

2007

Douglas Emmett, Inc.

Annual Report



CONCENTRATION IN ATTRACTIVE LA SUBMARKETS



**WARNER CENTER/
WOODLAND HILLS**

1. Warner Center Towers
2. The Trillium
3. Warner Corporate Center

WESTWOOD

4. One Westwood
5. Westwood Place

BRENTWOOD

6. Landmark II
7. 12400 Wilshire
8. Gateway Los Angeles
9. 11777 San Vicente
10. Brentwood Executive Plaza
11. Brentwood Medical Plaza
12. Coral Plaza
13. Brentwood/Saltair

14. Saltair/San Vicente
15. Brentwood San Vicente Medical
16. San Vicente Plaza
17. Brentwood Court
18. Barrington Plaza Commercial
19. Barrington Plaza
20. 555 Barrington
21. Barrington/Kiowa
22. Barry
23. Kiowa

SANTA MONICA

24. 100 Wilshire
25. First Federal Square
26. Palisades Promenade
27. Second Street Plaza
28. Santa Monica Square
29. Lincoln/Wilshire
30. Verona

31. The Shores
32. Pacific Plaza
33. 2001 Wilshire

BURBANK

34. Studio Plaza

SHERMAN OAKS/ENCINO

35. Sherman Oaks Galleria
36. Encino Terrace
37. Valley Executive Tower
38. Encino Gateway
39. Valley Office Plaza
40. Encino Plaza
41. Tower at Sherman Oaks
42. MB Plaza
43. Columbus Center
44. 15250 Ventura
45. 16000 Ventura

BEVERLY HILLS

46. 9601 Wilshire
47. Beverly Hills Medical Center
48. Village on Canon
49. Camden Medical Arts
50. 9100 Wilshire
51. 8383 Wilshire

CENTURY CITY

52. 1901 Avenue of the Stars
53. Century Park Plaza
54. Century Park West

OLYMPIC CORRIDOR

55. Westside Towers
56. Executive Towers
57. Olympic Center
58. Bundy/Olympic
59. Cornerstone Plaza

HONOLULU SUBMARKET OVERVIEW



HONOLULU PROPERTIES

60. Bishop Place
61. Harbor Court
62. Moanalulu Hillside Apartments
63. Villas at Royal Kunia
64. The Honolulu Club

Portfolio consists of 55 office properties and 9 multi-family communities.

2007

Douglas Emmett, Inc.

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Dear Fellow Shareholders,

During 2007 we experienced a period of extraordinary rental growth and historically high occupancies. Asking rents increased over 25% across our 10 submarkets in Los Angeles and Honolulu. For the first time in our company's history, Douglas Emmett's commercial office portfolio reached over 95% leased.

On the other hand, 2007 was also a year of irrational and euphoric capital activity that ended with the financial markets being essentially paralyzed. I am happy to report that we did not participate in the capital binge of 2007; instead we remained disciplined in our underwriting and did not deviate from our historical valuation metrics. Of course, as a result of that discipline we experienced very little external growth during the year making only two very small but favorable off-market office acquisitions within our core submarkets.

During the year, we met and exceed Wall Street's expectations and delivered FFO of \$190.9 million, or \$1.17 per diluted share, which was at the high end of our guidance range. Further, we stayed well within our general and administrative expense budget for the year, a feat I am told is quite rare for a new public company. In fact, our portfolio operations have been so successful



STUDIO PLAZA
Burbank, California

that subsequent to the end of 2007, we were comfortable increasing our 2008 annualized dividend to \$0.75 per share, a 7.1% increase over the previous dividend.

Not unexpectedly, we faced a series of operational hurdles during our first year as a public company. Early in the year we realized that in order to comply with the accelerated reporting and detailed portfolio information expected from a public company we would need to replace our entire property management and accounting software package and, of course, we also had to be Sarbanes-Oxley (SOX) compliant by year end. I am happy to report that we completed all of that work on time and within budget.

Looking forward, we are focused on building a new track record as a public company utilizing the same strategy and operating principles that contributed to our

success as a private company. We believe that having a solid operating platform and well seasoned management team with local market expertise will mean more now than ever as we seek growth opportunities in this environment. To further our ability to take advantage



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of acquisition opportunities we are raising a closed-end fund, very similar to the funds we managed in the past, which will be our primary investment vehicle. Douglas Emmett will make a very significant investment in the fund and we expect that its success will be our primary focus for the next couple of years.



LANDMARK II
Brentwood, California

I am proud of Douglas Emmett's first year as a public company and expect nothing less from its future. The one thing I can promise is that Ken, Bill, Dan, and I and the rest of the Douglas Emmett team are committed to tackling 2008 with the same high standards and hard work that have been the foundation of our success in the past.

Sincerely,

Jordan L. Kaplan
President & CEO

April 28, 2008



2007

Douglas Emmett, Inc.

10-K

**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, 2007**
- or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO**

Commission file number: 1-33106

DOUGLAS EMMETT, INC.
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of incorporation or organization)

(20-3073047)
(I.R.S. Employer Identification No.)

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

(Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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

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

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

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

The aggregate market value of the common stock, \$0.01 par value, held by non-affiliates of the registrant, as of June 30, 2007, was \$2.6 billion.

The registrant had 120,181,300 shares of its common stock, \$0.01 par value, outstanding as of February 8, 2008.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the fiscal year ended December 31, 2007 ("Proxy Statement") to be issued in conjunction with the registrant's annual meeting of shareholders to be held in 2008 are incorporated by reference in Part III of this Report on Form 10-K (this "Report"). The Proxy Statement will be filed by the registrant with the Securities and Exchange Commission not later than 120 days after the end of the registrant's fiscal year ended December 31, 2007.

DOUGLAS EMMETT, INC.

**FORM 10-K
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Forward Looking Statements.

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

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include the following: adverse economic or real estate developments in Southern California and Honolulu; decreased rental rates or increased tenant incentive and vacancy rates; defaults on, early termination of, or non-renewal of leases by tenants; increased interest rates and operating costs; failure to generate sufficient cash flows to service our outstanding indebtedness; difficulties in identifying properties to acquire and completing acquisitions; failure to successfully operate acquired properties and operations; failure to maintain our status as a 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

We are a fully integrated, self-administered and self-managed real estate investment trust (or REIT) and one of the largest owners and operators of high-quality office and multifamily properties in Los Angeles County, California and in Honolulu, Hawaii. Our presence in Los Angeles and Honolulu is the result of a consistent and focused strategy of identifying submarkets that are supply constrained, have high barriers to entry and exhibit strong economic characteristics such as population and job growth and a diverse economic base. In our office portfolio, we focus primarily on owning and acquiring a substantial share of top-tier office properties within submarkets located near high-end executive housing and key lifestyle amenities. In our multifamily portfolio, we focus primarily on owning and acquiring select properties at premier locations within these same submarkets.

Our Competitive Strengths and Growth Strategies

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

- **Concentration of High Quality Office Assets and Multifamily Portfolio in Premier Submarkets.** We intend to continue our core strategy of owning and operating office and multifamily properties within submarkets that are supply constrained, have high barriers to entry, offer key lifestyle amenities, are close to high-end executive housing, and exhibit strong economic characteristics such as population and job growth and a diverse economic base.
- **Disciplined Strategy of Developing Substantial Market Share.** We believe that establishing and maintaining significant market presence can provide us with extensive local transactional market information, enable us to leverage our pricing power in lease and vendor negotiations, and enhance our ability to identify and seize emerging investment opportunities.
- **Diverse Tenant Base.** Our markets attract a diverse base of office tenants that operate a variety of professional, financial and other businesses.
- **Proactive Asset and Property Management.** With few exceptions, we provide our own, fully integrated property management and leasing for our office and multifamily properties and our own tenant improvement construction services for our office properties. Our extensive leasing infrastructure of personnel, policies and procedures allows us to manage and lease a large property portfolio with a diverse group of smaller tenants.
- **Office and Multifamily Acquisition Strategy.** We intend strategically to increase our market share in our existing submarkets, and may selectively enter into other submarkets with similar characteristics, where we believe we can gain significant market share, both within and outside of Los Angeles County and Honolulu.

Insurance

We carry comprehensive liability, fire, extended coverage, business interruption and rental loss insurance covering all of the properties in our portfolio under a blanket insurance policy. We believe the policy specifications and insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice; however, our insurance coverage may not be sufficient to fully cover our losses. We do not carry insurance for certain losses, including, but not limited to, losses caused by riots or war. Some of our policies, like those covering losses due to terrorism, earthquakes and floods, are insured subject to limitations involving substantial self insurance portions and significant deductibles and co-payments for such events. In addition, most of our properties are located in Southern California, an area subject to an increased risk of earthquakes. While we presently carry earthquake insurance on our properties, the amount of our earthquake

insurance coverage may not be sufficient to fully cover losses from earthquakes. We may reduce or discontinue earthquake, terrorism or other insurance on some or all of our properties in the future if the cost of premiums for any of these policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss. In addition, if certain of our properties were destroyed, we might not be able to rebuild them due to current zoning and land use regulations. In addition, our title insurance policies may not insure for the current aggregate market value of our portfolio, and we do not intend to increase our title insurance coverage as the market value of our portfolio increases.

Competition

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

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

Property Management Services

We provide all property management services for our Los Angeles County properties and substantially all property management services for our Honolulu properties.

Taxation of Douglas Emmett, Inc.

We believe that we have operated in such a manner as to qualify for taxation as a REIT under the Internal Revenue Code, commencing with our taxable year ended December 31, 2006, and we intend to continue to operate in such a manner. No assurance can be given that we have operated or will be able to continue to operate in a manner so as to qualify or to remain so qualified. This summary is qualified in its entirety by the applicable Internal Revenue Code provisions, rules and regulations promulgated thereunder, and administrative and judicial interpretations thereof.

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

The Internal Revenue Code defines a REIT as a corporation, trust or association (i) which is managed by one or more trustees or directors; (ii) the beneficial ownership of which is evidenced by transferable shares, or by transferable certificates of beneficial interest; (iii) which would be taxable, but for Sections 856 through 860 of the Internal Revenue Code, as a domestic corporation; (iv) which is neither a financial institution nor an insurance company subject to certain provisions of the Internal Revenue Code; (v) the beneficial ownership of which is held by 100 or more persons; (vi) during the last half of each taxable year not more than 50% in value of the outstanding stock of which 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 other dividends, interest and gain from the sale or other disposition of stock or securities. A “prohibited transaction” is a sale or other disposition of property (other than foreclosure property) held for sale to customers in the ordinary course of business.

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

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

We also own interests in a number of subsidiaries which are intended to be treated as qualified REIT subsidiaries (each a “QRS”). The Internal Revenue Code provides that such subsidiaries will be ignored for federal income tax purposes and all assets, liabilities and items of income, deduction and credit of such subsidiaries will be treated as our assets, liabilities and such items. 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 Service will not successfully challenge the status of any such organization.

As of December 31, 2007, we owned interests Douglas Emmett Builders (DEB) which we have elected, jointly with DEB, to be treated as a taxable REIT subsidiary. A REIT may own any percentage of the voting stock and value of the securities of a corporation which jointly elects with the REIT to be a taxable REIT

subsidiary, provided certain requirements are met. A taxable REIT subsidiary generally may engage in any business, including the provision of customary or noncustomary services to tenants of its parent REIT and of others, except a taxable REIT subsidiary may not manage or operate a hotel or healthcare facility. A taxable REIT subsidiary is treated as a regular corporation and is subject to federal income tax and applicable state income and franchise taxes at regular corporate rates. In addition, a 100% tax may be imposed on a REIT if its rental, service or other agreements with its taxable REIT subsidiary, or the taxable REIT subsidiary's agreements with the REIT's tenants, are not on arm's-length terms.

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

If we fail to qualify for taxation as a REIT in any taxable year, and certain relief provisions do not apply, we will be required to pay tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Distributions to our stockholders in any year in which we fail to qualify will not be deductible by us nor will such distributions be required to be made. Unless entitled to relief under specific statutory provisions, we will also be disqualified from taxation as a REIT for the four taxable years following the year during which qualification was lost. It is not possible to state whether in all circumstances we would be entitled to the statutory relief. Failure to qualify for even one year could substantially reduce distributions to stockholders and could result in our incurring substantial indebtedness (to the extent borrowings are feasible) or liquidating substantial investments in order to pay the resulting taxes.

We and our stockholders may be required to pay state or local tax in various state or local jurisdictions, including those in which we or they transact business or reside. The state and local tax treatment of us and our stockholders may not conform to the federal income tax consequences discussed above.

We may also be subject to certain taxes applicable to REITs, including taxes in lieu of disqualification as a REIT, on undistributed income, on income from prohibited transactions and on built-in gains from the sale of certain assets acquired from C corporations in tax-free transactions during a specified time period.

Regulation

General. Our properties are subject to various covenants, laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements.

Americans With Disabilities Act. Our properties must comply with Title III of the Americans with Disabilities Act (ADA) to the extent that such properties are "public accommodations" as defined by the ADA. Under the ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. Although we believe that the properties in our portfolio in the aggregate substantially comply with present requirements of the ADA, we have not conducted a comprehensive audit or investigation of all of our properties to determine our compliance, and we

are aware that some particular properties may currently be in non-compliance with the ADA. Noncompliance with the ADA could result in the incurrence of additional costs to attain compliance. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and to make alterations as appropriate in this respect.

Environmental Matters. Environmental laws regulate, and impose liability for, releases of hazardous or toxic substances into the environment. Under various provisions of these laws, an owner or operator of real estate is or may be liable for costs related to soil or groundwater contamination on, in, or migrating to or from its property. In addition, persons who arrange for the disposal or treatment of hazardous or toxic substances may be liable for the costs of cleaning up contamination at the disposal site. Such laws often impose liability regardless of whether the person knew of, or was responsible for, the presence of the hazardous or toxic substances that caused the contamination. The presence of, or contamination resulting from, any of these substances, or the failure to properly remediate them, may adversely affect our ability to sell or rent our property or to borrow using such property as collateral. In addition, persons exposed to hazardous or toxic substances may sue for personal injury damages. For example, some laws impose liability for release 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) affected 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 Phase I assessments, they were limited in scope, and may not have included or identified all potential environmental liabilities or risks associated with the subject properties. Unless required by applicable laws or regulations, we may not further investigate, remedy or ameliorate the liabilities disclosed in the Phase I assessments.

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

Employees

As of December 31, 2007, we employed approximately 480 persons. We believe that our relationships with our employees are good.

Corporate Structure

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

Segments

We operate in two business segments: Office Properties and Multifamily Properties. Information related to our business segments for 2007, 2006 and 2005 is set forth in Note 18 to our consolidated financial statements in Item 8 of this Report.

Principal Executive Offices

Our principal executive offices are located in the building we own at 808 Wilshire Boulevard, Santa Monica, California 90401 (telephone 310-255-7700). We believe that our current facilities are adequate for our present and future operations, although we may add regional offices or relocate our headquarters, depending upon our future development projects.

Available Information

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

Item 1A. Risk Factors

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

Risks Related to Our Properties and Our Business

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

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

- adverse changes in international, national or local economic and demographic conditions;
- 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, which could adversely affect our ability, or the ability of buyers and tenants of properties, to obtain financing on favorable terms or at all;
- increases in expenses, including, without limitation, insurance costs, labor costs (the unionization of our employees and our subcontractors' employees that provide services to our buildings could substantially increase our operating costs), energy prices, real estate assessments and other taxes and costs of compliance with laws, regulations and governmental policies, and we may be restricted in passing on these increases to our tenants;
- the effects of rent controls, stabilization laws and other laws or covenants regulating rental rates; and
- changes in, and changes in enforcement of, laws, regulations and governmental policies, including, without limitation, health, safety, environmental, zoning and tax laws, governmental fiscal policies and the Americans with Disabilities Act of 1990, or ADA.

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

We have a substantial amount of indebtedness, which may affect our ability to pay dividends, may expose us to interest rate fluctuation risk and may expose us to the risk of default under our debt obligations. As of December 31, 2007, our total consolidated indebtedness was approximately \$3.1 billion, excluding loan premiums, and we may incur significant additional debt for various purposes, including, without limitation, to fund future acquisition and development activities and operational needs. In addition, we have approximately \$190 million remaining for use under our \$370 million senior secured revolving credit facility.

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

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

- we may be unable to borrow additional funds as needed or on favorable terms, which could, among other things, adversely affect our ability to capitalize upon emerging acquisition opportunities or meet operational needs;
- we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;
- we may be forced to dispose of one or more of our properties, possibly on disadvantageous terms;
- we may violate restrictive covenants in our loan documents, which would entitle the lenders to accelerate our debt obligations;
- we may be unable to hedge floating rate debt, counterparties may fail to honor their obligations under our hedge agreements, these agreements may not effectively hedge interest rate fluctuation risk, and, upon the expiration of any hedge agreements we do have, we will be exposed to then-existing market rates of interest and future interest rate volatility with respect to indebtedness that is currently hedged;
- we may default on our obligations and the lenders or mortgagees may foreclose on our properties that secure their loans and receive an assignment of rents and leases; and
- our default under any of our indebtedness with cross default provisions could result in a default on other indebtedness.

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

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

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

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

If we experience a loss that is uninsured or which exceeds policy limits, we could incur significant costs and lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.

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

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

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

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

We may be unable to renew leases or lease vacant space. As of December 31, 2007, leases representing approximately 11.4% of the square footage of the properties in our office portfolio will expire in 2008, and an additional 4.3% of the square footage of the properties in our office portfolio was available for lease. In addition, as of December 31, 2007, approximately 1.3% of the units in our multifamily portfolio were available for lease, and substantially all of the leases in our multifamily portfolio are renewable on an annual basis at the tenant's option and, if not renewed or terminated, automatically convert to month-to-month terms. We cannot assure you that leases will be renewed or that our properties will be re-leased at rental rates equal to or above our existing rental rates or that substantial rent abatements, tenant improvements, early termination rights or below-market renewal options will not be offered to attract new tenants or retain existing tenants. Accordingly, portions of our office and multifamily properties may remain vacant for extended periods of time. In addition, some existing

leases currently provide tenants with options to renew the terms of their leases at rates that are less than the current market rate or to terminate their leases prior to the expiration date thereof.

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

Real estate investments are generally illiquid. Our real estate investments are relatively difficult to sell quickly. Return of capital and realization of gains, if any, from an investment generally will occur upon disposition or refinance of the underlying property. We may be unable to realize our investment objectives by sale, other disposition or refinance at attractive prices within any given period of time or may otherwise be unable to complete any exit strategy. In particular, these risks could arise from weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in national or international economic conditions, and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located. Furthermore, certain properties may be adversely affected by the contractual rights, such as rights of first offer.

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

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

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

We may incur significant costs complying with laws, regulations and covenants that are applicable to our properties. The properties in our portfolio are subject to various covenants and local laws and regulatory requirements, including permitting and licensing requirements. Local 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 regulatory policies 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 growth strategy may be affected by our ability to obtain permits, licenses and zoning relief. Our failure to obtain such permits, licenses and zoning relief could have a material adverse effect on our business, financial condition and results of operations.

In addition, federal and state laws and regulations, including laws such as the ADA, impose further restrictions on our operations. Under the ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. Some of our properties may currently be in non-compliance with the ADA. If one or more of the properties in our portfolio is not in compliance with the ADA or any other regulatory requirements, we may be required to incur additional costs to bring the property into compliance and we might incur governmental fines. In addition, we do not know whether existing requirements will change or whether future requirements will require us to make significant unanticipated expenditures that will adversely impact our financial condition, results of operations, cash flow, the per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

Rent control or rent stabilization legislation and other regulatory restrictions may limit our ability to increase rents and pass through new or increased operating costs to our tenants. Certain states and municipalities have adopted laws and regulations imposing restrictions on the timing or amount of rent increases or have imposed regulations relating to low- and moderate-income housing. Currently, neither California nor Hawaii have state mandated rent control, but various municipalities within Southern California, such as the City of Los Angeles and Santa Monica, have enacted rent control legislation. All, but one, of the properties in our Los Angeles County multifamily portfolio are affected by these laws and regulations. In addition, we have agreed to provide low- and moderate-income housing in many of the units in our Honolulu multifamily portfolio in exchange for certain tax benefits. We presently expect to continue operating and acquiring properties in areas that either are subject to these types of laws or regulations or where legislation with respect to such laws or regulations may be enacted in the future. Such laws and regulations limit our ability to charge market rents, increase rents, evict tenants or recover increases in our operating expenses and could make it more difficult for us to dispose of properties in certain circumstances. Similarly, compliance procedures associated with rent control statutes and low- and moderate-income housing regulations could have a negative impact on our operating costs, and any failure to comply with low- and moderate-income housing regulations could result in the loss of certain tax benefits and the forfeiture of rent payments. In addition, such low- and moderate-income housing regulations require us to rent a certain number of units at below-market rents, which has a negative impact on our ability to increase cash flow from our properties subject to such regulations. Furthermore, such regulations may negatively impact our ability to attract higher-paying tenants to such properties.

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

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

- we may acquire properties that are not accretive to our results upon acquisition, and we may not successfully manage and lease those properties to meet our expectations;
- competition from other potential acquirers may significantly increase the purchase price of a desired property;
- we may be unable to generate sufficient cash from operations, or obtain the necessary debt or equity financing to consummate an acquisition or, if obtainable, financing may not be on favorable terms;
- our cash flow may be insufficient to meet our required principal and interest payments;
- we may need to spend more than budgeted amounts to make necessary improvements or renovations to acquired properties;
- agreements for the acquisition of office properties are typically subject to customary conditions to closing, including satisfactory completion of due diligence investigations, and we may spend significant time and money on potential acquisitions that we do not consummate;
- the process of acquiring or pursuing the acquisition of a new property may divert the attention of our senior management team from our existing business operations;
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations;
- market conditions may result in higher than expected vacancy rates and lower than expected rental rates; and
- we may acquire properties without any recourse, or with only limited recourse, for liabilities, whether known or unknown, such as clean-up of environmental contamination, claims by tenants, vendors or other persons against the former owners of the properties and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

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

We may be unable to successfully expand our operations into new markets. If the opportunity arises, we may explore acquisitions of properties in new markets. Each of the risks applicable to our ability to acquire and successfully integrate and operate properties in our current markets are also applicable to our ability to acquire and successfully integrate and operate properties in new markets. In addition to these risks, we will not possess the same level of familiarity with the dynamics and market conditions of any new markets that we may enter, which could adversely affect our ability to expand into those markets. We may be unable to build a significant market share or achieve a desired return on our investments in new markets. If we are unsuccessful in expanding into new markets, it could adversely affect our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders.

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

- the availability and pricing of financing on favorable terms or at all;
- the availability and timely receipt of zoning and other regulatory approvals; and
- the cost and timely completion of construction (including risks beyond our control, such as weather or labor conditions, or material shortages).

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

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

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

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

Risks Related to Our Organization and Structure

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

Our senior management team will have significant influence over our affairs. At December 31, 2007, our senior management team owned approximately 10% of our outstanding common stock, or approximately 25% assuming that they convert all of their interests in our operating partnership and exercise all of their options. As a result, our senior management team, to the extent they vote their shares in a similar manner, will have influence over our affairs and could exercise such influence in a manner that is not in the best interests of our other stockholders, including by attempting to delay, defer or prevent a change of control transaction that might otherwise be in the best interests of our stockholders. If our senior management team exercises their redemption rights with respect to their operating partnership units and we issue common stock in exchange for those units, our senior management team’s influence over our affairs would increase substantially.

We have limited experience operating as a publicly traded REIT. We had no experience operating as a publicly traded REIT prior to our October 30, 2006 IPO. In addition, certain members of our board of directors

and all but one of our executive officers had no experience in operating a publicly traded REIT. We cannot assure you that our past experience will be sufficient to successfully operate our company as a REIT or a publicly traded company in the future, including the requirements to meet disclosure requirements and comply with the Sarbanes-Oxley Act of 2002. Failure to do so would have an adverse effect on our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to you.

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

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

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

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

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

Our board of directors may create and issue a class or series of preferred stock without stockholder approval. Our board of directors is empowered under our charter to amend our charter to increase or decrease the aggregate number of shares of our common stock or the number of shares of stock of any class or series that we have authority to issue, to designate and issue from time to time one or more classes or series of preferred stock and to classify or reclassify any unissued shares of our common stock or preferred stock without stockholder approval. Our board of directors may determine the relative rights, preferences and privileges of any class or

series of preferred stock issued. As a result, we may issue series or classes of preferred stock with preferences, dividends, powers and rights, voting or otherwise, senior to the rights of holders of our common stock. The issuance of preferred stock could also have the effect of delaying or preventing a change of control transaction that might otherwise be in the best interests of our stockholders.

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

- redemption rights of qualifying parties;
- transfer restrictions on our operating partnership units;
- the ability of the general partner in some cases to amend the partnership agreement without the consent of the limited partners; and
- the right of the limited partners to consent to transfers of the general partnership interest and mergers under specified circumstances.

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

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

- “business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose special appraisal rights and special stockholder voting requirements on these combinations; and
- “control share” provisions that provide that “control shares” of our company (defined as shares which, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of “control shares”) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

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

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

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

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

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

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

Since completion of our IPO, we have continued to develop, refine and document appropriate internal and disclosure controls to comply with our reporting requirements. If we are not successful in any of these tasks, we may have to disclose material weaknesses, our results of operations could be harmed or we could fail to meet our reporting obligations.

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

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

Tax Risks Related to Ownership of REIT Shares

Our failure to qualify as a REIT would result in higher taxes and reduce cash available for dividends. We currently operate and have operated commencing with our taxable year ended December 31, 2006 in a manner that is intended to allow us to qualify as a REIT for federal income tax purposes. Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions for which there are only limited judicial and administrative interpretations. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify as a REIT. To qualify as a REIT, we must satisfy certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis. For example, to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources, at least 75% of the value of our total assets must be represented by certain real estate assets including shares of stock of other REITs, certain other stock or debt instruments purchased with the proceeds of a stock offering or long term public debt offering by us (but only for the one-year period after such offering), cash, cash items and government securities, and we must make distributions to our stockholders aggregating annually at least 90% of our REIT taxable income, excluding capital gains. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. The fact that we hold most of our assets through the operating partnership further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize our REIT status. In addition, legislation, new regulations, administrative interpretations or court decisions might significantly change the tax laws with respect to the requirements for qualification as a REIT or the federal income tax consequences of qualification as a REIT. Although we believe that we have been organized and have operated in a manner that is intended to allow us to qualify for taxation as a REIT, we can give no assurance that we have qualified or will continue to qualify as a REIT for tax purposes. We have not requested and do not plan to request a ruling from the Internal Revenue Service 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.

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

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

REIT distribution requirements could adversely affect our liquidity. We generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain, in order to qualify as a REIT. To the extent that we do not distribute all of our net long-term capital gain or distribute at least 90%, of our REIT taxable income, we will be required to pay tax thereon at regular corporate tax rates. We intend to make distributions to our stockholders to comply with the requirements of the Internal Revenue Code for REITs and to minimize or eliminate our corporate income tax obligation. However, differences between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Internal Revenue Code. Certain types of assets generate substantial mismatches between taxable income and available cash. Such assets include rental real estate that has been financed through financing structures which require some or all of available cash flows to be used to service borrowings. As a result, the requirement to distribute a substantial portion of our taxable income could cause us to sell assets in adverse market conditions; borrow on unfavorable terms; or distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt in order to comply with REIT requirements. Further, amounts distributed will not be available to fund our operations.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties

Our existing portfolio of office properties is located in the Brentwood, Olympic Corridor, Century City, Beverly Hills, Santa Monica, Westwood, Sherman Oaks/Encino, Warner Center/Woodland Hills and Burbank submarkets of Los Angeles County, California, and in Honolulu, Hawaii. Presented below is an overview of certain information regarding our existing office portfolio as of December 31, 2007:

<u>Submarket</u>	<u>Number of Properties</u>	<u>Rentable Square Feet⁽¹⁾</u>	<u>Percent of Total</u>
West Los Angeles			
Brentwood	13	1,390,630	11.8%
Olympic Corridor	5	1,096,014	9.3
Century City	3	915,979	7.7
Santa Monica	7	860,200	7.3
Beverly Hills	4	572,446	4.8
Westwood	2	396,807	3.4
San Fernando Valley			
Sherman Oaks/Encino	9	2,879,170	24.4
Warner Center/Woodland Hills	2	2,597,843	22.0
Tri-Cities			
Burbank	1	420,949	3.6
Honolulu	2	679,337	5.7
Total	48	11,809,375	100.0%

(1) Based on Building Owners and Managers Association (BOMA) 1996 remeasurement. Total consists of 11,169,174 leased square feet (includes 84,684 square feet with respect to signed leases not commenced), 508,118 available square feet, 66,199 building management use square feet, and 65,884 square feet of BOMA 1996 adjustment on leased space.

The following table presents our office portfolio occupancy and in-place rents as of December 31, 2007:

<u>Submarket</u>	<u>Percent Leased⁽¹⁾</u>	<u>Annualized Rent⁽²⁾</u>	<u>Annualized Rent Per Occupied Square Foot⁽³⁾</u>
West Los Angeles			
Brentwood	97.8%	\$ 48,073,101	\$35.65
Olympic Corridor	94.8	29,910,408	29.50
Century City	99.0	30,464,094	34.34
Santa Monica ⁽⁴⁾	99.0	39,942,421	47.14
Beverly Hills	99.0	22,134,788	39.99
Westwood	95.9	13,022,028	34.64
San Fernando Valley			
Sherman Oaks/Encino	95.8	79,597,132	29.36
Warner Center/Woodland Hills	92.5	64,260,873	27.54
Tri-Cities			
Burbank	100.0	14,118,629	33.54
Honolulu	90.4	18,581,686	31.33
Total	95.7%	\$360,105,160	\$32.49

(1) Includes 84,684 square feet with respect to signed leases not yet commenced.

(2) Represents annualized monthly cash rent under leases commenced as of December 31, 2007. The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.

- (3) Represents annualized rent divided by leased square feet (excluding 84,684 square feet with respect to signed leases not commenced) as set forth in note (1) above for the total.
- (4) Includes \$1,108,103 of annualized rent attributable to our corporate headquarters at our Lincoln/Wilshire property.

The following table presents our submarket office concentration as of December 31, 2007:

<u>Submarket</u>	<u>Douglas Emmett Rentable Square Feet⁽¹⁾</u>	<u>Submarket Rentable Square Feet⁽²⁾</u>	<u>Douglas Emmett Market Share</u>
West Los Angeles			
Brentwood	1,390,630	3,356,126	41.4%
Olympic Corridor	1,096,014	3,022,969	36.3
Century City	915,979	10,345,099	8.9
Santa Monica	860,200	8,432,207	10.2
Beverly Hills	572,446	7,343,316	7.8
Westwood	396,807	4,408,094	9.0
San Fernando Valley			
Sherman Oaks/Encino	2,879,170	5,721,621	50.3
Warner Center/Woodland Hills	2,597,843	6,922,261	37.5
Tri-Cities			
Burbank	420,949	5,929,318	7.1
Subtotal/Weighted Average Los Angeles County	11,130,038	55,481,011	20.1
Honolulu CBD	679,337	5,198,734	13.1
Total	11,809,375	60,679,745	19.5%

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

- (1) Based on BOMA 1996 remeasurement. Total consists of 11,169,174 leased square feet (includes 84,684 square feet with respect to signed leases not commenced), 508,118 available square feet, 66,199 building management use square feet, and 65,884 square feet of BOMA 1996 adjustment on leased space.
- (2) Represents competitive office space in our nine Los Angeles County submarkets and Honolulu submarket per CB Richard Ellis.

Tenant Diversification

Our office portfolio is currently leased to more than 1,700 tenants in a variety of industries, including entertainment, real estate, technology, legal and financial services. The following table sets forth information regarding tenants with greater than 1.0% of portfolio annualized rent in our office portfolio as of December 31, 2007:

	<u>Number of Leases</u>	<u>Number of Properties</u>	<u>Lease Expiration⁽¹⁾</u>	<u>Total Leased Square Feet</u>	<u>Percent of Rentable Square Feet</u>	<u>Annualized Rent⁽²⁾</u>	<u>Percent of Annualized Rent</u>
Time Warner ⁽³⁾	4	4	2008-2019	642,845	5.4%	\$21,734,656	6.0%
AIG SunAmerica	1	1	2013	182,010	1.5	5,211,950	1.4
The Endeavor Agency, LLC ...	2	1	2019	103,421	0.9	4,202,029	1.2
Blue Shield of California	1	1	2009	135,106	1.1	3,939,691	1.1
Metrocities Mortgage, LLC	2	2	2010-2015	138,040	1.2	3,895,165	1.1
Pacific Theatres Exhibition Corp ⁽⁴⁾	1	1	2016	88,300	0.8	3,567,320	1.0
Total	11	10		1,289,722	10.9%	\$42,550,811	11.8%

- (1) Expiration dates are per leases and do not assume exercise of renewal, extension or termination options. For tenants with multiple leases, expirations are shown as a range.
- (2) Represents annualized monthly cash rent under leases commenced as of December 31, 2007. The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.
- (3) Includes a 10,000 square foot lease expiring in October 2008, a 62,000 square foot lease expiring in June 2010, a 150,000 square foot lease expiring in April 2016, and a 421,000 square foot lease expiring in September 2019.
- (4) Annualized rent excludes rent determined as a percentage of sales.

Industry Diversification

The following table sets forth information relating to tenant diversification by industry in our office portfolio based on annualized rent as of December 31, 2007:

<u>Industry</u>	<u>Number of Leases</u>	<u>Annualized Rent as a Percent of Total</u>
Legal	306	15.9%
Financial Services	263	15.8
Entertainment	118	12.1
Real Estate	154	9.0
Accounting & Consulting	169	8.6
Health Services	269	8.1
Insurance	81	7.9
Retail	155	6.7
Technology	68	3.9
Advertising	49	3.0
Public Administration	31	2.2
Educational Services	9	0.7
Other	227	6.1
Total	<u>1,899</u>	<u>100.0%</u>

Lease Distribution

The following table sets forth information relating to the distribution of leases in our office portfolio, based on rentable square feet leased as of December 31, 2007:

<u>Square Feet Under Lease</u>	<u>Number of Leases</u>	<u>Leases as a Percent of Total</u>	<u>Rentable Square Feet⁽¹⁾</u>	<u>Square Feet as a Percent of Total</u>	<u>Annualized Rent⁽²⁾</u>	<u>Annualized Rent as a Percent of Total</u>
2,500 or less	934	49.2%	1,250,331	10.6%	\$ 42,573,897	11.8%
2,501-10,000	714	37.6	3,456,248	29.3	111,156,003	30.9
10,001-20,000	164	8.6	2,298,648	19.4	74,025,194	20.5
20,001-40,000	59	3.1	1,641,739	13.9	54,605,892	15.2
40,001-100,000	21	1.1	1,190,566	10.1	39,186,253	10.9
Greater than 100,000	7	0.4	1,246,958	10.5	38,557,921	10.7
Subtotal	1,899	100.0%	11,084,490	93.8%	\$360,105,160	100.0%
Available	—	—	508,118	4.3	—	—
BOMA Adjustment ⁽³⁾	—	—	65,884	0.6	—	—
Building Management Use	—	—	66,199	0.6	—	—
Signed leases not commenced	—	—	84,684	0.7	—	—
Total	1,899	100.0%	11,809,375	100.0%	\$360,105,160	100.0%

(1) Based on BOMA 1996 remeasurement. Total consists of 11,169,174 leased square feet (includes 84,684 square feet with respect to signed leases not commenced), 508,118 available square feet, 66,199 building management use square feet, and 65,884 square feet of BOMA 1996 adjustment on leased space.

(2) Represents annualized monthly cash rent under leases commenced as of December 31, 2007. The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.

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

Lease Expirations

The following table sets forth a summary schedule of lease expirations for leases in place as of December 31, 2007, plus available space, for each of the ten years beginning January 1, 2008 and thereafter in our office portfolio (Unless otherwise stated in the footnotes, the information set forth in the table assumes that tenants exercise no renewal options and no early termination rights):

Year of Lease Expiration	Number of Leases Expiring	Rentable Square Feet ⁽¹⁾	Expiring Square Feet as a Percent of Total	Annualized Rent ⁽²⁾	Annualized Rent as a Percent of Total	Annualized Rent Per Leased Square Foot ⁽³⁾	Annualized Rent Per Leased Square Foot at Expiration ⁽⁴⁾
2008	368	1,351,575	11.4%	\$ 41,550,926	11.5%	\$30.74	\$30.96
2009	374	1,524,053	12.9	48,256,616	13.4	31.66	32.83
2010	348	1,571,128	13.3	52,772,732	14.6	33.59	36.04
2011	283	1,440,723	12.2	46,723,697	13.0	32.43	36.18
2012	242	1,334,973	11.3	43,944,325	12.2	32.92	38.02
2013	115	1,047,698	8.9	34,848,233	9.7	33.26	40.94
2014	67	672,627	5.7	21,140,179	5.9	31.43	39.39
2015	33	428,269	3.6	13,311,846	3.7	31.08	39.45
2016	28	602,246	5.1	19,299,796	5.4	32.05	39.55
2017	22	233,831	2.0	7,481,197	2.1	31.99	42.55
Thereafter	19	877,367	7.4	30,775,613	8.5	35.08	46.67
Available	—	508,118	4.3	—	—	—	—
BOMA Adjustment ⁽⁵⁾	—	65,884	0.6	—	—	—	—
Building Management Use	—	66,199	0.6	—	—	—	—
Signed leases not commenced	—	84,684	0.7	—	—	—	—
Total/Weighted Average	1,899	11,809,375	100.0%	\$360,105,160	100.0%	\$32.49	\$39.92

- (1) Based on BOMA 1996 remeasurement. Total consists of 11,169,174 leased square feet (includes 84,684 square feet with respect to signed leases not commenced), 508,118 available square feet, 66,199 building management use square feet, and 65,884 square feet of BOMA 1996 adjustment on leased space.
- (2) Represents annualized monthly cash rent under leases commenced as of December 31, 2007. The amount reflects total cash rent before abatements. For our Burbank and Honolulu office properties, annualized rent is converted from triple net to gross by adding expense reimbursements to base rent.
- (3) Represents annualized rent divided by leased square feet.
- (4) Represents annualized rent at expiration divided by leased square feet.
- (5) Represents square footage adjustments for leases that do not reflect BOMA 1996 remeasurement.

Multifamily Portfolio

The following table presents an overview of our multifamily portfolio, including occupancy and in-place rents, as of December 31, 2007:

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

<u>Submarket</u>	<u>Percent Leased</u>	<u>Annualized Rent⁽¹⁾</u>	<u>Rent Per Unit Leased</u>
West Los Angeles			
Brentwood	98.9%	\$23,440,056	\$2,078
Santa Monica ⁽²⁾	99.8	19,948,278	2,032
Honolulu	97.7	18,481,044	1,435
Total	98.7%	\$61,869,378	\$1,821

(1) Represents December 2007 multifamily rental income annualized.

(2) Excludes 10,013 square feet of ancillary retail space, which generated \$285,766 of annualized rent as of December 31, 2007.

Historical Tenant Improvements and Leasing Commissions

The following table sets forth certain historical information regarding tenant improvement and leasing commission costs for tenants at the properties in our office portfolio through December 31, 2007:

	<u>Year Ended December 31,</u>		
	<u>2007</u>	<u>2006</u>	<u>2005⁽¹⁾</u>
Renewals⁽²⁾			
Number of leases	247	252	253
Square feet	905,306	908,982	1,151,775
Tenant improvement costs per square foot ⁽³⁾⁽⁵⁾	\$ 7.50	\$ 7.28	\$ 12.48
Leasing commission costs per square foot ⁽³⁾	5.10	5.86	7.59
Total tenant improvement and leasing commission costs ⁽³⁾	<u>\$ 12.60</u>	<u>\$ 13.14</u>	<u>\$ 20.07</u>
New leases⁽⁴⁾			
Number of leases	225	239	215
Square feet	890,962	840,994	849,038
Tenant improvement costs per square foot ⁽³⁾⁽⁵⁾	\$ 16.65	\$ 16.29	\$ 16.27
Leasing commission costs per square foot ⁽³⁾	7.16	7.45	7.77
Total tenant improvement and leasing commission costs ⁽³⁾	<u>\$ 23.81</u>	<u>23.74</u>	<u>24.04</u>
Total			
Number of leases	472	491	468
Square Feet	1,796,268	1,749,976	2,000,813
Tenant improvement costs per square foot ⁽³⁾⁽⁵⁾	\$ 12.04	\$ 11.61	\$ 14.09
Leasing commission costs per square foot ⁽³⁾	6.12	6.63	7.67
Total tenant improvement and leasing commission costs ⁽³⁾	<u>\$ 18.16</u>	<u>\$ 18.24</u>	<u>\$ 21.76</u>

- (1) Includes the Trillium, which was acquired in January 2005.
- (2) Includes retained tenants that have relocated to new space or expanded into new space.
- (3) Assumes all tenant improvement and leasing commissions are paid in the calendar year in which the lease commenced, which may be different than the year in which they were actually paid.
- (4) Does not include retained tenants that have relocated or expanded into new space within our portfolio.
- (5) Tenant improvement costs are based on negotiated tenant improvement allowances set forth in leases, or, for any lease in which a tenant improvement allowance was not specified, the aggregate cost originally budgeted, at the time the lease commenced.

Historical Capital Expenditures

The following table sets forth certain information regarding historical recurring capital expenditures at the properties in our office portfolio through December 31, 2007:

	Office		
	Year Ended December 31, 2007		
	2007	2006	2005 ⁽¹⁾⁽²⁾
Recurring capital expenditures	\$ 5,331,325	\$ 5,812,721	\$ 2,604,883
Total square feet	11,666,107	11,554,829	11,554,216
Recurring capital expenditures per square foot	\$ 0.46	\$ 0.50	\$ 0.23

- (1) Includes the Trillium, which was acquired in January 2005.
- (2) Recurring capital expenditures for properties acquired during the period are annualized.

The following table sets forth certain information regarding historical recurring capital expenditures at the properties in our multifamily portfolio through December 31, 2007:

	Multifamily		
	Year Ended December 31, 2007		
	2007	2006 ⁽¹⁾⁽²⁾	2005 ⁽²⁾⁽³⁾
Recurring capital expenditures	\$1,348,063	\$1,950,713	\$451,393
Total units	2,868	2,868	2,466
Recurring capital expenditures per unit	\$ 470	\$ 680	\$ 183

- (1) Includes The Villas at Royal Kunia acquired in March 2006.
- (2) Recurring capital expenditures for properties acquired during the period are annualized.
- (3) Includes Moanalua Hillside Apartments acquired in January 2005.

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

Item 3. Legal Proceedings

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

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

None.

PART II.

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

Market for Common Stock; Dividends

Our IPO was completed on October 30, 2006. Our common stock is traded on the New York Stock Exchange under the symbol "DEI". On February 8, 2008, the reported closing sale price per share of our common stock on the New York Stock Exchange was \$21.16. The following table shows our dividends, and the high and low sales prices for our common stock as reported by the New York Stock Exchange, for the periods indicated:

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
2007				
Dividend	\$0.175	\$0.175	\$0.175	\$0.175
Common Stock Price				
High	29.01	27.15	25.75	27.44
Low	24.99	24.74	22.81	22.61
2006				
Dividend	—	—	—	0.12
Common Stock Price	—	—	—	—
High	—	—	—	26.60
Low	—	—	—	22.99

Holder of Record

We had 61 holders of record of our common stock on February 8, 2008.

Sales of Unregistered Securities

None.

Repurchases of Equity Securities

Purchases. We made the following purchases of our share equivalents during the quarter ended December 31, 2007.

ISSUER PURCHASES OF EQUITY SECURITIES

<u>Period</u>	<u>(a) Total Number of Share Equivalents Purchased</u>	<u>(b) Average Price Paid per Share (or Unit)</u>
October 2007	—	—
November 2007	638,298	\$23.50
December 2007	<u>1,111,111</u>	\$22.50
Total	<u>1,749,409</u>	\$22.86

None of these purchases were made pursuant to a publicly announced program. All purchases were made in private unsolicited transactions.

Securities Authorized for Issuance Under Equity Compensation Plan

The following table provides information as of December 31, 2007 with respect to shares of our common stock that may be issued under our existing stock incentive plan (in thousands, except per share amounts):

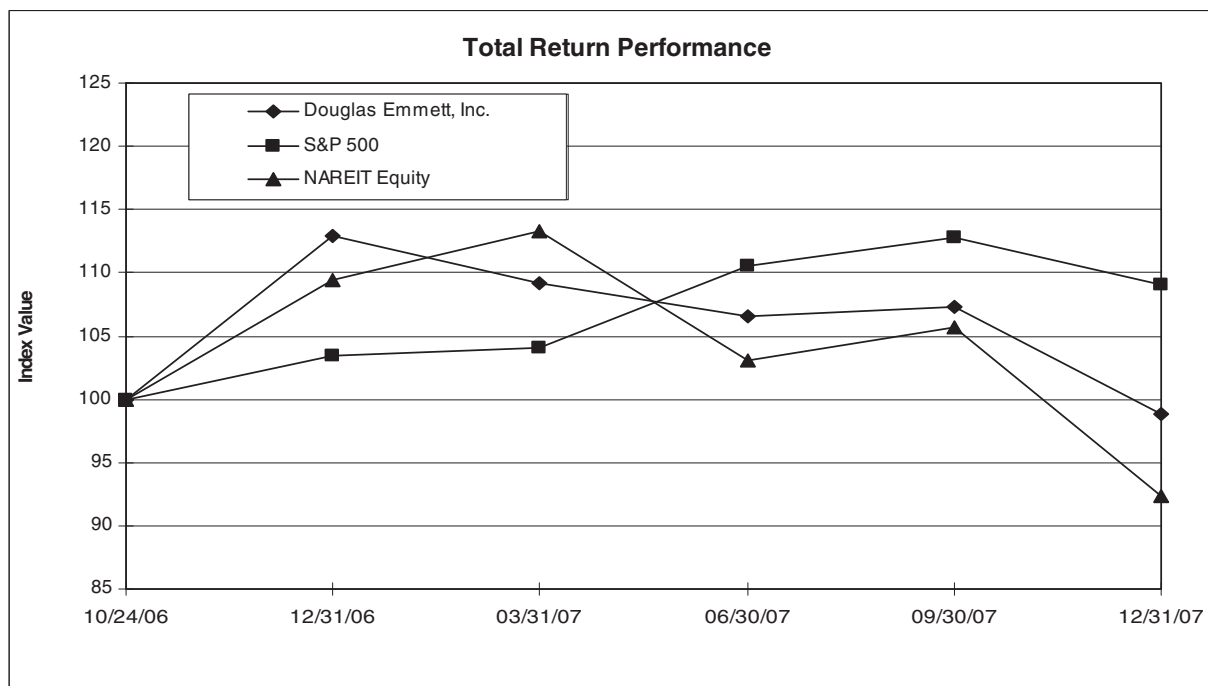
Plan Category	Number of shares of common stock to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of shares of common stock remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a))
	(a)		
Equity compensation Plans approved by stockholders	5,698	\$21.00	9,715

For a description of our Omnibus Incentive Plan, please see Note 14 to our consolidated financial statements included in this Report. We did not have any other equity compensation plans as of December 31, 2007.

Performance Graph

The stock price performance graph below is required by the Securities and Exchange Commission and shall not be deemed to be incorporated by reference by any general statement incorporating by reference this Report into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that we specifically incorporate this information by reference and shall not otherwise be deemed soliciting material or filed under such acts.

The following graph compares the cumulative total stockholder return on the Common Stock of Douglas Emmett Inc. from October 24, 2006 to December 31, 2007 with the cumulative total return on the New York Stock Exchange and an appropriate “peer group” index (assuming the investment of \$100 in our Common Stock and in each of the indexes on October 30, 2006).



Index	Period Ending					
	10/24/06	12/31/06	03/31/07	06/30/07	09/30/07	12/31/07
Douglas Emmett, Inc.	100.00	112.95	109.20	106.57	107.30	98.85
S&P 500	100.00	103.39	104.06	110.59	112.83	109.07
NAREIT Equity	100.00	109.47	113.26	103.02	105.69	92.29

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements.

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

Executive Summary

Through our interest in Douglas Emmett Properties, LP (our operating partnership) and its subsidiaries, at December 31, 2007 our office portfolio consisted of 48 properties with approximately 11.8 million rentable square feet, and our multifamily portfolio consisted of nine properties with a total of 2,868 units. As of December 31, 2007, our office portfolio was 95.7% leased, and our multifamily properties were 98.7% leased. Our office portfolio contributed approximately 85.3% of our annualized rent as of December 31, 2007, while our multifamily portfolio contributed the remaining 14.7%. As of December 31, 2007, our Los Angeles County office and multifamily portfolio contributed approximately 91.2% of our annualized rent, and our Honolulu, Hawaii office and multifamily portfolio contributed the remaining 8.8%. Our properties are concentrated in nine premier Los Angeles County submarkets—Brentwood, Olympic Corridor, Century City, Santa Monica, Beverly Hills, Westwood, Sherman Oaks/Encino, Warner Center/Woodland Hills and Burbank—as well as in Honolulu, Hawaii.

Acquisitions, Dispositions, Repositionings and Financings.

Acquisitions. During 2007, we completed the following acquisition transactions:

- *Century Park West.* In May 2007, we acquired an approximate 50,000 rentable square foot Class A office building located in our Century City submarket for a contract price of \$32 million. In addition, we obtained the ground leasehold in the property and the option to acquire fee title to the land for a fixed price of \$800,000 in conjunction with the acquisition. We exercised the option and acquired fee title to the land at the end of 2007.
- *Cornerstone Plaza.* In October 2007, we acquired an 8-story, Class A office building located in the Olympic Corridor of Los Angeles comprised of approximately 174,000 square feet for a contract price of \$84 million. This acquisition increases our assets within the Olympic Corridor submarket to 5 office buildings, totaling approximately 1.1 million rentable square feet.

Repositionings. We generally select a property for repositioning at the time we purchase it. We often strategically purchase properties with large vacancies or expected near-term lease roll-over and use our knowledge of the property and submarket to determine the optimal use and tenant mix. A repositioning can consist of a range of improvements to a property. A repositioning may involve a complete structural renovation of a building to significantly upgrade the character of the property, or it may involve targeted remodeling of common areas and tenant spaces to make the property more attractive to certain identified tenants. Because each repositioning effort is unique and determined based on the property, tenants and overall trends in the general market and specific submarket, the results are varying degrees of depressed rental revenue and occupancy levels for the affected property, which impacts our results and, accordingly, comparisons of our performance from period to period. The repositioning process generally occurs over the course of months or even years. During 2007, we had on-going repositioning efforts on three of our office properties representing 13 buildings and approximately 3.1 million rentable square feet. The repositioning properties exclude properties acquired during 2007 as these properties are discussed within the context of acquisitions.

Financings. During 2007, we completed the following financing transactions:

- *Increase in secured notes payable.* In June 2007, we borrowed an additional \$150 million of long term variable rate debt. This included an increase of \$132 million in our existing loan facilities with Fannie

Mae, plus additional loan facilities with Fannie Mae totaling \$18 million. These loans are secured by our residential properties with maturity dates ranging from June 1, 2012 to June 1, 2017. Concurrent with the incremental borrowings, we entered into interest rate contracts to swap the underlying variable rates to fixed rates. These contracts are designated as hedges and result in a weighted average fixed interest rate of approximately 5.87%.

- *Increase in available credit line.* We have a revolving credit facility with a group of banks led by Bank of America, N.A. and Banc of America Securities LLC. In 2007, we increased the availability of our revolving credit facility by \$120 million, bringing the total available revolver to \$370 million.

Basis of Presentation

For the periods subsequent to October 31, 2006, the financial statements presented are the consolidated financial statements of Douglas Emmett, Inc. and its subsidiaries including our operating partnership. Douglas Emmett, Inc. is a Maryland corporation formed on June 28, 2005, which did not have any meaningful operating activity until the consummation of our IPO and the related acquisition of our predecessor and certain other entities in October 2006. For a detailed description of this transaction and our resulting organization, see Note 1 to our consolidated financial statements included in this Report. The financial statements for the periods prior to October 31, 2006 are the consolidated financial statements of our predecessor. They include the accounts of Douglas Emmett Realty Advisors (DERA) and certain institutional funds, but do not include the accounts of other entities which were acquired at the time of our IPO. Because the 2007 and 2006 periods reflect significant differences in both the assets included and the ongoing economic impact resulting from our formation transactions, the results are in many cases not directly comparable and we urge readers to be even more than usually cautious in using them to predict future results. As a result of these facts, investors are urged to exercise caution in using these past results as an indicator for our future performance.

Critical Accounting Policies

Our discussion and analysis of the historical financial condition and results of operations of Douglas Emmett, Inc. and our predecessor are based upon their respective consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The preparation of these financial statements in conformity with GAAP requires us to make estimates of certain items and judgments as to certain future events, for example with respect to the allocation of the purchase price of acquired property among land, buildings, improvements, equipment, and any related intangible assets and liabilities, or the effect of a property tax reassessment of our properties in connection with the IPO. These determinations, even though inherently subjective and subject to change, affect the reported amounts of our assets, liabilities, revenues and expenses. While we believe that our estimates are based on reasonable assumptions and judgments at the time they are made, some of our assumptions, estimates and judgments will inevitably prove to be incorrect. As a result, actual outcomes will likely differ from our accruals, and those differences—positive or negative—could be material. Some of our accruals are subject to adjustment as we believe appropriate based on revised estimates and reconciliation to the actual results when available.

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

expense over a much longer period of time, since the amounts allocated to buildings are depreciated over the estimated lives of the buildings whereas amounts allocated to tenant leases are amortized over the remaining terms of the leases.

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

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

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

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

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

Impairment of Long-Lived Assets. We assess whether there has been impairment in the value of our long-lived assets whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount to the undiscounted future cash flows expected to be generated by the asset. We consider factors such as future operating income, trends and prospects, as well as the effects of leasing demand, competition and other factors. If our evaluation indicates that we may be unable to recover the carrying value of a real estate investment, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. These losses have a direct impact on our net income because recording an impairment loss results in an immediate negative adjustment to net income. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs to sell. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. If our strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material.

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

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

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

We recognize gains on sales of real estate pursuant to the provisions of Statement of Financial Accounting Standards (FAS) No. 66, *Accounting for Sales of Real Estate* (FAS 66). The specific timing of a sale is measured against various criteria in FAS 66 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the property. If the sales criteria are not met, we defer gain recognition and account for the continued operations of the property by applying the finance, installment or cost recovery method.

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

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

Financial Instruments. The estimated fair values of financial instruments are determined using available market information and appropriate valuation methods. Considerable judgment is necessary to interpret market data and develop estimated fair values. The use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts. Accordingly, estimated fair values are not necessarily indicative of the amounts that could be realized in current market exchanges.

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

Results of Operations

Our results of operations in 2007, 2006 and 2005 were affected by our acquisition and repositioning activities in all years including the acquisition of six office properties, three multifamily properties and the fee interest in one parcel of land that we lease to a third-party under a long-term ground lease that we acquired from our non-predecessor entities at the time of our IPO and subsequently. As a consequence, our results are not comparable from period to period due to the varying timing of individual property acquisitions, the impact of the formation transactions and lease up or increased vacancy resulting from repositioning activities. Our repositioning efforts have also impacted our operating results, and we expect that to continue. Upon completion of our repositioning efforts, we expect that we will be able to stabilize occupancy at these properties at levels consistent with the rest of our portfolio.

In our office portfolio, our repositioning properties include Warner Center Towers, The Trillium and Bishop Place for all periods presented. In addition, Harbor Court, Sherman Oaks Galleria and 9601 Wilshire were repositioning properties in 2006 and 2005. Our acquisition properties in our office portfolio include Brentwood Court, Brentwood Medical Plaza, Brentwood San Vicente Medical and San Vicente Plaza, which were acquired at the time of our IPO, as well as Century Park West and Cornerstone Plaza, which were acquired in 2007. As of December 31, 2007, the repositioning and acquisition properties represented 42.3% of our total office portfolio based on rentable square feet. In addition, we acquired five properties in our multifamily portfolio: Moanalua Hillside Apartments in January 2005, Royal Kunia in March 2006 and Barrington/Kiowa, Barry and Kiowa at the time of our IPO. As of December 31, 2007, our multifamily acquisitions represented 42.7% of the total units in our multifamily portfolio. During the periods discussed, we had no multifamily repositioning properties.

As discussed under "Basis of Presentation", our results of operations for 2006 contain the consolidated results of Douglas Emmett, Inc. and its subsidiaries, including our operating partnership, for the period from October 31, 2006 through December 31, 2006. The results of operations for the period January 1, 2006 through October 30, 2006 consist of our predecessor, which includes the accounts of DERA and the institutional funds. In our analysis below, we have combined the results for the year ended December 31, 2006 to compare to our consolidated results for 2007 and our predecessor's results for 2005.

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

Revenue

Office Revenue

Total Office Revenue. Total office revenue consists of rental revenue, tenant recoveries and parking and other income. Total office portfolio revenue increased by \$72.1 million, or 19.1 %, to \$448.7 million for 2007 compared to \$376.6 million for 2006 for the reasons described below.

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

Tenant Recoveries. Total office tenant recoveries increased by \$4.5 million, or 22.0%, to \$25.2 million for 2007 compared to \$20.6 million for 2006 primarily due to incremental recoveries from the four properties acquired in the fourth quarter of 2006, and the two additional properties we acquired in 2007. The overall increase is also attributable to increases in tenant recoveries at our repositioning properties resulting from increases in occupancy, as well as an increase in recoverable scheduled services, payroll expense and property taxes as described in office rental expenses below.

Parking and Other Income. Total office parking and other income increased by \$5.7 million, or 14.0%, to \$46.6 million for 2007 compared to \$40.9 million for 2006. This increase was primarily due to gains in occupancy in our repositioning and acquisition properties and parking rate increases implemented in July 2006 and July 2007 across the portfolio.

Multifamily Revenue

Total Multifamily Revenue. Total multifamily revenue consists of rent, parking income and other income. Total multifamily revenue increased by \$12.5 million, or 21.8%, to \$69.5 million for 2007 compared to \$57.0 million for 2006, primarily due to the three multifamily property acquisitions in our formation transactions, as well as Villas at Royal Kunia, which we acquired in March 2006. In addition, a significant number of our Santa Monica multifamily units were under leases signed prior to a 1999 change in California Law that allows landlords to reset rents to market rates when a tenant moves out. A portion of the multifamily increase was due to the rollover to market rents of several of these rent-controlled units, or “Pre-1999 Units”, since January 1, 2006. The remainder of the increase was primarily due to increases in rents charged to other existing and new tenants. In addition, we recognized approximately \$6.4 million of incremental rent related to the amortization of net below-market rents that resulted from the mark to market adjustments to our leases that we recorded in connection with our IPO.

Operating Expenses

Office Rental Expenses. Total office rental expense was relatively flat between 2007 and 2006. Expenses increased due to higher levels of scheduled services, payroll expense and property tax expense, reflecting both additional properties acquired at and after our IPO, as well as higher costs at existing properties between comparative periods. The increased expense was offset by lower operating expenses in 2007 that resulted from the elimination of fees for property management services, which were provided by DECO in 2006 prior to the acquisition and consolidation of DECO in the formation transactions.

Multifamily Rental Expenses. Total multifamily rental expense decreased by \$1.1 million, or 5.9%, to \$17.2 million for 2007 compared to \$18.2 million for 2006, primarily due to the elimination of DECO property management fees as described under “Office Rental Expenses” above. The decrease was partially offset by higher property tax and payroll expense resulting from the consolidation of non-predecessor multifamily properties since our IPO in October 2006.

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

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

Non-Operating Income and Expenses

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

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

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

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

Comparison of year ended December 31, 2006 to year ended December 31, 2005

Revenue

Office Revenue

Total Office Revenue. Total office revenue consists of rental revenue, tenant recoveries and parking and other income. Total office portfolio revenue increased by \$28.0 million, or 8.0%, to \$376.6 million for 2006 compared to \$348.6 million for 2005 for the reasons described below.

Rental Revenue. Rental revenue includes rental revenues from our office properties, percentage rent on the retail space contained within office properties, and lease termination income. Total office portfolio rental revenue

increased by \$17.5 million, or 5.9%, to \$315.1 million for 2006 compared to \$297.6 million for 2005, primarily due to increases in rents from our repositioning and acquisition properties including gains in occupancy at our repositioning properties as part of our repositioning efforts. For the portion of our office portfolio that was not acquired or repositioned during the periods presented, rental revenue also increased primarily due to gains in occupancy and roll-up in average rental rates for new and renewal leases signed since January 1, 2005.

Tenant Recoveries. Total office tenant recoveries increased by \$6.0 million, or 41.1%, to \$20.6 million for 2006 compared to \$14.6 million for 2005 primarily due to tenant recoveries at our repositioning and acquisition properties and gains in occupancy and recoveries related to increases in operating expenses for the remainder of our office portfolio discussed below.

Parking and Other Income. Total office parking and other income increased by \$4.5 million, or 12.4%, to \$40.9 million for 2006 compared to \$36.4 million for 2005. This increase was primarily due to gains in occupancy in our repositioning and acquisition properties and parking rate increases implemented in 2006 across the office portfolio.

Multifamily Revenue

Total Multifamily Revenue. Total multifamily revenue consists of rent and parking and other income. Total multifamily portfolio revenue increased by \$11.8 million, or 26.1%, to \$57.0 million for 2006 compared to \$45.2 million for 2005, primarily due to our multifamily acquisitions described above.

Rent. Total multifamily rent increased by \$11.3 million, or 25.7%, to \$55.2 million for 2006 compared to \$43.9 million for 2005 primarily due to the acquisition of the five properties described above. A portion of the multifamily increase was due to the rollover to market rents of several “Pre-1999 Units” since January 1, 2005. The remainder of the increase was primarily due to increases in rents charged to other tenants.

Operating Expenses

Office Rental Expenses. Total office rental expense increased by \$9.1 million, or 7.6%, to \$129.0 million for 2006 compared to \$119.9 million for 2005, primarily due to the properties acquired at the time of our IPO described above, gains in occupancy at our repositioning properties, increases in estimated property taxes as a result of our formation transactions, increases in contractual expenses including janitorial and security costs, higher insurance costs in 2006 as a result of industry-wide rate increases and higher utility costs as a result of warmer than normal weather in 2006.

Multifamily Rental Expenses. Total multifamily rental expense increased by \$2.9 million, or 19.0%, to \$18.2 million for 2006 compared to \$15.3 million for 2005, primarily due to our multifamily acquisitions, increases in estimated property taxes as a result of our formation transactions, as well as higher insurance and utility costs as described for the office portfolio above.

General and Administrative Expenses. General and administrative expenses for 2006 increased \$41.6 million to \$48.1 million for 2006 compared to \$6.5 million for 2005 primarily due to one-time non-cash compensation costs at the time of our IPO totaling approximately \$27.7 million and the payment by our predecessor of \$13.2 million in one-time discretionary cash bonuses prior to the consummation of our IPO.

Depreciation and Amortization. Depreciation and amortization expense increased \$14.8 million, or 13.1%, to \$128.0 million for 2006 compared to \$113.2 million for 2005. The increase was primarily due to depreciation related to the step up in basis for our predecessor’s properties at the time of our IPO and depreciation related to the property acquisitions described above.

Non-Operating Income and Expenses

Gain on Investments in Interest Rate Contracts, Net. We recognized a net gain of \$6.8 million on investments in interest rate contracts for 2006 compared to a net gain of \$81.7 million for 2005. The lower net gain in 2006 compared to the net gain in 2005 was due to changes in the fair market value of our in-place interest rate swap contracts during the ten-month period of 2006 prior to the formation transaction. In conjunction with our IPO, we entered into a series of interest rate swaps that effectively offset any future changes in the fair value of our predecessor's existing interest rate contracts.

Interest Expense. Interest expense increased \$6.5 million, or 5.6%, to \$122.2 million for 2006 compared to \$115.7 million for 2005. The overall increase in interest expense was primarily due to the increase in debt balances as a result of our formation transactions at the time of our IPO and additional interest expense related to the purchase of one multifamily property in March 2006, which was financed with \$82.0 million in debt. The increase in interest expense was partially offset by a \$7.6 million accelerated loan fee amortization on part of an August 2005 refinancing.

Deficit Distributions to Minority Partners, Net. Deficit distributions to minority partners, net, decreased \$17.5 million, or 62.2%, to \$10.6 million for 2006 compared to \$28.1 million for 2005. The decrease was primarily due to a 2005 distribution related to a preferred investor contribution that did not occur in 2006.

Minority Interests. Minority interest expense decreased \$69.7 million to \$25.9 million for 2006 compared to \$95.6 million for 2005. The decrease was primarily due to the allocation of losses incurred in the formation transactions and the absence of a preferred minority interest holder subsequent to the formation transactions, as well as lower gains on interest rate contracts in 2006 in comparison to 2005.

Liquidity and Capital Resources

Available Borrowings, Cash Balances and Capital Resources

In June 2007, we borrowed an additional \$150 million of long term variable rate debt. This included an increase of \$132 million in our existing loan facilities with Fannie Mae, plus additional loan facilities with Fannie Mae totaling \$18 million. These loans are secured by our residential properties with maturity dates ranging from June 1, 2012 to June 1, 2017. Concurrent with the incremental borrowings, we entered into interest rate contracts to swap the underlying variable rates to fixed rates. These contracts are designated as hedges and result in a weighted average fixed interest rate of approximately 5.87%.

We had total indebtedness of \$3.1 billion at December 31, 2007, excluding a loan premium representing the mark-to-market adjustment on variable rate debt assumed from our predecessor. Our debt increased \$320 million from December 31, 2006 as a result of the \$150 million of incremental borrowings discussed above and \$170 million in borrowings under our revolving credit facility.

We have a revolving credit facility with a group of banks led by Bank of America, N.A. and Banc of America Securities LLC. In 2007, we increased the availability of our revolving credit facility by \$120 million, bringing the total available revolver to \$370 million. This revolving credit facility also contains an accordion feature that allows us to increase availability to \$500 million under specified circumstances. At December 31, 2007, there was \$190 million available to us under this credit facility. This revolving credit facility expires in 2009 with two one-year extensions and an effective rate of either LIBOR plus 70 basis points or Federal Funds plus 95 basis points if the outstanding amount is less than \$262.5 million and either LIBOR plus 80 basis points or Federal Funds plus 105 basis points if the amount outstanding is greater than \$262.5 million. We have used our revolving credit facility for general corporate purposes, including funding acquisitions, redevelopment and repositioning opportunities, repurchases of our stock and operating partnership units, tenant improvements and capital expenditures, recapitalizations and providing working capital.

We have historically financed our capital needs through short-term lines of credit and long-term secured mortgages of which have been at floating rates. To mitigate the impact of fluctuations in short-term interest rates on our cash flow from operations, we generally enter into interest rate swap or interest rate cap agreements. At December 31, 2007, the interest rate on all of our debt, other than amounts drawn under our revolving credit facility, was effectively fixed at an overall rate of 5.20% by virtue of interest rate swap and interest rate cap agreements. See Notes 7 and 9 to our consolidated financial statements included in this Report.

At December 31, 2007, our total borrowings under secured loans represented 46.5% of our total market capitalization of \$6.6 billion. Total market capitalization includes our consolidated debt and the value of common stock and operating partnership units each based on our common stock closing price at December 31, 2007 on the New York Stock Exchange of \$22.61 per share.

The nature of our business, and the requirements imposed by REIT rules that we distribute a substantial majority of our income on an annual basis, will cause us to have substantial liquidity needs over both the short term and the long term.

We expect to meet our short-term liquidity requirements generally through cash provided by operations and, if necessary, by drawing upon our senior secured revolving credit facility. We anticipate that cash provided by operations and borrowings under our senior secured revolving credit facility will be sufficient to meet our liquidity requirements for at least the next 12 months.

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

We are also exploring raising capital for acquisitions through an institutional fund, under which a general partner affiliated with us would receive certain fees as well as a carried interest in any distributions after the participating institutional investors receive a return of their invested capital and a preferred return. If we close such a fund, it is likely that it would be our exclusive vehicle for most (and perhaps all) cash acquisitions during the investment period of the fund. The exact terms of any such fund would be based on negotiations and market conditions. Any securities offered in such a fund will not be registered under the Securities Act of 1933 and could not be offered or sold in the United States absent registration under that act or an applicable exemption from those registration requirements. Nothing in the foregoing disclosure constitutes an offer to sell any securities in such a fund, nor a solicitation of an offer to purchase any such securities.

Commitments

The following table sets forth our principal obligations and commitments, excluding periodic interest payments, as of December 31, 2007:

<u>Contractual Obligations</u>	<u>Payment due by period (in thousands)</u>				
	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years</u>	<u>Thereafter</u>
Long-term debt obligations	\$3,080,450	\$ —	\$180,450	\$2,688,080	\$211,920
Minimum lease payments	8,504	1,078	1,440	1,466	4,520
Purchase commitments related to capital expenditures associated with tenant improvements and repositioning and other purchase obligations	4,734	4,734	—	—	—
Total	<u>\$3,093,688</u>	<u>\$5,812</u>	<u>\$181,890</u>	<u>\$2,689,546</u>	<u>\$216,440</u>

The nature of our business, and the requirements imposed by REIT rules that we distribute a substantial majority of our income on an annual basis, will cause us to have substantial liquidity needs over both the short-term and the long-term.

In 2007, we declared an annual dividend of \$0.70 per share, paid quarterly following the end of each quarter.

Off-Balance Sheet Arrangements

At December 31, 2007, we did not have any off balance sheet financing arrangements.

Cash Flows

Cash and cash equivalents were \$5.8 million and \$4.5 million, respectively, at December 31, 2007 and 2006.

Net cash provided by operating activities increased \$8.2 million to \$154.8 million for 2007 compared to \$146.6 million for 2006. The increase in 2007 reflects higher net cash flow from existing properties that generated improved results, as well as incremental cash flow from acquired properties.

Net cash used in investing activities decreased \$1.9 billion to \$172.8 million for 2007 compared to \$2.1 billion for 2006. The decrease was primarily due to a lower level of spending on property acquisitions in 2007 compared to 2006. The amount in 2006 was due to the use of proceeds generated by our IPO and IPO-related financing transaction to acquire the non-predecessor properties and to liquidate the owners of our predecessor who elected to receive cash in the formation transactions.

Net cash provided by financing activities decreased \$1.83 billion to \$19.3 million for 2007 compared to \$1.85 billion for 2006. During 2007, the net cash inflow represents borrowings in excess of equity repurchases and payments of dividends and distributions. The amount in 2006 related to the proceeds from our formation transactions in October 2006 including \$1.5 billion in net proceeds from our IPO and the \$545.0 million additional borrowing under our term loan, partially offset by debt repayments.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We use derivative financial instruments to manage, or hedge, interest rate risks related to our borrowings.

In conjunction with our IPO, we entered into two new series of interest rate swap and interest rate cap contracts. The first series effectively offset all future changes in fair value from our existing interest rate swap and interest rate cap contracts, and the second series effectively replaced the existing interest rate contracts and qualified for cash flow hedge accounting under FAS 133. We only enter into contracts with major financial institutions based on their credit rating and other factors. For a description of our Interest Rate Contracts, please see Note 9 to our consolidated financial statements contained in this Report.

As of December 31, 2007, approximately 94.1% (or \$2.90 billion) of our total outstanding debt of \$3.08 billion, excluding loan premiums, was subject to floating interest rates which were effectively fixed by virtue of interest rate contracts. The remaining \$180.5 million bears interest at a floating rate and was not mitigated by interest rate contracts. Based on the level of variable rate debt outstanding at December 31, 2007, by virtue of the mitigating effect of our interest rate contracts, a 50 basis point change in LIBOR would result in an annual impact to earnings of approximately \$900.

Item 8. Financial Statements and Supplementary Data

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

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

None.

Item 9A. Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of December 31, 2007, the end of the period covered by this Report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2007 our disclosure controls and procedures were effective at the reasonable assurance level such that the information relating to us and our consolidated subsidiaries required to be disclosed in our SEC reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There have not been any changes in our internal control over financial reporting that occurred during the fiscal quarter ended December 31, 2007, 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 regarding our directors, executive officers and corporate governance is incorporated by reference to the information set forth under the caption “*Directors and Executive Officers*” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2007.

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

Item 11. Executive Compensation

Information regarding executive compensation is incorporated by reference to the information set forth under the caption “*Compensation of Directors and Executive Officers*” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2007.

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

Information regarding security ownership of certain beneficial owners and management is incorporated by reference to the information set forth under the caption “*Voting Securities of Principal Stockholders and Management*” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2007.

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

Information regarding certain relationships and related transactions is incorporated by reference to the information set forth under the caption “*Certain Transactions*” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2007.

Item 14. Principal Accountant Fees and Services

Information regarding accounting fees and disclosures is incorporated by reference to the information set forth under the caption “*Fees Paid to Independent Auditors*” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the Commission within 120 days after the end of our year ended December 31, 2007.

PART IV.

Item 15. Exhibits and Financial Statement Schedules

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

	<u>Page No.</u>
Index to Financial Statements.	
1. The following financial statements of the Company and the Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, are included in Part IV of this Report on the pages indicated:	
Report of Management on Internal Control Over Financial Reporting	F-1
Report of Independent Registered Public Accounting Firm	F-2
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	F-3
Consolidated Balance Sheets as of December 31, 2007 and 2006	F-4
Consolidated Statement of Operations for the year ended December 31, 2007, for the period from October 31, 2006 through December 31, 2006, for the period from January 1, 2006 through October 30, 2006, and the year ended December 31, 2005	F-5
Consolidated Statement of Stockholders' Equity (Defecit) for the year ended December 31, 2007, for the period from October 31, 2006 through December 31, 2006, for the period from January 1, 2006 through October 30, 2006, and the year ended December 31, 2005	F-6
Consolidated Statement of Cash Flows year ended December 31, 2007, for the period from October 31, 2006 through December 31, 2006, for the period from January 1, 2006 through October 30, 2006, and the year ended December 31, 2005	F-7
Notes to Consolidated Financial Statements	F-8
Schedule III-Real Estate and Accumulated Depreciation as of December 31, 2007.	F-29

(b) Exhibits.

- 3.1 Articles of Amendment and Restatement of Douglas Emmett, Inc.⁽⁶⁾
- 3.2 Amended and Restated Bylaws of Douglas Emmett, Inc.⁽⁶⁾
- 3.3 Certificate of Correction to Articles of Amendment and Restatement of Douglas Emmett, Inc.⁽²⁾
- 4.1 Form of Certificate of Common Stock of Douglas Emmett, Inc.⁽⁴⁾
- 10.1 Form of Agreement of Limited Partnership of Douglas Emmett Properties, LP.⁽⁴⁾
- 10.2 Amended and Restated Discount MBS Multifamily Note for \$153,630,000 between Fannie Mae and Barrington Pacific, LLC, dated June 1, 2007.⁽⁷⁾
- 10.3 Amended and Restated Discount MBS Multifamily Note for \$46,400,000 between Fannie Mae and Barrington Pacific, LLC, dated June 1, 2007.⁽⁷⁾
- 10.4 Amended and Restated Discount MBS Multifamily Note for \$43,440,000 between Fannie Mae and Shores Barrington LLC, dated June 1, 2007.⁽⁷⁾
- 10.5 Amended and Restated Discount MBS Multifamily Note for \$144,610,000 between Fannie Mae and Shores Barrington LLC, dated June 1, 2007.⁽⁷⁾

- 10.6 Discount MBS Multifamily Note for \$111,920,000 between Fannie Mae and DEG Residential, LLC, dated June 1, 2007.⁽⁷⁾
- 10.7 Form of Registration Rights Agreement among Douglas Emmett, Inc. and the persons named therein.⁽¹⁾
- 10.8 Form of Indemnification Agreement between Douglas Emmett, Inc. and its directors and officers.⁽³⁾
- 10.9 Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan.⁽⁸⁾⁺
- 10.10 Form of Stock Option Agreement.⁽³⁾
- 10.11 Form of Employment Agreement between Douglas Emmett, Inc. and Jordan Kaplan⁽⁴⁾⁺
- 10.12 Form of Employment Agreement between Douglas Emmett, Inc. and Kenneth Panzer.⁽⁴⁾⁺
- 10.13 Form of Employment Agreement between Douglas Emmett, Inc. and William Kamer.⁽⁴⁾⁺
- 10.14 Representation, Warranty and Indemnity Agreement among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Dan A. Emmett, Christopher Anderson, Jordan Kaplan and Kenneth Panzer, dated as of June 15, 2006.⁽¹⁾
- 10.15 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF Acquisition, LLC and Douglas Emmett Realty Fund, dated as of June 15, 2006.⁽¹⁾
- 10.16 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF No. 2 Acquisition, LLC and Douglas Emmett Realty Fund No. 2, dated as of June 15, 2006.⁽¹⁾
- 10.17 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF 1995 Acquisition, LLC and Douglas Emmett Realty Fund 1995, dated as of June 15, 2006.⁽¹⁾
- 10.18 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF 1996 Acquisition, LLC and Douglas Emmett Realty Fund 1996, dated as of June 15, 2006.⁽¹⁾
- 10.19 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF 1997 Acquisition, LLC and Douglas Emmett Realty Fund 1997, dated as of June 15, 2006.⁽¹⁾
- 10.20 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF 1998 Acquisition, LLC and Douglas Emmett Realty Fund 1998, dated as of June 15, 2006.⁽¹⁾
- 10.21 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF 2000 Acquisition, LLC and Douglas Emmett Realty Fund 2000, dated as of June 15, 2006.⁽¹⁾
- 10.22 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, DERF 2002 Acquisition, LLC and Douglas Emmett Realty Fund 2002, dated as of June 15, 2006.⁽¹⁾
- 10.23 Agreement and Plan of Merger among Douglas Emmett, Inc., DERF 2005 Acquisition, LLC, Douglas Emmett 2005 REIT, Inc. and Douglas Emmett Realty Fund 2005, dated as of June 15, 2006.⁽¹⁾
- 10.24 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Opp Fund Acquisition, LLC and The Opportunity Fund, dated as of June 15, 2006.⁽¹⁾
- 10.25 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Opp Fund 1995 Acquisition, LLC and The Opportunity Fund 1995, dated as of June 15, 2006.⁽¹⁾
- 10.26 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Opp Fund 1996 Acquisition, LLC and The Opportunity Fund 1996, dated as of June 15, 2006.⁽¹⁾
- 10.27 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Barry Acquisition, LLC and Barry Properties, Ltd., dated as of June 15, 2006.⁽¹⁾

- 10.28 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Kiowa Acquisition, LLC and Kiowa Properties, Ltd., dated as of June 15, 2006.⁽¹⁾
- 10.29 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Barrington/Kiowa Acquisition, LLC and Barrington/Kiowa Properties, dated as of June 15, 2006.⁽¹⁾
- 10.30 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, BSVM Acquisition, LLC and Brentwood-San Vicente Medical, Ltd., dated as of June 15, 2006.⁽¹⁾
- 10.31 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Brentwood Court Acquisition, LLC and Brentwood Court, dated as of June 15, 2006.⁽¹⁾
- 10.32 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Brentwood Plaza Acquisition, LLC and Brentwood Plaza, dated as of June 15, 2006.⁽¹⁾
- 10.33 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, San Vicente Plaza Acquisition, LLC and San Vicente Plaza, dated as of June 15, 2006.⁽¹⁾
- 10.34 Agreement and Plan of Merger among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Owensmouth Acquisition, LLC and Owensmouth/Warner, LLC, dated as of June 15, 2006.⁽¹⁾
- 10.35 Agreement and Plan of Merger among Douglas Emmett, Inc., DECO Acquisition, LLC, DERA Acquisition, LLC, Douglas, Emmett and Company and Douglas Emmett Realty Advisors, Inc., dated as of June 15, 2006.⁽¹⁾
- 10.36 P.L.E. OP Contribution Agreement among Douglas Emmett Properties, LP, Douglas Emmett Realty Advisors, Inc. and the stockholders of P.L.E. Builders, Inc., dated as of June 15, 2006.⁽¹⁾
- 10.37 REIT Contribution Agreement among Douglas Emmett, Inc., Douglas Emmett Properties, LP, Douglas Emmett Realty Advisors, Inc., Aberdeen Properties, Coral Realty, EA Realty, New September, LLC and the contributors signatory thereto, dated as of June 15, 2006.⁽¹⁾
- 10.38 HBRCT OP Contribution Agreement among Douglas Emmett Properties, LP, Douglas Emmett Realty Advisors and HBRCT LLC, dated as of June 15, 2006.⁽¹⁾
- 10.39 Asset Contribution Agreement among Douglas Emmett, Inc., DERA Acquisition, LLC, DECO Acquisition, LLC, DERF 2005 Acquisition, LLC and Douglas Emmett Properties, LP, dated as of June 15, 2006.⁽¹⁾
- 10.40 Employment Agreement between Douglas Emmett, Inc. and Andres Gavinet.⁽⁴⁾⁺
- 10.41 Form of LTIP Unit Award Agreement.⁽⁴⁾⁺
- 10.42 \$170,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 1993, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc.⁽³⁾
- 10.43 \$260,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 1995, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc.⁽³⁾
- 10.44 \$215,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 1996, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc.⁽³⁾
- 10.45 \$425,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 1997, LLC, Westwood Place Investors, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc.⁽³⁾
- 10.46 \$150,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 1998, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc.⁽³⁾
- 10.47 \$425,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 2000, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc.⁽³⁾

- 10.48 \$110,000,000 Loan Agreement dated as of August 25, 2005 among Douglas Emmett 2002, LLC, DEG, LLC, the lenders party thereto, Eurohypo AG, New York Branch, and Barclays Capital Real Estate Inc.⁽³⁾
- 10.49 Joinder and Supplement Agreement dated as of August 25, 2005 among Douglas Emmett 2002, LLC, and DEG, LLC, made with reference to the Loan Agreement dated as of August 25, 2005 by and among Douglas Emmett 2002, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽³⁾
- 10.50 Form of LTIP Unit Designation.⁽⁴⁾
- 10.51 Form of Credit Agreement among Douglas Emmett 2006, LLC, Bank of America, N.A., Banc of America Securities, LLC, Bank of Montreal, Bayerische Landesbank, Wachovia Bank, N.A. and the other lenders party thereto.⁽⁴⁾
- 10.52 Form of Modification Agreement among Douglas Emmett 1993, LLC, Brentwood Plaza, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.53 Form of Modification Agreement among Douglas Emmett 1995, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.54 Form of Modification Agreement among Douglas Emmett 1996, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.55 Form of Modification Agreement among Douglas Emmett 1997, LLC, Westwood Place Investors, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.56 Form of Modification Agreement among Douglas Emmett 1998, LLC, Brentwood Court, Brentwood-San Vicente Medical, Ltd., the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.57 Form of Modification Agreement among Douglas Emmett 2000, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.58 Form of Modification Agreement among Douglas Emmett 2002, LLC, DEG, LLC, San Vicente Plaza, Owensmouth/Warner, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.59 Form of Joinder and Supplement Agreement among Douglas Emmett 1993, LLC and Brentwood Plaza made with reference to the Modification Agreement among Douglas Emmett 1993, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.60 Form of Joinder and Supplement Agreement among Douglas Emmett 1998, LLC, Brentwood Court and Brentwood-San Vicente Medical, Ltd. made with reference to the Modification Agreement among Douglas Emmett 1998, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.61 Form of Joinder and Supplement Agreement among Douglas Emmett 2002, LLC, DEG, LLC, San Vicente Plaza and Owensmouth/Warner, LLC made with reference to the Modification Agreement among Douglas Emmett 2002, LLC, DEG, LLC, the lenders party thereto and Eurohypo AG, New York Branch.⁽⁴⁾
- 10.62 Adjustable Rate Multifamily Note for \$7,750,000 between Fannie Mae and Douglas Emmett Residential 2006, LLC, dated June 1, 2007.⁽⁷⁾
- 10.63 Adjustable Rate Multifamily Note for \$7,150,000 between Fannie Mae and Douglas Emmett Residential 2006, LLC, dated June 1, 2007.⁽⁷⁾
- 10.64 Adjustable Rate Multifamily Note for \$3,100,000 between Fannie Mae and Douglas Emmett Residential 2006, LLC, dated June 1, 2007.⁽⁷⁾
- 10.65 Second Amendment to Credit Agreement and Reaffirmation of Loan Documents Entered into as of August 31, 2007, by and among Douglas Emmett 2006, LLC; Bank Of America, N.A.; BMO Capital Markets Financing, Inc.; Bayerische Landesbank; ING Real Estate Finance (USA) LLC; and Bank Of America, N.A.

- 21.1 List of Subsidiaries of the Registrant.⁽⁴⁾
- 23.1 Consent of Independent Registered Public Accounting Firm
- 31.1 Certificate of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certificate of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certificate of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.⁽⁵⁾
- 32.2 Certificate of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.⁽⁵⁾

+ Denotes management contract or compensatory plan, contract or arrangement

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

Signatures

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

DOUGLAS EMMETT, INC.

By: /s/ JORDAN L. KAPLAN

Jordan L. Kaplan
President and Chief Executive Officer

Dated: February 22, 2008

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.

<u>Signature</u>	<u>Title</u>
<u> /s/ JORDAN L. KAPLAN </u> Jordan L. Kaplan	President and Chief Executive Officer (Principal Executive Officer)
<u> /s/ WILLIAM KAMER </u> William Kamer	Chief Financial Officer (Principal Financial and Accounting Officer)
<u> /s/ DAN A. EMMETT </u> Dan A. Emmett	Chairman of the Board
<u> /s/ KENNETH M. PANZER </u> Kenneth M. Panzer	Chief Operating Officer and Director
<u> /s/ LESLIE E. BIDER </u> Leslie E. Bider	Director
<u> /s/ VICTOR J. COLEMAN </u> Victor J. Coleman	Director
<u> /s/ GHEBRE SELASSIE MEHRETEAB </u> Ghebre Selassie Mehreteab	Director
<u> /s/ THOMAS E. O'HERN </u> Thomas E. O'Hern	Director
<u> /s/ DR. ANDREA L. RICH </u> Dr. Andrea L. Rich	Director
<u> /s/ WILLIAM WILSON III </u> William Wilson III	Director

Each of the above signatures is affixed as of February 22, 2008.

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 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, 2007. In conducting its assessment, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework. This framework consists of eight components: internal environment, objective setting, event identification, risk assessment, risk response, control activities, information and communication, and monitoring. Based on this assessment, management concluded that, as of December 31, 2007, 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, 2007, 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 unqualified opinions on the effectiveness of our internal control over financial reporting as of December 31, 2007.

/s/ JORDAN L. KAPLAN

Jordan L. Kaplan
Chief Executive Officer

/s/ WILLIAM KAMER

William Kamer
Chief Financial Officer

February 22, 2008

Report of Independent Registered Public Accounting Firm

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

We have audited the accompanying consolidated balance sheets of Douglas Emmett, Inc. (the “Company”) as of December 31, 2007 and 2006, and the related consolidated statements of operations, stockholders’ equity, and cash flows of the Company for the year ended December 31, 2007 and for the period from October 31, 2006 through December 31, 2006, and of Douglas Emmett Realty Advisors, Inc. and subsidiaries (the “predecessor”), as defined in Note 1, for the period from January 1, 2006 through October 30, 2006 and for the year ended December 31, 2005. Our audits also include the financial statement schedule listed in Item 15(a). These financial statements and schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Douglas Emmett, Inc. at December 31, 2007 and 2006, and the consolidated results of their operations and their cash flows for the year ended December 31, 2007 and for the period from October 31, 2006 through December 31, 2006, and the consolidated results of the predecessor’s operations and cash flows for the period from January 1, 2006 through October 30, 2006 and for the year ended December 31, 2005, 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, 2007, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 20, 2008 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Los Angeles, California
February 20, 2008

Report of Independent Registered Public Accounting Firm

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

We have audited Douglas Emmett, Inc.'s internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Douglas Emmett, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, Douglas Emmett, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2007 consolidated financial statements of Douglas Emmett, Inc. and our report dated February 20, 2008 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Los Angeles, California
February 20, 2008

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

	<u>December 31,</u> <u>2007</u>	<u>December 31,</u> <u>2006</u>
Assets		
Investment in real estate		
Land	\$ 825,560	\$ 813,599
Buildings and improvements	4,978,124	4,863,955
Tenant improvements and lease intangibles	460,486	411,063
	<u>6,264,170</u>	<u>6,088,617</u>
Less: accumulated depreciation	(242,114)	(32,521)
Net investment in real estate	6,022,056	6,056,096
Cash and cash equivalents	5,843	4,536
Tenant receivables, net	955	4,160
Deferred rent receivables, net	20,805	3,587
Interest rate contracts	84,600	76,915
Acquired lease intangible assets, net	24,313	34,137
Other assets	31,396	20,687
	<u>6,189,968</u>	<u>\$6,200,118</u>
Total assets		
Liabilities		
Secured notes payable, including loan premium	\$3,105,677	\$2,789,702
Accounts payable and accrued expenses	62,704	51,736
Security deposits	31,309	28,670
Acquired lease intangible liabilities, net	218,371	263,649
Interest rate contracts	129,083	6,278
Dividends payable	19,221	13,801
	<u>3,566,365</u>	<u>3,153,836</u>
Total liabilities	3,566,365	3,153,836
Minority interests	793,764	934,509
Stockholders' Equity		
Common stock, \$0.01 par value 750,000,000 authorized, 109,833,903 and 115,005,860 outstanding at December 31, 2007 and 2006, respectively	1,098	1,150
Additional paid-in capital	2,019,716	2,144,600
Accumulated other comprehensive income	(101,163)	415
Accumulated deficit	(89,812)	(34,392)
	<u>1,829,839</u>	<u>2,111,773</u>
Total stockholders' equity	1,829,839	2,111,773
Total liabilities and stockholders' equity	<u>\$6,189,968</u>	<u>\$6,200,118</u>

See notes to consolidated financial statements.

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

	<u>Douglas Emmett, Inc.</u>		<u>The Predecessor</u>	
	<u>Year Ended December 31, 2007</u>	<u>For the Period October 31, 2006 through December 31, 2006</u>	<u>For the Period January 1, 2006 through October 30, 2006</u>	<u>Year Ended December 31, 2005</u>
Revenues				
Office rental				
Rental revenues	\$ 376,921	\$ 62,384	\$ 252,694	\$ 297,551
Tenant recoveries	25,177	5,436	15,206	14,632
Parking and other income	46,648	7,886	33,039	36,383
Total office revenues	448,746	75,706	300,939	348,566
Multifamily rental				
Rental revenues	67,427	10,954	44,241	43,942
Parking and other income	2,047	335	1,488	1,280
Total multifamily revenues	69,474	11,289	45,729	45,222
Total revenues	518,220	86,995	346,668	393,788
Operating Expenses				
Office expense	128,759	24,515	104,524	119,879
Multifamily expense	17,150	3,175	15,041	15,347
General and administrative	21,486	30,201	17,863	6,457
Depreciation and amortization	209,593	32,521	95,456	113,170
Total operating expenses	376,988	90,412	232,884	254,853
Operating income (loss)	141,232	(3,417)	113,784	138,935
Gain on investments in interest				
contracts, net	—	—	6,795	81,666
Interest and other income	695	87	4,515	2,264
Interest expense	(160,616)	(26,213)	(95,938)	(115,674)
Deficit distributions to minority				
partners, net	—	—	(10,642)	(28,150)
(Loss) income before minority				
interest	(18,689)	(29,543)	18,514	79,041
Minority Interests				
Minority interests	5,681	8,952	(18,673)	(79,756)
Preferred minority investor	—	—	(16,203)	(15,805)
Net loss	\$ (13,008)	\$ (20,591)	\$ (16,362)	\$ (16,520)
Net loss per common share—basic and				
diluted	\$ (0.12)	\$ (0.18)	\$(251,723)	\$(254,154)
Dividends declared per common				
share	\$ 0.70	\$ 0.12	\$ —	\$ —
Weighted average shares of common				
stock outstanding—basic and				
diluted	112,645,587	115,005,860	65	65

See notes to consolidated financial statements.

Douglas Emmett, Inc.

Consolidated Statements of Stockholders' Equity (Deficit)
(in thousands, except share amounts)

	Douglas Emmett, Inc.		The Predecessor	
	Year Ended December 31, 2007	For the Period October 31, 2006 through December 31, 2006	For the Period January 1, 2006 through October 30, 2006	Year Ended December 31, 2005
Shares of Common Stock				
Balance at beginning of period	115,005,860	65	65	65
Exchange of predecessor common stock for common stock of the company	—	(65)	—	—
Repurchase of common stock	(5,171,957)	—	—	—
Issuance of common stock	—	115,005,860	—	—
Balance at end of period	109,833,903	115,005,860	65	65
Common Stock				
Balance at beginning of period	\$ 1,150	\$ —	\$ —	\$ —
Repurchase of common stock	(52)	—	—	—
Issuance of common stock	—	1,150	—	—
Balance at end of period	\$ 1,098	\$ 1,150	\$ —	\$ —
Additional Paid-in Capital				
Balance at beginning of period	\$ 2,144,600	\$ 60,000	\$ —	\$ —
Reclassify predecessor deficit to additional paid-in capital	—	(129,086)	—	—
Contributions	—	—	60,000	—
Repurchase of common stock	(125,133)	—	—	—
Issuance of common stock	—	2,202,040	—	—
Stock compensation	249	11,646	—	—
Balance at end of period	\$ 2,019,716	\$ 2,144,600	\$ 60,000	\$ —
Notes Receivable From Stockholders				
Balance at beginning of period	\$ —	\$ —	\$ —	\$ —
Contributions	—	—	(60,000)	—
Receipt of amounts due under notes receivable from stockholders	—	—	60,000	—
Balance at end of period	\$ —	\$ —	\$ —	\$ —
Accumulated Other Comprehensive Income				
Balance at beginning of period	\$ 415	\$ —	\$ —	\$ —
Cash flow hedge adjustment	(101,578)	415	—	—
Balance at end of period	\$ (101,163)	\$ 415	\$ —	\$ —
Accumulated Deficit				
Balance at beginning of period	\$ (34,392)	\$ (129,086)	\$ (97,791)	\$(63,614)
Reclassify predecessor deficit to additional paid-in capital	—	129,086	—	—
Net loss	(13,008)	(20,591)	(16,362)	(16,520)
Distributions	—	—	(14,933)	(17,657)
Minority interests redemption adjustment	36,138	—	—	—
Dividends	(78,550)	(13,801)	—	—
Balance at end of period	\$ (89,812)	\$ (34,392)	\$(129,086)	\$(97,791)
Total Stockholders Equity (Deficit)				
Balance at beginning of period	\$ 2,111,773	\$ (69,086)	\$ (97,791)	\$(63,614)
Net Loss	(13,008)	(20,591)	(16,362)	(16,520)
Cash flow hedge adjustment	(101,578)	415	—	—
Comprehensive income	(114,586)	(20,176)	(16,362)	(16,520)
Issuance of common stock	—	2,203,190	—	—
Repurchase of common stock	(125,185)	—	—	—
Contributions	—	—	60,000	—
Distributions	—	—	(14,933)	(17,657)
Dividends	(78,550)	(13,801)	—	—
Minority interests redemption adjustment	36,138	—	—	—
Stock compensation	249	11,646	—	—
Balance at end of period	\$ 1,829,839	\$ 2,111,773	\$ (69,086)	\$(97,791)

See notes to consolidated financial statements.

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

	Douglas Emmett, Inc.		The Predecessor	
	Year Ended December 31, 2007	For the Period October 31, 2006 through December 31, 2006	For the Period January 1, 2006 through October 30, 2006	Year Ended December 31, 2005
Operating Activities				
Net loss	\$ (13,008)	\$ (20,591)	\$ (16,362)	\$ (16,520)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Minority interests in consolidated real estate partnerships	(5,681)	(8,952)	34,876	95,561
Deficit distributions to minority partners	—	—	10,642	28,150
Depreciation and amortization	209,593	32,521	95,456	113,170
Net accretion of acquired lease intangibles	(40,563)	(6,871)	(1,561)	(1,690)
Amortization of deferred loan costs	1,136	168	2,318	10,482
Amortization of loan premium	(4,475)	(721)	—	—
Non-cash market value adjustments on interest rate contracts	14,266	2,561	(6,795)	(81,666)
Non-cash amortization of stock-based compensation	2,178	26,600	—	—
Change in working capital components				
Tenant receivables	3,229	—	1,065	(1,278)
Deferred rent receivables	(17,218)	(3,587)	(6,489)	(15,897)
Accounts payable, accrued expenses and security deposits	15,211	19,509	22,227	434
Other assets	(9,863)	(19,642)	(9,752)	(2,935)
Net cash provided by operating activities	<u>154,805</u>	<u>20,995</u>	<u>125,625</u>	<u>127,811</u>
Investing Activities				
Capital expenditures, property acquisitions and purchases of predecessor owners' interests in real estate	(172,804)	(1,935,476)	(165,970)	(231,157)
Net cash used in investing activities	<u>(172,804)</u>	<u>(1,935,476)</u>	<u>(165,970)</u>	<u>(231,157)</u>
Financing Activities				
Proceeds from borrowings	404,850	596,000	82,000	1,865,000
Deferred loan costs	(1,767)	(4,524)	(1,253)	(14,476)
Repayment of borrowings	(124,700)	(141,500)	—	(1,724,655)
Net change in short-term borrowings	40,300	—	—	—
Proceeds from affiliated borrowing	—	—	—	23,500
Repayments of affiliated borrowing	—	—	—	(23,500)
Proceeds from interest rate swap termination	—	—	—	10,982
Payment on interest rate swap termination	—	—	—	(1,281)
Contributions by minority interests	—	—	33,264	142,518
Distributions to minority interests	(31,851)	—	(67,292)	(156,663)
Redemption of minority interests	(69,211)	(188,128)	—	—
Contributions by stockholders	—	—	60,000	—
Distributions to stockholders	—	—	(14,933)	(17,657)
Issuance of common stock, net	—	1,497,446	—	—
Repurchase of common stock	(125,185)	—	—	—
Cash dividends	(73,130)	—	—	—
Net cash provided by financing activities	<u>19,306</u>	<u>1,759,294</u>	<u>91,786</u>	<u>103,768</u>
Increase (decrease) in cash and cash equivalents	1,307	(155,187)	51,441	422
Cash and cash equivalents at beginning of period	4,536	159,723	108,282	107,860
Cash and cash equivalents at end of period	<u>\$ 5,843</u>	<u>\$ 4,536</u>	<u>\$ 159,723</u>	<u>\$ 108,282</u>
Supplemental disclosure of cash flow information				
Cash paid during the year for interest, net of amounts capitalized	<u>\$ 152,746</u>	<u>\$ 23,849</u>	<u>\$ 97,928</u>	<u>\$ 110,651</u>

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

Douglas Emmett, Inc.

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

1. Organization and Description of Business

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

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

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

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

After the completion of our IPO and the related formation transactions, we are a fully integrated, self-administered and self-managed Real Estate Investment Trust (REIT). Through our interest in Douglas Emmett Properties, LP (our operating partnership) and its subsidiaries, we own, manage, lease, acquire and develop real estate, consisting primarily of office and multifamily properties. As of December 31, 2007, we own a portfolio of 48 office properties (including ancillary retail space) and nine multifamily properties, as well as the fee interests in two parcels of land subject to ground leases. All of these properties are located in Los Angeles County, California and Honolulu, Hawaii.

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

2. Summary of Significant Accounting Policies

Basis of Presentation

For the periods subsequent to October 31, 2006, the financial statements presented are the consolidated financial statements of Douglas Emmett, Inc. and its subsidiaries, including our operating partnership. The financial statements presented for periods prior to October 31, 2006 are the consolidated financial statements of our predecessor, which include the accounts of DERA and the institutional funds. All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

Douglas Emmett, Inc.

**Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)**

Use of Estimates

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

Segment Information

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

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

Investments in Real Estate

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

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

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

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

Expenditures for repairs and maintenance are charged to operations as incurred. Significant betterments and costs incurred in the execution of leases are capitalized. When assets are sold or retired, their costs and related

Douglas Emmett, Inc.

**Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)**

accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in operations for the period.

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

Impairment of Long-Lived Assets

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

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

Cash and Cash Equivalents

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

Revenue and Gain Recognition

Revenue is recognized in accordance with Staff Accounting Bulletin No. 104 of the Securities and Exchange Commission, *Revenue Recognition* (SAB 104), as amended. SAB 104 requires that four basic criteria must be met before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services rendered; the fee is fixed and determinable; and collectibility is reasonably assured. All leases are classified as operating leases. For all lease terms exceeding one year, rental income is recognized on a straight-line basis over the terms of the leases. Deferred rent receivables represent rental revenue recognized on a

Douglas Emmett, Inc.

**Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)**

straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as revenues in the period the applicable costs are incurred. In addition, we record a capital asset for leasehold improvements constructed by us that are reimbursed by tenants, with the offsetting side of this accounting entry recorded to deferred revenue which is included in accounts payable and accrued expenses. The deferred revenue is amortized as additional rental revenue over the life of the related lease.

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

Lease termination fees, which are included in rental revenues in the accompanying consolidated statements of operations, are recognized when the related leases are canceled and we have no continuing obligation to provide services to such former tenants. Total lease termination revenue was recorded in the amount of \$332 for the year ended December 31, 2007; \$38 for the period of October 31, 2006 to December 31, 2006; \$365 for the period of January 1, 2006 to October 30, 2006; and \$1,291 for the year ended December 31, 2005.

We recognize gains on sales of real estate pursuant to the provisions of FAS No. 66, *Accounting for Sales of Real Estate* (FAS 66). The specific timing of a sale is measured against various criteria in FAS 66 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the property. If the sales criteria are not met, we defer gain recognition and account for the continued operations of the property by applying the finance, installment or cost recovery methods, as appropriate, until the sales criteria are met.

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. As of December 31, 2007 and 2006, we had an allowance for doubtful accounts of \$4,136 and \$934, respectively.

We generally do not require collateral or other security from our tenants, other than security deposits or letters of credit. As of December 31, 2007 and 2006, we had a total of approximately \$21,794 and \$17,074, respectively, of lease security available on existing letters of credit, as well as \$31,309 and \$28,670, respectively, of lease security available in security deposits.

Deferred Loan Costs

Costs incurred in issuing secured notes payable are capitalized. Deferred loan costs are included in other assets in the consolidated balance sheets at December 31, 2007 and 2006. 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.

Interest Rate Agreements

We manage our interest rate risk associated with borrowings by obtaining interest rate swap and interest rate cap contracts. No other derivative instruments were used.

FAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (FAS 133), as amended and interpreted, establishes accounting and reporting standards for derivative instruments, including certain

Douglas Emmett, Inc.

**Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)**

derivative instruments embedded in other contracts, and for hedging activities. As required by FAS 133, we record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

Our objective in using derivatives is to add stability to interest expense and to manage our exposure to interest rate movements or other identified risks. To accomplish this objective, we primarily use interest rate swaps as part of our cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (outside of earnings) and subsequently reclassified to earnings when the hedged transaction affects earnings. The ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. We assess the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows of the derivative hedging instrument with the changes in fair value or cash flows of the designated hedged item or transaction. For derivatives not designated as hedges, changes in fair value are recognized in earnings. See Note 9 for the accounting of our and our predecessor's interest rate hedges.

Offering Costs

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

Stock-Based Compensation

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

Income Taxes

As a REIT, we are permitted to deduct distributions paid to our stockholders, eliminating the federal taxation of income represented by such distributions at the corporate level. REITs are subject to a number of organizational and operational requirements. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates. We believe we have met these tests during 2007 and accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements.

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

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
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Earnings Per Share

Basic earnings per share is calculated by dividing the net income applicable to common stockholders for the period by the weighted average of common shares outstanding during the period. Diluted earnings per share is calculated by dividing the net income applicable to common stockholders for the period by the weighted average number of common and dilutive instruments outstanding during the period using the treasury stock method. See Note 13.

Recently Issued Accounting Literature

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), to create a single model to address accounting for uncertainty in tax positions. FIN 48 clarifies the accounting for income taxes, by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. We adopted FIN 48 on January 1, 2007. Based on our evaluation, we have concluded that there are no significant uncertain tax positions requiring recognition in our financial statements at December 31, 2007.

In September 2006, the FASB issued FAS No. 157, *Fair Value Measurements* (FAS 157). FAS 157 provides guidance for using fair value to measure assets and liabilities. This statement clarifies the principle that fair value should be based on the assumptions that market participants would use when pricing the asset or liability. FAS 157 establishes a fair value hierarchy, giving the highest priority to quoted prices in active markets and the lowest priority to unobservable data. FAS 157 applies whenever other standards require assets or liabilities to be measured at fair value. This statement is effective in fiscal years beginning after November 15, 2007. We believe that the adoption of this standard will not have a material effect on our financial position and results of operations.

In February 2007, the FASB issued FAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115*. This standard permits entities to choose to measure many financial instruments and certain other items at fair value and is effective for the first fiscal year beginning after November 15, 2007, which for us begins with our 2008 fiscal year. We do not expect to elect the fair value measurement option for any financial assets or liabilities at the present time.

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

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Notes to Consolidated Financial Statements—(continued)
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In December 2007, the FASB issued FAS No. 141 (Revised 2007), Business Combinations (FAS 141R). FAS 141R will significantly change the accounting for business combinations. Under FAS 141R, an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. FAS 141R also includes a substantial number of new disclosure requirements. FAS 141R applies prospectively to business combinations occurring in any reporting period beginning on or after December 15, 2008, which for us begins with our 2009 fiscal year. We are currently evaluating the impact that FAS 141R will have on our financial statements.

3. Initial Public Offering

As described in Note 1, we acquired our predecessor and certain other entities simultaneously with the closing of our IPO on October 30, 2006. In the fourth quarter of 2007, we recorded the final allocation of the purchase price to the assets acquired and liabilities assumed.

4. Investment in Real Estate

In October 2007, we acquired an 8-story, Class A office building comprised of approximately 174,000 square feet, located within the Olympic Corridor submarket, for a contract price of \$84 million. In May 2007, we acquired an approximate 50,000 rentable square foot Class A office building located in our Century City submarket for a contract price of \$32 million. We obtained the ground leasehold in the property and the option to acquire fee title to the land for a fixed price of \$800,000 in conjunction with the acquisition. We exercised the option and acquired fee title to the land at the end of 2007. The building is currently 100% leased through December 2019.

In March 2006, our predecessor acquired a multifamily property in Honolulu, Hawaii. The aggregate acquisition costs of this property approximated \$114 million.

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

	<u>Douglas Emmett, Inc.</u>	<u>The Predecessor</u>
	<u>2007</u>	<u>2006</u>
	<u>Acquisitions</u>	<u>Acquisition</u>
Investment in real estate:		
Land	\$ 11,962	\$ 42,887
Buildings and improvements	102,449	68,394
Tenant improvements and other in-place lease assets	7,283	2,982
Tenant receivables and other assets	24	579
Accounts payable, accrued expenses and tenant security deposits	(700)	(849)
Acquired lease intangible liabilities	(5,109)	(263)
Net acquisition cost	<u>\$115,909</u>	<u>\$113,730</u>

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Notes to Consolidated Financial Statements—(continued)
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Our acquired lease intangibles related to above/below-market leases is summarized as of:

	December 31,	
	2007	2006
Above-market tenant leases	\$ 32,770	\$ 32,770
Accumulated amortization	(11,564)	(1,817)
Below-market ground leases	3,198	3,198
Accumulated amortization	(91)	(14)
Acquired lease intangible assets, net	\$ 24,313	\$ 34,137
Below-market tenant leases	\$261,260	\$256,151
Accumulated accretion	(57,112)	(8,353)
Above-market ground leases	16,200	16,200
Accumulated accretion	(1,977)	(349)
Acquired lease intangible liabilities, net	\$218,371	\$263,649

Net accretion of above- and below-market in-place tenant lease value was recorded as an increase to rental income in the amount of \$39,011 for the year ended December 31, 2007; \$6,536 for the period of October 31, 2006 to December 31, 2006; \$1,009 for the period of January 1, 2006 to October 30, 2006; and \$1,690 for the year ended December 31, 2005. The weighted-average amortization period for our above and below market tenant leases was approximately 4 years as of December 31, 2007.

The net accretion of above- and below-market ground lease value has been recorded as a decrease of office rental operating expense in the amount of \$1,552 for the year ended December 31, 2007; \$335 for the period of October 31, 2006 to December 31, 2006; \$552 for the period of January 1, 2006 to October 30, 2006; and \$1,146 for the year ended December 31, 2005.

Following is the estimated net accretion at December 31, 2007 for the next five years:

Year	
2008	\$ 35,522
2009	29,536
2010	25,433
2011	21,362
2012	18,335
Thereafter	63,870
Total	\$194,058

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)

5. Other Assets

Other assets consist of the following at:

	December 31,	
	2007	2006
Deferred loan costs, net of accumulated amortization of \$1,304 and \$168 at December 31, 2007 and 2006, respectively	\$ 4,987	\$ 4,356
Deposits in escrow	4,000	—
Restricted cash	2,848	2,827
Prepaid interest	7,944	4,953
Prepaid expenses	3,095	3,291
Interest receivable	3,229	3,015
Other indefinite-lived intangible	1,988	1,988
Other	3,305	257
	\$31,396	\$20,687

We and our predecessor incurred deferred loan cost amortization expense of \$1,136 for the year ended December 31, 2007, \$168 for the period of October 31, 2006 to December 31, 2006; \$2,318 for the period of January 1, 2006 to October 30, 2006; and \$10,482 for the year ended December 31, 2005. The amortization expense was inclusive of loan cost write-offs totaling \$9,823 for the year ended December 31, 2005. There were no loan costs written-off to expense in 2007 and 2006. The deferred loan cost amortization is included as a component of interest expense in the consolidated statements of operations.

6. Minimum Future Lease Rentals

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

We and our predecessor have leased space to certain tenants under noncancelable leases, which provide for percentage rents based upon tenant revenues. Percentage rental income totaled \$1,138 for the year ended December 31, 2007; \$133 for the period of October 31, 2006 to December 31, 2006; \$913 for the period of January 1, 2006 to October 30, 2006; and \$933 for the year ended December 31, 2005.

Future minimum base rentals on noncancelable office and ground operating leases at December 31, 2007 are as follows:

2008	\$ 340,252
2009	310,260
2010	269,144
2011	220,143
2012	177,047
Thereafter	486,225
Total future minimum base rentals	\$1,803,071

Douglas Emmett, Inc.

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

7. Secured Notes Payable

In June 2007, we borrowed an additional \$150 million of long term variable rate debt. This included an increase of \$132 million in our existing loan facilities with Fannie Mae, plus additional loan facilities with Fannie Mae totaling \$18 million. These loans are secured by our residential properties with maturity dates ranging from June 1, 2012 to June 1, 2017. Concurrent with the incremental borrowings, we entered into interest rate contracts to swap the underlying variable rates to fixed rates. These contracts are designated as hedges and result in a weighted average fixed interest rate of approximately 5.87%.

A summary of our secured notes payable is as follows:

Type of Debt	December 31,		Fixed/Floating Rate	Effective Annual Interest Rate ⁽¹⁾	Maturity Date	Swap Maturity Date
	2007	2006				
Variable Rate Swapped to Fixed Rate:						
Modified Term Loan ⁽²⁾⁽³⁾	\$2,300,000 ⁽³⁾	\$2,300,000	LIBOR + 0.85%	5.20%	08/31/12	08/01/10-08/01/12
Fannie Mae Loan I ⁽⁴⁾	293,000	293,000	DMBS + 0.60%	4.76	06/01/12 ⁽⁵⁾	08/01/11
Fannie Mae Loan II ⁽⁴⁾	75,000	75,000	DMBS + 0.76%	4.93	02/01/15	08/01/11
Fannie Mae Loan III ⁽⁴⁾	82,000	82,000	LIBOR + 0.62%	5.70	02/01/16	03/01/12
Fannie Mae Loan IV ⁽⁴⁾	95,080 ⁽⁶⁾	—	DMBS + 0.60%	5.86	06/01/12	08/01/11
Fannie Mae Loan V ⁽⁴⁾	36,920 ⁽⁶⁾	—	DMBS + 0.60%	5.86	02/01/15	08/01/11
Fannie Mae Loan VI ⁽⁴⁾	18,000 ⁽⁶⁾	—	LIBOR + 0.62%	5.90	06/01/17	06/01/12
Subtotal	2,900,000⁽⁷⁾	2,750,000		5.20%		
Variable Rate:						
Senior Secured Revolving Credit Facility ⁽⁸⁾	180,450	10,000	LIBOR/Fed Funds+ ⁽⁹⁾	—	10/30/09	—
Subtotal	3,080,450	2,760,000				
Unamortized Loan Premium ⁽¹⁰⁾	25,227	29,702				
Total	<u>\$3,105,677</u>	<u>\$2,789,702</u>				

- (1) Includes the effect of interest rate contracts. Based on actual/365-day basis and excludes amortization of loan fees and unused fees on credit line.
- (2) Secured by seven separate cross collateralized pools. Requires monthly payments of interest only, with outstanding principal due upon maturity.
- (3) Includes \$1.11 billion swapped to 4.89% until August 1, 2010; \$545.0 million swapped to 5.75% until December 1, 2010; \$322.5 million swapped to 4.98% until August 1, 2011; and \$322.5 million swapped to 5.02% until August 1, 2012.

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
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- (4) Secured by four separate collateralized pools. Fannie Mae Discount Mortgage-Backed Security (DMBS) generally tracks 90-day LIBOR.
- (5) The maturity date was extended by five months in conjunction with the \$150 million of incremental loans entered into during the second quarter of 2007.
- (6) Represents part of \$150 million in incremental borrowings made during the second quarter of 2007.
- (7) The weighted average remaining life of our outstanding debt is 4.9 years. The weighted average remaining life of the interest rate swaps associated with this balance is 3.2 years.
- (8) Loan is secured by nine properties and has two one-year extension options available.
- (9) This revolver bears interest at either LIBOR +0.70% or Fed Funds + 0.95% at our election. If the amount outstanding exceeds \$262.5 million, the credit facility bears interest at either LIBOR +0.80% or Fed Funds + 1.05% at our election
- (10) Represents non-cash mark-to-market adjustment on variable rate debt associated with office properties.

The minimum future principal payments due on our secured notes payable, excluding the non-cash loan premium amortization, at December 31, 2007 are as follows:

2008	\$	—
2009		180,450
2010		—
2011		—
2012		2,688,080
Thereafter		211,920
Total future principal		\$3,080,450

Senior Secured Revolving Credit Facility

During 2007, we increased the availability under our secured revolving credit facility by \$120 million, to an aggregate of \$370 million. Our secured revolving credit facility is with a group of banks led by Bank of America, NA and Banc of America Securities, LLC, and bears interest at a rate per annum equal to either LIBOR plus 70 basis points or Federal Funds Rate plus 95 basis points if the amount outstanding is \$262.5 million or less and at either LIBOR plus 80 basis points or Federal Funds Rate plus 105 basis points if the amount outstanding is greater than \$262.5 million. Our secured revolving credit facility contains an accordion feature that allows us to increase the availability by an additional \$130 million, to \$500 million, under specified circumstances. The facility bears interest at 15 basis points on the undrawn balance. The facility expires in 2009 with two one-year extensions at our option.

8. Accounts Payable and Accrued Expenses

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

	December 31,	
	2007	2006
Accounts payable	\$43,449	\$32,978
Accrued interest payable	13,963	12,701
Deferred revenue	5,292	6,057
	\$62,704	\$51,736

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Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)

9. Interest Rate Contracts

We have executed interest rate swaps with a notional amount of \$2.9 billion to protect against interest rate fluctuations on our existing variable-rate term loan facilities. These derivatives were designated and qualify as highly effective cash flow hedges under FAS 133 and remove the variability from the hedged cash flows. An unrealized loss of \$101.6 million was recorded in accumulated other comprehensive income in our consolidated balance sheet for the year ended December 31, 2007 and an unrealized gain of \$415 was recorded in accumulated other comprehensive income in our consolidated balance sheet for the period October 31, 2006 through December 31, 2006, representing the change in fair value of the cash flow hedges. An immaterial amount of hedge ineffectiveness has also been recorded in interest expense.

Amounts reported in accumulated other comprehensive income related to derivatives designated as hedges under FAS 133 will be reclassified to interest expense as interest payments are made on our hedged variable-rate debt. The change in net unrealized gains and losses on cash flow hedges reflects a reclassification of \$8.8 million and \$1.6 million from accumulated other comprehensive income to interest expense, as a reduction in interest expense for the year ended December 31, 2007 and for the period from October 31, 2006 through December 31, 2006, respectively. For derivatives designated as cash flow hedges, we estimate an additional \$28.3 million will be reclassified during 2008 from accumulated other comprehensive income to interest expense as a reduction in interest expense.

We also have additional interest rate swaps that we acquired from our predecessor at the time of our IPO. Our predecessor had \$2.21 billion notional of pay-fixed interest rate swaps at swap rates ranging between 4.09% and 5.00%. Concurrent with the completion of our IPO, we executed receive-fixed swaps for the same notional amount at swap rates ranging between 4.96% and 5.00%, which were intended to largely off-set the future cash flows and future change in fair value of our predecessor's pay-fixed swaps. The acquired pay-fixed swaps and the new receive-fixed swaps were not designated as hedges under FAS 133 and as such, the changes in fair value of these interest rate swaps have been recognized in earnings for all periods. The fair value of these swaps decreased \$13.2 million and \$2.6 million for the year ended December 31, 2007 and for the period of October 31, 2006 through December 31, 2006, respectively, representing the realization of the pre-IPO fair value of the swaps over their remaining term. These amounts were recorded in interest expense. We also recorded \$19.1 million and \$3.3 million of interest receipts related to swaps not designated as hedges under FAS 133 in interest expense for the year ended December 31, 2007 and for the period October 31, 2006 through December 31, 2006, respectively. Prior to our IPO, our predecessor's existing interest rate swaps were marked to their market value through gain on investments in interest contracts, net, amounting to a net gain of \$6.8 million and \$81.7 million for the period January 1, 2006 through October 30, 2006 and the year ended December 31, 2005, respectively.

Our predecessor had \$450 million of interest caps and \$450 million of sold caps. These derivatives were not designated as hedges under FAS 133. The changes in fair value of these caps have been recognized in earnings for all periods presented.

10. Preferred Minority Interests in Consolidated Real Estate Partnerships

A preferred minority investor invested \$99 million and \$85 million, in 2005 and 2004, respectively, in two of our predecessor's consolidated subsidiaries. In return, the preferred minority investor received a profit participation of 8.75% per annum on its unreturned capital contribution. The profit participation is reflected in our predecessor's statement of operations as a component of minority interests for the period of January 1, 2006 to October 30, 2006 and for the year ended December 31, 2005. The preferred minority investor's interest was redeemed in conjunction with our IPO and formation transactions.

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**Notes to Consolidated Financial Statements—(continued)
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11. Minority Interests in Consolidated Real Estate Partnerships

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

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

12. Stockholders' Equity and Minority Interests in Operating Partnership

Minority interests in our operating partnership relate to interests in our operating partnership that are not owned by us, which amounted to approximately 30% at December 31, 2007. After the completion of our IPO and the formation transactions, these interests are comprised of the continuing investors (including our predecessor principals and our executive officers) who elected to own units in our operating partnership. In our formation transactions, we acquired certain assets of our predecessor and other entities in exchange for the assumption or discharge of \$2.54 billion in indebtedness and preferred equity, the payment of \$1.92 billion in cash, and the issuance of 49.1 million common units of our operating partnership and 39.1 million shares of our common stock. Neither we nor our operating partnership retained any proceeds from the issuance of common stock.

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

Shares and Units

A unit in our operating partnership and a share of our common stock have essentially the same economic characteristics as they share equally in the total net income or loss and distributions of our operating partnership. A unit may be redeemed for cash, or exchanged at our election for shares of common stock on a one-for-one basis. We had 109,833,903 shares of common stock and 47,149,489 units outstanding as of December 31, 2007.

Dividends

During 2007, we declared four quarterly dividends of \$0.175 per share, which equals an annual rate of \$0.70 per share. In addition, on January 15, 2007 we paid a dividend of \$0.12 per share, which represented a pro rated quarterly dividend for the period from October 31, 2006 to December 31, 2006.

Equity Repurchases

During the year ended December 31, 2007, we repurchased approximately 8.1 million share equivalents in private transactions for a total consideration of approximately \$194.4 million. We may make additional purchases of our share equivalents from time to time in private transactions or in the public markets, but do not have any commitments to do so.

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Notes to Consolidated Financial Statements—(continued)
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Taxability of Dividends

Earnings and profits, which determine the taxability of distributions to stockholders, will differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of loss on extinguishment of debt, revenue recognition, compensation expense and in the basis of depreciable assets and estimated useful lives used to compute depreciation.

13. Loss per Share

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

	<u>Year ended December 31, 2007</u>	<u>For the Period October 31, 2006 through December 31, 2006</u>	<u>For the Period January 1, 2006 through October 30, 2006</u>	<u>Year ended December 31, 2005</u>
Net loss attributable to common shares	\$ (13,008)	\$ (20,591)	\$ (16,362)	\$ (16,520)
Weighted average common shares outstanding—basic	112,645,587	115,005,860	65	65
Potentially dilutive common shares ⁽¹⁾ :				
Stock options	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Adjusted weighted average common shares outstanding—diluted	112,645,587	115,005,860	65	65
Net loss per share from continuing operations—basic and diluted	\$ (0.12)	\$ (0.18)	\$(251,723)	\$(254,154)
Net loss per share from discontinued operations—basic and diluted	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Net loss per share—basic and diluted	<u>\$ (0.12)</u>	<u>\$ (0.18)</u>	<u>\$(251,723)</u>	<u>\$(254,154)</u>

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

14. Stock-Based Compensation

2006 Omnibus Stock Incentive Plan

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

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

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

At the time of our IPO, our operating partnership issued an aggregate of 1,044,000 LTIP units to several of our key employees. 870,000 of the LTIP units were fully vested upon grant, while the remaining LTIP units vest one quarter on each of December 31, 2007, 2008, 2009 and 2010. At the time of our IPO, we also issued options to purchase an aggregate of 5,742,221 shares of our common stock to our key employees. 5,155,556 of the options granted were fully vested upon grant, while the remaining options granted vest as to one quarter on each of December 31, 2007, 2008, 2009 and 2010. We recognized \$2.1 million and \$26.6 million of non-cash compensation expense for the year ended December 31, 2007 and the period of October 31, 2006 to December 31, 2006 (the period following the award grant) related to these options and LTIP units, respectively. Compensation expense for options was recognized on a straight-line basis. Compensation expense for LTIP units was recognized using the accelerated recognition method.

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

On December 16, 2004, the FASB issued FAS No. 123 (revised 2004), *Share-Based Payment* (FAS 123R), which is a revision of FAS 123, *Accounting for Stock-Based Compensation*. Generally, the approach in FAS 123R is similar to the approach described in FAS 123. However, FAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values.

The estimated fair value of the stock options granted at the time of our IPO was determined to be \$2.25 per share. We calculated the fair value of the option grant on the date of grant using the Black-Scholes option-pricing model with the following assumptions used for grants made at our IPO: a dividend yield of 3.3%; expected volatility of 12.0%; expected life of 52 months; and risk-free interest rate of 4.5%.

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)

The weighted average fair value of the LTIP units granted in 2007 and at our IPO were \$26.59 and \$17.55 per unit, respectively. We calculated the fair value of the LTIP units granted using the market value of our common stock on the date of grant and a discount for post-vesting restrictions estimated by a third-party consultant. The total fair value of LTIP units vested in 2007 and 2006 was \$1,335 and \$14,668, respectively. Total unrecognized compensation cost related to nonvested option and LTIP awards was \$4,060 at December 31, 2007. This expense will be recognized over a weighted-average term of 25 months.

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

<u>Stock Options:</u>	<u>Number of Stock Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contract Life (months)</u>	<u>Total Intrinsic Value</u>
Outstanding at January 1, 2006	—	\$ —		
Granted	5,742	21		
Outstanding at December 31, 2006	<u>5,742</u>	21	<u>118</u>	<u>\$32,099</u>
Forfeited	(44)	21		
Outstanding at December 31, 2007	<u>5,698</u>	21	<u>106</u>	<u>\$ 9,173</u>
Exercisable at December 31, 2007	<u>5,156</u>	21	<u>106</u>	<u>\$ 8,300</u>
<u>LTIP Units:</u>	<u>Number Of Units</u>	<u>Weighted Average Grant Date Fair Value</u>		
Outstanding at January 1, 2006	—	\$ —		
Granted	1,091	17.55		
Vested	(872)	16.82		
Outstanding at December 31, 2006	<u>219</u>	20.44		
Granted	11	26.59		
Vested	(66)	20.21		
Forfeited	(15)	20.48		
Outstanding at December 31, 2007	<u>149</u>	21.00		

15. Fair Value of Financial Instruments

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

Our estimates of the fair value of financial instruments at December 31, 2007 and 2006, respectively, were determined using available market information and appropriate valuation methods. Considerable judgment is necessary to interpret market data and develop estimated fair value. The use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts.

Douglas Emmett, Inc.

**Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)**

The carrying amounts for cash and cash equivalents, restricted cash, rents and other receivables, due from affiliates, accounts payable and other liabilities approximate fair value because of the short-term nature of these instruments. As described in Note 9, the interest rate cap and interest rate swap financial instruments are recorded on the consolidated balance sheets at their fair values.

We calculate the fair value of our mortgage and other secured loans based on a currently available market rate; assuming the loans are outstanding through maturity and considering the collateral. In determining the current market rate for fixed rate debt, a market spread is added to the quoted yields on federal government treasury securities with similar maturity dates to debt.

At December 31, 2007, the aggregate fair value of our secured notes payable and secured revolving credit facility is estimated to be approximately equal to the carrying value of \$3,106 million. As of December 31, 2006, the estimated fair value of the secured loans was approximately \$2,790 million.

16. Related-Party Transactions

During the year ended December 31, 2007, our core operations did not involve any material related-party transactions. However, as part of the equity repurchases described in Note 12, we repurchased approximately 640,000 share equivalents from a member of executive management and our board of directors for \$15 million. Prior to DECO being acquired by us in the formation transactions, our predecessor had a number of transactions with DECO, which was then owned by the stockholders of DERA:

- Our predecessor paid \$6.4 million and \$5.6 million in real estate commissions to DECO for the period from January 1, 2006 to October 30, 2006 and for the year ended December 31, 2005, respectively. The commissions paid to DECO were accounted for as leasing costs and were included in our predecessor's investment in real estate in the consolidated balance sheets for the period prior to our IPO.
- Our predecessor expensed \$8.2 million and \$9.0 million in property management fees related to management services by DECO for the period from January 1, 2006 to October 30, 2006 and for the year ended December 31, 2005, respectively. These management fees were based upon percentages, ranging from 1.75% to 4.00%, of the rental cash receipts collected by the properties.
- Our predecessor contributed its share of discretionary profit-sharing contributions (subject to statutory limitations), totaling \$192 for the period from January 1, 2006 to October 30, 2006 and \$192 for the year ended December 31, 2005, for services rendered by employees of DECO.

Our predecessor also contracted with DEB, an operating company owned by the stockholders of DERA and acquired by us in the formation transactions, to provide building and tenant improvement work. For such contracting work performed, our predecessor paid DEB \$12.1 million and \$16.3 million for the period from January 1, 2006 to October 30, 2006 and for the year ended December 31, 2005, respectively. These amounts were included in the cost basis of buildings and tenant improvements in the consolidated balance sheet of our predecessor.

Our predecessor leased approximately 26,785 square feet of office space to DECO and DEB. The rents from these leases totaled \$655 and \$814 for the period from January 1, 2006 to October 30, 2006 and for the year ended December 31, 2005, respectively.

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

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)

17. Commitments and Contingencies

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

Concentration of Credit Risk

Our properties are located in Los Angeles County, California and Honolulu, Hawaii. The ability of the tenants to honor the terms of their respective leases is dependent upon the economic, regulatory and social factors affecting the markets in which the tenants operate. We perform ongoing credit evaluations of our tenants for potential credit losses. Financial instruments that subject us to credit risk consist primarily of cash, accounts receivable, deferred rents receivable and interest rate contracts. We maintain our cash and cash equivalents with high quality financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$100, and to date, we have not experienced any losses on our deposited cash.

Asset Retirement Obligations

In March 2005, the FASB issued Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations—an interpretation of FASB Statement No. 143* (FIN 47). FIN 47 clarifies that the term “conditional asset retirement obligation” as used in FAS No. 143, *Accounting for Asset Retirement Obligations*, represents a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement is conditional on a future event that may or may not be within a company’s control. Under this standard, a liability for a conditional asset retirement obligation must be recorded if the fair value of the obligation can be reasonably estimated. Environmental site assessments and investigations have identified 18 properties in our portfolio containing asbestos, which would have to be removed in compliance with applicable environmental regulations if these properties undergo major renovations or are demolished. As of December 31, 2007, the obligations to remove the asbestos from these properties have indeterminable settlement dates, and therefore, we are unable to reasonably estimate the fair value of the associated conditional asset retirement obligation.

Future Minimum Lease Payments

We lease (and during 2006 and 2005, our predecessor leased) portions of the land underlying three of our office properties. During the second quarter of 2007, we obtained a fourth ground leasehold in conjunction with our acquisition of the Century City building described in Note 4. We acquired fee title to the land subject to this fourth ground lease at the end of 2007. We and our predecessor expensed ground lease payments in the amount of \$3,204 for the year ended December 31, 2007; \$281 for the period of October 31, 2006 to December 31, 2006; \$3,082 for the period of January 1, 2006 to October 30, 2006; and \$3,261 for the year ended December 31, 2005.

The following is a schedule of minimum ground lease payments as of December 31, 2007:

2008	\$ 1,078
2009	707
2010	733
2011	733
2012	733
Thereafter	4,520
	<u>\$ 8,504</u>

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)

Tenant Concentrations

For the years ended December 31, 2007, 2006 and 2005, no tenant exceeded 10% of our total rental revenue and tenant reimbursements.

18. Segment Reporting

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

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

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

	Douglas Emmett, Inc.		
	Year ended December 31, 2007		
	Office	Multifamily	Total
Rental revenues	\$448,746	\$69,474	\$518,220
Percentage of total	87%	13%	100%
Rental expenses	\$128,759	\$17,150	\$145,909
Percentage of total	88%	12%	100%
Rental revenues less rental expenses	\$319,987	\$52,324	\$372,311
Percentage of total	86%	14%	100%

	Douglas Emmett, Inc.		
	October 31, 2006 to December 31, 2006		
	Office	Multifamily	Total
Rental revenues	\$75,706	\$11,289	\$86,995
Percentage of total	87%	13%	100%
Rental expenses	\$24,515	\$ 3,175	\$27,690
Percentage of total	89%	11%	100%
Rental revenues less rental expenses	\$51,191	\$ 8,114	\$59,305
Percentage of total	86%	14%	100%

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)

	The Predecessor		
	January 1, 2006 to October 30, 2006		
	Office	Multifamily	Total
Rental revenues	\$300,939	\$45,729	\$346,668
Percentage of total	87%	13%	100%
Rental expenses	\$104,524	\$15,041	\$119,565
Percentage of total	87%	13%	100%
Rental revenues less rental expenses	\$196,415	\$30,688	\$227,103
Percentage of total	86%	14%	100%

	The Predecessor		
	Year ended December 31, 2005		
	Office	Multifamily	Total
Rental revenues	\$348,566	\$45,222	\$393,788
Percentage of total	89%	11%	100%
Rental expenses	\$119,879	\$15,347	\$135,226
Percentage of total	89%	11%	100%
Rental revenues less rental expenses	\$228,687	\$29,875	\$258,562
Percentage of total	88%	12%	100%

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

	Douglas Emmett Inc.		The Predecessor	
	Year Ending December 31, 2007	October 31, 2006 to December 31, 2006	January 1, 2006 To October 30, 2006	Year Ending December 31, 2005
Rental revenues less rental expenses	\$ 372,311	\$ 59,305	\$227,103	\$ 258,562
Interest and other income	695	87	4,515	2,264
Gain on investments in interest rate contracts, net . . .	—	—	6,795	81,666
General and administrative expenses	(21,486)	(30,201)	(17,863)	(6,457)
Interest expense	(160,616)	(26,213)	(95,938)	(115,674)
Depreciation and amortization	(209,593)	(32,521)	(95,456)	(113,170)
Deficit distributions to minority partners	—	—	(10,642)	(28,150)
Minority interests	5,681	8,952	(34,876)	(95,561)
Net loss	<u>\$ (13,008)</u>	<u>\$(20,591)</u>	<u>\$ (16,362)</u>	<u>\$ (16,520)</u>

Douglas Emmett, Inc.

Notes to Consolidated Financial Statements—(continued)
(in thousands, except shares and per share data)

19. Quarterly Financial Information (unaudited)

The tables below reflect the selected quarterly information for the years ended December 31, 2007 and 2006 :

	Douglas Emmett, Inc.			
	Three Months Ended			
	December 31, 2007	September 30, 2007	June 30, 2007	March 31, 2007
Total revenue	\$ 132,964	\$ 130,932	\$ 126,749	\$ 127,575
Loss before minority interest	(8,183)	(4,007)	(1,802)	(4,697)
Net loss	(5,690)	(2,785)	(1,260)	(3,273)
Net loss per common share—basic and diluted	\$ (0.05)	\$ (0.03)	\$ (0.01)	\$ (0.03)
Weighted average shares of common stock outstanding—basic and diluted	<u>109,833,903</u>	<u>110,956,113</u>	<u>114,861,872</u>	<u>115,005,860</u>

	Douglas Emmett, Inc.	The Predecessor			
	October 31, 2006 to December 31, 2006	October 1, 2006 to October 30, 2006	Three Months Ended		
			September 30, 2006	June 30, 2006	March 31, 2006
Total revenue	\$ 86,995	\$ 35,627	\$ 104,864	\$103,567	\$102,610
(Loss) income before minority interests	(29,543)	(2,772)	(69,019)	32,967	57,338
Net (loss) income	(20,591)	(8,477)	(25,706)	5,329	12,492
Net (loss) income per common share—basic and diluted	\$ (0.18)	\$(130,415)	\$(395,477)	\$ 81,985	\$192,185
Weighted average shares of common stock outstanding—basic and diluted	<u>115,005,860</u>	<u>65</u>	<u>65</u>	<u>65</u>	<u>65</u>

20. Subsequent Events

During January 2008, we repurchased approximately one million share equivalents for approximately \$21.5 million. Subsequent to December 31, 2007, approximately 10 million share equivalents were converted to shares of our common stock. In February 2008, we acquired a 78,000 square foot office building in Honolulu, Hawaii. The contract price of approximately \$18 million includes both the building and the assets of a private membership athletic and social club, which is located in the building. The purchase was made in a joint venture with Richard Gushman, who has served as Douglas Emmett's local partner on most of its prior Hawaii acquisitions. The joint venture financed the acquisition with an \$18 million loan obtained from Wells Fargo at a floating interest rate of LIBOR plus 125 basis points. The loan has a term of two years with a one-year extension.

Douglas Emmett, Inc.
SCHEDULE III

CONSOLIDATED REAL ESTATE AND ACCUMULATED DEPRECIATION
(Dollars in thousands)

Property Name	Encumbrances at December 31, 2007		Initial Cost		Cost Capitalized Subsequent to Acquisition			Gross Carrying Amount at December 31, 2007		Accumulated Depreciation at December 31, 2007	Year Built / Renovated	Year Acquired
	\$		Building & Improvements		Carrying Costs	Land	Building & Improvements		Total			
			Land	Building & Improvements			Land	Improvements				
<i>Office Properties</i>												
Bundy Olympic	\$ 24,979	\$ 4,201	\$ 11,860	\$ 28,019	\$ —	\$ 6,030	\$ 38,050	\$ 44,080	\$ 2,277	1991/1998	1994	
The Gateway Building	34,434	2,376	15,302	43,760	—	5,119	56,319	61,438	2,691	1987	1994	
Village on Canon	23,747	5,933	11,389	47,466	—	13,303	51,485	64,788	2,246	1989/1995	1994	
Brentwood Executive Plaza	25,235	3,255	9,654	32,094	—	5,921	39,082	45,003	2,193	1983/1996	1995	
Camden Medical Arts	15,248	3,102	12,221	27,112	—	5,298	37,137	42,435	1,630	1972/1992	1995	
Executive Tower	—	6,660	32,045	58,177	—	9,471	87,411	96,882	4,971	1989	1995	
Palisades Promenade	36,970	5,253	15,547	49,775	—	9,664	60,911	70,575	2,407	1990	1995	
Studio Plaza	124,895	9,347	73,358	128,949	—	15,015	196,639	211,654	8,525	1988/2004	1995	
First Federal	79,741	9,989	29,187	110,383	—	21,787	127,772	149,559	5,049	1981/2000	1996	
Wilshire Brentwood Plaza	61,702	5,013	34,283	70,956	—	8,828	101,424	110,252	4,372	1985	1996	
Landmark II	115,372	19,156	109,259	68,406	—	26,139	170,682	196,821	7,615	1989	1997	
Olympic Center	27,926	5,473	22,850	29,041	—	8,247	49,117	57,364	2,545	1985/1996	1997	
Saltair San Vicente	8,138	5,075	6,946	16,128	—	7,557	20,592	28,149	1,068	1964/1992	1997	
Second Street	26,720	4,377	15,277	34,328	—	7,421	46,561	53,982	2,114	1991	1997	
Sherman Oaks Galleria	244,080	33,213	17,820	399,742	—	48,327	402,448	450,775	18,692	1981/2002	1997	
Tower at Sherman Oaks	16,421	4,712	15,747	33,868	—	8,685	45,642	54,327	2,711	1967/1991	1997	
The Verona	9,474	2,574	7,111	13,584	—	5,111	18,158	23,269	962	1991	1997	
Coral Plaza	20,066	4,028	15,019	17,836	—	5,366	31,517	36,883	1,505	1981	1998	
MB Plaza	31,185	4,533	22,024	27,799	—	7,503	46,853	54,356	2,560	1971/1996	1998	
Valley Executive Tower	91,892	8,446	67,672	93,369	—	11,737	157,750	169,487	6,879	1984	1998	
Valley Office Plaza	40,642	5,731	24,329	42,063	—	8,957	63,166	72,123	3,159	1966/2002	1998	
Westside Towers	74,383	8,506	79,532	71,400	—	14,568	144,870	159,438	6,939	1985	1998	
100 Wilshire	136,713	12,769	78,447	132,823	—	27,108	196,931	224,039	8,153	1968/2002	1999	
11777 San Vicente	25,815	5,032	15,768	27,044	—	6,714	41,130	47,844	1,804	1974/1998	1999	
Century Park Plaza	93,107	10,275	70,761	101,691	—	16,153	166,574	182,727	7,316	1972/1987	1999	
Encino Terrace	76,683	12,535	59,554	87,622	—	15,533	144,178	159,711	7,055	1986	1999	
One Westwood	26,201	2,376	29,784	57,922	—	1,179	88,903	90,082	3,779	1987/2004	1999	
Westwood Place	54,190	8,542	44,419	49,580	—	11,448	91,093	102,541	4,102	1987	1999	
Brentwood Saltair	8,265	4,468	11,615	10,295	—	4,775	21,603	26,378	1,156	1986	2000	
Encino Gateway	54,889	8,475	48,525	48,336	—	15,653	89,683	105,336	4,525	1974/1998	2000	
Encino Plaza	33,621	5,293	23,125	40,682	—	6,165	62,935	69,100	3,355	1971/1992	2000	
Lincoln Wilshire	21,727	3,833	12,484	20,889	—	7,475	29,731	37,206	1,127	1996	2000	
1901 Avenue of the Stars	148,766	18,514	131,752	99,985	—	26,163	224,088	250,251	9,404	1968/2001	2001	
Camden/9601 Wilshire	58,213	16,597	54,774	98,606	—	17,658	152,319	169,977	6,689	1962/2004	2001	
Columbus Center	11,404	2,096	10,396	8,440	—	2,333	18,599	20,932	1,159	1987	2001	
Santa Monica Square	14,743	5,366	18,025	18,741	—	6,863	35,269	42,132	1,520	1983/2004	2001	
Warner Center Towers	374,330	43,110	292,147	367,839	—	59,421	643,675	703,096	30,248	1982-1993/2004	2002	
Beverly Hills Medical Center	28,361	4,955	27,766	26,190	—	6,435	52,476	58,911	2,318	1964/2004	2004	
Bishop Place	86,922	8,317	105,651	47,768	—	8,833	152,903	161,736	7,349	1992	2004	
Harbor Court	23,475	51	41,001	20,735	—	—	61,787	61,787	3,382	1994	2004	
The Trillium	—	20,688	143,263	75,403	—	21,989	217,365	239,354	10,546	1988	2005	
Brentwood Court	6,686	2,564	8,872	172	—	2,563	9,045	11,608	424	1984	2006	
Brentwood Medical Plaza	23,957	5,934	27,836	615	—	5,933	28,452	34,385	1,464	1975	2006	
Brentwood San Vicente Medical	13,690	5,557	16,457	43	—	5,557	16,500	22,057	797	1957/1985	2006	
San Vicente Plaza	10,722	7,055	12,035	137	—	7,055	12,172	19,227	708	1985	2006	
Century Park West	—	3,717	29,099	161	—	3,717	29,260	32,977	604	1971	2007	
Cornestone Plaza	—	8,245	80,633	86	—	8,245	80,719	88,964	488	1986	2007	

Douglas Emmett, Inc.
SCHEDULE III
CONSOLIDATED REAL ESTATE AND ACCUMULATED DEPRECIATION—(continued)
(Dollars in thousands)

Property Name	Encumbrances at December 31, 2007		Initial Cost		Cost Capitalized Subsequent to Acquisition		Gross Carrying Amount at December 31, 2007			Accumulated Depreciation at December 31, 2007		Year Built / Renovated	Year Acquired
	Land	Building & Improvements	Land	Building & Improvements	Improvements	Carrying Costs	Land	Building & Improvements	Total	Land	Building & Improvements		
<i>Multifamily Properties</i>													
Barrington Plaza	153,630	28,568	81,485	141,322	—	—	58,208	193,167	251,375	7,740	—	1963/1998	1998
Barrington 555	43,440	6,461	27,639	39,871	—	—	14,903	59,068	73,971	2,298	—	1989	1999
Pacific Plaza	46,400	10,091	16,159	71,580	—	—	27,816	70,014	97,830	2,453	—	1963/1998	1999
The Shores	144,610	20,809	74,191	194,533	—	—	60,555	228,978	289,533	8,009	—	1965-67/2002	1999
Moanalua Hillside	111,920	24,720	85,895	36,950	—	—	35,294	112,271	147,565	4,124	—	1968/2004	2005
The Villas at Royal Kunia	82,000	42,887	71,376	13,425	—	—	35,163	92,525	127,688	4,016	—	1990/1991/1995	2006
Barrington/Kiowa Apartments	7,750	5,720	10,052	34	—	—	5,720	10,086	15,806	393	—	1974	2006
Barry Apartments	7,150	6,426	8,179	20	—	—	6,426	8,199	14,625	358	—	1973	2006
Kiowa Apartments	3,100	2,605	3,263	63	—	—	2,605	3,326	5,931	141	—	1972	2006
<i>Ground Lease</i>													
Owensmouth/Warner	14,720	23,848	23,848	—	—	—	23,848	—	23,848	—	—	N/A	2006
TOTAL	<u>\$3,080,450</u>	<u>\$559,452</u>	<u>\$2,420,860</u>	<u>\$3,283,858</u>	<u>\$—</u>	<u>\$—</u>	<u>\$825,560</u>	<u>\$5,438,610</u>	<u>\$6,264,170</u>	<u>\$242,114</u>			

Year ended December 31,

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Real Estate Assets			
Balance, beginning of period	6,088,617	3,128,742	2,804,208
Additions -property acquisitions	121,694	260,666	274,205
-improvements	57,300	52,577	50,329
Purchase accounting	(3,441)	2,646,632	—
Deductions-property dispositions	—	—	—
Balance, end of period	<u>6,264,170</u>	<u>6,088,617</u>	<u>3,128,742</u>
Accumulated Depreciation			
Balance, beginning of period	(32,521)	(506,258)	(405,228)
Additions -depreciation	(209,593)	(121,620)	(106,282)
Purchase accounting	—	595,357	—
Deductions -disposals	—	—	5,252
Balance, end of period	<u>(242,114)</u>	<u>(32,521)</u>	<u>(506,258)</u>

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**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jordan L. Kaplan, certify that:

- 1) I have reviewed this annual report on Form 10-K of Douglas Emmett, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2008

By: /s/ JORDAN L. KAPLAN

Jordan L. Kaplan
President and Chief Executive Officer
Douglas Emmett, Inc.

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, William Kamer, certify that:

- 1) I have reviewed this annual report on Form 10-K of Douglas Emmett, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2008

By: /s/ WILLIAM KAMER

William Kamer
Chief Financial Officer

OFFICERS' CERTIFICATIONS
Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Douglas Emmett, Inc. (the "Company"), hereby certifies, to such officer's knowledge, that:

- (i) the accompanying annual report on Form 10-K of the Company for the period ended December 31, 2007 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2008

By: /s/ JORDAN L. KAPLAN

Jordan L. Kaplan
President and Chief Executive Officer
Douglas Emmett, Inc.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. §1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SHAREHOLDER INFORMATION

CORPORATE HEADQUARTERS

808 Wilshire Boulevard
2nd Floor
Santa Monica, CA 90401
310.255.7700

SHAREHOLDER ACCOUNT ASSISTANCE

Shareholder records are maintained by Douglas Emmett's Transfer Agent: Computershare Investor Services, LLC
781.575.2807

INVESTOR INFORMATION

Company information is available upon request without charge by contacting: Mary Jensen
Vice President – Investor Relations
mjensen@douglasemmett.com
310.255.7751

ANNUAL MEETING

Loews Santa Monica Beach Hotel
1700 Ocean Avenue
Santa Monica, CA 90401
May 29, 2008 10:00 a.m. (PDT)

LEGAL COUNSEL

Manatt | Phelps | Phillips LLP
Los Angeles, CA

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP
Los Angeles, CA

STOCK EXCHANGE

The New York Stock Exchange – NYSE
Ticker Symbol – DEI

CERTIFICATION

The Company filed the certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 as exhibits to its Annual Report on Form 10-K for the year ended December 31, 2007, and submitted to the New York Stock Exchange the certification required by Section 303A.12(a) of the NYSE Listed Company Manual.

BOARD OF DIRECTORS

DAN EMMETT
Chairman of the Board

JORDAN L. KAPLAN
Director

KEN PANZER
Director

LESLIE E. BIDER
Director

VICTOR J. COLEMAN
Director

THOMAS E. O'HERN
Director

GHEBRE SELASSIE MEHRETEAB
Director

DR. ANDREA L. RICH
Director

WILLIAM WILSON III
Director

SENIOR MANAGEMENT

JORDAN L. KAPLAN
President & Chief Executive Officer

KEN PANZER
Chief Operating Officer

WILLIAM KAMER
Chief Financial Officer

GREG HAMBLY
Chief Accounting Officer

ALLAN GOLAD
Senior Vice President, Property Management

MICHAEL MEANS
Senior Vice President, Commercial Leasing

