

KILROY REALTY CORP
Form 424B5
November 08, 2004
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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-45097

PROSPECTUS SUPPLEMENT

(To Prospectus dated December 22, 2003)

3,000,000 Shares

KILROY REALTY CORPORATION

7.50% Series F Cumulative Redeemable Preferred Stock

(Liquidation Preference \$25.00 per Share)

We are offering to the public 3,000,000 shares of our 7.50% Series F Cumulative Redeemable Preferred Stock, par value \$0.01 per share, which we refer to in this prospectus supplement as Series F Preferred Stock, on the terms summarized below.

We will pay cumulative preferential dividends on the Series F Preferred Stock from the date of original issuance at the rate of 7.50% per annum of the \$25.00 liquidation preference per share, which is equivalent to a fixed annual amount of \$1.875 per share.

We will pay dividends on the Series F Preferred Stock payable in arrears on the 15th day of February, May, August and November of each year, with the first dividend to cover the period from the date of the original issuance of the Series F Preferred Stock to (but excluding) February 15, 2005.

The Series F Preferred Stock has no stated maturity, will not be subject to any sinking fund or mandatory redemption and will not be convertible into or exchangeable for any of our other securities or property.

The Series F Preferred Stock will rank on parity with our Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock with respect to dividends and rights upon liquidation, dissolution or winding-up and senior to our Series B Preferred Stock and our common stock.

We are not allowed to redeem the Series F Preferred Stock before December 8, 2009, except in limited circumstances to preserve our status as a real estate investment trust. On or after December 8, 2009, we may, at our option, redeem the Series F Preferred Stock, in whole or from time to time in part, for cash at a redemption price of \$25.00 per share, plus all accumulated and unpaid dividends on such Series F Preferred Stock up to and including the redemption date.

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Holders of shares of Series F Preferred Stock will generally have no voting rights, except for limited voting rights if we fail to pay dividends for six or more quarterly periods (whether or not consecutive) and in certain other events.

We are organized and conduct our operations to maintain our qualification as a real estate investment trust for federal income tax purposes. To assist us in complying with certain federal income tax requirements applicable to real estate investment trusts, our charter contains certain restrictions relating to the ownership and transfer of our stock, including an ownership limit of 9.8% of our Series F Preferred Stock.

No market currently exists for the Series F Preferred Stock. We intend to file an application to list the Series F Preferred Stock on the New York Stock Exchange. If the application is approved, we expect that trading will commence within 30 days after the initial delivery of the Series F Preferred Stock. Our common stock currently trades on the New York Stock Exchange under the symbol KRC.

See **Risk Factors** beginning on page S-6 of this prospectus supplement and in the section entitled **Business Business Risks** in our annual report on Form 10-K for the year ended December 31, 2003.

	<u>Per Share</u>	<u>Total</u>
Public Offering Price(1)	\$ 25.0000	\$ 75,000,000
Underwriting Discounts and Commissions	\$ 0.7875	\$ 2,362,500
Proceeds, before expenses, to Kilroy Realty Corporation	\$ 24.2125	\$ 72,637,500

(1) Plus accumulated dividends, if any, from the date of original issuance.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

The shares of Series F Preferred Stock will be ready for delivery in book-entry form through The Depository Trust Company on or about December 8, 2004.

We have granted the underwriters an option to purchase a maximum of 450,000 additional shares of the Series F Preferred Stock to cover over-allotments, exercisable at any time until 30 days after the date of this prospectus supplement. If the underwriters exercise their option in full, the aggregate proceeds to us will be \$83,533,125, excluding transaction costs payable by us.

Wachovia Securities

A.G. Edwards

KeyBanc Capital Markets

RBC Capital Markets

The date of this prospectus supplement is November 4, 2004.

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Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus supplement to we, us, our or the Company mean Kilroy Realty Corporation, including our consolidated subsidiaries.

You may rely only on the information contained in this prospectus supplement and the accompanying prospectus, and the information incorporated into those documents by reference. Neither we nor any of the underwriters have authorized anyone to provide anyone with information or make any representation that is different. If anyone provides you with different or inconsistent information, you should not rely on it. Neither this prospectus supplement nor the accompanying prospectus is an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates. Neither this prospectus supplement nor the accompanying prospectus is an offer to sell or the solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is correct on any date after the date of the prospectus supplement and the date on the front of the accompanying prospectus, respectively, even though this prospectus supplement and the accompanying prospectus are delivered or securities are sold pursuant to the prospectus supplement and the accompanying prospectus at a later date. Since the date of this prospectus supplement, our business, financial condition, results of operations and prospects may have changed.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the Series F Preferred Stock we are offering and certain other matters relating to us and the underwriters. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which do not apply to the Series F Preferred Stock we are offering with this prospectus supplement and the accompanying prospectus.

To the extent any inconsistency or conflict exists between the information included in this prospectus supplement and the information included in the accompanying prospectus or in our preliminary prospectus supplement dated November 3, 2004, the information included or incorporated by reference in this prospectus supplement updates and supersedes the information in the accompanying prospectus. This prospectus supplement incorporates by reference important business and financial information about us that is not included in or delivered with this prospectus supplement.

Unless otherwise noted, the information in this prospectus supplement assumes no exercise of the underwriters' option to purchase additional shares.

FORWARD LOOKING STATEMENTS

This prospectus supplement, including the documents that we incorporate by reference, contains forward-looking statements. Additionally, documents we subsequently file with the Securities and Exchange Commission, or the SEC, and incorporate by reference will contain forward-looking statements. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, our pro forma financial statements and other pro forma information incorporated by reference and all our statements regarding anticipated growth in our funds from operations and anticipated market conditions, demographics and results of operations are forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as believes, expects, may, will, should, seeks, approximately, intends, plans, pro forma, estimates or anticipates or the negative of these similar words or phrases. You can also identify

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forward-looking statements by discussions of strategy, plans or intentions. Forward-looking statements are necessarily based upon various assumptions involving judgments with respect to the future and other risks, including among others:

general economic conditions;

defaults on or non-renewal of leases by tenants, particularly any of our largest office tenants and our largest industrial tenants;

adverse economic or real estate developments in the Southern California region;

our ability to re-lease property at or above current market rates;

increased interest rates and operating costs;

significant competition, which may decrease the occupancy and rental rates of properties;

potential losses that may not be covered by insurance;

our ability to successfully complete acquisitions and operate acquired properties;

our ability to successfully complete development and redevelopment properties on schedule and within budgeted amounts;

our ability to maintain our status as a real estate investment trust;

future terrorist activity in the United States or war;

adverse changes to, or implementations of, income tax laws, governmental regulations or legislation;

decreases in the population in geographic areas where our properties are located;

increasing utility costs and power outages in California; and

costs to comply with governmental regulations.

You are cautioned not to unduly rely on the forward-looking statements contained in this prospectus supplement and in the accompanying prospectus. These risks and uncertainties are discussed in more detail under the caption "Risk Factors" in this prospectus supplement and "Business Risks" in our annual report on Form 10-K for the year ended December 31, 2003.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information about us. It may not contain all the information that may be important to you in deciding whether to invest in the Series F Preferred Stock. You should read this entire prospectus supplement and the accompanying prospectus, together with the information incorporated by reference, including the financial data and related notes, before making an investment decision.

The Company

We are a real estate investment trust, or REIT, that owns, operates, develops and acquires Class A suburban office and industrial real estate in key suburban submarkets, primarily in Southern California, that we believe have strategic advantages and strong barriers to entry. We were incorporated in September 1996 in Maryland and commenced operations upon the completion of our initial public offering on January 31, 1997.

As of September 30, 2004, our stabilized portfolio of operating properties was comprised of 82 office buildings and 49 industrial buildings, which encompassed an aggregate of approximately 7.4 million and 4.6 million rentable square feet, respectively. As of September 30, 2004, our office properties were approximately 93.2% leased to 292 tenants, and our industrial properties were approximately 92.9% leased to 67 tenants. All but five of our properties are located in Southern California.

Our stabilized portfolio excludes properties currently under construction and lease-up properties. We define lease-up properties as properties recently developed or redeveloped by us that have not yet reached 95% occupancy and are within one year following substantial completion. We had two redevelopment properties encompassing approximately 309,600 rentable square feet, each of which was in the lease-up phase as of September 30, 2004. As of September 30, 2004, we had two development properties under construction, which when completed are expected to encompass approximately 103,300 rentable square feet. In addition, as of September 30, 2004, we owned approximately 52.8 acres of undeveloped land upon which we currently expect to develop an aggregate of approximately 1.1 million rentable square feet of office space during the next three to five years, depending upon market conditions. All of our lease-up properties and in-process development projects are located in Southern California in the Los Angeles and San Diego regions. All of our undeveloped land parcels are located in Southern California in the San Diego region.

We own our interests in all of our properties through Kilroy Realty, L.P. and Kilroy Realty Finance Partnership, L.P. We conduct substantially all of our activities through Kilroy Realty, L.P. in which, as of September 30, 2004, we owned a general partnership interest representing approximately 87.7% of the common units. The remaining 12.3% common limited partnership interest in Kilroy Realty, L.P. was owned by certain of our executive officers and directors, certain of their affiliates and other outside investors. We are the sole general partner of Kilroy Realty, L.P. and have control over its management. Kilroy Realty, L.P. owns 114 of our 131 properties. The remaining properties are owned by Kilroy Realty Finance Partnership, L.P. Kilroy Realty Finance Inc., our wholly owned subsidiary, is the sole general partner of Kilroy Realty Finance Partnership, L.P. and owns a 1.0% general partnership interest. Kilroy Realty, L.P. owns the remaining 99.0% limited partnership interest of Kilroy Realty Finance Partnership, L.P. We conduct substantially all of our development services through Kilroy Services, LLC which is owned 100% by Kilroy Realty, L.P.

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The following diagram illustrates the structure of Kilroy Realty Corporation and its subsidiaries as of the date of this prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the symbol KRC. Our principal executive offices are located at 12200 West Olympic Boulevard, Suite 200, Los Angeles, California 90064, and our telephone number is (310) 481-8400.

Recent Developments

On October 22, 2004, we obtained a new \$425 million unsecured revolving credit facility to replace the then-existing credit facility that was scheduled to mature in March 2005. The new credit facility bears interest at an annual rate between LIBOR plus 1.00% and LIBOR plus 1.70%, depending upon our leverage ratio at the time of borrowing, and matures in October 2007, with an option to extend the maturity for one year. The fee for unused funds ranges from an annual rate of 0.20% to 0.30%, depending on our leverage ratio. We expect to use the new credit facility to finance development and redevelopment expenditures, to fund potential acquisitions and for other general corporate uses.

We make regular quarterly distributions to the holders of our 7.45% Series A Cumulative Redeemable Preferred Units, our 9.25% Series D Cumulative Redeemable Preferred Units and our 7.80% Series E Cumulative Redeemable Preferred Stock each February, May, August and November. On September 14, 2004, we declared a quarterly distribution of approximately \$1.4 million to the holders of our Series A Preferred Units and approximately \$1.0 million to the holders of our Series D Preferred Units, both to be paid on November 15, 2004, and approximately \$0.8 million to the holders of our Series E Preferred Stock to be paid on November 12, 2004.

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The Offering

The offering terms are summarized below solely for your convenience. This summary is not a complete description of the Series F Preferred Stock. You should read the full text and more specific details contained under the caption "Description of Series F Preferred Stock" beginning on page S-13 in this prospectus supplement and under the caption "Description of Capital Stock" beginning on page 6 in the accompanying prospectus.

Issuer	Kilroy Realty Corporation, a Maryland corporation.
Securities Offered	3,000,000 shares of 7.50% Series F Cumulative Redeemable Preferred Stock (exclusive of the over-allotment option).
Liquidation Preference	The liquidation preference for each share of Series F Preferred Stock will be \$25.00, plus all accumulated and unpaid dividends, whether or not declared, to the date of payment.
Ranking	<p>The Series F Preferred Stock will rank:</p> <p style="padding-left: 40px;">senior to our common stock, the Series B Preferred Stock and all other preferred stock designated as ranking junior to the Series F Preferred Stock;</p> <p style="padding-left: 40px;">on parity with the 7.45% Series A Cumulative Redeemable Preferred Stock and the 9.25% Series D Cumulative Redeemable Preferred Stock issuable upon exchange of the Series A Preferred Units and the Series D Preferred Units, respectively, and the 7.80% Series E Cumulative Redeemable Preferred Stock and with all other preferred stock designated as ranking on a parity with the Series F Preferred Stock with respect to dividends and rights upon liquidation, dissolution or winding-up; and</p> <p style="padding-left: 40px;">junior to all other preferred stock designated as ranking senior to the Series F Preferred Stock.</p> <p>Following completion of the offering, we will contribute all of the net proceeds from this offering to Kilroy Realty, L.P., our operating partnership, in exchange for 7.50% Series F Cumulative Redeemable Preferred Units. The 7.50% Series F Cumulative Redeemable Preferred Units will rank on parity with our operating partnership's 7.45% Series A Cumulative Redeemable Preferred Units, 9.25% Series D Cumulative Redeemable Preferred Units and 7.80% Series E Cumulative Redeemable Preferred Units.</p>
Dividend Rate and Payment Dates	Dividends on the Series F Preferred Stock are cumulative from the date of original issuance and are payable quarterly in arrears on the 15 th day of February, May, August and November of each year, commencing on February 15, 2005 (or, if any such date is not a business day, on the next succeeding business day), at the rate of 7.50% per annum of the \$25.00 liquidation preference (which is equivalent to \$1.875 per annum per share). The first dividend will cover the period from the date of the original issuance of the Series

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F Preferred Stock to (but excluding) February 15, 2005. Dividends on the Series F Preferred Stock will accumulate whether or not:

there are funds legally available for the distribution of such dividends; and

such dividends are declared.

If we designate any portion of a dividend as a capital gain dividend, except as required by law, a holder's share of such capital gain dividend will be an amount that bears the same ratio to the total amount of dividends (as determined for federal income tax purposes) paid to such holder for the year as the aggregate amount designated as a capital gain dividend bears to the aggregate amount of all dividends (as determined for federal income tax purposes) paid on all classes of shares for the year.

Redemption

The Series F Preferred Stock is not redeemable prior to December 8, 2009, except in certain circumstances related to our maintenance of our ability to qualify as a real estate investment trust for federal income tax purposes. On and after such date, we may redeem the Series F Preferred Stock for cash at our option, in whole or in part, at any time or from time to time, at a redemption price of \$25.00 per share, plus all accumulated and unpaid dividends on such shares up to and including the redemption date.

Voting Rights

Holders of the Series F Preferred Stock generally will have no voting rights. However, if dividends on the Series F Preferred Stock remain unpaid for six or more quarterly periods (whether or not consecutive), holders of the Series F Preferred Stock (voting separately as a class with all other classes or series of our equity securities which are on parity with the Series F Preferred Stock as to both dividend rights and rights upon voluntary or involuntary liquidation, dissolution or winding-up of our affairs, upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of two additional directors to serve on our board of directors until all dividend arrearages with respect to the Series F Preferred Stock are eliminated. The Series F Preferred Stock will also be entitled to certain additional voting rights described in this prospectus supplement.

Conversion

The Series F Preferred Stock will not be convertible into or exchangeable for any of our properties or securities.

Restrictions on Ownership and Transfer

In order to assist us in maintaining our qualification as a REIT for U.S. federal income tax purposes, ownership, actually or constructively, by any person of more than 9.8% in value or number (whichever is more restrictive) of shares of Series F Preferred Stock is restricted by our charter. The holders of Series F Preferred Stock will also be subject to other limitations on ownership as described under the caption "Description of Series F

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Preferred Stock Restrictions on Ownership and Transfer of Series F Preferred Stock contained in this prospectus supplement.

No Maturity, Sinking Fund or Mandatory Redemption

The Series F Preferred Stock has no stated maturity and will not be subject to mandatory redemption or any sinking fund. We are not required to redeem the Series F Preferred Stock. Accordingly, the shares of Series F Preferred Stock will remain outstanding indefinitely unless we decide to redeem the shares at our option.

Trading

We intend to file an application with the New York Stock Exchange to list the Series F Preferred Stock. We will use commercially reasonable efforts to have our listing application for the Series F Preferred Stock approved. If approved, trading of the Series F Preferred Stock on the New York Stock Exchange is expected to commence within 30 days after the initial delivery of the shares of Series F Preferred Stock.

Use of Proceeds

We will contribute all of the net proceeds from this offering to Kilroy Realty, L.P., our operating partnership, which in exchange will issue to us 7.50% Series F Cumulative Redeemable Preferred Units. Our operating partnership will then use the contributed proceeds to redeem all of its outstanding 9.25% Series D Cumulative Redeemable Preferred Units. We will also redeem any shares of Series D Preferred Stock issued in exchange for the Series D Preferred Units after the date of this prospectus supplement but prior to the redemption date of the Series D Preferred Units. Between the date of the closing of this offering and the date on which the Series D Preferred Units are redeemed, our operating partnership may use the net proceeds of this offering to temporarily reduce borrowings under its revolving credit facility.

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RISK FACTORS

Investment in the Series F Preferred Stock involves risks. In addition to other information contained or incorporated by reference in this prospectus supplement or in the accompanying prospectus, you should carefully consider the following factors and those contained in the section entitled "Business Risks" in our annual report on Form 10-K for the year ended December 31, 2003 before acquiring the Series F Preferred Stock offered by this prospectus supplement. The occurrence of any of the following risks might cause you to lose all or a part of your investment. Please refer to the section entitled "Forward Looking Statements" on page S-i.

Risks Related to This Offering

The Series F Preferred Stock is a new issue of securities and does not have an established trading market, which may negatively affect the market value of the Series F Preferred Stock and your ability to transfer or sell your shares.

The Series F Preferred Stock is a new issue with no established trading market. We intend to file an application to list the Series F Preferred Stock on the New York Stock Exchange, or NYSE. However, we cannot assure you that the Series F Preferred Stock will be approved for listing on the NYSE. Even if approved, trading of the Series F Preferred Stock on the NYSE is not expected to begin until 30 days after the date of initial delivery of the Series F Preferred Stock and, in any event, we cannot assure you that an active trading market on the NYSE for the Series F Preferred Stock will develop or, even if one develops, will be maintained. As a result, the ability to transfer or sell the Series F Preferred Stock and any trading price of the Series F Preferred Stock could be adversely affected. The underwriters are not obligated to make a market in the Series F Preferred Stock and may discontinue market-making at any time without notice.

The market value of the Series F Preferred Stock could be substantially affected by various factors.

As with other publicly traded securities, the trading price of the Series F Preferred Stock will depend on many factors, which may change from time to time, including:

prevailing interest rates, increases in which may have an adverse effect on the trading price of the Series F Preferred Stock;

the market for similar securities issued by REITs;

general economic and financial market conditions;

the attractiveness of securities of REITs in comparison to other companies;

investor perception of our growth potential and potential future cash dividends;

government action or regulation; and

our financial condition, performance and prospects.

Risks Related to Our Business

General economic conditions may adversely affect our financial condition and results of operations.

Periods of economic slowdown or recession in the United States and in other countries, declining demand for leased office or industrial properties or rising interest rates, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases at our properties, either of which could adversely affect our financial condition, results of operations, cash flow, quoted per share trading price of our common stock and our preferred stock and ability to satisfy our debt service obligations and to pay distributions to you.

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We depend on significant tenants.

As of September 30, 2004, our ten largest office tenants represented approximately 29.8% of our total annual base rental revenues and our ten largest industrial tenants represented approximately 8.2% of our total annual base rental revenues. Of this amount, our largest tenant, The Boeing Company, leased an aggregate of approximately 839,100 rentable square feet of office space under eight separate leases, representing approximately 6.3% of our total annual base rental revenues at September 30, 2004. In April 2004, the Boeing Company renewed one lease for a building located in El Segundo, California, encompassing approximately 286,200 rentable square feet, which is now scheduled to expire in July 2007. One lease encompassing approximately 211,100 rental square feet is scheduled to expire in December 2007; however, under the terms of the lease, the Boeing Company has the right to terminate this lease effective either December 31, 2005 or December 31, 2006 by giving us written notice one year in advance. Another lease encompassing approximately 7,800 rentable square feet is scheduled to expire in November 2004. The other five leases are scheduled to expire at various dates between August 2005 and March 2009.

Although we have been able to mitigate the impact of tenant defaults to our financial condition, revenues and results of operations, our financial condition, revenues and results of operations could be adversely affected if any of our significant tenants fail to renew their leases, renew their leases on terms less favorable to us or if any of them become bankrupt or insolvent or are otherwise unable to satisfy their lease obligations.

Downturns in our tenants' businesses may reduce our cash flows.

For the nine months ended September 30, 2004, we derived 99.5% of our revenues from continuing operations from rental income and tenant reimbursements. A tenant may experience a downturn in its business, which may weaken its financial condition and result in its failure to make timely rental payments to us or any payments to us at all. In the event of default by a tenant, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment.

The bankruptcy or insolvency of a major tenant also may adversely affect the income produced by our properties. If any tenant becomes a debtor in a case under the Bankruptcy Code, we cannot evict the tenant solely because of the bankruptcy. In addition, the bankruptcy court might permit the tenant to reject and terminate its lease with us. Our claim against the tenant for unpaid, future rent would be subject to a statutory cap that might be substantially less than the remaining rent actually owed under the lease. Therefore, our claim for unpaid rent would likely not be paid in full. Any losses resulting from the bankruptcy of any of our existing tenants could adversely impact our financial condition, results from operations, cash flows, quoted per share trading price of our common stock and our preferred stock and ability to satisfy our debt service obligations and to pay distributions to you.

We may be unable to renew leases or re-let available space.

As of September 30, 2004, we had office and industrial space available for lease representing approximately 6.9% of the total square footage of our stabilized portfolio. In addition, leases representing approximately 0.9% and 12.6% of the rentable square footage of our properties are scheduled to expire during the remainder of 2004 and in 2005, respectively. Above market rental rates on some of our properties may require us to renew or re-lease expiring leases at rates below current contract lease rates. We believe that the average rental rates for our properties generally are between market and 5% above the current average quoted market rates, although individual properties within any particular submarket presently may be leased at above or below the rental rates within that submarket. We cannot give any assurance that leases will be renewed or that available space will be re-leased at rental rates equal to or above the current rental rates. If the average rental rates for our properties decrease, existing tenants do not renew their leases or we do not re-lease a significant portion of our available space, our financial condition, results of operations, cash flows, quoted per share trading price of our common stock and our preferred stock and ability to satisfy our

debt service obligations and pay distributions to you would be adversely affected.

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Most of our properties depend upon the Southern California economy.

As of September 30, 2004, 93.1% of the aggregate rentable square footage of our stabilized portfolio and 94.8% of our annualized base rent, excluding expense reimbursements and rental abatements, came from properties located in Southern California. In addition, as of September 30, 2004, all of our lease-up, in-process and future development and redevelopment projects were located in Southern California. Our ability to make expected distributions to you depends on our ability to generate funds from operations, as defined by NAREIT, in excess of scheduled principal payments on debt, payments on the preferred limited partnership units issued by Kilroy Realty, L.P., distributions to preferred stockholders and capital expenditure requirements. Events and conditions applicable to owners and operators of real property that are beyond our control may impact funds available for distribution and the value of our properties. These events include:

local oversupply or reduction in demand of office, industrial or other commercial space;

the failure of our tenants to pay rent in a timely manner;

vacancies and our inability to re-lease spaces on favorable terms;

our inability to finance property development and acquisitions on favorable terms;

increased operating costs, including insurance premiums, utilities and real estate taxes;

costs of complying with changes in governmental regulations;

the relative illiquidity of real estate investments;

changing submarket demographics; and

property damage resulting from seismic activity.

The geographic concentration of our properties may expose us to greater economic risks than if we owned properties in several geographic regions. Any adverse economic or real estate developments in the Southern California region could adversely impact our financial condition, results from operations, cash flows, quoted per share trading price of our common stock and our preferred stock and ability to satisfy our debt service obligations and to pay distributions to you.

We face significant competition which may decrease the occupancy and rental rates of our properties.

We compete with several developers, owners and operators of office, industrial and other commercial real estate, many of which own properties similar to ours in the same submarkets in which our properties are located, but which have lower occupancy rates than our properties. For

instance, occupancy rates for our Sorrento Mesa stabilized office property portfolio in San Diego County at September 30, 2004 was 98.8% in comparison to 89.9% for the Sorrento Mesa two-story corporate office submarket in total. In addition, we have one redevelopment project in the lease-up phase in Sorrento Mesa encompassing approximately 68,000 rentable square feet, which was not leased as of September 30, 2004. We believe that our higher occupancy rates mean that, on average, our competitors have more space currently available for lease than we do. As a result, our competitors have an incentive to decrease rental rates until their available space is leased. If our competitors offer space at rental rates below the rates currently charged by us for comparable space, we may be pressured to reduce our rental rates below those currently charged in order to retain tenants when our tenant leases expire. As a result, our financial condition, results of operations, cash flows, quoted per share trading price of our common stock and our preferred stock and ability to satisfy our debt service obligations and to pay distributions to you may be adversely affected.

We may be unable to successfully complete and operate development and redevelopment properties.

Property development involves the following significant risks:

we may be unable to obtain construction financing on favorable terms or at all;

we may be unable to obtain permanent financing at all or on advantageous terms if we finance development projects through construction loans;

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we may be unable to lease development properties at expected rental rates or within projected time-frames;

we may not complete development projects on schedule or within budgeted amounts;

we may expend funds on and devote our time to projects which we may not complete; and

we may encounter delays or refusals in obtaining all necessary zoning, land use, building, occupancy and other required governmental permits and authorizations.

If one or more of these events were to occur in connection with our projects currently planned for development or redevelopment, our financial condition, results of operations, cash flows, quoted per share trading price of our common stock and our preferred stock and ability to satisfy our debt service obligations and to pay distributions to you could be adversely affected.

For example, in 2003, we added two office development projects to our stabilized portfolio since it had been one year since substantial completion. One of the buildings is located in West Los Angeles, California. This building encompasses approximately 151,000 rentable square feet and was 64% occupied as of September 30, 2004. As of September 30, 2004, we had executed leases for 94% of the rentable square feet at this building. The other building is located in El Segundo, California. This building encompasses approximately 133,300 rentable square feet and was approximately 32% occupied as of September 30, 2004. As of September 30, 2004, we had executed leases or letters of intent for 56% of the rentable square feet at this building.

While we primarily develop office and industrial properties in Southern California markets, we may in the future develop properties for retail or other use and expand our business to other geographic regions where we expect the development of property to result in favorable risk-adjusted returns on our investment. Presently, we do not possess the same level of familiarity with development of other property types or outside markets, which could adversely affect our ability to develop properties or to achieve expected performance.

Limited partners of Kilroy Realty, L.P. must approve the dissolution of Kilroy Realty, L.P. and the disposition of properties they contributed.

For as long as limited partners own at least 5% of all of the common units of Kilroy Realty, L.P., we must obtain the approval of limited partners holding a majority of the common units before we may dissolve the partnership.

As of September 30, 2004, limited partners owned approximately 12.3% of the outstanding interests in Kilroy Realty, L.P. In addition, Kilroy Realty, L.P. has agreed to use commercially reasonable efforts to minimize the tax consequences to common limited partners resulting from the repayment, refinancing, replacement or restructuring of debt, or any sale, exchange or other disposition of any of its other assets. The exercise of one or more of these approval rights by the limited partners could delay or prevent us from completing a transaction which may be in the best interest of our stockholders.

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**RATIOS OF EARNINGS TO FIXED CHARGES AND COMBINED FIXED CHARGES AND
PREFERRED DIVIDENDS AND DISTRIBUTIONS**

Our ratio of earnings to fixed charges and earnings to combined fixed charges and preferred dividends and distributions for the nine-month period ended September 30, 2004 and for each of the five-year periods ended December 31, 2003 were as follows:

	For Fiscal Year Ended December 31,					For Nine Months
	2003	2002	2001	2000	1999	Ended
	2003	2002	2001	2000	1999	September 30, 2004
Ratio of earnings to fixed charges	2.16x	1.58x	1.75x	1.76x	2.02x	1.71x
Ratio of earnings to combined fixed charges and preferred dividends and distributions	1.66x	1.24x	1.40x	1.42x	1.61x	1.33x

We have computed the ratios of earnings to fixed charges and the ratios of earnings to combined fixed charges and preferred dividends and distributions by dividing fixed charges, excluding capitalized interest, plus income from continuing operations before the effect of minority interest, by fixed charges plus, in the case of ratios of earnings to combined fixed charges and preferred dividends and distributions only, the preferred dividends and distributions. Fixed charges consist of interest costs, whether expensed or capitalized, amortization of debt issuance costs and, in the case of ratios of earnings to combined fixed charges and preferred dividends and distributions only, preferred distributions of consolidated subsidiaries.

Our ratio of earnings to fixed charges and ratio of earnings to combined fixed charges and preferred dividends and distributions decreased from 2.16x to 1.71x and 1.66x to 1.33x, respectively, for the nine months ended September 30, 2004 compared to the year ended December 31, 2003, primarily as a result of the receipt in 2003 of a payment of approximately \$18.3 million in connection with a plan of reorganization of Peregrine Systems Inc., compared to a similar payment of \$750,000 in 2004.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering, after all anticipated costs, of approximately \$72,137,500. We will contribute all of the net proceeds from this offering to Kilroy Realty, L.P., our operating partnership, which in exchange will issue to us 7.50% Series F Cumulative Redeemable Preferred Units. Kilroy Realty, L.P. will use the contributed net proceeds to redeem all 900,000 of the outstanding 9.25% Series D Cumulative Redeemable Preferred Units at a redemption price of \$50.00 per unit, plus all accumulated and unpaid dividends on such units up to and including the redemption date. Our board of directors is expected to set December 9, 2004 as the redemption date on which all of our outstanding Series D Preferred Units will be redeemed. We will also redeem any shares of Series D Preferred Stock issued in exchange for the Series D Preferred Units after the date of this prospectus supplement. Between the date of the closing of this offering and the date on which the Series D Preferred Units are redeemed, our operating partnership may use the net proceeds of this offering to temporarily reduce its borrowings under its revolving credit facility.

Our operating partnership's revolving credit facility, the borrowings under which may be temporarily reduced from the net proceeds of this offering, bears interest at an annual rate between LIBOR plus 1.00% and LIBOR plus 1.70% (3.01% at November 4, 2004), depending upon our leverage ratio at the time of borrowing, and matures in October 2007, with an option to extend the maturity for one year. The borrowings under the credit facility have been used for general corporate purposes. Affiliates of some of the underwriters are lenders under the revolving credit facility. Specifically, Wachovia Bank, N.A., an affiliate of Wachovia Capital Markets, LLC, is a syndication agent and a lender under the facility and Key Bank National Association, an affiliate of KeyBanc Capital Markets, a division of McDonald Investments Inc., is a lender under the facility. To the extent that we use the net proceeds of this offering to temporarily reduce outstanding indebtedness under that facility, such lenders will receive their proportionate shares of the repayment. See Underwriting.

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The following table sets forth our capitalization as of September 30, 2004 and as adjusted to give effect to (i) the issuance of the 3,000,000 shares of Series F Preferred Stock offered by this prospectus supplement, and (ii) the redemption of all outstanding 9.25% Series D Cumulative Redeemable Preferred Units. See Use of Proceeds.

	September 30, 2004	
	Actual	As Adjusted
	(Amounts in thousands)	
Long-term debt, including current portions:		
Secured debt	494,932	494,932
Unsecured senior notes	144,000	144,000
Unsecured line of credit	92,000	65,382
Total long-term debt	730,932	704,314
Minority interests:		
7.45% Series A Cumulative Redeemable Preferred unitholders	73,638	73,638
9.25% Series D Cumulative Redeemable Preferred unitholders	44,321	
Common unitholders of the Operating Partnership	61,782	61,782
Total minority interests	179,741	135,420
Stockholders' equity:		
7.45% Series A Cumulative Redeemable Preferred Stock, \$.01 par value, 1,500,000 shares authorized, none issued and outstanding		
Series B Preferred Stock, \$.01 par value, 400,000 shares authorized, none issued and outstanding		
9.25% Series D Cumulative Redeemable Preferred Stock, \$.01 par value, 1,000,000 shares authorized, none issued and outstanding		
7.80% Series E Cumulative Redeemable Preferred Stock, \$.01 par value, 1,610,000 shares authorized, issued and outstanding as of September 30, 2004	38,425	38,425
7.50% Series F Cumulative Redeemable Preferred Stock, \$.01 par value, no shares authorized, issued and outstanding as of September 30, 2004 and 3,450,000 shares authorized and 3,000,000 issued and outstanding as of September 30, 2004, as adjusted		72,138
Common stock, \$.01 par value, 150,000,000 shares authorized, 28,527,920 shares issued and outstanding, respectively	286	286
Additional paid-in capital	515,086	515,086
Deferred compensation	(1,929)	(1,929)
Distributions in excess of earnings	(71,456)	(72,655)
Accumulated net other comprehensive loss	(1,067)	(1,067)
Total stockholders' equity	479,345	550,284
Total capitalization	1,390,018	1,390,018

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DESCRIPTION OF SERIES F PREFERRED STOCK

We have summarized the material terms and provisions of our Series F Preferred Stock in this section. For more detail you should refer to our charter and the articles supplementary relating to the Series F Preferred Stock, which will be filed as an exhibit to a current report on Form 8-K and incorporated by reference as exhibits to the registration statement of which this prospectus supplement is a part.

7.50% Series F Cumulative Redeemable Preferred Stock

General. Our board of directors adopted articles supplementary establishing the terms of the Series F Preferred Stock as a class of our preferred stock, designated as the 7.50% Series F Cumulative Redeemable Preferred Stock. When issued, the Series F Preferred Stock will be validly issued, fully paid and nonassessable.

In connection with this offering, we, in accordance with the terms of the partnership agreement of our operating partnership, will contribute or otherwise transfer the proceeds of the sale of the Series F Preferred Stock to our operating partnership, and our operating partnership will issue to us 7.50% Series F Cumulative Redeemable Preferred Units that mirror the rights, preferences and other terms of the Series F Preferred Stock. Our operating partnership will be required to make all required distributions on such Series F Preferred Units prior to any distribution of cash or assets to the holders of any other units or any other equity interests in our operating partnership, except for any other series of partnership interests ranking on a parity with such Series F Preferred Units as to dividends or voluntary or involuntary liquidation, dissolution or winding-up of our operating partnership, in which case distributions will be made pro-rata with the Series F Preferred Units, and except for any series of preferred units ranking senior to such Series F Preferred Units as to dividends, or voluntary or involuntary liquidation, none of which are outstanding at this time.

We intend to file an application to list the Series F Preferred Stock on the NYSE. If approved, trading of the Series F Preferred Stock on the NYSE is expected to commence within 30 days after initial delivery of the Series F Preferred Stock. See Underwriting.

Dividends. Each share of Series F Preferred Stock will be entitled to receive dividends, when and as declared by our board of directors, out of funds legally available for the payment of dividends, that are:

cumulative preferential dividends, in cash, from the date of issue payable in arrears on the 15th day of February, May, August and November of each year, with the first dividend to cover the period from the date of the original issuance of the Series F Preferred Stock to (but excluding) February 15, 2005;

on parity with any payment made on our Series E Preferred Stock and, if and when issued, in exchange for presently outstanding Series A Preferred Units and Series D Preferred Units of our operating partnership, the Series A Preferred Stock and the Series D Preferred Stock, and on all other preferred stock designated as ranking on a parity with the Series F Preferred Stock with respect to dividends;

in preference to any payment made on any other classes or series of capital stock or our other equity securities ranking junior to the Series F Preferred Stock; and

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at a rate of 7.50% per annum of the \$25.00 liquidation preference per share of Series F Preferred Stock.

After the redemption of the Series D Preferred Units, we will redesignate the Series D Preferred Stock as authorized but undesignated preferred stock. As of September 30, 2004, 1,610,000 shares of the Series E Preferred Stock are issued and outstanding. No shares of preferred stock of any other series are currently issued and outstanding.

Dividends will be payable to holders of record as they appear in our share records at the close of business on the applicable record date, which unless designated otherwise by our board of directors will be 15

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business days prior to the applicable payment date. Any dividend payable on the Series F Preferred Stock for any portion of a dividend period shall be prorated and computed on the basis of a 360-day year consisting of twelve 30-day months. If any date on which dividends are to be made on the Series F Preferred Stock is not a business day, then payment of the dividend to be made on such date will be made on the next succeeding day that is a business day (and without any interest or other payment in respect of any such delay) except that, if such business day is in the next succeeding calendar year, such payment shall be made on the immediately preceding business day, in each case with the same force and effect as if made on such date. Accrued but unpaid dividends on the Series F Preferred Stock will accumulate as of the dividend payment date on which they first become payable.

No dividends on the Series F Preferred Stock may be declared by our board of directors or paid or set apart for payment by us if one or more of our contractual arrangements or agreements, including any agreement relating to our outstanding indebtedness, either:

prohibits the declaration, payment or setting apart for payment of dividends; or

provides that the declaration, payment or setting apart for payment of dividends would constitute a breach thereof or a default thereunder, or if such declaration, payment or setting apart shall be restricted or prohibited by law.

Notwithstanding the foregoing, dividends on the Series F Preferred Stock will accrue whether or not:

we have earnings;

there are funds legally available for the payment of such dividends; or

such dividends are authorized or declared.

No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Series F Preferred Stock which may be in arrears. Any dividend payment made on the Series F Preferred Stock shall first be credited against the earliest accrued but unpaid dividend due with respect to such shares which remains payable. Unless all dividends accumulated on all Series F Preferred Stock and all classes and series of outstanding stock ranking on parity with the Series F Preferred Stock as to payment of dividends have been paid in full:

no dividend of cash or other property shall be authorized, declared, paid or set apart for payment on or with respect to any class or series of our common stock or any class or series of other capital stock or equity securities ranking junior as to the payment of dividends to the Series F Preferred Stock; and

no cash or other property shall be set aside for or applied to the purchase, redemption or other acquisition for consideration of any Series F Preferred Stock, any preferred stock ranking on parity with the Series F Preferred Stock as to payment of dividends or any class or series of capital stock or other equity securities ranking junior to the Series F Preferred Stock.

The foregoing sentence, however, will not prohibit:

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dividends payable solely in capital stock or equity securities ranking junior to the Series F Preferred Stock;

the conversion of capital stock or equity securities ranking junior to the Series F Preferred Stock or capital stock or other equity securities ranking on parity with the Series F Preferred Stock into capital stock or equity securities ranking junior to the Series F Preferred Stock; and

our purchase of Series F Preferred Stock, stock ranking on parity with the Series F Preferred Stock as to payment of dividends or capital stock or equity securities ranking junior to the Series F Preferred Stock pursuant to our charter to the extent necessary to preserve our status as a REIT.

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When dividends are not paid in full (and a sum sufficient for such full payment is not set apart for payment) upon the Series F Preferred Stock and any other series of our preferred stock ranking on a parity as to dividends with the Series F Preferred Stock, all dividends authorized or declared upon the Series F Preferred Stock and any other series of our preferred stock ranking on a parity as to the payment of dividends with the Series F Preferred Stock shall be authorized and declared pro rata so that the amount of dividends authorized and declared per share of Series F Preferred Stock and such other series of our preferred stock shall in all cases bear to each other the same ratio that the sum of the liquidation preference plus accrued dividends per share on the Series F Preferred Stock bears to the sum of the liquidation preference plus accrued dividends per share on the other series of our preferred stock (which, in any event, shall not include any accumulation in respect of unpaid dividends for prior dividend periods if such series of our preferred stock does not have cumulative dividend rights).

Holders of the Series F Preferred Stock will not be entitled to any dividends, whether payable in cash, property or otherwise, in excess of full cumulative dividends on Series F Preferred Stock as provided above.

Dividend Tax Status. Dividends paid by regular C corporations to persons or entities that are taxed as individuals now are taxed at the rate applicable to long-term capital gains, which is a maximum of 15%, subject to certain limitations. Because we are a REIT, however, our dividends, including dividends paid on our Series F Preferred Stock, generally will continue to be taxed at regular ordinary income tax rates, except to the extent that the special rules relating to qualified dividend income and capital gains dividends paid by a REIT apply as discussed in more detail under the caption "United States Federal Income Tax Considerations" in this prospectus supplement.

If, for any taxable year, we elect to designate any portion of a dividend as a capital gain dividend (as defined in Section 857 of the Internal Revenue Code of 1986, as amended, or any successor revenue code or section), except as required by law, the portion of such capital gain dividend that will be allocable to holders of Series F Preferred Stock shall be in the same proportion that the total of the dividends (as determined for federal income tax purposes) paid or made available to the holders of Series F Preferred Stock for the year bears to the total amount of all such dividends (as determined for federal income tax purposes) for the year paid with respect to all classes and series of our outstanding capital stock. In addition, except as otherwise required by applicable law, we will make a similar allocation with respect to any undistributed long-term capital gains which are to be included in our stockholders' long-term capital gains, based on the allocation of the capital gains which would have resulted if those undistributed long-term capital gains had been distributed as capital gain dividends by us to our stockholders.

Ranking. The Series F Preferred Stock will, with respect to dividends and rights upon voluntary or involuntary liquidation, dissolution or winding-up of our affairs, rank:

senior to our common stock, the Series B Preferred Stock and all other preferred stock designated as ranking junior to the Series F Preferred Stock;

on parity with our Series E Preferred Stock and, if and when issued in exchange for presently outstanding Series A Preferred Units and Series D Preferred Units of our operating partnership, the Series A Preferred Stock and the Series D Preferred Stock, and with all other preferred stock designated as ranking on parity with the Series F Preferred Stock; and

junior to all other preferred stock designated as ranking senior to the Series F Preferred Stock.

Following completion of this offering, we will contribute all of the net proceeds from this offering to Kilroy Realty, L.P., our operating partnership, in exchange for 7.50% Series F Cumulative Redeemable Preferred Units. The 7.50% Series F Cumulative Redeemable Preferred Units will rank on parity with our operating partnership's 7.45% Series A Cumulative Redeemable Preferred Units, 9.25% Series D Cumulative

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Redeemable Preferred Units and 7.80% Series E Cumulative Redeemable Preferred Units.

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Redemption. At our option, we may redeem, in whole or in part, from time to time, upon not less than 30 or more than 60 days written notice, shares of Series F Preferred Stock:

on and after December 8, 2009 or prior to such date to the extent necessary to maintain our qualification as a REIT; and

at a redemption price payable in cash equal to \$25.00 per share, plus any accumulated and unpaid dividends, whether or not declared, up to and including the date of redemption.

If fewer than all of the outstanding shares of Series F Preferred Stock are to be redeemed, the shares of Series F Preferred Stock to be redeemed shall be selected pro rata (as nearly as may be practicable without creating fractional shares), by lot or by any other equitable method that we determine.

So long as no dividends are in arrears, we may at any time and from time to time repurchase shares of Series F Preferred Stock in open-market transactions duly authorized by our board of directors and effected in compliance with applicable laws. Other than to maintain our REIT status, we may not redeem fewer than all of the outstanding shares of Series F Preferred Stock unless all accumulated and unpaid dividends have been paid on all outstanding Series F Preferred Stock for all quarterly dividend periods terminating on or prior to the date of redemption.

Notice of redemption will be given by publication in a newspaper of general circulation in the City of New York, such publication to be made once a week for two successive weeks commencing not less than 30 nor more than 60 days prior to the redemption date. We will mail a similar notice, postage prepaid, not less than 30 nor more than 60 days prior to the redemption date, addressed to the respective holders of record of the Series F Preferred Stock to be redeemed at their respective addresses as they appear on our share transfer records. No failure to give such notice or any defect therein shall affect the validity of the proceedings for the redemption of any shares of Series F Preferred Stock except as to the holder to whom notice was defective or not given. In addition to any information required by law or by the applicable rules of any exchange upon which the Series F Preferred Stock may be listed or admitted to trading, each notice shall state:

the redemption date;

the redemption price;

the number of shares of Series F Preferred Stock to be redeemed;

the place or places where the certificates evidencing shares of Series F Preferred Stock are to be surrendered for payment of the redemption price;

that dividends on the Series F Preferred Stock to be redeemed will cease to accumulate on such redemption date; and

that payment of the redemption price and any accumulated and unpaid dividends will be made upon presentation and surrender of such Series F Preferred Stock.

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If fewer than all the shares of Series F Preferred Stock held by any holder are to be redeemed, the notice mailed to such holder shall also specify the number of shares of Series F Preferred Stock to be redeemed from such holder.

If we give a notice of redemption in respect of Series F Preferred Stock (which notice will be irrevocable) then, by 12:00 noon, New York City time, on the redemption date, we will deposit irrevocably in trust for the benefit of the Series F Preferred Stock being redeemed funds sufficient to pay the applicable redemption price, plus any accumulated and unpaid dividends, if any, on such shares to the date fixed for redemption, without interest, and will give irrevocable instructions and authority to pay such redemption price and any accumulated and unpaid dividends, whether or not declared, if any, on such shares to the holders of the Series F Preferred Stock upon surrender of the Series F Preferred Stock by such holders at the place designated in the notice of redemption. If less than all Series F Preferred Stock evidenced by any

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certificate is being redeemed, a new certificate shall be issued upon surrender of the certificate evidencing all Series F Preferred Stock, without cost to the holder thereof.

On and after the date of redemption, dividends will cease to accumulate on the Series F Preferred Stock or portions thereof called for redemption, unless we default in the payment thereof. If any date fixed for redemption of Series F Preferred Stock is not a business day, then payment of the redemption price payable on such date will be made on the next succeeding day that is a business day (and without any interest or other payment in respect of any such delay) except that, if such business day falls in the next calendar year, such payment will be made on the immediately preceding business day, in each case with the same force and effect as if made on such date fixed for redemption. If payment of the redemption price or any accumulated or unpaid dividends in respect of the Series F Preferred Stock is improperly withheld or refused and not paid by us, dividends on such Series F Preferred Stock will continue to accumulate from the original redemption date to the date of payment, in which case the actual payment date will be considered the date fixed for redemption for purposes of calculating the applicable redemption price and any accumulated and unpaid dividends.

If such redemption is to be by lot and, as a result of such redemption, any holder of shares of Series F Preferred Stock, other than a holder of Series F Preferred Stock that has received an exemption from the ownership limit, would have actual or constructive ownership of more than 9.8% of the issued and outstanding shares of Series F Preferred Stock by value or number of shares, whichever is more restrictive, because such holder's shares of Series F Preferred Stock were not redeemed, or were only redeemed in part, then, except as otherwise provided in the charter documents, we will redeem the requisite number of shares of Series F Preferred Stock of such holder such that no holder will hold in excess of the 9.8% ownership limit subsequent to such redemption. See Restrictions on Ownership and Transfer of Capital Stock.

The holders of shares of Series F Preferred Stock at the close of business on a dividend record date will be entitled to receive the dividend payable with respect to the shares of Series F Preferred Stock held on the corresponding dividend payment date notwithstanding the redemption thereof between such dividend record date and the corresponding dividend payment date or our default in the payment of the dividend due. Except as provided above, we will make no payment or allowance for unpaid dividends, whether or not in arrears, on the shares of Series F Preferred Stock to be redeemed.

No Maturity, Sinking Fund or Mandatory Redemption. The Series F Preferred Stock has no maturity date, and we are not required to redeem the Series F Preferred Stock at any time. Accordingly, the Series F Preferred Stock will remain outstanding indefinitely, unless we decide at our option, to exercise our redemption right. The Series F Preferred Stock is not subject to any sinking fund.

Limited Voting Rights. If we do not pay dividends on any shares of Series F Preferred Stock for six or more quarterly periods, which we refer to as preferred dividend default, whether or not consecutive, the holders of Series F Preferred Stock will have the right to vote as a single class with the holders of any then outstanding shares of Series A Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and any class or series of our equity securities now or hereafter authorized, issued or outstanding expressly designated by us to rank on parity with the Series F Preferred Stock with respect to both dividends and rights upon voluntary or involuntary liquidation, dissolution or winding-up of our affairs, which we refer to as parity preferred stock, which have similar vested voting rights for the election of two additional directors to our board of directors, which we refer to as preferred stock directors. The preferred stock directors will be elected by a plurality of the votes cast in the election for a one-year term and each preferred stock director will serve until his successor is duly elected and qualified or until the director's right to hold the office terminates, whichever occurs earlier, subject to the director's earlier death, disqualification, resignation or removal. The election will take place at:

special meetings called by the holders of at least 10% of the outstanding shares of Series F Preferred Stock or the holders of shares of any other class or series of stock on parity with the Series F

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Preferred Stock with respect to which dividends are also accumulated and unpaid if this request is received more than 90 days before the date fixed for our next annual or special meeting of stockholders or, if we receive the request for a special meeting less than 90 days before the date fixed for our next annual or special meeting of stockholders, at our annual or special meeting of stockholders, and

each subsequent annual meeting (or special meeting held in its place) until all dividends accumulated on the Series F Preferred Stock for all past dividend periods and the dividend for the then current dividend period and on any other class or series of parity preferred stock, including the Series E Preferred Stock, and the Series A Preferred Stock and the Series D Preferred Stock, if any, on parity with the Series F Preferred Stock with respect to dividends, have been paid in full or set apart for payment in full as described below.

If and when all accumulated dividends and the dividend for the current dividend period on the Series F Preferred Stock have been paid in full or a sum sufficient for such payment is irrevocably deposited in trust for payment, the holders of the Series F Preferred Stock shall be divested of the voting rights set forth above (subject to reversion in the event of each and every preferred dividend default) and, if all dividends in arrears and the dividends for the current dividend period have been paid in full or set aside for payment in full on all other classes or series of parity preferred stock, the term and office of such preferred stock directors so elected shall terminate. Any preferred stock director elected by the holders of Series F Preferred Stock and other holders of parity preferred stock upon which like voting rights have been conferred and are exercisable may be removed at any time with or without cause by the vote of, and shall not be removed otherwise than by the vote of, the holders of record of a majority of the outstanding shares of Series F Preferred Stock and other parity preferred stock entitled to vote when they have the voting rights described above (voting separately as a single class with all other classes or series of parity preferred stock upon which like voting rights have been conferred and are exercisable). So long as a preferred dividend default shall continue, any vacancy in the office of a preferred stock director may be filled by written consent of the preferred stock director remaining in office, or if none remains in office, by a vote of the holders of record of a majority of the outstanding shares of Series F Preferred Stock and other parity preferred stock entitled to vote when they have the voting rights described above (voting separately as a single class with all other classes or series of parity preferred stock upon which like voting rights have been conferred and are exercisable). The preferred stock directors shall each be entitled to one vote per director on any matter.

In addition, so long as any shares of Series F Preferred Stock are outstanding, without the affirmative vote of the holders of two-thirds of the shares of Series F Preferred Stock then outstanding, we may not:

designate or create, or increase the authorized or issued amount of, any class or series of shares of capital stock ranking senior to the Series F Preferred Stock with respect to payment of dividends or rights upon liquidation, dissolution or winding-up of our affairs;

reclassify any of our authorized shares of capital stock into any shares ranking senior to the Series F Preferred Stock or create, authorize or issue any obligations or security convertible into or evidencing the right to purchase any such shares;

designate or create, or increase the authorized or issued amount of, or reclassify any of our authorized shares of capital stock into any stock on parity with the Series F Preferred Stock, or create, authorize or issue any obligations or security convertible into or evidencing the right to purchase any such shares, but only to the extent the shares on parity with the Series F Preferred Stock are issued to one of our affiliates; or

either

consolidate, merge into or with, or convey, transfer or lease our assets substantially as an entirety, to any corporation or other entity; or

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amend, alter or repeal the provisions of our charter (including the articles supplementary relating to the Series F Preferred Stock) or bylaws, whether by merger, consolidation or otherwise;

in either case in such a way that would materially and adversely affect the powers, special rights, preferences, privileges or voting power of the Series F Preferred Stock or its holders.

For purposes of the previous paragraph, the following events will not be deemed to materially and adversely affect the rights, preferences, privileges or voting powers of the Series F Preferred Stock or its holders:

any merger, consolidation or transfer of all or substantially all of our assets, so long as either:

we are the surviving entity and the Series F Preferred Stock remains outstanding on the same terms; or

the resulting, surviving or transferee entity is a corporation, business trust or other like entity organized under the laws of any state and substitutes for the Series F Preferred Stock other preferred stock having substantially the same terms and same rights as the Series F Preferred Stock, including with respect to dividends, voting rights and rights upon liquidation, dissolution or winding-up; and

any increase in the amount of authorized preferred stock or the creation or issuance of any other class or series of preferred stock, or any increase in an amount of authorized shares of each class or series, in each case ranking either junior to or on a parity with the Series F Preferred Stock with respect to dividend rights and rights upon liquidation, dissolution or winding-up to the extent such preferred stock is not issued to one of our affiliates.

We may also increase the authorized or issued amount of the Series F Preferred Stock or any preferred stock on parity with the Series F Preferred Stock, whether by amendment or supplementation of our charter or otherwise, without any vote of the holders of the Series F Preferred Stock if all such additional shares:

remain unissued; and/or

are issued to an underwriter in a public offering registered with the SEC.

In any matter in which the holders of Series F Preferred Stock may vote (as expressly provided in the articles supplementary relating to the Series F Preferred Stock), each share of Series F Preferred Stock shall have one vote per share, except that when holders of shares of any other series of preferred stock shall have the right to vote with the Series F Preferred Stock as a single class on any matter, then the Series F Preferred Stock and such other series shall have with respect to such matters one vote per \$50.00 of stated liquidation preference, resulting in each share of Series F Preferred Stock being entitled to one-half of a vote.

The voting provisions above will not apply if, at or prior to the time when the act with respect to which the vote would otherwise be required would occur, we have redeemed or called for redemption upon proper procedures all outstanding shares of Series F Preferred Stock.

Holders of the Series F Preferred Stock will have no voting rights other than as discussed above.

Liquidation Preference. Upon any voluntary or involuntary liquidation, dissolution or winding-up of our affairs, subject to the rights of holders of shares of preferred stock on parity with the Series F Preferred Stock, and subject to the rights of holders of any equity securities ranking senior to the Series F Preferred Stock with respect to rights upon any voluntary or involuntary liquidation, dissolution or winding-up of our affairs, the holders of shares of Series F Preferred Stock are entitled to be paid out of our assets legally available for distribution to our stockholders, after payment or provision for our debts and other liabilities,

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but before any payment or distributions of our assets are made to holders of our common stock or any other class or series that ranks junior to the Series F Preferred Stock as to rights upon liquidation, dissolution or winding-up of our affairs, a liquidation preference of \$25.00 per share of Series F Preferred Stock, plus an amount equal to any accumulated and unpaid dividends, whether or not declared, to the date of payment. If, upon our voluntary or involuntary liquidation, dissolution or winding-up of our affairs, our available assets are insufficient to pay the full amount of the liquidating distributions on all outstanding shares of Series F Preferred Stock and the corresponding amounts payable on all outstanding shares of each other class or series of preferred stock ranking on parity with the Series F Preferred Stock as to rights upon liquidation, dissolution, or winding-up of our affairs, then the holders of the Series F Preferred Stock and each such other class or series of parity preferred stock will share proportionately in any distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

Holders of Series F Preferred Stock will be entitled to written notice of any distribution in connection with any voluntary or involuntary liquidation, dissolution or winding-up of our affairs not less than 30 and not more than 60 days prior to the payment date. After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series F Preferred Stock will have no right or claim to any of our remaining assets. Our consolidation or merger with or into any other corporation, trust or other entity, or the voluntary sale, lease, transfer or conveyance of all or substantially all of our property or business, will not be deemed to constitute our liquidation, dissolution or winding-up of our affairs.

Conversion. The Series F Preferred Stock is not convertible into or exchangeable for any property or other securities.

Global Securities

Rather than issue the Series F Preferred Stock in the form of physical certificates, we will generally issue the shares in book-entry form evidenced by one or more global securities. We anticipate that any global securities will be deposited with, or on behalf of, The Depository Trust Company, or DTC, and registered in the name of Cede & Co., as DTC's nominee.

DTC holds securities for its participants to facilitate the clearance and settlement of securities transactions, such as transfers and pledges, among participants through electronic book-entry changes to accounts of its participants, thereby eliminating the need for physical movement of securities certificates. Participants include securities brokers and dealers, banks, trust companies, clearing corporations and other organizations. Some of the participants, or their representatives, together with other entities, own DTC.

Purchases of Series F Preferred Stock under the DTC system must be made by or through participants, which will receive a credit for the shares on DTC's records. Holders who are DTC participants may hold their interests in global securities directly through DTC. Holders who are not DTC participants may beneficially own interests in a global security held by DTC only through DTC participants, or through banks, brokers, dealers, trust companies and other parties that clear through or maintain a custodial relationship with a participant and have indirect access to the DTC system. The ownership interest of each actual purchaser is recorded on the participant's and indirect participants' records. Purchasers will not receive written confirmation from DTC of their purchase, but should receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the participant or indirect participant through which the purchasers entered into the transaction.

So long as Cede & Co. is the registered owner of any global security, Cede & Co. for all purposes will be considered the sole holder of the global security. The deposit of shares of Series F Preferred Stock with DTC and their registration in the name of Cede & Co. will not change the beneficial ownership of the shares. DTC has no knowledge of the actual beneficial owners of the shares. DTC's records reflect only the identity

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of the participants to whose accounts the shares are credited, which may or may not be the beneficial owners. The participants are responsible for keeping account of their holdings on behalf of their customers.

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Neither DTC nor Cede & Co. consents or votes with respect to the shares. Under its usual procedures, DTC mails a proxy to the issuer as soon as possible after the record date. The proxy assigns Cede & Co.'s consenting or voting rights to the participants whose accounts are credited with the shares on the record date. DTC has advised us that it will take any action permitted to be taken by a holder of shares only at the direction of participants whose accounts are credited with DTC interests in the relevant global security.

Unless our use of the book-entry system is discontinued, owners of beneficial interests in a global security will not be entitled to have certificates registered in their names, will not receive or be entitled to receive physical delivery of certificates in definitive form and will not be considered the holders of the global security. The laws of some jurisdictions require that some purchasers of securities take physical delivery of securities in definitive form. These laws may impair the ability of those holders to transfer their beneficial interests in the global security.

Delivery of notices and other communications by DTC to participants, by participants to indirect participants and by participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements that may be in effect from time to time.

Redemption notices will be sent to Cede & Co. If less than all of the principal amount of the global securities of the same series is being redeemed, DTC's practice is to determine by lot the amount of the interest of each participant in the global securities to be redeemed.

Redemption proceeds, distributions and dividend payments on the Series F Preferred Stock will be made to Cede & Co. by wire transfer of immediately available funds. DTC's practice is to credit participants' accounts on the payment date in accordance with their respective holdings shown on DTC's records unless DTC believes that it will not receive payment on the payment date. Payments by participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in a street name, and will be the responsibility of the participants and indirect participants.

DTC has advised us that it is a limited purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code and a clearing agency registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that we believe to be reliable, but we are not responsible for its accuracy. The rules applicable to DTC and its participants are on file with the SEC. Neither we nor any transfer agent, registrar or paying agent are responsible for the performance by DTC or their participants or indirect participants under the rules and procedures governing their operations or for any aspect of the records relating to or payments made on account of beneficial ownership interests in the global securities or for maintaining, supervising or reviewing any records relating to beneficial ownership interests.

Restrictions on Ownership and Transfer of Series F Preferred Stock

Internal Revenue Code Requirements. To maintain our tax status as a REIT, five or fewer individuals, as that term is defined in the Internal Revenue Code, which includes certain entities, may not own, actually or constructively, more than 50% in value of our issued and outstanding capital stock at any time during the last half of a taxable year. Constructive ownership provisions in the Internal Revenue Code determine if any individual or entity constructively owns our capital stock for purposes of this requirement. In addition, 100 or more persons must beneficially

own our capital stock during at least 335 days of a taxable

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year or during a proportionate part of a short taxable year. Also, rent from tenants in which we actually or constructively own a 10% or greater interest is not qualifying income for purposes of the gross income tests of the Internal Revenue Code. To help ensure we meet these tests, our charter restricts the acquisition and ownership of shares of our capital stock.

Transfer Restrictions in Our Charter. Subject to exceptions specified in our charter, no holder may own, either actually or constructively under the applicable constructive ownership provisions of the Internal Revenue Code more than 9.8%, by number of shares or value, whichever is more restrictive, of the outstanding shares of our Series F Preferred Stock. In addition, because rent from tenants in which we actually or constructively own a 10% or greater interest is not qualifying rent for purposes of the gross income tests under the Internal Revenue Code, our charter provides that no holder may own, either actually or constructively by virtue of the constructive ownership provisions of the Internal Revenue Code, which differ from the constructive ownership provisions used for purposes of the preceding sentence, more than 9.8%, by number of shares or value, whichever is more restrictive, of the outstanding shares of our Series F Preferred Stock. In addition, the Series F Preferred Stock will be subject to the limitations on ownership and transfer of our capital stock described in the accompanying prospectus under the heading Restrictions on Ownership and Transfer of Capital Stock.

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UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of the material federal income tax considerations related to our REIT election and to the purchase of our Series F Preferred Stock. This summary supercedes, in its entirety, the discussion in the accompanying prospectus entitled Federal Income Tax Consequences. This summary is for general information only and is not tax advice.

The information in this section is based on:

the Internal Revenue Code;

current, temporary and proposed treasury regulations promulgated under the Internal Revenue Code;

the legislative history of the Internal Revenue Code;

current administrative interpretations and practices of the Internal Revenue Service; and

court decisions;

in each case, as of the date of this prospectus supplement. In addition, the administrative interpretations and practices of the Internal Revenue Service include its practices and policies as expressed in private letter rulings which are not binding on the Internal Revenue Service except with respect to the particular taxpayers who requested and received those rulings. Future legislation, treasury regulations, administrative interpretations and practices and/or court decisions may adversely affect the tax considerations described in this prospectus supplement. Any such change could apply retroactively to transactions preceding the date of the change. We have not requested, and do not plan to request, any rulings from the Internal Revenue Service concerning our tax treatment, and the statements in this prospectus supplement are not binding on the Internal Revenue Service or any court. Thus, we can provide no assurance that the tax considerations contained in this summary will not be challenged by the Internal Revenue Service or will be sustained by a court if challenged by the Internal Revenue Service.

You are urged to consult your tax advisors regarding the tax consequences to you of:

the acquisition, ownership and sale or other disposition of the Series F Preferred Stock offered under this prospectus supplement, including the federal, state, local, foreign and other tax consequences;

our election to be taxed as a REIT for federal income tax purposes; and

potential changes in the tax laws.

Taxation of Kilroy Realty Corporation

General. We elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code, commencing with our taxable year ended December 31, 1997. We believe we have been organized and have operated in a manner which allows us to qualify for taxation as a REIT under the Internal Revenue Code commencing with our taxable year ended December 31, 1997. We currently intend to continue to operate in this manner. However, qualification and taxation as a REIT depends upon our ability to meet the various qualification tests imposed under the Internal Revenue Code, including through actual annual operating results, asset diversification, distribution levels and diversity of stock ownership. Accordingly, no assurance can be given that we have operated or will continue to operate in a manner so as to qualify or remain qualified as a REIT. See the section below entitled **Failure to Qualify**. Further, the anticipated income tax treatment described in this prospectus supplement may be changed, perhaps retroactively, by legislative, administrative or judicial action at any time.

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The sections of the Internal Revenue Code that relate to qualification and operation as a REIT are highly technical and complex. The following sets forth the material aspects of the sections of the Internal Revenue Code that govern the federal income tax treatment of a REIT and its stockholders. This summary is qualified in its entirety by the applicable Internal Revenue Code provisions, relevant rules and regulations promulgated under the Internal Revenue Code, and administrative and judicial interpretations of the Internal Revenue Code and these rules and regulations.

If we qualify for taxation as a REIT, we generally will not be required to pay federal corporate income taxes on our net income that is currently distributed to our stockholders. This treatment substantially eliminates the double taxation that typically results from investment in a C corporation. A C corporation is generally a corporation required to pay full corporate-level tax. Double taxation generally means taxation that occurs once at the corporate level when income is earned and once again at the stockholder level when the income is distributed. We will be required to pay federal income tax, however, as follows:

First, we will be required to pay tax at regular ordinary and capital gain corporate tax rates on any undistributed REIT taxable income, including undistributed net capital gains.

Second, we may be required to pay the alternative minimum tax on our items of tax preference under some circumstances.

Third, if we have (1) net income from the sale or other disposition of foreclosure property which is held primarily for sale to customers in the ordinary course of business or (2) other nonqualifying income from foreclosure property, we will be required to pay tax at the highest corporate rate on this income. Foreclosure property is generally defined as property we acquired through foreclosure or after a default on a loan secured by the property or a lease of the property.

Fourth, we will be required to pay a 100% tax on any net income from prohibited transactions. Prohibited transactions are, in general, sales or other taxable dispositions of property held as inventory or primarily for sale to customers in the ordinary course of business, other than foreclosure property.

Fifth, if we fail to satisfy the 75% or 95% gross income test, as described below, but have otherwise maintained our qualification as a REIT because certain other requirements are met, we will be required to pay a tax equal to (1) the greater of (A) the amount by which 75% of our gross income exceeds the amount qualifying under the 75% gross income test, and (B) the amount by which 90% (95% commencing with our taxable year beginning January 1, 2005) of our gross income exceeds the amount qualifying under the 95% gross income test, multiplied by (2) a fraction intended to reflect our profitability.

Sixth, we will be required to pay a 4% excise tax on the excess of the required distribution over the amounts actually distributed if we fail to distribute during each calendar year at least the sum of (1) 85% of our REIT ordinary income for the year, (2) 95% of our REIT capital gain net income for the year, and (3) any undistributed taxable income from prior periods.

Seventh, if we acquire any asset from a corporation which is or has been a C corporation in a transaction in which the basis of the asset in our hands is determined by reference to the basis of the asset in the hands of the C corporation, and we recognize gain on the disposition of the asset during the ten-year period beginning on the date on which we acquired the asset, then we will be required to pay tax at the highest regular corporate tax rate on this gain to the extent of the excess of (1) the fair market value of the asset over (2) our adjusted basis in the asset, in each case determined as of the date on which we acquired the asset. The results described in this paragraph with respect to the recognition of such gain assume that we or the C corporation from whom we acquire the assets will make or refrain from making the appropriate elections under the applicable Treasury regulations, so that we are treated in this manner for the year in which we acquire the asset at issue.

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Eighth, we will be subject to a 100% tax on any redetermined rents, redetermined deductions or excess interest. In general, redetermined rents are rents from real property that are overstated as a result of services furnished by a taxable REIT subsidiary of ours to any of our tenants. See Ownership of Interests in Taxable REIT Subsidiaries. Redetermined deductions and excess interest generally represent amounts that are deducted by a taxable REIT subsidiary of ours for amounts paid to us that are in excess of the amounts that would have been deducted based on arm's length negotiations.

Requirements for Qualification as a Real Estate Investment Trust. The Internal Revenue Code defines a REIT as a corporation, trust or association:

- (1) that is managed by one or more trustees or directors;
- (2) that issues transferable shares or transferable certificates to evidence its beneficial ownership;
- (3) that would be taxable as a domestic corporation but for Sections 856 through 860 of the Internal Revenue Code;
- (4) that is not a financial institution or an insurance company within the meaning of the Internal Revenue Code;
- (5) that is beneficially owned by 100 or more persons;
- (6) not more than 50% in value of the outstanding stock of which is owned, actually or constructively, by five or fewer individuals, as defined in the Internal Revenue Code to include certain entities, during the last half of each taxable year; and
- (7) that meets other tests, described below, regarding the nature of its income and assets and the amount of its distributions.

The Internal Revenue Code provides that conditions (1) to (4), inclusive, must be met during the entire taxable year and that condition (5) must be met during at least 335 days of a taxable year of twelve months, or during a proportionate part of a taxable year of less than twelve months. Conditions (5) and (6) do not apply until after the first taxable year for which an election is made to be taxed as a REIT. For purposes of condition (6), pension funds and other specified tax-exempt entities generally are treated as individuals, except that a look-through exception applies with respect to pension funds.

We believe that we have satisfied conditions (1) through (7), inclusive, during the relevant time periods. In addition, our charter provides for restrictions regarding ownership and transfer of shares. These restrictions are intended to assist us in continuing to satisfy the share ownership requirements described in conditions (5) and (6) above. These stock ownership and transfer restrictions are described in Description of Capital Stock Restrictions on ownership and transfer of capital stock. These restrictions, however, may not ensure that we will, in all cases, be able to satisfy the share ownership requirements described in conditions (5) and (6) above. If we fail to satisfy these share ownership requirements, except as provided in the next sentence, our status as a REIT will terminate. If, however, we comply with the rules contained in applicable Treasury regulations that require us to ascertain the actual ownership of our shares and we do not know, or would not have known through the exercise of reasonable diligence, that we failed to meet the requirement described in condition (6) above, we will be treated as having met this requirement. See Failure to Qualify.

In addition, we may not maintain our status as a REIT unless our taxable year is the calendar year. We have and will continue to have a calendar taxable year.

Ownership of Interests in Partnerships, Limited Liability Companies and Qualified REIT Subsidiaries. Treasury regulations generally provide that, in the case of a REIT which is a partner in a partnership or a member in a limited liability company that is treated as a partnership for tax purposes, the REIT will be deemed to own its proportionate share of the assets of the partnership or limited liability company, as the

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case may be, subject to special rules relating to the 10% REIT asset test described below. Also, pursuant to Treasury regulations, the REIT will be deemed to be entitled to the income of the partnership or limited liability company attributable to its proportionate share of the assets. The character of the assets and gross income of the partnership or limited liability company retains the same character in the hands of the REIT for purposes of Section 856 of the Internal Revenue Code, including satisfying the gross income tests and the asset tests. We have included a brief summary of the rules governing the federal income taxation of partnerships and limited liability companies below in Tax Aspects of Kilroy Realty, L.P., the Subsidiary Partnerships and Limited Liability Companies. We have direct control of Kilroy Realty, L.P. and the subsidiary partnerships and limited liability companies discussed in that section below, and we intend to continue to operate them in a manner consistent with the requirements for our qualification as a REIT.

A corporation will qualify as our qualified REIT subsidiary if we own 100% of the corporation's stock, and the corporation is not a taxable REIT subsidiary, as described below. A qualified REIT subsidiary will not be treated as a separate corporation. All assets, liabilities and items of income, deduction and credit of our qualified REIT subsidiaries will be treated as our assets, liabilities and such items, for all purposes of the Internal Revenue Code, including the REIT qualification tests. For this reason, references under United States Federal Income Tax Considerations to our income and assets shall include the income and assets of any qualified REIT subsidiary we own. A qualified REIT subsidiary will not be required to pay federal income tax, and our ownership of the stock of a qualified REIT subsidiary will not violate the restrictions against ownership of securities of any one issuer which constitute more than 10% of the voting power or value of such issuer's securities or more than 5% of the value of our total assets, as described below under Asset Tests.

Ownership of Interests in Taxable REIT Subsidiaries. A taxable REIT subsidiary of ours is a corporation other than a REIT in which we directly or indirectly hold stock and that has made a joint election with us to be treated as a taxable REIT subsidiary. A taxable REIT subsidiary also includes any corporation other than a REIT with respect to which a taxable REIT subsidiary owns securities possessing more than 35% of the total voting power or value of the outstanding securities of such corporation. Other than some activities relating to lodging and health care facilities, a taxable REIT subsidiary may generally engage in any business, including the provision of customary or non customary services to tenants of its parent REIT. A taxable REIT subsidiary is subject to federal income tax, and state and local income tax where applicable, as a regular C corporation. In addition, a taxable REIT subsidiary of ours may be prevented from deducting interest on debt that we directly or indirectly fund if certain tests regarding the taxable REIT subsidiary's debt-to-equity ratio and interest expense are satisfied. We own interests in Kilroy Realty TRS, Inc., and we have jointly elected with it to have it be treated as a taxable REIT subsidiary. We may acquire interests in additional taxable REIT subsidiaries in the future. As a result, our ownership of securities of Kilroy Realty TRS, Inc. and any additional taxable REIT subsidiaries we form or acquire will not be subject to the 10% asset test described below, and their operations will be subject to the provisions described above. See Asset Tests.

Income Tests. We must satisfy two gross income requirements annually to maintain our qualification as a REIT. First, in each taxable year we must derive directly or indirectly at least 75% of our gross income, excluding gross income from prohibited transactions, from investments relating to real property or mortgages on real property, including rents from real property and, in certain circumstances, interest, or from certain types of temporary investments. Second, in each taxable year we must derive at least 95% of our gross income, excluding gross income from prohibited transactions, from these real property investments, dividends, interest and gain from the sale or disposition of stock or securities, or from any combination of the foregoing. For these purposes, the term interest generally does not include any amount received or accrued, directly or indirectly, if the determination of the amount depends in whole or in part on the income or profits of any person. However, an amount received or accrued generally will not be excluded from the term interest solely by reason of being based on a fixed percentage or percentages of receipts or sales.

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Rents we receive from a tenant will qualify as rents from real property for the purpose of satisfying the gross income requirements described above only if the following conditions are met:

The amount of rent must not be based in whole or in part on the income or profits of any person. However, an amount we receive or accrue generally will not be excluded from the term rents from real property solely by reason of being based on a fixed percentage or percentages of receipts or sales;

We, or an actual or constructive owner of 10% or more of our stock, must not actually or constructively own 10% or more of the interests in the assets or net profits of the tenant or, if the tenant is a corporation, 10% or more of the total combined voting power of all classes of stock entitled to vote or 10% or more of the total value of all classes of stock of the tenant. Rents received from such tenant that is a taxable REIT subsidiary, however, will not be excluded from the definition of rents from real property if at least 90% of the space at the property to which the rents relate is leased to third parties, and the rents paid by the taxable REIT subsidiary are substantially comparable to rents paid by our other tenants for comparable space. Pursuant to the American Jobs Creation Act of 2004 (the 2004 Act), signed into law by President Bush on October 22, 2004, whether rents paid by our taxable REIT subsidiary are substantially comparable to rents paid by our other tenants is determined at the time the lease with the taxable REIT subsidiary is entered into, extended, and modified, if such modification increases the rents due under such lease. Notwithstanding the foregoing, however, under the 2004 Act, if a lease with a controlled taxable REIT subsidiary is modified and such modification results in an increase in the rents payable by such taxable REIT subsidiary, any such increase will not qualify as rents from real property. For purposes of this rule, a controlled taxable REIT subsidiary is a taxable REIT subsidiary in which we own stock possessing more than 50% of the voting power or more than 50% of the total value of the outstanding stock of such taxable REIT subsidiary. The foregoing provisions of the 2004 Act are effective retroactively for our taxable years beginning after December 31, 2000;

Rent attributable to personal property, leased in connection with a lease of real property, is not greater than 15% of the total rent received under the lease. If this requirement is not met, then the portion of rent attributable to personal property will not qualify as rents from real property ; and

We generally must not operate or manage the property or furnish or render services to the tenants of the property, subject to a 1% de minimis exception, other than through an independent contractor from whom we derive no revenue. We may, however, directly perform certain services that are usually or customarily rendered in connection with the rental of space for occupancy only and are not otherwise considered rendered to the occupant of the property. Examples of such services include the provision of light, heat, or other utilities, trash removal and general maintenance of common areas. In addition, we may employ a taxable REIT subsidiary, which may be wholly or partially owned by us, to provide both customary and non-customary services to our tenants without causing the rent we receive from those tenants to fail to qualify as rents from real property. Any amounts we receive from a taxable REIT subsidiary with respect to the taxable REIT subsidiary's provision of non-customary services will, however, be nonqualified income under the 75% gross income test and, except to the extent received through the payment of dividends, the 95% gross income test.

We generally do not intend, and as a general partner of Kilroy Realty, L.P. do not intend, to permit Kilroy Realty, L.P., to take actions we believe will cause us to fail to satisfy the rental conditions described above. However, we may intentionally fail to satisfy some of these conditions to the extent such failure will not, based on the advice of our tax counsel, jeopardize our tax status as a REIT.

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If we fail to satisfy one or both of the 75% or 95% gross income tests for any taxable year, we may nevertheless qualify as a REIT for the year if we are entitled to relief under certain provisions of the Internal Revenue Code. Generally, we may avail ourselves of the relief provisions if:

our failure to meet these tests was due to reasonable cause and not due to willful neglect;

we attach a schedule of the sources of our income to our federal income tax return; and

any incorrect information on the schedule was not due to fraud with intent to evade tax.

The 2004 Act, however, modifies the foregoing requirements. Commencing with our taxable year beginning January 1, 2005, we may avail ourselves of the relief provisions if:

following our identification of the failure to meet the 75% or 95% gross income tests for any taxable year, we file a schedule with the Internal Revenue Service setting forth each item of our gross income for purposes of the 75% or 95% gross income tests for such taxable year in accordance with Treasury regulations to be issued; and

our failure to meet these tests was due to reasonable cause and not due to willful neglect.

It is not possible, however, to state whether in all circumstances we would be entitled to the benefit of these relief provisions. For example, if we fail to satisfy the gross income tests because nonqualifying income that we intentionally accrue or receive exceeds the limits on nonqualifying income, the Internal Revenue Service could conclude that our failure to satisfy the tests was not due to reasonable cause. If these relief provisions do not apply to a particular set of circumstances, we will not qualify as a REIT. As discussed above in *Taxation of Kilroy Realty Corporation* General, even if these relief provisions apply, and we retain our status as a REIT, a tax would be imposed with respect to our nonqualifying income. We may not always be able to comply with the gross income tests for REIT qualification despite periodic monitoring of our income.

Prohibited Transaction Income. Any gain we realize on the sale of property held as inventory or other property held primarily for sale to customers in the ordinary course of business, including our share of any such gain realized by our partnerships, limited liability companies or qualified REIT subsidiaries, will be treated as income from a prohibited transaction that is subject to a 100% penalty tax. This prohibited transaction income may also adversely affect our ability to satisfy the income tests for qualification as a REIT. Under existing law, whether property is held as inventory or primarily for sale to customers in the ordinary course of a trade or business is a question of fact that depends on all the facts and circumstances surrounding the particular transaction. We intend to hold our properties for investment with a view to long-term appreciation, to engage in the business of acquiring, developing and owning our properties and to make occasional sales of the properties consistent with our investment objectives. However, the Internal Revenue Service may contend that one or more of these sales is subject to the 100% penalty tax.

Redetermined Rents. Any redetermined rents, redetermined deductions or excess interest we generate will be subject to a 100% penalty tax. In general, redetermined rents are rents from real property that are overstated as a result of services furnished to any of our tenants by one of our taxable REIT subsidiaries, and redetermined deductions and excess interest represent amounts that are deducted by a taxable REIT subsidiary for amounts paid to us that are in excess of the amounts that would have been deducted based on arm's length negotiations. Rents we receive will not constitute redetermined rents if they qualify for the safe harbor provisions contained in the Internal Revenue Code. Safe harbor provisions are provided where generally:

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Amounts are received by a REIT for services customarily furnished or rendered in connection with the rental of real property. The 2004 Act, however, eliminates this safe harbor commencing with our taxable year beginning January 1, 2005;

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Amounts are excluded from the definition of impermissible tenant service income as a result of satisfying the 1% de minimis exception;

The taxable REIT subsidiary renders a significant amount of similar services to unrelated parties and the charges for such services are substantially comparable;

Rents paid to the REIT by tenants who are not receiving services from the taxable REIT subsidiary are substantially comparable to the rents paid by the REIT's tenants leasing comparable space who are receiving such services from the taxable REIT subsidiary and the charge for the services is separately stated; and

The taxable REIT subsidiary's gross income from the service is not less than 150% of the subsidiary's direct cost in furnishing or rendering the service.

Asset Tests. At the close of each quarter of our taxable year, we must also satisfy four tests relating to the nature and diversification of our assets. First, at least 75% of the value of our total assets, including assets held by our qualified REIT subsidiaries and our allocable share of the assets held by the partnerships and limited liability companies in which we own an interest, must be represented by real estate assets, cash, cash items and government securities. For purposes of this test, real estate assets include stock or debt instruments that are purchased with the proceeds of a stock offering or a public offering of debt with a term of at least five years, but only for the one-year period beginning on the date we receive such proceeds. Second, not more than 25% of the value of our total assets may be represented by securities, other than those securities includable in the 75% asset test. Third, of the investments included in the 25% asset class and except for investments in REITs, qualified REIT subsidiaries and taxable REIT subsidiaries, the value of any one issuer's securities may not exceed 5% of the value of our total assets and we may not own more than 10% of the total vote or value of the outstanding securities of any one issuer, except, in the case of the 10% value test, certain straight debt securities. Under the 2004 Act, for our taxable years commencing after December 31, 2000, certain types of securities are disregarded as securities solely for purposes of the 10% value test. In addition, solely for purposes of the 10% value test, the determination of our interest in the assets of a partnership or limited liability company in which we own an interest will be based on our proportionate interest in any securities issued by the partnership or limited liability company, excluding for this purpose, certain securities described in the Code. This provision of the 2004 Act is effective commencing with our taxable year beginning January 1, 2005. Fourth, not more than 20% of the value of our total assets may be represented by the securities of one or more taxable REIT subsidiaries.

We own 100% of the outstanding stock of Kilroy Realty TRS, Inc. Kilroy Realty TRS, Inc. elected, together with us, to be treated as a taxable REIT subsidiary. So long as Kilroy Realty TRS, Inc. qualifies as our taxable REIT subsidiary, we will not be subject to the 5% asset test, 10% voting securities limitation or 10% value limitation with respect to our ownership of securities in Kilroy Realty TRS, Inc. We or Kilroy Realty TRS, Inc. may acquire securities in other taxable REIT subsidiaries in the future. We believe that the aggregate value of our taxable REIT subsidiaries will not exceed 20% of the aggregate value of our gross assets. With respect to each issuer in which we currently own an interest that does not qualify as a REIT, a qualified REIT subsidiary or a taxable REIT subsidiary, we believe that (1) the value of the securities of any such issuer has not exceeded 5% of the total value of our assets, and (2) our ownership of the securities of any such issuer has complied with the 10% voting securities limitation and 10% value limitation. No independent appraisals have been obtained to support these conclusions. In addition, there can be no assurance that the Internal Revenue Service will not disagree with our determinations of value.

The asset tests must be satisfied not only on the date that we acquire, directly or through our partnerships, limited liability companies or qualified REIT subsidiaries, securities in the applicable issuer, but also each time we increase our ownership of securities of such issuer, including as a result of increasing our interest in Kilroy Realty, L.P. For example, our indirect ownership of securities of each issuer will increase as a result of our capital contributions to Kilroy Realty, L.P. and as limited partners exercise their redemption/exchange rights. After initially meeting the asset tests at the close of any quarter, we will not lose our status as

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a REIT for failure to satisfy the asset tests at the end of a later quarter solely by reason of changes in asset values. If we fail to satisfy an asset test because we acquire securities or other property during a quarter (including an increase in our interests in Kilroy Realty, L.P.), we can cure this failure by disposing of sufficient nonqualifying assets within 30 days after the close of that quarter. Although we believe that we have satisfied the asset tests and plan to take steps to ensure that we satisfy such tests for any quarter with respect to which retesting is to occur, there can be no assurance that such steps will always be successful, or will not require a reduction in Kilroy Realty, L.P.'s overall interest in an issuer. If we fail to cure any noncompliance with the asset tests in a timely manner, we would cease to qualify as a REIT.

Pursuant to the 2004 Act, commencing with our taxable year beginning January 1, 2005, certain relief provisions may be available to us if we fail to satisfy the asset tests described above after the 30 day cure period. Under these provisions, we will be deemed to have met the REIT asset tests if the value of our non-qualifying assets (i) does not exceed the lesser of (a) 1% of the total value of our assets at the end of the applicable quarter or (b) \$10,000,000 and (ii) we disposes of the non-qualifying assets within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) the period of time prescribed by Treasury regulations to be issued. For violations due to reasonable cause and not willful neglect that are in excess of the de minimis exception described above, we may avoid disqualification as a REIT, after the 30 day cure period, by taking steps including (i) the disposition of sufficient assets to meet the asset test within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) the period of time prescribed by Treasury regulations to be issued, (ii) paying a tax equal to the greater of (a) \$50,000 or (b) the highest corporate tax rate multiplied by the net income generated by the non-qualifying assets, and (iii) disclosing certain information to the Internal Revenue Service. If we cannot avail ourselves of these relief provisions, we would cease to qualify as a REIT.

Distribution Requirements. To maintain our qualification as a REIT, we are required to distribute dividends, other than capital gain dividends, to our stockholders in an amount at least equal to the sum of:

90% of our real estate investment trust taxable income ; and

90% of our after tax net income, if any, from foreclosure property; minus

the excess of the sum of certain items of non-cash income over 5% of the real estate investment trust taxable income.

Our real estate investment trust taxable income is computed without regard to the dividends paid deduction and our net capital gain. In addition, for purposes of this test, non-cash income means income attributable to leveled stepped rents, original issue discount on purchase money debt, cancellation of indebtedness or a like-kind exchange that is later determined to be taxable.

In addition, if we dispose of any asset we acquired from a corporation which is or has been a C corporation in a transaction in which our basis in the asset is determined by reference to the basis of the asset in the hands of that C corporation, within the ten-year period following our acquisition of such asset, we would be required to distribute at least 90% of the after-tax gain, if any, we recognized on the disposition of the asset, to the extent that gain does not exceed the excess of the fair market value of the asset on the date we acquired the asset over our adjusted basis in the asset on the date we acquired the asset.

We must pay these distributions in the taxable year to which they relate, or in the following taxable year if they are declared during the last three months of the taxable year, payable to stockholders of record on a specified date during such period and paid during January of the following year. In addition, at our election, a distribution for a taxable year may be declared before we timely file our tax return for such year and paid on or before the first regular dividend payment after such declaration, provided such payment is made during the twelve-month period following the close of such year. Except as provided below, these distributions generally are taxable to stockholders in the year in which paid. This is so even

though these distributions relate to the prior year for purposes of our 90% distribution requirement. However, dividends we declare

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during the last three months of a taxable year and payable to a stockholder of record on a specified date in any of these months will be treated as both paid by us and received by the stockholder on December 31 of that year, provided we actually pay the dividend on or before January 31 of the following calendar year. The amount distributed must not be preferential (i.e., every stockholder of the class of stock to which a distribution is made must be treated the same as every other stockholder of that class, and no class of stock may be treated otherwise than in accordance with its dividend rights as a class). To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100%, of our real estate investment trust taxable income, as adjusted, we will be required to pay tax on that amount at regular ordinary and capital gain corporate tax rates. We believe we have made, and intend to continue to make, timely distributions sufficient to satisfy these annual distribution requirements. In this regard, the partnership agreement authorizes us, as general partner of Kilroy Realty, L.P., to take such steps as may be necessary to cause Kilroy Realty, L.P. to distribute to its partners an amount sufficient to permit us to meet these distribution requirements.

We expect that our real estate investment trust taxable income will be less than our cash flow because of depreciation and other non-cash charges included in computing real estate investment trust taxable income. Accordingly, we anticipate that we will generally have sufficient cash or liquid assets to enable us to satisfy the distribution requirements described above. However, from time to time, we may not have sufficient cash or other liquid assets to meet these distribution requirements due to timing differences between the actual receipt of income and actual payment of deductible expenses, and the inclusion of income and deduction of expenses in arriving at our taxable income. If these timing differences occur, we may need to arrange for short-term, or possibly long-term, borrowings or need to pay dividends in the form of taxable stock dividends in order to meet the distribution requirements.

Under some circumstances, we may be able to rectify an inadvertent failure to meet the distribution requirement for a year by paying deficiency dividends to our stockholders in a later year, which may be included in our deduction for dividends paid for the earlier year. Thus, we may be able to avoid being taxed on amounts distributed as deficiency dividends. However, we will be required to pay interest to the Internal Revenue Service based upon the amount of any deduction claimed for deficiency dividends.

Furthermore, we will be required to pay a 4% excise tax to the extent we fail to distribute during each calendar year, or in the case of distributions with declaration and record dates falling in the last three months of the calendar year, by the end of January immediately following such year, at least the sum of 85% of our real estate investment trust ordinary income for such year, 95% of our real estate investment trust capital gain net income for the year and any undistributed taxable income from prior periods. Any real estate investment trust taxable income and capital gain net income on which this excise tax is imposed for any year is treated as an amount distributed during that year for purposes of calculating such tax.

Like-Kind Exchanges. We have in the past disposed of properties in transactions intended to qualify as like-kind exchanges under the Internal Revenue Code, and may continue this practice in the future. Such like-kind exchanges are intended to result in the deferral of gain for federal income tax purposes. The failure of any such transaction to qualify as a like-kind exchange could subject us to federal income tax, possibly including the 100% prohibited transaction tax, depending on the facts and circumstances surrounding the particular transaction.

Failure to Qualify

If we fail to qualify for taxation as a REIT in any taxable year, and the relief provisions of the Internal Revenue Code do not apply, we will be required to pay tax, including any alternative minimum tax, on our taxable income at regular ordinary and capital gain corporate tax rates. Distributions to stockholders in any year in which we fail to qualify as a REIT will not be deductible by us, and we will not be required to distribute any amounts to our stockholders. As a result, we anticipate that our failure to qualify as a REIT

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would reduce our cash available for distribution to our stockholders. In addition, if we fail to qualify as a REIT, all distributions to stockholders will be taxable as regular corporate dividends to the extent of our current and accumulated earnings and profits, and, subject to certain limitations of the Internal Revenue Code, corporate distributees may be eligible for the dividends-received deduction. Unless entitled to relief under specific statutory provisions, we will also be disqualified from taxation as a REIT for the four taxable years following the year during which we lost our qualification. It is not possible to state whether in all circumstances we would be entitled to this statutory relief.

Pursuant to the 2004 Act, commencing with our taxable year beginning January 1, 2005, specified cure provisions will be available to us in the event that we violate a provision of the Internal Revenue Code that would result in our failure to qualify as a REIT. These cure provisions would reduce the instances that could lead to our disqualification as a REIT for violations due to reasonable cause and would instead generally require the payment of a monetary penalty.

Tax Aspects of Kilroy Realty, L.P., the Subsidiary Partnerships and Limited Liability Companies

General. Substantially all of our investments are held indirectly through Kilroy Realty, L.P. In addition, Kilroy Realty, L.P. holds certain of its investments indirectly through subsidiary partnerships and limited liability companies. In general, entities that are classified as partnerships (or disregarded entities) for federal income tax purposes are pass-through entities which are not required to pay federal income tax. Rather, partners or members of such entities are allocated their proportionate shares of the items of income, gain, loss, deduction and credit of the entity, and are potentially required to pay tax thereon, without regard to whether the partners or members receive a distribution of cash from the entity. We will include in our income our proportionate share of the foregoing items for purposes of the various REIT income tests and in the computation of our real estate investment trust taxable income. Moreover, as described above under Asset Tests, for purposes of the REIT asset tests, we will generally include our proportionate share of assets held by Kilroy Realty, L.P., including its share of assets held by its subsidiary partnerships and limited liability companies. See Taxation of Kilroy Realty Corporation.

Entity Classification. Our interests in Kilroy Realty, L.P. and its subsidiary partnerships and limited liability companies involve special tax considerations, including the possibility that the Internal Revenue Service might challenge the status of any of these entities as a partnership (or disregarded entity), as opposed to an association taxable as a corporation for federal income tax purposes. If Kilroy Realty, L.P., a subsidiary partnership or a limited liability company were treated as an association, it would be taxable as a corporation and would be required to pay an entity-level tax on its income. In this situation, the character of our assets and items of gross income would change and could preclude us from satisfying the asset tests and possibly the income tests (see Taxation of Kilroy Realty Corporation Asset Tests and Income Tests). This, in turn, could prevent us from qualifying as a REIT. See Failure to Qualify for a discussion of the effect of our failure to meet these tests for a taxable year. In addition, a change in Kilroy Realty, L.P.'s, a subsidiary partnership's or a subsidiary limited liability company's status for tax purposes might be treated as a taxable event. If so, we might incur a tax liability without any related cash distributions.

Treasury regulations that apply for tax periods beginning on or after January 1, 1997 provide that a domestic business entity not otherwise organized as a corporation and which has at least two members may elect to be taxed as a partnership for federal income tax purposes. Unless it elects otherwise, an eligible entity in existence prior to January 1, 1997 will have the same classification for federal income tax purposes that it claimed under the entity classification Treasury regulations in effect prior to this date. In addition, an eligible entity which did not exist, or did not claim a classification, prior to January 1, 1997, will be classified as a partnership (or disregarded entity) for federal income tax purposes unless it elects otherwise. Kilroy Realty, L.P. and each of our other partnerships and limited liability companies intend to claim classification as partnerships (or disregarded entities) under these regulations. As a result, we believe these entities will be classified as partnerships (or disregarded entities) for federal income tax purposes.

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Allocations of Income, Gain, Loss and Deduction. A partnership or limited liability company agreement will generally determine the allocation of income and losses among partners or members. These allocations, however, will be disregarded for tax purposes if they do not comply with the provisions of Section 704(b) of the Internal Revenue Code and the related Treasury regulations. Generally, Section 704(b) of the Internal Revenue Code and the related Treasury regulations require that partnership and limited liability company allocations respect the economic arrangement of the partners or members.

The Kilroy Realty, L.P. partnership agreement provides for preferred distributions of cash and preferred allocations of income to the holders of its preferred units. These units have been issued to limited partners of the partnership. We have and will continue to acquire these units upon any exchange of such units for shares of our preferred stock. In addition, upon our issuance of shares of preferred stock for cash or other consideration, we will contribute the net proceeds or other consideration from such issuance to Kilroy Realty, L.P. in exchange for preferred units with similar terms. In general, all remaining items of income and loss will be allocated to the holders of common units in proportion to the number of common units held by each unit holder. Some limited partners have agreed to guarantee debt of Kilroy Realty, L.P., either directly or indirectly through an agreement to make capital contributions to Kilroy Realty, L.P. under limited circumstances. As a result, and notwithstanding the above discussion of allocations of income and loss to holders of common units, these limited partners could under limited circumstances be allocated a disproportionate amount of net loss upon a liquidation, which net loss would have otherwise been allocable to us.

If an allocation is not recognized by the Internal Revenue Service for federal income tax purposes, the item subject to the allocation will be reallocated in accordance with the partners' or members' interests in the partnership or limited liability company. This reallocation will be determined by taking into account all of the facts and circumstances relating to the economic arrangement of the partners or members with respect to such item. Kilroy Realty, L.P.'s allocations of taxable income and loss are intended to comply with the requirements of Section 704(b) of the Internal Revenue Code and the Treasury regulations promulgated under this section of the Internal Revenue Code.

Tax Allocations with Respect to the Properties. Under Section 704(c) of the Internal Revenue Code, income, gain, loss and deduction attributable to appreciated or depreciated property that is contributed to a partnership or limited liability company in exchange for an interest in the partnership or limited liability company, must be allocated in a manner so that the contributing partner or member is charged with the unrealized gain, or benefits from the unrealized loss, associated with the property at the time of the contribution. The amount of the unrealized gain or unrealized loss is generally equal to the difference between the fair market value or book value and the adjusted tax basis of the property at the time of contribution. These allocations are solely for federal income tax purposes and do not affect the book capital accounts or other economic or legal arrangements among the partners or members. Kilroy Realty, L.P. was formed by way of contributions of appreciated property, i.e., property having an adjusted tax basis less than its fair market value at the time of contribution. Moreover, subsequent to the formation of Kilroy Realty, L.P., additional appreciated property has been contributed to Kilroy Realty, L.P. in exchange for interests in Kilroy Realty, L.P. The partnership agreement requires that these allocations be made in a manner consistent with Section 704(c) of the Internal Revenue Code.

In general, the partners of Kilroy Realty, L.P. who acquired their limited partnership interests through a contribution of appreciated property will be allocated depreciation deductions for tax purposes that are lower than such deductions would have been if they had been determined on a pro rata basis. In addition, in the event of the disposition of any of the contributed assets which have such a book-tax difference, all income attributable to such book-tax difference (as adjusted) generally will be allocated to the contributing partners. These allocations will tend to eliminate the book-tax difference over the life of Kilroy Realty, L.P. However, the special allocation rules of Section 704(c) of the Internal Revenue Code do not always entirely eliminate the book-tax difference on an annual basis or with respect to a specific taxable transaction such as a sale. Thus, the carryover basis of the contributed assets in the hands of Kilroy Realty, L.P. may cause us or other partners

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to be allocated lower depreciation and other deductions, and possibly an amount of taxable income in the event of a sale of such contributed assets in excess of the economic or book income allocated to us or other partners as a result of the sale. Such an allocation might cause us or other partners to recognize taxable income in excess of cash proceeds, which might adversely affect our ability to comply with the REIT distribution requirements. See **Taxation of Kilroy Realty Corporation Requirements for Qualification as a Real Estate Investment Trust and Distribution Requirements.**

Treasury regulations issued under Section 704(c) of the Internal Revenue Code provide partnerships and limited liability companies with a choice of several methods of accounting for book-tax differences, including retention of the traditional method or the election of certain methods which would permit any distortions caused by a book-tax difference to be entirely rectified on an annual basis or with respect to a specific taxable transaction such as a sale. We and Kilroy Realty, L.P. have determined to use the traditional method for accounting for book-tax differences for the properties initially contributed to Kilroy Realty, L.P. and for certain assets contributed subsequently. We and Kilroy Realty, L.P. have not yet decided what method will be used to account for book-tax differences for properties acquired by Kilroy Realty, L.P. in the future.

Any property acquired by Kilroy Realty, L.P. in a taxable transaction will initially have a tax basis equal to its fair market value, and Section 704(c) of the Internal Revenue Code will not apply.

Taxation of Series F Preferred Stockholders

This summary deals only with Series F Preferred Stock held as a capital asset within the meaning of Section 1221 of the Internal Revenue Code. Your tax treatment will vary depending on your particular situation, and this discussion does not address all the tax consequences that may be relevant to you in light of your particular circumstances. State, local and foreign income tax laws may differ substantially from the corresponding federal income tax laws, and this discussion does not purport to describe any aspect of the tax laws of any state, local or foreign jurisdiction. In addition, it does not address the tax consequences relevant to persons who receive special treatment under the federal income tax law, except to the extent discussed under the heading **Tax-Exempt Stockholders** and **Non-United States Stockholders** or where specifically noted. Holders receiving special treatment include, without limitation:

financial institutions, banks and thrifts;

insurance companies;

S corporations;

regulated investment companies and REITs;

foreign corporations or partnerships, and persons who are not residents or citizens of the United States;

dealers in securities or currencies;

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persons holding Series F Preferred Stock as a hedge against currency risks or as a position in a straddle; or

United States persons whose functional currency is not the United States dollar.

If a partnership holds our Series F Preferred Stock, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our Series F Preferred Stock, you should consult your tax advisor regarding the tax consequences of the ownership and disposition of our Series F Preferred Stock.

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United States Stockholders

When we use the term United States stockholder, we mean a holder of shares of our Series F Preferred Stock who is, for United States federal income tax purposes:

a citizen or resident of the United States;

a corporation, partnership, or other entity created or organized in or under the laws of the United States or of any state or in the District of Columbia, unless, in the case of a partnership, Treasury regulations provide otherwise;

an estate which is required to pay United States federal income tax regardless of the source of its income; or

a trust whose administration is under the primary supervision of a United States court and which has one or more United States persons who have the authority to control all substantial decisions of the trust. Notwithstanding the preceding sentence, to the extent provided in the Treasury regulations, some trusts in existence on August 20, 1996, and treated as United States persons prior to this date that elect to continue to be treated as United States persons, shall also be considered United States stockholders.

Distributions Generally

Distributions out of our current or accumulated earnings and profits, other than capital gain dividends discussed below, will constitute dividends taxable to our taxable United States stockholders as ordinary income. See Tax Rates below. As long as we qualify as a REIT, these distributions will not be eligible for the dividends-received deduction in the case of United States stockholders that are corporations. For purposes of determining whether distributions to holders of Series F Preferred Stock are out of current or accumulated earnings and profits, our earnings and profits will be allocated first to our outstanding Preferred Stock and then to our outstanding common stock.

To the extent that we make distributions in excess of our current and accumulated earnings and profits, these distributions will be treated first as a tax-free return of capital to a United States stockholder. This treatment will reduce the adjusted tax basis which the United States stockholder has in its shares of Series F Preferred Stock by the amount of the distribution, but not below zero. Distributions in excess of our current and accumulated earnings and profits and in excess of a United States stockholder's adjusted tax basis in its shares will be taxable as capital gain, provided that the shares have been held as capital assets. Such gain will be taxable as long-term capital gain if the shares have been held for more than one year. Dividends we declare in October, November, or December of any year and which are payable to a stockholder of record on a specified date in any of these months will be treated as both paid by us and received by the stockholder on December 31 of that year, provided we actually pay the dividend on or before January 31 of the following year. Stockholders may not include in their own income tax returns any of our net operating losses or capital losses.

Capital Gain Distributions

Distributions that we properly designate as capital gain dividends will be taxable to our taxable United States stockholders as a gain from the sale or disposition of a capital asset, to the extent that such gain does not exceed our actual net capital gain for the taxable year. As described in Tax Rates below, these gains may be taxable to non-corporate United States stockholders at a 15%, 20% or 25% rate. United States stockholders

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that are corporations may, however, be required to treat up to 20% of some capital gain dividends as ordinary income. If we properly designate any portion of a dividend as a capital gain dividend, then except as required by law a portion of the total capital gain dividends paid or made available to holders of all classes of our stock for the year shall be allocable to the holders of our Series F Preferred Stock in

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proportion to the amount that our total dividends, as determined for United States federal income tax purposes, paid or made available to the holders of our Series F Preferred Stock for the year bears to the total dividends, as determined for United States federal income tax purposes, paid or made available to holders of all classes of our stock for the year.

Retention of Net Long-term Capital Gains

We may elect to retain, rather than distribute as a capital gain dividend, our net long-term capital gains. If we make this election, we would pay tax on our retained net long-term capital gains. In addition, to the extent we designate, a United States stockholder generally would:

include the United States stockholder's proportionate share of our undistributed long-term capital gains in computing its long-term capital gains in its return for its taxable year in which the last day of our taxable year falls;

be deemed to have paid the capital gains tax imposed on us on the designated amounts included in the United States stockholder's long-term capital gains;

receive a credit or refund for the amount of tax deemed paid by it;

increase its adjusted basis in the Series F Preferred Stock by the difference between the amount of includable gains and the tax deemed to have been paid by it; and

in the case of a United States stockholder that is a corporation, appropriately adjust its earnings and profits for the retained capital gains as required by Treasury regulations to be prescribed by the Internal Revenue Service.

Passive Activity Losses and Investment Interest Limitations

Distributions we make and gain arising from the sale or exchange by a United States stockholder of our shares will not be treated as passive activity income. As a result, United States stockholders generally will not be able to apply any passive losses against this income or gain. Distributions we make, to the extent they do not constitute a return of capital, generally will be treated as investment income for purposes of computing the investment interest limitation. Gain arising from the sale or other disposition of our shares, however, may not be treated as investment income depending upon a stockholder's particular situation.

Dispositions of Series F Preferred Stock

If a United States stockholder sells or disposes of shares of Series F Preferred Stock to a person other than us, it will recognize gain or loss for federal income tax purposes in an amount equal to the difference between the amount of cash and the fair market value of any property received on the sale or other disposition and the holder's adjusted basis in the shares for tax purposes. This gain or loss will be capital if the United States stockholder has held the Series F Preferred Stock as a capital asset. This gain or loss, except as provided below, will be long-term capital gain or loss if the holder has held the Series F Preferred Stock for more than one year. In general, if a United States stockholder recognizes loss upon the sale or other disposition of Series F Preferred Stock that it has held for six months or less, the loss recognized will be treated as a long-term

capital loss to the extent the United States stockholder received distributions from us which were required to be treated as long-term capital gains.

Redemption of Series F Preferred Stock

A redemption of shares of the Series F Preferred Stock will be treated under Section 302 of the Internal Revenue Code as a distribution taxable as a dividend to the extent of our current and accumulated earnings and profits at ordinary income rates unless the redemption satisfies one of the tests set forth in Section 302(b)

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of the Internal Revenue Code and is therefore treated as a sale or exchange of the redeemed shares. The redemption will be treated as a sale or exchange if it:

is substantially disproportionate with respect to the United States stockholder;

results in a complete termination of the United States stockholder's stock interest in us; or

is not essentially equivalent to a dividend with respect to the United States stockholder,

all within the meaning of Section 302(b) of the Internal Revenue Code.

In determining whether any of these tests have been met, shares of capital stock, including common stock and other equity interests in us, considered to be owned by the United States stockholder by reason of certain constructive ownership rules set forth in the Internal Revenue Code, as well as shares of capital stock actually owned by the United States stockholder, must generally be taken into account. Because the determination as to whether any of the alternative tests of Section 302(b) of the Internal Revenue Code will be satisfied with respect to the United States stockholder depends upon the facts and circumstances at the time that the determination must be made, United States stockholders are advised to consult their tax advisors to determine such tax treatment.

If a redemption of shares of the Series F Preferred Stock is treated as a distribution taxable as a dividend, the amount of the distribution will be measured by the amount of cash and the fair market value of any property received. See Distributions Generally. A United States stockholder's adjusted basis in the redeemed shares of the Series F Preferred Stock for tax purposes will be transferred to its remaining shares of our capital stock, if any. If a United States stockholder owns no other shares of our capital stock, such basis may, under certain circumstances, be transferred to a related person or it may be lost entirely.

If a redemption of shares of the Series F Preferred Stock is not treated as a distribution taxable as a dividend, it will be treated as a taxable sale or exchange in the manner described under Dispositions of Series F Preferred Stock.

Backup Withholding

We report to our United States stockholders and the Internal Revenue Service the amount of dividends paid during each calendar year and the amount of any tax withheld. Under the backup withholding rules, a stockholder may be subject to backup withholding with respect to dividends paid unless the holder is a corporation or is otherwise exempt and, when required, demonstrates this fact or provides a taxpayer identification number, certifies as to no loss of exemption from backup withholding, and otherwise complies with the backup withholding rules. A United States stockholder that does not provide us with its correct taxpayer identification number may also be subject to penalties imposed by the Internal Revenue Service. Backup withholding is not an additional tax. Any amount paid as backup withholding will be creditable against the stockholder's income tax liability. In addition, we may be required to withhold a portion of distributions to any stockholders who fail to certify their non-foreign status. See Non-United States Stockholders.

Tax-Exempt Stockholders

Except as described below, dividend income from us and gain arising upon a sale of shares generally will not be unrelated business taxable income to a tax-exempt stockholder. This income or gain will be unrelated business taxable income, however, if a tax-exempt stockholder holds its shares as debt-financed property within the meaning of the Internal Revenue Code or if the shares are used in a trade or business of the tax-exempt stockholder. Generally, debt-financed property is property the acquisition or holding of which was financed through a borrowing by the tax-exempt stockholder.

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For tax-exempt stockholders which are social clubs, voluntary employee benefit associations, supplemental unemployment benefit trusts, or qualified group legal services plans exempt from federal income taxation under Sections 501(c)(7), (c)(9), (c)(17) and (c)(20) of the Internal Revenue Code, respectively, income from an investment in our shares will constitute unrelated business taxable income unless the organization is able to properly claim a deduction for amounts set aside or placed in reserve for specific purposes so as to offset the income generated by its investment in our shares. These prospective investors should consult their tax advisors concerning these set aside and reserve requirements.

Notwithstanding the above, however, a portion of the dividends paid by a pension held REIT will be treated as unrelated business taxable income as to some trusts that hold more than 10%, by value, of the interests of a REIT. A REIT will not be a pension held REIT if it is able to satisfy the not closely held requirement without relying on the look-through exception with respect to certain trusts. As a result of limitations on the transfer and ownership of stock contained in our charter, we do not expect to be classified as a pension-held REIT, and as a result, the tax treatment described in this paragraph should be inapplicable to our stockholders.

Non-United States Stockholders

The preceding discussion does not address the rules governing United States federal income taxation of the ownership and disposition of our Series F Preferred Stock by persons that are non-United States stockholders. When we use the term non-United States stockholder we mean stockholders who are not United States stockholders as described above in United States Stockholders. In general, non-United States stockholders may be subject to special tax withholding requirements on distributions from us and with respect to their sale or other disposition of our Series F Preferred Stock, except to the extent reduced or eliminated by an income tax treaty between the United States and the non-United States stockholder's country. A non-United States stockholder who is a stockholder of record and is eligible for reduction or elimination of withholding must file an appropriate form with us in order to claim such treatment. Non-United States stockholders should consult their tax advisors concerning the United States federal income tax consequences to them of an acquisition of shares of our Series F Preferred Stock, including the United States federal income tax treatment of dispositions of interests in and the receipt of distributions from us.

Other Tax Consequences

State, local and foreign income tax laws may differ substantially from the corresponding federal income tax laws, and this discussion does not purport to describe any aspect of the tax laws of any state, local or foreign jurisdiction. You should consult your tax advisor regarding the effect of state and local tax laws with respect to our tax treatment as a REIT and on an investment in our Series F Preferred Stock.

Tax Rates

The maximum tax rate of non-corporate taxpayers for (i) capital gains, including capital gain dividends, has generally been reduced from 20% to 15% (depending on the characteristics of the assets which produced these gains and on designations which we may make, certain capital gain dividends may be taxed at a 25% rate) and (ii) dividends has generally been reduced from 38.6% to 15% (for taxable years beginning after December 31, 2002). In general, dividends payable by REITs are not eligible for the reduced tax rate on corporate dividends, except to the extent the REIT's dividends are attributable either to dividends received from taxable corporations (such as our taxable REIT subsidiaries), to income that was subject to tax at the corporate/REIT level (for example, if we distribute taxable income that we retained and paid tax on in the prior taxable year) or to dividends properly designated by us as capital gain dividends. Although these tax rate changes do not adversely affect the taxation of REITs or dividends paid by REITs, the more favorable treatment of regular corporate dividends could cause investors who are individuals to consider stocks of other corporations that pay dividends as more attractive relative to stocks of REITs. The currently applicable

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provisions of the United States federal income tax laws relating to the 15% tax rate are currently scheduled to sunset or revert back to the provisions of prior law effective for taxable years beginning after December 31, 2008, at which time the capital gains tax rate will be increased to 20% and the rate applicable to dividends will be increased to the tax rate then applicable to ordinary income.

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We are offering the Series F Preferred Stock described in this prospectus supplement through a number of underwriters. Wachovia Capital Markets, LLC is the representative of the underwriters. Wachovia Capital Markets, LLC, is an indirect, wholly-owned subsidiary of Wachovia Corporation. We and the underwriters named below have entered into an underwriting agreement with respect to the Series F Preferred Stock. Subject to the terms and conditions of the underwriting agreement, we agreed to sell to the underwriters, and each underwriter separately agreed to purchase from us, the number of shares of the Series F Preferred Stock listed next to its name below at the public offering price, less the underwriting discounts and commissions described on the cover page of this prospectus supplement.

<u>Underwriter</u>	<u>Number of Shares</u>
Wachovia Capital Markets, LLC	1,140,000
A.G. Edwards & Sons, Inc.	560,000
KeyBanc Capital Markets, A Division of McDonald Investments Inc.	560,000
RBC Dain Rauscher Inc.	560,000
Advest, Inc.	20,000
Davenport & Company LLC	20,000
Jefferies & Co., Inc.	20,000
JVB Financial Group, LLC	20,000
Morgan Keegan & Company, Inc.	20,000
Oppenheimer & Co. Inc.	20,000
Pershing LLC	20,000
Piper Jaffray Inc.	20,000
Stifel, Nicolaus & Company Incorporated	20,000
Total	3,000,000

The underwriting agreement provides that the obligations of the underwriters to purchase the shares included in this offering are subject to approval of legal matters by their counsel and to certain other conditions. The underwriters are obligated to purchase all of the shares (other than those covered by the over-allotment option described below) if they purchase any of the shares. The underwriters will sell these shares to the public when and if the underwriters buy them from us. The underwriters are offering the Series F Preferred Stock subject to a number of conditions, including:

the underwriters receipt and acceptance of the shares from us; and

the underwriters right to reject orders in whole or in part.

Settlement Date. The underwriters expect to deliver the shares of Series F Preferred Stock to purchasers on December 8, 2004, which is the twenty-second (22nd) business day following the date of this prospectus supplement. Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market are generally required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Series F Preferred Stock before the settlement of this offering will be required, by virtue of the fact that the offered shares will settle in twenty-two business days, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the Series F Preferred Stock who wish to trade the shares on the date of pricing or the next twenty-two business days should consult their own advisor.

Over-allotment Option. We have granted to the underwriters an option, exercisable 30 days from the date of this prospectus supplement, to purchase up to an aggregate of 450,000 additional shares of the Series F Preferred Stock at the public offering price, less underwriting discounts and commissions described on the cover page of this prospectus supplement, if the underwriters sell more shares of the Series F Preferred Stock

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than the total number shown on the cover of this prospectus supplement. The underwriters may exercise this option solely for the purpose of covering over-allotments, if any, made in connection with the offering of the shares offered by this prospectus supplement. To the extent the option is exercised, the underwriters will become obligated to purchase such number of shares of the Series F Preferred Stock. If any shares are purchased pursuant to this option, the underwriters will severally purchase shares in approximately the same proportion as set forth in the table above.

Stock Market Listing. We intend to file an application to list the Series F Preferred Stock on the NYSE. If approved, trading of the Series F Preferred Stock on the NYSE is expected to commence within the 30-day period after initial delivery of the Series F Preferred Stock. The representatives have advised us that they may make a market in the Series F Preferred Stock prior to the commencement of trading on the NYSE. The representatives will have no obligation to make a market in the Series F Preferred Stock, however, and may cease market-making activities, if commenced, at any time.

Before this offering, there has been no public market for our Series F Preferred Stock. An active trading market for our shares may not develop. Even if an active market does develop, the public price at which our shares trade in the future may be below the offering price.

Underwriting Discounts and Commissions. The underwriting discount is the difference between the price the underwriters pay to us and the price at which the underwriters initially offer the shares to the public. The size of the underwriting discount is determined through an arms-length negotiation between us and the representatives.

The following table shows the per share and total underwriting discounts and commissions we will allow to the underwriters. These amounts are shown assuming no exercise and full exercise of the underwriters' over-allotment option described above.

	Per Share	Total	
		No Exercise of Option	Full Exercise of Option
Public offering price	\$ 25.0000	\$ 75,000,000	\$ 86,250,000
Underwriting discounts and commissions	\$ 0.7875	\$ 2,362,500	\$ 2,716,875
Proceeds, before expenses, to us	\$ 24.2125	\$ 72,637,500	\$ 83,533,125

The expenses of this offering, not including the underwriting discounts and commissions, are estimated to be approximately \$500,000 and will be paid by us. Expenses include the NYSE listing fees, printing expenses, legal and accounting fees, transfer agent and registrar fees and other miscellaneous fees and expenses.

Lock-up Agreement. We, our operating partnership, and our officers and directors have agreed that, without the prior written consent of the underwriters, we will not, during the period ending 30 days after the initial delivery of the Series F Preferred Stock:

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offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any of our preferred stock or the preferred units of our operating partnership or any securities convertible into or exercisable or exchange for our preferred stock or the preferred units of our operating partnership; or

enter into any swap or other arrangement that transfer to another, in whole or in part, any of the economic consequences of ownership of our preferred stock or the preferred units of our operating partnership,

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whether any transaction described above is to be settled by delivery of shares of our preferred stock or the preferred units of our operating partnership or such other securities, in cash or otherwise.

The restrictions described in the immediately preceding paragraph do not apply to:

the sale of the Series F Preferred Stock to the underwriters;

the issuance of the Series F Preferred Units by our operating partnership as described in Use of Proceeds ;

the redemption of the Series D Preferred Units by our operating partnership as described in Use of Proceeds ;

any exchange of the Series A Preferred Units, issued by our operating partnership, for shares of our Series A Preferred Stock; or

any exchange of the Series D Preferred Units, issued by our operating partnership, for shares of our Series D Preferred Stock.

The restrictions described in the above paragraph relating to certain of our officers and directors do not apply to transactions relating to our securities or those of our operating partnership or other securities acquired in open market transactions after the completion of this public offering.

Indemnification of the Underwriters. We and our operating partnership will indemnify the underwriters against some civil liabilities, including liabilities under the Securities Act and liabilities arising from breaches of our representations and warranties contained in the underwriting agreement. If we and our operating partnership are unable to provide this indemnification, we will contribute to payments the underwriters may be required to make in respect of those liabilities.

Dealers' Compensation. The underwriters initially will offer our shares of Series F Preferred Stock to the public at the price specified on the cover page of this prospectus supplement. The underwriters may allow to selected dealers a concession of not more than \$0.50 per share. The underwriters may also allow, and dealers may reallow, a concession not to exceed \$0.45 per share on sales to other dealers. If all the shares of Series F Preferred Stock are not sold at the public offering price, the underwriters may change the public offering price and the other selling terms. A change in the public offering price will not affect the amount of proceeds that we receive.

Stabilization and Other Transactions. The rules of the SEC generally prohibit the underwriters from trading in our Series F Preferred Stock on the open market during this offering. However, the underwriters are allowed to engage in some open market transactions and other activities during this offering that may cause the market price of our Series F Preferred Stock to be above or below that which would otherwise prevail in the open market. These activities may include stabilization, short sales and over-allotments, syndicate covering transactions and penalty bids.

Stabilizing transactions consist of bids or purchases made by the lead representative for the purpose of preventing or slowing a decline in the market price of our Series F Preferred Stock while this offering is in progress.

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Short sales and over-allotments occur when the representatives, on behalf of the underwriting syndicate, sell more of our shares than they purchase from us in this offering. The underwriters must close out any short position by purchasing shares in the open market, potentially including purchases made as stabilizing transactions. For this reason, a short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the Series F Preferred Stock in the open market that could adversely affect investors who purchase in the offering.

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Syndicate covering transactions are bids for or purchases of our Series F Preferred Stock on the open market by the representatives on behalf of the underwriters in order to reduce a short position incurred by the representatives on behalf of the underwriters. Similar to other purchase transactions, syndicate covering transactions may have the effect of raising or maintaining the market price of our Series F Preferred Stock or preventing or retarding a decline in the market price of our Series F Preferred Stock. As a result, the price of our Series F Preferred Stock may be higher than the price that might otherwise exist in the open market.

A penalty bid is an arrangement permitting the representatives to reclaim the selling concession that would otherwise accrue to an underwriter if the Series F Preferred Stock originally sold by that underwriter was later repurchased by the representatives and therefore was not effectively sold to the public by such underwriter.

If the underwriters commence these activities, they may discontinue them at any time without notice. The underwriters may carry out these transactions on the NYSE, in the over-the-counter market or otherwise.

Related-party Transactions. In the ordinary course of their business, some of the underwriters and/or their affiliates have engaged, and expect in the future to engage, in investment banking, commercial banking, financial advisory and/or general financing transactions with us, for which they have received, and may in the future receive, customary fees and commissions. Wachovia Bank, N.A., an affiliate of Wachovia Capital Markets, LLC, is a syndication agent and a lender under our operating partnership's revolving credit facility. In addition, Key Bank National Association, an affiliate of KeyBanc Capital Markets, a division of McDonald Investments Inc., is a participating lender under our operating partnership's revolving credit facility. To the extent that we use the net proceeds of this offering to reduce outstanding indebtedness under those borrowings, such lender, and any other participating lenders which are affiliated with the underwriters, will receive their proportionate shares of the repayment. See Use of Proceeds.

NASD Rule Compliance. This offering will be conducted in accordance with Conduct Rule 2710(c)(8) of the National Association of Securities Dealers, Inc., which regulates some aspects of offerings in which more than 10% of the net offering proceeds might be paid to affiliates of the underwriters.

LEGAL MATTERS

Certain legal matters in connection with this offering will be passed upon for us by Latham & Watkins LLP, Los Angeles, California. Certain legal matters relating to Maryland law, including the validity of the issuance of the shares of Series F Preferred Stock offered by this prospectus supplement, will be passed upon for us by Ballard Spahr Andrews & Ingersoll, LLP, Baltimore, Maryland. Certain legal matters will be passed upon for the underwriters by O Melveny & Myers LLP, San Francisco, California.

EXPERTS

The consolidated financial statements and the related financial statement schedule incorporated in this prospectus supplement by reference from our Annual Report on Form 10-K for the year ended December 31, 2003 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report (which report expresses an unqualified opinion and includes an explanatory paragraph relating to Kilroy Realty Corporation's change in accounting for the impairment or disposal of long-lived assets to conform to the statement of Financial Standards No. 144, Impairment or Disposal of Long-Lived Assets), which is incorporated herein by reference, and has been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any document we file with the SEC at the SEC's public reference rooms at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. The SEC also maintains a web site that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC (<http://www.sec.gov>). You can inspect reports and other information we file at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005. In addition, we maintain a web site that contains information about us at <http://www.kilroyrealty.com>. Any internet addresses provided in this prospectus supplement or the accompanying prospectus are for information purposes only and are not intended to be hyperlinks. Accordingly, no information in any of these internet addresses is included in this prospectus supplement or the accompanying prospectus.

We have filed a registration statement of which this prospectus supplement and accompanying prospectus are a part and related exhibits with the SEC under the Securities Act of 1933, as amended. The registration statement contains additional information about us. You may inspect the registration statement and exhibits without charge at the office of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, and you may obtain copies from the SEC at prescribed rates.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference the information we file with the SEC, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus supplement. Any statement contained in a document which is incorporated by reference in this prospectus supplement is automatically updated and superseded if information contained in this prospectus supplement, or information that we later file with the SEC, modifies or replaces this information. We incorporate by reference the following documents we filed with the SEC:

our Annual Report on Form 10-K for the year ended December 31, 2003;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2004;

our Quarterly Report on Form 10-Q for the quarter ended June 30, 2004;

our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004;

our Current Report on Form 8-K dated October 28, 2004 (including all exhibits thereto);

the description of our common stock and preferred stock contained in our Registration Statement on Form 8-A/A filed with the SEC on March 5, 1999 (file number 001-12675), including any amendment or reports filed for the purpose of updating this description; and

all documents filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended after the date of this prospectus supplement and prior to the termination of the offering.

To receive a free copy of any of the documents incorporated by reference in this prospectus supplement, other than exhibits, unless they are specifically incorporated by reference in the documents, call or write Kilroy Realty Corporation, 12200 West Olympic Boulevard, Suite 200, Los Angeles, California 90064, Attention: Secretary (310) 481-8400.

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PROSPECTUS

KILROY REALTY CORPORATION

\$400,000,000

Common Stock, Preferred Stock, Depositary Shares and Warrants

Kilroy Realty Corporation may offer from time to time in one or more series or classes (i) shares of its common stock, par value \$.01 per share, (ii) shares or fractional shares of its preferred stock, par value \$.01 per share, (iii) shares of preferred stock represented by depositary shares and (iv) warrants to purchase preferred stock or common stock, as shall be designated by the Company at the time of any such offering with an aggregate public offering price of up to \$400,000,000 (or its equivalent in another currency based on the exchange rate at the time of sale) in amounts, at prices and on terms to be determined at the time of offering. The common stock, preferred stock, depositary shares and warrants (collectively, the Offered Securities) may be offered, separately or together, in separate series in amounts, at prices and on terms to be set forth in one or more supplements to this Prospectus (each such supplement a Prospectus Supplement).

The specific terms of the Offered Securities in respect to which this Prospectus is being delivered will be set forth in the applicable Prospectus Supplement and will include, where applicable (i) in the case of common stock, the specific title and any initial public offering price; (ii) in the case of preferred stock, the specific title and any dividend, liquidation, redemption, conversion, voting and other rights and any initial public offering price; (iii) in the case of depositary shares, the fractional share of preferred stock represented by each such depositary share; and (iv) in the case of warrants, the duration, offering price, exercise price and detachability. In addition, such specific terms may include limitations on actual or constructive ownership and restrictions on transfer of the Offered Securities, in each case as may be appropriate to preserve our status as a real estate investment trust (REIT) for federal income tax purposes.

The applicable Prospectus Supplement will also contain information, where applicable, about certain United States federal income tax consequences relating to, and any listing on a securities exchange of, the Offered Securities covered by such Prospectus Supplement.

The Offered Securities may be offered directly, through agents we may designate from time to time by or to or through underwriters or dealers. If any agents or underwriters are involved in the sale of any of the Offered Securities, their names, and any applicable purchase price, fee, commission or discount arrangement between or among them, will be set forth, or will be calculable from the information set forth, in the applicable Prospectus Supplement. See Plan of Distribution. No Offered Securities may be sold without delivery of this Prospectus and the applicable Prospectus Supplement describing the method and terms of the offering of such series of Offered Securities.

Our common stock is listed on the New York Stock Exchange under the symbol KRC. On December 12, 2003 the last reported sales price of our common stock on the New York Stock Exchange was \$32.49 per share.

Before you invest in our common stock, you should consider the risks discussed in Risk Factors beginning on page 1.

THIS PROSPECTUS MAY NOT BE USED TO SELL ANY OF THE OFFERED SECURITIES UNLESS ACCOMPANIED BY A PROSPECTUS SUPPLEMENT.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 22, 2003.

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Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to we, us, our or the Company mean Kilroy Realty Corporation, including our consolidated subsidiaries.

You should rely only on the information contained in this document or incorporated by reference. Neither we nor the holders have authorized anyone to provide you with information or make any representation that is different. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus is not an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates and this prospectus is not an offer to sell or the solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus is correct on any date after the date of the prospectus even though this prospectus is delivered or shares are sold pursuant to the prospectus at a later date. Since the date of the prospectus contained in this registration statement, our business, financial condition, results of operations and prospects may have changed.

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RISK FACTORS

Investment in the Offered Securities involves risks. Before acquiring Offered Securities offered by this prospectus, you should carefully consider the information contained or incorporated by reference in this prospectus or in an accompanying prospectus supplement, including, without limitation, the risks of an investment in the Company set forth under the caption **Item 1. Business Business Risks** in our most recent annual report on Form 10-K, quarterly reports on Form 10-Q and other filings with the Securities and Exchange Commission. The occurrence of any of these risks might cause you to lose all or a part of your investment. Please also refer to the section entitled **Forward Looking Statements** on page 2.

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FORWARD LOOKING STATEMENTS

This prospectus, including the documents that we have filed and we subsequently file with the Securities and Exchange Commission, or the SEC, and incorporate by reference into this prospectus contain and will contain forward-looking statements. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, our pro forma financial statements and other pro forma information incorporated by reference and all our statements regarding anticipated growth in our funds from operations and anticipated market conditions, demographics and results of operations are forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as believes, expects, may, will, should, seeks, approximately, intends, plans, pro forma, estimates or anticipates or the negative of these words and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. Forward-looking statements are necessarily based upon various assumptions involving judgments with respect to the future and other risks, including among others:

general economic conditions;

defaults on or non-renewal of leases by tenants, particularly any of our ten largest office tenants and our ten largest industrial tenants;

adverse economic or real estate developments in the Southern California region;

our ability to re-lease property at or above current market rates;

increased interest rates and operating costs;

significant competition, which may decrease the occupancy and rental rates of properties;

potential losses that may not be covered by insurance;

our ability to successfully complete acquisitions and operate acquired properties;

our ability to successfully complete development properties by expected completion dates and within budgeted amounts;

our ability to maintain our status as a REIT;

future terrorist activity in the United States or war;

adverse changes to, or implementations of, income tax laws, governmental regulations or legislation;

decreases in the population in geographic areas where our properties are located;

increasing utility costs and power outages in California; and

costs to comply with governmental regulations.

You are cautioned not to unduly rely on the forward-looking statements contained in this prospectus. These risks and uncertainties are discussed in more detail under the caption "Risk Factors" in this prospectus and "Business" "Business Risks" in our annual report on Form 10-K for the year ended December 31, 2002.

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THE COMPANY

We are a real estate investment trust, or REIT, which owns, operates, develops and acquires Class A suburban office and industrial real estate in key suburban submarkets, primarily in Southern California, that we believe have strategic advantages and strong barriers to entry. We were incorporated in September 1996 in Maryland and commenced operations upon the completion of our initial public offering on January 31, 1997. We are the successor to the real estate business of Kilroy Industries and certain of its affiliated corporations, partnerships and trusts.

As of September 30, 2003, our stabilized portfolio of operating properties was comprised of 82 office buildings and 50 industrial buildings, which encompassed an aggregate of approximately 7.3 million and 4.9 million rentable square feet, respectively. Of the foregoing, our properties include ten properties that we developed and then stabilized during 2002 and 2001 encompassing an aggregate of approximately 436,200 and 312,400 rentable square feet, respectively. As of September 30, 2003, our office properties were approximately 86.8% leased to 273 tenants, and our industrial properties were approximately 94.4% leased to 72 tenants. All but five of our properties are located in Southern California.

Our stabilized portfolio excludes development and redevelopment projects currently under construction, or in pre-development, and lease-up properties. We define lease-up properties as properties recently developed or redeveloped by us that have not yet reached 95% occupancy and are within one year following substantial completion. We had one development office property in the lease-up phase at September 30, 2003, encompassing an aggregate of approximately 209,000 rentable square feet. As of September 30, 2003, we had two redevelopment office properties under construction which when completed are expected to encompass an aggregate of approximately 316,100 rentable square feet; as yet, they are not part of our stabilized portfolio. In addition, as of September 30, 2003, we owned approximately 58.1 acres of undeveloped land upon which we currently expect to develop an aggregate of approximately 1.1 million rentable square feet of office space during the next three to five years, depending upon market conditions. All of our lease-up properties and in-process development projects are located in Southern California in the Los Angeles and San Diego regions. All of our undeveloped land parcels are located in Southern California in the San Diego region.

We own our interests in all of our properties through Kilroy Realty, L.P. and Kilroy Realty Finance Partnership, L.P. We conduct substantially all of our activities through Kilroy Realty, L.P. in which, as of September 30, 2003, we owned a general partnership interest representing approximately 86.9% of the common units. The remaining 13.1% common limited partnership interest in Kilroy Realty, L.P. was owned by certain of our executive officers and directors, certain of their affiliates and other outside investors. We are the sole general partner of Kilroy Realty, L.P. and have control over its management. Kilroy Realty, L.P. owns 111 properties of our 132 properties. The remaining properties are owned by Kilroy Realty Finance Partnership, L.P. Kilroy Realty Finance Inc., our wholly-owned subsidiary, is the sole general partner of Kilroy Realty Finance Partnership, L.P. and owns a 1.0% general partnership interest. Kilroy Realty, L.P. owns the remaining 99.0% limited partnership interest of Kilroy Realty Finance Partnership, L.P. We conduct substantially all of our development services through Kilroy Services, LLC which is owned 99.0% by Kilroy Realty, L.P. and 1.0% by us.

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The following diagram illustrates the structure of Kilroy Realty Corporation and its subsidiaries as of the date of this prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol KRC.

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USE OF PROCEEDS

As general partner of Kilroy Realty, L.P., we are required under the terms and conditions of the partnership agreement to invest the net proceeds of any sale of common stock, preferred stock, depositary shares or warrants in Kilroy Realty, L.P. Unless otherwise indicated in the applicable Prospectus Supplement, Kilroy Realty, L.P. intends to use such net proceeds for general corporate purposes including, without limitation, the acquisition and development of properties and the repayment of debt or redemption of preferred units. Net proceeds from the sale of the Offered Securities initially may be temporarily invested in short-term securities.

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DESCRIPTION OF CAPITAL STOCK

We have summarized the material terms and provisions of our capital stock in this section. This summary of the material terms and provisions of our capital stock does not purport to be complete and is qualified in its entirety by reference to our charter, which we have previously filed with the SEC.

Common stock

General. Our charter authorizes us to issue 150,000,000 shares of common stock, par value \$0.01 per share. As of December 12, 2003, we had 28,131,827 shares of common stock issued and outstanding. The 28,131,827 outstanding shares excludes the 4,208,752 shares of common stock, as of December 12, 2003, which we may issue in exchange for presently outstanding common units which may be tendered for redemption to Kilroy Realty, L.P.

Shares of our common stock:

are entitled to one vote per share on all matters presented to stockholders generally for a vote, including the election of directors, with no right to cumulative voting;

do not have any conversion rights;

do not have any exchange rights;

do not have any sinking fund rights;

do not have any redemption rights;

do not have any appraisal rights;

do not have any preemptive rights to subscribe for any of our securities; and

are subject to restrictions on ownership and transfer.

We may pay distributions on shares of common stock, subject to the preferential rights of, when issued, our Series A Preferred Stock, the Series B Preferred Stock, the Series D Preferred Stock, the Series E Preferred Stock and any other series or class of capital stock which we may issue in the future. However, we may only pay distributions when our board of directors authorizes a distribution out of legally available funds. We make, and intend to continue to make, quarterly distributions on outstanding shares of common stock.

Our board of directors may:

reclassify any unissued shares of common stock into other classes or series of capital stock;

establish the number of shares in each of these classes or series of capital stock;

establish any preference rights, conversion rights and other rights, including voting powers, of each of these classes or series of capital stock;

establish restrictions, such as limitations and restrictions on ownership, dividends or other distributions of each of these classes or series of capital stock; and

establish qualifications and terms or conditions of redemption for each of these classes or series of capital stock.

Material provisions of Maryland General Corporation Law. Under the Maryland General Corporation Law, our stockholders are generally not liable for our debts or obligations. If we liquidate, we will first pay all debts and other liabilities, including debts and liabilities arising out of our status as general partner of Kilroy Realty, L.P., and any preferential distributions on any outstanding shares of preferred stock. Each holder of

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common stock then will share ratably in our remaining assets. All shares of common stock have equal distribution, liquidation and voting rights, and have no preference or exchange rights, subject to the ownership limits in our charter or as permitted by our board of directors pursuant to executed waiver agreements.

Under the Maryland General Corporation Law, we generally require approval by our stockholders by the affirmative vote of at least two-thirds of the votes entitled to vote before we can:

dissolve;

amend our charter;

merge;

sell all or substantially all of our assets;

engage in a share exchange; or

engage in similar transactions outside the ordinary course of business.

Because the term "substantially all of a Company's assets" is not defined in the Maryland General Corporation Law it is subject to Maryland common law and to judicial interpretation and review in the context of the unique facts and circumstances of any particular transaction. Although the Maryland General Corporation Law allows our charter to establish a lesser percentage of affirmative votes by our stockholders for approval of those actions, our charter does not include this provision.

Rights to purchase Series B Preferred Stock. Each share of our common stock includes a right to purchase from us, once the rights become exercisable, one one-hundredth (1/100th) of a share of our Series B Preferred Stock, at a purchase price of \$71.00 per share, subject to anti-dilution adjustments. Once exercisable, the rights may be exercised until we redeem them, until they are exchanged or terminated, or until they expire on October 2, 2008.

The rights will be transferred only with shares of our common stock until the earlier to occur of:

- (1) ten days following a public announcement that a person or group of affiliated or associated persons, which we refer to as an acquiring person, has acquired, or obtained the right to acquire, beneficial ownership of:

15% or more of the shares of our common stock or,

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in the case of John B. Kilroy, Sr., the Chairman of our board of directors, John B. Kilroy, Jr., our President and Chief Executive Officer, and Kilroy Industries, and their respective affiliates, of more than 21% of the shares of our common stock, and

- (2) ten business days, or on a later date as may be determined by our board of directors, prior to the time that any person or group of affiliated persons becomes an acquiring person, following the commencement or announcement of an intention to make a tender offer or exchange offer for shares of our common stock, the consummation of which would result in the beneficial ownership by:

a person or group of 15% or more of the shares of our common stock or,

in the case of John B. Kilroy, Sr., the Chairman of our board of directors, John B. Kilroy, Jr., our President and Chief Executive Officer, and Kilroy Industries, and their respective affiliates, of more than 21% of the shares of our common stock.

We refer to the earlier of these dates as the distribution date. The rights will be transferred only with shares of our common stock until the distribution date, or the earlier redemption or expiration of the rights. Our board of directors may not postpone the exercisability and transferability of the rights. As soon as practicable after the distribution date, separate right certificates will be issued to holders of record of shares of common stock as of the close of business on the distribution date. Subject to the termination of the right of redemption, the rights will become exercisable and transferable. Right certificates initially will represent the right to purchase one share of common stock for each share of our common stock currently outstanding.

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If a person or group becomes an acquiring person, or if we are the surviving corporation in a merger with an acquiring person or any affiliate or associate of an acquiring person and shares of common stock are not changed or exchanged, each holder of a right, other than rights that are or were acquired or beneficially owned by the acquiring person, may receive upon exercise that number of shares of common stock having a market value of two times the then current purchase price of one right. The rights that are or were acquired or beneficially owned by the acquiring person will then be void.

We will adjust the number of rights associated with each share of our common stock as necessary if we distribute shares of common stock as dividends, or declare a stock split or reverse stock split in our common stock. If after a person has become an acquiring person we are acquired in a merger or other business combination transaction or more than 50% of our assets or earning power are sold, each holder of a right will receive, upon the exercise of a right at the then current purchase price, the number of shares of common stock of the acquiring company which at the time of that transaction would have a market value of two times the then current purchase price of one right.

At any time after a person becomes an acquiring person and prior to the earlier of one of the events described in the last sentence in the previous paragraph or the acquisition by the acquiring person of 50% or more of our then outstanding common stock, we may exchange the rights, other than rights owned by an acquiring person which have become void, in whole or in part, for shares of common stock having an aggregate value equal to the difference between the value of the common stock issuable upon exercise of the rights and the purchase price payable upon the exercise.

Our board of directors may:

redeem the rights in whole, but not in part, at a redemption price of \$.01 per right at any time prior to the time a person becomes an acquiring person;

in its sole discretion establish when the redemption of the rights may be made effective, on what basis and under what conditions; and

amend any of the provisions of the rights agreement for so long as the rights are redeemable.

Immediately upon any redemption of the rights, a stockholder's right to exercise the rights will terminate and the holders of rights may then only receive the redemption price. After the rights are no longer redeemable, we may amend or supplement the rights agreement only in a manner that does not adversely affect the interests of the holders of the rights.

We may adjust from time to time the purchase price payable, and the number of one one-hundredths of a share of Series B Preferred Stock or other securities or property issuable, upon exercise of the rights to prevent dilution:

in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Series B Preferred Stock,

upon the grant to holders of the shares of Series B Preferred Stock of some rights or warrants to subscribe to or purchase shares of Series B Preferred Stock or convertible securities at less than the current market price of the Series B Preferred Stock, or

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upon the distribution to holders of shares of Series B Preferred Stock of evidences of indebtedness, cash, securities or assets or of subscription rights or warrants, other than those referred to above.

The distributions referred to above exclude:

regular periodic cash dividends at a rate not in excess of 125% of the rate of the last regular periodic cash dividend paid or,

in case regular periodic cash dividends have not been paid, at a rate not in excess of 50% of our average net income per share for the four quarters ended immediately prior to the payment of the dividend, or dividends payable in shares of Series B Preferred Stock which will be subject to the adjustment described above.

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Until a right is exercised, the holder of the right will have no rights as a stockholder beyond those as an existing stockholder, including, without limitation, the right to vote or to receive dividends.

Preferred stock

Our charter authorizes us to issue 30,000,000 shares of preferred stock, par value \$.01 per share. Of the 30,000,000 authorized shares of preferred stock, we have classified and designated 1,700,000 shares as Series A Preferred Stock, 400,000 as Series B Preferred Stock, 900,000 shares as Series D Preferred Stock and 1,610,000 shares as Series E Preferred Stock. As of December 15, 2003, 1,610,000 shares of our preferred stock are issued and outstanding, consisting solely of our Series E Preferred Stock.

We may classify, designate and issue additional shares of preferred stock, in one or more classes, as authorized by our board of directors without the prior consent of our stockholders. The board of directors may afford the holders of preferred stock preferences, powers and rights voting or otherwise senior to the rights of holders of shares of common stock. Our board of directors can authorize the issuance of preferred stock with terms and conditions that could have the effect of delaying or preventing a change of control transaction that might involve a premium price for holders of shares of common stock or otherwise be in their best interest. All shares of preferred stock which are issued and are or become outstanding are or will be fully paid and nonassessable. Before we may issue any shares of preferred stock of any class, the Maryland General Corporation Law and our charter require our board of directors to determine the following:

the designation;

the terms;

preferences;

conversion and other rights;

voting powers;

restrictions;

limitations as to distributions;

qualifications; and

terms or conditions of redemption.

8.075% Series A Cumulative Redeemable Preferred Stock, 9.250% Series D Cumulative Redeemable Preferred Stock and 7.80% Series E Cumulative Redeemable Preferred Stock

General. Of our 30,000,000 authorized preferred shares, we designated 1,700,000 shares as Series A Preferred Stock, 900,000 shares as Series D Preferred Stock and 1,610,000 shares as Series E Preferred Stock. Shares of Series A Preferred Stock are issuable on a one-for-one basis upon redemption or exchange of Kilroy Realty, L.P.'s Series A Preferred Units. Shares of Series D Preferred Stock are issuable on a one-for-one basis upon redemption or exchange of Kilroy Realty, L.P.'s Series D Preferred Units. All of the designated Series E Preferred Stock is issued and outstanding.

Dividends. Each share of Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock will be entitled to receive dividends that are:

cumulative preferential dividends, in cash, from the date of issue payable in arrears on the 15th of February, May, August and November of each year, including in the case of Series A Preferred Stock and Series D Preferred Stock, any accumulated but unpaid distributions in respect of Series A Preferred Units and Series D Preferred Units at the time they are exchanged for shares of Series A Preferred Stock or Series D Preferred Stock, as applicable;

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on parity with any payments made to each other and with all other preferred stock designated as ranking on parity with the Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock;

in preference to any payment made on any other classes or series of capital stock or our other equity securities ranking junior to the Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock; and

at a rate of 8.075% per annum for shares of Series A Preferred Stock, at a rate of 9.250% per annum for shares of Series D Preferred Stock and at a rate of 7.80% per annum for shares of Series E Preferred Stock.

Ranking. The Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock will, with respect to dividends and rights upon voluntary or involuntary liquidation, dissolution or winding-up of our affairs, rank:

senior to our common stock, the Series B Preferred Stock and all other preferred stock designated as ranking junior to the Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock;

on parity with each other and with all other preferred stock designated as ranking on a parity with the Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock; and

junior to all other preferred stock designated as ranking senior to the Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock.

Redemption. At our option, we may redeem, in whole or in part, from time to time, upon not less than 30 or more than 60 days written notice:

shares of Series A Preferred Stock on and after February 6, 2003, shares of Series D Preferred Stock on and after December 9, 2004 and shares of Series E Preferred Stock on and after November 21, 2008, or prior to these dates to the extent necessary to maintain our qualification as a REIT;

shares of Series A Preferred Stock and Series D Preferred Stock at a redemption price payable in cash equal to \$50.00 per share, and shares of Series E Preferred Stock at a redemption price payable in cash equal to \$25.00 per share, plus any accumulated but unpaid dividends whether or not declared up to and including the date of redemption;

by paying the redemption price of the Series E Preferred Stock; and

by paying the redemption price of the Series A Preferred Stock and Series D Preferred Stock, excluding the portion consisting of accumulated but unpaid dividends, solely out of proceeds from issuance of our capital stock.

No maturity, sinking fund or mandatory redemption. The Series A Preferred Stock, Series D Preferred Stock and the Series E Preferred Stock have no maturity date, and we are not required to redeem the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock at any time. Accordingly, the Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock will remain outstanding indefinitely, unless we decide, at our option, to exercise our redemption rights. None of the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock is subject to any sinking fund.

Limited voting rights. If we do not pay dividends on any shares of Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock for six or more quarterly periods, including any periods during which we do not make distributions in respect of Series A Preferred Units and Series D Preferred Units prior to their exchange into shares of Series A Preferred Stock and Series D Preferred Stock, as applicable, whether or not consecutive, the holders of Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock will have the right to vote as a single class with all other shares of capital stock ranking on parity with the Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock which have similar vested voting rights

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for the election of two additional directors to our board of directors. The directors will be elected by a plurality of the votes cast in the election for a one-year term and each such director will serve until his successor is duly elected and qualified or until the director's right to hold the office terminates, whichever occurs earlier, subject to the director's earlier death, disqualification, resignation or removal. The election will take place at:

special meetings called by the holders of at least 10% of the outstanding shares of Series A Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or the holders of shares of any other class or series of stock on parity with the Series A Preferred Stock, the Series D Preferred Stock and Series E Preferred Stock with respect to which dividends are also accumulated and unpaid if this request is received more than 90 days before the date fixed for our next annual or special meeting of stockholders or, if we receive the request for a special meeting less than 90 days before the date fixed for our next annual or special meeting of stockholders, at our annual or special meeting of stockholders, and

each subsequent annual meeting (or special meeting in its place) until all dividends accumulated on the Series A Preferred Stock, the Series D Preferred Stock and Series E Preferred Stock for all past dividend periods and the dividend for the then current dividend period, including accumulated but unpaid distributions in respect of Series A Preferred Units and Series D Preferred Units at the time they are exchanged for shares of Series A Preferred Stock and Series D Preferred Stock, as applicable, have been fully paid or declared and a sum sufficient for the payment of the dividends is irrevocably set aside in trust for payment in full.

When all of the dividends have been paid in full, the holders of Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock will be divested of their voting rights and the term of any member of our board of directors elected by the holders of Series A Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and holders of any other shares of stock on parity with the Series A Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock will terminate.

In addition, so long as any shares of Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock are outstanding, without the consent of at least two-thirds of the holders of the series of preferred stock then outstanding, as applicable, we may not:

authorize or create, or increase the authorized or issued amount of, any shares of capital stock ranking senior to the Series A Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock with respect to payment of dividends or rights upon liquidation, dissolution or winding-up of our affairs,

reclassify any of our authorized shares of capital stock into any shares ranking senior to the Series A Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock,

designate or create, or increase the authorized or issued amount of, or reclassify any of our authorized shares of capital stock into any stock on parity with the Series A Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock, or create, authorize or issue any obligations or security convertible into or evidencing the right to purchase any such shares, but only to the extent the shares on parity with the Series A Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock are issued to one of our affiliates, or

either

consolidate, merge into or with, or convey, transfer or lease our assets substantially as an entirety, to any corporation or other entity, or

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amend, alter or repeal the provisions of our charter or bylaws, whether by merger, consolidation or otherwise,

in each case that would materially and adversely affect the powers, special rights, preferences, privileges or voting power of the Series A Preferred Stock, Series D Preferred Stock and the Series E Preferred Stock or the holders of Series A Preferred Stock, Series D Preferred Stock and the Series E Preferred Stock.

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For purposes of the previous paragraph, the following events will not be deemed to materially and adversely affect the rights, preferences, privileges or voting powers of the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock or any of their holders:

any merger, consolidation or transfer of all or substantially all of our assets, so long as either:

we are the surviving entity and the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock, respectively, remain outstanding on the same terms, or

the resulting, surviving or transferee entity is a corporation, business trust or other like entity organized under the laws of any state and substitutes for the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock, respectively, other preferred stock having substantially the same terms and same rights as the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock, respectively, including with respect to dividends, voting rights and rights upon liquidation, dissolution or winding-up; and

any increase in the amount of authorized preferred stock or the creation or issuance of any other class or series of preferred stock, or any increase in an amount of authorized shares of each class or series, in each case ranking either junior to or on parity with the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock with respect to dividend rights and rights upon liquidation, dissolution or winding-up to the extent such preferred stock is not issued to one of our affiliates.

In addition, we may increase the authorized or issued amount of the Series E Preferred Stock, whether by amendment or supplement of our charter or otherwise, without any vote of the holders of the Series E Preferred Stock if all such additional shares:

remain unissued, and/or

are issued to an underwriter in a public offering registered with the SEC.

Each share of Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock shall have one vote per \$50.00 of stated liquidation preference. The voting provisions above will not apply if, at or prior to the time when the act with respect to which the vote would otherwise be required would occur, we have redeemed or called for redemption upon proper procedures all outstanding shares of Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock, as applicable.

The Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock will have no voting rights other than as discussed above.

Liquidation preference. Upon any voluntary or involuntary liquidation, dissolution or winding-up of our affairs, each share of Series A Preferred Stock and Series D Preferred Stock is entitled to a liquidation preference of \$50.00 per share and each share of Series E Preferred Stock is entitled to a liquidation preference of \$25.00 per share, plus any accumulated but unpaid dividends, in preference to any other class or series of our capital stock, other than those equity securities expressly designated as ranking on a parity with or senior to the Series A Preferred Stock, Series D Preferred Stock and the Series E Preferred Stock.

Series B Junior Participating Preferred Stock

General. Of our 30,000,000 authorized preferred shares, we designated 400,000 shares as Series B Junior Participating Preferred Stock. The Series B Preferred Stock is issuable upon exercise of the rights to purchase shares of Series B Preferred Stock, as described above in the section entitled "Common stock - Rights to purchase Series B Preferred Stock."

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Ranking. The Series B Preferred Stock, if and when issued, will rank:

junior to our Series A Preferred Stock, Series D Preferred Stock and the Series E Preferred Stock, if and when issued, and all other classes or series of preferred stock designated as ranking senior to the Series B Preferred Stock with respect to distributions and rights upon liquidation, dissolution, or winding-up;

senior to all classes or series of preferred stock designated as ranking junior to the Series B Preferred Stock; and

on a parity with all other classes or series of stock designated as ranking on a parity with the Series B Preferred Stock.

Dividends. Each share of Series B Preferred Stock will be entitled, when, and if declared, to the greater of:

a minimum preferential cumulative quarterly dividend payment of \$1.00 per share paid on the first day of March, June, September and December, and

an aggregate dividend of 100 times the dividend, if any, declared per share of common stock, other than a dividend payable in shares of common stock, since the last quarterly dividend payment date.

We will adjust the right to dividends per share of the Series B Preferred Stock if we increase or decrease the number of shares of common stock by declaring or paying a dividend on the common stock payable in shares of common stock, or subdividing, combining or consolidating the outstanding shares of common stock. Accumulated and unpaid dividends shall not bear interest. Dividends paid on shares of Series B Preferred Stock which are less than the total amount of the dividends accumulated and payable on these shares shall be allocated pro rata on a share-by-share basis among all of the outstanding shares of Series B Preferred Stock.

Until dividends or distributions payable on the Series B Preferred Stock, whether or not declared, have been paid in full, we may not:

declare or pay dividends, or make any other distributions, including upon liquidation, dissolution or winding up, on any shares of capital stock ranking:

junior to the Series B Preferred Stock;

on parity with the Series B Preferred Stock, except dividends paid ratably on the Series B Preferred Stock and any parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all shares are then entitled;

redeem or purchase or otherwise acquire for consideration:

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shares of any capital stock ranking junior, either as to dividends or upon liquidation, dissolution or winding up, to the Series B Preferred Stock, except as provided in our charter to protect our REIT status or if we acquire shares of junior stock in exchange for shares of any of our capital stock ranking junior both as to dividends and upon dissolution, liquidation or winding-up, to the Series B Preferred Stock; or

any shares of Series B Preferred Stock, or any shares of capital stock ranking on parity with the Series B Preferred Stock, except as provided for in our charter to protect our REIT status or in accordance with a written or published purchase offer to all holders of the shares on terms that our board of directors shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

We will not permit any of our subsidiaries to purchase or otherwise acquire for consideration any shares of our capital stock unless we could purchase or otherwise acquire the shares at that time and in the manner set forth above.

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Liquidation preference. If we liquidate, dissolve or wind-up our business, the holders of shares of Series B Preferred Stock will be entitled, *pro rata* with any shares of preferred stock ranking on parity with the Series B Preferred Stock, to an aggregate preferential liquidation payment of 100 times the payment made per share of common stock. In no event may the liquidation payment be less than \$100 per share plus any accumulated and unpaid dividends. We will adjust the liquidation preference per share of the Class B Preferred Stock if we increase or decrease the number of shares of common stock by declaring or paying a dividend on the common stock payable in shares of common stock, or subdividing, combining or consolidating the outstanding shares of common stock.

Voting rights. Each holder of a share of Series B Preferred Stock is entitled to 100 votes on all matters submitted to our stockholders having general voting rights. We will adjust as necessary the votes per share of the Series B Preferred Stock if we increase or decrease the number of shares of common stock by declaring or paying a dividend on the common stock payable in shares of common stock, or subdividing, combining or consolidating the outstanding shares of common stock.

Except as required by law, we do not require the consent of holders of Series B Preferred Stock for taking any corporate action, unless they are entitled to vote with holders of common stock. Generally, any holder of Series B Preferred Stock, common stock or any other shares of stock that have general voting powers will vote together as one class on all matters submitted to those stockholders having general voting rights.

Business combinations. If we enter into any consolidation, merger, combination or other transaction, shares of our common stock may be exchanged for or changed into other stock or securities, cash and/or any other property. In that case, each share of Series B Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share equal to 100 times the aggregate amount of stock, securities, cash and/or any other property, payable in kind, as the case may be, into or for which each share of common stock is changed or exchanged. We will adjust the amount of per share consideration to be received by holders of Series B Preferred Stock upon any of these transactions if we increase or decrease the number of shares of common stock by declaring or paying a dividend on the common stock payable in shares of common stock, or subdividing, combining or consolidating the outstanding shares of common stock.

Redemption. We may not redeem the Series B Preferred Stock at any time.

Restrictions on ownership and transfer of capital stock

Internal Revenue Code requirements.

To maintain our tax status as a REIT, five or fewer individuals, as that term is defined in the Internal Revenue Code, which includes certain entities, may not own, actually or constructively, more than 50% in value of our issued and outstanding capital stock at any time during the last half of a taxable year. Constructive ownership provisions in the Internal Revenue Code determine if any individual or entity constructively owns our capital stock for purposes of this requirement. In addition, 100 or more persons must beneficially own our capital stock during at least 335 days of a taxable year or during a proportionate part of a short taxable year. Also, rent from tenants in which we actually or constructively own a 10% or greater interest is not qualifying income for purposes of the gross income tests of the Internal Revenue Code. To help ensure we meet these tests, our charter restricts the acquisition and ownership of shares of our capital stock.

Transfer restrictions in our charter.

Subject to exceptions specified in our charter, no holder may own, either actually or constructively under the applicable constructive ownership provisions of the Internal Revenue Code:

more than 7.0%, by number of shares or value, whichever is more restrictive, of the outstanding shares of our common stock;

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if and when issued, more than 7.0%, by number of shares or value, whichever is more restrictive, of our Series B Preferred Stock;

if and when issued, shares of our Series A Preferred Stock, and/or Series D Preferred Stock, which, taking into account all other shares of our capital stock actually or constructively held, would cause a holder to own more than 7.0% by value of our outstanding shares of capital stock; or

more than 9.8%, by number of shares or value, whichever is more restrictive, of the outstanding shares of our Series E Preferred Stock.

In addition, because rent from tenants in which we actually or constructively own a 10% or greater interest is not qualifying rent for purposes of the gross income tests under the Internal Revenue Code, our charter provides that no holder may own, either actually or constructively by virtue of the constructive ownership provisions of the Internal Revenue Code, which differ from the constructive ownership provisions used for purposes of the preceding sentence:

more than 9.8%, by number of shares or value, whichever is more restrictive, of the outstanding shares of our common stock;

if and when issued, more than 9.8% by number of shares or value, whichever is more restrictive, of our Series B Preferred Stock;

if and when issued, shares of our Series A Preferred Stock, and/or Series D Preferred Stock, which, taking into account all other shares of our capital stock actually or constructively held, would cause a holder to own more than 9.8% by value of our outstanding shares of capital stock; or

more than 9.8%, by number of shares or value, whichever is more restrictive, of the outstanding shares of our Series E Preferred Stock.

We refer to the limits described in this paragraph, together, as the ownership limits.

The constructive ownership provisions set forth in the Internal Revenue Code are complex, and may cause shares of our capital stock owned actually or constructively by a group of related individuals and/or entities to be constructively owned by one individual or entity. As a result, the acquisition of shares of our capital stock in an amount that does not exceed the ownership limits, or the acquisition of an interest in an entity that actually or constructively owns our capital stock, could, nevertheless cause that individual or entity, or another individual or entity, to own constructively shares in excess of the ownership limits and thus violate the ownership limits described above or otherwise permitted by our board of directors. In addition, if and when such shares are issued, a violation of the ownership limits relating to the Series A Preferred Stock, Series D Preferred Stock or Series E Preferred Stock could occur as a result of a fluctuation in the relative value of any outstanding series of our preferred stock and our common stock, even absent a transfer or other change in actual or constructive ownership.

Our board of directors may waive the ownership limits with respect to a particular stockholder if it:

determines that the ownership will not jeopardize our status as a REIT; and

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otherwise decides that this action would be in our best interest.

As a condition of this waiver, our board of directors may require opinions of counsel satisfactory to it and/or undertakings or representations from the applicant with respect to preserving our REIT status. Our board of directors has waived the ownership limit applicable to our common stock for John B. Kilroy, Sr. and John B. Kilroy, Jr., as well as members of their families and entities which are deemed to own Messrs. Kilroy's common stock, allowing them to own up to 21% of our common stock. However, the board of directors conditioned this waiver upon the receipt of undertakings and representations from Messrs. Kilroy which it believed were

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reasonably necessary in order to conclude that the waiver would not cause us to fail to qualify and maintain our status as a REIT.

In addition to the foregoing ownership limits, no holder may own, either actually or constructively under the applicable attribution rules of the Internal Revenue Code, any shares of any class of our capital stock if, as a result of this ownership:

more than 50% in value of our outstanding capital stock would be owned, either actually or constructively under the applicable constructive ownership provisions of the Internal Revenue Code, by five or fewer individuals, as defined in the Internal Revenue Code,

our capital stock would be beneficially owned by less than 100 persons, determined without reference to any constructive ownership provisions, or

we would fail to qualify as a REIT.

Any person who acquires or attempts or intends to acquire actual or constructive ownership of our shares of capital stock that will or may violate any of the foregoing restrictions on transferability and ownership must give us notice immediately and provide us with any other information that we may request in order to determine the effect of the transfer on our status as a REIT. The foregoing restrictions on transferability and ownership will not apply if our board of directors determines that it is no longer in our best interest to attempt to qualify, or to continue to qualify, as a REIT.

Effect of violation of ownership limits and transfer restrictions.

If any attempted transfer of our capital stock or any other event would result in any person violating the ownership limits described above, unless otherwise permitted by our board of directors, then the purported transfer will be void and of no force or effect with respect to the attempted transferee as to that number of shares in excess of the applicable ownership limit, and the transferee shall acquire no right or interest in the excess shares. In the case of any event other than a purported transfer, the person or entity holding record title to any of the excess shares shall cease to own any right or interest in the excess shares.

Any excess shares described above will be transferred automatically, by operation of law, to a trust, the beneficiary of which will be a qualified charitable organization selected by us. The automatic transfer will be effective as of the close of business on the business day prior to the date of the violative transfer.

The trustee must:

within 20 days of receiving notice from us of the transfer of shares to the trust,

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sell the excess shares to a person or entity who could own the shares without violating the ownership limits or as otherwise permitted by our board of directors, and

distribute to the prohibited transferee or owner, as applicable, an amount equal to the lesser of the price paid by the prohibited transferee or owner for the excess shares or the sales proceeds received by the trust for the excess shares;

in the case of any excess shares resulting from any event other than a transfer, or from a transfer for no consideration, such as a gift,

sell the excess shares to a qualified person or entity, and

distribute to the prohibited transferee or owner, as applicable, an amount equal to the lesser of the market price of the excess shares as of the date of the event or the sales proceeds received by the trust for the excess shares;

in either case above, distribute any proceeds in excess of the amount distributable to the prohibited transferee or owner, as applicable, to the charitable organization selected by us as beneficiary of the trust.

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The trustee shall be designated by us and be unaffiliated with us and any prohibited transferee or owner. Prior to a sale of any excess shares by the trust, the trustee will receive, in trust for the beneficiary, all dividends and other distributions paid by us with respect to the excess shares, and may also exercise all voting rights with respect to the excess shares.

Subject to Maryland law, effective as of the date that the shares have been transferred to the trust, the trustee shall have the authority, at the trustee's sole discretion,

to rescind as void any vote cast by a prohibited transferee or owner, as applicable, prior to our discovery that our shares have been transferred to the trust, and

to recast the vote in accordance with the desires of the trustee acting for the benefit of the beneficiary of the trust.

However, if we have already taken irreversible corporate action, then the trustee may not rescind and recast the vote. Any dividend or other distribution paid to the prohibited transferee or owner, prior to our discovery that the shares had been automatically transferred to a trust as described above, must be repaid to the trustee upon demand for distribution to the beneficiary of the trust. If the transfer to the trust as described above is not automatically effective, for any reason, to prevent violation of the applicable ownership limit or as otherwise permitted by the board of directors, then our charter provides that the transfer of the excess shares will be void.

If shares of capital stock are transferred to any person in a manner which would cause us to be beneficially owned by fewer than 100 persons, the transfer shall be null and void in its entirety, and the intended transferee will acquire no rights to the stock.

If our board of directors shall at any time determine in good faith that a person intends to acquire or own, has attempted to acquire or own, or may acquire or own our capital stock in violation of the limits described above, it shall take actions to refuse to give effect to or to prevent the ownership or acquisition, including, but not limited to:

authorizing us to repurchase stock,

refusing to give effect to the ownership or acquisition on our books, or

instituting proceedings to enjoin the ownership or acquisition.

All certificates representing shares of our capital stock bear a legend referring to the restrictions described above.

All persons who own at least a specified percentage of the outstanding shares of our stock must file with us a completed questionnaire annually containing information about their ownership of the shares, as set forth in the applicable treasury regulations. Under current treasury regulations, the percentage is between 0.5% and 5.0%, depending on the number of record holders of our shares. In addition, each stockholder may be required to disclose to us in writing information about the actual and constructive ownership of our shares as our board of directors deems necessary to comply with the provisions of the Internal Revenue Code applicable to a REIT or to comply with the requirements of any taxing

authority or governmental agency.

These ownership limitations could discourage a takeover or other transaction in which holders of some, or a majority, of our shares of capital stock might receive a premium for their shares over the then prevailing market price or which stockholders might believe to be otherwise in their best interest.

Transfer agent and registrar for shares of capital stock

Mellon Investor Services LLC is the transfer agent and registrar for our shares of preferred stock and common stock.

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WARRANTS

We currently have no warrants outstanding (other than options issued under our stock option plan and the redemption and exchange rights of Unitholders). We may issue warrants for the purchase of preferred stock or common stock. Warrants may be issued independently or together with any other Offered Securities offered by any Prospectus Supplement and may be attached to or separate from such Offered Securities. Each series of warrants will be issued under a separate warrant agreement (each, a **Warrant Agreement**) to be entered into between the Company and a warrant agent specified in the applicable Prospectus Supplement (the **Warrant Agent**). The Warrant Agent will act solely as our agent in connection with the warrants of such series and will not assume any obligation or relationship of agency or trust for or with any provisions of the warrants offered hereby. Further terms of the warrants and the applicable Warrant Agreements will be set forth in the applicable Prospectus Supplement.

The applicable Prospectus Supplement will describe the terms of the warrants in respect of which this Prospectus is being delivered, including, where applicable, the following: (1) the title of such warrants; (2) the aggregate number of such warrants; (3) the price or prices at which such warrants will be issued; (4) the designation, terms and number of shares of preferred stock or common stock purchasable upon exercise of such warrants; (5) the designation and terms of the Offered Securities, if any, with which such warrants are issued and the number of such warrants issued with each such Offered Security; (6) the date, if any, on and after which such warrants and the related preferred stock or common stock will be separately transferable, including any limitations on ownership and transfer of such warrants as may be appropriate to preserve our status as a REIT; (7) the price at which each share of preferred stock or common stock purchasable upon exercise of such warrants may be purchased; (8) the date on which the right to exercise such warrants shall commence and the date on which such right shall expire; (9) the minimum or maximum amount of such warrants which may be exercised at any one time; (10) information with respect to book-entry procedures, if any; (11) a discussion of certain federal income tax consequences; and (12) any other terms of such warrants, including terms, procedures and limitations relating to the exchange and exercise of such warrants.

DESCRIPTION OF DEPOSITARY SHARES

General

We may issue depositary shares, each of which will represent a fractional interest of a share of a particular class or series of p