

ESSEX PROPERTY TRUST INC  
Form 10-Q  
August 06, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

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 001-13106

ESSEX PROPERTY TRUST, INC.

(Exact name of Registrant as Specified in its Charter)

Maryland  
(State or Other Jurisdiction of Incorporation or  
Organization)

77-0369576  
(I.R.S. Employer Identification Number)

925 East Meadow Drive  
Palo Alto, California 94303  
(Address of Principal Executive Offices including Zip Code)

(650) 494-3700  
(Registrant's Telephone Number, Including Area Code)

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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 reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 30,329,994 shares of Common Stock as of August 4, 2010.

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FORM 10-Q  
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Part I -- Financial Information

Item 1: Condensed Financial Statements (Unaudited)

"Essex" or the "Company" means Essex Property Trust, Inc., a real estate investment trust incorporated in the State of Maryland, or where the context otherwise requires, Essex Portfolio, L.P., a limited partnership (the "Operating Partnership") in which Essex Property Trust, Inc. is the sole general partner.

The information furnished in the accompanying unaudited condensed consolidated balance sheets, statements of operations, stockholders' equity, noncontrolling interest, and comprehensive income and cash flows of the Company reflects all adjustments which are, in the opinion of management, necessary for a fair presentation of the aforementioned condensed consolidated financial statements for the interim periods and are normal and recurring in nature, except as otherwise noted.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the notes to such unaudited condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations herein. Additionally, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company's annual report on Form 10-K for the year ended December 31, 2009.

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ESSEX PROPERTY TRUST, INC. AND SUBSIDIARIES  
Condensed Consolidated Balance Sheets  
(Unaudited)

(Dollars in thousands, except per share amounts)

|  | June 30,<br>2010 | December 31,<br>2009 |
|--|------------------|----------------------|
| Assets   |                  |                      |
| Real estate:   |                  |                      |
| Rental properties:   |                  |                      |
| Land and land improvements   | \$ 689,752       | \$ 684,955           |
| Buildings and improvements   | 2,761,375        | 2,727,975            |
|  | 3,451,127        | 3,412,930            |
| Less accumulated depreciation  | (811,114 )       | (749,464 )           |
|  | 2,640,013        | 2,663,466            |
| Real estate under development  | 331,266          | 274,965              |
| Co-investments   | 137,740          | 70,783               |
|  | 3,109,019        | 3,009,214            |
| Cash and cash equivalents-unrestricted   | 8,367            | 20,660               |
| Cash and cash equivalents-restricted   | 19,429           | 17,274               |
| Marketable securities  | 92,510           | 134,844              |
| Notes and other receivables  | 55,209           | 36,305               |
| Prepaid expenses and other assets  | 25,662           | 21,349               |
| Deferred charges, net  | 13,986           | 14,991               |
| Total assets   | \$ 3,324,182     | \$ 3,254,637         |
|  |                  |                      |
| Liabilities and Equity   |                  |                      |
| Mortgage notes payable   | \$ 1,639,955     | \$ 1,603,549         |
| Lines of credit  | 264,000          | 239,000              |
| Exchangeable bonds   | 3,193            | 4,893                |
| Accounts payable and accrued liabilities   | 41,471           | 38,514               |
| Construction payable   | 14,073           | 10,327               |
| Dividends payable  | 34,624           | 33,750               |
| Cash flow hedge liabilities  | 72,196           | 30,156               |
| Other liabilities  | 17,548           | 16,558               |
| Total liabilities  | 2,087,060        | 1,976,747            |
| Commitments and contingencies  |                  |                      |
| Cumulative convertible preferred stock; \$.0001 par value:   |                  |                      |
| 4.875% Series G - 5,980,000 issued and 178,249 outstanding   | 4,349            | 4,349                |
| Stockholders' equity and noncontrolling interest:  |                  |                      |
| Common stock, \$.0001 par value, 649,702,178 shares authorized 29,555,874 and 28,849,779 shares issued and outstanding | 3                | 3                    |
| Cumulative redeemable preferred stock; \$.0001 par value:  |                  |                      |
| 7.8125% Series F - 1,000,000 shares authorized, issued and outstanding, liquidation value                              | 25,000           | 25,000               |
| Additional paid-in capital   | 1,324,328        | 1,275,251            |
| Distributions in excess of accumulated earnings  | (260,966 )       | (222,952 )           |
| Accumulated other comprehensive (loss) income  | (68,791 )        | (24,206 )            |
| Total stockholders' equity   | 1,019,574        | 1,053,096            |
| Noncontrolling interest  | 213,199          | 220,445              |

|  |             |              |
|--|-------------|--------------|
| Total stockholders' equity and noncontrolling interest | 1,232,773   | 1,273,541    |
| Total liabilities and equity                           | \$3,324,182 | \$ 3,254,637 |

See accompanying notes to the unaudited condensed consolidated financial statements.

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ESSEX PROPERTY TRUST, INC. AND SUBSIDIARIES  
Condensed Consolidated Statements of Operations  
(Unaudited)  
(Dollars in thousands, except per share amounts)

|  | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|--|--------------------------------|------------|------------------------------|------------|
|  | 2010                           | 2009       | 2010                         | 2009       |
| <b>Revenues:</b>   |                                |            |                              |            |
| Rental and other property  | \$99,614                       | \$102,476  | \$199,320                    | \$206,390  |
| Management and other fees from affiliates  | 1,022                          | 1,156      | 2,500                        | 2,354      |
|  | 100,636                        | 103,632    | 201,820                      | 208,744    |
| <b>Expenses:</b>   |                                |            |                              |            |
| Property operating, excluding real estate taxes  | 25,249                         | 24,844     | 49,920                       | 48,924     |
| Real estate taxes  | 9,749                          | 8,989      | 19,276                       | 18,032     |
| Depreciation and amortization  | 31,261                         | 28,903     | 61,748                       | 57,868     |
| General and administrative   | 6,219                          | 5,852      | 11,837                       | 12,084     |
| Impairment and other charges   | -                              | -          | -                            | 5,752      |
|  | 72,478                         | 68,588     | 142,781                      | 142,660    |
| Earnings from operations   | 28,158                         | 35,044     | 59,039                       | 66,084     |
| Interest expense   | (21,004 )                      | (21,509 )  | (41,841 )                    | (41,713 )  |
| Interest and other income  | 7,085                          | 2,867      | 14,941                       | 6,154      |
| Equity (loss) income in co-investments   | (360 )                         | 158        | (401 )                       | 696        |
| (Loss) gain on early retirement of debt  | (10 )                          | -          | (10 )                        | 6,124      |
| Income before discontinued operations  | 13,869                         | 16,560     | 31,728                       | 37,345     |
| Income from discontinued operations  | -                              | 892        | -                            | 3,446      |
| Net income   | 13,869                         | 17,452     | 31,728                       | 40,791     |
| Net income attributable to noncontrolling interest   | (3,844 )                       | (4,453 )   | (8,034 )                     | (9,396 )   |
| Net income attributable to controlling interest  | 10,025                         | 12,999     | 23,694                       | 31,395     |
| Dividends to preferred stockholders  | (543 )                         | (1,584 )   | (1,085 )                     | (3,410 )   |
| Excess of the carrying amount of preferred stock redeemed over the cash paid to redeem preferred stock | -                              | -          | -                            | 25,695     |
| Net income available to common stockholders  | \$9,482                        | \$11,415   | \$22,609                     | \$53,680   |
| <b>Per common share data:</b>  |                                |            |                              |            |
| <b>Basic:</b>  |                                |            |                              |            |
| Income before discontinued operations available to common stockholders                                 | \$0.32                         | \$0.39     | \$0.78                       | \$1.90     |
| Income from discontinued operations  | -                              | 0.04       | -                            | 0.12       |
| Net income available to common stockholders  | \$0.32                         | \$0.43     | \$0.78                       | \$2.02     |
| Weighted average number of common shares outstanding during the period                                 | 29,329,273                     | 26,831,307 | 29,149,562                   | 26,529,802 |
| <b>Diluted:</b>  |                                |            |                              |            |
| Income before discontinued operations available to common stockholders                                 | \$0.32                         | \$0.39     | \$0.77                       | \$1.84     |
| Income from discontinued operations  | -                              | 0.04       | -                            | 0.12       |

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|  |            |            |            |            |
|--|------------|------------|------------|------------|
| Net income available to common stockholders                            | \$0.32     | \$0.43     | \$0.77     | \$1.96     |
| Weighted average number of common shares outstanding during the period | 29,402,635 | 26,853,693 | 29,213,613 | 29,000,129 |
| Dividend per common share  | \$1.033    | \$1.030    | \$2.065    | \$2.060    |

See accompanying notes to the unaudited condensed consolidated financial statements.



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ESSEX PROPERTY TRUST, INC. AND SUBSIDIARIES  
Condensed Consolidated Statements of Stockholders' Equity, Noncontrolling Interest, and  
Comprehensive Income for the six months ended June 30, 2010  
(Unaudited)  
(Dollars and shares in thousands)

|   | Series F        |          | Common |        | Additional<br>paid-in<br>capital | Distribution<br>in excess<br>of<br>accumulated<br>earnings | Accumulated<br>other<br>comprehensive<br>income | Noncontrolling<br>Interest | Total       |
|---|-----------------|----------|--------|--------|----------------------------------|--|---|----------------------------|-------------|
|   | Preferred stock | Shares   | Amount | Shares |                                  |  |   |                            |             |
| Balances at December 31, 2009   | 1,000           | \$25,000 | 28,849 | \$3    | \$1,275,251                      | \$(222,952)  | \$(24,206)                                      | \$220,445                  | \$1,273,541 |
| Comprehensive income:   |                 |          |        |        |                                  |  |   |                            |             |
| Net income  | -               | -        | -      | -      | -                                | 23,694   | -   | 8,034                      | 31,728      |
| Reversal of unrealized gains<br>upon the sale of marketable<br>securities           | -               | -        | -      | -      | -                                | -  | (7,981 )  | (654 )                     | (8,635)     |
| Change in fair value of cash<br>flow hedges and amortization of<br>swap settlements | -               | -        | -      | -      | -                                | -  | (39,363)  | (3,223 )                   | (42,586)    |
| Change in fair value of<br>marketable securities                                    | -               | -        | -      | -      | -                                | -  | 2,759   | 227                        | 2,986       |
| Comprehensive income  |                 |          |        |        |                                  |  |   |                            | (16,507)    |
| Issuance of common stock<br>under:  |                 |          |        |        |                                  |  |   |                            |             |
| Stock option and restricted stock<br>plans  | -               | -        | 64     | -      | 2,680                            | -  | -   | -                          | 2,680       |
| Sale of common stock  | -               | -        | 642    | -      | 63,003                           | -  | -   | -                          | 63,003      |
| Equity based compensation<br>costs  | -               | -        | -      | -      | (164 )                           | -  | -   | 1,436                      | 1,272       |
| Retirement of exchangeable<br>bonds   | -               | -        | -      | -      | (95 )                            | -  | -   | -                          | (95)        |
| Contributions from<br>noncontrolling interest                                       | -               | -        | -      | -      | -                                | -  | -   | 3,990                      | 3,990       |
| Distributions to noncontrolling<br>interest   | -               | -        | -      | -      | -                                | -  | -   | (12,338 )                  | (12,338)    |
| Dividends declared  | -               | -        | -      | -      | -                                | (61,708 )  | -   | -                          | (61,708)    |
| Redemptions of noncontrolling<br>interest   | -               | -        | -      | -      | (16,347 )                        | -  | -   | (4,718 )                   | (21,065)    |
| Balances at June 30, 2010   | 1,000           | \$25,000 | 29,555 | \$3    | \$1,324,328                      | \$(260,966)  | \$(68,791)                                      | \$213,199                  | \$1,232,773 |

See accompanying notes to the unaudited condensed consolidated financial statements.

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ESSEX PROPERTY TRUST, INC. AND SUBSIDIARIES  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)  
(Dollars in thousands)

|   | Six Months Ended<br>June 30, |           |
|---|------------------------------|-----------|
|   | 2010                         | 2009      |
| Net cash provided by operating activities                             | \$89,414                     | \$89,234  |
| Cash flows used in investing activities:                              |                              |           |
| Additions to real estate:   |                              |           |
| Acquisitions  | (6,757 )                     | -         |
| Improvements to recent acquisitions                                   | (725 )                       | (251 )    |
| Redevelopment expenditures  | (6,951 )                     | (14,372 ) |
| Revenue generating capital expenditures                               | (358 )                       | (143 )    |
| Non-revenue generating capital expenditures                           | (10,962 )                    | (8,953 )  |
| Additions to real estate under development                            | (53,414 )                    | (49,957 ) |
| Dispositions of real estate   | -                            | 26,692    |
| Changes in restricted cash and refundable deposits                    | (5,733 )                     | 20,693    |
| Purchases of marketable securities                                    | (18,276 )                    | (88,498 ) |
| Sales and maturities of marketable securities                         | 65,919                       | 15,200    |
| Proceeds from tax credit investor                                     | -                            | 3,762     |
| Purchases of and advances under notes and other receivables           | (21,227 )                    | (1,482 )  |
| Collections of notes and other receivables                            | 1,826                        | 2,938     |
| Contributions to co-investments                                       | (66,498 )                    | (270 )    |
| Net cash used in investing activities                                 | (123,156 )                   | (94,641 ) |
| Cash flows from financing activities:                                 |                              |           |
| Borrowings under mortgage and other notes payable and lines of credit | 212,764                      | 227,386   |
| Repayment of mortgage and other notes payable and lines of credit     | (163,817 )                   | (84,640 ) |
| Additions to deferred charges   | (623 )                       | (1,712 )  |
| Retirement of exchangeable bonds                                      | (1,842 )                     | (66,460 ) |
| Retirement of common stock  | -                            | (20,271 ) |
| Retirement of preferred stock, Series G                               | -                            | (32,572 ) |
| Net proceeds from stock options exercised                             | 2,212                        | 546       |
| Net proceeds from issuance of common stock                            | 63,003                       | 75,828    |
| Contributions from noncontrolling interest                            | 3,990                        | -         |
| Distributions to noncontrolling interest                              | (12,337 )                    | (10,824 ) |
| Redemptions of noncontrolling interest                                | (21,065 )                    | (739 )    |
| Common and preferred stock dividends paid                             | (60,836 )                    | (57,609 ) |
| Net cash provided by financing activities                             | 21,449                       | 28,933    |
| Net (decrease) increase in cash and cash equivalents                  | (12,293 )                    | 23,526    |
| Cash and cash equivalents at beginning of period                      | 20,660                       | 41,909    |
| Cash and cash equivalents at end of period                            | \$8,367                      | \$65,435  |
| Supplemental disclosure of cash flow information:                     |                              |           |
|   | \$40,048                     | \$39,149  |

Cash paid for interest, net of \$5.8 million and \$5.9 million capitalized in 2010 and 2009, respectively

Supplemental disclosure of noncash investing and financing activities:

|  |          |          |
|--|----------|----------|
| Change in accrual of dividends   | \$874    | \$666    |
| Change in value of cash flow hedge liabilities   | \$42,040 | \$42,110 |
| Change in fair value of marketable securities  | \$5,650  | \$5,417  |
| Mortgage note assumed in connection with purchase of real estate including the loan premium recorded | \$12,444 | \$-      |
| Change in construction payable   | \$3,746  | \$9,943  |
| Accrual for the purchase of marketable securities  | \$-      | \$10,741 |

See accompanying notes to the unaudited condensed consolidated financial statements.

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ESSEX PROPERTY TRUST, INC. AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
June 30, 2010 and 2009  
(Unaudited)

(1) Organization and Basis of Presentation

The unaudited condensed consolidated financial statements of the Company are prepared in accordance with U.S. generally accepted accounting principles for interim financial information and in accordance with the instructions to Form 10-Q. In the opinion of management, all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows for the periods presented have been included and are normal and recurring in nature, except as otherwise noted. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company's annual report on Form 10-K for the year ended December 31, 2009.

All significant intercompany balances and transactions have been eliminated in the condensed consolidated financial statements.

The unaudited condensed consolidated financial statements for the three and six months ended June 30, 2010 and 2009 include the accounts of the Company and Essex Portfolio, L.P. (the "Operating Partnership", which holds the operating assets of the Company). The Company is the sole general partner in the Operating Partnership, with a 93.1% general partnership interest as of June 30, 2010. Total Operating Partnership units outstanding were 2,202,907 and 2,398,479 as of June 30, 2010 and December 31, 2009, respectively, and the redemption value of the units, based on the closing price of the Company's common stock totaled \$214.9 million and \$200.6 million, as of June 30, 2010 and December 31, 2009, respectively.

As of June 30, 2010, the Company owned or had ownership interests in 134 apartment communities, (aggregating 27,405 units) (collectively, the "Communities", and individually, a "Community"), five office and commercial buildings and five active development projects (collectively, the "Portfolio"). The Communities are located in Southern California (Los Angeles, Orange, Riverside, Santa Barbara, San Diego, and Ventura counties), Northern California (the San Francisco Bay Area) and the Seattle metropolitan area.

Fund Activities

Essex Apartment Value Fund II, L.P. ("Fund II") is an investment fund formed by the Company to add value through rental growth and asset appreciation, utilizing the Company's development, redevelopment and asset management capabilities. Fund II has eight institutional investors, and the Company, with combined partner equity contributions of \$265.9 million. The Company contributed \$75.0 million to Fund II, which represents a 28.2% interest as general partner and limited partner. Fund II utilized leverage equal to approximately 55% upon the initial acquisition of the underlying real estate. Fund II invested in apartment communities in the Company's targeted West Coast markets and, as of June 30, 2010, owned 14 apartment communities. The Company records revenue for its asset management, property management, development and redevelopment services when earned, and promote income when realized if Fund II exceeds certain financial return benchmarks.

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ESSEX PROPERTY TRUST, INC. AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
June 30, 2010 and 2009  
(Unaudited)

## Marketable Securities

As of June 30, 2010, marketable securities consisted primarily of investment-grade unsecured bonds, a mortgage backed security and investment funds that invest in U.S. treasury or agency securities. As of June 30, 2010, the Company classified its investment in the mortgage backed security as held to maturity, which matures November 2019, and accordingly, this security is stated at its amortized cost of \$17.7 million. The estimated fair value of the mortgage backed security (a level 2 security) is approximately equal to the carrying value. As of June 30, 2010 the Company classified the following marketable securities as available for sale (dollars in thousands):

|                                  | June 30, 2010    |                 |                  |
|----------------------------------|------------------|-----------------|------------------|
|                                  | Amortized        | Gross           | Fair             |
|                                  | Cost             | Unrealized      | Value            |
|                                  |                  | Gain/(Loss)     |                  |
| Investment-grade unsecured bonds | \$ 53,218        | \$ 5,743        | \$ 58,961        |
| Investment funds - US treasuries | 15,696           | 129             | 15,825           |
| <b>Total</b>                     | <b>\$ 68,914</b> | <b>\$ 5,872</b> | <b>\$ 74,786</b> |

|                                  | December 31, 2009 |                  |                   |
|----------------------------------|-------------------|------------------|-------------------|
|                                  | Amortized         | Gross            | Fair              |
|                                  | Cost              | Unrealized       | Value             |
|                                  |                   | Gain/(Loss)      |                   |
| Investment-grade unsecured bonds | \$ 110,338        | \$ 12,718        | \$ 123,056        |
| Investment funds - US treasuries | 12,040            | (252 )           | 11,788            |
| <b>Total</b>                     | <b>\$ 122,378</b> | <b>\$ 12,466</b> | <b>\$ 134,844</b> |

The Company uses the specific identification method to determine the cost basis of a security sold and to reclassify amounts from accumulated other comprehensive income for securities sold. For the three and six months ended June 30, 2010, the proceeds from sales of available for sale securities totaled \$22.5 million and \$64.7 million, respectively. These sales all resulted in gains, which totaled \$4.0 million and \$9.0 million for the three and six months ended June 30, 2010, respectively.

Contractual maturities of the marketable securities classified as available for sale as of June 30, 2010 were as follows:

|                   | Amount           |
|-------------------|------------------|
| Due in 1-5 years  | \$ 45,469        |
| Due in 5-10 years | 29,317           |
| <b>Total</b>      | <b>\$ 74,786</b> |

The Company reports its available for sale securities at fair value, based on quoted market prices (Level 2 for the unsecured bonds and level 1 for the investment funds, as defined by the Financial Accounting Standards Board ("FASB") standard entitled "Fair Value Measurements and Disclosures" as discussed later in Note 1), and any unrealized gain or loss is recorded as other comprehensive income (loss). There were no impairment charges for the three and six months ended June 30, 2010 and 2009. Realized gains and losses and interest income are included in interest and other income on the condensed consolidated statement of operations. Amortization of unearned discounts is included

in interest income.

#### Variable Interest Entities

The Company consolidates 19 DownREIT limited partnerships (comprising twelve communities), an office building that is subject to loans made by the Company, and 55 low income housing units since the Company is the primary beneficiary of these variable interest entities (“VIEs”). Total DownREIT units outstanding were 1,124,980 and 1,129,205 as of June 30, 2010 and December 31, 2009 respectively, and the redemption value of the units, based on the closing price of the Company’s common stock totaled \$109.7 million and \$94.5 million, as of June 30, 2010 and December 31, 2009, respectively. The consolidated total assets and liabilities related to these VIEs, net of intercompany eliminations, were approximately \$230.5 million and \$157.8 million, respectively, as of June 30, 2010 and \$237.9 million and \$164.4 million, respectively, as of December 31, 2009. Interest holders in VIEs consolidated by the Company are allocated net income equal to the cash payments made to those interest holders or distributions from cash flow. The remaining results of operations are generally allocated to the Company. As of June 30, 2010 and December 31, 2009, the Company did not have any VIE’s of which it was not deemed to be the primary beneficiary.

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ESSEX PROPERTY TRUST, INC. AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
June 30, 2010 and 2009  
(Unaudited)

Stock-Based Compensation

The Company accounts for share based compensation using the fair value method of accounting. The estimated fair value of stock options granted by the Company is being amortized over the vesting period of the stock options. The estimated grant date fair values of the long term incentive plan units (discussed in Note 13, "Stock Based Compensation Plans," in the Company's Form 10-K for the year ended December 31, 2009) are being amortized over the expected service periods.

Stock-based compensation expense for options and restricted stock totaled \$0.3 million and \$0.2 million for the three months ended June 30, 2010 and 2009, respectively, and \$0.5 million for the six months ended June 30, 2010 and 2009, respectively. The intrinsic value of the stock options exercised during the three months ended June 30, 2010 and 2009 totaled \$0.5 million and \$0.0, and \$1.5 million and \$0.4 million for the six months ended June 30, 2010 and 2009, respectively. As of June 30, 2010, the intrinsic value of the stock options outstanding and fully vested totaled \$5.6 million. As of June 30, 2010, total unrecognized compensation cost related to unvested share-based compensation granted under the stock option and restricted stock plans totaled \$3.6 million. The cost is expected to be recognized over a weighted-average period of 1 to 3 years for the stock option plans and is expected to be recognized straight-line over 7 years for the restricted stock awards.

The Company has adopted an incentive program involving the issuance of Series Z and Series Z-1 Incentive Units (collectively referred to as "Z Units") of limited partnership interest in the Operating Partnership. Stock-based compensation expense for Z Units totaled \$0.8 million and \$0.4 million for the three months ended June 30, 2010 and 2009, respectively, and \$1.4 million and \$0.8 million for the six months ended June 30, 2010 and 2009, respectively.

During June 2010, the Operating Partnership issued 108,000 Series Z-1 Incentive Units (the "2010 Z-1 Units") of limited partner interest to twenty executives of the Company in exchange for cash from seven executive officers of the Company, and a capital commitment from the remaining thirteen executives of \$1.00 per 2010 Z-1 Unit. The 2010 Z-1 Units are convertible one-for-one into common units of the Operating Partnership (which, in turn, are convertible into common stock of the Company) upon the earlier to occur of 100 percent vesting of the units or the year 2025. The conversion ratchet (accounted for as vesting) of the 2010 Z-1 Units into common units, will increase to 20 percent effective January 1, 2011 if the Company achieves the FFO target of \$4.75 per diluted share in 2010. Each year thereafter, vesting of the 2010 Z-1 Units will be consistent with the Company's annual FFO growth, but is not to be less than zero or greater than 14 percent. The 2010 Z-1 Unit holders are entitled to receive 10 percent of dividends distributed to common stockholders in 2010, and if the Company achieves the FFO target of \$4.75 per diluted share in 2010, the 2010 Z-1 Unit holders will be entitled to 25 percent of annual dividends paid in 2011. Each year thereafter, the percent of distributions received by the 2010 Z-1 Unit holders will increase by the same percentage amounts that the 2010 Z-1 Units vesting increases, provided that once the 2010 Z-1 Units holders receive distributions of 30 percent, such distribution percentage will not increase further until the 2010 Z-1 Unit vesting is at the 30 percent level. Once such vesting percentage is at the 30 percent level, subsequent distribution for 2010 Z-1 Unit holders will be equal to the vesting percentage with the 2010 Z-1 units.

Stock-based compensation capitalized for stock options, restricted stock awards, and the Z Units totaled \$0.2 million and \$0.1 million for the three months ended June 30, 2010 and 2009, respectively, and \$0.4 and \$0.2 for the six months ended June 30, 2010 and 2009, respectively. As of June 30, 2010, the intrinsic value of the Z Units subject to future vesting totaled \$15.0 million. As of June 30, 2010, total unrecognized compensation cost related to Z Units

subject to future vesting totaled \$9.9 million. The unamortized cost is expected to be recognized over the next year to fifteen years subject to the achievement of the stated performance criteria.



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Fair Value of Financial Instruments

The Company values its financial instruments based on the fair value hierarchy of valuation techniques described in the FASB statement entitled “Fair Value Measurements and Disclosures”. Level 1 inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and inputs other than quoted prices observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability.

The Company uses Level 1 inputs for the fair values of its cash equivalents and its marketable securities except for unsecured bonds and mortgage backed securities. The Company uses Level 2 inputs for its investments in unsecured bonds, mortgage backed securities, notes receivable, notes payable, and cash flow hedges. These inputs include interest rates for similar financial instruments. The Company’s valuation methodology for cash flow hedges is described in more detail in Note 8. The Company does not use Level 3 inputs to estimate fair values of any of its financial instruments. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Management believes that the carrying amounts of its amounts outstanding under lines of credit, notes receivable and other receivables from related parties, and notes and other receivables approximate fair value as of June 30, 2010 and December 31, 2009, because interest rates, yields and other terms for these instruments are consistent with yields and other terms currently available for similar instruments. Management has estimated that the fair value of the Company’s \$1.38 billion of fixed rate debt at June 30, 2010 is approximately \$1.44 billion and the fair value of the Company’s \$264.5 million of variable rate debt, excluding borrowings under the lines of credit, at June 30, 2010 is \$242.0 million based on the terms of existing mortgage notes payable and variable rate demand notes compared to those available in the marketplace. Management believes that the carrying amounts of cash and cash equivalents, restricted cash, accounts payable and accrued liabilities, other liabilities and dividends payable approximate fair value as of June 30, 2010 due to the short-term maturity of these instruments. Marketable securities and cash flow hedge liabilities are carried at fair value as of June 30, 2010, as discussed further above and in Note 8.

Accounting Estimates and Reclassifications

The preparation of condensed consolidated financial statements, in accordance with U.S. generally accepted accounting principles, requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to acquiring, developing and assessing the carrying values of its real estate properties, its investments in and advances to joint ventures and affiliates, its notes receivables and its qualification as a Real Estate Investment Trust (“REIT”). The Company bases its estimates on historical experience, current market conditions, and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may vary from those estimates and those estimates could be different under different assumptions or conditions.

Reclassifications for discontinued operations have been made to prior year statements of operations balances in order to conform to current year presentation. Such reclassifications have no impact on reported earnings, cash flows, total assets or total liabilities.

New Accounting Pronouncements

In June 2009, the FASB issued an accounting standard entitled, "Amendments to FASB Interpretation No. 46(R)", that amends existing standards, which among other things, replaces the quantitative-based risks and rewards calculation for determining which enterprise, if any, has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. The Company adopted the standard on January 1, 2010 and there was no impact on the Company's condensed consolidated financial statements.

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(2) Significant Transactions During the Second Quarter of 2010 and Subsequent Events

(a) Acquisitions

In late June, the Company acquired Eagle Rim, a 156-unit community located in Redmond, Washington for \$18.6 million, and in July the Company acquired 101 San Fernando, a 323-unit community with 9,200 square feet of retail located in downtown San Jose, California for \$64.1 million and The Commons, a 264-unit garden-style community located in Campbell, California for \$42.5 million.

(b) Equity

During the second quarter, the Company issued 437,200 shares of common stock at an average price of \$106.11, for \$45.7 million, net of fees and commissions.

(c) Marketable Securities

During the second quarter, the Company sold \$22.5 million of investment grade unsecured bonds for a gain of \$4.0 million.

(d) Notes Receivable

As discussed in note 4, during May, the Company purchased a note secured by Santee Court, a 165-unit condo community with 38,500 square feet of retail located in downtown Los Angeles, California for \$21.0 million. The note was purchased at approximately a 20% discount to the principal value and the note is due in October 2010.

(e) Debt

In conjunction with the acquisition of Eagle Rim, the Company assumed an \$11.9 million mortgage note liability at a fixed rate of 5.3% which matures in July 2019. Based on currently available borrowing rates, the Company recorded a loan premium reducing the interest rate to be recognized on this loan to 4.5%.

In July 2010, the Company paid-off two maturing loans that were cross collateralized by five communities totaling \$129.5 million, including a \$73.6 million loan at a fixed rate of 8.2% and a \$55.9 million loan at a fixed rate of 7.7%. The Company obtained fixed rate mortgage loans totaling \$130.1 million secured by Hillcrest Park and Bel Air for \$72.2 million and \$57.9 million, respectively, which mature in July 2020, at a fixed rate of 4.6%. These two communities were part of the cross collateralized loans paid-off in July, and the remaining three communities are now unencumbered. The Company also settled \$100 million of forward starting swaps in July for \$16.7 million in payments to the counterparties, which increased the effective interest on these two mortgage loans to 6.0%.

In July 2010, the joint venture that owns Essex Skyline at MacArthur Place obtained an \$80.0 million secured loan, for a four year term plus a one year extension, at an interest rate of LIBOR + 285 basis points.

In July 2010, the Company financed the acquisition of 101 San Fernando with \$35.2 million of tax exempt bonds due in years 2037 and 2046 (the "Bonds") with Citibank, N.A. ("Citibank"). The Company entered into a total return swap

transaction (the “Swap”) with respect to these Bonds with Citibank, and under the terms of the Swap, Essex pays a variable amount equal to the SIFMA Index (Securities Industry and Financial Markets Association), plus 150 basis points on a notional amount equal to the accreted value (accretion from the initial discount purchase price to the par amount on the call date of September 1, 2012 and thereafter) of the outstanding Bonds. In return, Citibank pays an amount equal to the coupon on the Bonds multiplied by the par notional amount. The swap has a termination date of July 2013, and may be terminated by the Company at any time commencing after one year and by Citibank if certain events occur. Upon termination of the Swap, a payment equal to the change in value of the Bonds will occur, irrespective if the termination occurs before or on the stated termination date. If the Bonds decline in value the Company will be obligated to make a payment equal to 100% of the price depreciation, and if the Bonds increase in value, Citibank will be obligated to make a payment equal to 85% of the price appreciation. In addition to the change in value payment upon termination of the Swap, whether early or on the stated termination date, Citibank will be obligated to pay the Company an amount equal to the bond accretion (the difference between initial discount purchase price and accreted value as described above) on such termination date.

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## (3) Co-investments

The Company has joint venture investments in co-investments, which are accounted for under the equity method. The joint ventures own, operate and develop apartment communities. The following table details the Company's co-investments (dollars in thousands):

|  | June 30,<br>2010 | December 31,<br>2009 |
|--|------------------|----------------------|
| Investments in joint ventures accounted for under the equity method of accounting:   |                  |                      |
| Limited partnership interest of 27.2% and general partner interest of 1% in Essex Apartment Value Fund II, L.P ("Fund II") | \$ 70,294        | \$ 70,283            |
| Membership interest in a limited liability company that owns Essex Skyline at MacArthur Place                              | 66,946           | -                    |
|  | 137,240          | 70,283               |
| Investments accounted for under the cost method of accounting:   |                  |                      |
| Series A Preferred Stock interest in Multifamily Technology Solutions, Inc   | 500              | 500                  |
| Total co-investments   | \$ 137,740       | \$ 70,783            |

The combined summarized balance sheet and statements of operations for co-investments, which are accounted for under the equity method, are as follows (dollars in thousands).

|   | June 30,<br>2010 | December 31,<br>2009 |
|---|------------------|----------------------|
| Balance sheets:                                     |                  |                      |
| Rental properties and real estate under development | \$ 658,102       | \$ 489,352           |
| Other assets  | 24,190           | 30,458               |
| Total assets  | \$ 682,292       | \$ 519,810           |
| Mortgage notes                                      | \$ 300,321       | \$ 312,859           |
| Other liabilities                                   | 5,617            | 6,645                |
| Equity  | 376,354          | 200,306              |
| Total liabilities and equity                        | \$ 682,292       | \$ 519,810           |
| Company's share of equity                           | \$ 137,240       | \$ 70,283            |

|                           | Three Months Ended<br>June 30, |      | Six Months Ended<br>June 30, |      |
|---------------------------|--------------------------------|------|------------------------------|------|
|                           | 2010                           | 2009 | 2010                         | 2009 |
| Statements of operations: |                                |      |                              |      |

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|                                      |          |          |           |          |
|--------------------------------------|----------|----------|-----------|----------|
| Property revenues                    | \$12,482 | \$11,708 | \$24,810  | \$23,538 |
| Property operating expenses          | (5,533 ) | (4,665 ) | (10,662 ) | (8,817 ) |
| Net property operating income        | 6,949    | 7,043    | 14,148    | 14,721   |
| Interest expense                     | (2,950 ) | (2,653 ) | (5,911 )  | (4,846 ) |
| Depreciation and amortization        | (4,756 ) | (3,769 ) | (9,209 )  | (7,381 ) |
| Total net (loss) income              | \$(757 ) | \$621    | \$(972 )  | \$2,494  |
| Company's share of net (loss) income | \$(360 ) | \$158    | \$(401 )  | \$696    |

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## (4) Notes and Other Receivables

Notes receivable secured by real estate, and other receivables consist of the following as of June 30, 2010 and December 31, 2009 (dollars in thousands):

|  | June 30,<br>2010 | December 31,<br>2009 |
|--|------------------|----------------------|
| Note receivable, secured, bearing interest at 4.95%, due October 2010          | \$21,495         | \$ -                 |
| Note receivable, secured, bearing interest at 8.0%, due November 2010          | 971              | 971                  |
| Note receivable, secured, bearing interest at LIBOR + 4.75%, due March 2011    | 7,391            | 7,317                |
| Note receivable, secured, bearing interest at LIBOR + 3.69%, due June 2011     | 6,527            | 6,742                |
| Note receivable, secured, bearing interest at 6.5%, due August 2011            | 3,221            | 3,199                |
| Note receivable, secured, bearing interest at LIBOR + 3.25%, due December 2012 | 10,939           | 12,551               |
| Other receivables  | 4,665            | 5,525                |
|  | \$55,209         | \$ 36,305            |

In May, 2010, the Company purchased a loan secured by the community known as “Santee Court” located in Los Angeles, California. This \$25.8 million loan was purchased at a discount for \$21.0 million. The loan is interest only at 4.95%, and matures on October 31, 2010.

In the second quarter of 2010, the borrower on the bridge loan secured by 301 Ocean Avenue a 47-unit apartment community located in Santa Monica, California made a principal payment of \$1.6 million and the Company extended the maturity of the loan until December 2012. Also during the second quarter the borrower on the loan secured by Emeryville Marketplace, a mixed use commercial property located in Emeryville, California made a \$0.2 million principal payment and extended the maturity of the loan until June 2011.

## (5) Related Party Transactions

Management and other fees from affiliates include management, development and redevelopment fees from Fund II of \$1.0 million and \$1.2 million for the three months ended June 30, 2010 and 2009, respectively, and \$2.0 million and \$2.4 million for the six months ended June 30, 2010 and 2009 respectively and property acquisition fee of \$0.5 million from the limited liability company that owns Skyline at MacArthur Place for the six months ended June 30, 2010. All of these fees are net of intercompany amounts eliminated by the Company.

An Executive Vice President of the Company invested \$4.0 million for a 6% limited partnership interest in a partnership with the Company that acquired a 50% interest in a limited liability company that acquired Essex Skyline at MacArthur Place. The Executive Vice President’s investment is equal to a pro-rata share of the contributions, and distributions resulting from distributable cash generated by Essex Skyline at MacArthur Place will be calculated in the same manner as the calculation of distributions to the third party investor. The Executive Vice President does not participate in any promote interest or fees paid to the Company by the Essex Skyline at MacArthur Place joint venture.

In May 2010, the Board of Directors approved the partial redemption for cash by the Operating Partnership, of limited Operating Partnership units that were held by the Company's Chairman and founder, Mr. George M. Marcus at \$106.76 per unit representing a 2% discount from the closing price of the Company's common stock on May 17, 2010. The Operating Partnership purchased 187,334 units from Mr. Marcus. Under the Operating Partnership's partnership agreement, limited partnership units are exchangeable on a one-for-one basis into shares of the Company's common stock, or at the Company's option, for cash. This transaction reduced Mr. Marcus' ownership from 1,063,056 limited partnership units in the Operating Partnership to 875,722 units and following the transaction Mr. Marcus beneficially owned 1,587,041 shares or share equivalents of the Company's stock. The redemption was requested by the Chairman to achieve his estate planning objectives.



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## (6) Segment Information

The Company defines its reportable operating segments as the three geographical regions in which its apartment communities are located: Southern California, Northern California and Seattle Metro. Excluded from segment revenues are properties classified in discontinued operations, management and other fees from affiliates, and interest and other income. Non-segment revenues and net operating income included in the following schedule also consist of revenue generated from commercial properties which are primarily office buildings. Other non-segment assets include co-investments, real estate under development, cash and cash equivalents, marketable securities, notes receivable, other assets and deferred charges. The revenues, net operating income, and assets for each of the reportable operating segments are summarized as follows for the three months ended June 30, 2010 and 2009 (dollars in thousands):

|   | Three Months Ended<br>June 30, |            |
|---|--------------------------------|------------|
|   | 2010                           | 2009       |
| Revenues:                                 |                                |            |
| Southern California                       | \$ 50,954                      | \$ 51,809  |
| Northern California                       | 29,973                         | 30,497     |
| Seattle Metro                             | 16,712                         | 18,083     |
| Other real estate assets                  | 1,975                          | 2,087      |
| Total property revenues                   | \$ 99,614                      | \$ 102,476 |
| Net operating income:                     |                                |            |
| Southern California                       | \$ 34,009                      | \$ 35,077  |
| Northern California                       | 19,243                         | 20,361     |
| Seattle Metro                             | 10,124                         | 11,622     |
| Other real estate assets                  | 1,240                          | 1,583      |
| Total net operating income                | 64,616                         | 68,643     |
| Depreciation and amortization             | (31,261 )                      | (28,903 )  |
| Interest expense                          | (21,004 )                      | (21,509 )  |
| Interest and other income                 | 7,085                          | 2,867      |
| General and administrative                | (6,219 )                       | (5,852 )   |
| Management and other fees from affiliates | 1,022                          | 1,156      |
| Equity (loss) income from co-investments  | (360 )                         | 158        |
| (Loss) gain on early retirement of debt   | (10 )                          | -          |
| Income before discontinued operations     | \$ 13,869                      | \$ 16,560  |

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The revenues, net operating income, and assets of the reportable operating segments are summarized as follows or the six months ended June 30, 2010 and 2009 (dollars in thousands):

|   | Six Months Ended<br>June 30, |            |
|---|------------------------------|------------|
|   | 2010                         | 2009       |
| Revenues:                                 |                              |            |
| Southern California                       | \$ 101,880                   | \$ 104,105 |
| Northern California                       | 59,961                       | 61,339     |
| Seattle Metro                             | 33,440                       | 36,801     |
| Other real estate assets                  | 4,039                        | 4,145      |
| Total property revenues                   | \$ 199,320                   | \$ 206,390 |
| Net operating income:                     |                              |            |
| Southern California                       | \$ 68,021                    | \$ 70,904  |
| Northern California                       | 39,043                       | 41,739     |
| Seattle Metro                             | 20,698                       | 24,027     |
| Other real estate assets                  | 2,362                        | 2,764      |
| Total net operating income                | 130,124                      | 139,434    |
| Depreciation and amortization             | (61,748 )                    | (57,868 )  |
| Interest expense                          | (41,841 )                    | (41,713 )  |
| General and administrative                | (11,837 )                    | (12,084 )  |
| Impairment and other charges              | -                            | (5,752 )   |
| Management and other fees from affiliates | 2,500                        | 2,354      |
| (Loss) gain on early retirement of debt   | (10 )                        | 6,124      |
| Interest and other income                 | 14,941                       | 6,154      |
| Equity (loss) income from co-investments  | (401 )                       | 696        |
| Income before discontinued operations     | \$ 31,728                    | \$ 37,345  |

Total assets for each of the reportable operating segments are summarized as follows as of June 30, 2010 and December 31, 2009:

|  | June 30,<br>2010 | December 31,<br>2009 |
|--|------------------|----------------------|
| Assets:  |                  |                      |
| Southern California                                    | \$ 1,220,391     | \$ 1,239,657         |
| Northern California                                    | 908,048          | 923,103              |
| Seattle Metro  | 428,508          | 417,708              |
| Other real estate assets                               | 83,066           | 82,998               |
| Net reportable operating segments - real estate assets | 2,640,013        | 2,663,466            |
| Real estate under development                          | 331,266          | 274,965              |
| Cash and cash equivalents                              | 27,796           | 37,934               |
| Marketable securities                                  | 92,510           | 134,844              |

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|                             |              |              |
|-----------------------------|--------------|--------------|
| Co-investments              | 137,740      | 70,783       |
| Notes and other receivables | 55,209       | 36,305       |
| Other non-segment assets    | 39,648       | 36,340       |
| Total assets                | \$ 3,324,182 | \$ 3,254,637 |

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## (7) Net Income Per Common Share

(Amounts in thousands, except per share and unit data)

|   | Three Months Ended<br>June 30, 2010 |   |                                  | Three Months Ended<br>June 30, 2009 |   |                                  |
|---|-------------------------------------|---|----------------------------------|-------------------------------------|---|----------------------------------|
|   | Income                              | Weighted-average<br>Common<br>Shares    | Per<br>Common<br>Share<br>Amount | Income                              | Weighted-average<br>Common<br>Shares    | Per<br>Common<br>Share<br>Amount |
| <b>Basic:</b>   |                                     |   |                                  |                                     |   |                                  |
| Income from continuing operations available to common stockholders          | \$ 9,482                            | 29,329                                  | \$ 0.32                          | \$ 10,581                           | 26,831                                  | \$ 0.39                          |
| Income (loss) from discontinued operations available to common stockholders | -                                   | 29,329                                  | -                                | 834                                 | 26,831                                  | 0.04                             |
|   | 9,482                               |   | \$ 0.32                          | 11,415                              |   | \$ 0.43                          |
| Effect of Dilutive Securities (1)(2)  | -                                   | 73                                      |                                  | -                                   | 22                                      |                                  |
| <b>Diluted:</b>   |                                     |   |                                  |                                     |   |                                  |
| Income from continuing operations available to common stockholders          | \$ 9,482                            | 29,402                                  | \$ 0.32                          | \$ 10,581                           | 26,853                                  | \$ 0.39                          |
| Income from discontinued operations available to common stockholders        | -                                   | 29,402                                  | -                                | 834                                 | 26,853                                  | 0.04                             |
|   | \$ 9,482                            |   | \$ 0.32                          | \$ 11,415                           |   | \$ 0.43                          |
|   | Six Months Ended<br>June 30, 2010   |   |                                  | Six Months Ended<br>June 30, 2009   |   |                                  |
|   | Income                              | Weighted<br>Average<br>Common<br>Shares | Per<br>Common<br>Share<br>Amount | Income                              | Weighted<br>Average<br>Common<br>Shares | Per<br>Common<br>Share<br>Amount |
| <b>Basic:</b>   |                                     |   |                                  |                                     |   |                                  |
| Income before discontinued operations available to common stockholders      | \$ 22,609                           | 29,150                                  | \$ 0.78                          | \$ 50,462                           | 26,530                                  | \$ 1.90                          |
| Income (loss) from discontinued operations available to common stockholders | -                                   | 29,150                                  | -                                | 3,218                               | 26,530                                  | 0.12                             |
|   | 22,609                              |   | \$ 0.78                          | 53,680                              |   | \$ 2.02                          |
| Effect of Dilutive Securities (1)(2)  | -                                   | 64                                      |                                  | 3,133                               | 2,470                                   |                                  |

| Diluted:  |           |        |         |           |        |         |
|---|-----------|--------|---------|-----------|--------|---------|
| Income from continuing operations available to common stockholders (1)          | \$ 22,609 |        |         | \$ 50,462 |        | \$      |
| Add: noncontrolling interests OP unitholders                                    | -         |        |         | 2,905     |        |         |
| Adjusted income from continuing operations available to common stockholders (1) | 22,609    | 29,214 | 0.77    | \$ 53,367 | 29,000 | 1.84    |
| Income (loss) from discontinued operations available to common stockholders     | -         |        |         | 3,218     |        |         |
| Add: noncontrolling interests OP unitholders                                    | -         |        |         | 228       |        |         |
| Adjusted income from discontinued operations available to common stockholders   | -         | 29,214 | -       | 3,446     | 29,000 | 0.12    |
|   | \$ 22,609 |        | \$ 0.77 | \$ 56,813 |        | \$ 1.96 |

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(1) Weighted convertible limited partnership units of 2,357,321 and 2,388,406 which includes vested Series Z incentive units, for the three and six months ended June 30, 2010, respectively, were not included in the determination of diluted EPS because they were anti-dilutive. Convertible limited partnership units of 2,450,002 which includes vested Series Z incentive units, for the three months ended June 30, 2009 were excluded in the determination of diluted EPS because they were anti-dilutive. Convertible limited partnership units of 2,447,390, which includes vested Series Z incentive units, for the six months ended June 30, 2009 were included in the determination of diluted EPS because they were dilutive. The Company has the ability to redeem DownREIT limited partnership units for cash and does not consider them to be potentially dilutive securities.

The holders of the exchangeable notes may exchange, at the then applicable exchange rate, the notes for cash and, at the Company's option, a portion of the notes may be exchanged for Essex common stock; the exchange rate as of June 30, 2010 was \$100.65 per share of Essex common stock. During the three months ended June 30, 2010 the weighted average common stock price exceeded the strike price and therefore common stock issuable upon exchange of the exchangeable notes of 754 shares were included in the diluted share count as the effect was dilutive. During the six months ended June 30, 2010 the weighted average common stock price did not exceed the strike price and therefore common stock issuable upon exchange of the exchangeable notes were not included in the diluted share count as the effect was anti-dilutive.

Stock options of 131,664 and 263,721 for the three months ended June 30, 2010 and 2009, respectively, and 147,690 and 265,685 for the six months ended June 30, 2010 and 2009, respectively, were not included in the diluted earnings per share calculation because the exercise price of the options were greater than the average market price of the common shares for the three and six months ended and, therefore, were anti-dilutive. Stock options of 73,362 and 22,386 for the three months ended June 30, 2010 and 2009, respectively, and 64,051 and 22,937 for the six months ended June 30, 2010 and 2009, respectively, were included in the determination of diluted EPS.

All shares of cumulative convertible preferred stock Series G have been excluded from diluted earnings per share for the three and six months ended June 30, 2010 and 2009, as the effect of the approximately 33 thousand shares that would be issued upon conversion were anti-dilutive.

(2) For the three and six months ended June 30, 2010, net income allocated to convertible limited partnership units and vested Series Z units aggregating \$0.8 million and \$1.9 million, respectively, have been excluded from income available to common stock holders for the calculation of net income per common share since these units are excluded from the diluted weighted average common shares for the period. For the three months ended June 30, 2009, net income allocated to convertible limited partnership units and vested Series Z units aggregating \$1.3 million has been excluded from income available to common stock holders for the calculation of net income per common share since these units are excluded in the diluted weighted average common shares for the period. For the six months ended June 30, 2009, net income allocated to convertible limited partnership units and vested Series Z units aggregating \$3.1 million has been included in income available to common stock holders for the calculation of net income per common share since these units are included in the diluted weighted average common shares for the period.

(8) Derivative Instruments and Hedging Activities

Currently, the Company uses interest rate swaps and interest rate cap contracts to manage certain interest rate risks. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

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As of June 30, 2010 the Company had seven forward-starting interest rate swap contracts totaling a notional amount of \$375.0 million with interest rates ranging from 5.1% to 5.9% and settlements dates ranging from October 2010 to October 2011. These derivatives qualify for hedge accounting as they are expected to economically hedge the cash flows associated with future financing of debt between 2010 and 2011. The Company had twelve interest rate cap contracts totaling a notional amount of \$191.9 million that qualify for hedge accounting as they effectively limit the Company's exposure to interest rate risk by providing a ceiling on the underlying variable interest rate for the Company's \$213.8 million of tax exempt variable rate debt. The aggregate carrying value of the forward-starting interest rate swap contracts was a net liability of \$72.5 million and the aggregate carrying value of the interest rate cap contracts was an asset of \$0.3 million. The overall fair value of the derivatives changed by \$42.0 million during the six months ended June 30, 2010 to a net liability of \$72.2 million as of June 30, 2010, and the derivative liability was recorded in cash flow hedge liabilities in the Company's condensed consolidated financial statements. During July, the Company settled \$100 million of forward starting swaps for \$16.7 million in payments to the counterparties which increased the effective interest rate on two mortgage loans obtained in July 2010 for \$130.1 million from a fixed rate of 4.6% to an effective rate of 6.0%. The changes in the fair values of the derivatives are reflected in other comprehensive (loss) income in the Company's condensed consolidated financial statements. No hedge ineffectiveness on cash flow hedges was recognized during the quarters ended June 30, 2010 and 2009.

## (9) Discontinued Operations

In the normal course of business, the Company will receive offers for sale of its communities, either solicited or unsolicited. For those offers that are accepted, the prospective buyer will usually require a due diligence period before consummation of the transaction. It is not unusual for matters to arise that result in the withdrawal or rejection of the offer during this process. The Company classifies real estate as "held for sale" when the sale is considered to be probable.

In the first quarter of 2009, the Company sold Carlton Heights Villas, a 70-unit property located in Santee, California and Grand Regency, a 60-unit property in Escondido, California for an aggregate gain of \$2.4 million. During the second quarter of 2009, the Company sold Mountain View Apartments, a 106-unit community located in Camarillo, California for a gain of \$0.8 million. During the third quarter of 2009, the Company sold Spring Lake, a 69-unit community located in Seattle, Washington. During the fourth quarter of 2009, the Company sold Maple Leaf, a 48-unit community located in Seattle, Washington. The operations for these sold communities are included in discontinued operations for the three and six months ended June 30, 2009.

The components of discontinued operations are outlined below and include the results of operations for the respective periods that the Company owned such assets, as described above (dollars in thousands).

|                               | Three Months Ended<br>June 30, |        | Six Months Ended<br>June 30, |         |
|-------------------------------|--------------------------------|--------|------------------------------|---------|
|                               | 2010                           | 2009   | 2010                         | 2009    |
| Rental revenues               | \$-                            | \$729  | \$-                          | \$1,653 |
| Property operating expenses   | -                              | (293 ) | -                            | (649 )  |
| Depreciation and amortization | -                              | (170 ) | -                            | (409 )  |
| Income from real estate sold  | -                              | 266    | -                            | 595     |



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|                                     |     |       |     |         |
|-------------------------------------|-----|-------|-----|---------|
| Gain on sale                        | -   | 766   | -   | 3,238   |
| Internal disposition costs (1)      | -   | (140  | ) - | (387    |
| Income from discontinued operations | \$- | \$892 | \$- | \$3,446 |

(1) Internal disposition costs relate to a disposition incentive program established to pay incremental bonuses for the sale of certain of the Company's communities that are part of the program.

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(10) Commitments and Contingencies

The Company is subject to various lawsuits in the normal course of its business operations. Such lawsuits could, but are not expected to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our Condensed Consolidated Financial Statements and accompanying Notes thereto included elsewhere herein and with our 2009 Annual Report on Form 10-K for the year ended December 31, 2009 and our Current Report on Form 10-Q for the quarter ended June 30, 2010.

The Company is a fully integrated Real Estate Investment Trust ("REIT"), and its property revenues are generated primarily from apartment community operations. Our investment strategy has two components: constant monitoring of existing markets, and evaluation of new markets to identify areas with the characteristics that underlie rental growth. Our strong financial condition supports our investment strategy by enhancing our ability to quickly shift our acquisition, development, and disposition activities to markets that will optimize the performance of the portfolio.

As of June 30, 2010, we had ownership interests in 134 apartment communities, comprising 27,405 apartment units. Our apartment communities are located in the following major West Coast regions:

Southern California (Los Angeles, Orange, Riverside, Santa Barbara, San Diego and Ventura counties)

Northern California (the San Francisco Bay Area)

Seattle Metro (Seattle metropolitan area)

As of June 30, 2010, we also had ownership interests in five office and commercial buildings (with approximately 215,840 square feet).

As of June 30, 2010, our consolidated development pipeline was comprised of four development projects, two predevelopment projects, and four land parcels held for future development or sale aggregating 2,242 units, with total incurred costs of \$331.3 million. The estimated remaining project costs are \$86.4 million and the total active development project costs are \$417.7 million.

The Company has one unconsolidated joint venture development project, Essex Skyline at MacArthur Place, a 349-unit high rise condominium project. As of June 30, 2010 total costs incurred are \$129.5 million, with estimated remaining project costs of \$5.2 million for total estimated costs of \$134.7 million.

The Company's consolidated apartment communities are as follows:

| Apartment<br>Units  | % | Apartment<br>Units  | % |
|---------------------|---|---------------------|---|
| As of June 30, 2010 |   | As of June 30, 2009 |   |

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|                     |        |     |   |        |     |   |
|---------------------|--------|-----|---|--------|-----|---|
| Southern California | 12,334 | 51  | % | 12,264 | 50  | % |
| Northern California | 6,695  | 28  | % | 6,695  | 28  | % |
| Seattle Metro       | 5,249  | 21  | % | 5,338  | 22  | % |
| Total               | 24,278 | 100 | % | 24,297 | 100 | % |

Co-investments including Fund II communities and communities included in discontinued operations are not included in the table above for both years presented above.

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Comparison of the Three Months Ended June 30, 2010 to the Three Months Ended June 30, 2009

Our average financial occupancies for the Company's stabilized apartment communities or "Quarterly Same-Property" (stabilized properties consolidated by the Company for the quarters ended June 30, 2010 and 2009) increased 40 basis points to 97.2% as of June 30, 2010 from 96.8% as of June 30, 2009. Financial occupancy is defined as the percentage resulting from dividing actual rental revenue by total possible rental revenue. Actual rental revenue represents contractual rental revenue pursuant to leases without considering delinquency and concessions. Total possible rental revenue represents the value of all apartment units, with occupied units valued at contractual rental rates pursuant to leases and vacant units valued at estimated market rents. We believe that financial occupancy is a meaningful measure of occupancy because it considers the value of each vacant unit at its estimated market rate.

Market rates are determined using a variety of factors such as effective rental rates at the property based on recently signed leases and asking rates for comparable properties in the market. The recently signed effective rates at the property are used as the starting point in the determination of the market rates of vacant units. The Company then increases or decreases these rates based on the supply and demand in the apartment community's market. The Company will check the reasonableness of these rents based on its position within the market and compare the rents against the asking rents by comparable properties in the market. Financial occupancy may not completely reflect short-term trends in physical occupancy and financial occupancy rates as disclosed by other REITs may not be comparable to our calculation of financial occupancy.

For apartment communities that are development properties in lease-up without stabilized occupancy figures, the Company believes the physical occupancy rate is the appropriate performance metric. While an apartment community is in the lease-up phase, the Company's primary motivation is to stabilize the property which may entail the use of rent concessions and other incentives, and thus financial occupancy which is based on contractual revenue is not considered the best metric to quantify occupancy.

The regional breakdown of the Company's Quarterly Same-Property portfolio for financial occupancy for the quarter ended June 30, 2010 and 2009 is as follows:

|                     | Three months ended<br>June 30, |        |
|---------------------|--------------------------------|--------|
|                     | 2010                           | 2009   |
| Southern California | 97.1 %                         | 96.3 % |
| Northern California | 97.5 %                         | 97.7 % |
| Seattle Metro       | 97.3 %                         | 96.8 % |

The following table provides a breakdown of revenue amounts, including revenues attributable to the Quarterly Same-Property portfolio:

|  | Number of<br>Properties | Three Months Ended |      | Dollar<br>Change | Percentage<br>Change |
|--|-------------------------|--------------------|------|------------------|----------------------|
|  |                         | June 30,<br>2010   | 2009 |                  |                      |
| Property Revenues (dollars in thousands) |                         |                    |      |                  |                      |

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Quarterly Same-Property:

|  |     |          |           |           |       |    |
|--|-----|----------|-----------|-----------|-------|----|
| Southern California                      | 59  | \$49,169 | \$50,386  | \$(1,217) | (2.4) | )% |
| Northern California                      | 29  | 28,451   | 30,050    | (1,599)   | (5.3) | )  |
| Seattle Metro                            | 23  | 14,723   | 16,200    | (1,477)   | (9.1) | )  |
| Total Quarterly Same-Property revenues   | 111 | 92,343   | 96,636    | (4,293)   | (4.4) | )  |
| Quarterly Non-Same Property Revenues (1) |     | 7,271    | 5,840     | 1,431     | 24.5  |    |
| Total property revenues                  |     | \$99,614 | \$102,476 | \$(2,862) | (2.8) | )% |

(1) Includes two communities acquired after April 1, 2009, two redevelopment communities, four development communities, and three commercial buildings.

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Quarterly Same-Property Revenues decreased by \$4.3 million or 4.4% to \$92.3 million in the second quarter of 2010 from \$96.6 million in the second quarter of 2009. The decrease was primarily attributable to a decrease in scheduled rents of \$5.5 million as reflected in a decrease of 5.8% in average rental rates from \$1,375 per unit in the second quarter of 2009 to \$1,295 per unit in the second quarter of 2010. Scheduled rents decreased in all regions by 4.2%, 6.0%, and 10.6% in Southern California, Northern California, and Seattle Metro, respectively. The Company has experienced a decrease in scheduled rents due to the slowdown in the economy coupled with job losses during 2009. During 2009, through the second quarter of 2010, the Company experienced a decrease in gross revenue in comparison to the prior year in the Company's markets from the reduction in rents from leases entered during those periods. The decrease in scheduled rents was partially offset by an increase of occupancy of 40 basis points or \$0.6 million, from 96.8% for the second quarter of 2009 to 97.2% for the second quarter of 2010. Bad debt expense decreased \$0.4 million, and rent concessions, ratio utility billing system ("RUBS") income, and other income, were consistent between quarters. The Company expects that total Quarterly Same-Property revenues will decrease slightly in the third quarter of 2010 from the same period in 2009, due to an expected decrease in scheduled rents and/or occupancy compared to the same period in 2009. The Company expects total Quarterly Same-Property revenues for the third quarter of 2010 will be slightly higher than the second quarter of 2010 due to an increase in scheduled rents.

Quarterly Non-Same Property Revenues increased by \$1.4 million or 24.5% to \$7.3 million in the second quarter of 2010 from \$5.8 million in the second quarter of 2009. The increase was primarily due to four development communities and two communities acquired since April 1, 2009.

Real Estate taxes expense increased by \$0.8 million or 8.5% for the second quarter of 2010 compared to the second quarter of 2009 due mainly to the lease-up of development communities including Joule Broadway, Fourth & U, The Grand, and Belmont Station which resulted in an increase in property taxes of \$0.4 million compared to the second quarter of 2009.

Depreciation expense increased by \$2.4 million or 8.2% for the second quarter of 2010 compared to the second quarter of 2009, due to the acquisition of two communities, the completion of four development properties, and the capitalization of approximately \$19.0 million in additions to rental properties for the six months ended June 30, 2010 and the capitalization of approximately \$55.6 million in additions to rental properties, including \$26.7 million spent on redevelopment and revenue generating capital expenditures during 2009.

Interest and other income increased by \$4.2 million for the second quarter of 2010 primarily due to a \$4.0 million gain generated from the sale of marketable securities in the second quarter of 2010. The Company also recorded \$0.5 million in income from an investment in mortgage backed securities made during the first quarter of 2010.

Equity (Loss) income in co-investments decreased by \$0.5 million for the second quarter of 2010 compared to the second quarter of 2009, primarily because the Company recorded a loss from operations of \$0.4 million related to the Company's investment in Essex Skyline at MacArthur Place which was acquired in the first quarter of 2010 and is a development community in lease-up.

Income from discontinued operations for the second quarter of 2010 was \$0, compared to \$0.9 million for the second quarter of 2009, which included an \$0.8 million gain on the sale of Mountain View and the operating results of the apartment communities Spring Lake and Maple Leaf, which were sold in the third and fourth quarters of 2009, respectively.



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## Comparison of the Six Months Ended June 30, 2010 to the Six Months Ended June 30, 2009

Our average financial occupancies for the Company's stabilized apartment communities or "2010/2009 Same-Properties" (stabilized properties consolidated by the Company for the six months ended June 30, 2010 and 2009) increased 40 basis points to 97.4% for the six months ended June 30, 2010 from 97.0% for the six months ended June 30, 2009. The regional breakdown of the Company's 2010/2009 Same-Property portfolio for financial occupancy for the six months ended June 30, 2010 and 2009 is as follows:

|                     | Six Months Ended<br>June 30, |        |
|---------------------|------------------------------|--------|
|                     | 2010                         | 2009   |
| Southern California | 97.0 %                       | 96.3 % |
| Northern California | 97.8 %                       | 97.7 % |
| Seattle Metro       | 97.6 %                       | 97.0 % |

The following table illustrates a breakdown of revenue amounts, including revenues attributable to 2010/2009 Same-Properties.

|  | Number of<br>Properties | Six Months Ended<br>June 30, |           | Dollar<br>Change | Percentage<br>Change |
|--|-------------------------|------------------------------|-----------|------------------|----------------------|
|  |                         | 2010                         | 2009      |                  |                      |
| Property Revenues (dollars in thousands) |                         |                              |           |                  |                      |
| 2010/2009 Same-Properties:               |                         |                              |           |                  |                      |
| Southern California                      | 59                      | \$98,298                     | \$101,780 | \$(3,482 )       | (3.4 )%              |
| Northern California                      | 29                      | 56,988                       | 60,863    | (3,875 )         | (6.4 )               |
| Seattle Metro                            | 23                      | 29,635                       | 32,962    | (3,327 )         | (10.1 )              |
| Total 2010/2009 Same-Property revenues   | 111                     | 184,921                      | 195,605   | (10,684 )        | (5.5 )               |
| 2010/2009 Non-Same Property Revenues (1) |                         | 14,399                       | 10,785    | 3,614            | 33.5                 |
| Total property revenues                  |                         | \$199,320                    | \$206,390 | \$(7,070 )       | (3.4 )%              |

(1) Includes two communities acquired after January 1, 2009, two redevelopment communities, four development communities, and three commercial buildings.

2010/2009 Same-Property Revenues decreased by \$10.7 million or 5.5% to \$184.9 million for the six months ended June 30, 2010 from \$195.6 million for the six months ended June 30, 2009. The decrease was primarily attributable to a decrease in scheduled rents of \$12.9 million as reflected in a decrease of 6.7% in average rental rates from \$1,389 per unit for the six months ended June 30, 2009 to \$1,296 per unit for the six months ended June 30, 2010. Scheduled rents decreased in all regions by 5.0%, 7.0%, and 11.6% in Southern California, Northern California, and Seattle Metro, respectively. The Company has experienced a decrease in scheduled rents due to the slowdown in the economy coupled with job losses during 2009. During 2009, through the six months ended June 30, 2010, the Company experienced a decrease in gross revenue in comparison to the prior year in the Company's markets from the reduction in rents from leases entered into during those periods. The decrease in scheduled rents was partially offset by an increase of occupancy of 40 basis points or \$1.3 million, from 97.0% for the six months ended June 30, 2009 to



97.4% for the six months ended June 30, 2010. Bad debt expense and rent concessions decreased \$0.4 million and \$0.5 million, respectively, and RUBS income increased \$0.4 million and other income decreased \$0.4 million between periods. The Company expects that total Same-Property revenues will decrease slightly in the third quarter of 2010 from the same period in 2009, due to an expected decrease in scheduled rents and/or occupancy compared to the same period in 2009. The Company expects total Quarterly Same-Property revenues for the third quarter of 2010 will be slightly higher than the second quarter of 2010, due to an increase in scheduled rents.

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2010/2009 Non-Same Property Revenues increased by \$3.6 million or 33.5% to \$14.4 million for the six months ended June 30, 2010 from \$10.8 million for the six months ended June 30, 2009. The increase was primarily due to four development communities and two communities acquired since April 1, 2009.

Real Estate taxes expense increased by \$1.2 million or 6.9% for the six months ended June 30, 2010 compared to the six months ended June 30, 2009 due mainly to the lease-up of development communities including Joule Broadway, Fourth & U, The Grand, and Belmont Station which resulted in an increase in property taxes of \$0.6 million compared to the six months ended June 30, 2009.

Depreciation expense increased by \$3.9 million or 6.7% for the six months ended June 30, 2010 compared to the six months ended June 30, 2009, due to the acquisition of two communities, the completion of four development properties, and the capitalization of approximately \$19.0 million in additions to rental properties for the six months ended June 30, 2010, and the capitalization of approximately \$55.6 million in additions to rental properties, including \$26.7 million spent on redevelopment and revenue generating capital expenditures during 2009.

Impairment and other charges for the six months ended June 30, 2010 was \$0, compared to \$5.8 million for the six months ended June 30, 2009 due to the write-off of an investment in a joint venture development project.

Interest and other income increased by \$8.8 million for the six months ended June 30, 2010 primarily due to \$9.0 million in gains generated from the sale of marketable securities compared to \$1.0 million in gains generated from the sale of marketable securities for the six months ended June 30, 2009. The Company also recorded \$0.8 million in income from an investment in mortgage backed securities made during the first quarter of 2010.

Equity (Loss) income in co-investments decreased by \$1.1 million for the six months ended June 30, 2010 compared to the six months ended June 30, 2009, because the Company recorded a loss from operations of \$0.5 million related to the Company's investment in Essex Skyline at MacArthur Place which is a development community in lease-up that was acquired in the first quarter of 2010, and the Company recorded \$0.6 million less in income from its investment in Fund II in the 2010 period compared to the 2009 period primarily as a result of declines in rental revenues experienced by Fund II.

Gain on early retirement of debt was \$0 for the six months ended June 30, 2010 compared to \$6.1 million for the six months ended June 30, 2009, due to the gain recorded in the 2009 period related to the repurchase of \$71.3 million of exchangeable bonds at a discount to par value.

Income from discontinued operations for the six months ended June 30, 2010 was \$0, compared to \$3.4 million for the six months ended June 30, 2009, which included a gain of \$1.6 million on the sale of Carlton Heights Villa, the \$0.9 million gain on sale of Grand, and \$0.8 million gain on the sale of Mountain View, and the operating results of the apartment communities Spring Lake and Maple Leaf, which were sold in the third and fourth quarters of 2009, respectively.

Excess of the carrying amount of preferred stock redeemed over the cash paid to redeem preferred stock for the six months ended June 30, 2010 was \$0, compared to \$25.7 million for the six months ended June 30, 2009 related to the repurchase of \$58.2 million of the Company's Series G Cumulative Convertible Preferred Stock at a discount to carrying value.

## Liquidity and Capital Resources

At June 30, 2010, the Company had \$8.4 million of unrestricted cash and cash equivalents and \$92.5 million in marketable securities, of which \$74.8 million were held available for sale. We believe that cash flows generated by our operations, existing cash, cash equivalents, and marketable securities balances, availability under existing lines of credit, access to capital markets and the ability to generate cash from the disposition of real estate are sufficient to meet all of our reasonably anticipated cash needs during 2010. The timing, source and amounts of cash flows provided by financing activities and used in investing activities are sensitive to changes in interest rates and other fluctuations in the capital markets environment, which can affect our plans for acquisitions, dispositions, development and redevelopment activities.

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The Company has two outstanding lines of credit in the aggregate of \$450.0 million committed as of June 30, 2010. The Company has a \$200.0 million unsecured line of credit and as of June 30, 2010 there was a \$14.0 million balance on this unsecured line at an average interest rate of 3.6%. The underlying interest rate on the \$200.0 million line is based on a tiered rate structure tied to an S&P rating on the credit facility at LIBOR plus 3.0%. This facility matures in December 2010 with two one-year extensions, exercisable by the Company. The Company also has a \$250.0 million credit facility from Freddie Mac, which matures in December 2013. This line is secured by eleven apartment communities. As of June 30, 2010, the Company had \$250.0 million outstanding under this line of credit at an average interest rate of 1.4%. The underlying interest rate on this line is between 99 and 150 basis points over the Freddie Mac Reference Rate and the interest rate is subject to change by the lender in November 2011. The Company's unsecured line of credit agreements contain debt covenants related to limitations on indebtedness and liabilities and maintenance of minimum levels of consolidated earnings before depreciation, interest and amortization. The Company was in compliance with the line of credit covenants as of June 30, 2010 and December 31, 2009.

The Company may from time to time sell shares of common stock into the existing trading market at current market prices as well as through negotiated transactions under its equity distribution programs with Cantor Fitzgerald & Co. ("Cantor") and KeyBanc Capital Markets, Inc. ("KeyBanc"). In May 2009, the Company's Board of Directors approved the sale of up to 7,500,000 shares of common stock under the equity distribution program. Pursuant to this approval, the Company entered into a sales agreement with Cantor on May 6, 2009, for the sale of up to 7,500,000 shares pursuant to the Cantor's equity distribution program. During March 2010, the Company entered into a new equity distribution agreement with Cantor and the Company also entered into an equity distribution agreement with KeyBanc for the sale, under the two agreements, of up to an aggregate of 5,175,000 shares which represented the shares of common stock that remain unsold under the May 2009 equity distribution program. During the three and six months ended June 30, 2010, pursuant to the equity distribution programs, the Company issued 437,200 shares and 642,200 of common stock at an average price of \$106.11 and \$99.60 for approximately \$45.7 million and \$63.0 million, net of fees and commissions, respectively.

During March 2010, the Company filed a new shelf registration statement with the SEC, allowing the Company to sell an undetermined number or amount of certain equity and debt securities as defined in the prospectus.

In August 2007, the Company's Board of Directors authorized a stock repurchase plan to allow the Company to acquire shares in an aggregate of up to \$200.0 million. In February 2009, the Company repurchased 350,000 shares of common stock for \$20.3 million at an average price of \$57.89 per share. After the Series G Preferred Stock repurchases described below, the Company has authorization to repurchase an additional \$41.8 million under the stock repurchase plan.

In 2006, the Company sold 5,980,000 shares of 4.875% Series G Cumulative Convertible Preferred Stock (the "Series G Preferred Stock") for net proceeds of \$145.9 million. Holders may convert Series G Preferred Stock into shares of the Company's common stock subject to certain conditions. During 2009, the Company repurchased \$145.0 million in liquidation value of its Series G Preferred Stock at a discount to carrying value, and the excess of the carrying value over the cash paid to redeem the Series G Preferred Stock totaled \$50.0 million. As of June 30, 2010, the carrying value of the Series G Preferred Stock outstanding totaled \$4.3 million. The Company may continue to repurchase Series G Preferred Stock.

In May 2010, the Board of Directors approved the partial redemption for cash by the Operating Partnership, of limited Operating Partnership units that were held by the Company's Chairman and founder, Mr. George M. Marcus at \$106.76 per unit representing a 2% discount from the closing price of the Company's common stock on May 17, 2010. The Operating Partnership purchased 187,334 units from Mr. Marcus. Under the Operating Partnership's partnership agreement, limited partnership units are exchangeable on a one-for-one basis into shares of the Company's common stock, or at the Company's option, for cash. This transaction reduced Mr. Marcus' ownership from 1,063,056 limited partnership units in the Operating Partnership to 875,722 units and following the transaction Mr. Marcus beneficially owned 1,587,041 shares or share equivalents of the Company's stock. The redemption was requested by the Chairman to achieve his estate planning objectives.

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As of June 30, 2010, the Company's mortgage notes payable totaled \$1.6 billion which consisted of \$1.4 billion in fixed rate debt with interest rates varying from 3.66% to 8.29% and maturity dates ranging from 2010 to 2020 and \$264.5 million of variable rate debt with a weighted average interest rate of 1.7% (\$213.8 million of the variable debt is tax-exempt variable rate demand notes). The tax-exempt variable rate demand notes have maturity dates ranging from 2025 to 2039, and \$191.9 million are subject to interest rate caps.

The Company pays quarterly dividends from cash available for distribution. Until it is distributed, cash available for distribution is invested by the Company primarily in investment grade securities held available for sale or is used by the Company to reduce balances outstanding under its line of credit.

The Company's current financing activities have been impacted by the instability and tightening in the credit markets which has led to an increase in spreads and pricing of secured and unsecured debt. Our strong balance sheet, the established relationships with our unsecured line of credit bank group, the secured line of credit with Freddie Mac and access to Fannie Mae and Freddie Mac secured debt financing have provided some insulation to us from the turmoil being experienced by many other real estate companies. The Company has benefited from borrowing from Fannie Mae and Freddie Mac, and there are no assurances that these entities will lend to the Company in the future. The Company has experienced more restrictive loan to value and debt service coverage ratio limits and an expansion in credit spreads. Continued turmoil in the capital markets could negatively impact the Company's ability to make acquisitions, develop communities, obtain new financing, and refinance existing borrowing at attractive rates.

Derivative Activity

As of June 30, 2010 the Company had seven forward-starting interest rate swap contracts totaling a notional amount of \$375.0 million with interest rates ranging from 5.1% to 5.9% and settlements dates ranging from October 2010 to October 2011. These derivatives qualify for hedge accounting as they are expected to economically hedge the cash flows associated with future financing of debt between 2010 and 2011. The Company had twelve interest rate cap contracts totaling a notional amount of \$191.9 million that qualify for hedge accounting as they effectively limit the Company's exposure to interest rate risk by providing a ceiling on the underlying variable interest rate for the Company's \$213.8 million of tax exempt variable rate debt. The aggregate carrying value of the forward-starting interest rate swap contracts was a net liability of \$72.5 million and the aggregate carrying value of the interest rate cap contracts was an asset of \$0.3 million. The overall fair value of the derivatives changed by \$42.0 million during the six months ended June 30, 2010 to a net liability of \$72.2 million as of June 30, 2010, and the derivative liability was recorded in cash flow hedge liabilities in the Company's condensed consolidated financial statements. During July the Company settled \$100 million of forward starting swaps for \$16.7 million in payments to the counterparties which increased the effective interest rate on two mortgage loans obtained in July 2010 for \$130.1 million from a fixed rate of 4.6% to an effective rate of 6.0%. The changes in the fair values of the derivatives are reflected in other comprehensive (loss) income in the Company's condensed consolidated financial statements. No hedge ineffectiveness on cash flow hedges was recognized during the quarters ended June 30, 2010 and 2009.

Development and Predevelopment Pipeline

The Company defines development activities as new properties that are being constructed, or are newly constructed and, in the case of development communities, are in a phase of lease-up and have not yet reached stabilized operations. As of June 30, 2010, the Company had four consolidated and one unconsolidated joint venture

development projects aggregating 1,214 units for an estimated cost of \$454.4 million, of which \$91.6 million remains to be expended.

The Company defines the predevelopment pipeline as new properties in negotiation or in the entitlement process with a high likelihood of becoming development activities. As of June 30, 2010, the Company had two development communities aggregating 357 units that were classified as predevelopment projects. The estimated total cost of the predevelopment pipeline at June 30, 2010 was \$32.0 million. The Company may also from time to time acquire land for future development or sale. The Company owned four land parcels held for future development or sale aggregating an estimated 1,020 units as of June 30, 2010. The aggregate carrying value for these four land parcels was \$66.0 million as of June 30, 2010.

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The Company expects to fund the development and predevelopment pipeline by using a combination of some or all of the following sources: its working capital, amounts available on its lines of credit, net proceeds from public and private equity and debt issuances, and proceeds from the disposition of properties, if any.

Redevelopment

The Company defines redevelopment activities as existing properties owned or recently acquired, which have been targeted for additional investment by the Company with the expectation of increased financial returns through property improvement. The Company's redevelopment strategy strives to improve the financial and physical aspects of the Company's redevelopment apartment communities and to target at least an 8 to 10 percent return on the incremental renovation investment. Many of the Company's properties are older and in excellent neighborhoods, providing lower density with large floor plans that represent attractive redevelopment opportunities. During redevelopment, apartment units may not be available for rent and, as a result, may have less than stabilized operations. As of June 30, 2010, the Company had four redevelopment communities aggregating 1,032 apartment units with estimated redevelopment costs of \$64.2 million, of which approximately \$33.9 million remains to be expended.

Alternative Capital Sources

Fund II has eight institutional investors, and the Company, with combined partner equity contributions of \$265.9 million that were fully contributed as of 2008. The Company contributed \$75.0 million to Fund II, which represents a 28.2% interest as general partner and limited partner. Fund II utilized leverage equal to approximately 55% upon the initial acquisition of the underlying real estate. Fund II invested in apartment communities in the Company's targeted West Coast markets and, as of June 30, 2010, owned fourteen apartment communities. The Company records revenue for its asset management, property management, development and redevelopment services when earned, and promote income when realized if Fund II exceeds certain financial return benchmarks.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements, in accordance with U.S. generally accepted accounting principles requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. We define critical accounting policies as those accounting policies that require our management to exercise their most difficult, subjective and complex judgments. Our critical accounting policies relate principally to the following key areas: (i) consolidation under applicable accounting standards for entities that are not wholly owned; (ii) assessing the carrying values of our real estate properties and investments in and advances to joint ventures and affiliates; (iii) internal cost capitalization; and (iv) qualification as a REIT. The Company bases its estimates on historical experience, current market conditions, and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from those estimates made by management.

The Company's critical accounting policies and estimates have not changed materially from information reported in Note 2, "Summary of Critical and Significant Accounting Policies," in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.



Forward Looking Statements

Certain statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this quarterly report on Form 10-Q which are not historical facts may be considered forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, including statements regarding the Company's expectations, hopes, intentions, beliefs and strategies regarding the future. Forward looking statements include statements regarding the Company's expectations as to the total projected costs of predevelopment, development and redevelopment projects, expectations that scheduled rents will continue to decrease from the same period in 2009, expectation that the Company may continue to purchase Series G Preferred Stock and bonds, the Company's reduced risk of loss from mold cases, beliefs as to our ability to meet our cash needs during 2010 and to provide for dividend payments in accordance with REIT requirements, expectations as to the sources for funding the Company's development and redevelopment pipeline and statements regarding the Company's financing activities.

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Such forward-looking statements involve known and unknown risks, uncertainties and other factors including, but not limited to, that the Company will fail to achieve its business objectives, that the total projected costs of current predevelopment, development and redevelopment projects exceed expectations, that such development and redevelopment projects will not be completed, that development and redevelopment projects and acquisitions will fail to meet expectations, that estimates of future income from an acquired property may prove to be inaccurate, that future cash flows will be inadequate to meet operating requirements and/or will be insufficient to provide for dividend payments in accordance with REIT requirements, that there may be a downturn in the markets in which the Company's properties are located, that the terms of any refinancing may not be as favorable as the terms of existing indebtedness, and that mold lawsuits will be more costly than anticipated, as well as those risks, special considerations, and other factors referred to in Item 1A, "Risk Factors," in Part II "Other Information" in this current report on Form 10-Q for the quarter ended June 30, 2010 and those referred to in Item 1A, "Risk Factors," of the Company's Annual Report on Form 10-K for the year ended December 31, 2009, and those risk factors and special considerations set forth in the Company's other filings with the Securities and Exchange Commission (the "SEC") which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. All forward-looking statements are made as of the date hereof, and the Company assumes no obligation to update this information.

Funds from Operations ("FFO")

FFO is a financial measure that is commonly used in the REIT industry. The Company presents funds from operations as a supplemental performance measure. FFO is not used by the Company as, nor should it be considered to be, an alternative to net earnings computed under GAAP as an indicator of the Company's operating performance or as an alternative to cash from operating activities computed under GAAP as an indicator of the Company's ability to fund its cash needs.

FFO is not meant to represent a comprehensive system of financial reporting and does not present, nor does it intend to present, a complete picture of the Company's financial condition and operating performance. The Company believes that net earnings computed under GAAP remain the primary measure of performance and that FFO is only meaningful when it is used in conjunction with net earnings. Further, the Company believes that its consolidated financial statements, prepared in accordance with GAAP, provide the most meaningful picture of its financial condition and its operating performance.

In calculating FFO, the Company follows the definition for this measure published by the National Association of REITs ("NAREIT"), which is a REIT trade association. The Company believes that, under the NAREIT FFO definition, the two most significant adjustments made to net income are (i) the exclusion of historical cost depreciation and (ii) the exclusion of gains and losses from the sale of previously depreciated properties. The Company agrees that these two NAREIT adjustments are useful to investors for the following reasons:

(a) historical cost accounting for real estate assets in accordance with GAAP assumes, through depreciation charges, that the value of real estate assets diminishes predictably over time. NAREIT stated in its White Paper on Funds from Operations "since real estate asset values have historically risen or fallen with market conditions, many industry investors have considered presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves." Consequently, NAREIT's definition of FFO reflects the fact that real estate, as an asset class, generally appreciates over time and depreciation charges required by GAAP do not reflect the

underlying economic realities.

(b) REITs were created as a legal form of organization in order to encourage public ownership of real estate as an asset class through investment in firms that were in the business of long-term ownership and management of real estate. The exclusion, in NAREIT's definition of FFO, of gains and losses from the sales of previously depreciated operating real estate assets allows investors and analysts to readily identify the operating results of the long-term assets that form the core of a REIT's activity and assists in comparing those operating results between periods.

Management believes that it has consistently applied the NAREIT definition of FFO to all periods presented. However, there is judgment involved and other REITs' calculation of FFO may vary from the NAREIT definition for this measure, and thus their disclosure of FFO may not be comparable to the Company's calculation.

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The following table sets forth the Company's calculation of FFO for the three and six months ended June 30, 2010 and 2009 (in thousands except for per share data):

|   | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|---|--------------------------------|------------|------------------------------|------------|
|   | 2010                           | 2009       | 2010                         | 2009       |
| Net income available to common stockholders             | \$9,482                        | \$11,415   | \$22,609                     | \$53,680   |
| Adjustments:  |                                |            |                              |            |
| Depreciation and amortization                           | 31,261                         | 29,073     | 61,748                       | 58,277     |
| Gains not included in FFO, net of disposition costs (1) | -                              | (626)      | -                            | (2,851)    |
| Noncontrolling interest and co-investments (2)          | 1,910                          | 2,141      | 4,040                        | 4,703      |
| Funds from operations                                   | \$42,653                       | \$42,003   | \$88,397                     | \$113,809  |
| Funds from operations per share - diluted               | \$1.34                         | \$1.43     | \$2.80                       | \$3.92     |
| Weighted average number shares outstanding diluted (3)  | 31,759,956                     | 29,303,695 | 31,602,019                   | 29,000,129 |

(1) Internal disposition costs relate to a disposition incentive program established to pay incremental bonuses totaling \$0.1 million and \$0.4 million for the three and six months ended June 30, 2009, respectively, for the sale of certain of the Company's communities that are part of the program.

(2) Amount includes the following: (i) noncontrolling interest related to Operating Partnership units, and (ii) add back of depreciation expense from unconsolidated co-investments and less depreciation attributable to third-party ownership of consolidated co-investments.

(3) Assumes conversion of all dilutive outstanding operating partnership interests in the Operating Partnership.

### Item 3: Quantitative and Qualitative Disclosures About Market Risks

#### Interest Rate Hedging Activities

The Company's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements or other identified risks. To accomplish this objective, the Company primarily uses interest rate swaps as part of its 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. As of June 30, 2010, we had entered into seven forward-starting swap contracts to mitigate the risk of changes in the interest-related cash outflows on forecasted issuance of long-term debt. The forward-starting swaps are cash flow hedges of the variability in ten years of forecasted interest payments associated with the future financings of debt between 2010 and 2011. The Company had twelve interest rate cap contracts totaling a notional amount of \$191.9 million that qualify for hedge accounting as they effectively limit the Company's exposure to interest rate risk by providing a ceiling on the underlying variable interest rate for the Company's \$213.8 million of tax exempt variable rate debt. All derivative instruments are designated as cash flow hedges, and the Company does not have any fair value hedges as of June 30, 2010.



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The following table summarizes the notional amount, carrying value, and estimated fair value of our derivative instruments used to hedge interest rates as of June 30, 2010. The notional amount represents the aggregate amount of a particular security that is currently hedged at one time, but does not represent exposure to credit, interest rates or market risks. The table also includes a sensitivity analysis to demonstrate the impact on our derivative instruments from an increase or decrease in 10-year Treasury bill interest rates by 50 basis points, as of June 30, 2010.

| (Dollars in thousands)               | Notional Amount | Maturity Date Range | Carrying and Estimate Fair Value | Estimated Carrying Value |                   |
|--------------------------------------|-----------------|---------------------|----------------------------------|--------------------------|-------------------|
|                                      |                 |                     |                                  | + 50 Basis Points        | - 50 Basis Points |
| Cash flow hedges:                    |                 |                     |                                  |                          |                   |
| Interest rate forward-starting swaps | \$375,000       | 2010-2011           | \$(72,475 )                      | (54,805 )                | (91,659 )         |
| Interest rate caps                   | 191,943         | 2011-2015           | 279                              | 620                      | 114               |
| Total cash flow hedges               | \$566,943       | 2010-2015           | \$(72,196 )                      | \$(54,185 )              | \$(91,545 )       |

## Interest Rate Sensitive Liabilities

The Company is exposed to interest rate changes primarily as a result of its lines of credit and long-term tax exempt variable rate debt. The Company's interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows and to lower its overall borrowing costs. To achieve its objectives the Company borrows primarily at fixed rates and may enter into derivative financial instruments such as interest rate swaps, caps and treasury locks in order to mitigate its interest rate risk on a related financial instrument. The Company does not enter into derivative or interest rate transactions for speculative purposes.

The Company's interest rate risk is monitored using a variety of techniques. The table below presents the principal amounts and weighted average interest rates by year of expected maturity to evaluate the expected cash flows.

| For the Years Ended   | 2010(1)   | 2011(2) | 2012   | 2013    | 2014   | Thereafter | Total       | Fair value  |
|-----------------------|-----------|---------|--------|---------|--------|------------|-------------|-------------|
| (In thousands)        |           |         |        |         |        |            |             |             |
| Fixed rate debt       | \$132,772 | 146,725 | 31,063 | 186,818 | 80,087 | 801,175    | \$1,378,640 | \$1,441,000 |
| Average interest rate | 8.1 %     | 6.4 %   | 5.4 %  | 5.8 %   | 5.4 %  | 5.7 %      | 6.0 %       | %           |
| Variable rate debt    | \$14,000  | 40,933  | 9,775  | 250,000 | -      | 213,800(3) | \$528,508   | \$506,000   |
| Average interest      | 4.5 %     | 1.9 %   | 4.1 %  | 1.5 %   | -      | 2.2 %      | 1.9 %       | %           |

(1) \$150 million covered by three forward-starting swaps with fixed rates ranging from 5.099% to 5.824%, with a settlement date on or before January 1, 2011. During July, the Company settled \$100 million of forward starting swaps for \$16.7 million in payments to the counterparties.

(2) \$125 million covered by forward-starting swaps with fixed rates ranging from 5.655% to 5.8795%, with a settlement date on or before February 1, 2011. \$50 million covered by a forward-starting swap with a fixed rate of 5.535%, with a settlement date on or before July, 1 2011. \$50 million covered by a forward-starting swap with a fixed rate of 5.343%., with a settlement date on or before October 1, 2011. The Company intends to refinance certain secured loans during 2011 in conjunction with the settlement of these forward-starting swaps.

(3) \$191.9 million subject to interest rate caps.

The table incorporates only those exposures that exist as of June 30, 2010; it does not consider those exposures or positions that could arise after that date. As a result, our ultimate realized gain or loss, with respect to interest rate fluctuations and hedging strategies, would depend on the exposures that arise prior to settlement.

#### Item 4: Controls and Procedures

As of June 30, 2010, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, 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 (the "Exchange Act")). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of June 30, 2010, our disclosure controls and procedures were effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such disclosure controls and procedures were also effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

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There were no changes in the Company's internal control over financial reporting, that occurred during the quarter ended June 30, 2010, that have materially affected, or reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II -- Other Information

Item 1: Legal Proceedings

Recently there has been an increasing number of lawsuits against owners and managers of apartment communities alleging personal injury and property damage caused by the presence of mold in residential real estate. Some of these lawsuits have resulted in substantial monetary judgments or settlements. The Company has been sued for mold related matters and has settled some, but not all, of such matters. Insurance carriers have reacted to mold related liability awards by excluding mold related claims from standard policies and pricing mold endorsements at prohibitively high rates. The Company has, however, purchased pollution liability insurance, which includes some coverage for mold. The Company has adopted policies for promptly addressing and resolving reports of mold when it is detected, and to minimize any impact mold might have on residents of the property. The Company believes its mold policies and proactive response to address any known existence, reduces its risk of loss from these cases. There can be no assurances that the Company has identified and responded to all mold occurrences, but the Company promptly addresses all known reports of mold. Liabilities resulting from such mold related matters are not expected to have a material adverse effect on the Company's financial condition, results of operations or cash flows. As of June 30, 2010, no potential liabilities for mold and other environmental liabilities are quantifiable and an estimate of possible loss cannot be made.

The Company carries comprehensive liability, fire, extended coverage and rental loss insurance for each of the Company's communities. Insured risks for comprehensive liability covers claims in excess of \$25,000 per incident, and property insurance covers losses in excess of a \$5.0 million deductible per incident. There are, however, certain types of extraordinary losses, such as, for example, losses for terrorism and earthquake, for which the Company does not have insurance. Substantially all of the Properties are located in areas that are subject to earthquakes.

The Company is subject to various other lawsuits in the normal course of its business operations. Such lawsuits could, but are not expected to, have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Item IA: Risk Factors

There were no material changes to the Risk Factors disclosed in Item IA of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 as filed with the SEC and available at [www.sec.gov](http://www.sec.gov).

Item 6: Exhibits

A. Exhibits

12.1 Ratio of Earnings to Fixed Charges.



31.1 Certification of Keith R. Guericke, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Michael T. Dance, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Keith R. Guericke, Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Michael T. Dance, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 XBRL (Extensible Business Reporting Language). The following materials from Essex Property Trust, Inc.'s Quarterly Report on form 10-Q for the period ended June 30, 2010, formatted in XBRL: (i) condensed consolidated balance sheets, (ii) condensed consolidated statements of operations, (iii) condensed consolidated statements of stockholders' equity, noncontrolling interest, and comprehensive income, (iv) condensed consolidated statements of cash flows, and (v) notes to consolidated financial statements. As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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SIGNATURE

Pursuant to the requirements 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.

ESSEX PROPERTY TRUST, INC.  
(Registrant)

Date: August 5, 2010

By: /S/ BRYAN G. HUNT  
Bryan G. Hunt  
First Vice President, Chief Accounting Officer

By: /S/ MICHAEL T. DANCE  
Michael T. Dance  
Executive Vice President, Chief Financial Officer  
(Authorized Officer, Principal Financial Officer)