four decades:

**Concentration of High Quality Office and Multifamily Assets in Premier Submarkets.** First, we select submarkets that are supply constrained, with high barriers to entry, key lifestyle amenities, proximity to high-end executive housing and a strong, diverse economic base. Virtually no entitled Class A office space is currently under construction in any of our targeted submarkets. Our submarkets are dominated by small, affluent tenants, whose rent is very small relative to their revenues and often not the paramount factor in their leasing decisions. In addition, our diverse base of office tenants operates in a variety of legal, medical, entertainment, technology, financial and other professional businesses, reducing our dependence on any one industry. In 2013, 2012 and 2011, no tenant provided more than 10% of our total rental revenue and tenant reimbursements.

**Disciplined Strategy of Acquiring Substantial Market Share.** Once we select a submarket, we follow a disciplined strategy of gaining substantial market share to provide us with extensive local transactional market information, pricing power in lease and vendor negotiations and an enhanced ability to identify and negotiate investment opportunities. As a result, we average about a 25% share of the Class A office space in our targeted submarkets.

**Proactive Asset and Property Management.** Finally, our fully integrated focused operating platform provides the unsurpassed tenant service demanded in our submarkets, with in-house leasing, proactive asset and property management and internal design and construction services. We believe this provides a key competitive advantage in managing our office portfolio, which at December 31, 2013 consisted of 2,530 office leases, with a median size of approximately 2,400 square feet, and our 2,868 apartment units. 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, closing an average of

approximately three office leases each business day. Finally, our in-house construction company allows us to compress the time required for building out many smaller spaces, so that we can reduce the resulting structural vacancy.

## 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. Also, 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 flows, 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 materially adverse effect on our ability to lease units and on our rental rates.

## Regulation

Our properties are subject to various covenants, laws, ordinances and regulations, including 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 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 were 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 Cities 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 remain limited by Los Angeles and Santa Monica rent control regulations.

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



## 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 happened 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 and related rules, and administrative and judicial interpretations.

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 25% 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.

As of December 31, 2013, we owned an interest in a subsidiary which was intended to be treated as a qualified REIT subsidiary (QRS). The Internal Revenue Code provides that a QRS will be ignored for federal income tax purposes and all assets, liabilities and items of income, deduction and credit of the QRS 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, 2013, we owned interests in certain corporations which have elected to be treated as taxable REIT subsidiaries. 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 non-customary 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.

One of our Funds owns 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.

#### Employees

As of December 31, 2013, we employed approximately 500 people.

## Corporate Structure

We were formed as a Maryland corporation on June 28, 2005 to continue and expand the operations of Douglas Emmett Realty Advisors and its 9 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 its partnership agreement 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.

## Funds

We manage and own equity interests in two Funds, Douglas Emmett Fund X, LLC (Fund X), and Douglas Emmett Partnership X, LP (Partnership X), through which we and institutional investors own 8 buildings totaling 1.8 million square feet in our core markets. Our ownership interest entitles us to a pro rata share of any distributions based on our ownership (a weighted average of 60% at December 31, 2013 based on square footage), additional distributions based on the total invested capital and a carried interest if the investors' distributions exceed a hurdle rate. We also receive fees and reimbursement of expenses for managing our unconsolidated Funds' properties.

While the financial data in this Report does not include our Funds on a consolidated basis, much of the property level data in this Report includes the properties owned by our Funds, as we believe this presentation assists in understanding our business. For further information, see Note 18 to our consolidated financial statements in Item 15 of this Report.

## Segments

We have two reportable segments: Office Properties and Multifamily Properties. Information related to our business segments for 2013, 2012 and 2011 is set forth in Note 16 to our consolidated financial statements in Item 15 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.douglasemmett.com](http://www.douglasemmett.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.

## Item 1A. Risk Factors

The following section includes what we believe to be 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 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 (including the properties owned by our Funds) are located in Los Angeles County, California and Honolulu, Hawaii, and we are dependent on the Southern California and Honolulu economies. Therefore, we are susceptible to adverse local conditions and regulations, as well as natural disasters in those areas. Because all of our properties are located 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 and Honolulu economic and regulatory environments (such as business layoffs or downsizing, industry slowdowns, relocations of businesses, budget deficits, 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, wildfires and other events). In addition, California is also regarded as more litigious and more highly regulated and taxed than many other states, which may reduce demand for office space in California. Any adverse developments in the economy or real estate market in Los Angeles County and the surrounding region, or in Honolulu, or any decrease in demand for office space resulting from the California or Hawaii regulatory or business environment could adversely impact the market price of our common stock, our financial condition, our results of operations and our cash flows, including 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 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 recent 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, and the pronounced tightening of credit markets that has occurred in the recent liquidity crisis, 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 and the possible inability to recover from our tenants the increased expenses, including, without limitation, insurance costs, labor costs (such as 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, as well as costs of compliance with laws, regulations and governmental policies;
- 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 recent global economic downturn, rising interest rates or declining demand for real estate, continued legislative uncertainty related to federal and state spending and tax

policy, or the public perception that any of these events may occur, could result in a general decline in rents and property values and an increased incidence of defaults under existing leases. If we cannot operate our properties effectively, or if we do not acquire desirable properties, and when appropriate dispose of properties, on favorable terms at appropriate times, the market price of our common stock, our financial condition, our results of operations and our cash flows, including our 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, 2013, our total consolidated indebtedness was approximately \$3.24 billion, and we may incur significant additional debt for various purposes, including, without limitation, to fund future acquisition and development activities and operational needs.

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 and other constraints imposed on us by our debt agreements, especially in periods like the recent global financial downturn when credit is harder to obtain, could have other significant adverse consequences, including the following:

- our cash flows 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 existing indebtedness;
- 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, the market price of our common stock, our financial condition, our results of operations and our cash flows, including 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.

Financial downturns may adversely affect our business and performance. Our operations and performance depend on general economic conditions. The United States economy recently experienced a financial crisis and recession, with some financial and economic analysts predicting that the world economy may encounter a prolonged economic period characterized by high unemployment, limited availability of credit and decreased consumer and business spending.

The downturn had a negative impact on the global credit markets, which was stopped with significant economic stimulus. If this reoccurs or other factors affect the availability of credit to us, 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 Funds' ability to make distributions to its respective members, including us.

The economic downturn adversely affected, and any recurrence may 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 resulted in uncertainty in the real estate markets. As a result, the valuation of real-estate related assets has been volatile and may 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 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 recent global economic downturn, and the desirability of our properties compared to other properties in our submarkets, the rents we realize on new leases have been less than our in-place rents, and that trend could continue or even get worse. Significant rent reductions could result in a write-down of one or more of our consolidated properties, or our equity investments in our Funds, and/or adversely affect the market price of our common stock, our financial condition, our results of operations and our cash flows, including our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

Potential losses, including from adverse weather conditions, natural disasters and title claims, may not be covered by insurance. Our business operations in Los Angeles County, 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 reduce or 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, 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, if any of our properties were destroyed or damaged, then we might not be permitted to rebuild many of those properties 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.

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 or war may have a negative impact on our operations, even if they are not directed at our properties. In addition, the terrorist attacks can substantially affect 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 risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology (IT) networks and related systems. We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk. A security breach or other significant disruption involving our IT networks and related systems could have a material adverse effect on our results of operations, financial condition and cash flows by, for example:

- Disruption of the proper functioning of our networks and systems and thus our operations and/or those of our tenants or vendors;
- Misstated financial reports, violations of loan covenants, missed reporting deadlines and/or missed permitting deadlines;
- Preventing us from properly monitoring our compliance with the rules and regulations regarding our qualification as a REIT;
- Unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes;
- Our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space;
- The requirement of significant management attention and resources to remedy any damages that result;
- Claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or
- Damage to our reputation among our tenants and investors generally.

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, the market price of our common stock, our financial condition, our results of operations and our cash flows, including our 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 materially 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, 2013, 7.8% of the square footage of the properties in our total office portfolio, including 7.8% of our consolidated office portfolio, was available for lease. As of December 31, 2013, 16.9% of leases (representing 12.0% of the square footage) in our total portfolio, including 16.9% of leases (representing 12.8% of the square footage) in our consolidated portfolio, were scheduled to expire in 2014. In addition, as of December 31, 2013, approximately 0.5% of the units in our multifamily portfolio were available for lease, and substantially all of the leases in our multifamily portfolio are originally renewable on an annual basis at the tenant's option and, if not renewed or terminated, automatically convert to month-to-month terms. Our leases may not be renewed, in which case we must find new tenants for that space. To attract new tenants or retain existing tenants, particularly in periods of contraction, we may have to accept rental rates below our existing rental rates or offer substantial rent abatements, tenant improvements, early termination rights or below-market renewal options. 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 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, 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, the market price of our common stock, our financial condition, our results of operations and our cash flows, including 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 recent 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 contractual rights, such as rights of first offer.

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 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 materially 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 Cities 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 flows from our properties subject to such regulations. Furthermore, such regulations may negatively impact our ability to attract higher-paying tenants to such properties.

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 significant risks, including the following:

- 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 flows 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, the market price of our common stock, our financial condition, our results of operations and our cash flows, including our 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, integrate and operate properties in our current markets is 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 the market price of our common stock, our financial condition, our results of operations and our cash flows, including our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

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 the market price of our common stock, our financial condition, our results of operations and our cash flows, including our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

We are exposed to certain risks when we participate in joint ventures. We have and may in the future develop and acquire properties in joint ventures with other persons or entities. Our participation in joint ventures may subject us to risks, including for example:

- Disputes with joint venture partners might affect our ability to develop or operate a property;
- The refinancing of unconsolidated joint venture debt may require equity capital calls;
- We may be forced to fulfill the obligations of a joint venture or of joint venture partners who default on their obligations including those related to debt or interest rate swaps; and
- Conflicts of interests because our joint venture partners of varying interest such as different need for liquidity, different assessments of the market, different tax objectives or ownership of competing interests in properties in our markets.

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 or pay some of the required distributions in equity. Our annual distributions may exceed estimated cash available from operations. While we intend to fund the difference out of excess cash or by incurring additional debt, if necessary, 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. In addition, from time to time there have been proposals to base property taxes on commercial properties on their current market value, without any limit based on purchase price. 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 flows 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. Some of our properties were contributed to us in exchange for units of our operating partnership. As a result of the unrealized built-in gain attributable to such properties at the time of their contribution, some holders of operating partnership units, including our executive officers, 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, 2013, our executive officers owned approximately 4% of our outstanding common stock, but they would own approximately 23% assuming that they convert all of their interests in our operating partnership into common stock and exercise all of their options for common stock. 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.

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 flows. Consequently, we may 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, and any additional equity that we issue will cause dilution to our common stock. Our access to third-party sources of capital depends on many factors, some of which include:

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

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;
- 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 plan units (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 (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. We have employment agreements with Jordan L. Kaplan, Kenneth M. Panzer, William Kamer and Theodore E. Guth, which 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 outperformance grants. 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.

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 Theodore E. Guth. 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 control over financial reporting, we may not be able to accurately report our financial results. An effective system of internal control over financial reporting is necessary for us to provide reliable financial reports, prevent fraud and operate successfully as a public company. As part of our ongoing monitoring of internal controls, we may discover material weaknesses or significant deficiencies in our internal controls that we believe require remediation. If we discover such weaknesses, we will make efforts to improve our internal controls in a timely manner. Any system of internal controls, however well designed and operated, is based in part on certain assumptions and can only provide reasonable, not absolute, assurance that the objectives of the system are met. Any failure to maintain effective internal controls, or implement any necessary improvements in a timely manner, could have a materially adverse effect on our business and operating results, or cause us to not meet our reporting obligations, which could affect our ability to remain listed with the New York Stock Exchange. Ineffective internal 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.

Changes in accounting pronouncements could adversely affect our operating results, in addition to the reported financial performance of our tenants. Accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Uncertainties posed by various initiatives of accounting standard-setting by the Financial Accounting Standards Board and the Securities and Exchange Commission, which create and interpret applicable accounting standards for U.S. companies, may change the financial accounting and

reporting standards or their interpretation and application of these standards that govern the preparation of our financial statements. Proposed changes include, but are not limited to, changes in lease accounting and the adoption of accounting standards likely to require the increased use of “fair-value” measures. These changes could have a material impact on our reported financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in potentially material restatements of prior period financial statements. Similarly, these changes could have a material impact on our tenants’ reported financial condition or results of operations or could affect our tenants’ preferences regarding leasing real estate.

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, are 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 our board of directors without a vote of our stockholders. In addition, our 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 the market price of our common stock, our financial condition, our results of operations and our cash flows, including our 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 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. Since our 2006 taxable year, we have operated in a manner intended to allow us to qualify as a REIT for federal income tax purposes. To qualify as a REIT, we must satisfy certain highly technical and complex 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 these tests depends upon our analysis of and compliance with numerous factors, many of which are not susceptible to a precise determination and have only limited judicial and administrative interpretations, and which are not entirely within our control. 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 intend 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.

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.

One of our Funds owns properties through an entity which is intended to also qualify as a REIT, and the failure of that entity 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). In addition, any net taxable income earned directly by our taxable REIT subsidiaries, 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 several subsidiaries as taxable REIT subsidiaries, 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. In addition, 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. 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. 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 we cannot guarantee that the IRS would agree with our characterization of our properties.

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.

## Item 2. Properties

Our total portfolio of sixty-nine properties consists of fifty-two office properties that we directly own and operate, eight office properties that we operate and indirectly own through our equity interest in our Funds, and nine wholly-owned multifamily properties. We also own the fee interests in two parcels of land subject to ground leases. Our properties are 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.

## Office Portfolio

As of December 31, 2013, we owned 100% of all properties in our total office portfolio, except eight properties totaling 1.8 million square feet owned by our Funds and a 79,000 square foot property owned by a consolidated joint venture in which we own a 66.7% interest. The measurements below are based on Building Owners and Managers Association (BOMA) 1996 remeasurement. The following table sets forth submarket data with respect to our total office portfolio properties as of December 31, 2013:

Office Portfolio by Submarket	Number of Properties	Rentable Square Feet <sup>(1)</sup>	Percent of Square Feet of Our Total Portfolio	Submarket Rentable Square Feet <sup>(2)</sup>	Our Market Share in Submarket	
Beverly Hills	8	1,643,911	10.9	% 7,741,422	21.2	%
Brentwood	14	1,700,889	11.3	3,356,126	50.7	
Burbank	1	420,949	2.8	6,733,458	6.3	
Century City	3	916,060	6.1	10,064,599	9.1	
Honolulu	4	1,716,708	11.4	5,088,599	33.7	
Olympic Corridor	5	1,098,073	7.3	3,022,969	36.3	
Santa Monica	8	972,795	6.4	8,700,348	11.2	
Sherman Oaks/Encino	12	3,372,129	22.3	6,171,530	54.6	
Warner Center/Woodland Hills	3	2,855,911	18.9	7,203,647	39.6	
Westwood	2	396,808	2.6	4,443,398	8.9	
Total	60	15,094,233	100.0	% 62,526,096	24.1	

Based on Building Owners and Managers Association (BOMA) 1996 remeasurement. Total consists of 13,744,993 leased square feet (includes 267,944 square feet with respect to signed leases not commenced), 1,173,719 available square feet, 109,383 building management use square feet, and 66,138 square feet of BOMA 1996 adjustment on leased space.

(2)Source: CB Richard Ellis

## Office Portfolio Occupancy and In-place Rents

The following table presents our total office portfolio occupancy and in-place rents as of December 31, 2013:

Office Portfolio by Submarket	Percent Leased <sup>(1)</sup>	Annualized Rent <sup>(2)</sup>	Annualized Rent Per Leased Square Foot <sup>(3)</sup>
Beverly Hills	95.7 %	\$62,970,420	\$41.88
Brentwood	92.0	54,913,679	36.65
Burbank	100.0	15,145,670	35.98
Century City	98.9	33,553,933	37.61
Honolulu	88.9	46,125,696	31.75
Olympic Corridor	92.8	30,813,205	30.79
Santa Monica <sup>(4)</sup>	97.2	50,571,389	54.01
Sherman Oaks/Encino	94.0	98,238,825	31.64
Warner Center/Woodland Hills	85.1	65,198,413	28.26
Westwood	92.6	12,689,173	35.19
Total / Weighted Average	92.2	\$470,220,403	34.89

(1) Includes 267,944 square feet with respect to signed leases not yet commenced.

Represents annualized cash base rent (i.e. excludes tenant reimbursements, parking and other revenue) before

(2) abatements (excluding signed leases not yet commenced). For our triple net Burbank and Honolulu office properties, annualized rent is calculated by adding expense reimbursements to base rent.

(3) Represents annualized rent divided by leased square feet (excluding signed leases not commenced).

(4) Includes \$1,332,386 of annualized rent attributable to our corporate headquarters.

## Office Tenant Diversification

Our total office portfolio currently consists of approximately 2,530 office leases in a variety of industries, including legal, financial services, entertainment, real estate and accounting and consulting. The following table sets forth information regarding tenants with 1.0% or more of annualized rent in our total office portfolio as of December 31, 2013:

Office Portfolio by Tenant	Number of Leases	Number of Properties	Lease Expiration <sup>(1)</sup>	Total Leased Square Feet	Percent of Rentable Square Feet	Annualized Rent <sup>(2)</sup>	Percent of Annualized Rent
Time Warner <sup>(3)</sup>	4	4	2015-2023	625,750	4.1 %	\$22,316,440	4.7 %
William Morris Endeavor	1	1	2027	180,967	1.2	9,308,348	2.0
The Macerich Partnership, L.P.	1	1	2018	90,832	0.6	4,803,882	1.0
Total	6	6		897,549	5.9 %	\$36,428,670	7.7 %

(1) Expiration dates are per leases and do not assume exercise of renewal, extension or termination options. For tenants with multiple leases, the ranges reflect all leases other than storage, ATM and similar leases.

(2) Represents annualized cash base rent (i.e. excludes tenant reimbursements, parking and other revenue) before abatements under leases commenced as of December 31, 2013 (does not include 267,944 square feet with respect



to signed leases not yet commenced). For our triple net Burbank and Honolulu office properties, annualized rent is calculated by adding expense reimbursements to base rent.

- (3) Includes a 10,000 square foot lease expiring in April 2015, a 150,000 square foot lease expiring in April 2016 (we have executed a lease with the existing subtenant in 101,000 square feet of this space which will commence on expiration of the current lease and continue until July 2023), a 421,000 square foot lease expiring in September 2019 and a 45,000 square foot lease expiring in December 2020.

## Office Lease Industry Diversification

The following table sets forth information relating to tenant diversification by industry in our total office portfolio based on annualized rent as of December 31, 2013:

Industry	Number of Leases	Annualized Rent as a Percent of Total	
Legal	508	18.9	%
Financial Services	328	13.9	
Entertainment	177	13.7	
Real Estate	193	8.9	
Accounting & Consulting	307	8.6	
Health Services	322	8.1	
Insurance	122	7.2	
Retail	191	6.8	
Technology	110	4.3	
Advertising	69	2.6	
Public Administration	68	2.3	
Educational Services	27	1.7	
Other	108	3.0	
Total	2,530	100.0	%

## Office Lease Distribution

The following table sets forth information relating to the distribution of leases in our total office portfolio based on rentable square feet leased as of December 31, 2013:

Square Feet Under Lease	Number of Leases	Leases as a Percent of Total	Rentable Square Feet (1)	Square Feet as a Percent of Total	Annualized Rent (2)	Annualized Rent as a Percent of Total	
2,500 or less	1,294	51.1	% 1,778,018	11.8	% \$61,381,110	13.1	%
2,501-10,000	918	36.3	4,323,116	28.6	146,060,018	31.1	
10,001-20,000	211	8.3	2,864,062	19.0	101,330,628	21.5	
20,001-40,000	80	3.2	2,131,545	14.1	73,445,368	15.6	
40,001-100,000	22	0.9	1,364,748	9.1	51,827,429	11.0	
Greater than 100,000	5	0.2	1,015,560	6.7	36,175,850	7.7	
Subtotal	2,530	100.0	% 13,477,049	89.3	% \$470,220,403	100.0	%
Signed leases not commenced			267,944	1.8			
Available			1,173,719	7.8			
Building Management Use			109,383	0.7			
BOMA Adjustment (3)			66,138	0.4			
Total	2,530	100.0	% 15,094,233	100.0	% \$470,220,403	100.0	%

(1) Average tenant size is approximately 5,300 square feet. Median is approximately 2,400 square feet.

Represents annualized monthly cash base rent (i.e. excludes tenant reimbursements, parking and other revenue)

(2) before abatements under leases commenced as of December 31, 2013 (does not include 267,944 square feet with respect to signed leases not yet commenced). For our triple net Burbank and Honolulu office properties, annualized rent is calculated by adding expense reimbursements to base rent.

(3) Represents square footage adjustments for leases that do not reflect BOMA 1996 remeasurement.

25

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## Office Lease Expirations

The following table sets forth a summary schedule of lease expirations for leases in place as of December 31, 2013, plus available space, in our total office portfolio assuming non-exercise of renewal options and early termination rights:

Year of Lease Expiration	Number of Leases Expiring	Rentable Square Feet	Expiring Square Feet as a Percent of Total	Annualized Rent <sup>(1)</sup>	Annualized Rent as a Percent of Total	Annualized Rent Per Leased Square Foot <sup>(2)</sup>	Annualized Rent Per Leased Square Foot at Expiration <sup>(3)</sup>
Short Term Space Leases	52	173,107	1.1	% \$4,769,138	1.0	% \$27.55	\$27.56
2014	428	1,803,879	12.0	% 64,135,175	13.6	% 35.55	35.84
2015	524	2,082,865	13.8	71,433,311	15.2	34.30	35.61
2016	474	2,027,372	13.4	68,788,818	14.6	33.93	36.05
2017	363	1,855,611	12.3	61,793,054	13.1	33.30	36.40
2018	297	1,500,769	10.0	55,734,008	11.8	37.14	41.49
2019	142	1,309,462	8.7	45,536,634	9.7	34.78	39.07
2020	97	831,153	5.5	28,512,523	6.1	34.30	40.71
2021	54	542,391	3.6	20,081,388	4.3	37.02	43.00
2022	30	260,547	1.7	8,812,190	1.9	33.82	42.92
2023	38	601,060	4.0	19,171,875	4.1	31.90	40.16
Thereafter	31	488,833	3.2	21,452,289	4.6	43.88	59.61
Subtotal	2,530	13,477,049	89.3	470,220,403	100.0	34.89	38.53
Signed leases not commenced		267,944	1.8				
Available		1,173,719	7.8				
Building management use		109,383	0.7				
BOMA adjustment <sup>(4)</sup>		66,138	0.4				
Total/Weighted Average	2,530	15,094,233	100.0	% \$470,220,403	100.0	% \$34.89	\$38.53

Represents annualized monthly cash base rent (i.e. excludes tenant reimbursements, parking and other revenue)

(1) before abatements under leases commenced as of December 31, 2013 (does not include 267,944 square feet with respect to signed leases not yet commenced). For our triple net Burbank and Honolulu office properties, annualized rent is calculated by adding expense reimbursements to base rent.

(2) Represents annualized base rent divided by leased square feet.

(3) Represents annualized base rent at expiration divided by leased square feet.

(4) Represents the square footage adjustments for leases that do not reflect BOMA 1996 remeasurement.

## Historical Office 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 total office portfolio:

	Year Ended December 31,		
	2013	2012	2011
<b>Renewals <sup>(1)</sup></b>			
Number of leases	420	415	427
Square feet	1,647,095	1,645,755	1,916,602
Tenant improvement costs per square foot <sup>(2)(3)</sup>	\$9.95	\$9.08	\$9.51
Leasing commission costs per square foot <sup>(2)</sup>	\$6.29	\$6.30	\$5.72
Total tenant improvement and leasing commission costs <sup>(2)</sup>	\$16.24	\$15.38	\$15.23
<b>New leases <sup>(4)</sup></b>			
Number of leases	304	293	322
Square feet	1,080,124	1,026,939	1,004,811
Tenant improvement costs per square foot <sup>(2)(3)</sup>	\$19.22	\$18.38	\$19.37
Leasing commission costs per square foot <sup>(2)</sup>	\$8.27	\$8.11	\$7.22
Total tenant improvement and leasing commission costs <sup>(2)</sup>	\$27.49	\$26.49	\$26.59
<b>Total</b>			
Number of leases	724	708	749
Square feet	2,727,219	2,672,694	2,921,413
Tenant improvement costs per square foot <sup>(2)(3)</sup>	\$13.62	\$12.65	\$12.90
Leasing commission costs per square foot <sup>(2)</sup>	\$7.08	\$7.00	\$6.24
Total tenant improvement and leasing commission costs <sup>(2)</sup>	\$20.70	\$19.65	\$19.14

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

(2) 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.

Tenant improvement costs are based on negotiated tenant improvement allowances set forth in leases, or, for any (3) lease in which a tenant improvement allowance was not specified, the aggregate cost originally budgeted, at the time the lease commenced.

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

Multifamily Portfolio

The following tables present data with respect to our wholly-owned multifamily portfolio, including occupancy and in-place rents, as of December 31, 2013:

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

Submarket	Percent Leased	Annualized Rent(1)	Monthly Rent per Lease Unit
Brentwood (2)	99.4 %	\$24,753,032	\$2,235
Honolulu	99.5	20,437,104	1,560
Santa Monica(3)	99.9	24,334,284	2,476
Total / Weighted Average	99.5	\$69,524,420	2,044

(1) Represents annualized monthly multifamily rental income under leases commenced as of December 31, 2013.

In calculating the percentage of units leased, we removed from the numerator and denominator 21 units at one (2) property which are temporarily unoccupied as a result of damage related to a fire, even though the lost rent from those units is being covered by insurance.

(3) Excludes 8,013 square feet of ancillary retail space, generating \$176,532 of annualized rent as of December 31, 2013.

### Historical Capital Expenditures

The following table sets forth certain information regarding historical recurring capital expenditures in our consolidated office portfolio:

Office	Year Ended December 31,		
	2013	2012	2011
Recurring capital expenditures	\$3,089,080	\$2,741,468	\$2,746,628
Total Square Feet <sup>(1)</sup>	12,854,464	11,894,253	11,892,726
Recurring capital expenditures per square foot	\$0.24	\$0.23	\$0.23

Excludes square footage attributable to properties we acquired in the respective period and which did not have any recurring capital expenditures. For 2013, the excluded properties included a 225,000 square foot office property in Beverly Hills that we acquired in May 2013 and a 191,000 square foot office property in Encino that we acquired in August 2013. We did not acquire any properties in 2012 and 2011.

The following table sets forth certain information regarding historical recurring capital expenditures in our multifamily portfolio:

Multifamily	Year Ended December 31,		
	2013	2012	2011
Recurring capital expenditures <sup>(1)</sup>	\$1,015,692	\$1,245,197	\$1,440,962
Total units	2,868	2,868	2,868
Recurring capital expenditures per unit	\$354	\$434	\$502

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 \$34,000 and \$45,000 per unit, depending on apartment size, to bring the unit up to our standards.

We characterize 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. Excluding ordinary, routine litigation incidental to our business, we are not currently a party to any legal proceedings that we believe would reasonably be expected to have a materially adverse effect on our business, financial condition or results of operations.

### Item 4. Mine Safety Disclosures

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 December 31, 2013, the reported closing sale price per share of our common stock on the New York Stock Exchange was \$23.29. The following table shows our dividends declared, 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
2013				
Dividend declared	\$0.18	\$0.18	\$0.18	\$0.20
Common Stock Price				
High	\$25.32	\$28.18	\$26.53	\$25.54
Low	\$23.29	\$23.74	\$22.41	\$22.27
2012				
Dividend declared	\$0.15	\$0.15	\$0.15	\$0.18
Common Stock Price				
High	\$22.83	\$23.68	\$24.48	\$24.32
Low	\$18.46	\$21.10	\$22.94	\$21.71

## Holders of Record

We had 20 holders of record of our common stock on February 21, 2014. Certain of our shares 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 flows, 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

During 2013, we redeemed 13,000 of our operating partnership units for a total purchase price of \$353,000 in cash, an average price of \$26.68 per unit.



### 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 December 31, 2008 to December 31, 2013 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 December 31, 2008 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.

## Item 6. Selected Financial Data

The following table of summary financial and operating data as of, and for the years ended, December 31, 2013, 2012, 2011, 2010 and 2009 should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the financial statements included elsewhere in this Report:

	Year Ended December 31,				
	2013	2012	2011	2010	2009
Statement of Operations Data (in thousands):					
Total office revenues	\$514,600	\$505,276	\$505,077	\$502,700	\$502,767
Total multifamily revenues	76,936	73,723	70,260	68,144	68,293
Total revenues	591,536	578,999	575,337	570,844	571,060
Operating income	178,691	175,810	152,474	140,027	148,358
Income (Loss) attributable to common stockholders	45,311	22,942	1,451	(26,423 )	(27,064 )
Per Share Data:					
Income (Loss) per share - basic	\$0.32	\$0.16	\$0.01	\$(0.22 )	\$(0.22 )
Income (Loss) per share - diluted	\$0.31	\$0.16	\$0.01	\$(0.22 )	\$(0.22 )
Weighted average common shares outstanding (in thousands):					
Basic	142,556	139,791	126,187	122,715	121,553
Diluted	174,802	173,120	159,966	122,715	121,553
Dividends declared per common share	\$0.74	\$0.63	\$0.49	\$0.40	\$0.40
	As of December 31,				
	2013	2012	2011	2010	2009
Balance Sheet Data (in thousands):					
Total assets	\$5,847,789	\$6,103,807	\$6,231,602	\$6,279,289	\$6,059,932
Secured notes payable	3,241,140	3,441,140	3,624,156	3,668,133	3,273,459
Other Data:					
Number of consolidated properties <sup>(1)</sup>	61	59	59	59	58

(1) All properties are wholly-owned by our operating partnership, except one property owned by a consolidated joint venture in which we held a two-thirds interest .

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

Douglas Emmett, Inc. is a fully integrated, self-administered and self-managed REIT. We are one of the largest owners and operators of high-quality office and multifamily properties in Los Angeles County, California and in Honolulu, Hawaii. 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.

Through our interest in Douglas Emmett Properties, LP (our operating partnership) and its subsidiaries, including our investments in unconsolidated Funds, we own or partially own, manage, lease, acquire and develop real estate, consisting primarily of office and multifamily properties. As of December 31, 2013:

Our consolidated portfolio of properties included fifty-two Class A office properties (including ancillary retail space) totaling approximately 13.3 million rentable square feet and nine multifamily properties containing 2,868 apartment units, as well as the fee interests in two parcels of land subject to ground leases.

Our total office portfolio consisted of sixty office properties aggregating approximately 15.1 million rentable square feet, consisting of both our consolidated office properties and the eight Class A office properties owned by our Funds (in which we own a weighted average of 60% based on square footage).

Our consolidated office portfolio was 92.2% leased and 90.6% occupied and our total office portfolio was 92.2% leased and 90.4% occupied.

Our multifamily properties were 99.5% leased and 98.7% occupied.

Approximately 85.7% of the annualized rent of our consolidated portfolio was derived from our office properties and the remaining 14.3% from our multifamily properties.

Approximately 86.3% of the annualized rent of our consolidated portfolio was derived from our Los Angeles County office and multifamily properties and the remaining 13.7% from our Honolulu, Hawaii office and multifamily properties.

## Financings, Acquisitions, Dispositions, Development and Repositionings

### Financings:

During the fourth quarter of 2013, we closed a revolving credit facility of \$300.0 million with a floating rate of LIBOR+1.40%, and a maturity of December 2017. See Note 6 to our consolidated financial statements in Item 15 of this Report.

During 2013, we also paid off a \$240.0 million loan that was scheduled to mature on April 2015. We repaid \$90.0 million of this loan during the first quarter of 2013 using a portion of our cash on hand, and repaid the remaining \$150.0 million in the fourth quarter using \$110.0 million from cash on hand and \$40.0 million from our revolving credit facility. See Note 6 to our consolidated financial statements in Item 15 of this Report.

On April 30, 2013, one of our unconsolidated Funds closed a \$325.0 million loan which matures on May 1, 2018 with a floating interest rate that we effectively fixed at 2.35% per annum until May 1, 2017. The proceeds of that loan, plus \$40.0 million of additional cash, were used to pay down its outstanding debt of \$365.0 million that was scheduled to mature in August 2013.

### Acquisitions:

During the first quarter of 2013, we purchased an additional 3.3% interest in Fund X and an additional 0.9% interest in Partnership X, for an aggregate of approximately \$8.0 million in cash.

On May 15, 2013, we used a portion of our cash on hand to purchase a 225,000 square foot Class A office building located at 8484 Wilshire Blvd. in Beverly Hills for a contract price of \$89.0 million, or approximately \$395 per square foot.

On August 15, 2013, we purchased a 191,000 square foot Class A office building located at 16501 Ventura Blvd. in Encino for a contract price of \$61.0 million, or approximately \$319 per square foot.

**Dispositions:** We had no property dispositions during 2013.

**Development:** We are working on two multifamily projects, one in Brentwood in Los Angeles, and one in Honolulu. Each development is on land which we already own. We expect to break ground on an additional 452 apartments at our Moanalua Hillside Apartments in Honolulu by the middle of this year. Construction should take approximately 18 months and cost approximately \$100.0 million, which includes the cost of upgrading the existing 696 apartments and building a brand new community center. In Los Angeles, we are seeking to build a high rise apartment project. Because development in our markets, particularly West LA, remains a long and uncertain process, even if successful, we would not expect to break ground in Los Angeles before at least mid 2015.

**Repositionings:** 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 reposition the property for the optimal use and tenant mix. The work we undertake to reposition a building typically takes months or even years, and could involve a range of improvements from a complete structural renovation to a targeted remodeling of selected spaces. We generally select a property for repositioning at the time we purchase it, although repositioning efforts can also occur at properties we already own. During the repositioning, the affected property may display depressed rental revenue and occupancy levels which impacts our results and, therefore, comparisons of our performance from period to period. We are currently repositioning a 79,000 square foot office property in Honolulu in which we own a two-thirds interest.

## Results of Operations and Basis of Presentation

The accompanying consolidated financial statements as of December 31, 2013 and 2012 and for the three years ended December 31, 2013, 2012 and 2011 are the consolidated financial statements of Douglas Emmett, Inc. and our subsidiaries including our operating partnership. All significant intercompany balances and transactions have been eliminated in our consolidated financial statements. The comparability of our results of operations during this period

was affected by a number of acquisitions: two properties that we acquired in 2013, one property acquired by one of our Funds during 2011, and additional interests that we acquired in our Funds in 2012 and 2013. See Notes 3 and 18 to our consolidated financial statements in Item 15 of this Report.

## Funds From Operations

Many investors use Funds From Operations (FFO) as one performance yardstick to compare our operating performance with that of other REITs. FFO represents net income (loss), computed in accordance with GAAP, excluding gains (or losses) from sales of depreciable operating property, impairments of depreciable operating property and investments, real estate depreciation and amortization (other than amortization of deferred financing costs), and after adjustments for unconsolidated partnerships and joint ventures. We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts (NAREIT), adjusted to treat debt interest rate swaps as terminated for all purposes in the quarter of termination.

Like any metric, FFO is not perfect as a measure of our performance, because it excludes depreciation and amortization, and captures neither the changes in the value of our properties that result from use or market conditions, nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our results from operations. Other REITs may not calculate FFO in accordance with the NAREIT definition or may not adjust that definition to treat debt interest rate swaps as terminated for all purposes in the quarter of termination and, accordingly, our FFO may not be comparable to those other REITs' FFO. Accordingly, FFO should be considered only as a supplement to net income as a measure of our performance. FFO should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends. FFO should not be used as a supplement to or substitute measure for cash flow from operating activities computed in accordance with GAAP.

For the reasons described below, our FFO (adjusted for our terminated swaps) increased by \$24.7 million, or 10.5%, to \$260.1 million for 2013 compared to \$235.4 million for 2012. The increase was primarily due to (i) an increase in operating income from our office portfolio due to properties that we acquired in the second and third quarters of 2013, (ii) an increase in operating income from our multifamily portfolio due to increases in rental rates, (iii) an increase in our share of the FFO of our unconsolidated funds due to lower interest expense of one of our Funds as a result of a debt refinancing, as well as (iv) a decrease in interest expense as a result of the maturing of \$340.0 million in notional amount of interest rate swaps in the first quarter of 2013. FFO (adjusted for our terminated swaps) increased by \$14.2 million or 6.4% to \$235.4 million for 2012 compared to \$221.2 million for 2011, primarily as a result of a \$10.1 million swap termination fee paid in 2011.

The table below (in thousands) reconciles our FFO to net income attributable to common stockholders computed in accordance with GAAP:

	Year Ended December 31,		
	2013	2012	2011
Funds From Operations (FFO)			
Net income attributable to common stockholders	\$45,311	\$22,942	\$1,451
Depreciation and amortization of real estate assets	191,351	184,849	205,696
Net income attributable to noncontrolling interests	7,526	5,403	807
Less: adjustments attributable to consolidated joint venture and unconsolidated investment in real estate funds	15,894	13,311	11,675
FFO (before adjustments for terminated swaps)	260,082	226,505	219,629
Swap termination fee	—	—	(10,120)
Amortization of accumulated other comprehensive income as a result of terminated swaps <sup>(1)</sup>	—	8,855	11,701
FFO (after adjustments for terminated swaps)	\$260,082	\$235,360	\$221,210

We terminated certain interest rate swaps in November 2010 and December 2011 in connection with the refinancing of related loans. In calculating FFO, we make an adjustment to treat interest rate swaps as terminated for all purposes in the quarter of termination. In contrast, under GAAP, terminated swaps can continue to impact net income over their original lives as if they were still outstanding. In calculating FFO, we recognize the full expense in the period the swaps are terminated and offset the subsequent amortization expense contained in GAAP net income by an equivalent amount in this table. For 2012 and 2011, GAAP net income was reduced by amortization expense as a result of swaps terminated in December 2011 and November 2010. We had no swap terminations in 2013 or 2012.

## Rental Rate Trends

Office Rental Rates: The table below presents the average effective annual rental rate per leased square foot and the annualized lease transaction costs for leases executed in our total office portfolio:

	Year Ended December 31,				
	2013	2012	2011	2010	2009
Historical straight-line rents: <sup>(1)</sup>					
Average rental rate <sup>(2)</sup>	\$34.72	\$32.86	\$32.76	\$32.33	\$35.11
Annualized lease transaction costs <sup>(3)</sup>	\$4.16	\$4.06	\$3.64	\$3.68	\$3.33

Because straight-line rent takes into account the full economic value of each lease, including accommodations and rent escalations, we believe that it may provide a better comparison than ending cash rents, which include the (1) impact of the annual escalations over the entire term of the lease. However, care should be taken in any comparison, as the averages are affected in each period by factors such as buildings, submarkets, types of space and term involved in the leases executed during the period.

(2) Represents the weighted average straight-line annualized base rent (i.e., excludes tenant reimbursements, parking and other revenue) per leased square foot for leases entered into within our total office portfolio. For our triple net Burbank and Honolulu office properties, annualized rent is calculated by adding expense reimbursements to base rent.

(3) Represents the weighted average leasing commissions and tenant improvement allowances under all office leases within our total office portfolio that were entered into during the applicable period, divided by the number of years of the lease.

Net changes in our office rental rates did not have a significant impact on our revenues in recent periods, as the negative effect of rent roll downs, which affect approximately 11% to 14% of our office portfolio each year, were generally offset by the positive impact of the annual 3% rent escalations which have been contained in virtually all of our continuing in-place office leases. In recent periods, we are executing an increasing number of leases in West Los Angeles and Encino/Sherman Oaks incorporating annual rent escalations in excess of 3%. Over the next four quarters, we expect to see expiring cash rents as presented in the table below:

	Three Months Ended			
	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014
Expiring cash rents:				
Expiring square feet <sup>(1)</sup>	285,078	538,318	371,045	609,438
Expiring rent per square foot <sup>(2)</sup>	\$39.75	\$34.35	\$36.68	\$34.83

(1) Includes scheduled expirations for our total office portfolio, including our consolidated portfolio of fifty-two properties totaling 13.3 million square feet, as well as eight properties totaling 1.8 million square feet owned by our Funds. Expiring square footage reflects all existing leases that are scheduled to expire in the respective quarter shown above, excluding the square footage under leases where the existing tenant renewed the lease prior to December 31, 2013. These numbers (i) include leases for space where someone other than the existing tenant (for example, a subtenant) had executed a lease for the space prior to December 31, 2013 but that had not commenced as of that date but (ii) do not include exercises of early termination options (unless exercised prior to December 31, 2013) or defaults occurring after December 31, 2013. We also exclude short term leases, such as month to month leases and other short term leases, from this table, because they are not included in our changes in rental rate data, have rental rates that may not be reflective of market conditions, and can distort the data trends, particularly in the immediately following quarter. The variations in this number from quarter to quarter primarily reflects the mix of buildings/submarkets involved, although it is also impacted by the varying terms and square footage of the



individual leases involved.

Represents annualized base rent (i.e., excludes tenant reimbursements, parking and other revenue) per leased square foot at expiration. The amount reflects total cash base rent before abatements. For our Burbank and (2) Honolulu office properties, we calculate annualized base rent for triple net leases by adding expense reimbursements to base rent. Expiring rent per square foot on a quarterly basis is impacted by a number of variables, including variations in the submarkets or buildings involved.

Multifamily Rental Rates: With respect to our residential properties, our average rent on leases to new tenants during the fourth quarter of 2013 was 4.1% higher than the rent for the same unit at the time it became vacant. The table below presents the average effective annual rental rate per leased unit for leases executed in our residential portfolio:

	Year Ended December 31,				
Average annual rental rate - new tenants:	2013	2012	2011	2010	2009
Rental rate	\$27,392	\$26,308	\$24,502	\$22,497	\$22,776

Occupancy Rates: The tables below present the occupancy rates for our total office portfolio and multifamily portfolio:

	December 31,					
Occupancy Rates <sup>(1)</sup> as of:	2013	2012	2011	2010	2009	
Office Portfolio	90.4	% 89.6	% 87.5	% 86.9	% 89.0	%
Multifamily Portfolio	98.7	% 98.7	% 98.4	% 98.4	% 98.0	%

  

	Year Ended December 31,					
Average Occupancy Rates <sup>(1)(2)</sup> for:	2013	2012	2011	2010	2009	
Office Portfolio	89.7	% 88.3	% 87.0	% 88.0	% 90.3	%
Multifamily Portfolio	98.6	% 98.5	% 98.2	% 98.3	% 97.9	%

(1) Occupancy rates include the negative impact of property acquisitions, most of whose occupancy rates at the time of acquisition are well below that of our existing portfolio.

Average occupancy rates are calculated by averaging the occupancy rates on the first and last day of the quarter, (2) and for periods longer than a quarter, by taking the average of the occupancy rates for all the quarters contained in the respective period.

Comparison of year ended December 31, 2013 to year ended December 31, 2012

## Revenues

**Office Rental Revenue:** Rental revenue includes rental revenues from our office properties, percentage rent on the retail space contained within our office properties and lease termination income. Total office rental revenue increased by \$3.3 million, or 0.8%, to \$394.7 million for 2013 compared to \$391.4 million for 2012. The increase was primarily due to rental revenue of \$6.4 million from properties that we acquired in the second and third quarters of 2013, partly offset by lower revenues from net accretion of above- and below-market leases which declined by \$3.0 million in 2013 as the result of the ongoing expiration of leases that were in place at the time of our initial public offering (IPO).

**Office Tenant Recoveries:** Total office tenant recoveries increased by \$1.1 million, or 2.4%, to \$45.1 million for 2013, compared to \$44.1 million for 2012. The increase was primarily due to an increase of \$847 thousand in recoveries from the properties that we owned during both comparable periods, as well as recoveries of \$203 thousand from properties that we acquired in the second and third quarters of 2013. The increase in recoveries for our comparable properties primarily reflects higher recoverable operating expenses, as well as an increase in recoveries related to prior year reconciliations.

**Office Parking and Other Income:** Total office parking and other income increased by \$5.0 million, or 7.1%, to \$74.7 million for 2013 compared to \$69.7 million for 2012. The increase was primarily due to an increase of \$4.0 million in parking and other income from properties that we owned during both comparable periods, as well as revenue of \$1.0 million from properties that we acquired in the second and third quarters of 2013. The increase in parking and other income for our comparable properties reflects higher parking cash revenue primarily due to increases in rates as well as higher utilization.

**Multifamily Revenue:** Total multifamily revenue increased by \$3.2 million, or 4.4%, to \$76.9 million for 2013 compared to \$73.7 million for 2012. The increase is primarily due to increases in rental rates.

## Operating Expenses

**Office Rental Expenses:** Total office rental expense increased by \$4.2 million, or 2.5%, to \$175.0 million for 2013 compared to \$170.7 million for 2012. The increase was primarily due to office rental expenses of \$3.1 million from properties that we acquired in the second and in the third quarters of 2013, as well as an increase in office rental expenses of \$1.1 million from properties that we owned during both comparable periods. The increase in office rental expenses for our comparable properties primarily reflects higher property taxes, utilities expense and scheduled services.

**Multifamily Rental Expenses:** Total multifamily rental expense increased by \$0.3 million, or 1.3%, to \$19.9 million for 2013 compared to \$19.7 million for 2012. The increase was primarily due to higher property taxes and utilities expense.

**General and Administrative Expenses:** General and administrative expenses decreased by \$1.3 million, or 4.8%, to \$26.6 million for 2013, compared to \$27.9 million for 2012. The decrease is primarily due to a decrease in employee equity compensation expense as well as a decrease in accruals for legal contingencies.

**Depreciation and Amortization:** Depreciation and amortization expense increased by \$6.5 million, or 3.5%, to \$191.4 million for 2013 compared to \$184.8 million for 2012. The increase was primarily due to depreciation and amortization of \$4.0 million from properties that we owned during both comparable periods, as well as depreciation and amortization of \$2.5 million from properties that we acquired in the second and third quarters of 2013. The

increase in depreciation and amortization for our comparable properties reflects accelerated depreciation of tenant improvements as a result of a tenant bankruptcy at one of our office properties in Honolulu, as well as accelerated depreciation of a building for a property that we plan on redeveloping in 2015 in Los Angeles.

## Non-Operating Income and Expenses

Other Income and Other Expenses: Other income increased by \$3.6 million, or 126.9%, to \$6.4 million for 2013, compared to \$2.8 million for 2012, and other expenses increased by \$2.3 million, or 123.0% to \$4.2 million for 2013, compared to \$1.9 million for 2012. This change primarily reflects the inclusion of the revenues and expenses of a health club at one of our office properties in Honolulu in other income and other expenses, respectively, commencing in the second quarter of 2013. In 2012 and the first quarter of 2013, the club was operated by a third party tenant, which paid us rent which was included in office revenues. Since that tenant rejected the lease after going bankrupt, a subsidiary of our consolidated joint venture has been operating the club while the building is being repositioned. In 2013, other income also included \$431,000 of initial insurance proceeds that we received related to a fire at one of our residential properties.

Income (Loss), including Depreciation, from Unconsolidated Real Estate Funds: This amount represents our equity interest in the operating results from our Funds, including the operating income net of historical cost-basis depreciation, for the full year. Our share of the income (loss), including depreciation, from our Funds improved by \$4.8 million to income of \$3.1 million for 2013 compared to a loss of \$1.7 million for 2012. The difference was primarily due to lower interest expense of one of our Funds, as a result of the refinancing of debt with lower principal and a lower effective interest rate, at the beginning of the second quarter of 2013. See Note 18 to our consolidated financial statements in Item 15 of this Report.

Interest Expense: Interest expense decreased by \$16.1 million, or 11.0%, to \$130.5 million for 2013, compared to \$146.7 million for 2012. The decrease was primarily due to lower cash interest expense of \$8.3 million as a result of the expiration of certain interest rate swaps in the first quarter of 2013, as well as decrease in non-cash amortization of \$8.8 million related to interest rate swaps that were terminated in 2012, partially offset by reduced amortization of loan premium of \$1.1 million. See Notes 6 and 8 to our consolidated financial statements in Item 15 of this Report.

Acquisition Expenses: Our 2013 results included \$607,000 of acquisition expenses related to both completed and terminated acquisitions. For 2013, the acquired properties included a 225,000 square foot office property in Beverly Hills acquired in May 2013 and a 191,000 square foot office property in Encino acquired in August 2013. See Note 3 to our consolidated financial statements in Item 15 of this Report. We did not acquire any properties in 2012.

Comparison of year ended December 31, 2012 to year ended December 31, 2011

#### Revenues

Office Rental Revenue: Total office rental revenue decreased by \$2.8 million, or 0.7%, to \$391.4 million for 2012 compared to \$394.2 million for 2011. The decrease primarily reflects lower non-cash revenue from above- and below-market leases. Net accretion from above- and below- market leases declined by \$2.3 million to \$14.6 million for the year ended December 31, 2012, compared to \$16.9 million for the year ended December 31, 2011, largely as the result of the ongoing expiration of leases that were in place at the time of our IPO.

Office Tenant Recoveries: Total office tenant recoveries remained relatively unchanged at \$44.1 million for 2012, compared to \$43.9 million for 2011.

Office Parking and Other Income: Total office parking and other income increased by \$2.8 million, or 4.2%, to \$69.7 million for 2012 compared to \$67.0 million for 2011. The increase was primarily due to increases in rates as well as higher occupancy.

Multifamily Revenue: Total multifamily revenue increased by \$3.5 million, or 4.9%, to \$73.7 million for 2012 compared to \$70.3 million for 2011. The increase is primarily due to increases in rental rates.

#### Operating Expenses

Office Rental Expenses: Total office rental expense increased by \$1.9 million, or 1.1%, to \$170.7 million for 2012 compared to \$168.9 million for 2011. The increase is primarily due to modest increases in utilities expense, insurance and taxes, and payroll, partly offset by lower repairs and maintenance expenses and legal expenses.

Multifamily Rental Expenses: Total multifamily rental expense increased by \$0.7 million, or 3.5%, to \$19.7 million for 2012 compared to \$19.0 million for 2011. The increase is primarily due to increases in scheduled services and utilities expense.

General and Administrative Expenses: General and administrative expenses decreased by \$1.3 million, or 4.6%, to \$27.9 million for 2012, compared to \$29.3 million for 2011, primarily as a result of a decrease in accruals for contingencies.

Depreciation and Amortization: Depreciation and amortization expense decreased by \$20.8 million, or 10.1%, to \$184.8 million for 2012 compared to \$205.7 million for 2011. The decrease is primarily due to the completion of the depreciation of certain tenant-related assets acquired at the time of our IPO in 2006.

#### Non-Operating Income and Expenses

Loss, including Depreciation, from Unconsolidated Real Estate Funds: This amount represents our equity interest in the operating results from our Funds, including the operating income net of historical cost-basis depreciation, for the full year. Our share of the loss, including depreciation, from our Funds decreased by \$1.2 million, or 40.4%, to \$1.7 million for 2012 compared to \$2.9 million for 2011, which was primarily due to reduced interest expense and lower amortization expense.

Interest Expense: Interest expense decreased by \$1.8 million, or 1.2%, to \$146.7 million for 2012, compared to \$148.5 million for 2011. The decrease primarily reflects lower debt balances, lower non-cash amortization from interest rate swaps, and lower mark to market adjustments for swaps not designated as hedges, partly offset by lower

amortization of non-cash loan premium. See Notes 6 and 8 to our consolidated financial statements in Item 15 of this Report.

## Liquidity and Capital Resources

### Available Borrowings, Cash Balances and Capital Resources

We have typically financed our capital needs through short-term lines of credit and long-term secured mortgages. We had total indebtedness of \$3.24 billion at December 31, 2013. See Note 6 to our consolidated financial statements in Item 15 of this Report. To mitigate the impact of fluctuations in short-term interest rates on our cash flows from operations, some of our long-term secured mortgages carry fixed interest rates, and we generally enter into interest rate swap or interest rate cap agreements with respect to our mortgages with floating interest rates. These swaps generally expire between one and two years before the maturity date of the related loan, during which time we can refinance the loan without any interest penalty. As of December 31, 2013, approximately \$2.97 billion, or 91.7%, of our debt had an annual interest rate that was effectively fixed, with an average rate of 4.1% per annum (on an actual / 360-day basis). For information concerning the estimated impact of changes in market interest rates on our annual earnings, please see Item 7A, "Quantitative and Qualitative Disclosures about Market Risk".

At December 31, 2013, our net debt (consisting of our \$3.24 billion of borrowings under secured loans less our cash and cash equivalents of \$44.2 million) represented 44.0% of our total enterprise value of \$7.27 billion. Total enterprise value includes our consolidated debt and the value of our common stock, the minority units in our operating partnership and other convertible equity instruments, each based on our common stock closing price on December 31, 2013 (the last business day of the year) on the New York Stock Exchange of \$23.29 per share.

We expect to meet our operating liquidity requirements through cash on hand, cash generated by operations, and if necessary, our revolving credit facility. At December 31, 2013, our revolving credit facility had an unused balance of \$260.0 million. See Note 6. At December 31, 2013, we have begun work on two multifamily projects, one in Brentwood in Los Angeles, and one in Honolulu, please see "Financings, Acquisitions, Dispositions, Development and Repositionings" above. At December 31, 2013, we did not have any material commitments for acquisitions. During 2014, we expect to exercise an option that we have to purchase the ground under one of our buildings for approximately \$27.5 million. Excluding any other potential acquisitions and debt refinancings, we anticipate that our cash on hand, cash generated by operations, and our 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, development and repositioning of properties, non-recurring capital expenditures and refinancing of indebtedness. We do not expect that we will have sufficient funds on hand to cover all of these long-term cash requirements. 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, may cause us to have substantial liquidity needs over the long term. We will seek to satisfy our additional long-term liquidity needs through 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 an At-the-Market, or ATM, program which would allow us to sell up to an additional \$300.0 million of common stock, none of which has been sold as of December 31, 2013.

For a description of our financing transactions during the year ended December 31, 2013, please see "Financings, Acquisitions, Dispositions, Development and Repositionings" above.



## Commitments

The table below presents our principal obligations and commitments, excluding periodic interest payments, as of December 31, 2013:

Contractual Obligations	Payment due by period (in thousands)				
	Total	Less than 1 year	1-3 years	4-5 years	Thereafter
Long-term debt obligations <sup>(1)</sup>	\$3,241,140	\$20,381	\$216,342	\$2,197,277	\$807,140
Minimum lease payments <sup>(2)</sup>	53,508	733	1,466	1,466	49,843
Purchase commitments related to capital expenditures associated with tenant improvements and repositioning and other purchase obligations	3,859	3,859	—	—	—
<b>Total</b>	<b>\$3,298,507</b>	<b>\$24,973</b>	<b>\$217,808</b>	<b>\$2,198,743</b>	<b>\$856,983</b>

(1) For detail of the interest rates that determine our periodic interest payments related to our long-term debt obligations, see Note 6 to our consolidated financial statements in Item 15 of this Report.

(2) For detail of the minimum lease payments, see Note 14 to our consolidated financial statements in Item 15 of this Report.

## Off-Balance Sheet Arrangements

We manage our Funds through which we and other institutional investors acquired a total of eight properties. The investment period for these Funds ended on October 7, 2012, and no further properties will be purchased by them. We have no further capital commitments to our Funds. The capital that we invested in our Funds was invested on a pari passu basis with the other investors. In addition, we also receive certain additional distributions based on invested capital and on any profits that exceed certain specified cash returns to the investors. See Note 18 to our consolidated financial statements in Item 15 of this Report.

We do not expect to receive additional significant liquidity from our investments in our Funds until the disposition of their properties, which may not be for many years. Certain of our wholly-owned affiliates provide property management and other services with respect to the real estate owned by our Funds for which we are paid fees and/or reimbursed for our costs.

We do not have any debt outstanding in connection with our interest in our Funds. Each of our Funds has its own debt, secured by the properties that it owns. The table below summarizes the debt of our Funds. The amounts represent 100% (not our pro-rata share) of amounts related to the Funds, at December 31, 2013:

Type of Debt	Principal Balance (in millions)	Maturity Date	Interest Rate
Fixed rate term loan <sup>(1)</sup>	\$53.2	4/1/2016	5.67%
Variable rate term loan <sup>(2)</sup>	325.0	5/1/2018	2.35%
	\$378.2		

(1) The loan was assumed by one of our Funds upon acquisition of the property securing the loan, and requires monthly payments of principal and interest. Interest on this loan is fixed.

The loan is secured by six properties in a collateralized pool, requires monthly payments of interest only, and the outstanding principal is due upon maturity. The interest on this loan is effectively fixed by an interest rate swap which matures on May 1, 2017. We made certain environmental and other limited indemnities and guarantees

(2) covering customary non-recourse carve outs under this loan, and also guaranteed the related swap, although we have an indemnity from that Fund for any amounts that we would be required to pay under these agreements. As of December 31, 2013, the maximum future payments under the swap agreement were approximately \$6.6 million. As of December 31, 2013, all obligations under the loan and swap agreements have been performed by the Fund in accordance with the terms of those agreements.

## Cash Flows

Our cash and cash equivalents were \$44.2 million and \$373.2 million at December 31, 2013 and 2012, respectively.

### Comparison of year ended December 31, 2013 to year ended December 31, 2012

Our cash flows from operating activities are primarily dependent upon the occupancy level of our portfolio, the rental rates achieved on our leases, the collectability of rent and recoveries from our tenants, and the level of operating expenses and other general and administrative costs. Net cash provided by operating activities increased by \$33.6 million to \$244.0 million for 2013 compared to \$210.4 million for 2012. The increase was primarily due to (i) an increase in cash revenues from our office and multifamily portfolios of \$12.2 million, due to properties that we acquired in the second and third quarters of 2013 in our office portfolio, and increases in rental rates for our multifamily portfolio, (ii) a decrease in cash operating expenses of \$13.1 million primarily as a result of working capital fluctuations, as well as (iii) a decrease in cash interest expense of \$7.7 million as a result of \$340.0 million in notional amount of interest rate swaps that matured in the first quarter of 2013.

Our net cash used in investing activities is generally used to fund property acquisitions, development and redevelopment projects, and recurring and non-recurring capital expenditures. Net cash used in investing activities increased by \$155.5 million to \$247.0 million for 2013 compared to \$91.5 million for 2012. The increase was primarily due to properties that we acquired in the second and third quarters of 2013 in our office portfolio. See Note 3 to our consolidated financial statements in Item 1 of this Report.

Our net cash related to financing activities is generally impacted by our borrowings and capital activities, net of dividends and distributions paid to common stockholders and noncontrolling interests, respectively. Net cash used in financing activities increased by \$173.3 million to \$326.0 million for 2013, compared to \$152.6 million for 2012. The increase was primarily due to (i) an increase in dividends and distributions paid to common stockholders and noncontrolling interests of \$22.4 million and \$2.9 million, respectively, (ii) higher net repayments of debt of \$18.0 million in 2013, and (iii) net proceeds of \$128.3 million from the issuance of common stock under our ATM program in 2012, with no issuances of common stock in 2013.

## Critical Accounting Policies

Our discussion and analysis of our historical financial condition and results of operations is based upon our 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). 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 estimates, and those differences—positive or negative—could be material. Some of our estimates are subject to adjustment as we believe appropriate, based on revised estimates, and reconciliation to the actual results when available. For a discussion of recently issued accounting literature, see Note 2 to our consolidated financial statements in Item 15 of this Report.

## Investment in Real Estate

We determine the fair values of our tangible assets on an “as-if-vacant” basis. We use our estimates of future cash flows and other valuation techniques to allocate the purchase price of each 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, and acquired above- and below-market tenant leases. The estimated fair value of acquired in-place at-market leases are the estimated costs to lease the property to the occupancy level of the property at the date of acquisition, including the fair value of leasing commissions and legal costs. 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. 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. 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, for example, there would be less depreciation if we allocate more value to land. Similarly, if we 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. We may change our initial valuations until finalized no later than 12 months from the acquisition date.

Interest, insurance, property taxes and other costs incurred during the period of construction of real estate facilities are capitalized. Cost capitalization of development and redevelopment activities begins during the predevelopment period, which we define as activities that are necessary to the development of the property. We cease capitalization upon substantial completion of the project, but no later than one year from cessation of major construction activity. We also cease capitalization when activities necessary to prepare the property for its intended use have been suspended.

## 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 that 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 an investment in real estate or in one of our Funds, we record an impairment loss to the extent that the carrying value exceeds the estimated fair value of the property or equity investment. These losses have a direct impact on our net income, because recording an impairment loss results in an immediate negative adjustment to net income. We record assets that we have determined to dispose at the lower of the carrying amount or our estimate of fair value, less costs to sell. The evaluation of anticipated cash flows and other values 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, we may recognize an impairment loss, which could be material.

## 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.

## Revenue Recognition

Four basic criteria must be met before revenue can be recognized: persuasive evidence of an arrangement exists; services are rendered; the fee is fixed and determinable; and collectibility is reasonably assured. All real property leases are classified as operating leases. For all lease terms exceeding one year, rental income is recognized on a straight-line basis over the term of the lease. Deferred rent receivables represent rental revenue recognized on a straight-line basis in excess of billed rents. Lease termination fees are included in rental revenues and are recognized when the related lease is canceled and we have no continuing obligation to provide the leased space to the former tenant.

Estimated recoveries from tenants for real estate taxes, common area maintenance and other recoverable operating expenses are recognized as revenues in the period that the expenses are incurred. Subsequent to year-end, we perform final reconciliations on a lease-by-lease basis and bill or credit each tenant for any cumulative annual adjustments. 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 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.

The recognition of gains on sales of real estate requires that we measure the timing of a sale against various criteria related to the terms of the transaction, as well as 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 collectability 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 employees and members of our Board of Directors in the form of stock options and LTIP units. We recognize the estimated fair value of the awards 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

We determine the estimated fair values of financial instruments using available market information and valuation methods which we believe to be appropriate. Considerable judgment can be 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 our floating-rate borrowings by entering into interest rate swap and interest rate cap contracts. When we enter into a floating-rate term loan, we generally enter into an interest rate swap agreement for the equivalent principal amount, for a period covering the majority of the loan term, which effectively converts our floating-rate debt to a fixed-rate basis during that time. In limited instances, we make use of interest rate caps to limit our exposure to interest rate increases on our underlying floating-rate debt. We use derivative instruments for the sole purpose of hedging our interest rate risk associated with our floating-rate borrowings, we do not use derivative instruments for speculative purposes. We do not use any other derivative instruments.

For derivative instruments designated as cash flow hedges for accounting purposes, gain or loss recognition are generally matched to the earnings effect of the related hedged item or transaction, with any resulting hedge ineffectiveness recorded as interest expense. Hedge ineffectiveness is determined by comparing the changes in the fair value or cash flows of the derivative to the changes in the fair value or cash flows of the related hedged item or transaction. All other changes in the fair value of these derivatives are recorded in accumulated other comprehensive income (loss) (AOCI), which is a component of equity outside of earnings. Amounts reported in AOCI related to our derivatives are then reclassified to interest expense as interest payments are made on the hedged item or transaction. Amounts reported in AOCI related to our Funds' derivatives are reclassified to income (loss) including depreciation, from unconsolidated real estate funds, as interest payments are made by our Funds on their hedged items or transactions. Changes in fair value of derivatives not designated as hedges for accounting purposes are recognized as interest expense.

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing 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. We only enter into contracts with major financial institutions based on their credit rating and other factors. For a description of our debt and interest rate contracts, please see Notes 6 and 8, respectively, to our consolidated financial statements included in Item 15 of this Report.

At December 31, 2013, \$1.15 billion (35.3%) of our debt was fixed rate debt, \$1.83 billion (56.4%) of our debt was floating rate debt hedged with derivative instruments that swapped to fixed interest rates, and \$268.1 million (8.3%) was unhedged floating rate debt. Based on the level of unhedged floating rate debt outstanding at December 31, 2013, a 50 basis point change in the London Interbank Offered Rate (LIBOR) would result in an annual impact to our earnings (through interest expense) of approximately \$1.4 million. We calculate interest sensitivity by multiplying the amount of unhedged floating rate debt 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.

By using derivative instruments to hedge exposure to changes in interest rates, we expose ourselves to credit risk and the potential inability of our counterparties to perform under the terms of the agreements. We attempt to minimize this credit risk by contracting with high-quality bank financial counterparties.

## 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.

47

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Item 9A. Controls and Procedures

As of December 31, 2013, the end of the period covered by this Report, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness 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 (the "Exchange Act")) at the end of the period covered by this Report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded, as of that time, that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in reports filed or submitted under the Exchange Act (i) is processed, recorded, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

There have not been any changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2013, 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.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information required by this item is incorporated by reference to the information set forth under the captions “Election of Directors (Proposal 1) – Information Concerning Nominees,” “Executive Officers,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Corporate Governance” and “Board Meetings and Committees” in our Proxy Statement for the 2014 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of 2013.

Item 11. Executive Compensation

Information required by this item is incorporated by reference to the information set forth under the captions “Executive Compensation,” “Director Compensation,” “Compensation Committee Interlocks and Insider Participation” and “Compensation Committee Report” in our Proxy Statement for the 2014 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of 2013.

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, 2013 with respect to shares of our common stock that may be issued under our existing stock incentive plan (in thousands, except exercise price):

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 (b)	Number of shares of common stock remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a)) (c)
Equity compensation plans approved by stockholders	12,540	\$18.10	18,867

For a description of our 2006 Omnibus Stock Incentive Plan, as amended, please see Note 11 to our consolidated financial statements contained in Item 15 of this Report. We did not have any other equity compensation plans as of December 31, 2013.

The remaining information required by this item is incorporated by reference to the information set forth under the caption “Voting Securities and Principal Stockholders—Security Ownership of Certain Beneficial Owners and Management” in our Proxy Statement for the 2014 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of 2013.

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

Information required by this item is incorporated by reference to the information set forth under the captions “Transactions With Related Persons,” “Election of Directors (Proposal 1) – Information Concerning Nominees” and “Corporate Governance” in our Proxy Statement for the 2014 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of 2013.

Item 14. Principal Accounting Fees and Services

Information required by this item is incorporated by reference to the information set forth under the caption “Independent Registered Public Accounting Firm” in our Proxy Statement for the 2014 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of 2013.

PART IV

Item 15. Exhibits and Financial Statement Schedule  
(a) and (c) Financial Statements and Financial Statement Schedule

Index to Financial Statements Page No.

The following financial statements and the Reports of Ernst & Young, LLP, Independent Registered Public Accounting Firm, are included in Part IV of this Report on the pages indicated:

1. Consolidated Financial Statements of Douglas Emmett, Inc.

Report of Management on Internal Control Over Financial Reporting	<u>F-1</u>
Report of Independent Registered Public Accounting Firm	<u>F-2</u>
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	<u>F-3</u>
Consolidated Balance Sheets as of December 31, 2013 and 2012	<u>F-4</u>
Consolidated Statements of Operations for the years ended December 31, 2013, 2012 and 2011	<u>F-5</u>
Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2013, 2012 and 2011	<u>F-6</u>
Consolidated Statements of Equity for the years ended December 31, 2013, 2012 and 2011	<u>F-7</u>
Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011	<u>F-8</u>
Notes to Consolidated Financial Statements	<u>F-9</u>
Schedule III - Consolidated Real Estate and Accumulated Depreciation as of December 31, 2013	<u>F-32</u>

2. Consolidated Financial Statements of Douglas Emmett Fund X, LLC

Report of Independent Registered Public Accounting Firm	<u>F-35</u>
Consolidated Balance Sheets as of December 31, 2013 (unaudited) and 2012 (unaudited)	<u>F-36</u>
Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2013 (unaudited), 2012 (unaudited), and 2011	<u>F-37</u>
Consolidated Statements of Equity for the years ended December 31, 2013 (unaudited), 2012 (unaudited) and 2011	<u>F-38</u>
Consolidated Statements of Cash Flows for the years ended December 31, 2013 (unaudited), 2012 (unaudited) and 2011	<u>F-39</u>
Notes to Consolidated Financial Statements	<u>F-40</u>

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. <sup>(4)</sup>
3.2	Bylaws of Douglas Emmett, Inc. <sup>(4)</sup>
3.3	Certificate of Correction to Articles of Amendment and Restatement of Douglas Emmett, Inc. <sup>(5)</sup>
4.1	Form of Certificate of Common Stock of Douglas Emmett, Inc. <sup>(3)</sup>
10.1	Form of Agreement of Limited Partnership of Douglas Emmett Properties, LP. <sup>(3)</sup>
10.2	Registration Rights Agreement among Douglas Emmett, Inc. and the Initial Holders named therein. <sup>(1)</sup> +

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- 10.3 Form of Indemnification Agreement between Douglas Emmett, Inc. and its directors and officers. <sup>(2)</sup> +
- 10.4 Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan. <sup>(6)</sup> +
- 10.5 Form of Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan Non-Qualified Stock Option Agreement. <sup>(2)</sup> +
- 10.6 Form of Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan LTIP Unit Award Agreement. <sup>(3)</sup> +
- 10.7 Form of Douglas Emmett Properties, LP Partnership Unit Designation – LTIP Units <sup>(3)</sup> +

50

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- 10.8 Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan Amendment No. 1. <sup>(7)</sup> +
  - 10.9 Form of Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan LTIP Unit Award Agreement (for independent directors) . <sup>(8)</sup> +
  - 10.10 Employment agreement dated December 6, 2010 between Douglas Emmett, Inc., Douglas Emmett Properties, LP and Jordan L. Kaplan. <sup>(9)</sup> +
  - 10.11 Employment agreement dated December 6, 2010 between Douglas Emmett, Inc., Douglas Emmett Properties, LP and Kenneth Panzer. <sup>(9)</sup> +
  - 10.12 Employment agreement dated January 1, 2011 between Douglas Emmett, Inc., Douglas Emmett Properties, LP and Theodore Guth.<sup>(10)</sup> +
  - 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. <sup>(11)</sup>
  - 32.2 Certificate of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. <sup>(11)</sup>
- The following financial information from Douglas Emmett Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i)
- 101 Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Consolidated Financial Statements.

Footnotes to Exhibits

- + Denotes management contract or compensatory plan, contract or arrangement
- (1) Filed with Registration Statement on Form S-11 (Registration No. 333-135082) filed June 16, 2006 and incorporated herein by this reference.
- (2) Filed with Registrant's Amendment No. 2 to Form S-11 filed September 20, 2006 and incorporated herein by this reference.
- (3) Filed with Registrant's Amendment No. 3 to Form S-11 filed October 3, 2006 and incorporated herein by this reference.
- (4) Filed with Registrant's Amendment No. 6 to Form S-11 filed October 19, 2006 and incorporated herein by this reference.
- (5) Filed with Registrant's Current Report on Form 8-K filed October 30, 2006 and incorporated herein by this reference. SEC file number: 001-33106
- (6) Filed with Registrant's Registration Statement on Form S-8 (File No. 333-148268) filed December 21, 2007 and incorporated herein by this reference.
- (7) Filed August 6, 2009 with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 and incorporated herein by this reference. SEC file number: 001-33106
- (8) Filed February 26, 2010 with Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and incorporated herein by this reference. SEC file number: 001-33106
- (9) Filed February 25, 2011 with Registrants Annual Report on Form 10-K for the year ended December 31, 2010 and incorporated herein by this reference. SEC file number: 001-33106
- (10) Filed May 6, 2011 with Registrants Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 and incorporated herein by this reference. SEC file number: 001-33106
- (11) In accordance with SEC Release No. 33-8212, this 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.





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 27, 2014

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/ THEODORE E. GUTH Theodore E. Guth	Chief Financial Officer (Principal Financial and 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/ CHRISTOPHER H. ANDERSON Christopher H. Anderson	Director
/s/ LESLIE E. BIDER Leslie E. Bider	Director
/s/ DR. DAVID T. FEINBERG Dr. David T. Feinberg	Director
/s/ THOMAS E. O'HERN Thomas E. O'Hern	Director
/s/ WILLIAM E. SIMON, JR. William E. Simon, Jr.	Director

Each of the above signatures is affixed as of February 27, 2014.

52

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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, 2013. In conducting its assessment, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission on Internal Control—Integrated Framework (1992 Framework). Based on this assessment, management concluded that, as of December 31, 2013, 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, 2013, 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, 2013.

/s/ JORDAN L. KAPLAN  
Jordan L. Kaplan  
Chief Executive Officer

/s/ THEODORE E. GUTH  
Theodore E. Guth  
Chief Financial Officer

February 27, 2014

Report of Independent Registered Public Accounting Firm

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

We have audited the accompanying consolidated balance sheets of Douglas Emmett, Inc. (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2013. 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 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, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, 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, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated February 27, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California  
February 27, 2014

Report of Independent Registered Public Accounting Firm

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

We have audited Douglas Emmett, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (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, 2013, 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, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2013, and our report dated February 27, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California  
February 27, 2014

F-3

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

	December 31, 2013	December 31, 2012
<b>Assets</b>		
Investment in real estate:		
Land	\$867,284	\$851,679
Buildings and improvements	5,386,446	5,244,738
Tenant improvements and lease intangibles	759,003	690,120
Investment in real estate, gross	7,012,733	6,786,537
Less: accumulated depreciation	(1,495,819	) (1,304,468
Investment in real estate, net	5,516,914	5,482,069
Cash and cash equivalents	44,206	373,203
Tenant receivables, net	1,760	1,331
Deferred rent receivables, net	69,662	63,192
Acquired lease intangible assets, net	3,744	4,707
Investment in unconsolidated real estate funds	182,896	149,478
Other assets	28,607	29,827
Total assets	\$5,847,789	\$6,103,807
<b>Liabilities</b>		
Secured notes payable	\$3,241,140	\$3,441,140
Interest payable, accounts payable and deferred revenue	52,763	45,171
Security deposits	35,470	34,284
Acquired lease intangible liabilities, net	59,543	67,035
Interest rate contracts	63,144	100,294
Dividends payable	28,521	25,424
Total liabilities	3,480,581	3,713,348
<b>Equity</b>		
Douglas Emmett, Inc. stockholders' equity:		
Common Stock, \$0.01 par value 750,000,000 authorized, 142,605,390 and 141,245,896 outstanding at December 31, 2013 and December 31, 2012, respectively	1,426	1,412
Additional paid-in capital	2,653,905	2,635,408
Accumulated other comprehensive income (loss)	(50,554	) (82,991
Accumulated deficit	(634,380	) (574,173
Total Douglas Emmett, Inc. stockholders' equity	1,970,397	1,979,656
Noncontrolling interests	396,811	410,803
Total equity	2,367,208	2,390,459
Total liabilities and equity	\$5,847,789	\$6,103,807

See notes to consolidated financial statements.





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

	Year Ended December 31,		
	2013	2012	2011
Revenues			
Office rental			
Rental revenues	\$394,739	\$391,447	\$394,213
Tenant recoveries	45,144	44,093	43,914
Parking and other income	74,717	69,736	66,950
Total office revenues	514,600	505,276	505,077
Multifamily rental			
Rental revenues	71,209	68,262	65,343
Parking and other income	5,727	5,461	4,917
Total multifamily revenues	76,936	73,723	70,260
Total revenues	591,536	578,999	575,337
Operating Expenses			
Office expense	174,952	170,725	168,869
Multifamily expense	19,928	19,672	19,012
General and administrative	26,614	27,943	29,286
Depreciation and amortization	191,351	184,849	205,696
Total operating expenses	412,845	403,189	422,863
Operating income	178,691	175,810	152,474
Other income	6,402	2,821	3,179
Other expenses	(4,199)	) (1,883)	) (2,073)
Income (loss) including depreciation, from unconsolidated real estate funds	3,098	(1,710)	) (2,867)
Interest expense	(130,548)	) (146,693)	) (148,455)
Acquisition-related expenses	(607)	) —	) —
Net income	52,837	28,345	2,258
Less: Net income attributable to noncontrolling interests	(7,526)	) (5,403)	) (807)
Net income attributable to common stockholders	\$45,311	\$22,942	\$1,451
Net income attributable to common stockholders per share – basic	\$0.32	\$0.16	\$0.01
Net income attributable to common stockholders per share – diluted	\$0.31	\$0.16	\$0.01

See notes to consolidated financial statements.

Douglas Emmett, Inc.

Consolidated Statements of Comprehensive Income (Loss)

(in thousands)

	Year Ended December 31,		
	2013	2012	2011
Net income	\$52,837	\$28,345	\$2,258
Other comprehensive income (loss): cash flow hedges	39,562	10,491	(37,011 )
Comprehensive income (loss)	92,399	38,836	(34,753 )
Less: comprehensive (income) loss attributable to noncontrolling interests	(14,651 )	(9,705 )	5,789
Comprehensive income (loss) attributable to common stockholders	\$77,748	\$29,131	\$(28,964 )

See notes to consolidated financial statements.

F-6

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

	Year Ended December 31,		
	2013	2012	2011
<b>Shares of Common Stock</b>			
Balance at beginning of period	141,246	131,070	124,131
Conversion of operating partnership units	1,359	3,239	714
Issuance of common stock	—	6,937	6,225
Balance at end of period	142,605	141,246	131,070
<b>Common Stock</b>			
Balance at beginning of period	\$1,412	\$1,311	\$1,241
Conversion of operating partnership units	14	32	8
Issuance of common stock	—	69	62
Balance at end of period	\$1,426	\$1,412	\$1,311
<b>Additional Paid-in Capital</b>			
Balance at beginning of period	\$2,635,408	\$2,461,649	\$2,332,307
Conversion of operating partnership units	18,670	44,876	10,453
Repurchase of operating partnership units	(173 )	—	—
Issuance of common stock	—	128,188	117,397
Stock compensation	—	695	1,492
Balance at end of period	\$2,653,905	\$2,635,408	\$2,461,649
<b>Accumulated Other Comprehensive Income (Loss)</b>			
Balance at beginning of period	\$(82,991 )	\$(89,180 )	\$(58,765 )
Cash flow hedge adjustment	32,437	6,189	(30,415 )
Balance at end of period	\$(50,554 )	\$(82,991 )	\$(89,180 )
<b>Accumulated Deficit</b>			
Balance at beginning of period	\$(574,173 )	\$(508,674 )	\$(447,722 )
Net income	45,311	22,942	1,451
Dividends	(105,518 )	(88,441 )	(62,403 )
Balance at end of period	\$(634,380 )	\$(574,173 )	\$(508,674 )
<b>Noncontrolling Interests</b>			
Balance at beginning of period	\$410,803	\$450,849	\$472,108
Net income	7,526	5,403	807
Cash flow hedge adjustment	7,125	4,302	(6,596 )
Contributions	653	(10 )	10
Distributions	(21,237 )	(18,315 )	(14,904 )
Conversion of operating partnership units	(18,684 )	(44,908 )	(10,461 )
Repurchase of operating partnership units	(180 )	—	—
Stock compensation	10,805	13,482	9,885
Balance at end of period	\$396,811	\$410,803	\$450,849
<b>Total Equity</b>			
Balance at beginning of period	\$2,390,459	\$2,315,955	\$2,299,169

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Net income	52,837	28,345	2,258
Cash flow hedge adjustment	39,562	10,491	(37,011 )
Issuance of common stock	—	128,257	117,459
Repurchase of operating partnership units	(352 )	—	—
Dividends	(105,519 )	(88,441 )	(62,403 )
Contributions	653	(10 )	10
Distributions	(21,237 )	(18,315 )	(14,904 )
Stock compensation	10,805	14,177	11,377
Balance at end of period	\$2,367,208	\$2,390,459	\$2,315,955
Dividends declared per common share	\$0.74	\$0.63	\$0.49

See notes to consolidated financial statements.

F-7

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

	Year Ended December 31,		
	2013	2012	2011
<b>Operating Activities</b>			
Net income	\$52,837	\$28,345	\$2,258
Adjustments to reconcile net income to net cash provided by operating activities:			
(Income) loss, including depreciation, from unconsolidated real estate funds	(3,098)	) 1,710	2,867
Depreciation and amortization	191,351	184,849	205,696
Net accretion of acquired lease intangibles	(15,693)	) (18,094	) (20,466)
Amortization of deferred loan costs	4,214	4,211	4,512
Amortization of loan premium	—	(1,060)	) (9,073)
Non-cash market value adjustments on interest rate contracts	88	8,956	16,497
Non-cash amortization of stock-based compensation	10,005	10,581	7,995
Operating distributions received from unconsolidated real estate funds	783	752	1,084
Change in working capital components:			
Tenant receivables	(429)	) 391	(131)
Deferred rent receivables	(6,470)	) (4,511)	) (9,748)
Accounts payable and accrued expenses	8,816	(6,873)	) 1,498
Security deposits	1,186	330	2,104
Other assets	383	786	3,799
Net cash provided by operating activities	243,973	210,373	208,892
<b>Investing Activities</b>			
Capital expenditures for improvements to real estate	(67,456)	) (60,158)	) (55,963)
Property acquisitions	(150,000)	) —	—
Loan to related party	(2,882)	) —	—
Loan payments received from related party	213	—	—
Contributions to unconsolidated real estate funds	(26,405)	) (2,604)	) (9,211)
Acquisitions of additional interests in unconsolidated real estate funds	(8,004)	) (33,454)	) —
Capital distributions received from unconsolidated real estate funds	7,518	4,699	4,164
Net cash used in investing activities	(247,016)	) (91,517)	) (61,010)
<b>Financing Activities</b>			
Proceeds from long-term borrowings	40,000	440,000	1,745,000
Deferred loan cost payments	(2,596)	) (2,125)	) (13,400)
Payment of refundable loan deposit	—	—	(1,575)
Refund of loan deposit	—	1,575	—
Repayment of borrowings	(240,000)	) (621,956)	) (1,779,904)
Contributions by noncontrolling interests	653	—	10
Distributions to noncontrolling interests	(21,237)	) (18,315)	) (15,090)
Distributions of capital to noncontrolling interests	—	(10)	) —
Repurchase of operating partnership units	(352)	) —	—
Cash dividends to common stockholders	(102,422)	) (80,056)	) (57,777)

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Issuance of common stock, net	—	128,257	117,752
Termination of interest rate contracts	—	—	(8,340 )
Net cash used in financing activities	(325,954 )	(152,630 )	(13,324 )
(Decrease) Increase in Cash and Cash Equivalents	(328,997 )	(33,774 )	134,558
Cash and Cash Equivalents at Beginning of Year	373,203	406,977	272,419
Cash and Cash Equivalents at End of Year	\$44,206	\$373,203	\$406,977
Supplemental disclosure of cash flow information			
Cash paid during the year for interest	\$127,185	\$134,830	\$135,278

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

F-8

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements

## 1. Overview

### Organization and Description of Business

Douglas Emmett, Inc. is a fully integrated, self-administered and self-managed Real Estate Investment Trust (REIT). We are one of the largest owners and operators of high-quality office and multifamily properties in Los Angeles County, California and Honolulu, Hawaii. 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.

Through our interest in Douglas Emmett Properties, LP (our operating partnership) and its subsidiaries, as well as our investment in our two institutional unconsolidated real estate funds (Funds), we own or partially own, manage, lease, acquire and develop real estate, consisting primarily of office and multifamily properties in Los Angeles County, California and Honolulu, Hawaii. As of December 31, 2013, we owned a consolidated portfolio of fifty-two 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. Alongside our consolidated portfolio, we also manage and own equity interests in our Funds which, at December 31, 2013, owned eight additional office properties, for a combined sixty office properties in our total portfolio.

The terms "us," "we" and "our" as used in these financial statements refer to Douglas Emmett, Inc. and its subsidiaries.

### Basis of Presentation

The financial statements presented are the consolidated financial statements of Douglas Emmett, Inc. and its subsidiaries, including our operating partnership. All significant intercompany balances and transactions have been eliminated in our consolidated financial statements, and certain prior period amounts have been reclassified to conform with the current period presentation. Substantially all of our business is conducted through our consolidated operating partnership, in which other investors own a noncontrolling interest. See Note 9. 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.

The accompanying financial statements have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (SEC) in conformity with Generally Accepted Accounting Principles of the United States (GAAP) as established by the Financial Accounting Standards Board (FASB) in the Accounting Standards Codification (ASC), including modifications issued under Accounting Standards Updates (ASUs). The accompanying financial statements include, in our opinion, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial information set forth therein. Any reference to the number of properties, square footage and geography, are unaudited and outside the scope of our independent registered public accounting firm's audit of our financial statements in accordance with the standards of the United States Public Company Accounting Oversight Board.

## 2. Summary of Significant Accounting Policies

### Use of Estimates

The preparation of financial statements in conformity with GAAP 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 materially from those estimates.

**Segment Information**

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, development, ownership and management of office real estate, and the acquisition, development, 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 primarily rental of apartments and other tenant services, including parking and storage space rental. See Note 16.

F-9

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

Investments in Real Estate

We account for acquisitions of properties utilizing the purchase method, and include the results of operations of the acquired properties in our results of operations from their respective dates of acquisition. We expense transaction costs related to acquisitions when they are incurred.

When we acquire a property, we determine the fair values of the tangible assets on an "as-if-vacant" basis. We use estimates of future cash flows, comparable sales, other relevant information obtained in connection with the acquisition of the property, and other valuation techniques to allocate the purchase price of each acquired property between land, buildings and improvements, tenant improvements and leasing costs, and identifiable intangible assets and liabilities such as amounts related to in-place at-market leases, acquired above- and below-market tenant leases, and acquired above- and below-market ground leases.

The estimated fair value of acquired in-place at-market tenant leases represents the estimated costs that we would have incurred to lease the property to the occupancy level of the property at the date of acquisition, including the fair value of leasing commissions and legal costs. 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. We record above-market and below-market in-place lease intangibles 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 non-cancelable term of the lease. Our initial valuations and allocations are subject to change until the allocation is finalized within 12 months after the acquisition date. See Note 3.

The values allocated to land, buildings and improvements, in-place leases, tenant improvements and leasing costs are depreciated on a straight-line basis using an estimated life of forty years for buildings; fifteen years for site improvements; the average term of existing leases in the building acquired 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 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. Any unamortized amounts relating to a lease that is terminated prior to its stated expiration are written off in the period of termination.

We charge expenditures for repairs and maintenance operations as incurred, and capitalize significant improvements and costs incurred in the execution of leases. 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 discontinued operations for the period.

Interest, insurance, property taxes and other costs incurred during the period of construction of real estate are capitalized. Cost capitalization of development and redevelopment activities begins during the predevelopment period, which we define as activities that are necessary to the development of the property. We cease capitalization upon substantial completion of the project, but no later than one year from cessation of major construction activity. We also cease capitalization when activities necessary to prepare the property for its intended use have been suspended. For the year ended December 31, 2013 we capitalized \$101 thousand of costs related to our multifamily developments in Honolulu and Brentwood, which includes \$75 thousand of capitalized interest expense. We did not capitalize any costs during 2012 and 2011 related to development or redevelopment activities.

Investment in Unconsolidated Real Estate Funds

At December 31, 2013, we managed and held equity interests in two Funds: Fund X and Partnership X. We held a 68.61% interest in Fund X, and an aggregate 24.25% interest in the properties held by Partnership X and its subsidiaries. We account for our investments in the Funds using the equity method because we have significant influence, but not control over the entities. Our investment balance represents our share of the net assets of the combined Funds, additional basis of approximately \$3.1 million (primarily due to the inclusion of the cost of raising capital that is accounted for as part of our investment basis), and a note receivable with an outstanding balance of \$2.7 million. See Note 18.

F-10

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

#### 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. 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 during 2013, 2012 or 2011.

We assess whether there has been impairment in the value of our investments in our Funds periodically. An impairment charge is recorded when events or change in circumstances indicate that a decline in the fair value below the carrying value has occurred and such decline is other-than-temporary. The ultimate realization of the investments in our Funds is dependent on a number of factors, including the performance of the investment and market conditions. We will record an impairment charge if we determine that a decline in the value of an investment in one of our Funds is other-than-temporary. Based upon such periodic assessments, no impairment occurred during 2013, 2012 or 2011.

An asset is classified as an asset held for disposition when it meets certain requirements, including the approval of the sale of the asset, the marketing of the asset for sale, and our expectation 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, we cease to depreciate the asset, and the operating results of the asset are included in discontinued operations for all periods presented.

#### 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.

#### Revenue and Gain Recognition

Four basic criteria must be met before revenue can be recognized: persuasive evidence of an arrangement exists; services are 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 term of the lease. Deferred rent receivables represent rental revenue recognized on a straight-line basis in excess of billed rents. Lease termination fees, which are included in rental revenues in the accompanying consolidated statements of operations, are recognized when the related lease is canceled and we have no continuing obligation to provide services to such former tenant. We recorded total lease termination revenue of \$576 thousand for 2013, \$985 thousand for 2012 and \$444 thousand for 2011.

Estimated recoveries from tenants for real estate taxes, common area maintenance and other recoverable operating expenses are recognized as revenues in the period that the expenses are incurred. Subsequent to year-end, we perform reconciliations on a lease-by-lease basis and bill or credit each tenant for any cumulative annual adjustments. 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 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.

The recognition of gains on sales of real estate requires that we measure the timing of a sale against various criteria related to the terms of the transaction, as well as 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.

F-11

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

#### 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, 2013 and 2012, we had an allowance for doubtful accounts of \$10.7 million and \$14.7 million, respectively.

We generally do not require collateral or other security from our tenants other than letters of credit or cash security deposits. As of December 31, 2013 and 2012, we had a total of approximately \$17.0 million and \$19.1 million, respectively, of letters of credit held for security, as well as \$35.5 million and \$34.3 million, respectively, of cash 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, 2013 and 2012. 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. See Note 5.

#### Interest Rate Agreements

We generally manage our interest rate risk associated with floating rate borrowings by obtaining interest rate swap and interest rate cap contracts. The interest rate swap agreements that 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.

We record all derivatives on the balance sheet at fair value on a gross basis. 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 and other identified risks. To accomplish this objective, we primarily use interest rate swaps as part of our cash flow hedging strategy. 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 (a component of equity 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.

#### 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. The estimated fair value of the stock options and the long-term incentive units is

amortized over their respective vesting periods. See Note 11.

#### Earnings Per Share

Basic earnings per share is calculated by dividing the net income attributable 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 attributable 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 10.

F-12

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

#### Income Taxes

We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (IRC), commencing with our initial taxable year ending December 31, 2006. To qualify as a REIT, we are required (among other things) to distribute at least 90% of our REIT taxable income to our stockholders and meet the various other requirements imposed by the IRC relating to matters such as operating results, asset holdings, distribution levels and diversity of stock ownership. Provided we qualify for taxation as a REIT, we are generally not subject to corporate-level income tax on the earnings distributed currently to our stockholders that we derive from our REIT qualifying activities. If we fail to qualify as a REIT in any taxable year, and were unable to avail ourselves of certain savings provisions set forth in the IRC, all of our taxable income would be subject to federal income tax at regular corporate rates, including any applicable alternative minimum tax.

In addition, we are subject to taxation by various state and local jurisdictions, including those in which we transact business or reside. Our non taxable REIT subsidiaries, including our operating partnership, are either partnerships or disregarded entities for federal income tax purposes. Under applicable federal and state income tax rules, the allocated share of net income or loss from disregarded entities (including limited partnerships and S-Corporations) is reportable in the income tax returns of the respective partners and stockholders. Accordingly, no income tax provision is included in the accompanying consolidated financial statements.

We have elected to treat several of our subsidiaries as taxable REIT subsidiaries (TRS) which generally may engage in any business, including the provision of customary or non-customary services for our tenants. A TRS is treated as a regular corporation and is subject to federal income tax and applicable state income and franchise taxes at regular corporate rates. Our TRS subsidiaries did not have significant tax provisions or deferred income tax items for 2013, 2012 or 2011.

#### Recently Issued Accounting Literature

Changes to GAAP are established by the Financial Accounting Standards Board (FASB) in the form of Accounting Standard Updates (ASUs). We consider the applicability and impact of all ASUs.

In February 2013, the FASB issued ASU No. 2013-04, Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date (Topic 405), which provides guidance for the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this ASU is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. ASU No. 2013-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013, which for us means the first quarter of 2014. When adopted, ASU 2013-04 applies retroactively for existing joint and several liability arrangements within the scope of Subtopic 405-40. Although earlier application is permitted, we do not intend to adopt the ASU before the effective date. We do not expect this ASU to have a material impact on our financial position or results of operations, as we do not currently have any obligations within the scope of this ASU.

In July 2013, the FASB issued ASU No. 2013-10, Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes (Topic 815), which permits for the inclusion of the Fed Funds Effective Swap Rate (OIS) as a U.S. benchmark interest rate for hedge accounting purposes, in addition to interest rates on direct Treasury obligations of the U.S. government (UST), and the London Interbank Offered Rate (LIBOR). The ASU amendments also remove the restriction on using different benchmark interest rates for similar hedges. ASU No. 2013-10 is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. This ASU did not have a material impact on our financial position or results of operations.

The FASB has not issued any other ASUs during 2013 or 2014 that we expect to be applicable and have a material impact on our future financial position or results of operations.

F-13

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

### 3. Investment in Real Estate

During 2013, we made two acquisitions: on May 15, 2013, we purchased a 225 thousand square foot Class A office building located at 8484 Wilshire Blvd. in Beverly Hills for a contract price of \$89.0 million, or approximately \$395 per square foot, and on August 15, 2013, we purchased a 191 thousand square foot Class A office building located at 16501 Ventura Blvd. in Encino for a contract price of \$61.0 million, or approximately \$319 per square foot. The results of operations for these acquired properties are included in our consolidated statements of operations after the respective date of their acquisitions. We did not acquire any properties during 2012 and 2011.

The tables below (in thousands) summarize our preliminary purchase price allocations for the acquired properties (these allocations are subject to adjustment within twelve months of the acquisition date):

	8484 Wilshire	
Investment in real estate:		
Land	\$8,847	
Buildings and improvements	77,158	
Tenant improvements and other in-place lease assets	6,485	
Acquired lease intangibles, net	(3,490	)
Net assets and liabilities acquired	\$89,000	
	16501 Ventura	
Investment in real estate:		
Land	\$6,759	
Buildings and improvements	55,179	
Tenant improvements and other in-place lease assets	4,736	
Acquired lease intangibles, net	(5,674	)
Net assets and liabilities acquired	\$61,000	

In addition, one of our unconsolidated Funds acquired a Class A office building located on Rodeo Drive in Beverly Hills in April 2011 for a contract price of \$42.0 million.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

#### 4. Acquired Lease Intangibles

The following summarizes our acquired lease intangibles related to above/below-market leases (in thousands) as of December 31:

	2013	2012	
Above-market tenant leases	\$34,997	\$34,968	
Accumulated amortization	(33,899)	(32,985)	)
Below-market ground leases	3,198	3,198	
Accumulated amortization	(552)	(474)	)
Acquired lease intangible assets, net	\$3,744	\$4,707	
Below-market tenant leases	\$272,413	\$263,220	
Accumulated accretion	(225,425)	(208,939)	)
Above-market ground leases	16,200	16,200	
Accumulated accretion	(3,645)	(3,446)	)
Acquired lease intangible liabilities, net	\$59,543	\$67,035	

Net accretion of above- and below-market in-place tenant lease value was recorded as an increase to rental income totaling \$15.7 million for 2013, \$18.1 million for 2012 and \$20.5 million for 2011. The net accretion of above- and below-market ground lease value has been recorded as a decrease to office rental operating expense totaling \$122 thousand for 2013, 2012 and 2011.

The following is the estimated net accretion at December 31, 2013 for the next five years (in thousands):

Year	
2014	\$13,820
2015	11,565
2016	8,370
2017	3,544
2018	3,166
Thereafter	15,334
Total	\$55,799

#### 5. Other Assets

Other assets consisted of the following (in thousands) at December 31:

	2013	2012
Deferred loan costs, net of accumulated amortization of \$9,395 and \$8,245 at December 31, 2013 and December 31, 2012, respectively	\$17,745	\$19,362
Restricted cash	194	2,379
Prepaid expenses	5,747	4,049
Other indefinite-lived intangible	1,988	1,988
Other	2,933	2,049
Total other assets	\$28,607	\$29,827

We recognized deferred loan cost amortization expense of \$4.2 million in 2013 and 2012, and \$4.5 million in 2011. Deferred loan cost amortization is included as a component of interest expense in the consolidated statements of

operations.

F-15

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 6. Secured Notes Payable

The following summarizes our secured notes payable (in thousands):

Description <sup>(1)</sup>	Maturity Date	Outstanding Principal Balance as of December 31, 2013	Outstanding Principal Balance as of December 31, 2012	Variable Interest Rate	Effective Annual Fixed Interest Rate <sup>(2)</sup>	Swap Maturity Date
Term Loan <sup>(3)</sup>	3/3/2014	\$16,140	\$16,140	LIBOR + 1.85%	N/A	--
Fannie Mae Loan <sup>(4)</sup>	2/1/2015	111,920	111,920	DMBS + 0.707%	N/A	--
Term Loan	4/1/2015	—	240,000	LIBOR + 1.50%	N/A	--
Fannie Mae Loan	3/1/2016	82,000	82,000	LIBOR + 0.62%	N/A	--
Fannie Mae Loan	6/1/2017	18,000	18,000	LIBOR + 0.62%	N/A	--
Term Loan	10/2/2017	400,000	400,000	LIBOR + 2.00%	4.45%	7/1/2015
Term Loan	4/2/2018	510,000	510,000	LIBOR + 2.00%	4.12%	4/1/2016
Term Loan	8/1/2018	530,000	530,000	LIBOR + 1.70%	3.74%	8/1/2016
Term Loan <sup>(5)</sup>	8/5/2018	355,000	355,000	N/A	4.14%	--
Term Loan <sup>(6)</sup>	2/1/2019	155,000	155,000	N/A	4.00%	--
Term Loan <sup>(7)</sup>	6/5/2019	285,000	285,000	N/A	3.85%	--
Term Loan <sup>(8)</sup>	3/1/2020 <sup>(9)</sup>	350,000	350,000	N/A	4.46%	--
Fannie Mae Loans	11/2/2020	388,080	388,080	LIBOR + 1.65%	3.65%	11/1/2017
Aggregate loan principal		3,201,140	3,441,140			
Revolving credit line <sup>(10)</sup>	12/11/2017	40,000	—	LIBOR + 1.40%	N/A	--
Total <sup>(11)</sup>		\$3,241,140	\$3,441,140			
Aggregate amount of effectively fixed rate loans		\$1,828,080	\$2,168,080		3.98%	
Aggregate amount of fixed rate loans		1,145,000	1,145,000		4.15%	
Aggregate amount of variable rate loans		268,060	128,060		N/A	
Total <sup>(11)</sup>		\$3,241,140	\$3,441,140			

As of December 31, 2013, (i) the weighted average remaining life of our outstanding debt was 4.8 years ; (ii) of the \$2.97 billion of debt on which the interest rate was fixed under the terms of the loan or a swap, the weighted average remaining life was 5.0 years, the weighted average remaining period during which interest was fixed was (1) 3.4 years and the weighted average annual interest rate was 4.05%; and (iii) including the non-cash amortization of interest rate contracts and prepaid financing, the effective weighted average interest rate was 4.18%. Except as otherwise noted, each loan is secured by a separate collateral pool consisting of one or more properties, requiring monthly payments of interest only with outstanding principal due upon maturity.

(2) Includes the effect of interest rate contracts as of December 31, 2013, and excludes amortization of loan fees, all shown on an actual/360-day basis.

(3) The borrower is a consolidated entity in which our operating partnership owns a two-thirds interest.

(4) The loan has a \$75.0 million tranche bearing interest at DMBS + 0.76% and a \$36.9 million tranche bearing interest at DMBS + 0.60%.

(5) Interest-only until February 2016, with principal amortization thereafter based upon a 30-year amortization table.

(6) Interest-only until February 2015, with principal amortization thereafter based upon a 30-year amortization table.

(7) Interest only until February 2017, with principal amortization thereafter based upon a 30-year amortization table.

(8) Interest at a fixed interest rate until March 1, 2018 and a floating rate thereafter, with interest-only payments until March 2014 and payments thereafter based upon a 30-year amortization table.

(9) We have 2 one-year extension options, which would extend the maturity to March 1, 2020 from March 1, 2018, subject to meeting certain conditions.

Revolving credit facility under which we can borrow up to \$300.0 million, and which is secured by 3 separate collateral pools consisting of a total of 6 properties. We are charged unused fees on the unused balance ranging from 0.15% to 0.20%.

(11) See Note 12 for our fair value disclosures.

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements (continued)

The minimum future principal payments due on our secured notes payable at December 31, 2013 were as follows (in thousands):

Twelve months ending December 31:	
2014	\$20,381
2015	120,297
2016	96,045
2017	477,967
2018	1,719,310
Thereafter	807,140
Total future principal payments	\$3,241,140

#### 7. Interest Payable, Accounts Payable and Deferred Revenue

Interest payable, accounts payable and deferred revenue consist of the following (in thousands) as of December 31:

	2013	2012
Interest payable	\$9,263	\$10,203
Accounts payable and accrued liabilities	20,761	19,168
Deferred revenue	22,739	15,800
Total interest payable, accounts payable and deferred revenue	\$52,763	\$45,171

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 8. Interest Rate Contracts

### Cash Flow Hedges of Interest Rate Risk

We make use of interest rate swap and interest rate cap contracts to manage the risk associated with changes in the interest rates on our floating-rate borrowings. When we enter into a floating-rate term loan, we generally enter into an interest rate swap agreement for the equivalent principal amount, for a period covering the majority of the loan term, which effectively converts our floating-rate debt to a fixed-rate basis during that time. In limited instances, we make use of interest rate caps to limit our exposure to interest rate increases on underlying floating-rate debt.

We may enter into derivative contracts that are intended to hedge certain economic risks, even though hedge accounting does not apply, or for which we elect to not apply hedge accounting. We do not use any other derivative instruments.

As of December 31, 2013, the totals of our existing swaps that qualified as highly effective cash flow hedges were as follows:

Interest Rate Derivative	Number of Instruments	Notional (in thousands)
Interest Rate Swaps	7	\$1,828,080
Interest Rate Caps	2	\$111,920

As of December 31, 2013, the totals of our Funds existing swaps that qualified as highly effective cash flow hedges were as follows:

Interest Rate Derivative	Number of Instruments	Notional (in thousands)
Interest Rate Swap	1	\$325,000

### Non-designated Hedges

Derivatives not designated as hedges are not speculative. As of December 31, 2013, we had the following outstanding interest rate derivatives that were not designated for accounting purposes as hedging instruments, but were used to hedge our economic exposure to interest rate risk:

Interest Rate Derivative	Number of Instruments	Notional (in thousands)
Purchased Caps	4	\$100,000

### Credit-risk-related Contingent Features

We have agreements with each of our derivative counterparties that contain a provision under which we could also be declared in default on our derivative obligations if we default on the underlying indebtedness that we are hedging, including any default where repayment of the indebtedness has not been accelerated by the lender. There have been no events of default with respect to any of our derivatives.

As of December 31, 2013 and 2012, the fair value of our derivatives in a net liability position, when aggregated by counterparty, was \$67.2 million and \$107.4 million, respectively, which includes accrued interest but excludes any adjustment for nonperformance risk related to these agreements. As of December 31, 2013 and 2012, our Funds did not have any derivatives in a net liability position.

### Accounting for Interest Rate Contracts

For hedging instruments designated as cash flow hedges, gain or loss recognition are generally matched to the earnings effect of the related hedged item or transaction, with any resulting hedge ineffectiveness recorded as interest expense. Hedge ineffectiveness is determined by comparing the changes in the fair value or cash flows of the hedge to the changes in the fair value or cash flows of the related hedged item or transaction. All other changes in the fair value

of these hedges are recorded in accumulated other comprehensive income (loss) (AOCI), which is a component of equity outside of earnings. Amounts reported in AOCI related to our hedges are then reclassified to interest expense as interest payments are made on the hedged item or transaction. Amounts reported in AOCI related to our Funds' hedges are reclassified to income (loss) including depreciation, from unconsolidated real estate funds as interest payments are made by our Funds on their hedged items or transactions. Changes in fair value of derivatives not designated as hedges are recognized as interest expense.



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

The change in net unrealized gains and losses related to our cash flow hedges reflects a reclassification from AOCI to interest expense, which increased interest expense by \$36.3 million in 2013, \$55.7 million in 2012 and \$80.9 million in 2011. The change in net unrealized gains and losses related to our Fund's cash flow hedges reflects a reclassification from AOCI to income (loss) including depreciation, from unconsolidated real estate funds, which decreased the income (increased the loss) by \$549 thousand in 2013, \$5.5 million in 2012 and \$6.6 million in 2011.

The cash flow swaps that we terminated in November 2010 had an AOCI balance of \$13.9 million at the time they were terminated. Amortization of \$3.5 million of this balance was included as part of the reclassification from AOCI to interest expense in 2010, and the remaining \$10.4 million was reclassified in 2011. The cash flow swaps that we terminated in December 2011 had an AOCI balance of \$10.1 million at the time they were terminated. Amortization of \$1.3 million of this balance was included as part of the reclassification from AOCI to interest expense in 2011, and the remaining \$8.8 million was reclassified from AOCI to interest expense in 2012.

We estimate an additional \$35.3 million of our AOCI related to our derivatives designated as cash flow hedges will be reclassified as an increase to interest expense during the next twelve months, and \$841 thousand of our AOCI related to our Funds derivatives designated as cash flow hedges will be reclassified as a decrease to income (loss) including depreciation, from unconsolidated real estate funds during the next twelve months.

The ineffectiveness attributable to mismatches between certain interest rate contracts and the corresponding items against which they were designated to hedge, that was reclassified from AOCI to interest expense, produced a loss of \$85 thousand in 2013, and a gain of \$4 thousand in 2012.

The ineffectiveness attributable to mismatches between certain interest rate contracts and the corresponding items against which they were designated to hedge produced a loss of \$64 thousand in 2012, and a gain of \$50 thousand in 2011.

Changes in fair value of derivatives not designated as hedges have been recognized in earnings for all periods. The aggregate net asset fair value of these swaps decreased by \$4 thousand in 2013, \$42 thousand in 2012 and \$371 thousand in 2011. These decreases in net asset fair value were recorded as additional interest expense.

The table below (in thousands) presents the effect of our derivative instruments on our consolidated statements of operations for the year ended December 31:

	2013	2012
Derivatives Designated as Cash Flow Hedges:		
Gain (loss) recognized in other comprehensive income (OCI) (effective portion)	\$903	\$(49,432 )
Gain (loss) from unconsolidated investment in real estate funds recognized in other comprehensive income (OCI) (effective portion)	\$1,779	\$(1,356 )
Gain (loss) reclassified from AOCI into interest expense (effective portion) <sup>1</sup>	\$(36,247 )	\$(55,748 )
Gain (loss) from unconsolidated investment in real estate funds reclassified from AOCI into Income (loss), including depreciation, from unconsolidated real estate funds (effective portion)	\$(549 )	\$(5,535 )
Gain (loss) reclassified from AOCI into interest expense (ineffective portion and amount excluded from effectiveness testing)	\$(85 )	\$4
Gain (loss) on derivatives recognized in earnings under "interest expense" (ineffective portion and amount excluded from effectiveness testing)	\$—	\$(64 )

Derivatives Not Designated as Cash Flow Hedges:

Realized and unrealized gain (loss) recognized in interest expense	\$ (4	)	\$ (42	)
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(1) The year ended December 31, 2012 includes a non-cash expense of \$8.8 million related to the amortization of accumulated other comprehensive income balances on previously terminated swaps.

F-19

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Douglas Emmett, Inc.

Notes to Consolidated Financial Statements (continued)

## Fair Value Measurement

We record all derivatives on the balance sheet at fair value, using the framework for measuring fair value established by the FASB. The fair value of these hedges is obtained through independent third-party valuation sources that use conventional valuation algorithms. The table below (in thousands) presents the fair values of derivative instruments:

	2013	2012
Derivative assets disclosed within "Other Assets" <sup>(1)</sup> :		
Derivatives designated as accounting hedges	\$—	\$—
Derivatives not designated as accounting hedges	—	4
Total derivative assets	\$—	\$4
Derivative liabilities disclosed as "Interest Rate Contracts":		
Derivatives designated as accounting hedges	\$63,144	\$100,294
Derivatives not designated as accounting hedges	—	—
Total derivative liabilities	\$63,144	\$100,294

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(1) Included in the "other" line item of other assets. See Note 5.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 9. Equity

We had 142.6 million shares of common stock and 29.1 million operating partnership units and fully-vested LTIP units outstanding as of December 31, 2013. Noncontrolling interests in our operating partnership relate to interests in our operating partnership that are not owned by us. Noncontrolling interests represented approximately 17% of our operating partnership as of December 31, 2013. 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 distributions of our operating partnership. Investors who own units in our operating partnership have the right to cause our operating partnership to redeem any or all of their units in our operating partnership for an amount of cash per unit 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. Noncontrolling interests also include a one-third interest of a minority partner in a consolidated joint venture which owns an office building in Honolulu, Hawaii.

### Equity Sales, Conversions and Repurchases

During 2011, approximately 714 thousand operating partnership units were converted to shares of our common stock, and we sold 6.2 million shares of our common stock in open market transactions under our ATM program for net proceeds of approximately \$117.8 million after commissions and other expenses. During 2012, approximately 3.2 million units in our operating partnership were converted to shares of our common stock, and 6.9 million shares of our common stock were sold in open market transactions under our ATM program for net proceeds of approximately \$128.3 million after commissions and other expenses. During 2013, approximately 1.4 million units in our operating partnership were exchanged for shares of our common stock and approximately 13 thousand units were redeemed for cash. We did not sell any shares of our common stock during 2013. During the third quarter of 2012, we instituted a new ATM program permitting sales of up to an additional \$300.0 million of stock, none of which has been sold as of December 31, 2013.

The table below (in thousands) presents the net income attributable to common stockholders and transfers from the noncontrolling interests for the year ended December 31:

	2013	2012	2011
Net income attributable to common stockholders	\$45,311	\$22,942	\$1,451
Transfers from the noncontrolling interests:			
Increase in common stockholders paid-in capital for redemption of operating partnership units	18,670	44,876	10,453
Change from net income attributable to common stockholders and transfers from noncontrolling interests	\$63,981	\$67,818	\$11,904

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

The table below (in thousands) presents the changes in our AOCI balance, which consists solely of adjustments related to our cash flow hedges and the cash flow hedges of our unconsolidated Funds for the year ended December 31:

	2013	2012	2011
Balance at beginning of period	\$(82,991 )	\$(89,180 )	\$(58,765 )
Other comprehensive income (loss) before reclassifications <sup>1</sup>	2,681	(50,788 )	(124,504 )
Amounts reclassified from accumulated other comprehensive income <sup>2</sup>	36,881	61,279	87,493
Net current period other comprehensive income (loss)	39,562	10,491	(37,011 )
Less other comprehensive (income) loss attributable to noncontrolling interests	(7,125 )	(4,302 )	6,596
Other comprehensive income (loss) attributable to common stockholders	32,437	6,189	(30,415 )
Balance at end of period	\$(50,554 )	\$(82,991 )	\$(89,180 )

(1) Includes (i) fair value adjustments to our derivatives designated as cash flow hedges of \$903 thousand, \$(49.4) million and \$(123.5) million in 2013, 2012 and 2011, respectively, as well as (ii) our share of the fair value adjustments to derivatives designated as cash flow hedges of our unconsolidated Funds of \$1.8 million, \$(1.4) million and \$(1.0) million in 2013, 2012 and 2011, respectively.

(2) Includes (i) a reclassification from AOCI to interest expense of \$36.3 million, \$55.7 million and \$80.9 million in 2013, 2012 and 2011, respectively, of our derivatives designated as cash flow hedges, as well as (ii) a reclassification from AOCI to income (loss) including depreciation of our unconsolidated real estate funds of \$549 thousand, \$5.5 million and \$6.6 million in 2013, 2012 and 2011, respectively, related to derivatives designated as cash flow hedges of our unconsolidated Funds.

During the fourth quarter of 2012, we increased our quarterly dividend from \$0.15 per share to \$0.18 per share, so that we paid aggregate dividends of \$0.72 per share during 2013. Earnings and profits, which determine the taxability of distributions to stockholders, may 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, and 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	Ordinary Income	Capital Gain	Return of Capital
12/31/2012	1/15/2013	\$0.18	\$0.0486	\$—	\$0.1314
3/28/2013	4/15/2013	0.18	0.0486	—	0.1314
6/28/2013	7/15/2013	0.18	0.0486	—	0.1314
9/30/2013	10/15/2013	0.18	0.0486	—	0.1314
	Total:	\$0.72	\$0.1944	\$—	\$0.5256

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 10. Earnings Per Share

We calculate basic EPS by dividing the net income attributable to common stockholders for the year by the weighted average number of common shares outstanding during the year. We calculate diluted EPS by dividing the net income attributable to common stockholders and holders of equity in our consolidated operating partnership for the year by the weighted average number of common shares and dilutive instruments outstanding during the year using the treasury stock method. The table below presents the calculation of basic and diluted EPS:

	Year Ended December 31,		
	2013	2012	2011
Numerator (in thousands):			
Net income attributable to common stockholders	\$45,311	\$22,942	\$1,451
Add back: Net income attributable to noncontrolling interests in our Operating Partnership	9,021	4,965	366
Numerator for diluted net income attributable to all equity holders	\$54,332	\$27,907	\$1,817
Denominator (in thousands):			
Weighted average shares of common stock outstanding - basic	142,556	139,791	126,187
Effect of dilutive securities <sup>(1)</sup> :			
Operating partnership units and vested long term incentive plan (LTIP) units	28,381	30,251	31,840
Stock options	3,288	2,487	1,412
Unvested LTIP units	577	591	527
Weighted average shares of common stock and common stock equivalents outstanding - diluted	174,802	173,120	159,966
Basic earnings per share:			
Net income attributable to common stockholders per share	\$0.32	\$0.16	\$0.01
Diluted earnings per share:			
Net income attributable to common stockholders per share	\$0.31	\$0.16	\$0.01

(1) Diluted shares are calculated in accordance with GAAP, and represent ownership in our company through shares of common stock, units in our operating partnership, and other convertible equity instruments.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 11. Stock-Based Compensation

### 2006 Omnibus Stock Incentive Plan

The Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan, as amended, our 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. We had an aggregate of 18.9 million shares available for grant as of December 31, 2013, although "full value" awards (such as deferred stock awards, restricted stock awards and LTIP unit awards) are counted against our stock incentive plan overall limits as two shares (rather than one), while options and Stock Appreciation Rights are counted as one share (0.9 shares for options or Stock Appreciation Rights with terms of five years or less). 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 our stock incentive plan and may make all determinations necessary or desirable for the administration of our plan. The committee 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 units ("LTIP Units"), which can be granted either as free-standing awards or in tandem with other awards under our stock incentive plan. Our LTIP Units 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.

We grant equity compensation as a part of the annual incentive compensation to our key employees each year, a portion of which is fully vested at the date of grant, and the remainder of which vests in three equal annual installments over the three calendar years following the grant. We accrue compensation expense during each year for the portion of the annual bonuses which we expect to pay out in the form of immediately vested equity grants. Grants with respect to years prior to 2012, were awarded shortly after the respective year end, but commencing in 2012, we awarded the grants before the respective year end. Compensation expense for LTIP Units which are not vested at the grant date is recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award. Compensation expense for options which are not vested at the grant date is recognized on a straight-line basis over the requisite service period for the entire award. Certain amounts of equity compensation expense are capitalized for employees who provide leasing and construction services.

We granted LTIP Units to key employees totaling approximately 644 thousand in 2013, 1.2 million in 2012 and 623 thousand in 2011.

Each year, we grant LTIP Units to our non-employee directors which vest ratably over the year of grant in lieu of cash retainers; these awards totaled approximately 19 thousand in 2013, 46 thousand in 2012 and 23 thousand in 2011. Every three years, we also make long-term grants of LTIP Units to our non-employee directors vesting over the next three years. We made aggregate grants of this type to our directors of approximately 54 thousand units at the end of 2012. When a new director joins our board, we make pro rata grants vesting over the remainder of the three years; those grants totaled 1 thousand LTIP units in 2012 and 7 thousand units in 2011.

F-24

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

Total net equity compensation expense during 2013, 2012 and 2011 for equity grants was \$10.0 million, \$10.6 million, and \$8.0 million, respectively. These amounts do not include (i) capitalized equity compensation totaling \$800 thousand, \$561 thousand, and \$578 thousand during 2013, 2012 and 2011, respectively, and (ii) equity grants fully vested at the time of grant issued during 2013, 2012 and 2011 totaling \$4.1 million, \$3.0 million, and \$2.8 million, respectively, to satisfy a portion of the annual bonuses that were accrued during the prior year. Total net equity compensation expense is include in general and administrative expenses in the consolidated statements of operations.

We calculate the fair value of the LTIP Units granted using the market value of our common stock on the date of grant, and a discount estimated by a third-party consultant for post-vesting restrictions. The total grant date fair value of LTIP Units which vested in 2013, 2012 and 2011 was \$10.9 million, \$13.5 million and \$8.1 million, respectively. Total unrecognized compensation cost related to nonvested option and LTIP Unit awards was \$9.1 million at December 31, 2013. This expense will be recognized over a weighted-average term of twenty-one months.

The following is a summary of certain information with respect to outstanding stock options 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 (thousands)
Outstanding at December 31, 2010	12,540	\$ 18.10	84	\$ 18,698
Granted	—			
Outstanding at December 31, 2011	12,540	18.10	72	26,051
Granted	—			
Outstanding at December 31, 2012	12,540	18.10	59	65,177
Granted	—			
Outstanding at December 31, 2013	12,540	18.10	47	65,051
Exercisable at December 31, 2013	12,540	18.10	47	\$65,051

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

Unvested LTIP Units:	Number of Units (thousands)	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2010	627	\$11.99
Granted	653	12.62
Vested	(676)	) 12.01
Forfeited	(1)	) 14.92
Outstanding at December 31, 2011	603	12.64
Granted	1,255	15.26
Vested	(965)	) 13.76
Forfeited	(2)	) 17.43

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Outstanding at December 31, 2012	891	15.12
Granted	663	15.26
Vested	(785	) 14.15
Forfeited	(15	) 21.52
Outstanding at December 31, 2013	754	15.63

F-25

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 12. Fair Value of Financial Instruments

Our estimates of the fair value of financial instruments at December 31, 2013 and 2012 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 FASB fair value framework includes a hierarchy that distinguishes between assumptions based on market data obtained from sources independent of the reporting entity, and the reporting entity's own assumptions about market-based inputs. Level 1 inputs utilize unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable either directly or indirectly for similar assets and liabilities in active markets. Level 3 inputs are unobservable assumptions generated by the reporting entity.

The carrying amounts for cash and cash equivalents, tenant receivables, deferred rent receivables, interest payable, accounts payable and accrued liabilities, security deposits and dividends payable approximate fair value because of the short-term nature of these instruments.

We have typically financed our capital needs through short-term lines of credit and long-term secured mortgages. See Note 6. We calculate the fair value of our secured notes payable by calculating the credit-adjusted present value of the principal and interest payments related to our debt using current market interest rates (assuming the loans are outstanding through maturity) and any changes to underlying collateral. We have determined that the fair value of our secured notes payable is calculated using Level 2 inputs under the fair value hierarchy. At December 31, 2013, the aggregate fair value of our secured notes payable was estimated to be approximately \$3.26 billion, compared to their carrying value of \$3.24 billion. As of December 31, 2012, the aggregate fair value of our secured notes payable was estimated to be approximately \$3.51 billion, compared to their carrying value of \$3.44 billion.

We use interest rate swaps and caps to manage interest rate risk resulting from variable interest payments on our floating rate debt. See Note 8. These financial instruments are carried on our balance sheet at fair value based on assumptions used by market participants in pricing the asset or liability. The valuation of our interest rate swaps and caps 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. 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 did not have any fair value measurements using significant unobservable inputs (Level 3) as of December 31, 2013.

The table below (in thousands) presents the derivative liabilities presented in our financial statements at their estimated fair value on a gross basis without reflecting any net settlement positions with the same counterparty:

	December 31, 2013	
	Assets	Liabilities
Level 1 - Quoted Prices in Active Markets for Identical Assets and Liabilities	\$—	\$—

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Level 2 - Significant Other Observable Inputs	—	63,144
Level 3 - Significant Unobservable Inputs	—	—
Fair Value of Derivative Instruments	\$—	\$63,144

F-26

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

### 13. Future Minimum Lease Receipts

We lease space to tenants primarily under non-cancelable operating leases that 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 also lease space to certain tenants under noncancelable leases that provide for percentage rents based upon tenant revenues. Percentage rental income totaled \$576 thousand for 2013, \$658 thousand for 2012 and \$591 thousand for 2011.

Future minimum base rentals on our non-cancelable office and ground operating leases at December 31, 2013 were as follows (in thousands):

Twelve months ending December 31:

2014	\$360,780
2015	312,956
2016	264,782
2017	215,556
2018	162,365
Thereafter	416,088
Total future minimum base rentals	\$1,732,527

The above future minimum lease receipts exclude residential leases, which typically have a term of one year or less, as well as tenant reimbursements, amortization of deferred rent receivables, and amortization of acquired above/below-market lease intangibles. Some leases are subject to termination options, generally upon payment of a termination fee. The preceding table assumes that these termination options are not exercised.

### 14. Future Minimum Lease Payments

We currently lease portions of the land underlying two of our office properties. We expensed ground lease payments of \$2.2 million for 2013, 2012 and 2011. We have a purchase option on one of these two leases, which we may exercise at any time prior to May 31, 2014 for a purchase price of \$27.5 million. Because we have the ability and the intent to exercise this option, we have excluded payments under this lease from the future minimum rent payments in the table below. The following is a schedule (in thousands) of our minimum ground lease payments as of December 31, 2013:

Twelve months ending December 31:

2014	\$733
2015	733
2016	733
2017	733
2018	733
Thereafter	49,843
Total future minimum lease payments	\$53,508



Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

15. Commitments and Contingencies

Legal Proceedings

We are subject to various legal proceedings and claims that arise in the ordinary course of business. Excluding ordinary, routine litigation incidental to our business, we are not currently a party to any legal proceedings that we believe would reasonably be expected to have a materially adverse effect on our business, financial condition or results of operations.

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. In addition, we have financial instruments that subject us to credit risk, which consist primarily of accounts receivable, deferred rents receivable and interest rate contracts. We maintain our cash and cash equivalents at high quality financial institutions with investment grade ratings. Interest bearing accounts at each U.S. banking institution are insured by the Federal Deposit Insurance Corporation up to \$250 thousand. We have not experienced any losses on our deposited cash.

Asset Retirement Obligations

Conditional asset retirement obligations represent 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 our control. 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 twenty properties in our consolidated 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, 2013, the obligations to remove the asbestos from these properties have indeterminable settlement dates, and we are unable to reasonably estimate the fair value of the associated conditional asset retirement obligation.

Guarantees

On April 30, 2013, one of our Funds closed a \$325.0 million loan to refinance an existing loan. The new loan matures on May 1, 2018, and carries interest that is effectively fixed by an interest rate swap which matures on May 1, 2017. We made certain environmental and other limited indemnities and guarantees covering customary non-recourse carve outs under this loan, and guaranteed the related swap, although we have an indemnity from the Fund for any amounts that we would be required to pay under these agreements. As of December 31, 2013 the maximum future payments under the swap agreement were approximately \$6.6 million. As of December 31, 2013, all obligations under the loan and swap agreements have been performed by the Fund in accordance with the terms of those agreements.

Tenant Concentrations

In 2013, 2012 and 2011, no tenant accounted for more than 10% of our total rental revenue and tenant recoveries.

Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 16. Segment Reporting

Segment information is prepared on the same basis that we review information for operational decision-making purposes. We operate 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 services for our office segment primarily include rental of office space and other tenant services, including parking and storage space rental. The services 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 or make decisions to allocate resources. Therefore, depreciation and amortization expense is not allocated among segments. General and administrative expenses and interest expense are not included in segment profit as our internal reporting addresses these items on a corporate level.

Segment profit is not a measure of operating income 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. Not all companies may calculate segment profit in the same manner. We consider segment profit to be an appropriate supplemental measure to net income because it can assist both investors and management in understanding the core operations of our properties.

The table below (in thousands) presents the operating activity of our reportable segments:

	Year Ended December 31,		
	2013	2012	2011
Office Segment			
Rental revenue	\$514,600	\$505,276	\$505,077
Rental expense	(174,952)	(170,725)	(168,869)
Segment profit	339,648	334,551	336,208
Multifamily Segment			
Rental revenue	76,936	73,723	70,260
Rental expense	(19,928)	(19,672)	(19,012)
Segment profit	57,008	54,051	51,248
Total profit from all segments	\$396,656	\$388,602	\$387,456

The table below (in thousands) is a reconciliation of the total profit from all segments to net income attributable to common stockholders:

	Year Ended December 31,		
	2013	2012	2011
Total profit from all segments	\$396,656	\$388,602	\$387,456
General and administrative expenses	(26,614)	(27,943)	(29,286)
Depreciation and amortization	(191,351)	(184,849)	(205,696)
Other income	6,402	2,821	3,179
Other expenses	(4,199)	(1,883)	(2,073)
Income (loss), including depreciation, from unconsolidated real estate funds	3,098	(1,710)	(2,867)
Interest expense	(130,548)	(146,693)	(148,455)



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Acquisition-related expenses	(607	)	—	—	
Net income	52,837		28,345	2,258	
Less: Net income attributable to noncontrolling interests	(7,526	)	(5,403	) (807	)
Net income attributable to common stockholders	\$45,311		\$22,942	\$1,451	

F-29

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Douglas Emmett, Inc.  
Notes to Consolidated Financial Statements (continued)

## 17. Quarterly Financial Information (unaudited)

The tables below (in thousands, except per share amounts) present selected quarterly information for 2013 and 2012:

	Three Months Ended			
	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013
Total revenue	\$145,458	\$148,716	\$149,686	\$147,676
Net income before noncontrolling interests	14,612	14,978	12,743	10,504
Net income attributable to common stockholders	12,082	13,635	10,751	8,843
Net income per common share - basic	\$0.08	\$0.10	\$0.08	\$0.06
Net income per common share - diluted	\$0.08	\$0.09	\$0.07	\$0.06
Weighted average shares of common stock outstanding - basic	142,440	142,581	142,598	142,603
Weighted average shares of common stock outstanding - diluted	174,579	175,252	174,756	174,600

	Three Months Ended			
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012
Total revenue	\$143,388	\$146,468	\$145,993	\$143,150
Net income before noncontrolling interests	6,702	8,075	6,228	7,340
Net income attributable to common stockholders	5,386	6,527	5,055	5,974
Net income per common share - basic	\$0.04	\$0.05	\$0.04	\$0.04
Net income per common share - diluted	\$0.04	\$0.05	\$0.04	\$0.04
Weighted average shares of common stock outstanding - basic	138,399	139,651	140,301	140,795
Weighted average shares of common stock outstanding - diluted	171,816	173,193	173,825	173,660



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Douglas Emmett, Inc.  
Schedule III  
Consolidated Real Estate and Accumulated Depreciation

(in thousands)

Property Name	Encumbrances at December 31, 2013	Initial Cost		Cost Capitalized Subsequent to Acquisition		Gross Carrying Amount at December 31, 2013		Accumulated Depreciation at December 31, 2013	Year Built / Renovated	Year Acquired
		Land	Building & Improvements	Land	Improvements	Building & Improvements	Total			
Office Properties										
100 Wilshire	\$ 139,199	\$ 12,769	\$ 78,447	\$ 142,916	\$ 27,108	\$ 207,024	\$ 234,132	\$(50,438)	1968/2002	1999
11777 San Vicente	26,000	5,032	15,768	29,144	6,714	43,230	49,944	(10,744)	1974/1998	1999
12400 Wilshire	61,600	5,013	34,283	76,690	8,828	107,158	115,986	(26,473)	1985	1996
16501 Ventura	—	6,759	53,112	6,409	6,759	59,521	66,280	(809)	1986/2012	2013
1901 Avenue of the Stars	155,000	18,514	131,752	114,852	26,163	238,955	265,118	(58,361)	1968/2001	2001
401 Wilshire	80,000	9,989	29,187	116,429	21,787	133,818	155,605	(31,922)	1981/2000	1996
8484 Wilshire	7,079	8,846	77,780	9,098	8,846	86,878	95,724	(1,713)	1972/2013	2013
9601 Wilshire	112,144	16,597	54,774	108,856	17,658	162,569	180,227	(39,172)	1962/2004	2001
Beverly Hills Medical Center	31,469	4,955	27,766	28,920	6,435	55,206	61,641	(13,455)	1964/2004	2004
Bishop Place	73,813	8,317	105,651	63,318	8,833	168,453	177,286	(45,835)	1992	2004
Bishop Square	139,131	16,273	213,793	18,508	16,273	232,301	248,574	(33,298)	1972/1983	2010
Brentwood Court	6,318	2,564	8,872	810	2,563	9,683	12,246	(2,765)	1984	2006
Brentwood Executive Plaza	25,461	3,255	9,654	35,707	5,921	42,695	48,616	(11,799)	1983/1996	1995
Brentwood Medical Plaza	25,805	5,934	27,836	2,270	5,933	30,107	36,040	(8,215)	1975	2006
Brentwood San Vicente Medical	13,297	5,557	16,457	924	5,557	17,381	22,938	(4,372)	1957/1985	2006
Brentwood/Saltair	13,100	4,468	11,615	12,812	4,775	24,120	28,895	(6,926)	1986	2000
Bundy/Olympic	24,056	4,201	11,860	30,569	6,030	40,600	46,630	(10,955)	1991/1998	1994
Camden Medical Arts	28,606	3,102	12,221	28,270	5,298	38,295	43,593	(9,129)	1972/1992	1995
Century Park Plaza	85,010	10,275	70,761	109,598	16,153	174,481	190,634	(43,121)	1972/1987	1999
Century Park West	2,635	3,717	29,099	516	3,667	29,665	33,332	(6,548)	1971	2007
Columbus Center	10,559	2,096	10,396	9,954	2,333	20,113	22,446	(5,579)	1987	2001
Coral Plaza	23,327	4,028	15,019	19,348	5,366	33,029	38,395	(8,639)	1981	1998
Cornerstone Plaza	5,293	8,245	80,633	6,861	8,263	87,476	95,739	(19,094)	1986	2007
Encino Gateway	51,463	8,475	48,525	55,096	15,653	96,443	112,096	(25,929)	1974/1998	2000

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Encino Plaza	30,011	5,293	23,125	47,496	6,165	69,749	75,914	(19,006 )	1971/1992	2000
Encino Terrace	67,307	12,535	59,554	99,244	15,533	155,800	171,333	(41,074 )	1986	1999
Executive Tower	7,453	6,660	32,045	64,751	9,471	93,985	103,456	(27,242 )	1989	1995
Gateway Los Angeles	28,429	2,376	15,302	49,066	5,119	61,625	66,744	(15,392 )	1987	1994
Harbor Court	—	51	41,001	24,701	—	65,753	65,753	(19,574 )	1994	2004
Honolulu Club	16,140	1,863	16,766	7,137	1,863	23,903	25,766	(5,991 )	1980	2008
Landmark II	119,000	19,156	109,259	82,250	26,139	184,526	210,665	(47,358 )	1989	1997
Landmark II Development	—	—	—	273	—	273	273	—	1989	1997
Lincoln/Wilshire	24,895	3,833	12,484	22,541	7,475	31,383	38,858	(7,370 )	1996	2000
MB Plaza	28,091	4,533	22,024	32,390	7,503	51,444	58,947	(14,746 )	1971/1996	1998

F-32

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

(in thousands)

Property Name	Encumbrances at December 31, 2013	Initial Cost		Cost Capitalized Subsequent to Acquisition	Gross Carrying Amount at December 31, 2013			Accumulated Depreciation at December 31, 2013	Year Renovated
		Land	Building & Improvements		Land	Building & Improvements	Total		
Office Properties (continued)									
Olympic Center	27,968	5,473	22,850	33,529	8,247	53,605	61,852	(14,177)	) 1985/
One Westwood	45,577	10,350	29,784	61,086	9,194	92,026	101,220	(22,434)	) 1987/
Palisades Promenade	36,000	5,253	15,547	51,960	9,664	63,096	72,760	(14,631)	) 1990
Saltair/San Vicente	15,472	5,075	6,946	17,021	7,557	21,485	29,042	(5,793)	) 1964/
San Vicente Plaza	9,430	7,055	12,035	675	7,055	12,710	19,765	(3,752)	) 1985
Santa Monica Square	25,487	5,366	18,025	20,585	6,863	37,113	43,976	(9,161)	) 1983/
Second Street Plaza	35,802	4,377	15,277	36,993	7,421	49,226	56,647	(13,643)	) 1991
Sherman Oaks Galleria	264,297	33,213	17,820	413,274	48,328	415,979	464,307	(108,709)	) 1981/
Studio Plaza	115,591	9,347	73,358	129,449	15,015	197,139	212,154	(49,837)	) 1988/
The Trillium	14,787	20,688	143,263	88,761	21,989	230,723	252,712	(61,523)	) 1988
Tower at Sherman Oaks	—	4,712	15,747	39,208	8,685	50,982	59,667	(14,333)	) 1967/
Valley Executive Tower	86,055	8,446	67,672	102,828	11,737	167,209	178,946	(42,633)	) 1984
Valley Office Plaza	35,037	5,731	24,329	48,968	8,957	70,071	79,028	(18,722)	) 1966/
Verona	14,300	2,574	7,111	14,564	5,111	19,138	24,249	(5,222)	) 1991
Village on Canon	33,583	5,933	11,389	49,863	13,303	53,882	67,185	(13,017)	) 1989/
Warner Center Towers	285,000	43,110	292,147	407,312	59,418	683,151	742,569	(177,842)	) 1982-
Westside Towers	80,216	8,506	79,532	80,638	14,568	154,108	168,676	(40,033)	) 1985
Westwood Place	52,094	8,542	44,419	53,967	11,448	95,480	106,928	(23,822)	) 1987
Multifamily Properties									
555 Barrington	43,440	6,461	27,639	41,103	14,903	60,300	75,203	(13,842)	) 1989
Barrington Plaza	153,630	28,568	81,485	148,230	58,208	200,075	258,283	(46,490)	) 1963/
Barrington/Kiowa	7,750	5,720	10,052	740	5,720	10,792	16,512	(2,549)	) 1974
Barry	7,150	6,426	8,179	625	6,426	8,804	15,230	(2,255)	) 1973
Kiowa	3,100	2,605	3,263	371	2,605	3,634	6,239	(928)	) 1972
Moanalua Hillside Apartments	111,920	24,720	85,895	40,301	35,294	115,622	150,916	(26,027)	) 1968/
Pacific Plaza	46,400	10,091	16,159	74,484	27,816	72,918	100,734	(16,011)	) 1963/
The Shores	144,610	20,809	74,191	199,190	60,555	233,635	294,190	(50,387)	) 1965-
Villas at Royal Kunia	82,000	42,887	71,376	15,806	35,165	94,904	130,069	(25,002)	) 1990/

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Ground Lease									
Owensmouth/Warner	2,753	23,848	—	—	23,848	—	23,848	—	N/A
TOTAL	\$3,241,140	\$601,167	\$2,782,311	\$3,629,255	\$867,284	\$6,145,449	\$7,012,733	\$(1,495,819)	

The aggregate cost of total real estate for federal income tax purposes was approximately \$3.96 billion at December 31, 2013.

F-33

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

	Year Ended December 31,		
	2013	2012	2011
<b>Real Estate Assets</b>			
Balance, beginning of period	\$6,786,537	\$6,726,018	\$6,670,683
Additions: property acquisitions	146,497	—	—
improvements	79,699	60,519	55,335
Balance, end of period	\$7,012,733	\$6,786,537	\$6,726,018
<b>Accumulated Depreciation</b>			
Balance, beginning of period	\$(1,304,468)	) \$(1,119,619)	) \$(913,923)
Additions: depreciation	(191,351)	) (184,849)	) (205,696)
Balance, end of period	\$(1,495,819)	) \$(1,304,468)	) \$(1,119,619)

F-34

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Report of Independent Registered Public Accounting Firm

The Members of  
Douglas Emmett Fund X, LLC

We have audited the accompanying consolidated statement of comprehensive income, equity, and cash flows of Douglas Emmett Fund X, LLC (the "Fund") for the year ended December 31, 2011. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements 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. We were not engaged to perform an audit of the Fund's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. 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 results of operations and cash flows of Douglas Emmett Fund X, LLC for the year ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Los Angeles, California  
February 24, 2012

Douglas Emmett Fund X, LLC  
 Consolidated Balance Sheets  
 (in thousands)

	December 31, 2013 (unaudited)	December 31, 2012 (unaudited)
Assets		
Investment in real estate:		
Land	\$64,847	\$64,847
Buildings and improvements	531,542	530,747
Tenant improvements and lease intangibles	86,200	78,325
Investment in real estate, gross	682,589	673,919
Less: accumulated depreciation	(125,865)	(105,719)
Investment in real estate, net	556,724	568,200
Cash and cash equivalents	3,084	5,311
Tenant receivables, net	443	168
Interest rate contracts	3,392	—
Deferred rent receivables, net	6,749	5,723
Acquired lease intangible assets, net of accumulated amortization of \$1,347 and \$1,267 as of 2013 and 2012, respectively	109	189
Investment in unconsolidated real estate fund	8,604	8,868
Other assets	3,245	350
Total assets	\$582,350	\$588,809
Liabilities		
Secured note payable	\$325,000	\$365,000
Accounts payable and accrued expenses	4,809	3,340
Interest payable	598	550
Security deposits	4,284	4,109
Acquired lease intangible liabilities, net of accumulated accretion of \$25,071 and \$24,031 as of 2013 and 2012, respectively	1,842	2,882
Total liabilities	336,533	375,881
Equity		
Members' equity, including \$3,392 and \$0 accumulated other comprehensive loss as of 2013 and 2012, respectively	245,817	212,928
Total equity	245,817	212,928
Total liabilities and equity	\$582,350	\$588,809

See notes to consolidated financial statements.

Douglas Emmett Fund X, LLC  
 Consolidated Statements of Comprehensive Income (Loss)  
 (in thousands)

	Year Ended December 31,		
	2013	2012	2011
	(unaudited)	(unaudited)	
Revenues			
Rental revenues	\$40,219	\$39,017	\$39,494
Tenant recoveries	2,036	1,778	728
Parking and other income	7,525	7,066	6,539
Total revenues	49,780	47,861	46,761
Operating Expenses			
Office expense	21,310	18,620	15,767
General and administrative	181	172	220
Depreciation and amortization	20,146	20,435	23,115
Total operating expenses	41,637	39,227	39,102
Operating income	8,143	8,634	7,659
Other income	—	3	5
Loss, including depreciation, from unconsolidated real estate fund	(236	) (254	) (319
Interest expense	(7,738	) (16,100	) (20,445
Net income (loss)	169	(7,717	) (13,100
Less: net income attributable to Sub-REIT investors	—	(15	) (15
Net loss attributable to Members	\$169	\$(7,732	) \$(13,115
Other comprehensive income	3,392	8,561	11,387
Comprehensive income (loss) attributable to Members	\$3,561	\$829	\$(1,728

See notes to consolidated financial statements.

Douglas Emmett Fund X, LLC  
Consolidated Statements of Equity  
(in thousands)

	Sub-REIT Investors	DEIX, LLC	Other Members	Total	
Balance - December 31, 2010	\$121	\$104,017	\$109,046	\$213,184	
Contributions	—	1,920	2,012	3,932	
Distributions	(15	) —	—	(15	)
Priority distributions	—	(3,478	) —	(3,478	)
Priority distribution allocation	—	1,781	(1,781	) —	
Net income attributable to Sub-REIT investors	15	—	—	15	
Net loss attributable to Members	—	(6,403	) (6,712	) (13,115	)
Other comprehensive income	—	5,559	5,828	11,387	
Balance - December 31, 2011	121	103,396	108,393	211,910	
Contributions	—	2,604	1,396	4,000	
Member equity redemption allocation	—	34,465	(34,465	) —	
Distributions	(136	) —	—	(136	)
Priority distributions	—	(3,690	) —	(3,690	)
Priority distribution allocation	—	1,288	(1,288	) —	
Net income attributable to Sub-REIT investors	15	—	—	15	
Net loss attributable to Members	—	(5,033	) (2,699	) (7,732	)
Other comprehensive income	—	5,573	2,988	8,561	
Balance - December 31, 2012 (unaudited)	—	138,603	74,325	212,928	
Contributions	—	26,391	10,965	37,356	
Member equity redemption allocation	—	6,930	(6,930	) —	
Member equity equalization	—	(209	) 209	—	
Distributions	—	(3,087	) (1,413	) (4,500	)
Priority distributions	—	(3,528	) —	(3,528	)
Priority distribution allocation	—	1,110	(1,110	) —	
Net loss attributable to Members	—	116	53	169	
Other comprehensive income	—	2,327	1,065	3,392	
Balance - December 31, 2013 (unaudited)	\$—	\$168,653	\$77,164	\$245,817	

See notes to consolidated financial statements.

Douglas Emmett Fund X, LLC  
Consolidated Statements of Cash Flows  
(in thousands)

	Year Ended December 31,		
	2013	2012	2011
	(unaudited)	(unaudited)	
<b>Operating Activities:</b>			
Net income (loss)	\$ 169	\$(7,717	) \$(13,100 )
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	20,146	20,435	23,115
Loss, including depreciation, from unconsolidated real estate fund	236	254	319
Net accretion of acquired lease intangibles	(960	) (1,489	) (2,797 )
Amortization of deferred loan costs	402	—	—
Change in working capital components:			
Tenant receivables	(275	) (101	) 65
Deferred rent receivable	(1,026	) (667	) (1,244 )
Accounts payable and accrued expenses	1,517	(2,068	) 1,360
Security deposits	175	413	476
Other assets	(3,297	) (113	) 64
Net cash provided by operating activities	17,087	8,947	8,258
<b>Investing Activities:</b>			
Capital expenditures and property acquisitions	(8,670	) (7,733	) (7,874 )
Distributions from (contributions to) unconsolidated real estate fund	28	4	(3,932
Net cash used in investing activities	(8,642	) (7,729	) (11,806 )
<b>Financing Activities:</b>			
Member contributions	37,356	4,000	3,932
Member distributions	(4,500	) —	—
Distributions to Sub-REIT investors	—	(136	) (15 )
Priority distributions	(3,528	) (3,690	) (3,478 )
Loan payoff	(365,000	) —	—
Loan proceeds	325,000	—	—
Net cash (used in) provided by financing activities	(10,672	) 174	439
(Decrease) increase in Cash and Cash Equivalents	(2,227	) 1,392	(3,109 )
Cash and Equivalents Beginning of Year	5,311	3,919	7,028
Cash and Equivalents at End of Year	\$3,084	\$5,311	\$3,919
<b>Supplemental disclosure of cash flow information</b>			
Cash paid during the year for interest	\$7,286	\$17,286	\$20,445

See notes to consolidated financial statements

Douglas Emmett Fund X, LLC  
Notes to Consolidated Financial Statements

## 1. Overview

### Organization and Description of Business

Douglas Emmett Fund X, LLC (the “Fund”) was organized on October 7, 2008 as a Delaware limited liability company. The Fund was formed for the purpose of investing in real estate, and at December 31, 2013, owned six office properties (the “Fund Properties”) and a 9.4% interest in two unconsolidated office properties which is accounted for using the equity method.

DEIX, LLC, a Delaware limited liability company, is the manager of the Fund (the “Manager”) and is also a member of the Fund. As of December 31, 2013, the Fund had received capital of \$329.3 million (unaudited) from DEIX, LLC and the other members (collectively, the “Members”), with no remaining unfunded commitments (unaudited).

The Operating Agreement of the Fund (the “Operating Agreement”) provides that the Fund may continue in existence until October 7, 2022, which may be extended under certain conditions. Equity distributions by the Fund are allocated between the Members in accordance with the Operating Agreement. Increases or decreases in net income or net loss, respectively, are allocated between the capital accounts of the Members in accordance with the Operating Agreement in a manner consistent with cash distributions. Losses are generally allocated to the Members based on their respective ownership percentage interests.

### Basis of Presentation

The consolidated financial statements include the accounts of the Fund and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

The accompanying financial statements have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (SEC) in conformity with Generally Accepted Accounting Principles of the United States (GAAP) as established by the Financial Accounting Standards Board (FASB) in the Accounting Standards Codification (ASC), including modifications issued under Accounting Standards Updates (ASUs). The accompanying financial statements include, in the Funds opinion, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial information set forth therein. Any reference to the number of properties and square footage are unaudited and outside the scope of the Funds independent registered public accounting firm’s audit of its financial statements in accordance with the standards of the United States Public Company Accounting Oversight Board.

## 2. Summary of Significant Accounting Policies

### 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 materially from those estimates.

### Segment Information

Segment information is prepared on the same basis that our Fund management reviews information for operational decision-making purposes. The Fund operates one business segment, the acquisition, development, ownership and management of office real estate. The products for the office segment include primarily rental of office space and other tenant services, including parking and storage space rental.



Douglas Emmett Fund X, LLC

Notes to Consolidated Financial Statements (continued)

Investments in Real Estate

The Fund accounts for acquisitions of properties utilizing the purchase method, and includes the results of operations of the acquired properties in its results of operations from their respective dates of acquisition. Transaction costs related to acquisitions are expensed when they are incurred.

When the Fund acquires a property, it determines the fair values of the tangible assets on an “as-if-vacant” basis. The Fund uses estimates of future cash flows, comparable sales, other relevant information obtained in connection with the acquisition of the property, and other valuation techniques to allocate the purchase price of each acquired property between land, buildings and improvements, tenant improvements and leasing costs, and identifiable intangible assets and liabilities such as amounts related to in-place at-market leases, acquired above- and below-market tenant leases, and acquired above- and below-market ground leases.

The estimated fair value of acquired in-place at-market tenant leases represents the estimated costs that the Fund would have incurred to lease the property to the occupancy level of the property at the date of acquisition, including the fair value of leasing commissions and legal costs. Additionally, the Fund evaluates 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. The Fund records above-market and below-market in-place lease intangibles 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 the Funds estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The Funds initial valuations and allocations are subject to change until the allocation is finalized within 12 months after the acquisition date.

The values allocated to land, buildings and improvements, in-place leases, tenant improvements and leasing costs are depreciated on a straight-line basis using an estimated life of forty years for buildings; fifteen years for site improvements; the average term of existing leases in the building acquired 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 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. Any unamortized amounts relating to a lease that is terminated prior to its stated expiration are written off in the period of termination.

The Fund charges expenditures for repairs and maintenance operations as incurred, and capitalize significant improvements and costs incurred in the execution of leases. 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 discontinued operations for the period.

Interest, insurance, property taxes and other costs incurred during the period of construction of real estate are capitalized. Cost capitalization of development and redevelopment activities begins during the predevelopment period, which the Fund defines as activities that are necessary to the development of the property. The Fund ceases capitalization upon substantial completion of the project, but no later than one year from cessation of major construction activity. The Fund also ceases capitalization when activities necessary to prepare the property for its intended use have been suspended.



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The table below presents the expected net accretion related to the acquired above and below-market leases at December 31, 2013 (unaudited and in thousands):

Year	
2014	\$880
2015	655
2016	129
2017	63
2018	6
Total	\$1,733

F-41

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Douglas Emmett Fund X, LLC

Notes to Consolidated Financial Statements (continued)

Investment in Unconsolidated Real Estate Funds

As of December 31, 2013, the Fund owned a 9.4% (unaudited) equity interest, with an investment balance of \$8.6 million (unaudited), in Douglas Emmett Partnership X, L.P. (the "Partnership"), which owns two properties. The Fund accounts for its investment in the Partnership using the equity method.

Impairment of Long-Lived Assets

The Fund assesses whether there has been impairment in the value of its 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 during 2013, 2012 or 2011.

The Fund assesses whether there has been impairment in the value of its investment in the Partnership periodically. An impairment charge is recorded when events or change in circumstances indicate that a decline in the fair value below the carrying value has occurred and such decline is other-than-temporary. The ultimate realization of the investment in the Partnership is dependent on a number of factors, including the performance of the investment and market conditions. The Fund will record an impairment charge if it determines that a decline in the value of the investment in the Partnership is other-than-temporary. Based upon such periodic assessments, no impairment occurred during 2013, 2012 or 2011.

An asset is classified as an asset held for disposition when it meets certain requirements, including the approval of the sale of the asset, the marketing of the asset for sale, and the Funds expectation 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, the Fund ceases to depreciate the asset, and the operating results of the asset are included in discontinued operations for all periods presented.

Cash and Cash Equivalents

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

Douglas Emmett Fund X, LLC  
Notes to Consolidated Financial Statements (continued)

#### Revenue and Gain Recognition

Four basic criteria must be met before revenue can be recognized: persuasive evidence of an arrangement exists; services are rendered; the fee is fixed and determinable; and collectability 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. Lease termination fees, which are included in rental revenues in the accompanying consolidated statements of comprehensive income, are recognized when the related leases are canceled and the Fund has no continuing obligation to provide services to such former tenants.

Estimated recoveries from tenants for real estate taxes, common area maintenance and other recoverable operating expenses are recognized as revenues in the period that the expenses are incurred. Subsequent to year-end, the Fund performs final reconciliations on a lease-by-lease basis and bills or credits each tenant for any cumulative annual adjustments. In addition, the Fund records a capital asset for leasehold improvements constructed by it 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.

The recognition of gains on sales of real estate requires that the Fund measure the timing of a sale against various criteria related to the terms of the transaction, as well as any continuing involvement in the form of management or financial assistance associated with the property. If the sales criteria are not met, the Fund defers gain recognition and accounts for the continued operations of the property by applying the finance, profit-sharing or leasing method. If the sales criteria have been met, the Fund further analyzes 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, the Fund defers the gain and recognizes it when the criteria are met or uses the installment or cost recovery method as appropriate under the circumstances.

#### Monitoring of Rents and Other Receivables

The Fund maintains 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, the Fund may recognize bad debt expense in future periods equal to the amount of unpaid rent and deferred rent. The Fund takes into consideration many factors to evaluate the level of reserves necessary, including historical termination/default activity and current economic conditions. As of December 31, 2013 and 2012, the Fund had an allowance for doubtful accounts and deferred rent of \$900 thousand (unaudited) and \$1.0 million (unaudited), respectively.

The Fund does not generally require collateral or other security from its tenants other than letters of credit or cash security deposits. As of December 31, 2013 and 2012, the Fund had a total of approximately \$2.1 million (unaudited) and \$2.3 million (unaudited), respectively, of letters of credit held for security, as well as \$4.3 million (unaudited) and \$4.1 million (unaudited), respectively, of cash security deposits.

Douglas Emmett Fund X, LLC

Notes to Consolidated Financial Statements (continued)

Interest Rate Agreements

The Fund generally manages its interest rate risk associated with floating rate borrowings by obtaining interest rate swap contracts. The interest rate swap agreements that the Fund utilizes effectively modify its exposure to interest rate risk by converting its 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. The Fund does not use any other derivative instruments.

The Fund records all derivatives on the balance sheet at fair value on a gross basis. 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.

The Funds objective in using derivatives is to add stability to its interest expense and to manage its exposure to interest rate movements and other identified risks. To accomplish this objective, the Fund primarily uses interest rate swaps as part of its cash flow hedging strategy. 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 (a component of equity 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. The Fund assesses 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.

The Fund entered into an interest rate swap agreement with a notional amount of \$325.0 million that matures on May 1, 2017 (unaudited). For 2013, this interest rate swap was considered to be a cash flow hedge (unaudited). See Note 3 for the related secured payable which this swap is intended to hedge. For 2013, 2012 and 2011, the other comprehensive income attributable to interest rate swaps was \$3.4 million (unaudited), \$8.6 million (unaudited) and \$11.4 million, respectively.

Income Taxes

No provision is made in the accompanying consolidated financial statements for federal, state and local income taxes, because each member is responsible for reporting its share of the Fund's taxable income or loss.

Recently Issued Accounting Literature

Changes to GAAP are established by the Financial Accounting Standards Board (FASB) in the form of Accounting Standard Updates (ASUs). The Fund considers the applicability and impact of all ASUs.

In February 2013, the FASB issued ASU No. 2013-04, Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date (Topic 405), which provides guidance for the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this ASU is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. ASU No. 2013-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013, which for us means the first quarter of 2014. When adopted, ASU 2013-04 applies retroactively for existing joint and several

liability arrangements within the scope of Subtopic 405-40. Although earlier application is permitted, the Fund does not intend to adopt the ASU before the effective date. The Fund does not expect this ASU to have a material impact on its financial position or results of operations, as it does not currently have any obligations within the scope of this ASU.

In July 2013, the FASB issued ASU No. 2013-10, Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes (Topic 815), which permits for the inclusion of the Fed Funds Effective Swap Rate (OIS) as a U.S. benchmark interest rate for hedge accounting purposes, in addition to interest rates on direct Treasury obligations of the U.S. government (UST), and the London Interbank Offered Rate (LIBOR). The ASU amendments also remove the restriction on using different benchmark interest rates for similar hedges. ASU No. 2013-10 is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. This ASU did not have a material impact on the Funds financial position or results of operations.

The FASB has not issued any other ASUs during 2013 or 2014 that the Fund expects to be applicable and have a material impact on its future financial position or results of operations.

Douglas Emmett Fund X, LLC  
Notes to Consolidated Financial Statements (continued)

### 3. Secured Note Payable

As of December 31, 2013, secured notes payable consisted of a term loan in the amount of \$325.0 million (unaudited), secured by the Fund Properties in a cross-collateralized pool (unaudited). The loan matures on May 1, 2018 and bears interest at LIBOR + 1.75% (unaudited). The loan requires monthly payments of interest only, and the outstanding principal is due upon maturity (unaudited). The interest on this loan is effectively fixed by an interest rate swap at 2.35% which matures on May 1, 2017 (unaudited). See Note 2.

### 4. Fair Value of Financial Instruments

The Fund's estimates of the fair value of financial instruments at December 31, 2013 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 FASB fair value framework includes a hierarchy that distinguishes between assumptions based on market data obtained from sources independent of the reporting entity, and the reporting entity's own assumptions about market-based inputs. Level 1 inputs utilize unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable either directly or indirectly for similar assets and liabilities in active markets. Level 3 inputs are unobservable assumptions generated by the reporting entity.

The carrying amounts for cash and cash equivalents, tenant receivables, deferred rent receivables, accounts payable and accrued expenses, interest payable and security deposits approximate fair value because of the short-term nature of these instruments.

The Fund has typically financed its capital needs through long-term secured mortgages. See Note 3. The Fund calculates the fair value of its secured notes payable by calculating the credit-adjusted present value of the principal and interest payments related to its debt using current market interest rates (assuming the loans are outstanding through maturity) and any changes to underlying collateral. The Fund has determined that the fair value of its secured notes payable is calculated using Level 2 inputs under the fair value hierarchy. At December 31, 2013, the estimated fair value of the Funds secured note payable was approximately \$324.2 million (unaudited), compared to its carrying value of \$325.0 million (unaudited). As of December 31, 2012, the estimated fair value of the Funds secured note payable was approximately \$364.6 million (unaudited), compared to its carrying value of \$365.0 million (unaudited).

The Fund uses interest rate swaps to manage interest rate risk resulting from variable interest payments on its floating rate debt. See Note 2. These financial instruments are carried on its balance sheet at fair value based on assumptions used by market participants in pricing the asset or liability. The valuation of its interest rate swaps 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. The Fund incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Fund considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees. The Fund has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The Fund did not have any fair value measurements using significant unobservable inputs (Level 3) as of December 31, 2013.

F-45

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Douglas Emmett Fund X, LLC  
Notes to Consolidated Financial Statements (continued)

The table below (unaudited and in thousands) presents the derivative asset presented in the Funds financial statements at its estimated fair value on a gross basis:

	December 31, 2013	
	Assets	Liabilities
Level 1 - Quoted Prices in Active Markets for Identical Assets and Liabilities	\$—	\$—
Level 2 - Significant Other Observable Inputs	3,392	—
Level 3 - Significant Unobservable Inputs	—	—
Fair Value of Derivative Instruments	\$3,392	\$—

### 5. Related Party Transactions

The Manager receives a priority distribution from the Fund equal to (i) 1.25% per annum of the aggregate capital drawn less (ii) any Excess Organizational Costs (as defined in the Operating Agreement). During 2013, 2012 and 2011, the Manager received priority distributions of \$3.5 million (unaudited), \$3.6 million (unaudited) and \$3.5 million, respectively.

The Fund and the Fund Properties have been involved in certain related party transactions with the affiliates of the Manager as follows:

An affiliate of the Manager provides property management services to the Fund Properties in exchange for fees calculated in accordance with the Operating Agreement. During 2013, 2012 and 2011, these property management fees aggregated \$1.2 million (unaudited), \$1.1 million (unaudited) and \$1.1 million, respectively, of which \$101 thousand (unaudited) and \$93 thousand (unaudited) were payable as of December 31, 2013 and 2012, respectively.

An affiliate of the Manager provides leasing services to the Fund Properties in exchange for commissions calculated in accordance with the Operating Agreement. During 2013, 2012 and 2011, these commissions aggregated \$753 thousand (unaudited), \$993 thousand (unaudited) and \$693 thousand, respectively.

An affiliate of the Manager provides certain construction work in connection with improvements to tenant suites and common areas related to certain tenants of the Fund Properties in exchange for payments calculated in accordance with the Operating Agreement. During 2013, 2012 and 2011, these payments aggregated \$2.8 million (unaudited), \$2.2 million (unaudited) and \$2.4 million, respectively. These amounts include the amounts paid by the affiliate of the Manager to third party vendors and subcontractors for the construction.

An affiliate of the Manager provides certain construction work in connection with improvements to building and common areas in exchange for payments calculated in accordance with the Operating Agreement. During 2013, 2012 and 2011, these payments aggregated \$355 thousand (unaudited), \$147 thousand (unaudited) and \$156 thousand, respectively. These amounts include the amounts paid by the affiliate of the Manager to third party vendors and subcontractors for the construction.

During 2013, 2012 and 2011, the Fund incurred certain costs in connection with certain pass-through items aggregating \$2.6 million (unaudited), \$2.3 million (unaudited) and \$2.3 million, respectively, comprised of (i) on-site property level employee costs; (ii) leasing lawyer costs; (iii) property insurance; and (iv) concierge services. As of December 31, 2013 and 2012, \$201 thousand (unaudited) and \$178 thousand (unaudited), respectively, were payable



to affiliates of the Manager for such items.

F-46

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Douglas Emmett Fund X, LLC  
Notes to Consolidated Financial Statements (continued)

## 6. Future Minimum Lease Receipts

The Fund leases space to tenants primarily under noncancelable operating leases that generally contain provisions for a base rent plus reimbursement for certain operating expenses. Operating expense reimbursements are reflected in the Fund's consolidated statements of comprehensive income as tenant recoveries.

Future minimum base rentals on the Fund's non-cancelable office leases at December 31, 2013 were as follows (unaudited and in thousands):

Twelve months ending December 31:

2014	\$39,268
2015	33,635
2016	26,956
2017	19,807
2018	12,278
Thereafter	29,346
Total future minimum base rentals	\$161,290

The future minimum lease payments in the table above (i) exclude tenant reimbursements, amortization of deferred rent receivables and above/below-market lease intangibles and (ii) assume that the termination options in some leases, which generally require payment of a termination fee, are not exercised.

## 7. Commitments and Contingencies

### Legal Proceedings

The Fund is subject to various legal proceedings and claims that arise in the ordinary course of its business. Excluding ordinary, routine litigation incidental to its business, the Fund is not currently a party to any legal proceedings that it believes would reasonably be expected to have a materially adverse effect on its business, financial condition or results of operations.

### Concentration of Credit Risk

The Fund maintains its cash and cash equivalents at high quality financial institutions with investment grade ratings. Interest bearing accounts at each U.S. banking institution are insured by the Federal Deposit Insurance Corporation up to \$250 thousand. The Fund has not experienced any losses on its deposited cash.

### Asset Retirement Obligations

Conditional asset retirement obligations represent 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 the Funds control. 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 four properties in the Funds' 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, 2013, the obligations to remove the asbestos from these properties have indeterminable settlement dates, and the Fund is unable to reasonably estimate the fair value of the associated conditional asset retirement obligation.

### Tenant Concentrations

In 2013 (unaudited), 2012 (unaudited) and 2011, no tenant provided more than 10% of the Fund's total rental revenue and tenant reimbursements.

F-47